

BY-LAW NO. 1 OF THE BY-LAWS OF
ONTARIO ELECTRONIC STEWARDSHIP
GENERAL BY-LAW

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1.0 DEFINITIONS AND INTERPRETATION

1.1 In this By-law, the following terms shall have the meaning set out opposite them:

- 1.1.1 “**Act**” means the *Waste Diversion Act, 2000*, S.O. 2000, c.6 and any amending or successor legislation from time to time;
- 1.1.2 “**alternate**” means a person appointed as an alternate director pursuant to the Regulation;
- 1.1.3 “**Stakeholder Organization**” means a body entitled to appoint members of the Board and includes Electronics Product Stewardship Canada and Retail Council of Canada;
- 1.1.4 “**Board**” means the Board of Directors of the Corporation;
- 1.1.5 “**By-law**” means this By-law as enacted, amended and re-enacted and in force from time to time and By-laws shall mean all by-laws of the Corporation in force from time to time, including without limitation By-law No. 2, “Code of Conduct”;
- 1.1.6 “**Committee**” means a Committee of the Board established pursuant to the By-Laws and has the same meaning as “sub-committee” as defined in the Act;
- 1.1.7 “**Corporation**” means ONTARIO ELECTRONIC STEWARDSHIP, a corporation without share capital continued under the Act by the Regulation;
- 1.1.8 “**Documents**” includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- 1.1.9 “**Observers**” means those representatives of prospective stewards for additional categories of WEEE to be added to the Corporation’s responsibilities who are invited to attend meetings of the Board;
- 1.1.10 “**Regulation**” means O.Reg. 393/04, as amended by O.Reg. 245/08, published under the Act, as it may be further amended or replaced from time to time;
- 1.1.11 “**WEEE**” means waste electrical and electronic equipment, as defined in the Regulation;

- 1.2 In all By-laws of the Corporation, the singular shall include the plural and the plural the singular; the word “**person**” shall include firms and corporations. Wherever reference is made in the By-law to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment to or re-enactment of such statute or section, as the case may be. The headings in this By-law are for solely for convenience and are not to be used as an aid in the interpretation of this By-law. All terms defined in the Act and not otherwise defined herein have the same meanings in this By-Law.

2.0 HEAD OFFICE

- 2.1 Until changed in accordance with the Act, the Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario.

3.0 CORPORATE SEAL

- 3.1 The seal, if its impression is stamped in the margin, shall be the seal of the Corporation.

4.0 BOARD OF DIRECTORS

- 4.1 Board The Corporation shall be managed by its Board. The Board shall, among other things:

4.1.1 set and monitor the overall direction of the Corporation;

4.1.2 monitor the Corporation’s performance, including the performance of the Executive Director;

4.1.3 maintain correspondence, documentation pertaining to public consultation during development of Waste Diversion Programs, minutes of meetings of the Board and Committees, internal reports, consultants’ reports, agendas and other information and data obtained, created or maintained by the Corporation; and

4.1.4 regularly review, consider and revise the Corporation’s purpose, strategic plan, short and long-term priorities, and such other programs, policies and plans as may be necessary and relevant from time to time.

- 4.2 Exercising Duties Every director of the Corporation, in exercising his or her powers and discharging his or her duties, shall:

4.2.1 act honestly and in good faith with a view to the best interests of the Corporation; and

