

**NEWFOUNDLAND AND LABRADOR ENVIRONMENTAL INDUSTRY
ASSOCIATION INC.**

(the "Corporation")

ARTICLE I - DEFINITIONS AND INTERPRETATIONS

1.01 Unless the context specifies or requires otherwise, wherever used in this By-law, the following terms shall have the following meanings:

- (a) "Act" means the *Corporations Act*, Revised Statutes of Newfoundland and Labrador, 1990, c. C-36, and includes any amendments thereto and substitutions thereof as same may be from time to time enacted;
- (b) "Annual General Meeting" has the meaning ascribed thereto in Section 5.02;
- (c) "Board" means the Board of Directors of the Corporation established pursuant to Article III;
- (d) "Corporation" means the Newfoundland and Labrador Environmental Industry Association Inc.;
- (e) "Director" means a director of the Corporation as the same may be elected or appointed from time to time pursuant to this By-law;
- (f) "Member" means a member of the Corporation in good standing, as defined in Article 2.03;
- (g) "Member's Representative" means that individual selected by a Member pursuant to Article 2.02 to attend at meetings and in respect of a Voting Member to vote on behalf of that Voting Member;
- (h) "Person" means an individual, corporation, incorporated organization, society or partnership;
- (i) "Record Date" has the meaning ascribed thereto in Section 5.02;
- (j) "Regular Meeting" means any pre-scheduled meeting of the Members or Directors of the Corporation;
- (k) "Resolution" means any resolution carried by a majority of the Members (as represented by their respective Member's Representatives) present and voting at a duly constituted meeting of the Corporation, or carried by a majority of the Directors present and voting at a duly constituted meeting of the Board of Directors, as the case may be;
- (l) "Special Meeting" means any meeting of the Corporation convened pursuant to Article 5.04;
- (m) "Special Resolution" means any resolution carried by at least 75% of the Voting Members (as represented by their respective Member's Representatives) present and voting at a duly constituted meeting of the Corporation, or by at least 75% of the Directors present and voting at a duly constituted meeting of the Board of Directors, as the case may be;

- (n) "Staff" means those employees and contractees retained to provide services for and on behalf of the Corporation, whether on a full-time or part-time basis; and
 - (o) "Voting Member" means those Members of the Corporation entitled to voting privileges in the Corporation as defined in Article 2.
- 1.02 Except as may be otherwise provided herein and unless the context specifies or requires otherwise, wherever used in this By-law, terms defined in the Act or in any regulation promulgated pursuant to the authority of the Act shall have the meanings ascribed to them by the Act or by such regulations, as the case may be.
- 1.03 The captions and headings in this By-law are for the convenience of reference only and shall not affect the interpretation of any provision of this By-law nor shall they affect the scope or intent of the same.
- 1.04 This By-law shall be interpreted in accordance with the laws of the Province of Newfoundland and Labrador.
- 1.05 Wherever the singular is used, it shall be deemed to extend to and include the plural and where one gender is used, it shall include all genders.
- 1.06 Any provisions of this By-law which is invalid or unenforceable may be severed, and such severance shall not affect the validity or enforceability of any other provision hereof.

ARTICLE II - MEMBERSHIP

2.01 Membership:

- (a) Any Person wishing to be admitted as a Member to the Corporation shall make application to the Corporation for such admission. Persons seeking admission as a Member must show that they provide or consume an environmental product and/or service or is otherwise involved in an environmental business; have an interest in the environmental product and services industry; and may include: a governmental body, agency or organization, another relevant industry Association, a student enrolled in any institution whose course of study encompasses those areas that related to an area of concern or interest to the Corporation.
- (b) Business entities which fulfill the requirements of Member under Article 2.01 (a), except individuals, students, industry Associations, governmental departments and educational institutions, and which pay the corporate rate membership fees shall be entitled to voting privileges with the Corporation

as shall be further described below and they shall be referred to as "Voting Member".

- (c) Membership in the Corporation shall be approved by the Executive Director and/or the Board. Any Person may appeal in writing to the Board a decision [delete: of the Executive Director] denying that Person membership to the Corporation (the "Appeal"). The Appeal shall not be made after the expiry of ten (10) business days from the date of the decision [delete: of the Executive Director]. The Person shall not be permitted to appear before the Board in respect of the Appeal. The decision of the Board on the Appeal shall be final.
- (d) Upon the date this By-law is enacted by Special Resolution of the Membership, any classes of membership to the Corporation that may have existed prior thereto shall disappear and thereafter each Member shall be placed into one of the two new categories of "Voting Member" and "Non-Voting Member".

