

APEGM Foundation Inc.

The APEGM Foundation Inc. is a Registered Charitable Organization located in Winnipeg Manitoba Canada.

BY -LAW NO.1

A by-law relating generally to the conduct of the affairs of APEGM FOUNDATION INC.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of APEGM FOUNDATION INC. (hereinafter referred to as the "Corporation").

PREAMBLE Mission

To advance and support the education of students of engineering and geosciences through financial assistance for capital acquisitions and improvements, development and support of library facilities, and facilitating the establishment of scholarships and bursaries; and to financial assistance to other charitable undertakings, as determined by the board of directors of the Corporation from time to time.

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SECTION ONE - Interpretation

1.01 Definitions - In this by-law and all other by-laws and special resolutions of the Corporation unless the context otherwise requires:

- a. "Act" means The Corporations Act (Manitoba) and any Act that may be substituted therefor, as from to time amended;
- b. "articles" means the articles of the Corporation upon which is endorsed the certificate of incorporation dated August 6, 2003, as from time to time amended, supplemented or restated and as the term articles is more particularly defined in the Act;
- c. "board" means the board of directors of the Corporation;
- d. "by-laws" means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- e. "recorded address" means, in the case of a member, his address as recorded in the register of members and, in the case of a director, officer, auditor or member of a committee of the board, his address as recorded in the records of the Corporation; and
- f. "signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation pursuant to the provisions of this by-law or by a resolution passed

pursuant thereto.

Words and expressions defined in the Act have the same meanings when used herein.

1.02 In all by-laws of the Corporation, where the context so requires or permits, the singular shall include the plural and the plural the singular; the word 'person' shall include an individual, partnership, corporation, executor, administrator and legal representative, and the masculine shall include the feminine.

SECTION TWO - Objects

2.01 Objects - The Corporation and its works shall be carried on without purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects, namely:

advancing and supporting the education of students of engineering and geosciences, and such other charitable undertakings as determined by the board of directors of the Corporation.

SECTION THREE - Business of the Corporation

3.01 Execution of instruments - Any contract, document or other instrument in writing requiring execution by the Corporation shall be executed by any two directors of the Corporation, and all contracts, documents or other instruments in writing so executed shall be binding upon the Corporation without any further authorization or formality. The board is authorized from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Corporation to execute, either manually or by facsimile signature, and deliver either contracts, documents or other instruments in writing generally or specific contracts, documents or other instruments in writing. The term 'contracts, documents or other instruments in writing' as used in this by-law shall include, specifically but without limitation, deeds, mortgages, charges, security agreements, conveyances, releases, receipts and discharges for the payment of money or other obligations, transfers and assignments of property of all kinds, including, specifically but without limitation, transfers and assignments of shares, warrants, bonds, debentures or other securities and all paper writings.

3.02 Banking Arrangements - The banking business of the Corporation shall be transacted with such chartered banks, trust companies, credit unions, Caisses populaires or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

SECTION FOUR - Borrowing

4.01 The board may, without the authorization of the members, borrow money upon the credit of the Corporation for the purpose of purchasing investments and paying administrative and current operating expenses.

SECTION FIVE - Members

5.01 Membership - Members of the Corporation shall be appointed pursuant to section 5.02 hereof.

5.02 Admission to Membership - The first directors of the Corporation shall be the first members of the Corporation. Thereafter, all persons who support the Corporation's activities, apply for membership and are approved by a majority decision of the board shall be qualified to be and shall be made members of the Corporation.

5.03 Classes of Membership - There shall be only one class of membership in the Corporation, and each member of the Corporation shall be entitled to one vote per member at all meetings of members of the Corporation.

5.04 Additional Classes of Membership - The board may from time to time create additional classes of membership.

5.05 Resignation of Members - Members may resign by resignation in writing which shall be effective upon receipt thereof by the board.

