

By-Law No. 1

a By-Law relating generally to the transaction and
conduct of the affairs and business of

Triathlon Ontario

(hereinafter referred to as the "Corporation")

ARTICLE ONE

INTERPRETATION

1.01 Definitions

In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise specifies:

- a. "Act" means the Corporations Act, R.S.O. 1990, c. C.38, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to the provisions of the Act shall read as references to the substituted provisions therefore in the new statute or statutes;
- b. "appoint" includes "elect" and vice versa;
- c. "Board" means the board of directors of the Corporation;
- d. "by-law" means any by-law of the Corporation from time to time in force and effect;
- e. "cheque" includes a draft;
- f. "Corporation" means Triathlon Ontario;
- g. "director" means a member of the Board of the Corporation
- h. "documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, contracts, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures and other securities and all paper or instrument writings;
- i. "Letters Patent" means the Letters Patent of the Corporation as from time to time amended, supplemented, restated or revived;
- j. "meeting of the members" includes the annual meeting of the members and a special meeting of the members;
- k. "recorded address" means in the case of a member, his address as recorded in the members' register; and in the case of joint members the address appearing in the member's register in respect of such joint holding or the first address so appearing if there are more than one (1); and in the case of a director, officer, auditor, or member of a committee of the board, his latest address as recorded in the records of the Corporation;

- l. "Person" means any individual, corporation, partnership, association, joint venture, unincorporated syndicate, unincorporated organization, trust, trustee, estate trustee or other legal representative or other legal entity or organization;
- m. "Regulations" means the Regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Regulations shall read as references to the substituted provisions therefore in the new regulations;
- n. "special meeting of the members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.
- o. "special resolution" means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the shareholders or members of the corporation duly called for that purpose, or in lieu of such confirmation, by the consent in writing of all the shareholders or members entitled to vote at such a meeting
- p. "quorum" means the number of directors necessary to be present for the transaction of business and shall be which is set out in the Letters Patent, Supplementary Letters Patent, or a special resolution of the Corporation. In the event of no such provision, a majority of directors shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

1.02 All terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations made there under and not defined herein shall have the meanings given to such terms in the Act or such Regulations unless the context otherwise requires.

1.03 Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate persons.

1.04 The headings used in the by-laws are inserted for reference purposes only and are not to be considered or taken in account in construing the terms and provisions thereof or to be deemed in any way to clarify, modify, or explain the effect of such terms or provisions.

ARTICLE TWO

AFFAIRS OF THE CORPORATION

2.01 Head Office

The head office of the Corporations shall be in the Town of Milton, in the Province of Ontario, (subject to change by special resolution) and at such place within the township in Ontario where the head offices is from time to time situate as directors of the Corporation may from time to time by resolution fix.

2.02 Seal

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

2.03 Execution of Instruments

Subject to any special resolution of the Corporation, Documents in writing requiring the signature of the Corporation may be signed by:

- a. any one of the President or a Vice-President together with any one of the Secretary or Treasurer;
- b. any two directors; or
- c. any one of the aforementioned officers together with any one director;

and all Documents so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have the 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 Documents generally or to sign specific Documents.

The seal of the Corporation may, when required, be affixed to Documents signed as aforesaid or by any officer or officers, person or persons, appointed as aforesaid by resolution of the Board.

In particular without limiting the generality of the foregoing:

- a. any one of the President or a Vice-President together with any one of the Secretary or Treasurer;
- b. any two directors; or
- c. any one of the aforementioned officers together with any one director;

shall have the authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants, or other securities owned by or registered in the name of the Corporation and sign and execute (under the seal of the Corporation or otherwise) all assignments, transfers conveyances, powers of attorney, and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants 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 acceptance 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.

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

2.04 Custody of Securities

All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by the Board, with such other depositories or in such other manner as may be determined from time to time by the Board.

All share certificates, bond, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the nominees jointly with the right of survivorship) and shall be endorsed in blank guaranteed in order to enable transfer to be completed and registration to be effected.

2.05 Cheques, Drafts, Notes, etc

All cheques, bills of exchange or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Corporations 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 the resolution of the Board.

2.06 Banking Arrangements

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by one (1) or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided.

2.07 Borrowing of the Corporation

The Board may from time to time:

- a. borrow money on the credit of the Corporation;
- b. issue, sell or pledge securities of the Corporation; or
- c. change, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any monies borrowed or other debt, or other obligation or liability of the Corporation.

From time to time the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies so borrowed or to be borrowed as to the terms and conditions of the loan thereof and as to the security to be given therefore with the power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle borrowing of money of the Corporation.

2.08 Books and Records

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or any applicable statute including the Act are regularly and properly kept.

ARTICLE THREE

DIRECTORS

3.01 Duties and Number

The affairs of the Corporation shall be managed by the Board who may be known and referred to as directors, trustees or governors and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner. The Board shall consist of the number of directors set out in the Letters Patent or such number of directors as may be determined from time to time by special resolution.