2.02 Member's Representative and Voting Privileges:

Each Member that is a corporate entity or an organization shall appoint a Representative who shall be an employee, officer, partner or director of that Member to represent that Member and, in respect of Voting Members, to vote on the Member's behalf at all meetings of the Corporation. Members shall promptly inform the Corporation of the identity of their Representative and of any replacement thereof, and shall provide to the Corporation an e-mail address at which their Representative may be contacted together with such other contact information as the Corporation may require. Members, through their respective Representatives, shall be entitled to receive notice of and to attend all meetings of the Members of the Corporation. Each Voting Member, through their Representative, shall have one vote for each motion put before the membership at all Annual General Meetings, Regular Meetings and Special Meetings of the Members of the Corporation, and one vote for each vacant elected position.

2.03 Membership Fees and Dues:

Members of the Corporation shall, upon admission to the Corporation, promptly pay to the Corporation such admission fees as the Directors may from time to time prescribe and shall, during their membership in the Corporation, promptly pay such annual fees and dues as the Directors may, from time to time, prescribe. Upon receipt by the Corporation of all fees payable by a Member hereunder, such Member shall constitute a member in good standing of the Corporation. The amount of such fees and dues may be changed from time to time on approval by a majority of the Directors.

2.04 Termination of Membership:

Membership in the Corporation is automatically terminated:

- 1) upon receipt by the Corporation of a written notice of a Member's resignation;
- 2) upon death of an individual, where the Member is an individual;
- 3) upon dissolution, where the Member is a corporation, incorporated organization, government agency or body or society;
- 4) upon failure of a Member to pay any amount due or owing to the Corporation, including but not limited to annual fees or dues, within sixty (60) days of such amount becoming due and payable by the Member; or
- 5) at the direction of the Directors, where a majority of the Directors have resolved that such Member shall be expelled.

2.05 Condition of Membership:

Every Member shall comply with and be bound by these By-laws and all other rules, regulations, resolutions and policies of the Corporation, as the same may be established and amended from time to time. In the event any Member fails to comply with this condition, the Board of Directors may terminate or suspend the Member's Membership to the Corporation.

2.06 Membership Not Transferable:

The interest of a Member in the Corporation is not transferable and shall cease to exist when the membership of such Member is terminated in accordance with these By-laws.

ARTICLE III - DIRECTORS

3.01 Board of Directors:

The Board has responsibility for the overall stewardship of the Corporation and discharges such responsibility by creating, and approving the Corporation's strategic plan. The Board also has the general oversight of the policies, structures, finances, business and affairs of the Corporation. Management of the business within this process and structure is the responsibility of the Executive Director.

While the Board comprises independent Voting Members of the Corporation, the Board speaks with one voice. The Board shall consist of nine (9) Directors; however, the Board is deemed to function with as few as seven (7) Directors. The decision to replace any vacant position on the Board that may result from Article 3.05 prior to the next AGM is at the sole discretion of the Board.

3.02 Qualifications:

Only those Persons who are Voting Members of the Corporation in good standing as of the Record Date shall be eligible to serve as Directors and shall offer one representative of that Voting Member to serve as a Director, subject to the election process.

3.03 Term:

Directors shall be elected for a term of two (2) years and may be elected for two (2) consecutive two (2) year terms; notwithstanding this, in any event, no Director shall serve as a Director for more than five (5) consecutive years. Where at least twelve (12) months have elapsed since the expiry of any such two (2) consecutive two (2) year terms, a Director may be re-elected to the Board of Directors, and upon such re-election that Director may serve as Director for two (2) consecutive two (2) year terms.

3.04 Election of Directors:

(a) Maximum Number of Vacant Positions Each Year:

In any event of the foregoing provisions, there shall be no more than six (6) vacant positions on the Board each year to be filled through election by the Members of the Corporation. At every Annual General Meeting, a full complement of nine (9) Directors, but in any event no less than 7, shall sit on the Board of Directors at the conclusion of the Annual General Meeting.