5.06 Termination of Membership - A member shall cease to be a member of the Corporation:

- a. upon death of the member;
- b. by resignation in accordance with the by-laws;
- c. if at a special meeting of members, a resolution to remove the member is passed by a majority of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting;
- d. if the member becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- e. if the member is found to be a mentally incompetent person or becomes of unsound mind; or
- f. upon the non-payment of dues in accordance with section 5.08 hereof.

5.07 Term of Membership - Each member shall be a member of the Corporation until he resigns or his membership is terminated in accordance with the by-laws.

5.08 Dues - The directors shall determine the dues or fees, if any, payable by members from time to time.

5.09 Membership not Transferable - The membership of a member in the Corporation and all rights and interests incidental thereto shall not be transferable, either directly or indirectly.

SECTION SIX - Meetings of Members

6.01 Annual Meeting - Subject to the provisions of the Act, the annual meeting of the members shall be at such place within Manitoba and on such date in each year as the board may determine, provided that any meeting of members may be held outside Manitoba if all members entitled to vote at that meeting so agree. At every annual meeting, in addition to any other business that may be transacted, the report of the board, the financial statements of the Corporation and the report of the auditors thereon shall be presented, and directors shall be elected and auditors appointed for the ensuing year.

6.02 Special Meetings - Subject to the provisions of the Act, special meetings of the members may be convened at any time and at any place by order of the President or by the board on their own

motion, or on the requisition of members as provided for in the Act.

6.03 Notice - Written notice of the time and place of each meeting of members shall be given in the manner provided in section 11.01 hereof not less than 21 nor more than 50 days before the date of the meeting to each director, to the auditor and to each member who at the close of business on the record date, if any, for notice is entered in the membership register as a member of a class of membership that carries the right to vote. Notice of any meeting where special business will be transacted should contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. Unless a record date is fixed in accordance with section 128 of the Act, no public notice or advertisement of the annual or any other meeting of the members shall be required.

6.04 Meetings Without Notice - Notwithstanding the provisions of the Act relating to notice, a meeting of members may be held without notice at any time and at any place permitted by the Act or the articles provided that a waiver of notice is obtained in accordance with section 130 of the Act.

6.05 Quorum - The quorum for the transaction of business at meetings of the members shall be a majority of members whose membership in the Corporation carries voting rights. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of 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 members present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of section 11.01 with regard to notice shall apply to such adjournment.

6.06 Chairperson -The members present at a meeting of members shall, by resolution passed at the commencement of the meeting (which may be introduced by any member present at the meeting), choose a member present to be chairperson of the meeting.

6.07 Votes to Govern - At any meeting of members, every question shall, unless otherwise required by the articles or by-laws or by law, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a ballot, the chairperson of the meeting shall be entitled to a second or casting vote.

6.08 Right to Vote - At any meeting of members, every person shall be entitled to vote who, at the time of the taking of a vote (or, if there is a record date for voting, at the close of business on such record date) is entered in the membership register as a member of one or more classes of membership carrying the right to vote at such meeting.

6.09 Proxies - Every member entitled to vote at meetings of members may, by means of a proxy, appoint a proxy holder or one or more alternative proxy holders, who shall be members of the Corporation, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be executed by the member or by the member's attorney authorized in writing. A proxy is valid only at the meeting in respect of which it is given or any adjournment thereof. A member may revoke a proxy in accordance with the provisions of the Act.

6.10 Deposit of Proxies - The directors may specify in a notice calling a meeting of members a time not exceeding 48 hours, excluding Saturdays and holidays, preceding the meeting or an adjournment thereof before which time proxies to be used at the meeting must be deposited with the Corporation or its agent.

6.11 Form of Proxy - An instrument appointing a proxy may be substantially in the following form:

"The undersigned member of _____ hereby appoints _____ of _____ whom failing _____ of _____ as the proxy of the undersigned to vote and act for the undersigned on behalf of the undersigned at the meeting of the members of the said corporation to be held on the _____ day of _____, 20____, and at any adjournment thereof.

DATED the _____ day of _____, 20____."

