

BY-LAW NO. 1

relating generally to the organization and the transaction of the affairs of

ACUPUNCTURE CANADA

(the "Corporation")

TABLE OF CONTENTS

	Page
ARTICLE 1 DEFINITIONS AND INTERPRETATION	1
1.1 Definitions.....	1
1.2 Interpretation.....	2
ARTICLE 2 TRANSACTION OF THE AFFAIRS OF THE CORPORATION.....	2
2.1 Head Office.....	2
2.2 Financial Year.....	2
2.3 Execution of Instruments	2
2.4 Banking Arrangements	2
2.5 Cheques, Etc.	2
2.6 Deposit of Securities For Safekeeping.....	3
2.7 Books and Records	3
2.8 Borrowing Powers	3
2.9 Annual Financial Statements	3
ARTICLE 3 DIRECTORS AND HONORARY DIRECTORS.....	4
3.1 Number of Directors and Quorum	4
3.2 Qualification	4
3.3 Election and Term.....	4
3.4 Vacation of Office.....	5
3.5 Removal of Directors.....	5
3.6 Vacancies	5
3.7 Calling of Meetings.....	5
3.8 First Meeting of New Board	6
3.9 Regular Meetings.....	6
3.10 Place of Meeting	6
3.11 Chairman and Secretary.....	6
3.12 Decisions at Director Meetings.....	6
3.13 Meetings By Telephone	6
3.14 Meetings By Other Electronic Means.....	7
3.15 Interest of Directors In Contracts.....	7
3.16 Declaration of Interest.....	7
3.17 Remuneration	7
3.18 Committees	7
3.19 Executive Committee.....	8
3.20 Powers of The Board	8
ARTICLE 4 OFFICERS.....	9
4.1 Appointment of Officers.....	9
4.2 Terms of Employment and Remuneration.....	9

TABLE OF CONTENTS

(continued)

	Page
4.3	President..... 9
4.4	President-Elect 9
4.5	Secretary 10
4.6	Treasurer 10
4.7	Duties of Other Officers..... 10
4.8	Variation Of Duties..... 10
4.9	Agents And Attorneys..... 10
4.10	Fidelity Bonds..... 10
4.11	Resignation 11
ARTICLE 5 PROTECTION OF DIRECTORS AND OFFICERS 11	
5.1	Limitation of Liability..... 11
5.2	Indemnity 11
ARTICLE 6 MEMBERSHIP 12	
6.1	Members 12
6.2	Eligibility 12
6.3	Term of Membership 12
6.4	Resignation 12
6.5	Removal 13
6.6	Application For Membership..... 13
6.7	Register of Members..... 13
ARTICLE 7 MEETINGS OF MEMBERS..... 13	
7.1	Annual Meeting 13
7.2	Special Meetings..... 14
7.3	Place of Meetings..... 14
7.4	Notice of Meetings..... 14
7.5	Meetings Without Notice..... 15
7.6	Chair, Secretary and Scrutineers..... 15
7.7	Persons Entitled To Be Present..... 15
7.8	Quorum 15
7.9	Right To Vote 15
7.10	Representatives (Proxies)..... 15
7.11	Decisions at Members' Meetings..... 16
7.12	Show of Hands..... 16
7.13	Participation By Electronic Means at Members' Meetings 16
7.14	Members' Meeting Held Entirely By Electronic Means 16
7.15	Polls..... 17
7.16	No Casting Vote..... 17

TABLE OF CONTENTS
(continued)

	Page
7.17 Adjournment	17
ARTICLE 8 NOTICES	17
8.1 Method of Giving Notice	17
8.2 Computation of Time	18
8.3 Omissions and Errors	18
8.4 Waiver of Notice	18
ARTICLE 9 PUBLIC ACCOUNTANT	18
9.1 Appointment and Remuneration	18
9.2 Qualification	18
ARTICLE 10 BY-LAWS	19
10.1 Enactment, Repeal and Amendment	19
ARTICLE 11 RULES AND REGULATIONS	20
11.1 General	20

BE IT ENACTED as a by-law of

ACUPUNCTURE CANADA

as follows:

ARTICLE 1
DEFINITIONS AND INTERPRETATION

1.1 Definitions

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

- 1.1.1 “**Act**” means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- 1.1.2 “**articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- 1.1.3 “**board**” means the board of directors of the Corporation;
- 1.1.4 “**by-law**” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- 1.1.5 “**director**” means a member of the board;
- 1.1.6 “**meeting of members**” includes an annual meeting of members or a special meeting of members;
- 1.1.7 “**ordinary resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- 1.1.8 “**proposal**” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;
- 1.1.9 “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;
- 1.1.10 “**special meeting of 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; and
- 1.1.11 “**special resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations. Other than as specified in Paragraph 1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

ARTICLE 2 TRANSACTION OF THE AFFAIRS OF THE CORPORATION

2.1 Head Office

Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Toronto, Province of Ontario.

2.2 Financial Year

The financial year of the Corporation shall end on the date in each year as the board may from time to time determine by resolution.

2.3 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, by-laws, certificates and other instruments may be signed on behalf of the Corporation by any two directors or officers of the Corporation and all documents so signed are binding upon the Corporation without any further authorization or formality. In addition, the board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

2.4 Banking Arrangements

The banking business of the Corporation shall be transacted with those banks, trust companies, brokerage firms or other firms or corporations as may from time to time be designated by or under the authority of the board. Banking business or any part thereof shall be transacted under those agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

2.5 Cheques, Etc.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the officer or officers, agent or agents and in the manner as shall from time to time be determined by resolution of the board, and any one of those officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any of the proper signing officers may arrange,

settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balance and release or verification slips.

2.6 Deposit of Securities For Safekeeping

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies, brokerage firms or other financial institutions to be selected by the board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by the officer or officers, agent or agents of the Corporation, and in the manner, as shall from time to time be determined by resolution of the board and the authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board shall be fully protected in acting in accordance with the directions of the board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

2.7 Books and Records

The board shall ensure that all necessary books and records of the Corporation required by the Act, the by-laws of the Corporation or for any other reason are regularly and properly kept. The minutes of meetings of the board or of committees of the board, and all other documents, books, ledgers, statements, and other records of the Corporation (other than members' lists) shall not be available to the public or to members except as specifically provided for under the Act. Each of the directors shall be provided with a copy of the minutes of meetings of the board and of committees of the board and of the other documents or records of the Corporation as the director may reasonably request. A member who requests a copy of a members' list shall reimburse the Corporation for the reasonable cost incurred in providing a copy of the list.

2.8 Borrowing Powers

In accordance with section 28 of the Act, the directors of the Corporation may, without authorization of the members:

- 2.8.1 borrow money on the credit of the Corporation;
- 2.8.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- 2.8.3 give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- 2.8.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

2.9 Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the

Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive those documents.

ARTICLE 3 DIRECTORS AND HONORARY DIRECTORS

3.1 Number of Directors and Quorum

The affairs of the Corporation shall be managed by its board of directors. Until changed in accordance with the Act, the board shall comprise the fixed number of directors within the minimum and maximum limits contained in the articles as determined from time to time by ordinary resolution of the members or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board, of whom not less than two-fifths of that number shall constitute a quorum provided that the quorum shall not be less than two directors.

3.2 Qualification

No person shall be qualified as a director unless that person is an individual, is mentally competent, is eighteen or more years of age, has the capacity under law to contract and does not have the status of a bankrupt. The Corporation may adopt policies as to geographical representation and other desirable attributes of board members for the guidance of its membership.

3.3 Election and Term

The directors of the Corporation shall be elected and shall retire in rotation. At the first annual meeting of members for the election of directors after the number of directors becomes nine (9) or more, one-third ($1/3$) of the number of directors (if such number is divisible by three (3), or if such number is not divisible by three (3) then the highest number divisible by three (3) which is less than the number of directors plus one) shall be elected to hold office for a term of three (3) years from the date of their election, or until the third annual meeting after such date whichever shall first occur; one-half ($1/2$) of the remaining number of directors (if such number is divisible by two (2), or if such number is not divisible by two (2) then the highest number divisible by two (2) which is less than the number of directors plus one) shall be elected for a term of two (2) years from the date of their election, or until the second annual meeting after such date whichever shall first occur; and the remaining number of directors shall be elected for a term of one (1) year from the date of their election or until the first annual meeting after such date whichever shall first occur.