3.02 Qualifications

Every director shall be eighteen (18) or more years of age, and shall not be an undischarged bankrupt nor be of unsound mind as so found by a court of competent jurisdiction in Canada or elsewhere; shall not be bankrupt, and subject to section 286 of the Act, shall be a member of the Corporation.

3.03 Term of Office and Vacancies

The directors' term of office (subject to the provisions, if any, of the Letters Patent and any Supplementary Letters Patent of the Corporation and of the by-laws), shall be for a period of two years from the date of the meeting at which they are elected or appointed until the annual meeting next following or until their successors are elected or appointed. So long as there is a quorum of directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the directors then in office, 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 or vacancies, and, in default or if there are no directors then in office, the meeting may be called by any member. 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.

3.04 Vacation of Office

The office of a director shall ipso facto be vacated:

- a. if he does not produce within 10 days, a current, accurate resume, showing employment and academic history, to the office, for verification by the administrator
- b. if he becomes bankrupt or suspends payment of his debts generally or compounds with his creditors or makes an authorized assignment or is declared insolvent; or
- c. if he is found to be a mentally incompetent person or becomes of unsound mind; or
- d. if notice in writing to the Corporation he resigns his office which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; or
- e. if he dies; or
- f. if he is removed from office by the members in accordance with paragraph 3.14

3.05 Election

Elected Directors shall be elected in the manner set out in this Article Three, each of whom, subject to the provisions of the Letters Patent, shall hold office until the annual meeting of the members two years after election to office or until a successor has been elected and qualified.

3.06 Re-Election

A Director is eligible for election for three (3) consecutive two (2) year terms and thereafter is not eligible for re-election until the next annual meeting of the members following the annual meeting at which he was not re-elected.

3.07 Elections

At each annual meeting of the members, a number of directors equal to the number of directors retiring shall be elected for a term of two (2) years by and from amongst the members eligible to vote and hold office.

3.08 Nominations

A candidate for the office of director shall include:

- a. a slate of candidates for office proposed by the Nominating Committee and endorsed by the Board; and

- b. the persons whose names are put in nomination by any regular member at any time before nominations are closed at the meeting of members at which the election of directors is held.

3.09 Election Method

Where:

- a. the number of candidates nominated is equal to the number of directors' offices to be filled, the Secretary of the meeting shall cast a single ballot electing the number of candidates for the directors' offices to be filled; and
- b. the number of candidates nominated is greater than the number of directors' offices to be filled, the election shall be by ballot

3.10 Forms

The Board may prescribe the form of nomination paper and the form of ballot.

3.11 Executive Committee

Subject to section 70 of the Act and in the event that the number of directors on the Board is greater than six (6), the directors may elect, from among their number, an executive committee consisting of not fewer than three (3) directors and, subject to the by-laws and resolutions of the Board, may delegate to such executive committee any of the powers of the Board. Subject to the by-laws and resolutions of the Board, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit, provided, however, that if the executive committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members.

3.12 Nominating Committee

The directors shall appoint from among themselves a Committee Chairperson to form a committee of a minimum of three (3) persons to be known as the Nominating Committee. This Committee shall:

- a. solicit potential nominees for election to the Board;
- b. present at the last meeting of the Board prior to the Annual General Meeting, a proposed slate of nominees with a brief description of each nominee's qualifications;
- c. present to the membership at the Annual General Meeting its recommendation for nominees for election to the Board, having previously obtained the consent of the nominees;
- d. present to the Board at the first meeting following its appointment, recommendations for the appointment of Officers of the Corporation; having previously obtained the consent of the nominees;
- e. ensure that a programme of orientation to the Corporation is provided to each new Board Member; and
- f. recommend appropriate action to the Board concerning those members who have not attended Board meetings regularly.

3.13 Committees

The Board may from time to time appoint such other committee or committees as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Any such committee may formulate its own rules or procedure, subject to such regulations or directions as the Board may from time to time make. Any such committee or committees shall keep Minutes of its or their transactions and report same to the regular meetings of the Board and shall serve at the pleasure of the Board. Members of such committees shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office.

3.14 Removal of Directors

The members of the Corporation may, by resolution passed by at least two-thirds (2/3) 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 votes cast at that meeting, elect any person in his stead for the remainder of his term.

3.15 Remuneration of Directors

The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be reimbursed for reasonable expenses incurred by him in the performance of his duties.

3.16 Submission of Contracts or Transactions to Members for Approval

The Board, in its discretion, may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or any general meeting of the members called for the purpose of considering the same, and, subject to the provisions of section 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Corporation's Letters Patent or Supplementary Letters Patent or any other by-law) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

3.17 Conflict of Interest

In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the Act, it is declared that no director shall be disqualified by his office from or vacate his office by reason of, holding any office in place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly interested or contracting with the Corporation either as a vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into the Corporation in

which he is in any way directly or indirectly interested either as vendor, purchaser or other nor shall any director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of section 71 of the Act, no contract or arrangement entered into by or on behalf of the Corporations in which any director shall be in any way directly or indirectly interest shall be avoided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. A director who is in any way directly or indirectly interested in a proposed contract with the Corporations shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve such contract.

