

BY-LAW NO. 1

A by-law relating generally to the regulation of the business and affairs of Rat River Health Council (2008) Inc. / Conseil de santé Rivière-aux-Rats (2008) Inc.

BE IT AND IT IS HEREBY ENACTED as a by-law of Rat River Health Council (2008) Inc. / Conseil de santé Rivière-aux-Rats (2008) Inc. as follows:

1. INTERPRETATION

1.1. In the by-laws of the Corporation, unless the context otherwise requires:

- (a) "Act" means *The Corporations Act*, R.S.M. 1987, c. C225, and every statute that may be substituted therefor, as from time to time amended;
- (b) "Regulations" means the Regulations under the Act as published or from time to time amended;
- (c) "Board" means the board of directors of the Corporation;
- (d) "by-law" means this by-law and any other by-laws of the Corporation from time to time in force and effect;
- (e) "Corporation" means the corporation incorporated by Certificate of Incorporation under the Act and named "Rat River Health Council (2008) Inc. / Conseil de santé Rivière-aux-Rats (2008) Inc."
- (f) all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations;
- (g) the singular shall include the plural and the plural shall include the singular; the masculine shall include the feminine; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts, unincorporated associations or organizations, and any number of aggregate of persons; and
- (h) where the context so requires, any reference to a member shall include, in the case of an Organization Member, the person nominated by the Organization Member as its representative.

2. MISSION STATEMENT

2.1. Vision: To develop collaborative and seamless community based health care for the Chaboillé Region and surrounding area, and to respect Christian faith based and bilingual (French/English) language values in providing such care within the communities of such area.

2.2. Mission: The Corporation, while committed to collaboration with the South Eastman Regional Health Authority and Manitoba Health, exists for the express purpose of promoting and actively supporting community health care services within and around the Chaboillé Region for the benefit of residents of the Chaboillé Region and surrounding area, including:

- (a) to support the establishment and maintenance of a community medical clinic in the Village of St-Pierre-Jolys, in the Town of St-Malo and in any other location in the Chaboillé Region;
- (b) to assist and enable the recruitment and retention of medical doctors and other health care workers for the provision of health care services within the Chaboillé Region and surrounding area;
- (c) to promote and actively support sustainable and accessible health care services within and around the Chaboillé Region that meet the needs of the region's residents; and
- (d) to advance health and wellness education among residents of the Chaboillé Region by operating a community resource centre for health and wellness education and by providing classes, seminars, workshops, and health fairs about the physical and mental health and well-being.

2.3. Purpose: The Corporation will assess community health care services for the Chaboillé Region and surrounding area on an on-going basis. It will assist in determining what adjusted or new services, facilities and resources are required to meet a high standard of excellence in the delivery of health services to all residents of such area.

3. BUSINESS OF THE CORPORATION

3.1. Registered Office: Until changed in accordance with the Act, the registered office of the Corporation shall be in the Chaboillé Region (i.e. in the Village of St-Pierre-Jolys or in the Rural Municipality of De Salaberry), in the Province of Manitoba, and at such location therein as the Board may from time to time determine.

3.2. Financial Year: The financial year of the Corporation shall be determined by the Board.

3.3. Execution of Instruments: Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by the President or Vice-President and the Secretary or Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall also have the power from time to time by resolution to appoint any officer or officers, person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing. Any signing officer may affix the corporate seal (if any) to any contract, document or instrument, but any such contract, document or instrument is not invalid merely because the corporate seal (if any) of the Corporation is not affixed thereto.

3.4. Banking Arrangements: The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, credits unions, Caisse populaires, trust companies 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 arrangements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

3.5. Withholding Information from Members: Subject to the provisions of the Act, no member shall be entitled to discovery of any information respecting any details or conduct of the Corporation's business which, in the opinion of the Board, it would be inexpedient and not in the best interests of the members or the Corporation to communicate to the public. Otherwise, members may be informed of the Corporation's business through their nominees on the Board.

3.6. Cheques, Drafts and Notes: All cheques, drafts or orders for payment of money, and all notes and acceptances and bills of exchange, shall be signed by such officer or officers or person or persons whether or not officers of the Corporation and in such manner as the Board may from time to time designate.

3.7. Corporate Records and Books of Account: The records and books of account of the Corporation may be kept either at the registered office or at such other place in Manitoba as the Board may from time to time determine or approve.

