



Ministry of  
Consumer and  
Commercial  
Relations

Ministère de  
la Consommation  
et du Commerce

**920269**

**LETTERS PATENT**

This application constitutes the charter  
of the corporation which is issued by  
these Letters Patent dated this

**LETTRES PATENTE**

Le présent requête forme la charte de la  
compagnie ou d'association personnelle créée  
par Lettres Patentes datées du

**NOVEMBER 3 0 NOVEMBRE, 1990**

Minister of Consumer  
and Commercial Relations

Le Ministre de la  
Consommation et du Commerce

per/par

Director/Directeur

Trans Code <b>A</b> 18	Line No. <b>0</b> 20	Stat <b>0</b> 28	Comp Type <b>B</b> 29	Method Incorp. <b>1</b> 30
Share <b>N</b> 31	Notice Req'd <b>Y</b> 32	Jurisdiction <b>ONTARIO</b> 33 47		

**APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL  
REQUÊTE EN CONSTITUTION D'UNE ASSOCIATION**

Form 2  
Corporations  
Act  
Formulaire  
numéro 2  
Loi sur les  
compagnies et  
associations

1. The name of the corporation is/Nom de l'association:

T	H	E		W	A	T	E	R	L	O	O		R	E	G	I	O	N		N	O	R	D	I	C								
S	P	O	R	T	S			C	L	U	B																						

2. The address of the head office of the corporation is/Adresse du siège social:

86 NORMAN STREET

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)  
(Rue et numéro ou R.R. et numéro et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

WATERLOO

(Name of Municipality or Post Office)  
(Nom de la municipalité ou du bureau de poste)

N	2	L	I	G	5
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(Postal Code/Code postal)

3. The head office of the corporation is situated in/Le siège social se trouve à:

CITY OF WATERLOO

(Name of Municipality, Geographical Township)  
(Nom de la municipalité, canton)

in the  
dans le

WATERLOO

(County, District, Regional Municipality)  
(Comté, district, municipalité régionale)

4. Address of clubhouse or similar premises (if any) is:

Adresse du local de l'association ou autre endroit utilisé aux mêmes fins, s'il y a lieu:

"The Corporation shall not maintain a Clubhouse or similar Premises"

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)  
(Rue et numéro ou R.R. et numéro et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

(Name of Municipality or Post Office)  
(Nom de la municipalité ou du bureau de poste)

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(Postal Code/Code postal)

5. The applicants who are to be the first directors of the corporation are:

Requérants appelés à devenir les premiers administrateurs de l'association:

Name in full, including all first, middle names  
Nom et prénoms au complet

Residence address, giving Street & No. or R.R. No. & Municipality or Post  
Office and Postal Code  
Adresse personnelle y compris la rue et le numéro ou la R.R. et le numéro.  
le nom de la municipalité ou du bureau de poste et le code postal

Stuart Fraser McTavish  
Frederick John Roos  
Stefanie Jayne McKinnon

86 Norman Street, Waterloo, Ontario N2L 1G5  
207 Glengrove Place, Waterloo, Ontario N2L 4W1  
77 Woolwich Street, Breslau, Ontario NOB 1M0

6. The objects for which the corporation is incorporated are:  
Objets pour lesquels l'association est constituée:

The establishment and operation of a Sports Club for the purpose of:

- (a) Promoting cross country skiing as a fun, lifelong activity for all ages and abilities.
- (b) Promoting sports with similar benefits as cross country skiing when cross country skiing cannot be performed.
- (c) Arranging competitions and establishing and granting awards, prizes and distinctiveness.
- (d) Fostering goodwill and sportsmanship and other complimentary purposes not inconsistent with these objects.

7. The special provisions are/Dispositions particulières:

- (a) For the purpose of the objects of the Corporation accept gifts, donations and bequests.

8. The names and residence addresses of the applicants are:  
Noms et adresses personnelles des requérants:

Name in full, including all first, middle names Nom et prénoms au complet	Residence address, giving Street & No. or R.R. No. & Municipality or Post Office and Postal Code Adresse personnelle y compris la rue et le numéro ou la R.R. et le numéro et la municipalité ou le bureau de poste et le code postal	Calling (occupation) Profession
Stuart Fraser McTavish	86 Norman Street, Waterloo, Ontario N2L 1G5	Engineer
Frederick John Roos	207 Glengrove Place, Waterloo, Ontario N2L 4W1	Student
Stefanie Jayne McKinnon	77 Woolwich Street, Breslau, Ontario NOB 1M0	Systems Analyst
Francine Elizabeth Doyle	62 Hohner Avenue, Kitchener, Ont. N2H 2V4	Business Woman
Donald Loyde McKinnon	77 Woolwich Street, Breslau, Ontario NOB 1M0	Business Man

This application is executed in duplicate.  
Cette requête est faite en double exemplaire.