(b) Nominations of Candidates:

At least thirty (30) days prior to the Annual General Meeting in each year, the Nominations and Elections Committee shall circulate to all Voting Members a notice containing a slate of candidates by which the Board of Directors proposes to fill the Directorships available for the election at the next Annual General Meeting. Wherever possible, the nominees shall include candidates from different locations in the Province of Newfoundland and Labrador so as to encourage regional representation within the Corporation. Thereafter, nominations for additional candidates shall be invited by and submitted to the Nominations and Elections Committee, in writing, no later than seven (7) days prior to the Annual General Meeting.

(c) Election of Directors:

The Voting Members shall elect Directors at the Annual General Meeting to fill the vacancies on the Board at that time. Such election shall be held under the supervision and direction of the Nominations and Elections Committee. Each Voting Member shall be entitled to one vote for the number of open Director

positions at the election and the nominees receiving the most votes shall be declared elected to the office of Director.

In the event the number of nominees for Directors at the time of the election of Directors is equal to the number of available Directorships, then all of such nominees shall be deemed to be elected to the Board of Directors by acclamation and no formal election shall be held.

In the event the number of nominees for Directors at the time of the election of Directors is more than the number of available Directorships, then a vote shall be taken of the Voting Members for the election of such Directors, whereupon the nominees with the most votes and equivalent to the number of Directorships shall be deemed to be elected to the Board of Directors.

(d) Elections Generally:

Any tie vote amongst two (2) or more nominees shall be broken by a decision of the majority of members of the Nominations and Elections Committee which decision shall be made *in camera*.

The voting procedure to be used in respect of the foregoing elections may include the use of voting cards, mail-in ballots, electronic ballots or such other means as the Nominations and Elections Committee deems appropriate in its sole discretion. The distribution of all forms of ballots shall be at the discretion of the Nominations and Elections Committee.

3.05 Removal of Director:

A Director shall be deemed to have resigned his or her office and that Director's office shall be deemed to be vacated:

- (a) at the conclusion of that Director's term of office;
- (b) if that Director shall resign his office by delivering a written resignation to the Chair or to the Vice-Chair;
- (c) if that Director is of unsound mind and has been so found by any Court of competent jurisdiction;
- (d) if, at any duly constituted meeting of the Corporation, a Special Resolution is passed by the Directors directing that the Director be removed from office;
- (e) upon the failure of that Director to participate in three (3) consecutive Regular or Special Meetings of the Board of Directors; or
- (f) upon death of that Director.

3.06 Vacancies:

Any vacancy occurring in the office of a Director during that Director's term of office may be filled by appointment by a majority of the Board, and any such appointee shall complete that vacating Director's term of office as if that appointee had been duly elected in accordance with the foregoing; provided, however, that nothing herein shall require the Board of Directors to fill any such vacancy so long as no less than seven (7) Directors remain in office at all times during any given year.

3.07 Remuneration:

Directors shall receive no remuneration for carrying out their duties as such. Notwithstanding this, Directors shall be reimbursed for reasonable travel, subsistence and out of pocket expenses, as approved by the Board of Directors, necessarily incurred by them in the carrying out of their duties as Directors. Except as provided herein, no Director shall be an employee of the Corporation.

3.08 Meetings of the Directors:

Meetings of the Board of Directors may be held anywhere authorized by the Board. Such meetings may be conducted in person or, if agreed to by the Board, by means of electronic or other communication facilities that permit all persons participating in the meeting to hear each other, and a person participating in such a meeting shall be deemed to be present at the meeting.

ARTICLE IV – OFFICERS

4.01 Officers

Three Directors will also be Officers of the Corporation. The Officers will be:

- a) Chair;
- b) Vice Chair;
- c) Treasurer.

4.02 Election of Officers:

Immediately upon the conclusion of the Annual General Meeting, the Board shall hold its first Board Meeting for the Corporation's new operating year, which operating year shall commence immediately after the conclusion of the Annual General Meeting. The first order of business of such Board meeting shall be the election of the Officers of the Corporation from among the Directors. An Officer of the Corporation must be a Director whose term as Director shall not terminate before the next Annual General Meeting. The Directors shall elect from among them firstly the Chair of the Board, secondly the Vice-Chair of the Board and

thirdly the Treasurer. The Chair, Vice-Chair and Treasurer shall hold such office from the date of their election to such office until the next Annual General Meeting.

