

November 27, 2013

CONSTITUTIONAL BY-LAWS

BY-LAWS RELATING GENERALLY TO THE
TRANSACTION OF THE AFFAIRS OF:
CENTENNIAL COMMUNITY IMPROVEMENT ASSOCIATION
INC.

BE IT ENACTED as By-laws of Centennial Community Improvement Association Inc. (herein after called the "Association"), as follows:

ARTICLE 1 – PREAMBLE

1.1 Neighbourhood Improvement Association

The name of the association is the Centennial Community Improvement Association Inc.

1.2 The By-laws

The following articles set forth the By-laws of the Centennial Community Improvement Association Inc.

1.3 Mandate

Centennial Community Improvement Association Incorporated (C.C.I.A) operates as a not-for-profit entity, which shall represent and act upon the concerns or issues of residents of the Centennial neighbourhood. The geographical area is bordered by Princess Street, William Avenue, Sherbrook Street and the Canadian Pacific railway tracks.

The C.C.I.A will hold dear the common good of residents of the Centennial community. The C.C.I.A offers a variety of support services and programs to improve the housing, safety, recreation and general quality of living standards in the Centennial community. The C.C.I.A will work with agencies, government and private interests to meet its mandate.

ARTICLE 2 – OBJECTIVES OF THE ASSOCIATION

2.1 **The Objectives of the Centennial Community Improvement Association are:**

- (1) To uphold, support and foster the voice of residents of Centennial neighbourhood;
- (2) To be attentive and responsive to the desires, wants and needs of residents of Centennial neighbourhood;
- (3) To reflect and respect the inherent diversity of the residents of Centennial neighbourhood;
- (4) To foster and promote positive, respectful relationships between residents of Centennial neighbourhood;
- (5) To project a positive image of the Centennial neighbourhood;
- (6) To advocate, lobby and liaise on behalf of the residents of Centennial neighbourhood;
- (7) To create a neighbourhood which will provide opportunities for community members to affect positive changes for the Centennial neighbourhood;
- (8) To create opportunities for a better standard of living, increased employment and a safer, healthier neighbourhood;
- (9) To extend and expand the role of Centennial neighbourhood residents in achieving the above mentioned objectives.

2.2 **Accountability**

Directors are carriers of the Spirit of the Organization and are bound by the following:

- (1) To serve the organization and to see it develop and grow;
- (2) To believe in the importance and values of the organization;
- (3) To endorse the mission, vision and values of the community; and

- (4) To care passionately about the work of the organization and commit the time, energy and expertise needed to ensure a positive future.

Directors are in a position of trust and must act honestly, in good faith and in the best interests of the organization. Directors are obligated to uphold the integrity of the organization with loyalty and duty. The accountability of a Director means that the organization not only achieves its objectives, but that it does so in a manner that does not unduly place the organization or community at risk.

ARTICLE 3 – MEMBERSHIP

3.1 **Classification of Members**

There are three (3) categories of Members:

- Full Charter Members;
- Associate Members;
- Non-voting Members.

(1) **Full Charter Members**

Full Charter Members are individuals who:

- (a) reside within the community proper;
- (b) are at least 18 years of age; and
- (c) support the aims, beliefs and activities of the Association.

(2) **Associate Members**

Associate Members are individuals, agencies, or businesses that:

- (a) support the aims, beliefs and activities of the Association;
- (b) are at least 18 years of age; and
- (c) own or rent property-but do not reside-within the community.

(3) **Non-voting Members**

Non-voting Members are individuals, agency members, or business owners that:

- (a) support the aims, beliefs and activities of the Association;
- (b) at least 18 years of age; and
- (c) have an interest in the development and improvement of the Centennial Community.

3.2 Admission of Members

Any individual, agency member, or business owner may become a Member in the appropriate category by meeting the requirements in Article 3.1. Members must register prior to or at an Annual General Meeting or Special General Meeting if they intend to participate. Current documentation to support age and place of residence may be required. Where current documentation cannot be obtained, a registered member may witness the authenticity of an applicant's residency.

3.3 Membership Terms and Fees

(1) Membership Year

The membership year is January 1st to December 31st of each calendar year. Full Charter Members must have resided in the Centennial Community for at least six (6) of the previous twelve (12) months immediately prior to the AGM in which they intend to vote. The six (6) months need not be consecutive.

(2) Membership Fees

There are no membership fees for the Centennial Community Improvement Association Inc.

3.4 Rights and Privileges of Members

(1) Full Charter Membership

All Full Charter Members in good standing are entitled to:

- (a)** receive notices of meetings of the Association;
- (b)** attend the Annual General Meetings of the Association;
- (c)** vote at the Association's Annual General Meetings and Special General Meetings;
- (d)** speak at the Annual General Meeting of the Association;
- (e)** sit as a voting member of committees and sub-committees;
and
- (f)** run and be elected as a member of the Association's Board of Directors.

(2) Associate Membership

All Associate Members in good standing are entitled to:

- (a)** receive notices of the Association's Annual General Meetings;
- (b)** attend the Annual general meetings of the Association; **(c)** vote at the Association's Annual General Meetings and Special General Meetings;

- (d) speak at the Annual General Meeting of the Association; and
- (e) sit as a voting member of committees and sub-committees.

(3) Non-voting Membership

All Non-voting Members in good standing are entitled to:

- (a) receive notices of the Association's Annual General Meetings;
- (b) attend the annual general meetings of the Association; and
- (c) sit as a voting member of committees and sub-committees.

(4) Voting Privileges

Only Full Charter Members and Associate Members who are in good standing can vote at Annual General Meetings and Special General Meetings of the Centennial Community Improvement Association Inc.

(5) Number of Votes

(a) Individual

An individual voting member is entitled to one (1) vote at an Annual General Meeting or Special General Meeting of the Association.

(b) Agencies and Businesses

An agency or business can register only one (1) adult representative in the Associate Member category and, therefore, that agency or business would have one (1) vote at an Annual General Meeting or Special General Meeting of the Association. All other representatives within that agency or business can only register as non-voting members.

(6) Proxy Votes

No proxy votes will be allowed.

(7) Member in Good Standing

A Member is in good standing when the Member:

- (a) has paid all membership fees set by the Board,
- (b) meets the criteria for his/her classification of membership, and
- (c) is not suspended as a Member as provided for under Article 3.5.

3.5 Suspension of Membership

(1) Decision to Suspend

The Board, at a Special General Meeting called for that purpose, may suspend a Member's membership status for a length of time set by the Board, for one or more of the following reasons:

- (a)** if the Member has failed to abide by the Bylaws;
- (b)** if the Member has been disloyal to the Association;
- (c)** if the Member has disrupted meetings or functions of the Centennial Community Improvement Association Inc.; or
- (d)** if the Member has done or failed to do anything judged to be harmful to the Association.

(2) Notice to the Member

The affected Member will receive a written notice of the Board's intention, either by registered mail or delivered by an Officer of the Board. The notice will state the reasons why suspension is being considered.

(3) Decision of the Board

- (a)** The Member will have an opportunity to appear before the Board to address the matter.
- (b)** The decision of the Board is final.

<p>ARTICLE 4- MEETINGS OF CENTENNIAL COMMUNITY IMPROVEMENT ASSOCIATION INC.</p>

4.1 The Annual General Meeting

(1) Scheduling

The Centennial Community Improvement Association Inc. holds its Annual General Meeting once during each calendar year in- or within 2.5 kilometres of- the Centennial Community boundaries. The Board sets the place, day and time of the meeting.

(2) Notice

The Secretary mails or delivers a notice to each Member at least thirty (30) days prior to the date of the next Annual General Meeting. This notice states the place, day and time of the Annual General Meeting.

(3) Agenda for the Meeting

The Annual General Meeting deals with the following matters:

- (a)** adopting the agenda;
- (b)** adopting the minutes of the last Annual General Meeting;
- (c)** considering the President's report;
- (d)** reviewing the financial statements setting out the Centennial Community Improvement Association Inc.'s income, disbursements, assets and liabilities and the auditor's report;
- (e)** appointing the auditors;
- (f)** electing the Members of the Board of Directors;
- (g)** considering matters specified in the meeting notice.

(4) Quorum

Attendance of a minimum number of twenty (20) voting Members present at the Annual General Meeting is a quorum.

4.2 Special Meetings of the Centennial Community Improvement Association Inc.

(1) Calling of a Special General Meeting

A Special General Meeting may be called at any time:

- (a)** by a resolution of the Board of Directors; or
- (b)** on the written request of at least five (5) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or
- (c)** on the written request of at least fifty percent (50%) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

(2) Notice

The Secretary mails or delivers a notice to each member at least ten (10) days before the Special General Meeting. This notice states the place, day, time and purpose of the Special General Meeting.

(3) Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are to be considered at any Special General Meeting.

(4) Quorum at the Special General Meeting

Attendance of a minimum number of twenty (20) voting Members present at the Special General Meeting is a quorum.

4.3 Proceedings at the Annual or a Special General Meeting

(1) Attendance by the Public

General Meetings of the Centennial Community Improvement Association Inc. are open to any member of the public, except those individuals suspended under Article 3.5. A majority of the Members present may ask any persons who are not Members to leave.

(2) Failure to Reach Quorum

The President or Chair will cancel the Annual General Meeting or Special General Meeting if a quorum is not present within one (1) hour after the set time. If canceled, the meeting will be rescheduled for the same day one (1) week later at the same time and place. If a quorum is not present within one hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

(3) Presiding Officer

The appointed President of the Association chairs the Annual General Meeting and any Special General Meetings of the Centennial Community Improvement Association Inc. In the absence of the President, the Vice-President will chair.

(4) Voting Procedures

The following procedures apply to all voting at every Annual General Meeting and Special General Meeting of the Centennial Community Improvement Association Inc. with the exception of the election of the Board of Directors:

- (a)** A show of hands decides every vote. A secret ballot for any one (1) issue or resolution will be used if at least two (2) voting Members request it.
- (b)** The President or Chair does not cast a vote except in the case of a tie. If there is a tie vote, and the President or Chair abstains, the motion is defeated.
- (c)** No voting Member may vote by proxy.
- (d)** A majority of the votes (50% plus one) of the Voting Members present decides each issue and resolution.
- (e)** The election of Officers of the Board of Directors will be determined by secret ballot.

ARTICLE 5- GOVERNANCE OF CENTENNIAL COMMUNITY IMPROVEMENT
ASSOCIATION INC.

5.1 The Board of Directors

(1) Governance and Management of the Association

The Board of Directors (Board) governs and manages the affairs of the Centennial Community Improvement Association Inc.

(2) Powers and Duties of the Board

The powers and duties of the Board include, but are not limited to:

- (a)** Promoting the membership and objectives of the Association;
- (b)** Maintaining and protecting Centennial Community Improvement Association Inc.'s assets and property;
- (c)** Approving an annual budget for Centennial Community Improvement Association Inc.;
- (d)** Paying all expenses for operating and managing Centennial Community Improvement Association Inc.;
- (e)** Paying persons for services and protecting persons from debts of the Association;
- (f)** Financing the operations, and borrowing or raising monies;
- (g)** Making policies, procedures and practices operating Centennial Community Improvement Association;
- (h)** Approving all contracts for Centennial Community Improvement Association Inc.;
- (i)** Maintaining all accounts and financial records of Centennial Community Improvement Association Inc.;
- (j)** Appointing legal counsel as necessary;
- (k)** Hiring an Executive Director to operate Centennial Community Improvement Association Inc.;
- (l)** Regulating employees' duties and setting their salary scales;
- (m)** Delegating its powers and duties to the Executive Committee or the paid Executive Director of Centennial Community Improvement Association Inc.

(3) Composition of the Board

The Board consists of the following Directors:

- (a)** Eight (8) Directors-at-large
- (b)** One (1) Appointed North Logan Representative
- (c)** Two (2) Appointed Associate Representatives.

- (4) Election of the Directors-At-Large**
- (a)** Directors are elected for two year terms
 - (b)** Members may re-elect any Director of the Board for a maximum of eight years total, consecutive or non-consecutive.
 - (c)** Members may extend any Directors maximum re-election term up to but not exceeding an additional 3 years.
- (5) Resignation, Death or Removal of a Director**
- (a)** A Director may resign from office by giving one (1) month's notice in writing.
 - (b)** A Director who misses three (3) consecutive regular board meetings, without notice automatically vacates her/his position as Director.
 - (c)** Voting Members may remove any Director before the end of her/his term. There must be a majority vote at a Special General Meeting called for this purpose or by motion at the next Annual General Meeting.
 - (d)** If there is a vacancy on the Board, the remaining Directors may appoint a Full Charter Member in good standing to fill that vacancy for the remainder of the term.
- (6) Meetings of the Board**
- (a)** The Board holds at least eight (8) meetings each year.
 - (b)** The President calls the meetings.
 - (c)** There may be ten- (10) days notice for Board meetings. Board Members may waive notice.
 - (d)** A majority of the Directors at any Board meeting is a quorum.
 - (e)** If there is no quorum, the Chair adjourns the meeting to the same time, place, and day of the following week.
 - (f)** Each Director has one (1) vote. The President votes only in the case of a tie.
 - (g)** No Director may vote by proxy.
 - (h)** A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- (7) Appointments of the North Logan and Associate Representatives**
- (a)** Recruitment of North Logan and Associate Representatives will be done by Officers from the Board of Directors
 - (b)** Candidates will be voted on by the Board of Directors
 - (c)** North Logan and Associate Representatives are appointed for two year terms.

5.2 Officers

- (1) The Officers of Centennial Community Improvement Association Inc. are the President, Vice-President, Secretary and Treasurer.
- (2) The Board of Directors elects the Officers at the first Board of Directors meeting after the Annual General Meeting.
- (3) Officers are elected for a one-year duration.
- (4) Appointed Directors are not eligible for Officer positions.

5.3 **Duties of the Officers of Centennial Community Improvement Association Inc.**

- (1) **The President:**
 - (a) supervises the affairs of the Board;
 - (b) when present, chairs all meetings of Centennial Community Improvement Association Inc., the Board and the Executive Committee;
 - (c) meets with the Executive Director of Centennial Community Improvement Association Inc. on a regular basis;
 - (d) carries out other duties assigned by the Board.
- (2) **The Vice-President:**
 - (a) presides at meetings in the President's absence;
 - (b) is a member of the Executive Committee; and
 - (c) carries out other duties assigned by the Board.
- (3) **The Secretary:**
 - (a) attends all meetings of the Board and the Executive Committee;
 - (b) makes sure that accurate minutes of the meetings are kept;
 - (c) makes sure that all notices of the meetings are sent;
 - (d) makes sure a record of names and addresses of all Members of Centennial Community Improvement Association Inc. is kept;
 - (e) makes sure that the Corporation files their annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
 - (f) carries out other duties assigned by the Board.
- (4) **The Treasurer:**
 - (a) attends all meetings of the Board and the Executive Committee;
 - (b) makes sure that all funds paid to Centennial Community Improvement Association Inc. are deposited in a chartered bank or credit union chosen by the Board;

- (c) makes sure a detailed account of the revenues and expenditures is presented to the Board on regular basis;
- (d) makes sure, if required, an audited statement of the financial position of Centennial Community Improvement Association Inc. is prepared and presented to the Annual General Meeting;
- (e) carries out other duties assigned by the Board

5.4 **Board Committees**

(1) Establishing Committees

The Board may appoint committees to advise the Board. Committees can be standing and ad hoc.

(2) General Procedures for Committees

A Board Member chairs each committee created by the Board. Where a committee establishes co-chairs one chair will be a Board Member.

(3) The Chairperson calls committee meetings.

Each committee:

- (a) establishes terms of reference for final approval by the Board;
- (b) records minutes of its meetings;
- (c) distributes these minutes to the committee members;
- (d) provide reports to Board of Directors meetings at the Board's request.

(4) A majority of the committee members present at a meeting is a quorum.

(5) Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting.

5.5 **Standing Committees**

The Board of Directors establishes the following standing committees:

- Executive Committee
- Finance Committee
- Membership Committee
- Housing Committee
- Safety Committee

(1) The Executive Committee:

(a) consists of the President, Vice-President, Secretary and Treasurer.

(b) is responsible for:

- ensuring an agenda is developed for the Board meetings;
- when clearly stated by the Board of Directors, acts on

- behalf of the Board for activities that occur between Board meetings
- carrying out emergency or urgent business between Board meetings;
- reporting to the Board on actions taken between Board meetings;
- meet a least ten (10) times per year;
- a meeting of the Executive Committee may take place through a telephone conference call;
- an officer may waive formal notice of a meeting.

(2) The Finance Committee:

(a) consists of the Treasurer, who is the Chairperson, and other Members of the Board.

(b) is responsible for:

- the development and implementation of budgets and ensure accurate tracking, monitoring, and accountability of funds;
- recommending budget policies to the Board;
- investigating and making recommendations to the Board for acquiring funds and property;

- recommending policies on disbursing and investing funds to the Board;
- arranging the annual audit of the corporation;
- reporting on the year's financial activities at the Annual General Meeting; and
- carrying out other duties assigned by the Board.

(3) The Membership Committee:

(a) consists of members of the Centennial Community Improvement Association.

(b) is responsible for:

- the development of protocols to generate and maintain membership for the association

(4) The Housing Committee:

(a) consists of members of the Centennial Community Improvement Association.

(b) is responsible for:

- the development and implementation of a Neighbourhood Housing Plan for the Centennial Neighbourhood.

(5) The Safety/Resource Committee:

- (a) consists of members of the Centennial Community Improvement Association.
- (b) is responsible for:
 - the development of a Neighbourhood Safety/Resource Plan for the Centennial Neighbourhood.

5.6 Ad Hoc Committees

The Board of Directors establishes the following ad hoc committees:

- Annual General Meeting and Nominations Planning Committee
- Community Celebration Planning Committee

(1) The Annual General Meeting and Nominations Planning Committee:

- (a) consists of members of the Centennial Community Improvement Association.
- (b) is responsible for:
 - planning of the business portion for the Annual General Meeting.

(2) The Community Celebration Planning Committee:

- (a) consists of members of the Centennial Community Improvement Association.
- (b) is responsible for:
 - planning of a celebration to be held in conjunction with the Annual General Meeting.

5.7 The Executive Director

- (1) The Board may hire an Executive Director as required to carry out assigned duties and responsibilities.
- (2) The Executive Director reports to and is responsible to the Board of Directors, and acts as an advisor to all Board Meetings and Committee Meetings.
- (3) The Executive Director acts as the administrative officer of the Board in:
 - (a) managing all of the business of the Association;
 - (b) hiring, supervising, evaluating and releasing all other paid staff;
 - (c) interpreting and applying the Board's policies;
 - (d) maintaining Centennial Community Improvement Association Inc.'s books;
 - (e) preparing budgets for Board approval;
 - (f) planning programs and services based on the Board's priorities;

- (g) keeping the Board informed about the affairs of Centennial Community Improvement Association Inc.'s; (h) preparing the agenda for Board meetings;
- (i) mailing notices for the Board meetings;
- (j) carrying out other duties assigned by the Board of Directors.

ARTICLE 6- FINANCE AND OTHER MANAGEMENT MATTERS

6.1 The Registered Office

The Registered Office of the Association shall be in the City of Winnipeg in the Province of Manitoba.

6.2 Finance and Auditing

- (1) The fiscal year of Centennial Community Improvement Association Inc. ends on March 31, of each year.
- (2) There must be an audit of the books, accounts and records of Centennial Community Improvement Association Inc. at least once each year. A qualified accountant appointed at each Annual General Meeting must conduct the audit. At each Annual General Meeting of Centennial Community Improvement Association Inc., the auditor submits an audited report on the financial activities for the previous year.

6.3 Seal of Centennial Community Improvement Association Inc.

The Board may adopt a Seal of Centennial Community Improvement Association Inc.

- (1) The Secretary of the Board of Directors has responsibility of the Seal, unless the Board decides otherwise.
- (2) The Seal of Centennial Community Improvement Association Inc. can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized officers.
- (3) The Seal of Centennial Community Improvement Association Inc. will be kept at the Registered Office of Centennial Community Improvement Association Inc.

6.4 Cheques and Contracts of Centennial Community Improvement Association Inc.

- (1) The designated Officers of the Board sign all cheques drawn on the funds of Centennial Community Improvement Association Inc. The Board may authorize the Executive Director to be one of the signing officers. Two signatures are required on all cheques.
- (2) All contracts of Centennial Community Improvement Association Inc. must be signed by the Officers or other person authorized to do so by resolution of the Board.

6.5 The Keeping and Inspection of the Books and Records of Centennial Community Improvement Association Inc.

The Secretary of the Board keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board, unless the Board decides otherwise.

- (1) The Secretary of the Board keeps the original Minute Books at the Registered Office of Centennial Community Improvement Association Inc. This record contains minutes from all meetings of Centennial Community Improvement Association Inc., the Board and the Standing Committees.
- (2) The Board keeps and files all necessary books and records of Centennial Community Improvement Association Inc. as required by the Bylaws, the Incorporation Act, or any other statute or laws.

6.6 Borrowing Powers

- (1) Centennial Community Improvement Association Inc. may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

6.7 Payments

- (1) No Director or Officer of Centennial Community Improvement Association Inc. receives payment for her/his services as a Director or Officer of the Board of Directors.
- (2) Reasonable expenses incurred while carrying out duties of Centennial Community Improvement Association Inc. may be reimbursed upon Board approval.

6.8 Protection and Indemnity of Directors and Officers

- (1) Each Director or Officer that holds office with protection from Centennial Community Improvement Association Inc. Centennial Community Improvement Association Inc. indemnifies each Director or Officer against all costs or charges that result from any act done in her/his role Centennial Community Improvement Association Inc. Centennial Community Improvement Association Inc. does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- (2) No Director or Officer is liable for the acts of any other Director, Officer or employee.
- (3) No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with Centennial Community Improvement Association Inc. No Director or Officer is liable for any loss due to an oversight or error in judgement, or by an act in her/his role for Centennial Community Improvement Association Inc., unless the act is fraud, dishonesty or bad faith.
- (4) Directors or Officers can rely on the accuracy of any statement or report prepared by Centennial Community Improvement Association Inc.'s auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

6.9 Conflict of Interest and Information to Members

- (1) A Director or Officer who is a party to a material contract or proposed material contract with the Corporation, or is a Director or an Officer of or has material interest in any contract with the Corporation, shall disclose in writing the nature and extent of that interest at the time and in the manner provided by the Corporations Act. Any such contract or proposed contract shall be referred to the Board or members for approval even if the contract is one that in the ordinary course of the Corporation's business would not require approval of 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 Corporations Act.
- (2) Subject to the provisions of the Corporation Act, no member shall be entitled to discovery of any information respecting any details of conduct of the Corporation's business, which, in the opinion of the

Board of Directors would be inexpedient in the interest of the members or the Corporation to communicate to the public.

- (3) The Board of Directors may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts, records and documents of the Corporation or any of them shall be open to the inspection of members and no member shall have the right of inspecting any account, record or document of the Corporation except as conferred by the Corporations Act or authorized by the Board of Directors or by resolution passed at Annual General Meeting of the Members.

<p style="text-align: center;">ARTICLE 7 - AMENDING THE BYLAWS</p>

- 7.1** These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of Centennial Community Improvement Association Inc.
- 7.2** The required days' notice of the Annual General Meeting or Special General Meeting of Centennial Community Improvement Association Inc. must include details of the proposed resolution to change the Bylaws.
- 7.3** The amended bylaws take effect after approval of the Special Resolution of the Annual General Meeting or Special General Meeting and accepted by the Corporate Registry of Manitoba.

PASSED by the Board of Directors and sealed with the corporate Seal this day of

_____ November 27, _____, A.D., 2013.

President

Vice-President

Secretary

Treasurer