3.8. Payment of Organizational Expenses: The Board may authorize the payment of all expenses incurred in setting up and registering the Corporation and all other expenses of or incidental to its formation and organization or which it considers preliminary.

4. DIRECTORS

4.1. Number and Quorum: Subject to the articles of the Corporation, and until changed by special resolution, the Board shall consist of ten (10) *ex officio* directors, namely:

- (a) the individuals nominated as representatives by each of the Organizational Members of the Corporation for the time being set out in Section 8.2; and
- (b) the following Regional Members:
 - (i) the individual admitted as a Regional Member residing south of Highway 23 in the Chaboillé Region;
 - (ii) the individual admitted as a Regional Member residing north of Highway 23 in the Chaboillé Region; and
 - (iii) the physician admitted as a Regional Member working anywhere in the Chaboillé Region.

Subject to Section 4.9, the quorum for the transaction of business at any meeting of the Board shall consist of six (6) directors or such other number of directors as may be determined from time to time by special resolution.

4.2. Qualification: No person shall be qualified to be a director if:

- (a) he or she is less than 18 years of age;
- (b) he or she is of unsound mind and has been so found by a Court in Canada or elsewhere;
- (c) he or she has the status of bankrupt; or
- (d) in the case of a person who is nominated as a representative of an Organizational Member, the Organizational Member of which he or she is the representative is no longer a member in good standing of the Corporation.

4.3. Term of Office: Subject to the articles of the Corporation and the Act, a director's term of office shall be for a period of two (2) years, provided that:

- (a) the first Board shall consist of five (5) directors with a one-year term and five (5) directors with a two-year term, and the members shall determine by ordinary resolution, at their first meeting following incorporation, which directors shall serve for a one-year term or two-year term; and
- (b) thereafter, all directors shall hold office for a term of two (2) years.

4.4. Re-appointment After Expired Term: A director whose term of office has expired may serve for a further term, regardless of how many successive terms of office such director has already served.

4.5. Vacation of Office: A director ceases to hold office when:

- (a) he or she dies;
- (b) he or she ceases to be a Regular Member or a representative of an Organizational Member who is a member in good standing, as the case may be;
- (c) he or she ceases to have the qualifications required by Section 4.2;
- (d) he or she provides a written resignation to the Corporation, such resignation to be effective at the time it is received by the Corporation or, if a time is specified in such resignation, at the time so specified, whichever is later; or
- (e) he or she is absent without the approval of the Board from three (3) consecutive regular meetings of directors (excluding special meetings of directors).

4.6. Filling Vacancies: In the event of a vacancy on the Board created by a person ceasing to be a Regular Member, or in the event a vacancy on the Board created by a person ceasing to be the representative of an Organizational Member is not filled within sixty (60) days from the date of the notice referred to in Section 8.10, a quorum of the remaining directors may fill any such vacancy on the Board and any person so appointed as a director to fill such vacancy shall hold office for the unexpired term of his predecessor. Any person appointed by the Board to fill a vacancy created by a person ceasing to be the representative of an Organizational Member shall continue to serve as a director for the unexpired term of his predecessor notwithstanding that a person is subsequently nominated by the Organization Member as its representative after such appointment and prior to the expiry of such term. For greater certainty, such newly nominated representative shall not be a director *ex officio* prior to the expiry of such unexpired term.

4.7. Special Advisors: The following persons shall act as special advisors to the Board with the right to attend all meetings of the Board:

- (a) the Facility Manager of the De Salaberry District Health Centre;
- (b) the pharmacist admitted as a Regional Member working anywhere in the Chaboillé Region; and
- (c) any other person or persons appointed from time to time by the Board by reason of specific expertise or representation.

4.8. Action by the Board: The Board shall manage the business and affairs of the Corporation. Subject to Section 4.9, the powers of the Board may be exercised by resolution, passed at a meeting at which a quorum is present or by resolution in writing signed by all of the directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

4.9. Canadian Majority: The Board shall not transact business at a meeting, other than filling a vacancy in the Board, unless a majority of the directors present are resident of Canada, except where:

- (a) a director who is a resident of Canada and is unable to be present approves in writing, or by telephonic, electronic or other communications facilities, the business transacted at the meeting; and
- (b) the number of directors who are required to be residents of Canada would have been present had that director been present at the meeting.

4.10. Meetings by Telephone: If all the directors consent, a director may participate in a meeting of the Board or of a committee of the Board by means of such telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate adequately with each other, 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 and of committees of the Board held while a director holds office.

