

The undersigned, being all the Directors of Manitoba Eco-Network Inc./Reseau Ecologique du Manitoba Inc., pursuant to Section 275 of THE CORPORATIONS ACT (MANITOBA) by our signatures hereby consent to the following resolution:

BE IT RESOLVED THAT By-Law No. 1, being a By-Law relating generally to the transaction of the business and affairs of the Corporation, is hereby repealed.

BE IT RESOLVED THAT the following RESOLUTION, being the By-Law No. 2 of the Corporation, be and the same is hereby enacted:

BY-LAW NO. 2

A by-law generally to the transaction of the business and affairs of the Corporation.

SECTION 1. – INTERPRETATION

1.01 Definitions – In the by-laws of the Corporation, unless the context otherwise requires:

- (a) “Act” means The Corporations Act (Manitoba) and any statute that may be substituted therefor, as from time to time amended;
- (b) “appoint” includes “elect” and vice versa;
- (c) “articles” means the articles attached to the Articles of Incorporation dated September 29, 1988, of the Corporation as from time to time amended or restated;
- (d) “by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- (e) “Corporation” means the corporation incorporated by Articles of Incorporation under the Act and named MANITOBA ECO-NETWORK INC./RESEAU ECOLOGIQUE DU MANITOBA INC.;
- (f) “meetings of Member(s)” means Annual Meeting of Members and a special meeting of Members; “special meeting of Members” means a special meeting of all Members entitled to vote at an Annual Meeting of Members;
- (g) “Regular Member” and a “Supporting Member” refers to Members of the Corporation admitted pursuant to Section 4;
- (h) “non-business day” means Saturday, Sunday, and any other day that is a holiday as defined in “The Interpretation Act (Manitoba)”;
- (i) “recorded address” means in the case of a Member, director, officer, auditor or Member of a committee of the board, her latest address as recorded in the records of the Corporation;
- (j) “signing officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Section 2.04 or by a resolution passed pursuant thereto;
- (k) “Annual Meeting” means a meeting of Members pursuant to Section 10.01;
- (l) “Steering Committee” means the board of directors of the Corporation;

save as aforesaid, words and expressions defined in the Act have the same meanings when used herein; and words importing the singular include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

SECTION 2. – BUSINESS OF THE CORPORATION

- 2.01 Registered Office - Until changed in accordance with the Act, the registered office of the Corporation shall be at the City of Winnipeg, in the Province of Manitoba and at such location therein as the Steering Committee may from time to time determine.
- 2.02 Corporate Seal – The Corporation shall not have a corporate seal.
- 2.03 Financial Year – Until changed by the Steering Committee, the financial year of the Corporation shall end on the last day of March in each year.
- 2.04 Execution of Instruments – Deeds, transfers, assignments, contracts, obligations, certificates and other instruments (the “Instruments”) not involving financial transactions may be signed on behalf of the Corporation by two persons who hold the offices of Chairperson, Vice-Chairperson, Secretary-Treasurer, or any other office created by by-law or resolution of the Steering Committee. Any Instrument involving financial transactions shall be signed by the Secretary-Treasurer and one other person who holds the office of Chairperson or Vice-Chairperson. In addition, the Steering Committee may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed.
- 2.05 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, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Steering Committee. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Steering Committee may from time to time prescribe or authorize.

SECTION 3. – OBJECTS

- 3.01 Objects – The objects of the corporation are:
1. To carry on education activities to develop an awareness in the community concerning the conservation and enhancement of the environment; and
 2. In furtherance of the aforesaid, to encourage other Canadian organizations which do the same.

SECTION 4. – MEMBERS

- 4.01 Members – There shall be two classes of Membership, which shall be known as a “Regular Membership” and “Supporting Membership”. Each Membership shall be personal to the holder thereof and shall not be transferable or assignable by the holder or by the operation of law or otherwise.
- 4.02 Admission to Membership – Admission to Membership of the Corporation shall be by resolution of the Steering Committee. If the foregoing resolution is not unanimous it shall not be passed.
- 4.03 (a) Regular Membership Eligibility – Any non-government non-profit group, not being a registered political party, that has as one of its objectives the enhancing or furthering of environmental quality, protecting the environment, or carrying out environmental education shall

be eligible to apply to the Steering Committee for Regular Membership. Each such group shall be an organization that has by-laws and/or a constitution.