3.18 Responsibility for Act

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

3.19 Duty of Directors and Officers

Every director and officer of the Corporation in exercising his powers and discharging his 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.

3.20 Ex-Officio Directors

The past-President shall be ex-officio a director of the Corporation. The Board in its discretion may from time to time appoint ex-officio directors from within or outside the Corporation's membership. Ex-officio directors shall be non-voting members of the Corporation.

3.21 Others Present

Such others as the Board may from time to time by resolution determine, shall be entitled in the same manner and to the same extent as a director, to notice of, and personally or by his delegate, to attend and to speak at, meetings of the Board but shall not be entitled to vote thereat, or be present during any vote.

3.22 Chairman of the Board

The Corporation may by special resolution provide for the election by the directors from among themselves of a chairman of the Board and define his duties, and may assign to the chairman of the

Board any or all of the duties of the president or managing director or other officer of the Corporation, and in that case the special resolution shall fix and prescribe the duties of the president.

3.23 Chairman of Board Meetings

Subject to the provisions of any resolution of the Board, the chairman of the Board, if any, or, in his absence or inability or refusal or failure to act, the president shall preside at all meetings of the Board. If the chairman of the Board and the president are absent or unable or refuse or fail to act, the directors present may choose a chairman from among their number.

ARTICLE FOUR

MEETINGS OF DIRECTORS

4.01 Place of Meeting

Meetings of the Board and of the executive committee (if any) may be held either at the head office or at any place within or outside Ontario as designated in the notice calling the meeting.

4.02 Medium of Meeting

Meetings may be held, at the discretion of the board, in person, electronically, by conference call or through any other medium as agreed to by a quorum of the Board of Directors.

4.03 Notice

A meeting of the Board may be convened by the Chairman of the Board (if any and if so authorized by special resolution of the Corporation), the President, a Vice-President who is a director or any two directors at any time. The Secretary, when directed or authorized by any of such officers or any two directors, as aforesaid, shall convene a meeting of the directors. The notice of any meeting convened as aforesaid need not specify the purpose of or the business to be transaction at the meeting. Notice of any such meeting shall be delivered, mailed or telephoned to each director not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place, and the statutory declaration of the President or the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such

meetings.

4.04 First Meeting of New Board

If the first meeting of the Board following the election of directors by the members is held immediately thereafter, then for such meeting or for meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

4.05 Omission of Notice

The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

4.06 Adjournment

Any meeting of directors may be adjourned from time to time by the chairman of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is not quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.07 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board and 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 further notice shall be required for any such regular meetings.

4.08 Quorum

The number of directors which shall form a quorum for the transaction of business shall be that which is set out in the Letters Patent, Supplementary Letters Patent, or a special resolution of the Corporation, and in the event of no such provision, a majority of the directors shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

4.09 Voting

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chairman of the meeting in addition to his original vote shall have a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chairman or requested by any director. A declaration by the Chairman that a resolution has been carried or an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the resolution or by-law, as the case may be.

ARTICLE FIVE

OFFICERS

5.01 Appointment

The Board shall annually or more frequently as may be required, elect a President, and, if authorized by special resolution of the Corporation, a Chairman of the Board, from among themselves and shall appoint a Secretary and if deemed advisable may appoint annually or more frequently as may be required one or more Vice-Presidents, a Treasurer and one or more Assistant Secretaries and/or one or more Assistant Treasurers. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of (i) his resignation; (ii) the appointment of his successor; (iii) his ceasing to be a director or member of the Corporation if such is a necessary qualification of his appointment; and (iv) the meeting at which the directors annually appoint the officers of the Corporation. A director may be appointed to any office of the Corporation but, subject to section 291 of the Act, none of the said officers except the Chairman of the Board and the President need be a director or member of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer he may, but need not be, known as the Secretary-Treasurer. The Board may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

5.02 Remuneration and Removal of Officers

The remuneration of all officers elected or appointed by the Board shall be determined from time to time by resolution of the Board. The fact that any officer or employee is a director or member of the Corporation shall not disqualify him from receiving such remuneration as an officer or employee as may be determined. All officers in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause.

5.03 Powers and Duties

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their

respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board; subject however, to any special resolution of the Corporation.

5.04 Duties of Officers may be delegated

In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

5.05 Chairman of the Board

The Corporation may by special resolution provide for the election by the directors from among themselves of a Chairman of the Board and define his duties and may assign to the Chairman of the Board any or all of the duties of the President or other officer of the Corporation, and in that case the special resolution shall fix and prescribe the duties of the President.

5.06 President

The President shall be the chief executive officer of the Corporation unless otherwise determined by special resolution of the Corporation or resolution of the Board. He shall, subject to any special resolution of the Corporation, when present, preside at all meetings of the Board, the executive committee, if any, and members of the Corporation.