(Signature of Member)

6.12 Show of Hands - Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every person who is present and entitled to vote shall have one (1) vote. 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 chairperson 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.

6.13 Ballots - On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, any member or proxy-holder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chairperson 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, each person present shall be entitled, in respect of the membership which the person is entitled to vote at the meeting upon the question, to that number of votes provided by the Act, the articles or the by-laws, and the result of the ballot so taken shall be the decision of the members upon the said question.

6.14 Adjournment - The chairperson may, with the consent of any meeting, adjourn such meeting from time to time and if a meeting is adjourned for less than thirty days, no notice of such adjournment need be given to the members. If a meeting of members is adjourned by one or more adjournments for an aggregate of thirty days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. 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.

6.15 One Member Meeting - If the Corporation has, from time to time, only one member or only one member carrying the right to vote, the member present in person or by proxy constitutes a meeting.

6.16 Meetings by Telephone - If all the members consent, a member may participate in a meeting of the members by means of such telephone or other communications facilities as permit all individuals participating in the meeting to hear each other simultaneously and instantaneously and a member participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the members held while a member remains a member of the Corporation.

6.17 Resolution in Writing - A resolution in writing signed by all of the members entitled to vote

thereon at a meeting of members is as valid as if it had been passed at a meeting of the members.

SECTION SEVEN - Directors

7.01 Number of Directors. Residency and Quorum - The articles of the Corporation provide that the Corporation shall have a board consisting of a minimum of three and a maximum of **fifteen [Amended Nov. 2013]** directors. Subject to subsection 100(4) of the Act, a majority of the directors of the Corporation shall be residents of Canada. The exact number of directors to form the board (the 'Designated Number') shall be determined from time to time by the directors of the Corporation entitled to vote at regular directors' meetings. A quorum of the board shall be five directors or a majority of the Designated Number of directors, whichever is the lower number. No business shall be transacted at a meeting unless a quorum is present and, subject to subsection 100 (4), a majority of the directors present are residents of Canada at the time of the transaction of such business. Notwithstanding a vacancy among the directors, a quorum of directors may exercise all the powers of the board.

7.02 Qualification - A director shall be a member of the Corporation, or the designated representative of an organization that contributes to or receives from the Corporation, shall be an individual at least eighteen years of age, shall have the power under law to contract and shall have consented to act as a director of the Corporation.

7.03 Election and Term - The election of directors shall take place at each annual meeting of members and all directors then in office shall retire but, if qualified, shall be eligible for re-election. The election of directors shall be by ordinary resolution of the members. If an election of the directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

7.04 Resignation of Directors - Directors may resign by resignation in writing which shall be effective upon receipt thereof of the board.

7.05 Termination of Directors - A director shall cease to be a director of the Corporation:

- a. upon death of the director;
- b. by resignation in accordance with the by-laws;
 - c. if at a special meeting of members, a resolution to remove the director is passed by a majority of the votes cast at the special meeting provided that the director shall be granted the opportunity to be heard at such meeting;
 - d. if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- e. if the director is found to be a mentally incompetent person or becomes of unsound mind;
- f. upon ceasing to be a member of the Corporation.

7.06 Term of Appointment - Unless terminated earlier in accordance with the provisions hereof, appointments to the board shall be for a one-year term, or for such other period as the members may otherwise decide in order to maintain continuity.

7.07 Vacancies - A quorum of the board may fill a vacancy in the board.

7.08 Notice - Meetings of the board may be called at any place within Manitoba, upon 48 hours notice in writing or by telephone by either the President or any two officers or directors of the Corporation.

7.09 Chairperson - The President, if such an officer has been appointed and is present, or in his

absence the Vice-President, failing whom the Secretary, shall be the chairperson of any meetings of the board. If no such officer is present at any meeting of the board, the directors present shall choose one of their number to act as chairperson of such meeting.