- 4.2.2 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 4.3 Appointment and Term Directors shall be appointed for a term of two years in accordance with the Regulation. Directors are eligible for reappointment for one or more additional terms.
- 4.4 Quorum A majority of the number of members of the Board from time to time shall constitute a quorum.
- 4.5 Vacating of Office The office of a director or alternate shall be automatically vacated upon the occurrence of any of the following events:
- 4.5.1 if the Stakeholder Organization removes such director by written instrument;
- 4.5.2 if the director or his or her Stakeholder Organization becomes bankrupt or suspends payment with his, her, or its creditors; or if a receiving order is made against the member or if the director or his or her Stakeholder Organization makes an assignment under the *Bankruptcy and Insolvency Act*; or
- 4.5.3 if an order is made declaring a director to be a mentally incompetent person or incapable of managing his or her affairs; or
- 4.5.4 on death;
- 4.5.5 if, by notice in writing to the Secretary of the Corporation, a director resigns from his or her office; or
- 4.5.6 if the Stakeholder Organization which appointed the director ceases to be a member for any reason.
- 4.5.7 Vacancies on the Board shall be filled by the Stakeholder Organization to which such vacancy or vacancies relate, or, in the case of vacancies in a position which is to be jointly appointed, by the Stakeholder Organizations acting jointly.
- 4.6 Calling of Meetings Meetings of the Board may be held at any time and place to be determined by the Board. The president or any two directors may call a meeting. All meetings shall be held at the municipality in which the head office of the Corporation is located, unless otherwise determined by the Board. Written notice of such meeting shall be given to each director. If given by mail, notice shall be sent at least 15 days prior to the meeting. If given by other permitted means, notice shall be sent at least 48 hours prior to the meeting. There shall be at least one meeting per year of the Board. Each director is authorized to exercise one vote. The person chairing the meeting shall have the right to vote in the first instance, and shall have the right to cast a second or casting vote in the event of a

tie vote. A meeting of the Board may be held at any time without notice if all directors are present in person, or if those not present, either before or after the meeting, 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 the Board, may transact, provided that a quorum is present at such meeting.

- 4.7 Remote Participation Provided all of the directors present at or participating in a meeting of the Board or a committee of the Board consent, a meeting of Board or of a committee of Board may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed for the purposes of this By-law to be present at the meeting; provided that any Board meeting conducted in this manner shall at all times be open to the public in accordance with the requirements of the Act.
- 4.8 Written Resolution A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of Board or committee of Board, is as valid as if it had been passed at a meeting of Board or committee of Board.
- 4.9 Newly-Appointed Board Provided a quorum of directors is present, each newly-appointed Board may without notice hold its first meeting immediately following the meeting of members at which such Board is appointed.
- 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 No Remuneration 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.
- 4.12 Time of Retirement A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.
- 4.13 Agents and Employees The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.
- 4.14 Remuneration of Employees A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the Board by resolution.

- 4.15 Notice of Appointment or Removal The party appointing a director or an alternate shall give written notice of the appointment or removal thereof to the Corporation and no such appointment or removal shall be valid and binding unless and until such notice has been received by the Corporation. The names of all current directors and alternates shall be posted on the Corporation's website.
- 4.16 Attendance and Alternates Each director shall notify the Corporation of his/her intention to attend a meeting of the Board or to send his/her alternate a minimum of four days in advance of the meeting unless such meeting is to be held by teleconference, in which case such notice shall be given not less than 24 hours in advance of the meeting. Exceptions to this notice period will be allowed in the case of medical or other emergencies. Should a director not attend two consecutive Board meetings, except for medical or other emergencies approved by the Board, the Stakeholder Organization authorized to appoint the director under the Regulation will be asked to nominate a replacement director.
- 4.17 Observers As additional categories of WEEE are identified and the Corporation is requested to develop a program to include such categories within its responsibilities, a limited number of Observers representing industries which may become stewards in respect of such categories may be invited to attend Board meetings. Observers do not have the right to vote and may be asked to leave the meeting if matters of a confidential nature are being considered. Observers shall be subject to the following:
- 4.17.1 Observers should be given the opportunity to participate in a discussion concerning any matter which is relevant to the industry, organization or association which they respectively represent, including matters related to financial, contractual and personnel;
- 4.17.2 If an Observer is not present during a discussion relevant to the industry, organization or association which such Observer represents, the Observer should be given the opportunity to express his or her views in writing;
- 4.17.3 An Observer may be requested to provide his or her views in writing on complex matters relevant to the industry, organization or association which the Observer represents;
- 4.17.4 An Observer's views should be recorded in the Board meeting minutes as well as the minutes of Committee meetings; and
- 4.17.5 Views of Observers should be requested in the meetings.

