CONSTITUTION
&
BY–LAWS

By-Laws

Corporate Seal

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

Head Office

2. Until changed in accordance with the Act, the Head Office of the corporation shall be in the City of Ottawa in the Province of Ontario.

Conditions of Membership

3. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the corporation.
4. There shall be no membership fees or dues unless otherwise directed by the board of directors.
5. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the secretary of the corporation.
6. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

Members' Meetings

7. The annual or any other general meeting of the members shall be held within 30 days after the end of the corporation's fiscal year, December 31st, in the city where the head office of the corporation is situated.
8. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the Chair shall have the power to call, at any time, a general meeting of the members of the corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights. A majority of the members present in person or by proxy at a meeting will constitute a quorum.
9. Fourteen (14) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting

where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that the member has the right to vote by proxy.
Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the corporation.

10. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these By-laws.
11. No error or omission in giving notice of any annual or general meeting or any other 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, approved and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer shall be his, her or its last address recorded on the books of the corporation.

Board of Directors

12. The property and business of the corporation shall be managed by a board of directors, comprised of a minimum of three directors. The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors need not be members.
13. The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall continue until their successors are elected. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation.
14. Directors shall be elected for a term of one (1) year minimum by the members at an annual meeting of members. This term may be extended for no more than 3 consecutive years.
15. The office of a director shall be automatically vacated;
    a) if at a special general meeting of members, a resolution is passed by a majority of the members present at the meeting that he or she be removed from office;

b) if a director has resigned his or her office by delivering a written resignation to the secretary of the corporation;
c) if he or she is found by a court to be of unsound mind;
d) if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;
e) on death;

Provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority, may, by appointment, fill the vacancy with a member of the corporation.

16. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such; provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from serving the corporation as an officer or in any other capacity and receiving compensation therefore.
17. A retiring director shall remain in office until the dissolution of adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

Power of Directors

18. 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 is by its charter or otherwise authorized to exercise and do.
19. The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fun in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such items as the board of directors may prescribe.

    The board of directors is hereby authorized, from time to time

    a. to borrow money upon the credit of the corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in

such manner as the board of directors in its discretion may deem expedient;

b. to limit or increase the amount to be borrowed;

c. to issue or cause to be issued bonds, debentures or other securities of the corporation and to pledge or sell the same for such sums, upon such terms, covenant and conditions and at such prices as may be deemed expedient by the board of directors;

d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the corporation.

20. The board of directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.
21. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to tome and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
22. Remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents, or employees and committee members shall cease to be payable from the date of such meeting of members.

Directors' Meetings

23. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

24. A majority of directors in office, from time to time, but no less than two (2) directors, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by the under the by-laws of the corporation.

Indemnities to Directors and Others

25. Every director of the corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless our of the funds of the corporation, from and against;
    a) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of this or her office or in respect of any such liability.
    b) All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

Officers

26. The officers of the corporation shall be a chair, secretary, and treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers need not be directors, nor members.
27. The chair shall be elected at an annual meeting of members. Officers other than Chair of the corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.
28. The officers of the corporation shall hold office from the date of appointment or election until their successors are elected or appointed in the stead. Officers shall be subject to removal by resolution of the board of directors at any time.

Duties of Officers

29. The Chair shall be the chief executive officer of the corporation. He or she shall preside at all meetings of the corporation and of the board of directors. He or she shall have the general and active management of the affairs of the corporation. He or she shall see that all orders and resolutions of the board of directors are carried into effect.
30. An alternate shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other

duties as shall from time to time be imposed upon him or her by the board of directors.

31. The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He or she shall disburse the funds of the corporation as my be directed by the proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors a the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. He or she shall also perform such other duties as may from time to time be directed by the board of directors.
32. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out his or her affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.. He or she shall vie or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or Chair, under whose supervision he or she shall be. He or she shall be custodian of the seal of the corporation, which he or she shall deliver 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.
33. 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 them.

Committees

34. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees.

Executive Board (formally called Leadership Committee)

35. There shall be an executive committee composed of directors who shall be appointed by the board of directors. The executive committee shall exercise such powers as are authorized by the board of directors. Any executive committee member may be removed by a majority vote of the board of directors, executive committee members shall receive no

remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

36. Meetings if the executive committee shall be held at any time and place to be determined by the members of such committee provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member of the committee. Notice by mail shall be sent 14 days prior to the meeting. A majority, an no less than two (2) of the members of such committee shall constitute a quorum. No error or omission in giving notice of any meeting of the executive committee or any adjourned meeting of the executive committee of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member of such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Execution of Documents

37. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two (2) directors or officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have the power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign a specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer ins securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any director or by any officer appointed by resolution of the board of directors.

Minutes of Board of Directors

38. The minutes of the board of directors (or the minutes of the executive committee) shall not be available to the general membership of the corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

Financial Year

39. Unless otherwise ordered by the board of directors, the fiscal year end of the corporation shall be December 31 in each year.

Amendment of By-Laws

40. The by-laws of the corporation no embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155 (2) of the Canada Corporations Act, may

be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.

Auditors

41. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the corporation to report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

Books and Records

42. 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.

Rules and Regulations

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

Interpretation

44. In these by-laws and in all other by-laws of the corporation hereafter passes unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vise versa, and references to persons shall include firms and corporations.