At each annual meeting thereafter a number of directors equal to the number of the directors retiring in such year shall be elected for a term of three (3) years or until the third annual meeting after their election whichever shall first occur. If a director retires prior to the expiry of their term a director may be elected to fill the unexpired term of that director. If, at any time or from time to time after the number of directors has been increased to nine (9) or more, the number of directors is further increased or is decreased to not less than nine (9) then at the meeting of members at

which the resolution providing for such further increase or such decrease is confirmed, all the directors then in office shall retire and directors shall be elected at such meeting of members in the same manner as at the first annual meeting of members at which the election of directors took place after the number of directors first became nine (9) or more. If a new board is not elected at an annual meeting, the directors then in office shall continue in office until their successors are duly elected. Retiring directors shall be eligible for re-election. The election of directors may be by a show of hands or by resolution of the voting members, unless a ballot is demanded by any member.

3.4 Vacation of Office

The office of a director shall be vacated upon the occurrence of any of the following events:

- 3.4.1 if the director becomes bankrupt or suspends payment or compounds with their creditors or if a receiving order is made against the director or if the director makes an assignment under the *Bankruptcy and Insolvency Act* (Canada) or any similar legislation;
- 3.4.2 if an order is made declaring the director to be a mentally incompetent person or incapable of managing their affairs;
- 3.4.3 on death; or
- 3.4.4 if, by notice in writing to the secretary of the Corporation, the director resigns their office.

3.5 Removal of Directors

Pursuant to subsection 130(1) of the Act the members may, by ordinary resolution at a special meeting of members called for that purpose, remove any director before the expiration of their term of office and may, by ordinary resolution, elect any person in their stead for the remainder of that director's term.

3.6 Vacancies

Vacancies on the board may be filled for the remainder of the directors' term of office either by the members at a special meeting of members called for the purpose or, providing that the remaining directors constitute a quorum, by the board.

3.7 Calling of Meetings

Meetings of the board may be formally called by the board, the president, the president-elect, the secretary or by any two directors at any time; provided that for the first organization meeting following incorporation, the meeting may be called by any director or incorporator. Notice of the time and place of every meeting so called shall be given to each director at least 48 hours prior to the meeting. Notice by mail shall be sent to each director at least 14 days prior to the meeting. No notice of a meeting shall be necessary, however, if all the directors are present or if those absent waive notice of, or otherwise signify their consent to, the meeting being held. The

directors may consider or transact any business, either special or general, at any meeting of the board. No notice of meeting need specify the purpose or the business to be transacted at the meeting except where required by subsection 136(3) of the Act.

3.8 First Meeting of New Board

Provided a quorum of directors is present, each newly elected board may, without notice, hold its first meeting immediately following the meeting of members at which the board is elected.

3.9 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any regular meeting except if subsection 136(3) of the Act requires the purpose of the meeting or the business to be transacted to be specified in the notice.

3.10 Place of Meeting

Meetings of the board shall be held at the head office of the Corporation or elsewhere in Canada or, if the board so determines and all absent directors consent, at some place outside Canada.

3.11 Chairman and Secretary

The president or, in the absence of the president, a president-elect who is a director, shall chair any meeting of directors; and, if no such officer is present, the directors present shall choose one of their number to chair that meeting. The secretary of the Corporation shall attend all meetings of the board in order to prepare the minutes thereof. In the absence of the secretary, the directors present shall choose one of their number to act as secretary of the meeting.

3.12 Decisions at Director Meetings

At all meetings of the board, every director personally present shall be entitled to one vote and every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes, the chair of the meeting shall not be entitled to a second or casting vote. All votes taken at any meeting of the board 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 or dissent. A declaration by the chair 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 votes recorded in favour of or against the resolution.

3.13 Meetings By Telephone

Where all the directors have so consented, any director may participate in a meeting of the board by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. A director participating in a meeting pursuant to this paragraph shall be deemed to be present in person at that meeting.

3.14 Meetings By Other Electronic Means

In accordance with subsection 136(7) of the Act, where all the directors have so consented, any director may participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director participating in a meeting pursuant to this paragraph shall be deemed to be present in person at that meeting.

3.15 Interest of Directors In Contracts

Subject to the provisions of paragraph 3.16 hereof and of any applicable general or special law, no director shall be disqualified by virtue of holding office as a director from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided; nor, subject to the provisions of the Act, shall any director so contracting or being so interested be liable to account to the Corporation or any of its members for any profit realized by any such contract or arrangement by reason of that director's holding that office or the fiduciary relationship established thereby.

3.16 Declaration of Interest

It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare their interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

3.17 Remuneration

The directors shall receive no compensation, either directly or indirectly, for acting as directors and shall not receive, either directly or indirectly, any profit from their office. The directors may be paid their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the board or of the members, and in the performance of those other duties on behalf of the Corporation as are undertaken by them. No confirmation by the members of any such payment shall be required. Furthermore, any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

3.18 Committees

The board may from time to time appoint committee or committees, as it deems necessary or appropriate, for those purposes and with those powers and duties as it shall see fit. Any committee shall report to the board on a timely basis concerning its activities. Any committee may formulate its own rules of procedure, subject to the regulations or directions as the board may from time to time make. Members of any Committee appointed shall serve at the pleasure of the board and their remuneration, if any, shall be as determined by the board from time to time.

3.19 Executive Committee

- 3.19.1 If the number of directors exceed six, the board of directors of the Corporation may elect from amongst themselves an Executive Committee of not fewer than three and to delegate to the Executive Committee any powers of the board.
- 3.19.2 Notwithstanding paragraph (a), in accordance with subsection 138(2) of the Act, no executive committee has authority to:
- 3.19.2.1 fill a vacancy among the directors or in the office of public accountant, appoint additional directors however designated;
 - 3.19.2.2 adopt, amend or repeal by-laws;
 - 3.19.2.3 submit to the members any question or matter requiring the approval of members;
 - 3.19.2.4 issue debt obligations except as authorized by the directors;
 - 3.19.2.5 approve any financial statements referred to in section 172 of the Act; or
 - 3.19.2.6 establish contributions to be made, or dues to be paid, by members under section 30 of the Act.
- 3.19.3 A quorum for a meeting of the Executive Committee shall not be less than a majority of its members.

The members of the Executive Committee shall appoint a chairman and secretary of the Executive Committee. The chairman alone or any two members of the Executive Committee shall have the authority to call a meeting of the Executive Committee at any time on forty-eight hours written notice. The secretary shall maintain minutes of all meetings of the Executive Committee and shall ensure that the minutes are circulated to all directors and honorary directors of the Corporation as soon as reasonably possible after each meeting. The secretary shall ensure that the minutes of the meeting of the Executive Committee are available for inspection by the board of directors at all times.

3.20 Powers of The Board

The board shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, subject to the provisions of the Act, the by-laws of the Corporation and the articles, shall exercise all other powers and do all other acts and things as the Corporation is authorized to exercise and do. The board may from time to time adopt those rules and regulations as it may deem advisable to carry out the business of the Corporation. The directors shall take those steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or

receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

ARTICLE 4 OFFICERS

4.1 Appointment of Officers

From time to time, the board may appoint a president, a secretary, one or more presidents-elect, a treasurer and those other officers as the board may determine. The officers so appointed may, but need not be, directors and one person may hold more than one office.

4.2 Terms of Employment and Remuneration

The terms of employment and remuneration, if any, of officers appointed by the board shall be fixed by the board by resolution. Any remuneration payable to an officer of the Corporation shall be reasonable in amount and the fact that any officer is a member or a director of the Corporation shall not preclude that officer from receiving a reasonable remuneration for services rendered as an officer of the Corporation. The board may remove, at its pleasure, any officer of the Corporation, whether with or without cause, whenever in its sole judgment the best interests of the Corporation will be served thereby. Otherwise, each officer appointed by the board shall hold office for a term that is the earlier of:

- 4.2.1 one year;
- 4.2.2 a successor being appointed;
- 4.2.3 the officer's resignation;
- 4.2.4 the officer ceasing to be a director (where being a director was a necessary qualification of that officer's appointment); or
- 4.2.5 the officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill that vacancy.