5.07 Vice-President

The Vice-President or, if more than one, Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence of inability or refusal to act of the President; provided, however, that a Vice-President who is not a director shall not preside as chairman at any meeting of the Board or the executive committee, if any, and that a Vice-President who is not a director and member shall not, subject to paragraph 8.10 of this by-law, preside at any meeting of members.

5.08 Secretary

The Secretary shall give or cause to be given notices for all meetings of the Board or the executive committee, if any, and members when directed to do so, and have charge of the minute books of the Corporation and of the documents and registers referred to in section 300 of the Act.

5.09 Treasurer

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 bank or banks or with such depository or depositories as the Board may direct. He shall keep or cause to be kept the books of account and accounting records referred to in section 302 of the Act. He may be required to give such bond for the faithful performance of his duties as the Board in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any

indemnity thereby provided.

5.10 Assistant Secretary and Assistant Treasurer

The Assistant Secretary, or if more than one, the Assistant Secretaries and in order of seniority, and the Assistant Treasurer, or if more than one, the Assistant Treasurers and in order of seniority, shall respectively perform all of the duties of the Secretary and the Treasurer, respectively, in the absence or inability or refusal to act of the Secretary or the Treasurer, as the case may be.

5.11 General Manager or Manager

The Board may from time to time appoint one or more General Managers or Managers and may delegate to him or them full power to manage and direct the business and affairs of the Corporation (except such business and affairs of the Corporation as must be transacted or performed by other officers, by the Board and/or members) and to employ and discharge agents and employees of the Corporation or may delegate to him or them any lesser authority. A General Manager or Manager shall conform to all lawful orders given to him by the Board of such matters and duties as by law, including, without limitation, a special resolution of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by a General Manager or Manager shall be subject to discharge by the Board.

5.12 Other Officers

The Board may appoint such other officers as it considers necessary and all officers shall have such authority and perform such duties as may from time to time be prescribed by the board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for or the board prescribes.

5.13 Powers and Duties of Officers

The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board may specify. The Board may, from time to time, and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the chief executive officer otherwise directs.

5.14 Terms of Office

The Board, at its pleasure, may remove any officer of the Corporation without prejudice to such officer's rights under any employment contract. Otherwise, each officer appointed by the Board shall hold office until his successor is appointed or until his earlier resignation.

5.15 Agents and Attorneys

The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub delegate) of management, administration or otherwise as may be thought fit.

5.16 Vacancies

If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors shall, in the case of the President and the Chairman of the Board, if any, elect a person to fill such vacancy and in the case of the Secretary appoint a person to fill such vacancy, and may, in the case of any other office, appoint a person to fill such vacancy.

ARTICLE SIX

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

6.01 For the Protection of Directors and Officers

Except as otherwise provided in the Act, no director or officer for the time being 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 tortuous acts of any Person including 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 respective office or trust or in relation thereto unless the same shall happen by or through his own wilful neglect or default. 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. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall have an interest in a Person who is employed by or performs services for the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer or such Person, as the case may be, from receiving proper remuneration for such services.

6.02 Indemnities to Directors

Every director of the Corporation, heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the Corporation, given at any meeting of the members, 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 that he sustains or incurs in or about any action, suit or proceeding 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, in or about the execution of the duties of his office; and

(b) all other costs, charges and expenses which 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 wilful neglect or default.

The Corporation shall also indemnify any director in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provision of this by-law to the extent permitted by the Act or law.

ARTICLE SEVEN

MEMBERS

7.01 Membership

The members of the Corporation shall be all the applicants for the incorporation of the Corporation and those Persons as may from time to time be admitted to membership after application to the Corporation in the form authorized by the Board shall have been received and approved of by the a resolution of the directors in accordance with the provisions of the bylaws of the Corporation, and after payment of the required membership fee. Each member shall be promptly informed by the Secretary of his admission as a member.

Membership in the Corporation shall consist of such persons as are admitted as members by the Board. Membership may be conditional upon the payment of a fee, assessment or other charge which the Board may prescribe from time to time.

7.02 Selection of Members

All applications for any class of membership shall be approved by a two-thirds (2/3) majority of the Board.

7.03 Classes of Membership

There shall be eleven (11) classes of membership in the Corporation:

(a) Elite - to qualify to apply to the Corporation as a member in the Elite class one must meet the stated criteria of the Corporation for an Elite athlete and pay the prescribed membership fee to the Corporation;

(b) Adult - to qualify to apply to the Corporation as a member in the Adult class one must be 20 years or older on December 31 in the year of the Membership and pay the prescribed fee;

(c) Junior -to qualify to apply to the Corporation as a Junior Member one must be under 20 years of age or younger on December 31 of the year of Membership and pay the prescribed Membership fee;

(d) Youth - to qualify to apply to the Corporation as a Youth Member one must be 16 years of age or younger on December 31 of the year of Membership and pay the prescribed Membership fee;

(e) Official - to qualify to apply to the Corporation as an Official Member shall be at least 18 years or older on December 31 of the year of Membership and shall be an official recognized by Triathlon Ontario in accordance with its stated criteria, who does not compete, who is not another class of member and shall pay the prescribed fee;

