

CONSTITUTION OF THE KINGSTON PANTHERS RUGBY FOOTBALL CLUB

being the collected bylaws passed governing the
conduct and affairs of the Kingston Panthers Rugby
Football Club since its institution in 1967.

2009 revision:
Zen Keizars

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Overview:

The Kingston Panthers Rugby Football Club (KPRFC) is a non-profit organization with the primary aim of developing rugby in the GKA at the highest level, with the goal of attracting the eye of the international rugby community. The purpose of our organization is to provide strong community leadership and support. For this to succeed there are essentially two tactical goals, the success of which each relies upon the other; the development of a strong competitive club and the production of a widely inclusive community atmosphere including parents, partners, spouses, moms and dads. With these programs, our goal as a comprehensive and cohesive development pathway of all ages will provide a supportive and inclusive atmosphere for participation and talent development.

By-Law 1 - CLUB IDENTITY

1.0 (2009)

The Kingston Panthers was established as a non-profit organization September 16th, 1986 (# 682-411).

1.1 (1982) HEAD OFFICE

The head office of the Corporation shall be in the City of Kingston, in the County of Frontenac, and at such place therein as the directors may from time to time determine.

1.2 (2009) SEAL AND MOTTO

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation. The club motto, at times used as part of the seal, was incorporated in 1967: "enduring, eternal, embracing".

By-Law 2 - BOARD OF DIRECTORS

2.1 (1982) BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of three (3) directors, each of whom at the time of his election or within ten days thereafter and throughout his term of office shall be a member of the Corporation. Each director shall be elected to hold office until the first annual meeting after he shall have been elected and qualified. The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member.

2.1.1 (2009) Directors

Directors of the board include the President, Vice-President, Secretary, and Treasurer. Within ten days of election, the President must entitle ministries to teams belonging to the club, and empower each ministry to provide a single representative director to the Board of Directors. Typical Ministries include Senior Mens', Womens', OldBoys', Juniors', Minors'; bringing the total number of Board of Directors to nine. As discussed in **paragraph 5.1**, the Secretary and Treasurer duties may be organized into a single position. Each director, regardless of duties is considered equal in a vote, except when voting is tied, whereupon the President has authority to break the tie.

2.1.2 (2009) Prerequisites for Club Positions

- (a)** The President must have spent at least one year as a director in another position.
- (b)** No director should have a police record in such a fashion that it would defame the club should that record become public.
- (c)** Every director must provide a CPIC police record check (Canadian Police Information Centre) to be held on file by the club. Coaches in contact with juniors and minors are also required to provide the club with a valid CPIC police record check. Failure to produce a valid CPIC police record check within 1 month will result in the termination of that member's position.

2.1.3 (1982) Removal of a Director

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.

2.2 (1982) VACANCIES, BOARD OF DIRECTORS

Vacancies on 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 between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

By-Law 3 - MEETINGS: DIRECTORS' AND MEMBERS'

3.1 (1982) BOARD OF DIRECTORS' MEETINGS

A majority of the directors holding office at a particular time 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 any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the president or vicepresident or by the secretary on direction of the president or vice-president, or by the secretary on direction inwriting of two directors. Notice of such meetings shall be delivered, telephoned or mailed electronically to each director not less than two days before the meeting is to take place. The statutory declaration of the secretary or the president that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

3.1.1 (1982) MONTHLY BOARD OF DIRECTORS' MEETINGS

The board may appoint a day or days in any month or months for regular meetings at an hour to be named and for such regular meetings 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.

3.1.2 (2009) INFORMAL MEETINGS

Informal Meetings may be held from time to time for organizational and informational purposes. No formal motions may be passed at these meetings, and minutes are not required to be recorded. Actionable items include permission for purchases of under 100\$, field lining, or other equipment purchases. Actions formed under informal meetings must be later brought up and confirmed at the next formal meeting, and all spending put into the minutes.

3.2 VOTING, BOARD OF DIRECTORS

3.2.1 (2009) POSING A QUESTION - BOARD OF DIRECTORS'

All motions to be carried or defeated must be brought forward using the principles of Robert's Rules of Order (Robert's Rules of Order, Newly Revised, 10th ed.; 2000).

In summary, the following order must be adhered to:

- (1) A resolution is made from the floor by a director.
- (2) This resolution must be seconded by another director in order to continue.
- (3) The resolution is discussed, and possible amendments are made from the floor.
- (4) Amendments must be seconded by another director in order to stand. If no second is made on amendments, the original resolution remains standing.
- (5) The Question is then called to a vote.
- (6) Voting on the Question is seconded by another director. If no second is made on the vote, the process is terminated and must start over. If the Question is seconded, no further debate can be made, and the voting process begins (3.3.2).
- (7) The results of the vote are indicated in the minutes as 'motion carried' or 'motion defeated'.