(b) Supporting Membership Eligibility – Any individual who adheres to the objectives of enhancing or furthering of environmental quality, protecting the environment, or carrying out environmental education shall be eligible to apply to the Steering Committee for Supporting Membership.

4.04 Membership Fees – Regular Membership and Supporting Membership fees shall be determined by the Steering Committee from time to time

4.05 Voting – Each Regular Member of the Corporation shall be entitled to 5 votes, to be exercised by a representative of such Regular Member. Support Members shall be entitled to attend and to receive notices of meetings of Members and shall also be entitled to one vote. Individual members of good standing who have been a member for at least one calendar year, shall be entitled to one vote at the AGM. (amended September 23, 2015)

SECTION 5. – BORROWING AND SECURITIES

5.01 Borrowing Power – Without limiting the borrowing powers of the Corporation as set forth in the Act, the Steering Committee may from time to time:

- (a) borrow money upon the credit of the Corporation
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured; and
- (c) mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the Corporation, owned or subsequently acquired, by way of mortgage hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

5.02 Delegation – The Steering Committee may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the Steering Committee all or any of the powers conferred on the Steering Committee by Section 5.01 or by the Act to such extent and in such manner(s) the Steering Committee shall determine at the time of each such delegation.

SECTION 6. – DIRECTORS

6.01 Number of Directors and Quorum – Until Changed in accordance with the act, the steering committee shall consist of not fewer than six (6) and not more than fifteen (15) directors. One staff representative, 7 spots for members-at-large, and 7 spots reserved for Member Groups. Best efforts should be made to ensure members-at-large do not out number representatives of member groups. Subject to Section 6.08, the quorum for the transaction of business at any meeting of the Steering Committee shall consist of a majority of the directors. (amended September 23, 2015)

6.02 Qualification - Notwithstanding Section 6:19, no person shall be qualified for election as a director if she is less than 18 years of age; if she is of unsound mind and has been so found by a court in

Canada or elsewhere; if she is not an individual; if she is not a member in good standing of a Regular Member, except for a member-at-large, or if she has the status of a bankrupt. A majority of the directors shall be resident Canadians. Each Regular Member shall be entitled to nominate a candidate for election as a director. A position on the Steering Committee shall be reserved for a staff of the Manitoba Eco-Network. The “Employee Member” shall not take part in matters relating to personnel matters including labour relations matters at meetings of the Board and shall absent themselves from such discussions when they arise at meetings of the board of directors. (amended September 23, 2015)

- 6.03 Election and Term – The directors shall hold office for two (2) years. The election of directors shall take place at the first meeting of Members and at every second Annual Meeting of Members and all directors then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be the number of directors then in office unless the directors or the Members otherwise determine. The election shall be by resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.
- 6.04 Removal of Directors – Subject to the provisions of the Act, the Members may by resolution passed at a special meeting remove any director from office and the vacancy created by such removal may be filled by the directors.
- 6.05 Vacation of Office – A director ceases to hold office when she dies, she is absent from three (3) consecutive meetings of the Steering Committee without being excused by the Steering Committee; she is removed from office by the Members; she ceases to be qualified for election as a director; or her written resignation is sent or delivered to the Corporation, or if a time is specified in such resignation, at the time so specified, whichever is later.
- 6.06 Vacancies – Subject to the Act, a quorum of the Steering Committee may fill a vacancy in the Steering Committee, except a vacancy resulting from an increase in the minimum number of directors or from a failure of the Members to elect the minimum number of directors. In the absence of a quorum of the Steering Committee, or if the vacancy has arisen from a failure of the Members to elect a minimum number of directors, the Steering Committee shall forthwith call a special meeting of Members to fill the vacancy. If the Steering Committee fails to call such meeting or if there are no such directors then in office, any Member may call the meeting.
- 6.07 Action by the Steering Committee – The Steering Committee shall manage the business of the Corporation. Subject to Sections 6.08 and 6.09, the powers of the Steering Committee may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Steering Committee. Where there is a vacancy in the Steering Committee, the remaining directors may exercise all the powers of the Steering Committee so long as a quorum remains in office.
- 6.08 Canadian Majority – The Steering Committee shall not transact business at a meeting, other than filling a vacancy in the Steering Committee, unless a majority of the directors present are resident Canadians, except where
- (a) a resident Canadian director who is unable to be present approved in writing or by telephone or other communications facilities the business transacted at the meeting; and
 - (b) a majority of resident Canadians would have been present had that director been present at the meeting.
- 6.09 Meetings by Telephone – If all the directors consent, a director may participate in a meeting of the Steering Committee or of a committee of the Steering Committee by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each

other, and a director participating in such 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 Steering Committee and of committees of the Steering Committee held while a director holds office.

- 6.10 Place of Meetings – Meetings of the Steering Committee may be held at any place in or outside of Canada.
- 6.11 Calling of Meetings – Meetings of the Steering Committee shall be held from time to time and at such place as the Steering Committee, the Chairperson or any two directors may determine.
- 6.12 Notice of Meeting – Notice of the time and place of each meeting of the Steering Committee shall be given in the manner provided in Section 11.01 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 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;
 - (d) adopt, amend or repeal by-laws.

A director may in any manner waive notice of or otherwise consent to a meeting of the Steering Committee.

- 6.13 First Meeting of a New Board – Provided a quorum of directors is present, each newly elected Steering Committee may without notice hold its first meeting immediately following the meeting of Members at which such Steering Committee is elected.
- 6.14 Adjourned Meeting – Notice of an adjourned meeting of the Steering Committee is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 6.15 Regular Meeting – The Steering Committee may appoint a day or days in any month or months for regular meetings of the Steering Committee at a place and hour to be named. A copy of any resolution of the Steering Committee 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 when the Act requires the purpose thereof or the business to be transacted thereat to be specified.
- 6.16 Votes to Govern – At all meetings of the Steering Committee every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the chairperson of the meeting shall not be entitled to a second or casting vote. (amended September 23, 2015)
- Electronic Voting -The Steering Committee may also conduct business via electronic means, when a matter requires attention between regular meetings, or as deemed necessary by the Chair. The logistics for discussion of the issue and the subsequent vote shall be in accordance with the Board approved policy on electronic means voting but in no case shall an issue be resolved by electronic voting without a majority of the Steering Committee members voting. Decisions made by electronic votes shall be recorded as additions to previous board meeting minutes. (amended September 23, 2015)
- 6.17 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 her interest at the time and in the manner provided by the Act. Any such contract or proposed contract shall be referred to the Steering Committee 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 Steering Committee, and a director interested in a contract so referred to the Steering Committee shall not vote on any resolution to approve same except as provided by the Act.

- 6.18 Remuneration and Compensation – The directors shall receive no compensation or remuneration for their services as directors and no director shall directly or indirectly receive any profit from her position. However, directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.
- 6.19 Members-at-Large – At the Annual General Meeting of Manitoba Eco- Network, Inc. regular members in attendance at the meeting may elect a maximum of seven (7) members-at-large to the Steering Committee of the Manitoba Eco-Network. The members-at-large will be individuals who are not representing member groups, but are supporting members of Manitoba Eco-Network. Members-at-large cannot be acclaimed, but rather must receive the support of fifty percent plus one of the regular members in attendance at the AGM. (amended September 23, 2015)

SECTION 7. – COMMITTEES

- 7.01 Committee of Directors – The Steering Committee may appoint a committee of directors, however designated, and delegate to such committee any of the powers of the Steering Committee except those which, under the Act, a committee of directors has no authority to exercise.
- 7.02 Transaction of Business – Subject to the provisions of Section 6.09, the powers of a committee of directors may be exercised by a meeting at which 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 of Canada.
- 7.03 Advisory Committees – The Steering Committee may from time to time appoint such other committees as it may deem advisable, but the functions of any such other committees shall be advisory only.
- 7.04 Procedure – Unless otherwise determined by the Steering Committee, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to regulate its procedure.

SECTION 8. – OFFICERS

- 8.01 Appointment – The Steering Committee may from time to time appoint a Chairperson, a Vice-Chairperson, a Secretary-Treasurer and such other officers as the Steering Committee may determine, including one or more assistants to any of the officers so appointed. The Steering Committee may specify the duties of and in accordance with this by-law and subject to the provisions of the Act, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to Sections 8.02 and 8.03, an officer may but need not be a director and one person may hold more than one office.
- 8.02 Chairperson – The Chairperson shall be the chief executive officer and, subject to the authority of the Steering Committee, shall have general supervision of the business of the Corporation, shall preside at all meetings of the Corporation and the Steering Committee, shall see that all motions

and resolutions of the Steering Committee are carried into effect; and she shall have such other powers and duties as the Steering Committee may specify. She shall be a non-voting member of all committees. She will prepare and submit to the Members at the Annual Meetings a statement and report of the preceding year for approval of the Members.

- 8.03 Vice-Chairperson – A Vice-Chairperson shall have such powers and duties as the Steering Committee may specify. She shall act as Chairperson in the absence or disability of the Chairperson.
- 8.04 Secretary-Treasurer – The Secretary-Treasurer shall attend and be the secretary of all meetings of the Steering Committee, Members and committees of the Steering Committee and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; she shall give or cause to be given as and when instructed, all notices to Members, directors, officers, auditors and members of committees of the Steering Committee; she shall be the custodian of all books, papers, records, documents and instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and she shall have such other powers and duties as the Steering Committee or the chief executive officer may specify. She shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation, and she shall have other powers and duties as the Steering Committee or the chief executive officer may specify.
- 8.05 Powers and Duties of Other Officers – The power and duties of all other officers shall be such as the terms of their engagement call for or as the Steering Committee or the chief executive officer may specify. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Steering Committee or the chief executive officer otherwise directs.
- 8.06 Variation of Powers and Duties – The Steering Committee 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.
- 8.07 Term of Office – The Steering Committee, in its discretion, may remove any officer of the Corporation. Otherwise each officer appointed by the Steering Committee shall hold office until her successor is appointed.
- 8.08 Conflict of Interest – An officer shall disclose her interest in any material contract or proposed material contract with the Corporation in accordance with Section 6.17.

SECTION 9. – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 9.01 Limitation of Liability – Subject to the provisions of the Act, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or 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 moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on her part or from any other loss, damage or misfortune whatever which shall happen in the execution of the duties of her office or in relation thereto, unless the same are occasioned by her own wilful 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 thereunder or from liability for any breach thereof.

- 9.02 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 undertakes or has undertaken any liability on behalf of the Corporation, and her heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by her in respect of any civil, criminal or administrative action or proceedings to which she is made a party by reason of being or having been a director or officer of the Corporation or such body corporate, if:
- (a) she acted honestly and in good faith with a view to the best interest of the Corporation; and
 - (b) in the case of a criminal or administrative action or proceedings that is enforced by a monetary penalty, she has reasonable grounds for believing that her conduct was lawful.

SECTION 10. – MEETINGS OF MEMBERS

- 10.01 Annual Meetings – The annual meeting of members shall be held each fiscal year at a time and location as determined by the board. (amended September 23, 2015)
- 10.02 Special Meetings – The Steering Committee, the Chairperson or the Secretary-Treasurer shall have power to call a special meeting of Members at any time.
- 10.03 Place of Meeting – Meetings of Members shall be held at the registered office of the Corporation or elsewhere in the municipality in which the registered office is situated, or, if the Steering Committee shall so determine, at some other place in Manitoba, or if all the Members entitled to vote at the meeting so agree, at some place outside Manitoba.
- 10.04 Notice of Meetings – Notice of the time and place of each meeting of Members shall be given in the manner provided in Section 11.01 not less than 21 nor more than 50 days before the date of the meeting to each director, to the auditor and each Member entitled to vote thereat. Notice of a meeting of Members called for the purpose other than consideration of the financial statements and auditor's or accountant's report, election of directors and reappointment of the incumbent auditor or accountant shall state the nature of such business in sufficient detail to permit the Member to form a reasoned judgement 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.
- 10.05 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 if those not present waive notice of or otherwise consent to such meeting being held, and (b) if the auditors 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 with the Corporation at a meeting of Members may transact.
- 10.06 Chairperson, Secretary and Scrutineers – The chairperson 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; Chairperson, a Vice-Chairperson, or a Secretary-Treasurer. 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 members to be the chairperson. If the Secretary-Treasurer of the Corporation is absent, the chairperson shall appoint some person, who need not be a Member, to act as secretary of the meeting.
- 10.07 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 auditors 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 and any interested environmentalist or environmentalist group. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