4.3 President

Subject to the authority of the board, the president shall be charged with the general management, direction and supervision of the affairs and operations of the Corporation. The President shall have those other powers and duties as the board may prescribe.

4.4 President-Elect

During the absence or disability of the president, the president's duties shall be performed and the president's powers shall be exercised by the president-elect or, if there is more than one, by

the presidents-elect in order of seniority. A president-elect shall have those other powers and duties as the board may prescribe.

4.5 Secretary

The secretary shall attend and be the secretary of all meetings of members and directors and shall enter or cause to be entered, in books kept for that purpose, minutes of all proceedings thereat; the secretary shall give or cause to be given, as and when instructed, all notices to members and directors; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation and the corporate seal except when some other officer or agent has been appointed for that purpose. The secretary shall perform those other duties as the board may prescribe.

4.6 Treasurer

The treasurer shall be responsible for keeping full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The treasurer shall cause to be deposited all monies or other valuable effects in those financial institution(s) and all securities with those registered securities dealers as the board may from time to time designate. The treasurer shall cause to be disbursed the funds of the Corporation as may be directed by the board and shall take proper vouchers for those disbursements. The treasurer shall render to the board, whenever required, an account of all the treasurer's transactions as treasurer and of the financial position of the Corporation. The treasurer shall perform those other duties as the board may prescribe.

4.7 Duties of Other Officers

The duties of all other officers of the Corporation shall be those as the terms of their engagement call for or as the board or the president may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by that assistant, unless the board otherwise directs.

4.8 Variation Of Duties

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

4.9 Agents And Attorneys

Subject to the provisions of the Act and the by-laws of the Corporation, the board shall have power to appoint, from time to time, agents or attorneys for the Corporation in or out of Canada with those powers of management or otherwise and those duties as the board considers necessary or desirable in order to further the objects of the Corporation.

4.10 Fidelity Bonds

The board may require those officers, employees and agents of the Corporation as the board deems advisable to furnish surety bonds for the faithful discharge of their respective duties, in

the form and amount, and with the surety as the board may from time to time prescribe. The expense of any bond shall be borne by the Corporation.

4.11 Resignation

Any officer may resign from their office by delivering a written resignation to the board.

ARTICLE 5 PROTECTION OF DIRECTORS AND OFFICERS

5.1 Limitation of Liability

Except as otherwise provided in the Act, no individual referred to in section 5.2 herein will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Corporation, unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Corporation, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.2 Indemnity

5.2.1 Subject to the Act, the Corporation will indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a director or officer, or an individual acting in a similar capacity, of another entity, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding in which he or she is involved because of his or her association with the Corporation or other entity if:

5.2.1.1 he or she acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which he or she acted as a director or officer or in a similar capacity at the Corporation's request; and

5.2.1.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

5.2.2 The right to indemnity provided in this section 5.2 will include the right to the advance of moneys from the Corporation for the costs, charges and expenses of a proceeding referred to in section 5.2.1 above, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in section 5.2.1.1, and, if the proceeding was of the nature described in section 5.2.1.2, the conditions set out in section 5.2.1.2. The Corporation will also indemnify the persons listed in section 5.2.1 above in any other circumstances that the Act permits or requires. Nothing in this by-law will limit the right of any

person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

ARTICLE 6 MEMBERSHIP

6.1 Members

The membership of the Corporation shall consist of, and be limited to, such eligible individuals as are admitted to membership in the Corporation by reason of having made application for membership and fulfilling the qualifications determined from time to time by resolution of the board. Each director of the Corporation shall automatically become a member of the Corporation upon the appointment or election of such person as a director and the receipt by the Corporation of such person's written application for membership. Membership may be conditional upon the payment of a fee, assessment or other charge as provided for herein. There shall, at all times, be a minimum of three members.

Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to this paragraph of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

6.2 Eligibility

Any individual, shall be eligible to apply for membership if, in the opinion of the board, the applicant would comply with the by-laws of the Corporation if the applicant were a member and the applicant is interested in furthering the objects of the Corporation.

6.3 Term of Membership

The interest of a member in the Corporation is not transferable and lapses and ceases to exist:

6.3.1 if an individual, upon death; or

6.3.2 upon a member's resigning or otherwise ceasing to be a member in accordance with the bylaws of the Corporation; or

6.3.3 if the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist. Pursuant to paragraph 197(1)(h) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this paragraph of the by-laws.

6.4 Resignation

A member may resign from membership in the Corporation by delivering a written resignation to the head office of the Corporation addressed to the board or to the secretary of the Corporation.

6.5 Removal

Any member who shall violate any provision of the by-laws of the Corporation or do any act which is, in the reasonable opinion of the board, injurious to the Corporation or to its reputation or who refuses or neglects to comply with any rule, regulation, resolution, order or direction of the board, or of a duly authorized committee of the board, may be expelled from the Corporation by a resolution passed by at least two-thirds (2/3) of the directors present at a meeting of the board at which the matter is considered. No resolution for expulsion shall be put before the board until after the member in question has been notified in writing given at least one week prior to the date of the meeting of the board at which the resolution shall be put before the board of

6.5.1 the allegations against the member, and

6.5.2 the time and place of the meeting of the board at which the resolution will be tabled and is afforded an opportunity for a hearing before the board.

6.6 Application For Membership

An application for membership shall (i) be in the form and executed in the manner as the board may prescribe; and (ii) contain or be accompanied by the information and material as the by-laws or the board may require.

An application for membership with any accompanying material shall be submitted to the Secretary or other officer of the Corporation designated by the board, who shall make a preliminary review of the same and either:

6.6.1 if the review discloses fulfilment of the qualifications determined from time to time by resolution of the board inform the applicant of the required annual dues and assessment (if any); or

6.6.2 if the review discloses any substantial non-qualification with the requirements of the board, notify the applicant as to the nature of the non-compliance.

Upon approval of an application and the receipt of all applicable fees from the applicant, the applicant shall be admitted as a member.

6.7 Register of Members

The Secretary shall keep a register of the names and business addresses of all members and of their respective annual dues and assessments (if any).

ARTICLE 7 MEETINGS OF MEMBERS

7.1 Annual Meeting

The annual meeting of the members shall, subject to the provisions of the Act, be held at the time and on the day in each year as the board or the president may from time to time determine, for

the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing public accountants and fixing or authorizing the board to fix their remuneration, and for the transaction of those other matters as may properly be brought before the meeting.

7.2 Special Meetings

The board, the president, or any two directors, shall have the power to call a special meeting of members at any time. Subject to the rules in subsection 167(1) of the Act, a group of members entitled to, in aggregate, a minimum of five percent of the votes exercisable at a meeting of members, shall be entitled to call a special meeting of members at any time.

7.3 Place of Meetings

Subject to the provisions of paragraph 7.4 hereof, meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situated or, if the board shall so determine, at some other place in Canada.

7.4 Notice of Meetings

Subject to the provisions of paragraph 7.17 hereof, notice of the time and place of each meeting of members shall be given in writing to each member entitled to vote at the meeting by the following means:

7.4.1 by mail, courier or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held; or

7.4.2 pursuant to subsection 162(1) of the Act, by telephonic, electronic or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held.

In accordance with subsection 162(10) of the Act, notice of a special meeting of members shall state the general nature of the matters to be considered at that meeting so as to enable the recipients thereof to form a reasoned judgment concerning the matters to be considered at the meeting and state the text of any special resolution to be submitted to the meeting. Notice of each meeting of members must remind the member that the member has the right to vote by proxy. Pursuant to subsection 162(3) of the Act, the public accountants and directors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive by mail, courier or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held. No public notice nor advertisement of members' meetings, whether annual, general, or special, shall be required.

Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

7.5 Meetings Without Notice

A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy or waive notice of, or otherwise consent in writing to the meeting being held (in accordance with section 274 of the Act), and at the meeting any matters may be considered which the Corporation at a meeting of members may transact.

7.6 Chair, Secretary and Scrutineers

The president or, in the absence of the president, a president-elect who is a director of the Corporation, shall be chair of any meeting of members; if no such officer is present within fifteen minutes of the time fixed for holding the meeting, the members present and entitled to vote thereat shall choose one of their number to chair the meeting. If the secretary of the Corporation is absent, the chair 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 chair with the consent of the meeting.

7.7 Persons Entitled To Be Present

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the public accountants of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

7.8 Quorum

A quorum for the transaction of business at any meeting of members shall be one percent of the members, who may be present in person or represented by proxy, provided that the quorum shall consist of not less than three persons.

7.9 Right To Vote

At any meeting of members, every person shall be entitled to vote who is, at the time of the meeting, entered in the books of the Corporation as a member of the Corporation. Notwithstanding the foregoing, no member who is in arrears in respect of any dues or assessments payable to the Corporation shall be entitled to attend or vote either in person or by proxy at any meeting of members.

7.10 Representatives (Proxies)

At any meeting of members, a representative (proxy), being an individual, duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing the individual, the voting rights of the member appointing the individual. A representative must be a member. An instrument appointing a representative shall be in writing and shall be acted on only if, prior to the time of voting, it is deposited with the secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendment to a paragraph of the by-laws of the Corporation to change the method of voting by members not in attendance at a meeting of members.

7.11 Decisions at Members' Meetings

At any meeting of members, every question shall, unless otherwise required by the articles or by-laws of the Corporation or by law, be determined by the majority of votes cast on the question.

7.12 Show of Hands

Subject to paragraph 7.13, any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll 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 vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is required or demanded, a declaration by the chair 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 question, and the result of the vote so taken shall be the decision of the members upon the question.

7.13 Participation By Electronic Means at Members' Meetings

In accordance with subsection 159(4) of the Act, if the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend the meeting may participate in the meeting by means of telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting pursuant to this paragraph shall be deemed to be present in person at that meeting.

In accordance with subsections 165(3) and 165(4) of the Act and Regulations under the Act, when a vote is to be taken at a meeting of members, voting may be carried out by means of a telephonic, electronic or other communication facility and any person participating in a meeting of members who is entitled to vote at that meeting, may vote in accordance with the Act and Regulations by means of a telephonic, electronic or other communication facility, if the Corporation chooses to make available a telephonic, electronic or other communication facility which enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member or group of members voted.

7.14 Members' Meeting Held Entirely By Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations under the Act, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

7.15 Polls

After a show of hands has been taken on any question, the chair may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in the manner as the chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each voting member present in person or represented by proxy shall be entitled to one vote, and the result of the poll shall be the decision of the members upon the question.

7.16 No Casting Vote

In case of an equality of votes at any meeting of members, either upon a show of hands or upon a poll, the chair of the meeting shall not be entitled to an additional or casting vote.

7.17 Adjournment

The chair at a meeting of members may, with the consent of the meeting and subject to those conditions as the meeting may decide, and notwithstanding that no quorum is present, adjourn the meeting from time to time and from place to place. Any business as may properly have been transacted at the original meeting may be transacted at the continuation of the meeting. In accordance with subsection 162(8) of the Act, no notice shall be required of the continuation of an adjourned meeting unless the adjournment is for an aggregate of more than 30 days, in which case, notice of the adjournment shall be given to members entitled to vote at the meeting, the directors and the public accountant in the manner referred to in paragraph 7.4 herein.

ARTICLE 8 NOTICES

8.1 Method of Giving Notice

Any notice (which term includes any communication or document), other than a notice of a meeting of members or a meeting of the board of directors, to be given, sent, delivered or served pursuant to the Act, the articles, the by-laws of the Corporation or otherwise to a member, director, officer or public accountant of the Corporation shall be sufficiently given if delivered to the person's last address as recorded in the books of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 or 134 of the Act, or if mailed by prepaid mail addressed to the person at their last address as recorded in the books of the Corporation, or if sent to the person at their address by any means of transmitted or recorded communication, or if sent to the person by fax transmission, if they have provided the Corporation with a fax number, or if sent to the person by email, if they have provided the Corporation with an email address. The secretary may change the address, fax number and email address on the Corporation's books of any member, director, officer or public accountant in accordance with any information believed by the secretary to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the aforesaid address; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice sent by any means of transmitted or recorded communication shall be deemed to have been given, when delivered, to the appropriate communication company or agency or its representative for dispatch; and, a

notice sent by fax transmission or email shall be deemed to be given at the date and time it is sent.

8.2 Computation of Time

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 date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

8.3 Omissions and Errors

The accidental omission to give any notice to any member, director, officer or public accountant of the Corporation or the non-receipt of any notice by any member, director, officer or public accountant or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded thereon.

8.4 Waiver of Notice

Any member (or their duly appointed proxy or representative), director, officer or public accountant may waive any notice required to be given to them under any provision of the Act or the articles or the by-laws of the Corporation, and that 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 the notice.

ARTICLE 9 PUBLIC ACCOUNTANT

9.1 Appointment and Remuneration

Unless the Corporation meets the requirements of subsection 182(1) of the Act for a given year and a resolution has been passed by all the members entitled to vote at an annual meeting not to appoint a public accountant, pursuant to subsection 181(1) of the Act, the members shall at each annual meeting appoint a public accountant to prepare the financial documents and reports required by the Act and to hold office until the next annual meeting, provided that the directors may fill any casual vacancy in the office of the public accountant. The public accountant shall present a report to the members concerning the accounts of the Corporation at the following annual meeting. The remuneration of the public accountant shall be fixed by the board.

9.2 Qualification

Pursuant to subsection 180(1) of the Act, any person appointed as the public accountant must meet the following requirements:

- 9.2.1 be a member in good standing of an institute or association of accountants incorporated by or under an act of the legislature of a province;
- 9.2.2 meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under sections 188 to 191 of the Act; and

- 9.2.3 subject to subsection 180(6) of the Act, be independent of the Corporation, its affiliates, or the directors or officers of the Corporation or its affiliates as that term is understood for the purpose of subsection 180(2) of the Act; in particular, neither the public accountant nor a business partner of the public accountant may:
- 9.2.3.1 be a business partner, director, officer or employee of the Corporation or any of its affiliates or a business partner of any director, officer or employee of the Corporation or any of its affiliates;
 - 9.2.3.2 beneficially own or control, directly or indirectly, a material interest in the debt obligations of the corporation or any of its affiliates; or
 - 9.2.3.3 have been a receiver, receiver-manager, sequestrator, liquidator or trustee in bankruptcy of the corporation or any of its affiliates within two years before the person's proposed appointment as public accountant of the Corporation.

ARTICLE 10 BY-LAWS

10.1 Enactment, Repeal and Amendment

In accordance with section 152 of the Act and subject to section 197 of the Act, by-laws of the Corporation may be enacted, repealed or amended by by-law enacted by a majority of the directors at a meeting of the board. Any by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

Pursuant to subsection 152(6) of the Act, any member entitled to vote at an annual meeting of members may make a proposal to make, amend or repeal a by-law.

In accordance with section 153 of the Act, a copy of any by-law that is enacted, amended or repealed in accordance with this paragraph, where the amendment to the by-laws has not been rejected by the members, shall be sent to the Director appointed under section 281 of the Act within twelve months of the day on which the amendment received member confirmation.

This paragraph does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) of the Act which by-law amendments or repeals are only effective when confirmed by members.

**ARTICLE 11
RULES AND REGULATIONS**

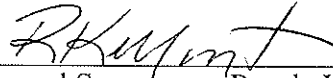
11.1 General

The board may prescribe rules and regulations not inconsistent with the by-laws of the Corporation relating to the management and operation of the Corporation as it deems expedient, provided that those rules and regulations shall have force and effect only until the next annual meeting of the members where they shall be confirmed, failing which they shall cease to have any force and effect.

MADE by the board the 13th day of JUNE, 2014.

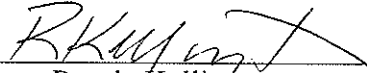


Director and President – Mac Mierzejewski



Director and Secretary – Ronda Kellington

CONFIRMED by the members in accordance with the Act the 14th day of JUNE, 2014.



Secretary – Ronda Kellington