7.10 Voting at Meetings - Each director is authorized to exercise one vote. Questions arising in any meeting of directors shall be decided by a majority of votes. Any officer of the Corporation, including the President, the Vice-President and the Secretary, at all directors meetings may move, second or vote upon any resolution, by-law or any other matter or thing and may act in any matter whatsoever as if he were a director only and not an officer of the Corporation. In case of an equality of votes, the chairperson at the meeting shall have a second or casting vote.

7.11 Meetings by Telephone - If all the directors consent, a director may participate in a meeting of the board by means of such telephone or other communications facilities as permit all individuals participating in the meeting to hear each other simultaneously and instantaneously and a director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the board held while a director holds office.

7.12 Meeting of Board Without Notice - For a meeting of the board at which a director fills a vacancy in the board, no notice of such meeting shall be necessary to the new director or directors in order for the meeting to be duly constituted, provided that a quorum of directors is present.

7.13 Resolution in Lieu of Meeting - A resolution in writing, signed by all of the directors entitled to vote thereon at a meeting of directors, is as valid as if it had been passed at a meeting of directors and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first of the directors signed the resolution.

7.14 Reimbursement of Expenses - The directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

SECTION EIGHT - Officers

8.01 Election or Appointment - From time to time, the board shall elect or appoint a President, and may appoint such other officers, including a Vice-President, Secretary, Treasurer and such other officers as the board may determine. An officer may, but need not be, a director and two or more offices may be held by the same person.

8.02 President - The President shall be the chief executive and operating officer of the Corporation and, subject to the authority of the board, shall have general supervision of the business of the Corporation and shall attend and be chairperson of all meetings of the board or committees of the board.

8.03 Vice-President - The Vice-President, if any, shall have all of the powers and authority, and shall perform all of the duties, of the President in the absence of, disability or refusal to act of the President.

8.04 Secretary - The Secretary, if any, shall attend and be the secretary of all meetings of the board, members and committees of the board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give, or cause to be given, as and when instructed, all notices to members, directors, officers, auditors and members of committees of the board; the

Secretary shall be custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation (if any) and of all books, papers, records, documents and instruments belonging to the Corporation except when some other officer or person has been appointed for that purpose.

8.05 Treasurer - The Treasurer, if any, shall have the care and custody of all of the funds and securities of the Corporation and shall deposit same in the name of the Corporation in such bank or banks or with such depository or depositories as the board may direct. The Treasurer shall keep or cause to be kept the books of account and the accounting records required by the Act and at all reasonable times exhibit his books and accounts to any director of the Corporation upon application at the office of the Corporation during business hours. The Treasurer shall sign or countersign such instruments as require his signature and shall perform all duties incident to his office or that are properly required of him by the board. The Treasurer 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.

8.06 Variation of Duties - From time to time, the board may vary, add to, or limit the powers and duties of any officer.

8.07 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 such officer to any other officer or to any director for the period of time of such absence or inability to act.

8.08 Term of Office - The board may remove at its pleasure any officer of the Corporation without prejudice to any officer's rights under any employment contract. Otherwise each officer elected or appointed by the board shall hold office until his successor is elected or appointed.

8.09 Terms of Employment and Remuneration - The terms of employment of officers elected or appointed by the board shall be settled by it from time to time.

8.10 Agents and Attorneys - The board shall have power from time to time to appoint agents or attorneys for the Corporation with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

SECTION NINE - Protection of Directors, Officers and Others

9.01 Indemnification of directors and officers - The Corporation shall from time to time and at all times indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives to the extent permitted by the Act.

9.02 Indemnity of others - The Corporation shall indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving, at the request of the Corporation, as a director, officer, employee, agent of or participant in another corporation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him in

connection with such action, suit or proceeding if he acted honestly and in good faith with a view to the best interests of the Corporation, and with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction, shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Corporation, or, with respect to any criminal or administrative action or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that his conduct was lawful.

9.03 Successful defence - To the extent that a person who is or was an employee or agent of the Corporation has achieved complete or substantial success as a defendant in any action, suit or proceeding referred to in section seven hereof, he shall be indemnified against all costs, charges and expenses actually and reasonably incurred by him in connection therewith.