4.03 Office of the Chair:

The Chair shall:

- Ensure that the Board fulfills its duties and responsibilities in accordance with the Act and the By-laws;
- Chair meetings of the Membership and the Board of Directors;
- Coordinate supervision of the affairs of the Corporation among the Board, on behalf of the Membership;
- Exercise such powers and perform such other duties as may from time to time be assigned to him/her by the Board of Directors;
- Guide the Board towards consensus on critical issues and decisions while allowing full and open debate at Board meetings; and
- Ensure Directors and Officers perform assigned roles.

4.04 Office of the Vice-Chair:

The Vice-Chair shall:

- In the absence of the Chair, or refusal or inability of the Chair to act from any cause, discharge the duties of the Chair; and
- Perform other duties as assigned by the Board.

4.05 Office of the Treasurer:

The Treasurer is expected to have competent financial and/or accounting skills.

The Treasurer shall:

- With the aid and assistance of the Corporation's staff and Executive Director, monitor the management of financial accounts, books and records of the Corporation;
- Report on the financial standing of the Corporation to the Board at each regular meeting of the Board of Directors;
- Present the independently reviewed or audited financial statements of the Corporation to the Membership at the Annual General Meeting; and
- Chair the Finance and Audit Committee.

4.06 Term of Office of Officers:

The Officers so elected shall hold office until the next Annual General Meeting at which time they shall be deemed to resign.

4.07 Other Duties of Officers:

The Board may establish other officers, or change the titles of officers, and prescribe the powers, duties and functions of each officer.

4.08 Executive Director:

The Directors shall employ an Executive Director of the Corporation who is not a member of the Board of Directors but who maintains a high level of engagement with the Board. The Board gives directions to the Executive Director through Board Motions. The Executive Director shall, subject to the direction and control of the Board, be responsible for the day to day management and administration of policies, finances, structure, programs, services and business affairs of the Corporation. The duties of the Executive Director shall include, but shall not be limited to:

- (a) liaising between the Corporation's Staff, Standing Committees, ad hoc committees and the Board of Directors;
- (b) reporting to the Board of Directors on the activities and recommendations of the Staff;
- (c) assisting with the implementation of resolutions of the Board of Directors;
- (d) appointing and Chairing such advisory committees as the Executive Director sees fit; and
- (e) such other duties as the Board of Directors may prescribe.

ARTICLE V – MEETINGS**5.01 Organizational Meeting of Directors:**

At the first meeting of the Directors following the Annual General Meeting in each year, the Directors shall:

- (a) elect the Chair, Vice-Chair and Treasurer for the ensuing year pursuant to Article 4;
- (b) appoint members to the Standing Committees of the Corporation for the ensuing year pursuant to Article 6; and
- (c) conduct such further and other business as the Directors see fit.

Subject thereto and subject to the provisions of this Article 5, the Directors shall hold such further meetings during the course of the ensuing year as the Directors may see fit.

5.02 Annual General Meeting:

The Annual General Meeting of the Corporation shall be held within five (5) months following the fiscal year end of the Corporation. The business to be conducted at the Annual General Meeting shall include:

- (a) the ratification and approval of the actions of the Directors during the preceding year of the Corporation;
- (b) the election of Directors required for a Board of nine (9) members, but in no event shall the Board consist of less than seven (7) Directors;
- (c) the confirmation of the appointment of the Corporation's auditors for the ensuing fiscal year; and
- (d) such further and other business as may properly come before the meeting.

Written notice of the date, time and place for the Annual General Meeting shall be forwarded to those Voting Members of record of the Corporation as of the date that is fourteen (14) days in advance of the Annual General Meeting (the "Record Date") each year.

5.03 Special Meetings – Corporation:

A Special Meeting of the Corporation may be convened upon giving at least 72 hours notice thereof to the Voting Members in written, electronic, facsimile or such other form of communication approved by the Board of Directors. Any notice of a Special Meeting of the Corporation required to be given in accordance with the foregoing shall include:

- (a) the date, time and place proposed for the Special Meeting of the Corporation; and
- (b) a concise statement of the matter or matters of business proposed to be dealt with at the Special Meeting of the Corporation.

Except upon the passage of a Special Resolution to the contrary, no business other than that stated in the notice calling a Special Meeting of the Corporation shall be dealt with at that Special Meeting of the Corporation.

A Special Meeting of the Corporation shall be convened by the Chair, or, in his/her absence, the Vice-Chair, with fourteen (14) days next following the giving to the Chair, or, in his/her absence, the Vice-Chair, of a written request therefore from ten (10) or more Voting Members setting forth therein a concise statement

of the matter or matters of business proposed to be dealt with at such Special Meeting of the Corporation.

