

Friends of Crysler's Farm Battlefield Constitution

This document contains the original document of the Friends of Crysler's Farm Battlefield Constitution as adopted 17- 01- 2000.

As well, the amended and updated version of the constitution as adopted 19-7-2020.

17-01-2000

**A Bylaw to Establish the Organization and Administration of:
The Friends of Crysler's Farm Battlefield
Les Amis du Ferme Crysler-Champ du Bataille**

1.0 Name

1.1 The name of the organization shall be The Friends of Crysler's Farm Battlefield. Further known as and referred to in this document as the Corporation.

2.0 Aims and Objects

2.1 The Objects of the Corporation are:

To cooperate with the St. Lawrence Parks Commission,

- a) to provide for the preservation and presentation of the Battle of Crysler's Farm Site, the Battlefield Memorial structure. Interpretive Centre, and historic objects related to the site's significance;
- b) to provide for the research and the interpretation of the history of the Battle of Crysler's, the story of the Battle of Crysler's Farm, and the early settlement and development of the surrounding region for the benefit of site visitors and the general public;
- c) to increase awareness of the site and the story of the Battle of Crysler's Farm.

3.0 Corporate Seal

3.1 The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

4.0 Membership

4.1 Conditions of Membership

4.1.1 Any interested person or association may become a member of the corporation upon payment of the annual fee, applying for membership and acceptance by the Board of Directors.

4.1.2 The fees for membership shall be determined by the Board of Directors subject to approval by a General Meeting of the Corporation AGM

4.1.3 Honorary membership may be bestowed by the Board of Directors on an individual to recognize significant contributions made to the Friends of Crysler's Farm Battlefield or for other purposes and will confer upon the individual the rights to attend and to be heard at all meetings of the Corporation.

4.1.4 Membership in the Corporation shall cease upon the death of a member or if by notice in writing the member resigns or ceases to qualify for membership in accordance with these by-laws.

4.1.5 The Board of Directors shall not be obliged to accept an application for membership and shall have the right, for sufficient cause, to terminate the membership of any member.

5.0 Head Office

5.1 Until changed in accordance with the act the head office of the corporation shall be in the Town of Morrisburg, Ontario;

c/o The St. Lawrence Parks Commission

R.R.#1 Morrisburg, Ontario

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6.0 Board of Directors

6.1 The property and business of the Corporation shall be managed by a Board of Directors of no more than seven individuals and no less than five (not including ex-officio members) which body should to the extent possible, and consistent with the aims and objectives, fairly represent Canadian Society.

6.2 The General Manager of The St. Lawrence Parks Commission or his/her designate will be an ex-officio, non-voting member of the Board of Directors.

6.3 Directors must be individuals, at least 18 years of age, with power under law to contract.

6.4 The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected. At the first general meeting of members the board of directors then elected shall replace the provisional directors named in the Letters Patent of the Corporation.

6.5 At the first general meeting of members the officers and up to seven directors shall be elected to the board of directors. Up to three directors shall serve a one year term and the remaining directors shall serve a two year term. The determination of which directors serve two or one year terms shall be accomplished by chance at the general meeting, persons shall be elected to the then lapsing directorship for two year terms.

6.6 The office of Director shall be automatically vacated:

6.6.1 If a Director shall resign his/her office by delivering a written resignation to the secretary of the Corporation

6.6.2 If he/she is found by a court to be of unsound mind

6.6.3 If a resolution is passed by two-thirds of the members [Directors and Officers] that he/she be removed from office

6.6.4 if a resolution is passed by two-thirds of the members that he/she be removed from office

6.6.5 on death

6.7 If any vacancy shall occur for any reason, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation.

6.8 Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that forty-eight hours notice of such meeting shall be given, other than by mail, to each Director.

Notice by e-mail shall be sent at least ten days prior to the meeting. There shall be at least one meeting per year of the board of directors. There shall be at least one meeting per year of the board of Directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings as taken or had thereat. Each Director is authorized to exercise one vote. The President shall not vote except in the case of a tie in which case the President shall cast the deciding vote. The President may only cast the deciding vote after the expiration of one week [or agreed upon period as put forward by a motion,] and the holding of a second vote by the Board at a meeting called for the purpose of breaking a tie. If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

A resolution in writing, signed by all 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.

6.9 The Directors and Officers shall serve as such without remuneration and no Director or Officer shall directly or indirectly receive any profit from his position as such; provided that a Director or Officer may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefore:

6.10 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and a successor is elected.

6.11 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.

6.12 The Board of Directors may authorize the formation of committees for special purposes and appoint chairpersons of such committees who may attend meetings of the Board but shall have no vote therat unless they are duly elected or appointed Directors.

7.0 Indemnities to Directors and Others

7.1 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 company 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 which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against 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.

8.0 Powers of Directors

8.1 The 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 power and do all such other acts and things the Corporation is by its charter or otherwise authorized to exercise and do.

8.2 The 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.

8.2a The 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.

8.3 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 of any kind whatsoever for the purpose of furthering the objectives of the Corporation.

9.0 Officers

9.1 The Officers of the Corporation shall be a president, vice-president, secretary and treasurer and any such other Officers as the Board of Directors may by by-law determine. The offices of Secretary and Treasurer may be held by the same person.

9.2 The Officers shall be appointed by the Board at the first meeting of the Board subsequent to the Annual General Meeting.

10.0 Duties of Officers

10.1 The President: shall be the chief executive Officer of the Corporation and shall preside at all meetings of the Corporation and of the Board of Directors. The President shall have the general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

10.2 The Vice-President: shall in the absence or incapacity of the President, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time-to-time be imposed upon him by the Board of Directors.

10.3 The Treasurer: shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation in such deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time-to-time. He shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.

He shall also perform such other duties as may from time-to-time be directed by the Board of Directors.

10.4 The Secretary: may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out his affairs of the Corporation generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.

10.4a The Secretary: shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be.

10.5 The duties of all other Officers of the Corporation shall be such as the terms of their engagement call or the board of directors requires of them.

11.0 Execution of Documents

11.1 Contracts, documents or any instruments in writing requiring the signature of the Corporation, including cheques shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time-to-time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing.

The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bond and other securities of the Corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

12.0 Meetings

12.1 The annual or any other general meeting of the members will be held at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint within five months of the end of the fiscal year. The members may resolve that a particular meeting of members be held outside Canada. The inaugural general meeting of the corporation will be held no later than 18 months after incorporation and subsequent annual meetings will be held no more than 15 months after the holding of the last annual meeting.

12.2 At every annual meeting in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice president shall have power to call at any time a general meeting of the members of the corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 15% of the voting rights. Four members in person at a meeting will constitute a quorum.

12.3 Fourteen days written notice will be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.

Notice of each meeting of members must remind the member that he has the right to vote by proxy.

12.4 Each voting member present at a meeting shall have the right to exercise one vote, A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in a manner and to the extent authorized by the proxy. A proxy holder must be a member of the corporation.

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

12.6 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, Director or Officer for any meeting otherwise, the address of the member, Director or Officer shall be his last address recorded on the books of the Corporation.

13.0 Minutes of Board of Directors

13.1 The minutes of the Board of Directors shall not be available to the general membership of the corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

14.0 Voting Membership

14.1 At all meetings of members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

15.0 Financial Year

15.1 Unless other wise ordered by the Board of Directors, the fiscal year end shall be March 31

16.0 Committees

16.1 The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees and may fix any remuneration to be paid.

17.0 Amendment of By-Laws

17.1 The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by the by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be

enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

18.0 Auditors

18.1 The members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the 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.

19.0 Books and Records

19.1 The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

20.0 Rules and Regulations

20.1 The Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect. shall at and from that time cease to have any force and effect.

21.0 Interpretation

21.1 In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case be, and vice versa, and references to person shall include firms and corporations.

THE FRIENDS OF CRYSLER'S FARM BATTLEFIELD
CONSTITUTION

REVISIONS AND AMENDMENTS AS ADOPTED
AT THE ANNUAL GENERAL MEETING
19 JULY 2020
IN REGARDS TO THE ORIGINAL DOCUMENT DATED
01-17-2000

CONSTITUTION OF THE FRIENDS OF CRYSLER'S FARM BATTLEFIELD

As Revised and Amended
Annual General Meeting
19-07-2020
Ontario Corporation 5203554

[Reference: Original Document: 01-17-2000: A Bylaw to Establish the Organization and Administration of: The Friends of Crysler's Farm Battlefield Les Amis du Ferme Crysler-Champ du Bataille]

1.0 Name

1.1 The name of the organization shall be The Friends of Crysler's Farm Battlefield. Further known as and referred to in this document as the Corporation.