(f) Coach - to qualify to apply to the Corporation as a Coach Member one must be 18 years of age or older on December 31 of the year of Membership and shall be a coach recognized by Triathlon Ontario in accordance with its stated criteria and shall pay the prescribed fee;

(g) Organizer - to qualify to apply to the Corporation as an Organizer Member one shall be a race camp or clinic organizer, 18 years of age or older on December 31 of the year of Membership who does not compete, who is not another class of member and shall pay the prescribed fee;

(h) Honorary - to qualify to apply to the Corporation , Honorary membership may be granted by the Board of Directors to individuals who, in the opinion of the Board, have distinguished themselves in the cause of the sport. Honorary members do not pay membership fees to the Corporation and do not have voting rights;

(i) Associate Member – to qualify to apply to the Corporation as an Associate Member one shall be an individual who does not domicile in the province of Ontario, is a member of another Provincial Governing Body, but wishes to remain informed of activities in Ontario. Associate members do not have voting rights;

(j) Post-season, Non-Competition Club Member - to qualify to apply to the Corporation as a Post-season, non-competition member one shall be an individual wishing to join a sanctioned club for purposes of participating in sanctioned club activities for the period beginning on October 1 each year and for the balance of the membership year. Post-season, Non-Competition Club Members do not have voting rights and must take out a regular membership in the next membership year.

(k) One Day Member - to qualify to apply to the Corporation as a One Day Member one shall be a Member for one (1) day being the day of the event for which the One Day Member paid their

Triathlon Ontario Fee. One day members do not have voting rights.

7.04 Regular Members

The applicants for incorporation of the Corporation shall be regular members of the Corporation. Regular membership shall be limited to Elite members, Adult members, Juniors members, Youth members, Official Members, Coach members, and Organizer members.

7.05 Members in Good Standing

A Member shall be considered in good standing with the Corporation when:

- (a) the Membership fee for that member has been paid for the current year and for the additional period of thirty (30) days beyond the Corporation's annual renewal date.
- (b) there are no charges payable to the Corporation by such member which remain outstanding for a period of sixty (60) days for items and services provided by the Corporation to the member including but not limited to clinics, camps, banquets, clothing orders, etc.

7.06 Voting Classes

No person who is not a regular member shall be entitled to vote in any proceedings of the members. Associate members, Post-Season Non-Competition Club Members and Honorary Members shall be entitled to notice and to attend all meetings of the members but shall not be entitled to vote thereat.

7.07 Board of Directors

A majority of the number of directors of the Board must be regular members.

7.08 Transfer of Membership

A membership in the Corporation is not transferable, and lapses and ceases to exist upon death of the member, or dissolution of the Corporation.

7.09 Resignation

Members may resign by resignation in writing which shall be effective from acceptance thereof by the Board. In the 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 by the Corporation of his resignation.

7.10 Revocation of Membership

Any member may be expelled from the Corporation by a two-thirds (2/3) votes taken by ballot of the members present and eligible to vote at an annual or other general meeting of members. Notice

of such meeting designating the time and place of the meeting and the reasons for the proposed revocation of such membership shall be forwarded to the member in question at least seven (7) days prior to the date of the meeting of the members. Notice of the meeting shall indicate that the member in question shall be afforded an opportunity for a hearing before the members of the Corporation.

7.11 Termination

A membership in the Corporation automatically terminates upon the happening of any of the following events:

- (a) if the member, in writing, resigns as a member of the Corporation;
- (b) if the member dies;
- (c) if the member is expelled from the Corporation pursuant to section 7.10 hereof; or
- (d) if any assessment under the authority of section 7.01 or section 7.12 hereof remains unpaid for more than sixty (60) days after the notice of the assessment has been given to the member. Notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of section 7.01 or section 7.12 hereof prior to termination of his membership.

7.12 Dues

There shall be annual dues or fees payable by regular members as shall from time to time be fixed by resolution of the Board, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

There shall be daily dues or fees payable by one day members as shall from time to time be fixed by resolution of the Board, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within sixty (60) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board.

ARTICLE EIGHT

MEETINGS OF MEMBERS

8.01 Annual Meetings

Subject to compliance with section 293 of the Act, the annual meeting of the members shall be held at any place within Ontario on such day in each month and at such time as the directors may by resolution determine, or, in the absence of such determination, at the place where the head office of the Corporation is located. The Corporation shall hold an annual meeting of its members not

later than eighteen (18) months after its incorporation and subsequently not more than fifteen (15) months after the holding of the last preceding annual meeting. The annual meeting of the members shall be held for the purpose of:

- (a) hearing and receiving the reports and statements required by the Act, including the financial statements required by the Act, to be read and laid before the Corporation at an annual meeting of members;
- (b) authorizing such members of the Board to sign the financial statements on behalf of the Corporation;
- (c) electing such directors as are to be elected at such annual meeting;
- (d) appointing the auditor and fixing or authorizing the Board to fix the auditor's remuneration; and
- (e) transacting of any other business properly brought before the meeting.