9.04 Right of indemnity not exclusive - The provisions for indemnification contained in the by-laws of the Corporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall enure to the benefit of the heirs, executors and administrators of such a person.

9.05 No liability of directors or officers for certain acts. etc. - To the extent permitted by law, 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 tortious act of any person, firm or corporation 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 failure to act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. 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 of the Corporation. 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 be a member of a firm or a shareholder, director or officer of a company which 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 firm or company, as the case may be, from receiving proper remuneration for such services.

SECTION TEN - Committees

10.01 Constitution of committees - The board may, from time to time, constitute such committees, including a Finance Committee, a Resource Allocation Committee, and a Nominating Committee, as it

deems necessary to assist the directors in carrying on the affairs of the Corporation.

10.02 Membership of committees - The board may annually or more often appoint such persons as they consider appropriate to be members of the committees and may designate one of the members of each committee as chairperson thereof. The President shall be ex officio a member of each such committee.

10.03 Meetings - Except as may be provided by the board, the committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit provided, however, that a majority of the members of each committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes the chairperson shall have a second or casting vote.

10.04 Finance Committee - The Finance Committee, if any, shall from time to time review the financial position of the Corporation and make recommendations to the board concerning the finances of the Corporation, including the management of the Corporation's capital funds and investments and the preparation of an annual budget.

10.05 Resource Allocation Committee - The Resource Allocation Committee, if any, shall from time to time make recommendations to the board concerning the use and distribution of the income of the Corporation for the advancement of the objects of the Corporation.

10.06 Nominating Committee - The Nominating Committee, if any, shall make recommendations and reports to the board as to candidates for admission as members of the Corporation, shall submit a slate of directors to each annual meeting of members and a slate of officers to the first meeting of directors following the first annual meeting of members and shall recommend persons to fill any vacancy on the board or any committee or to fill any vacant office.

SECTION ELEVEN - Notices

11.01 Method of Giving Notices - Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the regulations thereunder, the articles, 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 if delivered to that person's recorded address or if mailed, to the recorded address by prepaid air or ordinary mail, or if sent, to the recorded address by any means of prepaid, transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; any notice so mailed shall be deemed to have been given two business days after deposit in any post office or public letter box; any notice sent by any means of transmitted communication shall be deemed to have been given when transmitted. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by the Secretary to be reliable.

11.02 Signature to Notices - The signature or signatures to any notice 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 - In computing a date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

11.04 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 or otherwise founded thereon.

11.05 Waiver of Notice - Any member (or the member's duly appointed proxy holder), director, officer, auditor or member of a committee of the board may waive any notice required to be given under the provisions of the Act, the articles, the by-laws or otherwise, and such waiver, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in giving such notice.

11.06 Undelivered Notices - If any notice given to a member pursuant to paragraph 11.01 is returned on three consecutive occasions because the member cannot be found, the Corporation shall not be required to give any further notices to such member until the member informs the Corporation in writing of the new address.

SECTION TWELVE Miscellaneous

12.01 Invalidity of any provision of this by-law - The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

12.02 Fiscal and operating year - The fiscal year of the Corporation shall end on the 31st day of December in each year.

12.03 Amendment to By-Law - This by-law shall only be amended by a two-thirds vote of the board at a special meeting called for that purpose and upon issuance of notices in compliance with Section Eleven herein.

12.04 Dissolution - If the Corporation should at any time be wound up or dissolved, the assets thereof remaining after payment of all debts and liabilities shall be paid or transferred to one or more qualified donees (as that term is defined in the *Income Tax Act* (Canada)) selected by the board.

MADE by the board of directors this 18th day of December, 2003.

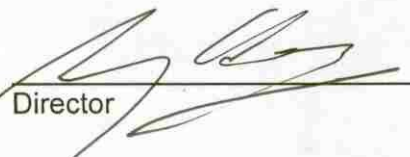
CONFIRMED by the members in accordance with the Act this 18th day of December, 2003.



Director



Director



Director



Director