2.0 Aims and Objects

2.1 The Objects of the Corporation are:

To cooperate with the St. Lawrence Parks Commission, UCV, within reasonable parameters of the capabilities of the Corporation as a volunteer group in regards to the St. Lawrence Parks Commission mission statement of: *"To manage historic sites, campgrounds, parkways, recreation areas and/or other facilities which enhance the Commission's contribution to tourism development, recreation, learning and heritage conservation. The Commission believes that its greatest future strength must be built upon leadership and motivated people, with Commissioners, staff and communities working together. The Commission is dedicated to communicating effectively with visitors, staff, community leaders and associations, private tourism operators and the Ministry of Tourism, Culture and Recreation."*

- a) to provide for the preservation and presentation of the Battle of Crysler's Farm Site, the Battlefield Memorial structure, Interpretive Centre, and historic objects related to the site's significance;
- b) to provide for the research and the interpretation of the history of the Battle of Crysler's, the story of the Battle of Crysler's Farm, and the early settlement and development of the surrounding region for the benefit of site visitors and the general public;
- c) to increase awareness of the site and the story of the Battle of Crysler's Farm.

3.0 Membership

3.1 Conditions of Membership

3.1.1 Any interested person or association may become a member of the corporation upon payment of the annual fee.

3.1.2 The fees for membership shall be determined by the Board of Directors subject to approval by a General Meeting of the Corporation. [AGM]

3.1.3 Honorary membership may be bestowed by the Board of Directors on an individual to recognize significant contributions made to the Friends of Crysler's Farm Battlefield or for other purposes and will confer upon the individual the rights to attend and to be heard at all meetings of the Corporation.

3.1.4 Membership in the Corporation shall cease upon the death of a member (membership is thereby non-transferable) or if by notice in writing the member resigns or ceases to qualify for membership in accordance with these by-laws.

3.1.5 The Board of Directors shall not be obliged to accept an application for membership and shall have the right, for sufficient cause, to terminate the membership of any member.

4.0 Head Office

4.1 Until changed in accordance with the act the head office of the corporation shall be that of the postal address of the Secretary.

4.2 Postal correspondence will be received by the Secretary.

5.0 Board of Directors

5.1 The property and business of the Corporation shall be managed by a Board of Directors of no more than seven individuals and no less than five (not including ex-officio members) which body should include Officers.

5.2 The General Manager of The St. Lawrence Parks Commission or his/her designate will be an ex-officio, non-voting member of the Board of Directors.

5.3 Directors must be individuals, at least 18 years of age, with power under law to contract.

5.3a Four Officers shall constitute a quorum.

5.4 The office of Director shall be automatically vacated:

5.4.1 If a Director shall resign his/her office by delivering a written resignation to the secretary of the Corporation

5.4.2 If he/she is found by a court to be of unsound mind

5.4.3 If a resolution is passed by two-thirds of the Directors and Officers that he/she be removed from office

5.5 If any vacancy shall occur for any reason, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the Corporation. If an Officer consistently is absent from meetings while not giving notice of his/her ability to attend without good reason, exceptions being extenuating circumstances as work, illness or family obligations and as a result impedes the operational capabilities of the Corporation.

5.6 Meetings of the Board of Directors:

5.7a May be held at any time and place to be determined by the Directors provided that forty-eight hours notice of such meeting shall be given, other than by mail, to each Director.

5.7b Notice by e-mail shall be sent at least two days prior to the meeting.

5.7c there shall be at least one meeting per year of the board of Directors.

5.7d Each Director is authorized to exercise one vote

5.7e The President shall not vote except in the case of a tie in which case the President shall cast the deciding vote.

5.7f The President may only cast the deciding vote after the expiration of one week [or agreed upon period as put forward by a motion,] and the holding of a second vote by the Board at a meeting called for the purpose of breaking a tie.

5.7g If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

5.7h A resolution in writing, signed by all 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.

5.8 Remuneration: The Directors and Officers shall serve as such without remuneration and no Director or Officer shall directly or indirectly receive any profit from his position as such:

5.8a Provided that a Director or Officer may be paid reasonable expenses incurred by him in the performance of his duties.

5.9 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and a successor is elected.

5.10 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.

5.11 The Board of Directors may authorize the formation of committees for special purposes and appoint chairpersons of such committees who may attend meetings of the Board but shall have no vote therat unless they are duly elected or appointed Directors.

6.0 Indemnities to Directors and Others

6.1 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 company 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 which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against 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.

7.0 Powers of Directors

7.1 The 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 power and do all such other acts and things the Corporation is by its charter or otherwise authorized to exercise and do.

7.2 The 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.

7.2a The 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.

7.3 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 of any kind whatsoever for the purpose of furthering the objectives of the Corporation.

8.0 Officers

8.1 The Officers of the Corporation shall be a president, vice-president, secretary and treasurer and any such other Officers as the Board of Directors may by by-law determine. The offices of Secretary and Treasurer may be held by the same person.

8.2 The Officers shall be appointed by the Board at the first meeting of the Board subsequent to the Annual General Meeting.

9.0 Duties of Officers

9.1 The President: shall be the chief executive Officer of the Corporation and shall preside at all meetings of the Corporation and of the Board of Directors. The President shall have the general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

9.2 The Vice-President: shall in the absence or incapacity of the President, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time-to-time be requested of him by the Board of Directors.

9.3 The Treasurer: shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation in such deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time-to-time.

9.3a The Treasurer: shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whoever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.

9.3b The Treasurer: shall also perform such other duties as may from time-to-time be directed by the Board of Directors.

9.4 The Secretary: may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry out his affairs of the Corporation generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.

9.4a The Secretary: shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be.

9.5 The Past President: Duties of the past President will include chairing the Nominating Committee and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be.

9.6 The duties of all other Officers of the Corporation shall be such as the terms of their engagement call or the Board of Directors requires of them.

10.0 Execution of Documents

10.1 Contracts, documents or any instruments in writing requiring the signature of the Corporation, including cheques shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

10.1a) The Directors shall have power from time-to-time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing.

10.1b) The Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bond and other securities of the Corporation.

11.0 Meetings

11.1 The inaugural general meeting of the Corporation will be held no later than 18 months after incorporation and subsequent annual meetings will be held no more than 15 months after the holding of the last annual meeting.

11.1a The annual or any other general meeting of the members shall be held at any place in Canada as the Board of Directors may determine and on such a day as the said Directors shall appoint within five months of the end of the fiscal year ending March 31.

11.1b The members may resolve that a particular meeting of members be held outside Canada.

11.2 At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year,

11.2a The members may consider and transact any business either special or general at any meeting of the members.

11.2b The Board of Directors or the President or Vice-President shall have power to call, at any time, a general meeting of the members of the Corporation.

11.2c The Board of Directors shall call a special general meeting of members on written requisition of members carrying not less than 15% of the voting rights.

11.2d Four members [of the Board] present in person at a meeting will constitute a quorum.

11.3 Fourteen days written notice will be given to each voting member of any annual or special general meeting of members.

11.3a Notice of any meeting where special business will be transacted shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken.

11.3b Notice of each meeting of members must remind the member that he has the right to vote by proxy.

11.4 Each voting member present at a meeting shall have the right to exercise one vote, A member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in a manner and to the extent authorized by the proxy. A proxy holder must be a member of the Corporation.

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

11.6 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, Director or Officer for any meeting otherwise, the address of the member, Director or Officer shall be his last address recorded on the books of the Corporation.

12.0 Minutes of Board of Directors

12.1 The minutes of the Board of Directors shall not be available to the general membership of the Corporation but shall be available to the Board of Directors, each of whom shall receive a copy of such minutes.

13.01 Voting Membership

13.1 At all meetings of members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

14.0 Financial Year

14.1 Unless otherwise ordered by the Board of Directors, the fiscal year end shall be March 31

15.0 Committees

15.1 The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees and may fix any remuneration to be paid.

16.0 Amendment of By-Laws

16.1 The by-laws of the Corporation not embodied in the letters patent may be repealed or amended by the by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

17.0 Auditors

17.1 The members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the 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.

18.0 Books and Records

18.1 The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

19.0 Rules and Regulations

19.1 The Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members, shall at and from that time cease to have any force and effect.

20.0 Interpretation

20.1 In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case be, and vice versa, and references to person shall include firms and corporations.