Signatures of applicants/Signature des requérants

*[Handwritten signatures]*  
 Phil Roos  
 Stefanie McKinnon  
 Francine Doyle  
 Donald McKinnon



Ontario

Ministry of Consumer and Commercial Relations  
Ministère de la Consommation et du Commerce

Companies Branch  
Direction des Compagnies

# Form 1 - Corporations Information Act Formule 1 - Loi sur les renseignements exigés des compagnies et associations

- NOTE/REMARQUE:**
1. Check appropriate box at right / Cocher la case pertinente à droite.
  2. All items below must be answered / Prière de remplir toutes les rubriques ci-dessous.
  3. Return form to / Renvoyer à la: Examination and Notice Section, Companies Branch  
Section des examens et des avis, Direction des compagnies  
Ministry of Consumer and Commercial Relations  
Ministère de la Consommation et du Commerce  
393 University Avenue, Toronto, Ontario M7A 2H6

<input checked="" type="checkbox"/>	Initial Notice/ Avis Initial
<input type="checkbox"/>	OR/OU Notice of Change/ Avis de modification

1. Corporation Name / Dénomination sociale de la compagnie ou de l'association <b>THE WATERLOO REGION NORDIC SPORTS CLUB</b>		2. Ontario Corporation Number / Numéro matricule de la compagnie ou de l'association en Ontario <b>920269</b>	
3. Date of incorporation, amalgamation or continuation Date de constitution, de fusion ou de prorogation <b>NOVEMBER 30, 1990</b> (day / jour month / mois, year / année)		4. Manner of incorporation, amalgamation or continuation Mode de constitution, de fusion ou de prorogation <b>LETTERS PATENT</b>	
5. Full Address of Registered or Head Office / Adresse complète du siège social <b>86 NORMAN STREET, WATERLOO</b>			Postal Code Code postal <b>N2L1G5</b>
6. Principal Place of Business if different from Registered or Head Office / Établissement commercial principal s'il est différent du siège social <b>NOT APPLICABLE</b>			Postal Code Code postal
7. Present Directors' Full Names Noms et prénoms des administrateurs actuels	★ Canadian Resident Résident canadien Yes / Oui / No / Non	Full Residence Address Adresse personnelle au complet	Date Elected Director Date de l'élection de l'administrateur
<b>SEE ATTACHED SCHEDULE</b>			
8. Present Officers' Full Names Noms et prénoms des dirigeants actuels		Full Residence Address Adresse personnelle au complet	Date Appointed Officer Date de nomination du dirigeant
President / Président <b>SEE ATTACHED</b>			
Secretary / Secrétaire <b>SCHEDULE</b>			
Treasurer / Trésorier			
9. Full names of persons who, since last notice, have been but are no longer directors / Noms et prénoms des personnes qui depuis le dernier avis étaient administrateurs mais ne le sont plus		Full Residence Address Adresse personnelle au complet	Date Ceased to be Director Date de cessation
<b>NO CHANGE</b>			
10. Full names of persons who, since last notice, have been but are no longer officers / Noms et prénoms des personnes qui depuis le dernier avis étaient dirigeants mais ne le sont plus		Full Residence Address Adresse personnelle au complet	Date Ceased to be Officer Date de cessation
<b>NO CHANGE</b>			

I / Je soussigné, **STUART FRASER METAVISH**  
(Print name in full / Écrire le nom au complet en caractères d'imprimerie)  
certify that the information herein contained is true and correct / atteste que les renseignements précités sont véridiques et exacts.

Signature ▶

- ▼ Check appropriate box / Cocher la case pertinente
- Director / Administrateur
  - Officer / Dirigeant
  - Other person having knowledge of the affairs of the Corporation / Autre personne au courant des affaires de la compagnie ou de l'association

\* Applies only in case of corporation with share capital  
\* S'applique uniquement dans le cas d'une compagnie à capital

See Deficiency Notice on reverse side

07200 (07/87)

# Form 1 - Corporations Information Act

## 1. THE WATERLOO REGION NORDIC SPORTS CLUB

7. Present Directors Full Names	Canadian Resident YES NO	Full Residence Address	Date Elected Director
STUART FRASER McTAVISH	✓	86 NORMAN ST., WATERLOO N2L 1G5	JUN 21/90
ANDREAS MARKUS PERONINO	✓	39 DINISON CR., KITCHENER N2E 2S6	JUN 21/90
STEFANIE JAYNE MacKINNON	✓	77 WOOLWICH ST., BRESLAU N0B 1M0	JUN 21/90
SUSAN MARGARET McTAVISH	✓	86 NORMAN ST., WATERLOO N2L 1G5	JUN 21/90
WILLIAM GERARD PRAUGHT	✓	41 BIER CR., NEW HAMBURG N0B 3G0	JUN 21/90
FREDERICK JOHN ANTHONY ROOS	✓	207 GLENGROVE PL., WATERLOO N2L 4W1	JUN 21/90
EVA MARIE SANZ-SOLÉ	✓	180 GRAY ST., KITCHENER N2A 3P8	JUN 21/90
DOUGLAS ANDRÉ WALTER GUDERIAN	✓	94 LOUISA ST., KITCHENER N2H 5M1	JUN 21/90

8. Present Officers Full Names	Full Residence Address	Date Appointed Officer
PRESIDENT STUART FRASER McTAVISH	86 NORMAN ST., WATERLOO N2L 1G5	JUN 21/90
VICE PRESIDENT ANDREAS MARKUS PERONINO	39 DINISON CR., KITCHENER N2E 2S6	JUN 21/90
SECRETARY STEFANIE JAYNE MacKINNON	77 WOOLWICH ST., BRESLAU N0B 1M0	JUN 21/90
TREASURER SUSAN MARGARET McTAVISH	86 NORMAN ST., WATERLOO N2L 1G5	JUN 21/90
YOUTH COORDINATOR EVA MARIE SANZ-SOLÉ	180 GRAY ST., KITCHENER N2A 3P8	JUN 21/90
MARKETING COORDINATOR FRANCINE ELIZABETH DOYLE	62 HONNER AVE., KITCHENER N2H 2V4	JUN 21/90
HEAD COACH DONALD LOYDE MacKINNON	77 WOOLWICH ST., BRESLAU N0B 1M0	JUN 21/90
INSTRUCTOR COORDINATOR CHRISTOPHER JAMES DONALD ROOS	207 GLENGROVE PL., WATERLOO N2L 4W1	JUN 21/90

EFFECTIVE MAY 1998

## The Waterloo Region Nordic Sports Club

### Bylaw Number 1

A bylaw relating generally to the Transaction of the affairs of the Waterloo Region Nordic Sports Club, Incorporated.

All previous bylaws of the Waterloo Region Nordic Sports Club, Incorporated, are hereby repealed and rendered null and void.

Be it enacted as a Bylaw of the Waterloo Region Nordic Sports Club Inc., hereinafter referred to as the Corporation, as follows:

#### 1. Head Office

The head office of the Corporation shall be in the Regional Municipality of Waterloo, in the Province of Ontario, and at such a place as the directors may from time to time determine.

#### 2. Seal

The seal stamped in the margin shall be the corporate seal of the corporation.

#### 3. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors of seven (7) individuals, each of whom, at the time of his election and throughout his term of office, shall be a member of the Corporation. If a Director is not a member at the time of his election, he must become a member within ten (10) days, or else his election will be deemed null and void. The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by show of hands unless any member demands a ballot. If there are more candidates for the Board than there are positions to be filled, then each Member present may vote for no more than the maximum number of Directors and the Directors with the most votes will be the ones elected to the Board of Directors. The members of the Corporation may, by resolution passed by at least two thirds 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 the votes cast at that meeting, elect any person in his stead for the remainder of his term.

#### 4. Vacancies, Board of Directors

Vacancies on the Board of Directors, however caused, may so long as a quorum of the directors remain in the office, be filled by the Directors from among the members of the Corporation, if they see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the Corporation at which the Board of Directors for the ensuing year are elected; but if there is not a quorum of Directors, the remaining Directors shall forthwith call a general meeting of the voting members to fill the vacancy. If a Director is not a member at the time of his appointment, he must become a member within ten (10) days, or else his appointment will be deemed null and void. If the number of Directors is increased between terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby deemed to have occurred, which may be filled in the manner above provided.

