

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of the Ontario Horse Trials Association

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BE IT ENACTED as a by-law of the Corporation as follows

ARTICLE ONE

INTERPRETATION

1.01 Definitions - In this by-law and all other by-laws and special resolutions of the Corporation, unless the context otherwise requires:

"Act" means The Corporations Act of Ontario, and any act that may be substituted therefore, as from time to time amended;

"board" means the board of directors of the Corporation;

"by-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;

"Chairman", "President", "Secretary", "Treasurer" and "Vice President(s)" have the meanings ascribed thereto in section 5.05 hereof;

"Combined Training" means the equestrian sports of dressage, endurance and stadium jumping;

"Corporation" means the corporation incorporated under the Act by letters patent and named the OHTA;

"Executive Committee" has the meaning ascribed thereto in section 7.02 hereof;

"letters patent" means the letters patent incorporating the Corporation dated 1990, as from time to time amended and supplemented by supplementary letters patent;

"meeting of members" includes an annual meeting of members and special meeting of members;

"special meeting of members" includes a meeting of any class or classes of members as well as a special general meeting of members;

words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE TWO

MEMBERSHIP

2.01 Members - The members of the Corporation shall be the applicants for incorporation and such other persons as may, thereafter be admitted to membership in accordance with these by-laws. A membership is not transferable.

2.02 Classes of Members - There shall be five classes of members as follows:

i) Junior

A junior member shall be any member who is under the age of 18 as of January 1st in the current year.

ii) Senior

A senior member will be any member who is 18 or over as of January 1st of the current year.

iii) Family

A family member shall be any senior member combined with their spouse or co-habitant, and any of their children, providing such children are under the age of 18 as of January 1st of the current year. Children over the age of 18 who have been a family member up until becoming 18 must acquire a senior member status, if they wish to continue membership.

iv) Honorary

Honorary members shall be those elected to this position by the board. They shall pay no dues and shall be persons who have in the opinion of the board extended substantial support to the Corporation or made substantial contributions to the sport of Combined Training. They shall be entitled to the voting privileges allowed all individual members. These members shall be appointed for life.

v) Non-Competitive Supporting Member

These shall be any members who do not compete, but who wish to support the sport. They shall be entitled to the voting privileges allowed all individual members/ but shall pay a reduced membership fee.

2.03 Application for Membership - Application for membership shall be made on the forms from time to time prescribed by the Corporation. The board may admit any applicant or decline to do so.

2.04 Termination of Membership - Any membership may be terminated and any member may be censured, fined, suspended or expelled by resolution passed by at least two-thirds of the directors of the board for cause (including conduct unbecoming a member which subjects the Corporation or other members to criticism or adverse publicity, or failure to comply with the letters patent, by-laws, rules and standards of conduct of the Corporation) provided that notice of such proposed action and the reasons therefore are given to the member at least fifteen days before the board meeting at which the action is to be taken and that the member is given an opportunity to be heard at such meeting. Nothing herein shall be interpreted to prohibit any member at any time and on any issue from taking a position or following a course of action at variance with that of the Corporation.

2.05 Register of Members - The Corporation shall keep a register of members of each class in which are set out the names of all persons who are members or have been members of the Corporation of that class within three years and the address for each such person while a member.

2.06 Fees - Fees for all classes of membership shall be decided on by vote of a majority of the board of directors of the Corporation. Annual fees shall be due and paid on the first day of each fiscal year of the Corporation. If the amount of annual fees has not been set prior to the first day of the fiscal year it shall be equal to the annual fees of the previous fiscal year.

2.07 Resignations - Any member may resign from the Corporation on giving seven days' notice.

2.08 Default in Payment - If any member is in default of payment of any fees for more than thirty-five days after the due date thereof, the Corporation may give him notice of such default and of its intention to terminate

his membership and in this event his membership shall automatically terminate if such fees are not paid within thirty days after such notice.

2.09 Reinstatement - Any former member not in good standing may be readmitted as a member only upon payment of any unpaid fees for which he is liable to the Corporation and payment of fees which would have become due had the applicant continued as a member to the time of readmission.

2.10 Non-Profit - The Corporation shall not be operated for the purpose of profit and no part of the income thereof shall be payable to or otherwise available for the personal benefit of any member.

2.11 Distribution of Assets - Upon dissolution of the Corporation and after the payment of all its debts and liabilities its remaining property shall be distributed or disposed of to such charitable organization or to such organizations whose objects are beneficial to the advancement of equestrian sport as may be determined by the board, including any corporation or association with objects similar to the objects of the Corporation.