3.2.2 (1982) PROCESS OF VOTING - BOARD OF DIRECTORS'

Questions arising at any meeting of directors shall be decided by a majority of votes. All votes at any such meeting 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. As stated in Robert's Rules, "those members that do not vote agree to go along with the decision of the majority by their silence". A declaration by the chairman 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. As stated in 2.1.1, the President has authority to break any tie in votes; consequently, in the absence of the President, the director appointed to perform the presidential duties has the authority to break any tie in votes.

3.3 (1982) ANNUAL AND OTHER MEETINGS OF MEMBERS

3.3.1 (1982) ANNUAL GENERAL MEETING

The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

3.3.2 (1982) 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 appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the president or vicepresident 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 the time and place of every such meeting shall be given to each member by sending the notice by electronic mail, ten 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.

3.3.3 (1982) ERROR OR OMISSION IN NOTICE

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 on the books of the Corporation.

3.3.4 (1982) ADJOURNMENTS

Any meetings of the Corporation 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.

3.3.5 (1982) QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of members shall consist of not less than one-third of the

total membership or ten members, whichever is the lesser number, present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.

3.4 (1982) VOTING OF MEMBERS

3.4.1 Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one 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, then payable by him. Each proxy must declare his position as proxy and for whom to the secretary before the opening of the meeting. Members showing up late to a meeting may vote for themselves, but without declaring to the secretary in the aforementioned timely manner cannot vote as a proxy. The secretary will declare at the opening of the meeting the proxies recognized.

3.4.2 (2009) POSING A QUESTION - MEMBERS

All motions to be carried or defeated must be brought forward using the principles of Robert's Rules of Order (Robert's Rules of Order, Newly Revised, 10th ed.; 2000). In summary, the following order must be adhered to:

- (1) A resolution is made from the floor by a director.
- (2) This resolution must be seconded by another director in order to continue.
- (3) The resolution is discussed, and possible amendments are made from the floor.
- (4) Amendments must be seconded by another director in order to stand. If no second is made on amendments, the original resolution remains standing.
- (5) The Question is then called to a vote.
- (6) Voting on the Question is seconded by another director. If no second is made on the vote, the process is terminated and must start over. If the Question is seconded, no further debate can be made, and the voting process begins (3.3.2).
- (7) The results of the vote are indicated in the minutes as 'motion carried' or 'motion defeated'.

3.4.3 (1982) VOTING - MEMBERS

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 be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and, unless a poll be demanded, a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissable 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 for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question 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 chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question.

By-Law 4 - ORGANIZATION OF AUTHORITY

4.1 (1982) POWERS

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

4.1.2 Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time with permission of the Board of Directors (4.2), 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.

4.2 (2009) PERMISSION OF THE BOARD OF DIRECTORS

All matters of fealty and spending must be posed as a Question to the Board of Directors either in a formal or informal meeting in circumstances of less than 100\$, or in a formal meeting in matters of greater than 100\$. With permission granted by a carried motion, a director is given the powers dictated in 4.1.2.

4.3 (1982) REMUNERATION AND PROTECTION OF DIRECTORS

The directors shall receive no remuneration for acting as such.

4.4 (1982) INDEMNITY OF DIRECTORS AND OFFICERS

Every director and officer of the corporation, every former director or officer of the corporation, or a person who acts or acted at the corporation's request as a director or officer of a body corporate of which the corporation is or was a shareholder or creditor, and his heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the corporation from and against all cost, charges and expenses, including an amount paid to settle action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he i.s made a party by reason

of being or having been a director or officer of such corporation or body corporate if,
(a) he acted honestly and in good faith with a view to the best interests of the corporation; and
(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

4.5 INSURANCE

4.5.1 (1982) LIABILITY INSURANCE

A corporation may purchase, but shall not be obliged to purchase, and maintain insurance for the benefit of any person referred to in paragraph 10 of this by-law against any liability incurred by him,

(a) in his capacity as a director or officer of the corporation, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the corporation; or

(b) in his capacity as a director or officer of another body corporate where he acts or acted in that capacity at the corporation's request, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the body corporate.

4.5.2 (2009) INSURANCE OF MEMBERS

At the time of his registration, the Secretary must inform the member of the insurance provided to his person through the insurance package provided through his club dues through Canada Rugby. The Secretary should inform each member of any upgrade options made available from the insurance company to the default insurance package, or provide direction to that information.

By-Law 5 - ORGANIZATION OF RESPONSIBILITY AND JOB DESCRIPTIONS

5.1 (1982) OFFICERS OF THE CORPORATION

There shall be a President, a Vice-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 and Vice President. The President and Vice-President shall be elected by the board of directors 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 the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

5.2 (1982) DUTIES OF THE PRESIDENT AND VICE-PRESIDENT

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 officer appointed by the board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, or such other director as the board may from time to time appoint for the purpose. When the Vice-President or such other director exercises any such duty or power, the absence or inability of the President shall be presumed without reference thereto.