#### 5. Quorum and Meeting, Board of Directors

A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all directors are present, or if those absent have signified their consent to the meeting being held in their absence, or if the Board

determines at the conclusion of any meeting the time and place of its next meeting. Directors meetings may be formally called by the President or the Vice President or by any two Directors at any time. Notice of such meetings shall be delivered by the Secretary not less than two days prior to the meeting taking place. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meetings no notice need be sent. A Director's meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business, either special or general, at any meeting of the Board. The Board of Directors must meet within 10 days following its election at the annual meeting.

#### 6. Errors in Notice, Board of Directors

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meetings and any Director may waive notice at any time of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### 7. Protection of Directors

Every Director or Officer of the Corporation or other person designated by the Board of Directors who has undertaken or is about to undertake any liability of the Corporation on behalf of the Corporation and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless, out of the funds of the Corporation, from and against: a) all costs, charges and expenses whatsoever which such Director, Officer or other person designated by the Board of Directors sustains or incurs in or about any action, suit or proceeding which 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 his duties of his office or in respect of any such liability; 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 willful neglect or default.

No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts or defaults of any other Directors or Officers or employee or for joining in any receipt or act for conformity or any loss, damage or expense happening to the Corporation through the insufficiency or deficiency or title to any property acquired by order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency or 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 from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatsoever which may happen in the execution or supposed execution of the duties of his respected office or trust or in relation thereto unless the same happen by or through his own willful act or his own willful default.

#### 8. Voting, Board of Directors

Questions arising at any meeting of the Directors shall be decided by a majority of votes. The Chairman shall not vote on any matter unless there is a tie, in which situation the Chairman shall vote. All votes at such meetings shall be taken by ballot if so demanded by any Director present, but if no demand be made the vote shall be taken in the usual way by assent and dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes records in favor of or against such resolution.

#### 9. Powers

The Officers of the Corporation shall sign such contracts, documents or instructions in writing as require their respective signatures and shall have and perform all powers and duties incident to their respective offices and such other powers and duties as may from time to time be assigned them by the Board of Directors.



Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such considerations and upon such terms and conditions as they may deem advisable.

#### 10. Remuneration of Directors and Officers

The Directors and Officers shall receive no remuneration for acting as such.

#### 11. Nomination of the Directors

The Board of Directors shall appoint a Nominating Committee. The Nominating Committee shall, prior to the Annual Meeting of members, make due inquiry and nominate at least as many members in good standing who consent and undertake to act as a Director or Officer, if elected, as may be required to fill all vacancies on the Board and shall report such nomination to the Board not less than ten (10) days prior to such Annual Meeting.

A nomination shall be accepted from a member in good standing for any or all positions on the Board of Directors from the floor at the Annual Meeting provided that each nominee has consented to be nominated verbally or if absent, in writing.

#### 12. Officers of the Corporation

The Officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer. Of these, the President, Vice-President, Secretary and Treasurer shall be appointed by the Board of Directors from amongst themselves.

#### 13. Duties of the President

The President shall

- Preside at all meetings of the Corporation and the Board of Directors
- Have the usual privileges of the office
- Be charged with the general management and supervision of the overall policies and affairs of the Corporation
- Sign such documents as may require the President's signature in accordance with the Corporation's bylaws
- Perform such other duties as may be assigned by the board
- Report to the board and other committees from time to time upon request, on any phase of management operation and generally as to the affairs of the Corporation
- Be *ex officio*, a member of all committees of the Board of Directors

#### 14. Duties of the Vice-President

The Vice-President shall

- Perform the duties of the President in his absence
- Assist the President in administrative matters upon request of the President
- Perform such duties as may from time to time be determined by the Board

## 15. Duties of the Secretary

The Secretary shall

- Attend all meetings of the Board of Directors
- Record all facts and minutes of all proceedings in the books kept for that purpose
- Give all notices required to be given to Members and to Directors
- Prepare and distribute all notices of meetings, as required, to Directors and Members
- Be the custodian of the Seal of the Corporation
- Be the custodian of all books, papers, records, correspondence, contracts and other documents
- Perform such duties as may from time to time be determined by the Board

## 16. Duties of the Treasurer

The Treasurer shall

- Perform the usual duties of a Treasurer
- Prepare an annual budget upon consultation with the other Officers of the Corporation
- Keep full and accurate accounts of all receipts and disbursements of the Corporation and proper books of account
- Deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors
- Disburse the funds of the Corporation under the direction of the Board of Directors taking proper vouchers thereof
- Render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation
- Perform such duties as may from time to time be determined by the Board

## 17. Duties of other Directors and Officers

The duties of all other Directors and Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors by resolution requires of them.

## 18. Execution of Documents

Deeds, transfers, licenses, contracts, assurances and engagements of every kind on behalf of the Corporation shall be signed by any two of President, Vice-President, Secretary or Treasurer.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Secretary or Treasurer or by any person authorized by the Board.

The President, Vice-President, Secretary or the Treasurer or any two of them or any person from time to time designated by the Board of Directors may transfer any and all shares, bonds, 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 make, execute and deliver 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 bylaws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

#### 19. Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.

#### 20. Membership

Membership in the Corporation shall be composed of such persons who, having paid the prescribed registration fee, shall agree to abide by and comply with the policies and procedures of the Corporation. Members must reside within the boundaries of the Regional Municipality of Waterloo or such other areas as designated from time to time by the Board of Directors. Individuals residing outside the Regional Municipality of Waterloo may be admitted to membership by resolution of the Board of Directors. The prescribed registration fee and categories of membership shall be determined annually by resolution of the Board of Directors.

#### 21. Voting Members

A Voting Member of the Corporation must reside within the boundaries of the Regional Municipality of Waterloo (unless otherwise approved by the Board of Directors), must be a Member of the Corporation and must be eighteen (18) years or age. If a member is under the age of eighteen (18), then that member's parent or guardian may act as a Voting Member on his or her behalf. No Voting Member may have more than one vote.

#### 22. Dues

The Secretary shall notify the Members of the dues or fees at the time payable by them and, if any are not paid within thirty (30) days of such notice, the Members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by the Registrar.

#### 23. Annual and Other Meetings of Members

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business, either special or general, without any notice thereof at any meeting of the Members. The Board of Directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice or advertisement of Members' meetings, Annual or General, shall be required, but notice of the time and place of every such meeting shall be given to each member ten (10) days prior to the meeting by publication in the Corporation's newsletter.

#### 24. Errors or Omission in Notice

No error or omission in giving notice of any Annual or General Meeting or any adjourned meeting, whether Annual or General, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and conform any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director, or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be his last address records on the books of the Corporation.

#### 25. Adjournments

Any meeting of the Corporation or of the Directors may be adjourned to any time from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original

meeting from which such adjournment took place. No notice shall be required of any adjournment. Such adjournment may be made notwithstanding that no quorum is present.

26. Quorum of Members

A quorum for the transaction of business at any meeting of Members shall consist of not less than three (3) Members present in person.

27. Financial Year

Unless otherwise ordered by the Board of Directors, the financial year of the Corporation shall terminate on the 31<sup>st</sup> of May or on an alternative date set by resolution of the Board of Directors.

28. Amendment of Bylaws

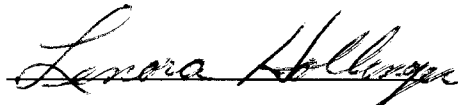
Bylaws of the Incorporation may be enacted, repealed or amended by resolution enacted by a majority of the members at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least 2/3 of the voting members at a meeting duly called for the purpose of considering the said bylaw.

29. Interpretation


In these bylaws and all other bylaws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be, and *vice versa*, and references to persons shall include firms, corporations, regions and any other entity recognized by the Corporation.

PASSED this 25<sup>th</sup> day of May, 1998.  
AS WITNESS the Corporate seal of the Corporation.

  
\_\_\_\_\_  
President (Julie Anne Kent)


  
\_\_\_\_\_  
Secretary (Lenora Hollinger)


The foregoing bylaw is passed by the Directors of the Corporation pursuant to The Corporations Act as evidenced by the respective signatures hereto of all the Directors.


  
\_\_\_\_\_  
Marc Adams

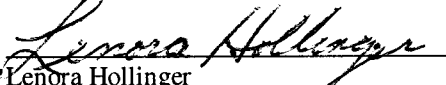
  
\_\_\_\_\_  
Julie Kent


  
\_\_\_\_\_  
Doug Ellacott

  
\_\_\_\_\_  
Larry Leeder

  
\_\_\_\_\_  
Preston Gurd

  
\_\_\_\_\_  
Kevin Shields

  
\_\_\_\_\_  
Lenora Hollinger

  
\_\_\_\_\_  
Ann Tiidus