ARTICLE THREE BUSINESS OF

THE CORPORATION

3.01 Head Office - Until changed in accordance with the Act, the head office of the Corporation shall be in the Municipality of Metropolitan Toronto.

3.02 Corporate seal - Until changed in accordance with the Act, the corporate seal of the Corporation shall be the form impressed hereon.

3.03 Financial Year - Until otherwise ordered by the board, the financial year of the Corporation shall end on the last day of October in each year.

3.04 Execution of Instruments - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the

Corporation by the President, a Vice President or any two members of the Executive Committee. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

3.05 Banking Arrangements - The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

ARTICLE FOUR

DIRECTORS

4.01 Number of Directors and Quorum - The board of directors of the Corporation shall be divided into three classes to be known respectively as classes A, B and C, each to be composed of seven directors. The board of directors of the Corporation shall be divided into three classes to be known respectively as classes A, B and C, each to be composed of seven directors. The quorum for the transaction of business at any meeting of the board shall be nine directors.

4.02 Qualification - No person shall be eligible for election or appointment as a director unless he is a member in good standing and shall be eighteen or more years of age.

No person shall be entitled to serve more than two consecutive terms as a director.

4.03 Election of First Directors - At the first general meeting of the members of the Corporation twenty-one directors shall be elected in classes as aforesaid; the class A directors shall be so elected for a term of three years; the class B directors shall be so elected at the outset for a term of two years; and the class C directors shall be so elected at the outset for a term, of one year.

4.04 Election and Term - At each annual general meeting of the Corporation subsequent to the first general meeting, one class of the directors so created and to be elected as aforesaid shall retire from office pursuant to the expiry of the term for which such class shall have been elected in accordance with the foregoing provisions and as each class of directors retires from office as

Aforesaid, the directors of such class to be elected to replace the directors so retiring shall be elected for a term of three years. Retiring directors shall be eligible for re-election to the board of directors if otherwise qualified and retiring directors shall continue in office until their successors shall have been duly elected or appointed. Election may be by show of hands or by resolution of the members unless a ballot be demanded by any member. From time to time in the event of any vacancy however caused occurring in the board of directors, such vacancy may be filled for the remainder of the term 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 members. Any director elected or appointed to fill any such vacancy shall hold office for the unexpired portion of the term of the director whose ceasing to be a director caused such vacancy.

4.05 Removal of Directors - The members may, by resolution passed by at least two-thirds of the votes cast thereon at a general meeting of members called for the purpose, remove any director before the expiration of his term of office and may, by majority vote at that meeting, elect any person in his stead for the remainder of his term.

4.06 Vacation of Office - The office of a director shall be vacated upon the occurrence of any of the following events: (a) if he dies; (b) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act; (c) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs; (d) if he shall be removed from office by resolution of the members as provided in section 4.05; or (e) if by notice in writing to the Corporation he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

4.07 Vacancies - Subject to the provisions of section 4.04, vacancies on the board may be filled for the remainder of its term of office either by the members at a general meeting of members called for the purpose or by the board if the remaining directors constitute a quorum. If the number of directors is increased, a vacancy or vacancies on the board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

4.08 Calling of Meetings - Meetings of the board shall be held from time to time at the call of the board or the President or any two directors. Notice of the time and place of every meeting so called shall be given to each director not less than forty-eight (48) hours before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

4.09 First Meeting of New Board - Provided a quorum of directors be present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

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

4.11 Place of Meeting - Meetings of the board shall be held in the Municipality of Metropolitan Toronto or, if the board so determines or any absent directors consent, at some other place within or outside Ontario.

4.12 Chairman - The President shall be chairman of any meeting of directors. If no such officer be present, the directors present shall choose one of their The board of directors of the Corporation shall be divided into three classes to be known respectively as classes A, B and C, each to be composed of seven directors. to be chairman.

4.13 Votes to Govern - At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote.

4.14 Interest of Directors in Contracts - Subject to the provisions of the Act, no director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Corporation or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.

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

4.16 Remuneration - The directors shall not be entitled to any remuneration for their services but the board may, subject to the approval of the Executive Committee, authorize the payment by the Corporation to any director of any reasonable and proper out-of-pocket expenses incurred by him in the performance of his duties or otherwise in connection with the affairs of the Corporation. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

4.17 Power to Make Rules - The directors shall make and enforce rules and regulations governing (i) the management and operations of the Corporation, (ii) individual members, and (iii) all other persons bound by the Corporation's rules and regulations. The board shall adopt in their discretion the rules and regulations recommended by the respective committees referred to in Article 7 hereof.

4.18 Honorary Directors - The board may from time to time elect honorary directors from the board in recognition of distinguished service rendered to the Corporation. An honorary director shall serve for life, but without vote and shall be exempt from payment of membership dues. Such directors shall not at any given time exceed five (5) in number. Honorary directors may not be counted to make up a quorum for a meeting of directors.

ARTICLE FIVE

OFFICERS

5.01 General - The executive officers of the Corporation shall be the Chairman, the President, Vice President(s), a Secretary, and a Treasurer, who shall be chosen annually by the board and who shall hold office during their ensuing terms and until their successors are appointed. Upon the election of a new President, the outgoing President shall preside until the completion of the meeting unless the board shall determine otherwise by

a vote taken for the purpose. From time to time the board shall appoint such other officers as the board may determine.

5.02 Terms of Office - The position of Chairman and President shall be for a term of one year unless circumstances prevail which are considered and declared extraordinary by a vote of at least two-thirds of the directors. Under such extraordinary circumstances either or both positions may be extended for one (1) further term of one (1) year. Only under such extraordinary circumstances shall either position be filled by the same person for more than two (2) consecutive terms. The terms of employment of all other officers elected or appointed by the board shall be settled by it from time to time.

The terms of office of the Chairman, the President and Vice President(s) shall expire if and when such person(s) shall cease to be directors, and the term of any officer shall expire if and when such officer shall cease to be a member. The board may remove at its pleasure any officer of the Corporation. Except as provided for above, each officer elected or appointed by the board shall hold office until his successor is appointed or until his earlier resignation.

5.03 Eligibility of Officers

All officers of the Corporation shall be members. The Chairman, the President, and Vice President(s) shall be directors of the Corporation. The Treasurer and Secretary need not be directors. One person may hold the following offices: Secretary and Treasurer; assistant Secretary and assistant Treasurer; Vice President and Secretary; Vice President and Treasurer; or Vice President, Secretary and Treasurer. The President may appoint an executive secretary and/or a recording secretary, who need not be a member.

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

5.05 Duties of Officers

i) President

The president of the Corporation (the "President") shall preside at all meetings of the

Corporation and of the board. He may make modifications in the application of the rules and regulations of the Corporation under special circumstances. He shall report any such modifications granted to the Executive Committee at its next meeting. He shall be ex-officio, a member of all committees of the Corporation; and he shall have such other powers and duties as the board may specify.

Whenever a member of any committee of the Corporation shall notify the President of his inability to attend a meeting of such committee, the President shall be empowered to appoint the Chairman or such other member of the board, otherwise qualified for membership in such committee, to act as an alternate for such absent member for all purposes of such meeting and to be counted in establishing a quorum.

ii) Chairman

The chairman of the board (the "Chairman") shall be filled by the outgoing President unless the board shall determine otherwise by a vote taken for the purpose. The Chairman shall perform the duties of the President in the event of the President's absence or inability to act. He shall be available to assist and advise the President and the Executive Committee and perform such other duties as may be assigned to him by the board. He shall be ex-officio, a member of all committees of the Corporation; and he shall have such other powers and duties as the board may specify.

iii) Vice President(s)

In the absence of the President or Chairman, the vice president(s) of the Corporation (the "Vice President(s)") may be designated by the Executive Committee to exercise any power or duty of the President; and he shall have such other powers and duties as the board may specify.

iv) Secretary

The secretary of the Corporation (the "Secretary") shall give notice of all meetings of the members and of the directors, and shall take and circulate the minutes of such meetings, and

shall keep the correspondence and all records of the members. He shall furnish to the Treasurer the names of all members elected to membership, shall be custodian of the seal of the Corporation, notify all members of the suspension of any person and the period thereof; and he shall have such other powers and duties as the board may specify or are assigned to him in the by-laws. In the absence of the Secretary, an assistant Secretary may be appointed by the board to perform the duties of the Secretary.

v) Treasurer

The treasurer of the Corporation (the "Treasurer") shall collect all moneys due to the Corporation, shall have the care and custody of and be responsible for the funds of the Corporation, which he shall deposit in the name of the Corporation in such bank or places of deposit as the board shall designate, and shall have the custody of all the securities of the Corporation, which he shall deposit in such safe deposit boxes as shall be designated by the board. He shall keep proper books of account, showing the disposition of all funds that may pass through his hands. He shall make a full report in writing governing the financial condition of the Corporation at each annual meeting of the Corporation and at such other times as requested by the board; and he shall have such other powers and duties as the board may specify. In the absence of the Treasurer, the assistant Treasurer shall perform the duties of the Treasurer.

ARTICLE SIX

PROTECTION OF DIRECTORS AND OFFICERS

6.01 Limitation of Liability - No director or officer 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 other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be

invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own willful neglect or default.

6.02 Indemnity - Every director and officer 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:

(a) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that 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; and

(b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation;

except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE SEVEN

COMMITTEES

7.01 Standing Committees - The Corporation may have the following standing committees:

- i) Newsletter
- ii) Rules
- iii) Public Relations/Social
- iv) Clinics
- v) Competitions
- vi) Downgrading
- vii) Young Riders
- viii) Government Liaison
- ix) Nominating
- x) Vet/Drugs
- xi) Ambulance Service

- xii) Finance
- xiii) Equipment
- xiv) Awards
- xv) Sponsorship/Promotion

In addition to the above, the board may elect to constitute additional standing committees at its discretion.

All committees shall be comprised of a chairman who shall be a member of the board and such other number of members as may be appropriate. The directors shall designate the chairman of each standing committee at the meeting of directors next following the annual general meeting of members, and the board shall be empowered to appoint such additional members to standing committees as they may deem appropriate.

7.02 Executive Committee - The board shall elect annually an executive committee (the "Executive Committee") which shall in the absence of the meetings of the full board, conduct any and all business normally transacted by the board.

7.03 Executive Committee Number and Quorum - The Executive Committee shall consist of not less than two (2) members of the current board and in addition shall include the Chairman and the Vice President together with the Secretary, Treasurer and Vice President (s) . A quorum for a meeting of the Executive Committee shall be four (4). The President, and in his absence, the Chairman, shall be chairman of the Executive Committee.

7.04 Executive Committee Notice of Meeting - The Executive Committee may meet on the giving to each Executive Committee member not less than forty-eight (48) hours notice before the time when the meeting is to be held.

7.05 Executive Committee Resolutions - Resolutions enacted at meetings of the Executive Committee shall be considered valid if passed by simple majority of committee members present in person or via telephone conference. Resolutions enacted by circulation in writing to all members of the Executive Committee shall be considered valid if signed by a simple majority of all members of the Executive Committee. In the event of an equality of votes, the chairman of the Executive Committee shall have a casting ballot.

All actions and resolutions enacted by the Executive Committee shall be reported in writing to the board and shall be binding upon the Corporation. It shall be deemed to have been approved by the board unless declared otherwise by the board by a two-thirds majority in a vote taken specifically for the purpose of such declaration.

7.06 Duties of Standing Committees - The duties of the Corporation's standing committees shall include the following:

i) Newsletter

To keep members in touch with activities within Combined Training. To inform and provide a vehicle for the board to directly contact members. To report competition results as quickly as possible. To entertain, educate, and offer a forum for communication among members.

ii) Rules

To solicit from members any changes or modifications, additions or deletions required in respect of the rules regarding Combined Training, and to consider and if thought fit, submit such to the rules committee of the Canadian Combined Training Association for discussion and consideration.

iii) Public Relations/Social

To provide a range of social events throughout the year, and to liaise with the press and public on behalf of the Corporation.

iv) Clinics

the development of riders and/or officials, v)

Competitions

To review, monitor and determine policies respecting all competitions sanctioned by the Corporation.

vi) Downgrading

To consider, and if thought fit, downgrade horses upon application to do so. To determine and recommend ongoing downgrading policy.

vii) Young Riders

To develop, administer and encourage participation in the OHTA Young Riders' Program. To prepare and select Ontario representatives to participate in the Annual American Continental Young Riders' Championships. To encourage the developments of riding and horsemanship skills of young riders participating in Combined Training.

viii) Government Liaison

To maintain, through the offices of the Ontario Equestrian Federation and other appropriate channels, close liaison with the provincial government, specifically with respect to sport funding.

ix) Nominating

The nominating committee will be chaired by the Chairman, and shall consist of not less than three (3) directors. It shall present, when appropriate, a slate of directors willing to serve for the ensuing term.

x) Vet/Drug

To monitor and report developments in the veterinary and drug areas to the board and to make recommendations regarding policy in this area as required.

xi) Ambulance Services

To organize and provide ambulance services to all events sanctioned by the Corporation.

xii) Finance Committee

To review the financial policies of the Corporation. To oversee the operations of the Corporation's bank accounts and investments and organize and oversee the preparation of the annual financial accounts of the Corporation.

xiii) Equipment

To be responsible for the safekeeping of any equipment owned by the Corporation and to arrange the movement of such equipment as required.

xiv) Awards

To keep records of results of all events sanctioned by the Corporation. To be responsible for evaluating points gained. To procure and provide the appropriate trophies and medals for provincial awards. To distribute to members updated information on the provincial award point scheme and to monitor the same and recommend changes if required.

xv) Sponsorship/Promotion

To organize, develop and implement such sponsorship, promotion or fundraising schemes as are deemed appropriate by the board from time to time.

ARTICLE EIGHT

MEETING OF MEMBERS

8.01 Annual Meetings - The annual meeting of the members shall be held at such time and on such day in each year as the board or any two of the President, a Vice President or the Chairman may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.

8.02 Special Meetings - The board or the Executive Committee shall have the power to call a special meeting of members at any time.

8.03 Place of Meeting - Meetings of members shall be held at the Municipality of Metropolitan Toronto or, pursuant to the provisions of section 8.05 or if the board shall so determine, at any other place within Ontario.

8.04 Notice of Meeting - Notice of the time and place of each meeting of members shall be given in the manner

hereinafter provided not less than ten (10) days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given who is entered in the books of the Corporation as a member. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

8.05 Meetings Without Notice - A meeting' of members may be held at any time and place without notice if all the members entitled to notice thereof are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation at a meeting of members may transact.

8.06 Chairman of Meeting of Members - The President or, in his absence, the Chairman or a Vice President of the Corporation shall be chairman of any meeting of members. If no such officer be present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman.

8.07 Persons Entitled to be Present - The only persons entitled to attend a meeting of members shall be the members, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provisions of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

8.08 Quorum - A quorum for the transaction of business at any meeting of members shall be not less than seven (7) members present in person and each entitled to vote thereat.

8.09 Right to Vote - Each member who is at the time of the meeting entered in the books of the Corporation and is in good standing shall have votes as follows:

- | | | | |
|-----|------------------------|---|-----------------|
| (a) | Senior member | 1 | vote |
| (b) | Junior member | 1 | vote |
| (c) | Family members | 1 | vote per family |
| (d) | Honorary member | 1 | vote |
| (e) | Non-Competitive member | 1 | vote |

All members may vote in person or by proxy. Such proxy need not himself be a member, but before voting in person at any meeting, shall produce and deposit with the Secretary a proxy in the manner set out below from his constituent or constituents, at least one hour before the start of the meeting. No member shall be entitled, either in person or by proxy, to vote at meetings of members unless such member has paid all outstanding dues and fees.

8.10 Proxies - At any meeting of members a proxy duly and sufficiently appointed by a member shall be entitled to exercise; subject to any restrictions expressed in the instrument appointing him would be entitled to exercise if present at the meeting. A proxy need not be a member. An instrument appointing a proxy shall be in writing. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

8.11 Show of Hands - Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Subject to the provisions of section 8.09, upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

8.12 Polls - After a show of hands has been taken on any question, the chairman of the meeting may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such a manner as the chairman of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Subject to the provisions of section 8.09, upon a poll each person present shall be entitled to one vote for each member represented by that person and the result of the poll shall be the decision of the members upon the said question.

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

ARTICLE NINE

NOTICES

9.01 Method of Giving Notice - Any notice (which term in this Article 9 includes any communication or document) to be given (which term in this Article 9 includes sent, delivered or served) pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer, or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Corporation or if mailed by prepaid ordinary or air mail addressed to him at his said address or if sent to him at his said address by any means of telephone, wire or wireless or any other form of transmitted or recorded communication. The Secretary may change or cause to be changed the address on the Corporation's books of any member, director, officer, or auditor in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address 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 of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

9.02 Computation of Time - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

9.03 Omissions and Errors - The accidental omission to give any notice to any member, director, officer, or auditor or the non-receipt of any notice by any member, director, officer, or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

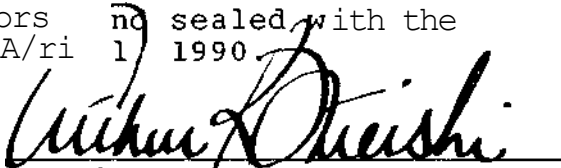
9.04 Waiver of Notice - Any member (or his duly appointed proxy), director, officer, or auditor may waive any notice required to be given to him under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

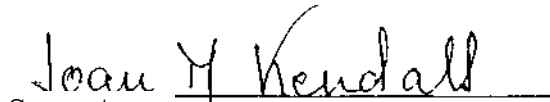
ARTICLE TEN

EFFECTIVE DATE


10.01 Effective Date - This by-law shall come into force when confirmed by a general meeting of the members provided that the incorporators shall continue to be members of a special class with a right to vote and to be directors until the first general meeting of members at which a new board is elected.

PASSED by the directors ~~no~~ sealed with the corporate seal the 9th day of A/ri 1 1990.


President


Secretary

1990. CONFIRMED by the members the 9th day of April,


Secretary