8.02 General Meetings

The Board may at any time call a general meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A general meeting of members may also be called by the members in such number and in such manner as is provided in the Act.

Other meetings of the members may be convened by order of the Chairman of the Board (if any and if so authorized by special resolution of the Corporation), the President or a Vice-President who is a director and member or by the Board at any date and time and at any place within Ontario, or, in the absence of such determination, at the place where the head office of the Corporation is located.

8.03 Special Meetings

The Board shall call a special meeting of Members upon written request by ten per cent (10%) or more of the Members, provided such request:

- (a) states the purpose of the meeting
- (b) is signed by the Members requesting the Special Meeting; and
- (c) is delivered or sent by registered mail to the Association.

8.04 Members' Resolutions

Members' resolutions shall be given or circulated by directors to members as provided in the Act.

8.05 Notice of Meetings

Notice of the time, place and date of meetings of members and the general nature of the business to be transacted thereat shall be given at least ten (10) business days before the date of the meeting to each member and to the Auditor of the Corporation, by sending by prepaid mail to the last address of the addresses shown on the Corporation's records. Notice of a meeting of members called for any purpose other than consideration of the minutes of an earlier meeting, financial statements and auditor's report, election of directors and re- appointment of the incumbent auditor, shall state or be accompanied by a statement of the nature of such business in sufficient detail to permit the member to form a reasoned judgment thereon and shall state the entire text of any special resolution or by-law.

A printed, written or typewritten notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting and to the auditor of the Corporation in the manner specified herein of this by-law not less than ten (10) days (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting; provided, however, that if the objects of the Corporation are exclusively for charitable purposes, it is sufficient notice of any meeting of members if notice is given at least once a week for two (2) consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which the majority of members reside as shown by their addresses on the books of the Corporation.

8.06 Waiver of Notice

A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

8.07 Omission of Notice

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

8.08 Meetings Without Notice

Notwithstanding the foregoing section 8.04, a meeting of members, except an annual meeting of members, may be held at any time and place permitted by the Act without notice to all members entitled thereto or on shorter notice than that provided for herein and proceedings thereat shall not be invalidated thereby:

- (a) if all the members entitled to vote thereat are present in person or duly represented or if those not present waive notice of other otherwise consent to such meeting being held; and

(b) if the auditor(s) and the directors are present or waive notice of or otherwise consent to such meeting being held.

8.09 Quorum

A quorum for the transaction of business at any meeting of members shall be (i) three (3), if the number of members is less than or equal to fifteen (15); (ii) ten (10), if the number of members is more than fifteen (15), but less than or equal to fifty (50); (iii) eighteen (18) if the number of members is more than fifty (50) but less than or equal to one hundred (100); and (iv) twenty (20), if the number of members is more than one hundred (100), in each case who may be present in person or represented by proxy. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction or such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting a fixed time and place but may not transact any other business and the provisions of sections 8.04, 8.05, 8.06 and 8.07 with regard to notice shall apply to such adjournment.

8.10 Voting by Members

Unless otherwise required by the Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by the regular members entitled to vote. In the case of an equality of vote, the Chairman presiding at the meeting has a second or casting vote.

8.11 Chairman, Secretary and Scrutineers

Subject to the provisions of any special resolution of the Corporation, the chairman of the Board, if any, or in his absence or inability or refusal or failure to act, the president, or, in the absence of the president, a vice-president who is a director and member of the Corporation shall be Chairman of any meeting of members. If no such officer be present within fifteen (15) minutes from the time fixed for the holding of the meeting, the persons present and entitled to vote shall choose one of their number to be Chairman. If the Secretary of the Corporation be absent, the Chairman shall appoint some person, who need not be a member, to act as Secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the Chairman with the consent of the meeting.

8.12 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors, Secretary and auditor of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chairman of the meeting.

8.13 Right to Vote

Subject to the Act, at any meeting of members a Person named in the list of regular members entitled to receive notice of the meeting, prepared in accordance with the Act, is entitled to vote.

8.14 Proxy Holders and Representatives

Every regular member entitled to vote at a meeting of members may by means of a proxy appoint a Person who is a regular member as his nominee to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the regular member or his attorney, and ceases to be valid one (1) year from its date. Subject to the requirements of the Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the chairman of the meeting may accept as sufficient, and shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe or as is provided by the by-laws of the Corporation.

8.15 Proxies

Votes of the regular members at meetings may be given either personally or by proxy. At every meeting at which he is entitled to vote, every regular member and/or person appointed by proxy to represent one or more regular members and/or individual so authorized to represent a regular member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letters Patent or Supplementary Letters Patent of the Corporation, every regular member who is entitled to vote at the meeting and is present in person shall have one vote and every Person appointed by proxy shall have one vote for each regular member who is entitled to vote at the meeting and is represented by such proxy holder.

Subject to the provisions of the Act and the Regulations and paragraph 8.13, a proxy may be in the following form:

"The undersigned member of hereby appoints of or failing him, of, as the proxy of the undersigned to attend and act at the meeting of the members of the said Corporation to be held on the day of, 20..., and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

Dated the..... day of, 20...