5.04 Special Meetings – Directors:

A Special Meeting of the Directors may be convened:

- a) upon at least 24 hours written, verbal or electronic notice thereof being given to each of the Directors by the Chair or the Vice-Chair; or
- b) upon seven (7) days written or verbal notice thereof signed by at least three (3) Directors being given to each of the Directors.

Any notice of a Special Meeting of the Directors required to be given in accordance with the foregoing shall include:

- a) the date, time and place proposed for the Special Meeting of the Directors; and
- b) a concise statement of the matter or matters of business proposed to be dealt with at the Special Meeting of the Directors.

Except upon the passage of a unanimous Directors' Resolution to the contrary, no business other than that stated in the notice calling the Special Meeting of the Directors shall be dealt with at that Special Meeting of the Directors.

The foregoing notwithstanding, Special Meetings of the Directors may be held at any time without formal notice if all of the Directors are present thereat or if those Directors absent have, in writing, waived notice of or signified their consent to the Special Meeting being held in their absence.

Upon an invitation from a majority of Directors, anyone other than a Director may attend and participate in any meeting of the Directors, but will have no vote at any such meeting.

5.05 Form of Notice:

Notwithstanding any requirement in these By-laws that a notice be in writing, any notice required to be mailed, sent or forwarded pursuant to these By-laws shall be deemed to have been validly mailed, sent or forwarded if such notice is sent to the e-mail addresses of such Voting Members and/or Directors on file with the Corporation as of the Record Date.

5.06 Waiver of Notice:

Notice of any meeting or any irregularity in the calling of any meeting may be waived by any Director or by any Voting Member, as the case may be.

5.07 Omission of Notice:

The accidental omission to give notice of any meeting or the non-receipt of any notice by any Voting Member shall not invalidate any resolution passed or any proceedings taken at any meeting of Voting Members.

5.08 Contents of Notice:

Notice of any meeting of Voting Members shall include a statement of the right of Members to appoint a proxy to exercise the same voting rights that the Voting Member appointing such proxy would be entitled to exercise if present at the meeting. The notice of such meeting shall contain sufficient information concerning such business to permit the Voting Member to form a reasoned judgment on the decision to be taken.

5.09 Proxies:

At any meeting of Voting Members, a proxy duly and sufficiently appointed by a Voting Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the Voting Member appointing him or her, as the case may be, would be entitled to exercise if present at the meeting. A proxy need not be a Voting Member of the Corporation.

5.10 Proceedings and Voting:

The Chair, or in his or her absence, the Vice-Chair shall preside at all meetings of the Voting Members of the Corporation. Every question submitted to any meeting of Voting Members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these By-laws. Each Member shall be entitled to one vote if present at a meeting in person or by proxy. Voting on any question shall not be valid unless a Director or an alternative chosen by the Board of Directors is present during the counting of the votes. At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

If a vote or a motion is tied, the motion is lost.

The Board may make additional rules about the method of voting at Voting Members' Meetings and proceedings at them, including provision for electronic (on-line) voting.

5.11 Quorum:

A majority of the Directors then holding office shall constitute a quorum for the transaction of business at any duly constituted meeting of the Directors. Each Director, including the Chair, shall have one vote on matters considered by the Board, and the Chair shall not have a second or casting vote in the event of a tied vote on a motion considered by the Board. If there is a tied vote or motion, the motion is lost.

At the Annual General Meeting Regular and Special Meetings of the Corporation, fifteen percent (15%) of the Voting Members present, through their respective Representatives or by proxy, shall constitute a quorum for that meeting of the Corporation.

5.12 Conflicts of Interest:

No Director shall vote upon nor participate in the debate regarding any issue in which that Director, his/her spouse, his/her children, his/her parents or his/her siblings has a direct financial interest. In the event of such a conflict arising, the Director shall declare his/her interest to the meeting and shall absent himself/herself from that portion of the meeting in respect of which the conflict was declared.