5.0 EXECUTIVE COMMITTEE

- 5.1 Appointment The Board may from time to time elect from among themselves an executive committee composed of three directors. The executive committee shall exercise such powers as are authorized by the Board. Any executive committee member may be removed by a majority vote of the Board. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
- 5.2 Meetings Meetings of the executive committee shall be held at any time and place to be determined by the members of such committee. Any two members may call a meeting. All meetings shall be held at the municipality in which the head office of the Corporation is located, unless otherwise determined by the committee. Written notice of such meeting shall be given to each committee member. If given by mail, notice shall be sent at least 14 days prior to the meeting. If given by other permitted means, notice shall be sent at least 48 hours prior to the meeting. Two members of such committee shall constitute a quorum. . A meeting of the Executive Committee may be held at any time without notice if all committee members are present in person, or if those not present, either before or after the meeting, 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 the Executive Committee, may transact, provided that a quorum is present at such meeting.

6.0 MINUTES OF BOARD AND EXECUTIVE COMMITTEES

- 6.1 The minutes of the Board or the minutes of the executive committee shall be available to the Board, each of whom shall receive a copy of such minutes.

7.0 COMMITTEES OF THE BOARD

- 7.1 The Board may establish standing Committees whose members will hold their offices at the will of the Board. The duties of such Committees shall be established by the Board. The existence of each such Committee shall be terminated automatically upon:
- 7.1.1 the completion of its assigned task;
 - 7.1.2 the holding of each Annual Meeting of the Corporation;
 - 7.1.3 a resolution to that effect of the Board;
- whichever first occurs.
- 7.1.4 Provided however that, in the case of termination pursuant to section 7.1.1 or 7.1.2, the Board may by resolution continue such Committee.

7.2 Standing Committees The following committees previously established by the Board shall be continued:

7.2.1 Financial, Audit and Risk Management;

7.2.2 Governance;

7.2.3 Technical;

7.2.4 Communication

7.3 Rules Governing Committees Except as otherwise provided by By-law, all Committees are subject to the following:

7.3.1 the Chair and members shall be appointed by the Board;

7.3.2 at least one member of the Board or the Executive Director shall be appointed to serve on each Committee;

7.3.3 in addition to the members of a Committee appointed pursuant to subsection 7.3.1 the Board may appoint persons who are not directors of the Corporation but who are qualified to hold office, provided that a person who is appointed as a representative of a Stakeholder Organization may be removed and replaced by such Stakeholder Organization, subject to written notice to the Board and to no reasonable objection being raised by the Board to such replacement;

7.3.4 a member of a Committee shall serve for a term ending at the Annual Meeting following appointment, and is eligible for reappointment for one or more additional terms;

7.3.5 each Committee shall meet at least annually, and more frequently at the will of its Chair or as required by its terms of reference, and as requested by the Board;

7.3.6 each Committee shall be responsible to report to the Board at the discretion of the Committee Chair and at the request of the Chair of the Board;

7.3.7 subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint subcommittees, task forces or working groups of its Committee;

7.3.8 a member of a Committee shall serve without remuneration; however; members are entitled to be reimbursed for expenses properly incurred by them in the performance of their duties, including attending such Committee meetings and meetings of the Board at which they have been requested to attend.

8.0 POWERS OF DIRECTORS

- 8.1 The Board 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 Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.
- 8.2 The Board 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.

9.0 APPOINTMENT AND DUTIES OF OFFICERS

- 9.1 Appointment of Officers The Board shall annually or as often as may be required appoint a president and a secretary and if deemed advisable may annually or as often as may be required appoint a Chairman of the Board, one or more vice-presidents, a treasurer and one or more assistant-secretaries and/or one or more assistant-treasurers. Two or more such offices may be held by the same person. The Board may from time to time appoint such other officers as they shall deem necessary who shall have such authority and shall perform such functions and duties as may from time to time be prescribed by the Board.
- 9.2 Term of Office The officers of the Corporation shall hold office from the date of their appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the Board at any time, with or without cause.
- 9.3 Chairman The Chairman of the Board (if any) shall, when present, preside at all meetings of the Board.
- 9.4 President The president shall be the chief executive officer of the Corporation. In the absence of the Chairman, he or she shall preside at all meetings of the Corporation and of the Board. 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 are carried into effect.
- 9.5 Vice-President The vice-president (if any), or, if more than one, the vice-presidents shall assist the president in the performance of his or her duties and, in order of seniority as determined by the Board, may perform and exercise the powers of the president during the absence or inability to act of the president. If a vice-president exercises any such duty or power, the absence or inability of the president shall be presumed with reference thereto.

Vice-presidents shall perform such other duties as shall from time to time be imposed on him, her or them by the Board.

- 9.6 Treasurer 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 or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. He or she shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the Board, 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.
- 9.7 Secretary The secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Corporation generally under the supervision of the officers 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 give or cause to be given notice of all meetings of the members and of the Board, and shall perform such other duties as may be prescribed by the Board or president, under whose supervision he or she shall be. He or she shall be custodian of the seal of the Corporation, if any.
- 9.8 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 requires of them.
- 9.9 Executive Director The Board may by resolution appoint an Executive Director of the Corporation to perform such duties, on such terms and conditions and with such compensation, as may be agreed to with the Executive Director. Such agreement shall be in writing. The agreement may provide for the delegation of any of the powers or duties of any officer of the Corporation to the Executive Director. When an Executive Director has been employed, the Executive Director may be designated as and may perform the duties of the secretary of the Corporation.

10.0 INDEMNITIES TO DIRECTORS AND OTHERS

- 10.1 Indemnity of Directors and Officers Every director and officer of the Corporation and his or her heirs, legal personal representatives, and assigns, respectively, shall from time to time and at all times, be indemnified and saved harmless, from and against:
- 10.1.1 all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing

whatsoever made, done or permitted by him or her in good faith in or about the performance or intended performance of the duties of his or her office; and

10.1.2 all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his or her own lack of good faith, wilful neglect or default.

- 10.2 Indemnity of others Except as otherwise required by the Act and subject to Section 10.1, the Corporation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent of or participant in another corporation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted honestly and in good faith with a view to the best interests of the Corporation, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Corporation, and, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable ground for believing that his or her conduct was lawful.
- 10.3 Right of indemnity not exclusive The provisions for indemnification contained in the by-laws of the Corporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and legal personal representatives of such a person.
- 10.4 Protection of Directors and Officers Subject to the Act, every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing and to the extent permitted by the Act, or other applicable law, 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 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 the Corporation, or 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 or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful and wilful neglect or default.

10.5 Responsibility for Acts The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

10.6 Directors and Officers Insurance The Corporation may purchase and maintain insurance for the benefit of any director, officer, employee, volunteer or other person acting on behalf of the Corporation against any liability incurred in his or her capacity as a director, officer or other person acting on behalf of the Corporation, except where the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the Corporation.

11.0 EXECUTION OF DOCUMENTS

11.1 Contracts or other documents requiring the signature of the Corporation shall be signed by any two officers. All contracts or documents so signed shall be binding on the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts or other documents. The Board may give the Corporation's power of attorney to any registered dealer in 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, if any, may be affixed to such contracts or documents, if required.

12.0 MEETINGS

12.1 Location of Members Meetings The annual or any other general meeting of the members shall be held at the municipality of the head office of the Corporation or at such other place in Ontario as the Board may determine and on such day as the Board shall appoint.

12.2 Business to be Transacted at Meeting At every annual meeting, in addition to any other business that may be transacted, the report of the Board, the financial statement and the report of the auditors shall be presented and, subject to Section 14.1, 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 or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Corporation. A majority of the total number of members present in person or by proxy at a meeting will constitute a quorum.

- 12.3 Notice of Meetings 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 should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the member that he or she 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. The person chairing the meeting shall have the right to vote in the first instance, but shall not have the right to cast a second or casting vote at meetings of the members. A meeting of members may be held at any time without notice if all members entitled to vote thereat are present in person, or if those not present, either before or after the meeting, 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, provided that a quorum of the members is present at such meeting.

13.0 VOTING OF MEMBERS

- 13.1 At all such meetings of members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-law. The person chairing the meeting shall have the right to vote in the first instance, and shall have the right to cast a second or casting vote in the event of a tie vote.

14.0 AUDITORS

- 14.1 The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board. The auditor shall be entitled to receive all notices and other communications relating to meetings of members that any member is entitled to receive and to attend, but not vote, at all such meetings.

15.0 BOOKS AND RECORDS

- 15.1 The Board 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.

16.0 NOTICES

- 16.1 Notice to any member, director, alternate, officer or auditor of the Corporation for any meeting of the Board or any committee or the members, shall be sufficiently given if sent to the last address of the member, director, alternate committee member, officer or auditor recorded on the books of the Corporation by delivery, or by prepaid ordinary mail, or, if prior written consent has been given by the intended recipient, by means of facsimile, electronic mail, telephone or other method of transmitted or recorded communication. 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 transmitted or recorded communication shall be deemed to have been given when it is transmitted by the Corporation directly or when it is delivered to the appropriate communication company or agency or its representative for dispatch. No error or omission in giving notice of a meeting of the Board or any committee or the 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 person entitled to receive such notice may at any time waive notice of any such meeting and ratify, approve and confirm any or all proceedings taken or had thereat.

17.0 DEPOSIT OF SECURITIES FOR SAFEKEEPING

- 17.1 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. Any and all securities so deposited may be withdrawn, from time to time, only on the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

18.0 BORROWING

- 18.1 The directors of the Corporation may from time to time:
- 18.1.1 borrow money upon the credit of the Corporation;

- 18.1.2 limit or increase the amount to be borrowed;
 - 18.1.3 issue, sell or pledge securities of the Corporation;
 - 18.1.4 pledge or sell such securities for such sums and at such prices as may be deemed expedient; and
 - 18.1.5 secure any such securities, or any other present or future borrowing or any other obligation or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable, property of the Corporation, including book debts and unpaid calls, rights, powers and franchises and the undertaking and rights of the Corporation.
- 18.2 Any or all of the foregoing powers may from time to time be delegated by the directors to such officers or directors of the Corporation.

19.0 BANKING

- 19.1 Board Designate Bankers The Board shall designate, by resolution, a bank, trust company, or other corporation carrying on a banking business to act as the Corporation's banker and shall designate the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with such bank, trust company, or other corporation carrying on a banking business, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,
- 19.1.1 operate the Corporation's accounts with the banker;
 - 19.1.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
 - 19.1.3 issue receipts for and orders relating to any property of the Corporation;
 - 19.1.4 execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
 - 19.1.5 authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

Notwithstanding the foregoing, such Officers and other persons shall not have the power to establish credit facilities on behalf of the Corporation. Any such credit facilities shall be established in accordance with the provisions of Article 18.0.

20.0 RULES AND REGULATIONS

20.1 The Board may prescribe such rules and regulations not inconsistent with the Act, the Regulation and this By-law relating to the management and operation of the Corporation as it deems expedient.

21.0 AMENDMENT OF BY-LAWS

21.1 The By-laws of the Corporation may be repealed or amended by By-law enacted by a majority of the directors at a meeting of the Board and sanctioned by an affirmative vote of at least 2/3 of the members at a meeting duly called for the purpose of considering such action.

22.0 REPEAL AND DESIGNATION

22.1 By-laws Nos. 1 and 2 of the Corporation, enacted July 4, 2007 and By-law No. 3 of the Corporation, enacted January 11, 2008, are repealed and of no further force and effect. This By-law shall be designated as By-law No. 1 of the By-laws of the Corporation.

Passed by the Board of the Corporation at a meeting duly called and held on the 8th day of September, 2008 and confirmed without variation at a meeting of the members of the Corporation held on the 8th day of September, 2008

“S. Devries”

Chairman

“N. Aubry”

Secretary