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BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of

THE CANADIAN SKI INSTRUCTORS' ALLIANCE (ONTARIO) INC. BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE CANADIAN SKI INSTRUCTORS' ALLIANCE (ONTARIO) INC. (hereinafter called the 'Corporation') as follows:

HEAD OFFICE

1. The head office of the Corporation shall be in the City of Toronto, in the Municipality of Metropolitan Toronto, 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 determine.

SEAL

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

MEMBERS

3. General: Any member in good standing of the Canadian Ski Instructors' Alliance resident within the Province of Ontario shall be a member of the Corporation and shall continue to maintain such membership in the Corporation unless and until they shall have either relinquished their residence within the Province of Ontario or alternatively ceased to maintain their standing as a member in good standing of the Canadian Ski Instructors' Alliance.

4. Active Members: An active member of the Corporation shall be any member of the Canadian Ski Instructors' Alliance over the age of 16 years who has successfully completed a Level 1, 2, 3 or 4 certification course conducted by the Canadian Ski Instructors' Alliance and who has complied with all other requirements of active membership as established by the Canadian Ski Instructors' Alliance and the Board of the Corporation.

5. Honorary Members: An honorary member of the Corporation is any person who has been elected as such by the Board on the basis of his contribution to the Corporation or to the sport of skiing in general.

6. Associate Members: An associate member of the Corporation is any former active member who is no longer engaged in ski teaching.

7. Non-Voting Members: *A non-voting member of the Corporation is any ski instructor, over 17 years of age, who has successfully completed a Level 1 apprentice course conducted by the Canadian Ski Instructors' Alliance and/or the Corporation and who has complied with all other requirements of non-voting membership as established by the Board.*

8. Life Members: The Board may at any time by two-thirds majority vote elect as a life member any member of the Corporation or member of the Canadian Ski Instructors' Alliance who has made an outstanding long term contribution to professional ski teaching and/or the Corporation and/or the Canadian Ski Instructors' Alliance. The criteria for the selection and election of a member to this classification shall be as the Board may by resolution from time to time determine.

DIRECTORS

9. General: The affairs of the Corporation shall be managed by a board of Directors to be chosen from the Active Membership who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a general meeting of members until changed by special resolution or by-law or amendments to the Letters Patent. The number of Directors shall be ten (10), five (5) of whom shall constitute a quorum for the transaction of business at any meeting of the Directors. Notwithstanding vacancies the remaining Directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

10. Qualifications: A Director shall be eighteen or more years of age, and subject to the provisions of Section 286 of The Corporations Act (Ontario), shall be a member of the Corporation. In addition to the

foregoing, a Director must be an Active Member of the Corporation and a permanent resident of Canada legally domiciled in Ontario provided that a majority of the Board of Directors shall be citizens of Canada.

11. Terms of Office: The Directors' term of office shall, subject to the provisions if any, of the Letters Patent or Supplementary Letters Patent of the Corporation, 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 elected or appointed, provided that no person shall hold a Directorship for more than 5 (five) consecutive years.

12. Removal: The office of a Director of the Corporation shall be vacated:

- (i) if he becomes bankrupt or suspends payment of compounds with his creditors or makes an authorized assignment or is declared insolvent;
- (ii) if he is convicted of any criminal offense;
- (iii) if by notice in writing to the Corporation he resigns his office;
- (iv) death;
- (v) incapacity to act;
- (vi) breach to any by-law or article of the code of ethics and removal of his name from the Register.

13. Resignation: In the event that during the term of his office, any Director shall tender his resignation as a Director or shall cease to be a Director by reason of the provisions of paragraph 12 above, then the Board of Directors in its discretion may cause to be appointed an active member of the Corporation to act in the capacity of an Interim Director to fill the vacancy created by the resignation or termination of any Directors position as aforesaid. Any person so appointed as an Interim Director shall be subject to retirement at the same time as if he had become a Director on the day at which the Director in whose place he has been appointed was last elected a Director.

14. Provisions for Removal: In addition to the provisions of paragraph 13 hereof, any Director who shall fail to attend three (3) consecutive Directors' meetings, shall automatically cease to be a Director and be deemed to have delivered his resignation coincident with his failure to attend the third consecutive Directors' meeting as aforesaid and the Board of Directors shall be entitled to replace such Director with an Interim Director in accordance with the provisions of paragraph 13.

15. Removal by Members: 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 term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

16. Remuneration: The Directors shall have full power to fix the salary and remuneration, if any, of any and all Officers of the Corporation and shall have full power to fix and provide for the remuneration of the Directors from time to time. Each Director shall be entitled to be repaid all reasonable expenses incurred by him in or about the performance of his duties as a Director and as the Board shall authorize and approve.

17. Nominating Committee: At any time not later than forty-five (45) days prior to the date of the annual general meeting, a Nominating Committee shall be appointed composed of the immediate past Chairman of the Corporation, one Director and one Active Member of the Corporation who is not a Director, the latter two having been appointed to the Nominating Committee by the Board of Directors. It shall be the duty of the Nominating Committee to submit their report to the membership twenty-one (21) days prior to the annual general meeting. The report shall indicate the nominees recommended by such Nominating Committee to be elected as Directors by the members entitled to vote at the annual general meeting. In addition, nominations may be put forward verbally by five (5) members present in person at the annual general meeting, provided that the nominees be also present and otherwise qualify to sit on the Board. If no other nomination is received, the report from the Nominating Committee will be accepted automatically and nominees declared elected.

MEETING OF DIRECTORS

18. Regular Meetings: Regular meetings of the Board of Directors may be held at such time, or at such places as may be fixed by resolution of the Board from time to time or on the call of the Chairman.

19. Special Meetings: The Secretary at the direction of the Chairman, or in his absence, the Vice-Chairman, may at any time summon a special meeting of the Directors. Any Director may request a meeting of the Board of Directors and the Chairman must cause such a meeting to be called within thirty (30) days after receipt of the written request by the Secretary.

20. Notice of Meeting: Notices of meeting of Directors must be served or mailed at least five (5) clear days before the time fixed for the meeting. Non-receipt of any notice of meetings by any Director or the accidental omission to serve or give the said notice to any Director shall not invalidate the proceedings at any meeting of Directors. Notices of such meetings of Directors shall state the objects for which the meetings are called. Omissions to give notice shall not invalidate the proceedings.

21. Quorum: Five (5) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

22. Adjournments: Whether or not a quorum is present, any meeting of the Board of Directors may be adjourned from time to time by a majority of the votes cast upon the question, and any such meeting may be held as adjourned without further notice.

23. Votes: Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the Chairman shall have a second or casting vote.

24. Chairman of the Board: All meetings of the Board of Directors shall be presided over by the Chairman of the Board. If there is no Chairman of the Board or, in his absence, the meeting shall be presided by the Chairman of the Corporation or, in his absence, by a Vice-Chairman who is a Director or, in the absence of the Chairman and of the Vice-Chairman, by a Director chosen by the meeting.

25. Secretary: At any meeting of the Directors the Secretary or in his absence, an assistant-Secretary, or if neither the Secretary nor an assistant-Secretary be present, a person appointed by the Chairman shall act as Secretary.

26. Waiver of Notice: Meeting of Directors may be held at any time or place without previous notice, if all the Directors be present and consent to such meeting, or in all the Directors waive notice in writing of the time, place and purpose of such meeting.

27. Validity of Acts of Directors: All acts done by any meeting of the Directors or of a committee, or by any person acting as such, notwithstanding that it is, afterward discovered that there was some defect in the appointment of any such Director or person so acting, or that they, or any of them, were disqualified, shall be as valid as if every such person had been duly appointed and was qualified to be a Director.

28. Powers of Directors: The Directors shall be entrusted with the management of the Corporation and may pass resolutions regarding the annual membership fees, the creation of committees and the hiring of staff. The Directors may from time to time, on behalf of the Corporation, acquire, by request, devise, gift, purchase or lease and may sell or otherwise dispose of property, movable and immovable, real or personal or any interest therein and/or the income therefrom for such consideration or by way of donation to religious, educational, philanthropic, sporting and charitable purposes as they may deem advisable.

The Directors of the Corporation may administer the affairs of the Corporation in all things and may make or cause to be made for the Corporation any description of contract which the Corporation may by law enter into and generally exercise all or any of the rights or powers which the Corporation itself may exercise under its charter and the laws governing it.

29. By-Laws, Rules and Regulations: The Directors may, at any meeting, especially called for that purpose, repeal or annul, any by-law, rule or regulation of the Association, by a two-third majority, but such change shall be enforced only until the next annual general meeting and if not then confirmed, by a vote of the two-thirds of the members present, shall cease to be enforced.

30. Executive Committee: The Directors shall elect, from among their number, the members of the Executive Committee of the Corporation. The Executive Committee shall consist of four (4) Directors, namely -

- (a) the Chairman of the Board, acting also as Chairman of the Executive Committee;
- (b) Vice-Chairman;
- (c) Treasurer;
- (d) Secretary.

Decision of the Executive Committee shall be taken by majority vote. Subject to the restrictions imposed by the Board of Directors, the Executive Committee, between the meetings of the Board, shall have and may exercise all the powers of the Board in the government of the affairs of the Corporation except those which by law must be exercised exclusively by the Board of Directors.

The Executive Committee shall report all its decisions to the Board at its next meeting; the latter may amend or rescind them, without prejudice to vested rights.

31. Disciplinary Committee: The committee on discipline shall consist of three (3) members chosen in each case by the Board of Directors among the members of the Corporation.

Three (3) members shall constitute a quorum of the Committee.

Any person who has a complaint against a member of the Corporation may lodge said complaint with the Disciplinary Committee.

The Committee may also, on it's own, investigate the actions of any member of the Corporation. The Committee, after hearing the parties and examining the complaint, reports to the Board of Directors, and recommends the actions to be taken against the respondent. The Committee may recommend one or more of the following penalties:

- (a) reprimand;
- (b) temporary or permanent disbarment from the Corporation;
- (c) a fine not exceeding \$500.00 for the first offense and not exceeding \$1,000.00 for each subsequent offense.

PROTECTION OF DIRECTORS

32. General: 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 and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all time, 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 which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability;
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default. No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through 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 or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution or supposed execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful act or his own willful default.

MEETING OF MEMBERS

33. General: The annual meeting of members of the Corporation, subject to compliance with Section 293 of the Corporations Act, shall be held at such place and time as the Directors of the Corporation may determine but not later than six months following the end of the Corporation's fiscal year. The business of the Annual Meeting will be to consider and adopt, if approved, the Annual Report of the Directors and Financial Statements of the Corporation, to elect Directors in accordance with the provisions of this by-law, and to transact such other business as may be necessary and desirable.

34. Special General Meeting: A special general meeting of the members may be called at any time with notice as hereinbefore stated as follows:

- (a) by resolution of the Board of Directors;
- (b) by requisition to the Chairman signed by at least ten percent (10%) of the members of the Corporation; provided such resolution of requisition shall specify the purpose for which the meeting is to be called.

35. Notice of Meeting: At least fifteen (15) days notice of the Annual Meeting or any Special General Meeting, shall be given to every member by mailing a copy of such notice to his last known address. Such notice shall state the day, hour and place of meeting, and the general nature of business to be transacted thereat.
36. Omission to Give Notice: The accidental omission to give notice of any meetings to, or the non-receipt of such notice by any particular member or members, shall not invalidate the proceedings at such meeting.
37. Incomplete Notice: The accidental omission from the notice of an annual meeting of any business required by law or these by-laws to be transacted at such meeting shall not preclude the meeting from validly transacting any business.
38. Waiver of Notice: Notice of any meeting or any irregularity in any meeting or in the notice thereof may either before or after such meeting be waived by any particular member or by the duly appointed proxy or proxies of any particular member or members. The attendance of a member at any meeting either in person or by proxy, shall be a waiver of such notice.
39. Quorum: Fifty (50) members present in person shall form a quorum at all annual and special general meetings.
40. Adjournment: If 15 minutes after the time appointed for the holding of any meeting of the members a quorum be not present, the meeting shall stand adjourned for three hours on the same day and at the same place, and if at such adjourned meeting a quorum be not present, those members who are present and entitled to vote thereat shall be deemed to be a quorum and may transact all business which a full quorum might have done.
41. Votes and Qualifications of Voters: All active, and life members in good standing will be allowed one vote at all annual and special meetings.
42. Proxy: Voting by proxy on forms acceptable to and approved by the Directors shall be permissible at any and all annual and general meetings, but no member shall be allowed to vote more than ten (10) proxy votes and any excess of proxy votes over the number that may be voted by a member, shall be allocated by the Board of Directors as it sees fit. The proxies shall be filed with the Secretary five days before the meeting, shall be on forms approved by the Board of Directors and sent to the members together with the notice of meeting.
43. Chairman: The Chairman shall preside at all Directors' meetings and general meetings. In the event of the absence of the Chairman, the chairmanship shall fall to the Vice-Chairman. In the event of the absence of the Chairman and the Vice-Chairman, the chairmanship shall fall to the Treasurer. In the event of the absence of the Chairman, Vice-Chairman and Treasurer, the members shall choose one of their number to be Chairman of the meeting.
44. Secretary: At any meeting of the member, the Secretary, or in his absence an assistant-Secretary, or if neither the Secretary nor an assistant-Secretary be present a person appointed by the Chairman shall act as Secretary.
45. Decision of Questions: Unless otherwise provided by law, or by the letters patent or by any other by-law of the Corporation, all questions coming before any meeting of the members shall be decided by a majority of the votes validly cast thereon. In case of an equality of votes, the Chairman shall have the casting vote.
46. Show of Hands: Except as otherwise provided by law, or by the letters patent or by any other by-laws or the Corporation, at any meeting of the members, unless a poll is demanded, by at least twenty-five (25) person present, any vote may be taken by a show of hands. The declaration at any general meeting by the chairman that a resolution had been carried, and an entry to that effect in the minutes of proceedings of the Corporation, shall be sufficient evidence of the fact, without proof of the number, or proportion of the votes, recorded in favor or against such regulation.
47. Poll: If a poll is demanded, the same shall be taken in such manner as the Chairman directs and the result should be deemed to be the resolution of the Corporation in general meeting.

OFFICERS AND AGENTS

48. Officers and Agents: The Officers of the Corporation shall consist of a Chairman, Vice-Chairman, a Treasurer, a Secretary and other Officers as the Board of Directors may in its discretion elect or appoint.
49. Qualification of Officers: The Chairman of the Board, the Vice-Chairman, the Secretary and the Treasurer must be chosen from among the Directors but the other Officers may or may not be Directors.

50. Election or Appointment of Officers: Immediately following every annual meeting, the Directors shall convene a meeting of Directors for the purpose of setting a date within thirty (30) days following the annual meeting at which time the Board shall elect the Chairman and the Vice-Chairman.

The Secretary and Treasurer, together with such other Officers as the Board may determine shall be appointed by the Directors at said meeting. Either or all positions may be held by a Director, or Directors, but these offices may be held by non Directors if the Board shall in its discretion deem it advisable.

51. Officer's Term of Office: The Officers shall hold office at the pleasure of the Board of Directors, but in no case beyond the time when their respective successors shall be elected and accept office.

52. Resignation and Removal of Officers: Any Officer may resign at any time by delivering his resignation in writing to the Chairman or Vice-Chairman or to a meeting of the Board of Directors. Any Officer may be removed at any time either with or without cause, by a resolution carried by the majority of the Directors then in office.

53. Vacancies: Any vacancy in any office may be filled at any time by the Board of Directors. The person so appointed shall be subject to retirement at the same time as the person whose vacancy is being filled by such appointment would have been otherwise retired.

54. Powers and Duties of Officers: Except as otherwise provided by law or under these by-laws each Officer shall have the usual powers and shall perform all the usual duties incident to this office, and shall in addition, have such powers and perform such duties as the Board of Directors may from time to time delegate and assign to him.