ARTICLE VI – COMMITTEES

6.01 Standing Committees:

The Standing Committees of the Corporation shall be comprised of Directors, Staff and Members/Members' Representatives and shall be:

- (a) the Finance and Audit Committee, which shall comprise no less than three (3) people and shall be responsible for:
 - (i) Review and approve of monthly statements;
 - (ii) Recommend approval of Corporation's annual budget and project budgets, if any;
 - (iii) Oversee annual audits;
 - (iv) Liaise with Corporation's auditor; and
 - (v) Examine and review financing for recommendation to the Board.
- (b) the Human Resources and Compensation Committee, which shall comprise no less than five (5) people and shall be responsible for:

- (i) Evaluation and annual review of Executive Director's performance;
 - (ii) Annual review of Executive Director's compensation for recommendation to the Board;
 - (iii) Review NEIA Staff compensation and benefits policy and make recommendations to the Board;
 - (iv) Executive Director's succession planning and development;
 - (v) Liaise with Executive Director on behalf of the Board; and
 - (vi) Sets Board Meeting agendas.
- (c) the Governance Committee, which shall comprise no less than five (5) people and shall be responsible for:
- (i) Assess need to amend Corporation's rules and by-laws; ;
 - (ii) Ensure compliance with the *Corporations Act*; ;
 - (iii) Orientation preparation of new Directors and Officers;
 - (iv) Conduct election of Chair, Vice-Chair and Treasurer;
 - (v) Monitor governance issues including assessment of Board performance;
 - (vi) Conduct policy review and update; and
 - (vii) Ensure NEIA's Board governance practices are best practices.
- (d) the Nominations and Elections Committee, which shall comprise no less than five (5) people and shall be responsible for:
- (i) Assess skills needed by the Corporation and its Voting Members for incoming directors;
 - (ii) Issue notices to Voting Members as required under this By-law;
 - (iii) Interview potential candidates for directorship positions;
 - (iv) Make nominations;

- (v) Review external nominations; and
- (vi) Oversee and conduct the election of Directors.

6.02 Ad Hoc Committees:

The Board may, by Resolution, establish and empower such other committees as the Board may, from time to time, deem appropriate or expedient.

6.03 Committee Membership:

The Board of Directors shall appoint from among the Directors a Chair for each Standing Committee, who shall serve in that capacity until the next Annual General Meeting. The Chair of such Committee shall be responsible for determining membership in his or her committee, which may be comprised of Directors and/or Members of the Corporation. The Executive Director shall be an ex officio member of each Committee.

ARTICLE VII – CORPORATE FORMALITIES

7.01 Corporate Seal:

The Seal, an impression of which appears in the margin adjacent hereto, is approved and adopted as the Corporate Seal of the Corporation. The Executive Director of the Corporation shall maintain custody of the Corporate Seal.

7.02 Execution of Documents:

Contractual instruments of the Corporation shall be executed by the Corporation under the Corporate Seal of the Corporation with the signatures of the Chair and either the Vice-Chair, or the Treasurer.

7.03 Cheques and Drafts:

All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be executed in such manner and by such Directors or other persons or any combination thereof as the Directors may from time to time, designate by Resolution.

7.04 Fiscal Year End:

Subject to any provisions to the contrary in the Act or in the Regulations, the fiscal year of the Corporation shall end on the 31st day of October in each year.

7.05 Inspection of Books and Records:

The books and records of the Corporation may be inspected by any Member at the business offices of the Corporation upon forty-eight (48) hours request thereof being made, in advance, to the Executive Director.

ARTICLE VIII – ADOPTION AND AMENDMENT

8.01 Adoption of By-law:

The Corporation hereby adopts and confirms the within By-law as the General Procedures By-law.

8.02 Amendment and Repeal:

This By-law may be amended or may be repealed in its entirety by Special Resolution passed at any duly constituted meeting of the Corporation.

ARTICLE IX – TRANSITION PERIOD

9.01 It is the intention of the Membership, notwithstanding the implementation of these revised By-laws that there be a continuity in the level of experience of the Board of Directors to ensure an uneventful transition in respect of the implementation of the revised By-laws and the management of the Corporation. Therefore, Directors sitting on the Board at the time of approval and implementation of these By-laws at the 2012 AGM and who would not have completed their term for which they were originally elected at that time shall continue to serve on the Board to the completion of their term notwithstanding the implementation of these By-laws.

The election of Directors to fulfill vacancies on the Board shall be conducted in accordance with these By-laws at the 2012 Annual General Meeting.

ENACTED AND ADOPTED by a Resolution of the Directors of the Corporation this 29 day of March, 2012

Frank Ricketts

Chair