.....

Signature of Regular Member"

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be cabled or telegraphed or sent by telex or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of

receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairman of any meeting of members may, subject to any regulations made aforesaid, in his discretion accept telegraphic or cable or telex or other written communications as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such telegraphic or cable or telex or other written communication accepted by the chairman of the meeting shall be valid and shall be counted.

8.16 Time for Deposit of Proxies

The Board may fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of members before which time proxies to be used at the meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or if, no such time having been specified in such notice, it has been received by the Secretary of the Corporation or by the chairman of the meeting or any adjournment thereof prior to the time of voting.

8.17 Votes to Govern

No regular member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At any meeting unless a poll is demanded 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.

A poll may be demanded either before or after any vote by a show of hands by any regular member entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairman or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairman of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

8.18 Show of Hands

At all meeting of members, every question shall be decided by a show of hands, unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chairman or requested by any member entitled to vote at such meeting. Upon a show of hands every person who is present and entitled to vote shall have one vote and every Person appointed by proxy shall have one vote for each regular member who is entitled to vote at the meeting and is represented by such proxy

holder. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

8.19 Ballots

On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chairman may require a ballot or any person who is present and entitled to vote on such question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in such manner and at such time as the chairman shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken every regular member who is entitled to vote at the meeting and is present in person shall have one vote and every person appointed by proxy shall have one vote for each regular member who is entitled to vote at the meeting and is represented by such proxy holder.

8.20 Adjournment

The chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required or any adjourned meeting. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

The chairman of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

8.21 Action in Writing by Members

A resolution in writing signed by all the regular members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members unless, in accordance with the Act:

- (a) in the case of the resignation or removal of a director, or the appointment or election of another person to fill the place of such director, a written statement is submitted to the Corporation by the director giving the reasons for his resignation or the reasons why he opposes any proposed action or resolution for the purpose of removing him from office or the election of another person to fill the office of such director; or

(b) in the case of the removal or resignation of an auditor, or the appointment of another person fill the office of auditor, representations in writing are made to the Corporation by that auditor concerning his proposed removal, the appointment or election of another auditor or any other matter relating thereto.

8.22 Suspension of Members

The Directors may, by vote of two thirds (2/3) of those present, expel or suspend any Member whose conduct shall have been determined by the Directors to be improper, unbecoming, or in conflict with the best interests or reputation of the Corporation or who by gross negligence or wilful misconduct commits a breach of the By-laws or Rules and Regulations of the Corporation provided that:

(a) No Member shall be expelled or suspended without being notified of the charge or complaint against then or without having first been given the opportunity to be heard by the Directors at a meeting called for that purpose.

(b) Notice of intention to suspend or expel a Member, setting forth the reasons for such and fixing the time and place for the meeting at which the resolution shall be heard, shall be sent to the last known address of such Member not less than fourteen (14) days prior to the meeting. Notice shall be deemed to have been given if mailed to the last known address of such Member at least fourteen (14) days prior to the meeting.

(c) Notice of the decision of the Directors to suspend or expel a Member shall be sent to the last known address of the member following the meeting. Notice of the decision shall be deemed to have been properly given if mailed by prepaid first class mail to the last known address of the member and shall be deemed to have been received by the member on the fifth day following its mailing.

(d) Any Member suspended or expelled may appeal the decision to an Appeal Board consisting of at least three (3) Members, who are not Directors, named by the Board. Notice of the intent to appeal must be sent by the Member to the head office of the Association within fourteen (14) days of receipt of the notice of decision and is deemed to have been given if mailed by prepaid first class mail and postmarked within the fourteen (14) day period.

(e) Notice of the time and place of the appeal hearing shall be sent to the last known address of the Member not less than fourteen (14) days prior to the hearing. Notice of the hearing shall be deemed to be given if mailed by prepaid first class mail to the last known address of the Member at least fourteen (14) days prior to the hearing. The decision of the appeal Board at the hearing shall be final.

8.23 Voting Shares and Securities

All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or

corporation and in such manner and by such person or persons as the Board of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Board.

ARTICLE NINE

PROTECTION OF THE CORPORATION

9.01 Bonding

The officers, chairmen or any other persons, entrusted with the handling of funds or property of the Corporation, shall, at the discretion of the Board, furnish at the expense of the Corporation, a fidelity bond approved by the Board in such sum as the Board shall prescribe.

9.02 Restrictions on Directors, Officers and Members

Members of the Corporation shall comply with all of the By-Laws, Resolutions, Rules and Regulations of the Corporation.

9.03 Taking Action

Members shall take no action in the name of the Corporation not specifically provided for by the By-Laws, Resolutions, Rules and Regulations of the Corporation, either individually or together with other Members of the Corporation, without authorization of the Board and having obtained approval by the Board of the proposed action.