55. Chairman and Vice-Chairman: The Chairman and in his absence, the Vice-Chairman, shall be the principal executive Officer of the Corporation. He shall preside at all of the meetings of the members and Directors, and shall exercise a general oversight over the work and politics of the Corporation. He shall be ex-officio a member of any committee, appointed by the Directors and/or members. The Chairman, or in his absence, the Vice-Chairman, in their order, shall sign for the Board of Directors, all deeds, documents, writings and other instruments requiring execution by the Corporation unless otherwise ordered by the Board of Directors by resolution.

56. The Secretary: The Secretary shall take and keep the minutes of the meetings of the members and of the Directors in books provided for that purpose and shall discharge such duties as shall be assigned to him by the Chairman, or the Directors. He shall keep the register of members, issue notices for all meetings and deal with all correspondence. The Secretary shall have the custody of the corporate seal.

57. The Treasurer: The Treasurer shall faithfully discharge his duties and may be required to give a bond for their faithful discharge in such sum and with such securities as the Board of Directors shall determine. He shall:

- (a) receive all funds and securities paid to the Corporation and shall deposit such funds and securities in the name and to the credit of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors shall designate;
- (b) render a detailed report of the conditions of the finances of the Corporation at the regular meeting of the Board of Directors preceding the Annual Meeting of the members and render such other reports as the Board of Directors may, from time to time require;
- (c) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever;
- (d) in general perform all duties incident to the office of Treasurer and such other duties as may be assigned to him by the Board of Directors.

At each annual meeting of the members, the Treasurer shall make a report to it of the accounts of the last fiscal year. He shall keep proper books of accounts and other books showing at all time the character, value and amount of the property and funds of the Corporation and such books shall be at all times open to the inspection of the members of the Board.

The accounts of the Treasurer shall be annually audited by an auditor or auditors appointed at the annual general meeting.

The Treasurer shall, however, have the right to delegate to such other Officer of the Corporation some of the duties assigned to him in this paragraph.

58. The Executive Director: The Board of Directors may at any time, by resolution, appoint any person as general manager of the Corporation and from time to time determine his salary and define his duties as manager.

59. Advisory Council: The Board may appoint a council whose member would be past-chairmans, honorary members or non-members acting as legal and financial advisors for the Corporation. The members of such council may attend Directors' meetings by invitation of the Board and may not vote at such meetings.

COMMITTEES

60. General: The Board of Directors may from time to time as deemed necessary appoint committees consisting of such number of Directors and members as may be deemed desirable and may prescribe their duties.

Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Board of Directors, two members of a committee shall be a quorum. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the Chairman of the meeting shall have a second and casting vote.

VOTING SHARES AND SECURITIES

61. All 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 or shareholders, bondholders, debenture holders, debenture stock holders or holders of other securities (as the case may be) of such person or persons as the Board of Directors of the Corporation shall from time to time determine.

CUSTODY OF SECURITIES

62. All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or trust company or in a safety deposit box or with such other depositories or in such other manner as may be determined from time to time by the Board of Directors.

63. 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.

EXECUTION OF INSTRUMENTS

64. Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by any two of the Chairman, Vice-Chairman, Treasurer or Secretary 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 sign specific contracts, documents and instruments in writing.

The seal of the Corporation may when required by affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.

The terms 'contracts, documents and 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, receipt and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stock, bonds, debentures or other securities and all paper writings.

In particular, without limiting the generality of the foregoing;

- (i) any two of the Chairman, Vice-Chairman, Secretary or Treasurer; or
- (ii) any two Directors shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, 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, stocks, bonds, debentures, rights, warrants or other securities.

FISCAL YEAR

65. The first fiscal period of the Corporation shall terminate on the 31st day of March, 1984, and thereafter the fiscal year of the Corporation shall terminate on the 31st day of March in each year or on such other date as the Directors shall by resolution from time to time determine.

INTERPRETATION

66. In all by-laws of the Corporation, the singular shall include the plural and the plural the singular; the word 'person' shall include firms and Corporations, and the masculine shall include the feminine.

ADOPTED by the Directors and APPROVED by the members on the 15th day of May 1997.

Chairman of the Meeting:

Secretary of the Meeting:
