

HALIBURTON ATV ASSOCIATION

Bylaws

BY-LAW NO.1

A by-law relating generally to the transaction of the affairs of Haliburton ATV Association

BE IT ENACTED AS A BY-LAW of Haliburton ATV Association as follows:

HEAD OFFICE

1.1 The organization shall be an incorporated non-profit organization known as Haliburton ATV Association.

1.2 The Head Office of the Corporation shall be in Haliburton Highlands, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

2. The corporation may but not need have a seal. Any corporate seal adopted for the corporation may be from time to time approved by resolution of the board of directors.

BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a board of seven (7) directors, all of whom are members in good standing and who shall serve until the first Annual General Meeting of the Corporation.

3.1 Upon such first Annual General Meeting, all existing directors will resign and the affairs of the Corporation shall thereafter be managed by a board of thirteen (13) directors elected from members in good standing. In addition, each chapter club shall appoint one (1) director, with voting powers. In addition, 3 directors, with voting powers are to be appointed at a future date for a term up to one year. Each director shall be elected to hold office until the first succeeding annual meeting after he shall have been elected or until his successor shall have been duly qualified and elected. The election may be a show of hands unless a ballot is demanded by any member. 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.

3.2 Starting with the first Annual General Meeting, the directors of the Corporation shall be elected and shall retire in rotation so that one-third of the Board is elected each year. At the first Annual General Meeting after the adoption of this by-law, four positions on the board are for three-year terms, four positions are for two-year terms, and four positions are for one-year terms. And directors shall be elected to fill vacancies as they occur from the expiry of the terms of office so designated.

3.3 Members of the Board of Directors shall be elected for a three (3) year term.

3.4 A former employee of the Corporation cannot become a member of the Board prior to the completion of 6 months full retirement from employed service with the Corporation.

VACANCIES, BOARD OF DIRECTORS

4. Vacancies of the Board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the corporation,

if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased by special resolution between terms, a vacancy or vacancies, to the number of the authorized increased, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. Five (5) directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of such meeting shall be necessary, if all the directors are present or if those present have signified their consent to the meeting being held in their absence. The board may appoint a day or such days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the corporation. The directors may consider or transact any business either special or general at any meeting of the board. Special director's meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned, telecopied or emailed to each director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

5.1 The Board of Directors shall meet at least six (6) times in each fiscal year, and no more than one hundred (100) days shall lapse between meetings.

ERRORS IN NOTICE, BOARD OF DIRECTORS

6. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

7. Questions arising at any meeting of directors shall be decided by a majority of votes. The Chairperson is not entitled to vote; however, in case of an equality of votes, the Chairperson shall have the casting vote. All votes at such meetings shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

POWERS

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

Without any way derogating from the foregoing, the directors are expressly empowered, from

time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

RENUMERATION OF DIRECTORS

9. The directors shall serve without compensation and no director shall directly or indirectly receive any profit from his position as such; reasonable expenses incurred by any director in the performance of his duty may be paid.

CONFLICT OF INTEREST

10. Every director is in a fiduciary relation with the Corporation and is under an obligation to act in the utmost good faith towards the Corporation in his dealings with it or on its behalf. No director shall place himself in a position where there is a conflict between his duties as a director and his other interests.

Every director who is in any way directly or indirectly interested in an existing or proposed contract, transaction or arrangement with the Corporation or who otherwise has a conflict of interest shall declare his interest fully at a meeting of the directors and shall refrain from discussion and voting in respect of the matter on which he has declared a conflict.

Every disclosure of interest shall be recorded in the minutes of the meeting.

TERMINATION OF DIRECTORS

11. A director may be removed from office as follows:

1. A director shall cease to be a director upon his resignation in writing, upon his death, or if he becomes bankrupt or deemed mentally incompetent.
2. 1. A director shall cease to be a director upon his resignation in writing, upon his death, or if he becomes bankrupt or deemed mentally incompetent.
3. 2.1 A director shall be deemed to have resigned if such director has missed three (3) consecutive Board Meetings without sufficient cause. Prior to declaring a vacancy with respect of such deemed resignation, the board is obliged to inform itself of any circumstances which contributed to the director's absences; or
4. 3.0 In accordance with Article 3 the members in good standing may, by resolution passed by at least two-thirds (2/3) of said members of the Corporation in good standing, of which due notice specifying the intention to pass such a resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of votes of said members of the Corporation cast at that meeting, elect any person to serve for the remainder of his term as a director.

OFFICERS OF THE CORPORATION

12. There shall be a President, a Vice-President, a Past President, a Secretary, and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary/Treasurer and such other officers as the Board of Directors may determine by by-law from time to time. One person may hold more than one office except the offices of President, Vice-President and Past President. The President, Vice-President and Secretary/Treasurer shall be elected from among their number at the first meeting of the Board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of

the board and in absence of written agreement to the contrary, the duties of all officers shall be settled from time to time by the board. The President, the Vice-President, the Secretary and the Treasurer or the Secretary/Treasurer shall be members of the Executive Committee.

DUTIES OF PRESIDENT AND VICE PRESIDENT

13. The President shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary, or other officers appointed by the board for the purpose, shall sign all by-laws and policy and/or procedures statements. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF THE PAST-PRESIDENT

13.1 The Past President shall have a place on the board of directors if he wants to remain with the association and intends to maintain an active role as a volunteer. This would be an ex-officio position. This person would have a vote. Duties would include chairing a nomination committee, attending other committee meetings, overseeing media releases and other jobs the president may request of him, relying on his experience.

DUTIES OF THE SECRETARY

14. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF THE TREASURER

15. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefore and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the board of directors. He shall be authorized to defer any or all of these duties to the HATVA staff as is required from time to time.

DUTIES OF OTHER OFFICERS

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

TERMS OF OFFICE

17. The President, Vice-President, Secretary, Treasurer or Secretary-Treasurer shall be appointed by the Board of Directors in each case to hold office for two (3) years.

RENUMERATION OF OFFICERS

18. All officers shall serve without compensation and no officer shall directly or indirectly receive any profit from his position as such: reasonable expenses incurred by any officer in the performance of his duty may be paid.

COMMITTEES OF THE CORPORATION

Executive Committee

19. There shall be an Executive Committee comprised of the President, Vice-President, Secretary and Treasurer, or Secretary-Treasurer, who shall be responsible for the affairs of the Corporation between meetings of the board of directors and shall fully report on all decisions made by the committee at the next board meeting following any such decision.

Other Committees

20. The directors may appoint such other Committees from among the members of the Corporation to perform such business or undertakings as may be designed by the Board of directors thereof. Such Committee or Committees shall keep minutes of its or their transactions and report same to the regular meetings of the Board provided that, the extent of the powers of such Committee or Committees shall be clearly defined by resolution of the Board of Directors thereof and that the actions of such Committee or Committees shall not be binding upon the Corporation without the approval of the Board thereof as the case may be. The Chairperson of such Committee or Committees shall be appointed from the members of the Board.

LIMITATIONS, INTENT AND OPERATION AS HALIBURTON ATV ASSOCIATION

23. Haliburton ATV Association is a non-profit organization whose purpose is to foster and promote responsible ATV events, trail touring, trail development in co-operations with other trail use stakeholders.

23.1 Club members will respect and abide by all existing laws that may apply to the operation of the association and shall respect existing laws in respect to the operation of ATV vehicles including but not limited to the Highway Traffic Act and the Off-road Vehicle Act and also may include any special restrictions placed by HATVA.

23.2 Haliburton ATV Association is a stakeholder partner with surrounding snowmobile associations and as such will endeavor at all times to work co-operatively with these associations and assist in the trail development, maintenance and operation when appropriate.

23.3 Haliburton ATV Association business is conducted in Haliburton County and surrounding areas, and the corporation shall not maintain a clubhouse or similar premises outside of Haliburton County.

23.4 For future use.

23.5 Members of Haliburton ATV association need not own an ATV vehicle but must support the use of ATV use as a legitimate recreational sport and as such may not pay membership dues or become a member with the intent of damaging the corporation or with intentions of causing detriment to the operation of the corporation. Exclusion or termination of membership due to this behavior will be determined by a majority of the Board of Directors.

23.6 Be it resolved that Haliburton ATV Association was founded as a not for profit ATV club association and it must remain a not for profit ATV club association during the total life duration of the not for profit corporation. The HATVA cannot be dissolved or converted to a for profit

enterprise without 100% Board of Director support for such a change and a clear majority (over 51%) of all registered members that must be conducted by referendum at an annual AGM. A members failure to cast a vote in this regard would be seen as a vote for status quo - to remain as a not for profit ATV club association.

EXECUTION OF DOCUMENTS

24. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by two (2) persons who are officers, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President and/or Secretary or by any person or persons authorized by the board.

Any one (1) of the officers of the Corporation and the Treasurer, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on the behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers or shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

BOOKS AND RECORDS

25. 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.

MEMBERSHIP

26. . Membership shall be open to any individual who is twelve (12) years of age or more, who supports the purposes and objectives of the Corporation, after application in the form authorized by the Board of Directors shall have been received and approved of by the directors, and after payment of the required membership fee.

Each member shall promptly be informed by the Secretary of his admission as a member.

There shall be two types of membership: Riders & Social (non riders) - terms of membership types shall be determined by the Board of Directors. Each riding member in good standing who is eighteen (18) years of age or more (with a maximum of two votes per Family membership) shall be entitled to one vote on each question arising at any annual or general meeting of the members providing such person has been a member for at least twenty (20) days prior to the said meeting.

Employees of the Corporation and their immediate family members, including spouses, children and siblings are not eligible for membership

Members may resign by resignation in writing, which shall be effective upon the date received by the Secretary of the Corporation.

The interest of a member in the Corporation shall not be transferable and shall lapse and cease to exist upon the death of such member or when he shall cease to be a member by resignation, non-payment of required membership dues, or otherwise in accordance with this by-law, provided always that the members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of members of which notice specifying the intention to pass such resolution has been given, terminate the membership of any member of the Corporation.

26.1 1 Annual membership may be automatically renewed for each subsequent year by payment of the required annual dues on or before the date of the expiry of the current membership year. No member shall be entitled to vote at or to receive notice of meetings of members while fees are unpaid. Notice of assessment of fees for the next following membership year shall be mailed or sent electronically to each regular member at least fifteen (15) days prior to their end of the current membership year.

26.2 It is the right, responsibility and privilege of members of the Corporation to be informed; to attend all meetings of the members of the Corporation; to speak; to propose motions and resolutions; to vote upon all resolutions to amend by-laws of the Corporation, any resolution dealing with the number, election, rights, powers and privileges of the Board of Directors, or any resolution which may properly come before the membership; and to elect the Board of Directors in accordance with Article 3.3 above.

26.3 Membership types and dues will be determined from time to time by the Board of Directors.

ANNUAL AND OTHER MEETINGS OF MEMBERS

27. The annual or any other general meeting of the members shall be held within six (6) months following the end of the corporation's fiscal year at the head office of the Corporation or elsewhere in Haliburton County as the board of directors may determine and on such day and time as said directors shall appoint.

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 a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. Directors may vote by motion to postpone audited statements by up to one year provided that a majority of the Board of Directors support such a motion and subject to the Corporations Act, Ontario compliance. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members except for amendments to by-laws as per Article 3.6. 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. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of time and place of every such meeting shall be given to each member by sending the notice by prepaid mail, telecopier or email, ten (10) business days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed and at such meeting any business may be transacted which the corporation at annual or general meetings may transact.

At the discretion of the Board of Directors, the annual or any other meeting of the members of

the Corporation shall be open to the public, subject to 7 days notification to the Board of the attendance of such guest(s). Persons attending shall not have the right to vote unless otherwise entitled by this by-law or any resolution of the membership.

ERROR OR OMISSION IN NOTICE

28. 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 the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded in the books of the Corporation.

ADJOURNMENTS

29. Any meeting of the members or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

30. A quorum for the transaction of business at any meeting of members shall consist of not less than five (5) members present in person or represented by proxy; provided that in no case can any meeting be held unless there are three (3) members present in person.

VOTING OF MEMBERS

31. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation, with the exception of the Chairperson shall at all meetings of members be entitled to one (1) vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one (1) vote, and unless a poll be demanded by a declaration by the Chairperson that a resolution has been carried or not carried an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairperson shall direct the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. The Chairperson shall not be entitled to a vote, but in case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to the casting vote.

FINACIAL YEAR

32. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 31st day of December in each year.

CHEQUES, ETC.

33. All cheques, bills of exchange of other orders for the payment of money, notes or other evidence of indebtness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

34. The securities of the Corporation shall be deposited for safekeeping with one (1) or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the direction of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

35. Any notice (which term includes any communication or document) to be given. Sent, delivered or server pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officers or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at all the recorded address as aforesaid: a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

BORROWING

36. The directors may from time to time:

1. 1. Borrow money on the credit of the Corporation; or
2. 2. Issue, sell or pledge securities of the Corporation; or
3. 3. Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, and undertakings, to secure any securities or any money borrowed, or the debt, or any other obligations or liability of the Corporation.

From time to time the directors may authorize any director, officer, or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by

the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

The Corporation is limited to borrowing money for current operation expenses provided that the borrowing power of the Corporation shall not be so limited if the Corporation borrows on the security of real or personal property.

INDEMNITY OF DIRECTORS AND OFFICERS

37. The Corporation hereby consents that each and every director or officer of the Corporation shall be deemed to have assumed office of the express understanding agreement and condition that every director of the Corporation and his 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: The Corporation may by resolution of Board Members acquire director insurance.

1) all costs, charges and expenses whatsoever, which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought commenced or prosecuted against him or them for and 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 or their office or offices; and

2) all other costs, charges and expenses which he or they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or their own willful neglect or default.

AMENDMENTS

37.01 A by-law passed by the Directors and repeal, amendment or re-enactment thereof, is effective only until confirmed at the next Annual General Meeting or any other meeting of members, and unless confirmed thereat, ceases to have effect at and from that time, and in that case no by-law of the same or like substance has any effect until confirmed at a meeting of the members.

37.02 Subject to the requirements of the Corporation Act, Ontario, the by-laws of the Corporation may be amended at the Annual General Meeting or at any other meeting of members called for the purpose of such amendment, by two-thirds (2/3) majority of votes cast by the members present, in person or by proxy, at such meeting, provided that such members constitute a quorum. Notice of motion to amend, including details of proposed amendments, must be received by the secretary not later than thirty (30) days prior to the Annual General Meeting or any other meeting of the members.

37.03 Notice that a motion to amend the by-laws will be made at a meeting of members shall be mailed by the Secretary to all members in good standing at least fourteen (14) days before the Annual General Meeting or any other meeting of members. Such notice to members shall indicate where and when such amendment may be viewed during the fourteen (14) day period prior to the meeting, if the motion to amend is not attached or included with the notice to the members.

37.04 The members may at the Annual General Meeting or any other meeting referred to in Article 32.01 above, confirm, reject, amend or otherwise deal with any by-law passed by the directors and submitted to the meeting for confirmation, but no act done right acquired under any such by-law is prejudicially affected by any such rejection, amendment or other dealing.

INTERPRETATION

38. 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 of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and corporations.

Passed by the Board of Directors and sealed with the corporate seal this day of 2003.

Chairperson Secretary

CONFIRMED by the Members in accordance with section 298(3) of the Corporations Act, (Ontario), this day of, 2003.

Chairperson Secretary

Chairperson Secretary

REVISIONS CONFIRMED by the Members in accordance with section 298(3) of the Corporations Act, (Ontario), this 4th day of June, 2016.

President: Bob Johnson