ARTICLE TEN

AUDITORS

10.01 Appointment and Remuneration

The Members shall at each Annual Meeting, appoint an Auditor to audit the accounts of the Corporation, such Auditor to hold office until the next Annual Meeting provided that the Board may, by resolution, fill any casual vacancy in the office of Auditor. Notice of the appointment of an auditor shall be given in writing to him forthwith after the appointment is made. The remuneration of Auditors shall be fixed by the Members or by the Board, if so authorized by the Members.

10.02 Entitlement to Notice

The auditor is entitled to attend any meeting of members of the Corporation and to receive all

notices and other communications relating to any such meeting that members are entitled to receive, and to be heard at any such meeting that the auditor attends on any part of the business of the meeting that concerns the auditor as auditor.

10.03 Right of Access

The auditor has right of access at all times to all records, documents, books, accounts and vouchers of the Corporation and is entitled to require from the directors and officers of the Corporation such information and explanations as in the auditor's opinion are necessary to enable him to report as required by law.

ARTICLE ELEVEN

NOTICE

11.01 Method of Giving Notice

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the regulations there under, the letters patent, the by-laws or otherwise, to a member, director, officer, auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or mailed to the person to whom it is addressed at that person's recorded address by prepaid mail. A notice so delivered shall be deemed to have been given when it is delivered personally and a notice so mailed shall be deemed to have been given on the date it is deposited or postmarked. The secretary may change or cause to be changed the recorded address of any member, director, officer, auditor or member of a committee of the Board in the records of the Corporation upon receipt of written notice of a change of that person's recorded address.

Any notice or other document required by the Act, the Regulations, the Letters Patent, Supplementary Letters Patent (if any) or the by-laws, to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or telex to any such member or director at his latest address as shown in the records of the Corporation and to the auditor at his business address, or if no address be given therein, then to the last address of such member or director known to the Secretary provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereof.

11.02 Signature to Notices

The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

11.03 Computation of Time

Unless otherwise provided for in this bylaw, in computing the date when notice must be given

under any provision requiring a specified number of days' notice of any meeting or other event, the day of giving the notice shall be included and the day of the meeting or other event shall be included.

Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, Letters Patent, or Supplementary Letters Patent of the Corporation, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such manner of days or other period.

11.04 Undelivered Notices

If any notice given to a member pursuant to section 11.01 hereof is returned on three (3) consecutive occasions because he cannot be found, the Corporation shall not be required to give any further notices to such member until he informs the Corporation in writing of his new address.

11.05 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice other otherwise founded.

11.06 Waiver of Notice

Any member, proxy holder or other person entitled to attend a meeting of members, directors, officers, auditor, or member of a committee of the Board may at any time waive any notice, or waive or abridge the time of r any notice, required to be given to him under the Act, the regulations thereunder, the letters patent, the by-laws or otherwise, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

11.07 Proof of Service

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 11.01 of this by-law and put into a Post Office or into a letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relating to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication or any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer, or auditor of the Corporation as the case may be.

ARTICLE TWELVE

BY-LAWS, AMENDMENTS AND RULES AND REGULATIONS

12.01 Enactment

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 approved by a vote of at least two-thirds (2/3) of the Members attending at a meeting duly called for the purpose of considering the said By-law.

12.02 Repeal

All previous by-laws of the Corporation are repealed as of the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent (as defined in the Act) or predecessor charter documents of the Corporation obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

EXCEPTION - The provisions of section 12.02 above shall not extend to any by-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

12.03 Rules and Regulations

The Board may prescribe such Rules and Regulations not inconsistent with the Letters Patent, this By-Law, the By-Laws of the Corporation or with any applicable statute or laws relating to the management and operation of the Corporation as they deem expedient, provided that such Rules and Regulations shall have force and effect only until the next Annual Meeting of the Members of the Corporation when they shall be confirmed and in default of confirmation at such Annual Meeting of Members shall, at and from that time, cease to have force and effect.

ARTICLE THIRTEEN

MEETINGS

13.01 Roberts Rules of Order

Roberts Rules of Order Newly Revised shall govern all meetings of the Corporation.

13.02 Written Minutes

Written minutes shall be kept of all meetings of the Membership, the Board and any Committee of the Corporation.

ARTICLE FOURTEEN

FINANCIAL YEAR

14.01 Financial Year

The financial year of the Corporation shall terminate on the 31st day of March, in each year or on such other date as the directors may from time to time by resolution determine.

ARTICLE FIFTEEN

DISSOLUTION

15.01 The Corporation shall continue until such time as it shall be dissolved by a three-quarters (3/4) vote of the members in good standing representing at least seventy-five (75%) percent of dues paid during the previous twelve (12) months at a meeting called on thirty (30) days written notice for that purpose. In the event of dissolution, the assets of the Corporation after payment of all the indebtedness of the Corporation shall not be distributed amongst the members but shall be distributed to a charity or charities with similar objects.

ARTICLE SIXTEEN

EFFECTIVE DATE

16.01 This by-law shall come into force without further formality upon its enactment in accordance with the Act.

ENACTED this 13th day of September , 2003.

President

C/S

Secretary

AMMENDED AND PASSED BY THE MEMBERS 29th day of October, 2011