5.3 (1982) DUTIES OF SECRETARY

The Secretary shall be ex officio clerk of the board of directors. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Corporation and of all books, Papers and records, correspondence, contracts and other documents belonging to

the Corporation which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors. The Secretary shall register all players forms, once informed by the Treasurer that members have paid their dues and are in good standing.

5.4 (1982) DUTIES OF TREASURER

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 monies 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 should work closely with the Secretary and keep the Secretary well-informed of the payment status of members wishing to be registered. He shall also perform such other duties as may from time to time be determined by the board of directors.

5.5 (2009) DUTIES OF FIXTURES SECRETARY

The Fixtures secretary, or person performing the usual duties of a Fixtures secretary, shall confirm fixtures with the opposing team, confirm home games with referees, and confirm the presence of an Athletic Therapist or other medical personnel to be present at the scheduled time of play. He shall also perform such other duties as may from time to time be determined by the board of directors.

5.6 (2009) DUTIES OF THE TEAM MINISTRY EXECUTIVES

The team ministries empowered by the President within ten days of his election may each have a sub-executive. Each team ministry is required to have a Ministry Representative to sit on the Board of Directors (2.1.1). It is recommended that each ministry have a Ministry Secretary and Ministry Treasurer, to mirror and work with, the Club Secretary and Club Treasurer to best register the members of their ministry in a timely and efficient fashion. Other ministry officers may be added as the terms of their engagement call for or the Ministry Executive requires of

them.

5.7 (1982) DUTIES OF OTHER OFFICERS

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.

By-Law 6 - DOCUMENTS, MONEYS, and MEMBERSHIP

6.1 (1982) EXECUTION OF DOCUMENTS

6.1.1 Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

6.1.2 Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the board.

6.1.3 The President, Vice-President, a director, the Secretary or Treasurer, or any one of them, or any person or persons from time to time designated by Permission of the Board of Directors (**4.2**) 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 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 of shares, bonds or other securities on the books of any company or corporation.

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

6.2 (1982) BOOKS AND RECORDS

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.

6.3 (1982) MEMBERSHIP

6.3.1 The membership shall consist of such individuals of legal age and sound mind as are admitted as members by resolution of the board of directors.

6.3.2 Members may resign by resignations in writing which shall be effective upon acceptance thereof by the board of directors.

6.3.3 The interest of a member in the Corporation is not transferable and ceases to exist upon his death or when he ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation.

6.3.4 In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation.

6.3.5 Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

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

6.4 (1982) DUES

6.5.1 There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by vote of the board of directors.

6.4.2 The secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

By-Law 7 - FINANCIAL

7.1 (1982) FINANCIAL YEAR

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.

7.2 (1982) CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness 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 and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp (??) for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

7.3 (1982) DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of the Corporation shall be deposited for safekeeping with one 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 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 of the board of directors shall be fully protected in acting in accordance with the directions 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.

7.4 (1982) NOTICE

Whenever under the provisions of the by-laws of the

Corporation, notice is required to be given, such notice may be given either personally or electronic mail or by depositing same in a post office or a public letter box, in a prepaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Corporation.

7.5 (1986) BORROWING

The Directors of the Company, when accompanied by Permission of the Board of Directors (**4.2**), are hereby authorized from time to time

(a) to borrow money upon the credit of the Company in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;

(b) to issue debentures or other securities of the Company;

(c) to pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;

(d) to mortgage, hypothecate, charge or pledge, or give security in any manner whatever upon, all or any of the property, real and personal, immoveable and moveable, undertaking and rights of the Company, present and future, to secure any debentures or other securities of the Company, present or future, or any money borrowed or to be borrowed or any obligation or liability of the Company, present or future:

(e) to delegate to such officer(s) or Director(s) of the Company as the Directors may designate all or any of the foregoing powers to such extent and in such manner as the Directors may determine.

These By-laws shall remain in force and be binding upon the Company as regards any party acting on the faith thereof, until a copy, certified by the Secretary of the Company under the Company's seal, of a By-law repealing or replacing these By-laws shall have been received by such party and duly acknowledged in writing.

ENACTED this _____ day of _____, _____.

AS WITNESS the corporate seal of the Company.

PRESIDENT:

VICE-PRESIDENT:

SECRETARY:

TREASURER:

The foregoing by-laws are hereby passed by the directors of the Corporation pursuant to the Business Corporations Act, 1982, as evidenced by the respective signatures hereto of all the directors.

DATED this _____ day of _____, _____.

PRESIDENT:

VICE-PRESIDENT:

SECRETARY:

TREASURER: