

BYLAW NO. 3 OF THE ONTARIO HARNESS HORSE ASSOCIATION

being a bylaw relating generally to the transaction of the business and affairs of the Ontario Harness Horse Association (the "Corporation").

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BE IT ENACTED AND IT IS HEREBY ENACTED as a bylaw of Corporation as follows:

ARTICLE 1 - DEFINITIONS AND INTERPRETATIONS

1.01 Definitions

- (1) In this bylaw, unless there is something in the subject matter or context inconsistent therewith,
 - (a) "Act" means the Corporations Act, R.S.O. 1990, c.C.38, as amended or re-enacted from time to time, and includes the regulations made pursuant thereto;
 - (b) "Board" means the board of directors of the Corporation;
 - (c) "bylaw" means a bylaw of the Corporation;
 - (d) "President", "First Vice-President", "Second Vice-President", "Treasurer", "Chief Operations Officer" or any other officer means such officer of the Corporation;
 - (e) "director" means a director of the Corporation; and
 - (f) "officer" means an officer of the Corporation.
- (2) Subject to the foregoing, the words and expressions herein contained shall have the same meaning and effect as the corresponding words and expressions in the Act.
- (3) In each bylaw and resolution of the Corporation, unless there is something in the subject matter or context inconsistent therewith, the singular shall include the plural and the plural shall include the singular and the masculine shall include the feminine.

ARTICLE 2 - NAME AND OBJECTIVES OF THE ASSOCIATION

The Ontario Harness Horse Association was formed by an interested group of owners, trainers and drivers of Standardbred horses in 1961. The purpose of the Association was to represent Ontario harness horsemen/horsewomen in negotiations of purses, racing conditions and all matters affecting the industry as a whole, with the tracks, Standardbred Canada, the Ontario Racing Commission and the Provincial and Federal governments. When it became apparent that the idea of such an Association was practical and useful, an application was made to the Provincial Secretary to incorporate the Association. On the first (1st) day of February 1962, a Charter was issued in the name of Ontario Harness Horsemen's Association. The main objectives of this Association as set out in the Charter are to encourage, improve, and promote the breeding and racing of trotting and pacing horses. The incorporating members and first directors of this Association as shown on the Letters Patent were Leslie Ehrlick, Hugh Thomas McConkey and James Harold Holmes.

On January 19th, 1992 an application was made and approved by the Provincial Secretary to have the name Ontario Harness Horsemen's Association changed to the Ontario Harness Horse Association.

ARTICLE 3 - HEAD OFFICE

The head office of the Corporation shall be in the City of Mississauga, in the Province Ontario, subject to change by special resolution, and at such place therein as the Board may from time to time by resolution determine.

ARTICLE 4 - SEAL

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Chief Operations Officer of the Corporation for its use and safekeeping.

ARTICLE 5 - MEMBERSHIP

- 5.01 The members of the Corporation shall be those persons who are from time to time admitted by the Board as members of the Corporation. There shall be maintained at head office of the Corporation a list of members in good standing.
- 5.02 Unless otherwise expressly provided herein, the fee for membership in the Corporation shall be the sum per annum as may be fixed from time to time by the Board, provided that life members shall not be required to pay a fee for membership.
- 5.03 Membership in the Corporation shall be limited to individual persons who are:
- (a) a current owner, a current part owner, or a current lessee of a horse registered with Standardbred Canada or the United States Trotting Association; or
 - (b) a person who is currently licensed by Standardbred Canada or the Ontario Racing Commission as a driver, trainer or groom; or
 - (c) any individual who has formerly met the membership criteria in either (a) or (b) above and has maintained his membership with the Association at all times since no longer meeting either (a) or (b) above; and
 - (d) not a member of any other association which has a contract for standardbred racing with any racetrack in Ontario pertaining to the terms and conditions of racing, including revenue sharing of pari-mutuel betting and gaming.
- (Amendments to Section 5.03 were approved by the Board on April 2, 2007 and confirmed by the Members on February 2, 2008.)
- 5.04 Application for membership shall be in writing and each individual applicant by application shall agree and shall be deemed to have agreed to be bound by the bylaws of the Corporation and any amendments thereto.
- 5.05 Life members shall be those members who have reached the age of 70. Life members shall be "members" for the purposes of this bylaw, and are entitled to all privileges of the Corporation and shall not be charged a membership fee.
- 5.06 The membership of any member shall be automatically terminated upon:
- (a) failure to pay any fee within sixty (60) days after it is due;
 - (b) death;
 - (c) resignation in writing which shall become effective upon delivery of the same to the Board; or
 - (d) removal pursuant to Section 5.07 below.
- Such termination of membership shall not prejudice the person's right to re-apply for re-admission.
- 5.07 The Board may, by resolution passed by two-thirds of the majority vote, terminate any membership for just cause including, without limitation, for non-compliance with or breach of the terms of "the Application for OHHA Membership" or the "Renewal of OHHA Membership".
- (Amendments to Section 5.07 were approved by the Board on April 2, 2007 and confirmed by the Members on February 2, 2008.)

ARTICLE 6 - MEETINGS OF THE MEMBERS

- 6.01 The Corporation shall hold an annual meeting of its members not later than thirteen (13) months after the holding of the last preceding annual meeting. The annual meeting of the members shall be held at the head office of the Corporation or such other place within Ontario, on such day in each year and at such time as the Board may by resolution determine in compliance with the Act.
- 6.02 At annual meetings, there shall be presented a report of the activities of the Corporation for the previous year, a financial statement of the Corporation, the auditor's report thereon, and such other information or reports relating to the Corporation's affairs as the directors may determine and the appointment of the auditors shall take place at such meeting.
- 6.03 Other meetings of the members, which shall be known as general meetings, may be convened by order of the President, or by the Board, to be held at a date and time at any place within Ontario.
- (a) The Board shall call a general meeting of the members upon the receipt of a written requisition to do so of not less than ten percent (10%) of the members or such other number as is required by the Act to convene a general meeting of the members within twenty-one (21) days of the date that the requisition is deposited. The requisition shall state the general nature of the meeting and shall be deposited with the Chief Operations Officer at its head office.
- (b) If the Board does not convene a general meeting within twenty-one (21) days from the date of any deposited requisition, the requisitionists may themselves convene the meeting but any meeting so convened shall be convened in the same manner, as nearly as possible, as general meetings are convened by the Board and must be held within sixty (60) days from the date of the deposit of the requisition.
- 6.04 The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of the members.
- 6.05 A printed written or typewritten notice stating the day, time and place of the meeting of the members and the general nature of the business to be transacted shall be served by sending such notice to each member of such meeting and to the auditor of the Corporation through the post, postage prepaid, or sent by any means of wire or wireless or any other form of transmitted or recorded communication, at least thirty (30) days (exclusive of the day of delivery, mailing or sending by any means of wire or wireless or any other form of transmitted or recorded communication and of the day for which notice is given) before the date of such meeting to each member at his address as it appears on the books of the Corporation and if no address is given therein then to the last address of each such member known to the Chief Operations Officer.
- 6.06 Twenty (20) members in person will constitute a quorum at either annual meetings or general meetings.
- 6.07 Every question submitted to any meeting of the members shall be decided by a majority of votes given on a show of hands. The Chairman shall have the right to call for a secret vote by ballot conducted in such manner as the Chairman shall direct. In the case of an equality of votes, the Chairman of the meeting shall have, both on a show of hands and on a poll, a second or casting vote.
- 6.08 Each member present at a meeting shall have the right to exercise one (1) vote. At any meeting a declaration by the Chairman of the meeting 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.

ARTICLE 7 - ASSOCIATION DISTRICTS

- 7.01 The Corporation shall be divided into eleven (11) districts throughout Ontario.
- 7.02 Using the existing boundaries for County, District, Regional or Municipal areas of the Province of Ontario, the eleven (11) districts for the Corporation will be comprised as follows:
- | | |
|--------------|--|
| District #1 | <u>Prescott and Russell, Dundas, Stormont and Glengarry, Ottawa-Carleton, Leeds and Grenville, Lanark, Renfrew</u> |
| District #2 | <u>Frontenac, Lennox and Addington, Hastings, Prince Edward</u> |
| District #3 | <u>Peterborough, Northumberland, Haliburton, Victoria, Durham</u> |
| District #4 | <u>Parry Sound, Nipissing, Manitoulin, Sudbury (2), Cochrane, Algoma, Timiskaming, Thunder Bay, Kenora, Rainy River.</u> |
| District #5 | <u>Simcoe, Muskoka, Dufferin</u> |
| District #6 | <u>Toronto, Peel, York, Halton</u> |
| District #7 | <u>Hamilton-Wentworth, Brant, Niagara, Haldimand-Norfolk</u> |
| District #8 | <u>Wellington, Perth, Waterloo</u> |
| District #9 | <u>Grey-Bruce, Huron</u> |
| District #10 | <u>Middlesex, Elgin, Oxford, Lambton</u> |
| District #11 | <u>Essex, Kent</u> |

ARTICLE 8 - BOARD OF DIRECTORS

- 8.01 Directors shall be individuals, eighteen or more years of age, and, except for a director appointed by the Board pursuant to s.8.13 hereof, directors shall be members of the Corporation in good standing.
- 8.02 The affairs of the Corporation shall be managed by a Board of Directors, hereinafter referred to, consisting of the number of directors, hereinafter defined, who may exercise all such powers and do all such things as may be exercised or done by the Corporation and are not, by the bylaws or any resolution of the Corporation or by statute, expressly directed or required to be done by the Corporation at a meeting of the members.
- 8.03 The Board of Directors shall be responsible for the administration and shall establish and direct policy in furtherance of the objectives of the Corporation. The Board of Directors shall delegate to the Executive Committee, hereinafter described, the power to make decisions or recommendations on behalf of the Board.
- 8.04 Directors shall be elected by a mail ballot by the members in a given district as referenced in Article 7 above. Only those members of the Corporation having a permanent residential address within each district shall be entitled to vote for and elect directors for said district. No member shall vote in more than one district.
- 8.05 The number of directors in a given district will be determined having regard to the number of members having a permanent residential address within said district as follows:
- (a) those districts having less than five hundred (500) members will be entitled to elect two (2) directors;
 - (b) those districts having between five hundred and one (501) and seven hundred and fifty (750) members will be entitled to elect three (3) directors;
 - (c) those districts with seven hundred and fifty-one (751) to one thousand (1,000) members will be entitled to elect four (4) directors;
 - (d) those districts with one thousand and one (1,001) to twelve hundred and fifty (1,250) members will be entitled to elect five (5) directors; and
 - (e) those districts with twelve hundred and fifty-one (1,251) or more members will be entitled to elect six (6) directors.
- 8.06 The directors' term of office shall be in accordance with the following:
- (a) when six (6) directors are elected in a district, the two (2) receiving the greatest number of votes shall be elected for a term of three (3) years. The two (2) directors receiving the third and fourth greatest numbers of votes shall be elected for a term of two (2) years. The remaining two (2) directors shall be elected for a term of one (1) year.
 - (b) when five (5) directors are elected in a district, the two (2) directors receiving the greatest number of votes shall be elected for a term of three (3) years. The two (2) directors receiving the third and fourth greatest numbers of votes shall be elected for a term of two (2) years. The remaining director shall be elected for a term of one (1) year.
 - (c) when four (4) directors are elected in a district, the two (2) directors receiving the greatest number of votes shall be elected for a term of three (3) years. The one (1) director receiving the third greatest number of votes shall be elected for a term of two (2) years. The remaining director shall be elected for a term of one (1) year.
 - (d) when three (3) directors are elected in a district, the director receiving the greatest number of votes shall be elected for a term of three (3) years. The director receiving the second greatest number of votes shall be elected for a term of two (2) years. The third director shall be elected for a term of one (1) year.
 - (e) when two (2) directors are elected in a district, the one (1) director receiving the greatest number of votes shall be elected for a term of three (3) years. The director with the smallest number of votes shall be elected for a term of two (2) years.
 - (f) when one (1) director is elected, he shall be elected for a term of three (3) years.
- 8.07 In the event of the same number of votes being received by two (2) or more persons in the elections for director, as above, the Chief Operations Officer of the Corporation, in the presence of two (2) scrutineers, shall place the names of those persons in a receptacle and draw one (1) person's name. The person whose name is drawn shall be deemed to have the greatest number of votes and thereby be elected a director in such cases of equality of ballots.
- 8.08 Where a director is acclaimed in his district, such director shall be deemed to be elected for a term of two (2) years.
- 8.09 A person ceases to be a director of the Corporation:
- (a) if by a notice in writing delivered to any officer of the Corporation, he resigns his office;
 - (b) if he is found by a court to be mentally incompetent or of an unsound mind;
 - (c) if he ceases to be a member of the Corporation;
 - (d) if he becomes a bankrupt;
 - (e) if he dies;
 - (f) if he is absent for three (3) consecutive directors' meetings, subject to the discretion of the Board in cases of prolonged illness;
 - (g) on the first day of January following the expiry of his term of office as above; and
 - (h) if he is removed as a director pursuant to s. 8.10

- 8.10 The members of the Corporation may, by resolution passed by at least three-quarters of the members present at an annual or general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiry of his term of office and may, by majority of votes cast at such meeting, elect any member in his stead for the remainder of his term.
- 8.11 The term of office for a newly-elected director shall commence on the first day of January subsequent to the election of said director.
- 8.12 Between the election of directors, the Board may appoint any member as a director to fill any existing vacancies. Such appointment shall be made by resolution passed by seventy-five percent (75%) of the votes cast at such Board meeting.
- 8.13 The Board may further appoint up to three additional directors to hold office for a period of one (1) year and to have full voting powers as directors. Such additional directors shall be those persons whom the Board feels have special expertise or experience to assist in the undertakings of the Board. Such appointment shall be made by resolution passed by seventy-five percent (75%) of the votes cast at such Board meeting.
- 8.14 The directors shall fix the remuneration of all employees of the Corporation and may further, if so advised, fix the remuneration from time to time of any or all directors. No director of the Corporation shall directly or indirectly receive any profit from his position as such, provided always that a director may be paid reasonable expenses incurred by him in the performance of his duties.
- 8.15 The Board shall have the power to authorize expenditures on behalf of the Corporation for the furtherance of the objectives of the Corporation.

ARTICLE 9 - MEETINGS OF THE DIRECTORS

- 9.01 Meetings of the Board shall be held at the head office of the Corporation or at any other place within Ontario as authorized by resolution of the Board.
- 9.02 A meeting of directors may be convened by the President or a Vice-President or any ten (10) directors at any time and the Chief Operations Officer by direction of any such officer or any ten (10) directors shall convene a meeting of directors. Meetings of the Board of Directors shall normally be held at least bi-monthly or at any other time as required by the exigencies of the operations of the Corporation.
 - (a) Notice of any such meeting shall be delivered or mailed or sent by any means of wire or wireless or any other form of transmitted or recorded communication to each director not less than five (5) days (exclusive of the day on which the notice is delivered or mailed or sent by any means of wire or wireless or any other form of transmitted or recorded communication but inclusive of the day for which notice is given) before the meeting is to take place.
 - (b) For the first meeting of the Board held immediately following the election of directors at a general meeting of the members no notice of such meeting shall be necessary in order legally to constitute the meeting, provided that a quorum of directors be present.
- 9.03 The President, when present, shall preside at all meetings of the Board and of the members as Chairman.
- 9.04 A quorum of any meeting of the Board shall be the presence in person of fifty percent (50%) plus one of the elected or appointed directors. In the event the number of Directors present falls below the quorum number the Chairman may allow the meeting to continue.
- 9.05 Questions arising at any meeting of the Board shall be decided by a majority of the votes cast by all directors present in person. In the case of an equality of votes, the Chairman of the meeting, in addition to his original vote, shall have a second or casting vote. The Chairman shall have the right to call for a secret vote by ballot conducted in such manner as the Chairman shall direct.
- 9.06 If the Chief Operations Officer notifies the directors involved at least five days prior, a meeting of directors or of a committee of directors 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 Act to be present at the meeting.
- 9.07 A declaration by the Chairman of the meeting that a resolution has been carried or defeated and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number of votes recorded in favour or against such resolution.
- 9.08 A director who is a party to, or who is a director or officer of, or has a material interest in any person who is a party to, a contract or transaction or proposed contract or transaction with the Corporation or other potential conflict of interest, shall disclose the nature and extent of his interest to the Board as soon as practicable after he becomes aware of the potential conflict. Such contract, transaction or matter shall be referred to the Board for approval even if it is one that in the ordinary course of the Corporation's business would not require approval by the Board. The director shall absent himself from the room while the matter is discussed by the Board, and the director shall not participate in any discussion relating to, or vote in respect of any such contract or transaction, but he shall be counted in the quorum present at the meeting at which such vote is taken.

ARTICLE 10 - PROCEDURES FOR ELECTION OF DIRECTORS

- 10.01 The procedure for election of directors shall be as follows:
- (a) The second Tuesday in December shall be the date of election of directors to fill vacancies or to replace directors whose term of office then expires.
 - (b) Notice of election and nomination forms shall be sent to all members at least eight weeks prior to the election date.
 - (c) Nominations shall be in writing and signed by the member nominated and by at least ten (10) other members in good standing and resident within the electoral district concerned. It will not be necessary for those directors seeking re-election to be re-nominated.
 - (d) Nominations for director must be received by the Corporation by the second Tuesday in October.
 - (e) Only members eligible to vote as of the second Tuesday in October shall be eligible to vote in the election of directors.
 - (f) A ballot shall be sent by ordinary mail to all members eligible to vote. Ballots shall be mailed no later than the second Tuesday in November.
 - (g) Only ballots properly completed by members eligible to vote and received by the Corporation office no later than 11 a.m. local time on the day of the election shall be counted.
 - (h) One or more scrutineers for the counting of ballots shall be appointed by the Chief Operations Officer. The scrutineer(s) shall sign a report showing the votes counted for each candidate and the number of spoiled ballots. The ballots shall be retained in a secure place pending any necessity for a recount.
 - (i) An unsuccessful candidate may request a recount of the ballots cast in his/her district within three (3) days of the election. All candidates or their representatives shall be entitled to be present during the recount.

ARTICLE 11 – COMMITTEES

- 11.01 The Board of Directors may from time to time as deemed necessary appoint committees consisting of such number of directors (or other persons including officers, employees or persons not being directors, officers or employees) as may be deemed desirable and may prescribe their duties.
- 11.02 Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meetings as it thinks fit subject to such regulations or directions as the board may from time to time make.
- 11.03 The Board may remove any committee member and may fix any remuneration for such committee members.

ARTICLE 12 - INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS

- 12.01 Every director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors, administrators, and estate and effects, respectively, shall from time to time, and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:
- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, claim, suit, or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by him or her, in or about the execution of his duties or his office with the Corporation, and
 - (b) all other costs, charges, and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own willful neglect or default.
- 12.02 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 any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board, or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which the monies 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, firm, or company with whom or which any monies, securities, or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his wrongful and willful neglect or default.
- 12.03 The Corporation shall not be required to indemnify a person pursuant to this Article 12 if such person did not, with respect to the act or matter giving rise to the proposed indemnification, act honestly and in good faith and with a view to the best interests of the Corporation.
- 12.04 The directors may cause the Corporation to purchase and maintain insurance for the benefit of the Association and/or any person referred to in this Article 12 against such liabilities and in such amounts as the Board may from time to time determine.

ARTICLE 13 - AUDITORS

- 13.01 The members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation with such auditor to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed from time to time by the Board.

ARTICLE 14 - OFFICERS

- 14.01 Officers shall be as follows: President, First Vice-President, Second Vice-President, Treasurer and the Chief Operations Officer. The Chief Operations Officer shall be employed on a full-time basis from year to year along with any other officers or employees as the Board from time to time may determine.
- 14.02 The President, First Vice-President, Second Vice-President, and Treasurer shall be elected annually by the Board of Directors at any meeting of the Directors between January 1st and the date of the annual meeting of the members. The aforesaid officers shall hold office for one (1) year or until their successors are elected by the Board.
- 14.03 The President shall be the Chief Executive Officer of the Corporation, except as otherwise stated herein. The President shall be responsible to the Board for the co-ordination of all affairs of the Corporation and shall ensure that all directives and resolutions of the Board are carried forward to implementation.
- 14.04 The First and Second Vice-Presidents shall, in that order, perform all the duties of the President in the case of his absence, disability, death, or resignation, including those of the Chief Executive Officer of the Corporation.
- 14.05 Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation, and shall deposit the same in the name of the Corporation in such banks or such other depositories as the Board may direct. The Treasurer shall have such other powers or duties as may, from time to time, be assigned to him by the Board or as are incident to his office.
- 14.06 The Chief Operations Officer shall attend all meetings of the Board and meetings of the members and shall act as clerk and secretary thereto to record all votes and minutes of these proceedings. The Chief Operations Officer shall further give notice of all meetings of the members and meetings of the Board as required by these bylaws.
- 14.07 The directors may fix the remuneration, if any, to be paid to officers of the Corporation. All officers, in the absence of any agreement to the contrary, shall be subject to removal from said office at any time with or without cause by a resolution of the Board approved by seventy-five percent (75%) of the members present in person.
- 14.08 An Executive Committee of nine (9) directors shall be annually appointed and maintained by the Corporation as hereinafter delineated. Said Committee shall consist of the President, the First Vice-President, the Second Vice-President, the Treasurer and five additional directors to be elected by the Board at any meeting of the Board between January 1st and the date of the annual meeting of the members. The quorum for any meeting of the Executive Committee shall be the presence in person of five (5) members of said Committee.
- 14.09 The Board shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- (Amendments to Section 14.09 were approved by the Board on April 2, 2007 and confirmed by the Members on February 2, 2008.)

ARTICLE 15 - FINANCIAL YEAR

- 15.01 The Board may, by resolution, fix the financial year-end of the Corporation and the Board may, from time to time, by resolution change the financial year-end of the Corporation, if so advised. As of the date hereof, the financial year-end of the Corporation is November 30th in each year.

ARTICLE 16 – AMENDMENTS TO THE BYLAWS

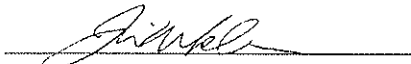
- 16.01 This bylaw or further bylaws of the Corporation may be enacted and the bylaws of the Corporation repealed or amended by further bylaw enacted by a majority of the Board at a meeting of the Board and thereafter sanctioned and ratified by an affirmative vote of a majority of the members at an annual or general meeting of the members duly called for the purpose of considering such bylaw.
- 16.02 A copy of any such amending bylaw to be sanctioned and ratified at an annual or general meeting of the members shall be sent to every member of the Corporation with a notice of such meeting.

ARTICLE 17 - REPEAL OF EXISTING BYLAW

- 17.01 Upon this bylaw coming into force, bylaw No. 2 of the Corporation is repealed provided that such repeal shall not affect the previous operation of such bylaw so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such bylaw prior to its repeal.
- 17.02 All officers and the persons acting under such bylaw so repealed shall continue to act as if appointed under the provisions of this bylaw and all resolutions of the shareholders or board with continuing effect passed under such repealed bylaw shall continue good and valid except to the extent inconsistent with this bylaw and until amended or repealed.
- 17.03 This bylaw is effective from the date hereof until confirmed or otherwise dealt with by the members of the Corporation at an annual or general meeting of the members duly called for the purpose of considering this bylaw.

The undersigned President and First Vice-President of the Corporation hereby certify that the foregoing Bylaw No. 3 was consented to as Bylaw No. 3 of the Corporation by the directors of the Corporation at their meeting held on April 2, 2007.

DATED the Fourth day of April, 2008



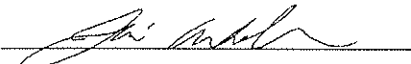
Jim Whelan - President



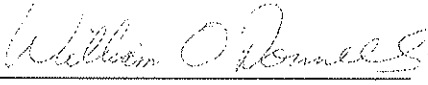
Bill O'Donnell - First Vice-President

The undersigned President and First Vice-President of the Corporation hereby certify that the foregoing Bylaw No. 3 was confirmed as Bylaw No. 3 of the Corporation by the members of the Corporation at their meeting held on February 2, 2008.

DATED the Fourth day of April, 2008



Jim Whelan - President



Bill O'Donnell - First Vice-President