- 10.08 Quorum – A quorum for the transaction of business at any meeting of Members shall be 10 (ten) Members present in person and entitled to vote thereat. (Modified June 8, 2008)
- 10.09 Votes to Govern – At any meeting of Members every question shall, unless otherwise required by the articles or by-laws or by by-law, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chairperson of the meeting shall not be entitled to a second or casting vote.
- 10.10 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 chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.
- 10.11 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 entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chairperson shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.
- 10.12 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.
- 10.13 Resolution 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 auditors in accordance with the Act.
- 10.14 Mail-in Ballots – The Steering Committee may invite Regular Members to consider a resolution and vote thereon by mail-in ballot. The Steering Committee shall set a deadline (the “Deadline”) by which ballots must be returned. The Deadline shall be not less than 60 days and not more than 120 days from the date that the mail-in ballots are sent to the Members. The resolution put to the Members if a 75% majority of ballots received before the Deadline from Regular Members (and indicating a preference either for or against the resolution) are in favour of the resolution and if at least 25% of the Regular Members responded to the mail-in ballot prior to the Deadline. If less than 25% of the Regular Members respond to the mail-in ballot prior to the Deadline, the Steering Committee may accept the result of the mail-in ballot as being the decision of the Members and therefore binding on them or, at its option the Steering Committee may refer the matter to the Members at an Annual Meeting of Members.

SECTION 11. – NOTICES

- 11.01 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 thereunder, the articles, the by-laws or otherwise to a Member, director, officer, auditor or member of a committee of the Steering Committee shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to her recorded address or if mailed to her at her recorded address by prepaid post or airmail or if sent to her at her 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 received at the time it would have been delivered in the ordinary course of mail. The secretary may change or cause to be changed the recorded address of any Member, director, officer, auditor or member of a committee of the Steering Committee in accordance with any information believed by her to be reliable.
- 11.02 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 notice shall be excluded and the date of the meeting or other event shall be included.
- 11.03 Undelivered Notices – If any notice given to Members pursuant to Section 11.01 is returned on three consecutive occasions because she cannot be found, the Corporation shall not be required to give any further notices to such Member until she informs the Corporation in writing of her new address.
- 11.04 Omissions and Errors – The accidental omission to give any notice to any Member, director, officer, auditor or member of a committee of the Steering Committee or the non-receipt of any notice by such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 11.05 Waiver of Notice – Any Member, director, officer, auditor or member of a committee of the Steering Committee may at any time waive any notice, or waive or abridge the time for any notice, required to be given to her under the provisions of the Act, the regulations thereunder, the articles, the by-laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver of notice of a meeting of Members or of the Steering Committee which may be given in any manner.

SECTION 12. – AUDIT

- 12.01 An auditor shall be appointed by members of the corporation at the annual meeting and shall hold office until the next annual meeting or until her successor is appointed unless previously removed by resolution of the members of the corporation at a special meeting. (amended September 23, 2015)
- 12.02 Resolution Dispensing with Appointment of Auditor – An auditor need not be appointed by the Members of the Corporation provided that the Members of the Corporation resolve not to appoint an auditor pursuant to Section 157(1) of The Corporations Act (Manitoba). If a resolution is so passed by the Members of the Corporation an accountant shall be appointed in her place and shall assume all the duties of the auditor.
- 12.03 Remuneration – The remuneration of the auditor or accountant shall be approved by Members of the Corporation.
- 12.04 Financial Reports – The auditor or accountant shall be supplied with a copy of the financial reports and it shall be her duty to examine same with the accounts and vouchers relating thereto. The

auditor or accountant at all reasonable times have access to all the books and accounts of the Corporation.

SECTION 13. – AMENDMENT OF BY-LAWS

- 13.01 Amendment of By-Laws – This By-law shall not be amended, repealed or rescinded except by by-law adopted at a general meeting of the Members of the Corporation by a vote of at least three-quarters of the Regular Members present at the above general meeting of the Corporation duly called for that purpose. [Clarified May 20, 2003]

SECTION 14. – EFFECTIVE DATE

- 14.01 Effective Date – This By-Law shall come into force when confirmed by the Members in accordance with the Act.

ENACTED by the Steering Committee on the 23rd day of May, A.D. 1992.

BE IT RESOLVED THAT By-Law No. 2, as amended and enacted by the Steering Committee on the 23rd day of May, A.D. 1992, be and the same is hereby confirmed.

DATED the 23rd day of May, A.D. 1992.

The undersigned Secretary-Treasurer certifies that the above resolution was duly passed at a meeting of members held on the 23rd day of May, 1992.

(signed by William R. Goddard)