4.11. Place of Meetings: Meetings of the Board may be held at any place in or outside Canada.

4.12. Calling of Meetings: Meetings of the Board shall be held from time to time and at such time and place as the Board, the President or any two directors may determine.

4.13. Notice of Meeting: Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 10.1 to each director not less than 48 hours before the time when the meeting is to be held. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including any proposal to:

- (a) submit to the members any question or matter requiring approval of the members;
- (b) fill a vacancy among the directors or in the office of auditor;
- (c) approve any annual financial statements; or
- (d) adopt, amend or repeal by-laws.

A director may in any manner waive notice of or otherwise consent to a meeting of the Board, and attendance of a director at a meeting of the Board is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.14. 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 such Board is elected.

4.15. Adjourned Meeting: Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.16. Regular Meetings: The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named. A copy of any resolution of the Board fixing the place and time of such regular meeting shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose of the business to be transacted thereat to be specified.

4.17. Chair: The Chair of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: President of the Board, Vice-President, Secretary, Treasurer. If no such officer is present, the directors present shall choose one of their number to be chairman of such meeting.

4.18. Right to Vote: Each director shall be entitled to one (1) vote at all meetings of the Board.

4.19. Votes to Govern: At all meetings of the Board every question shall be decided by a simple majority of the directors present. In the event of a tie vote, the President shall not have a casting vote.

4.20. Conflict of Interest: A director or officer who is a party to, or who is a director or officer of, or has a material interest in any person who is a party to, a material contract or proposed material contract with the Corporation shall disclose the nature and extent of his interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Board or members for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board or members, and a director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided by the Act.

4.21. Remuneration and Expenses: The directors of the Corporation shall serve without remuneration, provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor, as long as this information is disclosed in writing to the Corporation.

5. COMMITTEES

5.1. Committee of Directors: The Board may appoint a committee of directors, however designated, and delegate to such committee any of the powers of the Board except those which, under the Act, a committee of directors has no authority to exercise. A majority of the members of such committee shall be residents of Canada.

5.2. Transaction of Business: Subject to the provisions of Section 4.10, the powers of a committee of directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

5.3. Advisory Committees: The Board may from time to time appoint such other committees as it may deem advisable, including a Nominating Committee referred to in Section 8.5, but the functions of any such other committees shall be advisory only.

5.4. Procedure: Unless otherwise determined by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairman and to regulate its procedure.

6. OFFICERS

6.1. Appointment: The Board shall annually or more often as may be required appoint by secret ballot:

1. a President
2. a Vice-President

3. a Secretary
4. a Treasurer

All of the said officers shall be members of the Board. Any two of the aforesaid offices may be held by the same person except those of President and Vice-President. In case and whenever the same person holds the office of Secretary and Treasurer, he or she may but need not be known as the Secretary-Treasurer. The Board may from time to time designate such other offices and appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as from time to time shall be prescribed by the Board. A person may hold office as President for more than one year if re-appointed but shall not hold office for more than three (3) consecutive years, but this provision shall not prevent a person from being a director following his or her retirement as President or from being re-appointed President after a further period of one (1) year out of office.

6.2. Duties of Officers May be Delegated: In case of the absence or inability to act of the President, Vice-President or any other 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 or officers to any other officer or to any director for the time being.

6.3. Variation of Powers and Duties: The Board may from time to time, and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer.

6.4. Term of Office: The Board, in its discretion, may remove any officer of the Corporation appointed by it, without prejudice to such officer's rights under any employment contract. Otherwise each officer appointed by the Board shall hold office until his or her successor is appointed.

6.5. Terms of Employment and Remuneration: The terms of employment and the remuneration of officers appointed by the Board shall be settled by it from time to time.

6.6. Conflict of Interest: An officer shall disclose his interest in any material contract or proposed material contract with the Corporation in accordance with Section 4.20.

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

6.8. Fidelity Bonds: The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the Board may from time to time determine.

6.9. President: The President shall, if present, preside at all meetings of members and directors. He shall sign all instruments which require his signature and perform all duties incidental to his office and shall have such other powers and duties as may from time to time be assigned to him by the Board.

6.10. Vice-President: The Vice-President shall be vested with all powers and shall perform all duties of the President in the absence or disability or refusal to act of the President. The Vice-President shall also have such other powers and duties, if any, as may from time to time be assigned to him by the Board.

6.11. Secretary: The Secretary shall issue or cause to be issued notices for all meetings of the Board of directors and members when directed to do so; have charge of the minute books of the Corporation; sign with the President or other signing officer or officers of the Corporation such instruments as require his signature; and shall perform such other duties as the terms of his engagement call for or the Board may from time to time properly require of him.

6.12. Treasurer: The Treasurer shall have the care and custody of all 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 other depository or depositories, including credit unions and Caisse populaires, as the Board of directors may direct. He shall at all reasonable times exhibit his books and accounts to any director of the Corporation upon reasonable notice at the office of the Corporation during regular business hours. He shall sign or counter sign such instruments as require his signature and shall perform all duties incident to this office or that are properly required of him by the Board.

6.13. General Manager or Manager: The Board may from time to time appoint a General Manager or Manager, who may but need not be one of the directors of the Corporation, and may delegate to him full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the Board or by the members in general meeting) and to employ and discharge agents and employees of the Corporation or may delegate to him any less power. If and so long as the General Manager or Manager is a director, he may but need not be known as managing director. He shall conform to all lawful orders given to him by the Board. He shall at all reasonable times give to the directors or any of them all information they may require upon reasonable notice regarding the affairs of the Corporation.

7. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

7.1. Limitation of Liability: No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee of the Corporation, or for joining in any receipt or other 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 for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising to the Corporation from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act and the Regulations or from liability for any breach thereof.

7.2. Indemnity: Subject to the limitations contained in the Act, the Corporation shall indemnify a director or officer, a former director or officer, 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 member or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and his 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 in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if:

- (a) he acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

7.3. Insurance: Subject to the limitations contained in the Act, the Corporation shall purchase and maintain such insurance for the benefit of its directors and officers as such, as the Board may from time to time determine.

8. MEMBERS OF THE CORPORATION

8.1. Classes of Membership: There shall be three (3) classes of membership in the Corporation, namely:

- (a) Organizational Members;
- (b) Regional Members; and
- (c) Honorary Members.

8.2. Organizational Members: The Organizational Members shall be those bodies corporate, companies, corporations, partnerships, syndicates, or unincorporated associations or organizations listed below, or their respective successors, and the number of persons each Organizational Member shall be entitled to nominate as its representative or representatives at all meetings of the members shall be as follows:

Village of St-Pierre-Jolys	1 representative
Rural Municipality of De Salaberry	1 representative
De Salaberry Health Centre Foundation Inc.	1 representative
St-Pierre-Jolys Chamber of Commerce	1 representative
St-Malo Chamber of Commerce	1 representative
Manoir St-Pierre	1 representative

Chalet Malouin

1 representative

Each person nominated by an Organizational Member as its representative or as one of its representatives shall have the right to cast one vote at all meetings of the members.

8.3. Regional Members: Until otherwise determined by the Board, and approved by the Members, there shall be five (5) Regional Members as follows:

the Facility Manager of the De Salaberry District Health Centre

one individual admitted as a Regional Member residing south of Highway 23 in the Chaboillé Region

one individual admitted as a Regional Member residing north of Highway 23 in the Chaboillé Region

one pharmacist admitted as a Regional Member working anywhere in the Chaboillé Region

one physician admitted as a Regional Member working anywhere in the Chaboillé Region

Each Regional Member shall have the right to cast one vote at all meetings of the members.

8.4. Notice to Corporation: The names of the nominated representatives of each of the Organizational Members and any replacements for existing representatives shall be notified to the Corporation in writing by each of the Organizational Members by way of a certified copy of a resolution of the Organizational Member's Board of Directors and, except with the unanimous consent of the other members, no voting rights shall accrue to any such Organizational Member until 24 hours have elapsed from the time the notice was received by the Corporation.

8.5. Admission of Members: The Board shall be entitled to determine from time to time, subject to a review by the members at any general meeting of the Corporation, which bodies corporate, corporations, companies, partnerships, syndicates, trusts, or unincorporated associations or organizations shall be entitled to become new Organizational Members of the Corporation and how many persons each new Organizational Member shall be entitled to nominate as its representative or representatives at all meetings of the members. It is intended that a community medical clinic be established with the support of the Corporation, as set out in the Corporation's articles, and once established it is intended that the community medical clinic, whether a partnership or an incorporated or unincorporated body, become an Organizational Member of the Corporation and be entitled to nominate one representative, being a physician, at all meetings of the members, and that the number of Regional Members be reduced to four by eliminating as a Regional Member one physician working anywhere in the Chaboillé Region.

In respect of Regional Members, other than the Facility Manager of the De Salaberry District Health Centre, the Board may appoint a Nominating Committee to prepare and present a list of applicants to the Board for consideration and admission as Regional Members. The Nominating

Committee will strive to ensure that all applicants for admission as Regional Members are individuals who will support the vision, purpose and mission of the Corporation.

8.6. Membership Fees: The Board may from time to time establish membership fees, application fees and any other fees in such amounts as it shall deem advisable, and may for such purpose establish different classes with different fees and subscriptions with respect to each class, and the discretion of what type of classes and the manner of determining the same shall be in the directors; provided, however, that any change shall be brought before the next meeting of members and notice of such consideration shall be given. Any action of the directors as aforesaid, unless rescinded at such meeting of members, shall continue and be valid, but the members may at such meeting vary the actions of the directors as determined by a majority of members present.

8.7. Honorary Memberships: Honorary memberships for such term as may be deemed appropriate shall be open to members including, in the case of Organizational Members, their nominated representatives from time to time, who have distinguished themselves by their service to the Corporation or the community and shall be conferred by the Board at any regular or special meeting of the directors. Honorary members shall be exempt from payment of fees, dues or assessments during the period of their honorary membership. They shall not vote, shall not become *ex officio* directors, and shall not be eligible for office. They may attend meetings of the Board and enjoy such other benefits and privileges of the Corporation, but shall have no interest in the funds or property thereof.

8.8. Termination of Membership: The membership of any member of the Corporation may be terminated by a vote of three-quarters of the members present at any duly constituted meeting of the members, provided however, that not less than five (5) days notice of such meeting and of the intention to consider this matter shall be given to the member involved and the member shall be entitled to be present at such meeting and to make representations. The vote whether to terminate such membership shall be carried out by secret ballot. In addition, the membership of any member of the Corporation may be terminated voluntarily by such member giving written notice of termination to the President or Secretary of the Corporation.

8.9. Membership Not Transferable: The interest of a member in the Corporation is not transferable and lapses and ceases to exist when the period of its membership, if any, expires, or when it ceases to be a member by resignation or otherwise in accordance with the by-laws of the Corporation, or in the case of a Regular Member upon his death, or in the case of an Organization Member upon its dissolution or liquidation with no successor thereto.

8.10. Cancellation of Nomination: The nomination of any person as the representative of an Organizational Member may be cancelled by a vote of three-quarters of the members present at any duly constituted meeting of the members, provided, however, that not less than five (5) days notice of such meeting and of the intention to consider this matter shall be given to the Organizational Member and the representative involved, and the representative and a delegate of the Organizational Member shall be entitled to be present at such meeting and to make representations. The vote whether to cancel such nomination shall be carried out by secret ballot.

In the event the nomination of any person as the representative of an Organizational Member is cancelled, the Organization Member which nominated the representative shall be notified of such cancellation in writing and shall have sixty (60) days from the date of the notice within which to nominate a replacement representative.

8.11. Failure to Pay Dues: A member which has failed to pay any required membership dues thirty (30) days after demand has been made therefor shall cease to be a member upon notification to that effect, but may be readmitted upon paying all dues owing in arrears.

9. MEETINGS OF MEMBERS

9.1. Annual Meetings: The annual meeting of members shall be held at such time in each year and, subject to Section 9.3, at such place as the Board from time to time determines for the purpose of considering the financial statements and reports required by the Act to be placed before the annual meeting, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.

9.2. Special Meetings: The Board or any two (2) members shall have power to call a special meeting of members at any time.

9.3. Place of Meetings: Meetings of members shall be held at the registered office of the Corporation or elsewhere in the Chaboillé Region in which the registered office is situated or, if the Board shall so determine, at some other place in Canada or, if all the members entitled to vote at the meeting so agree, at some place outside Canada.

9.4. Notice of Meetings: Notice of the time and place of each meeting of members shall be given in the manner provided in Section 10.1 not less than 21, but no 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 Corporation's record as a member entitled to vote at the meeting. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report, and reappointment of the incumbent auditor shall state the nature of such business in sufficient detail to permit the member to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. A member may in any manner waive notice of or otherwise consent to a meeting of members.

9.5. Record Date for Notice: The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member, director or the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.

9.6 Meetings Without Notice: A meeting of members may be held without notice at any time and place permitted by the Act:

- (a) if all the members entitled to vote thereat are present in person, or in the case of Organizational Members are present through their nominated representative, or are

represented by proxy, or if those not present or represented by proxy waive notice of or otherwise consent to such meeting being held, and

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

At such a meeting any business may be transacted which the Corporation at a meeting of members may transact.

If the meeting is held at a place outside Canada, members not present or represented by proxy, but who have waived notice of or otherwise consented to such a meeting, shall also be deemed to have consented to the meeting being held in such place.

Unless otherwise provided herein, every question submitted to any meeting of members shall be decided in the first instance by a show of hands, unless a person entitled to vote at the meeting has demanded a ballot, and in the case of an equality of votes the President of the meeting shall not, both on a show of hands and on a ballot, have a second or casting vote in addition to the vote or votes to which he may be otherwise entitled. At any meeting unless a ballot is demanded, a declaration by the President of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

9.7. President, Secretary and Scrutineers: The President of any meeting of members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: President or a Vice-President. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be President. If the Secretary of the Corporation is absent, the President 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 President with the consent of the meeting.

9.8. Persons Entitled to be Present: The only persons entitled to be present at a meeting of members shall be those entitled to vote thereat, the directors and the auditor 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 to be present at the meeting. Any other person may be admitted only on the invitation of the President of the meeting and with the consent of the members present at the meeting.

9.9. Quorum: A quorum for the transaction of business at any meeting of members shall be a majority of the members entitled to cast votes at the meeting, being present in person or by one or more of their allotted representatives, or a duly appointed proxy holder for an absent member or representative so entitled. If a quorum is present at the opening of any meeting of members, the members present or represented by proxy may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of members, the members present or represented by proxy may adjourn the meeting to a fixed time and place but may not transact any other business.

9.10. Proxies: Every member or representative of a member entitled to vote at a meeting of members may appoint a proxy holder, or one or more alternate proxy holders, but such proxy holder must be one of the other members or nominated representatives although not necessarily from the member which nominated the representative appointing the proxy, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing and executed by the member or representative, and shall conform with the requirements of the Act.

9.11. Time for Deposit of Proxies: The Board may specify in a notice calling a meeting of members a time, preceding the time of such meeting by not more than 48 hours exclusive of non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, if no such time is specified in such notice, unless it has been received by the Secretary or by the President of the meeting or any adjournment thereof prior to the time of voting.

9.12. Votes to Govern: At any meeting of members every question shall, unless otherwise required by the articles or by-laws, be determined by a simple majority of the votes cast.

9.13. 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 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 President 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 questions, and the result of the vote so taken shall be the decision of the members upon the said question.

9.14. 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 President 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 to that number of votes provided by the Act or the articles, and the result of the ballot so taken shall be the decision of the members upon the said question.

9.15. Adjournment: If a meeting of members is adjourned for less than 30 days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

9.16. Resolutions in Writing: A resolution in writing signed by all members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of

the members unless a written statement with respect to the subject matter of the resolution is submitted by a director or the auditors in accordance with the Act.

10. NOTICES

10.1. Method of Giving Notices: Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Regulations, the articles, the by-laws or otherwise to a member, nominated representative of an Organizational 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 his recorded address or if mailed to him at his recorded address by prepaid ordinary or air mail or if sent to him at his 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 to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, nominated representative of an Organizational Member, director, officer, auditor or member of a committee of the Board in accordance with any information believed by him to be reliable.

10.2. 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.

10.3. Undelivered Notices: If any notice given to a member or to a nominated representative of an Organizational Member, pursuant to Section 10.1, is returned on three consecutive occasions because the member or the nominated representative of an Organizational Member cannot be found, the Corporation shall not be required to give any further notices to such member or to such nominated representative, until it informs the Corporation in writing of its new address.

10.4. Omissions and Errors: The accidental omission to give any notice to any member, nominated representative of an Organizational Member, director, officer, auditor or members 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.

10.5. Waiver of Notice: Any member (or its duly appointed proxy holder), nominated representative of an Organizational Member, director, officer, auditor or members of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given under any provision of the Act, the Regulations, the articles, the by-laws or otherwise and such waiver or abridgement shall cure the default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of members or of the Board which may be given in any manner.

11. RULES AND REGULATIONS

11.1. Board to Prescribe: The Board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and in default of confirmation at such annual meeting of members shall at and from that time cease to have force and effect.

ENACTED by the Board this _____ day of _____, 2009.

President

Secretary