

THE NON-PROFIT CORPORATIONS ACT
ARTICLES OF INCORPORATION
(Section 6)

1. Name of Corporation: STEM - Saskatchewan Stem Cell Transplant Advocacy Group Inc.
2. The municipality in which the registered office is to be situated:
City of Saskatoon
3. The classes of membership: See attached Schedule 1.
4. Right, if any, to transfer membership interest: None.
5. Number (or minimum and maximum number) of directors:
Minimum of 6 and maximum of 15
6. The corporation is a membership corporation _____ or a charitable corporation x .
7. Restrictions, if any, on activities the corporation may carry on or the powers the corporation may exercise:

See attached Schedule 2 and Schedule 3 and the activities are restricted to those outlined therein.
8. Persons to whom remaining property is to be distributed in the course of liquidation and dissolution of the corporation:

See attached Schedule 4.
9. Other provisions, if any: None
10. Incorporators:

Name in full	Place or residence	Signature
Margaret Tompson	736 University Drive Saskatoon, SK S7N 0J4	
Gordon Koshinsky	507 Garrison Cresent Saskatoon, SK S7H 2Z9	

SCHEDULE 1

There shall be three (3) classes of membership of the Corporation.

CLASS 1

1. Admission as a Class 1 member shall be in the absolute discretion of the Directors but shall be restricted to those persons who have a connection to hematological cancers and stem cell transplants.
2. Class 1 members shall have one (1) vote at all meetings of the members.

CLASS 2

1. Admission as a Class 2 member shall be open to anyone other than those persons entitled to membership as a Class 1 member and shall be admitted in the absolute discretion of the Directors.
2. A Class 2 member shall have one (1) vote at all meetings of the members.
3. Class 2 members may be elected to a maximum of 30% of the positions on the Board of Directors.

CLASS 3

1. The Directors may, in their absolute discretion, accept any person as an honorary member of the Corporation.
2. An honorary member shall not be entitled to vote at any membership meeting and not allowed to serve on the Board.

SCHEDULE 2

The objects of the Corporation shall be to raise awareness and provide information about the Saskatchewan Hematology/Stem Cell Transplant Program, support the Program, and serve as a voice for those affected by Hematological cancers.

SCHEDULE 3

The purposes of the Corporation are as follows:

- (a) to support the development of an accredited Provincial Hematology/Stem Cell Transplant Program that meets the needs of Saskatchewan residents;
- (b) to play an active role in educating the public about the program; and
- (c) to be a collective voice for Saskatchewan resident affected by hematological cancers.
- (d) to direct contributions, estate planning, memorial gifts, and specific funding initiatives.

SCHEDULE 4

Upon the liquidation and dissolution of the Corporation, the remaining assets shall be transferred to Saskatchewan hematology stem cell transplant research. In the event that this is no longer in existence, the remaining assets shall be transferred to HOPE Cancer Centre. Inc., duly incorporated and registered in the province of Saskatchewan as a non-profit corporation, to be used by HOPE to advance the objectives of STEM.

PROVINCE OF SASKATCHEWAN

THE NON-PROFIT CORPORATIONS ACT

BYLAW NUMBER 1: A BYLAW RELATING
GENERALLY TO THE CARRYING OUT OF THE
ACTIVITIES AND AFFAIRS OF THE COMPANY

INTERPRETATION

1.01 The headings used throughout this Bylaw shall not affect the construction thereof. In this Bylaw unless the context otherwise requires, expression defined in The Non-Profit Corporations Act, or any statutory amendment or modification thereof shall have the meaning so defined, and

“Act” means The Non-Profit Corporations Act;

“the Company” means the “STEM - Saskatchewan Stem Cell Transplant Advocacy Group Inc.”

“the Directors”, “Board” and “Board of Directors” mean the Board of the Company for the time being;

“member” means a person having a membership interest in the Company;

“the office” means the registered office of the Company for the time being;

“these presents” mean and includes the Bylaw, any modification or alteration thereof for the time being in force;

“in writing” and “written” includes printing, typewriting, lithographing, email, electronic documents, and other modes of representing or reproducing words in visible form;

“ordinary resolution” means a resolution passed by a majority of the votes cast by the members who voted in respect of that resolution;

“special resolution” means a resolution passed by a majority of not less than two-thirds votes cast by the members who voted in respect of the resolution;

Words importing the use of “an individual” or “individual’s” shall include masculine and feminine gender;

Words importing the use of “persons” shall include corporation, partnership, association, and company.

Words importing the singular number shall include the plural number and vice versa;

ACTIVITIES OF THE COMPANY

Registered Office

- 2.01 Until changed in accordance with the Act, the registered office of the Company shall be at the City of Saskatoon, in the Province of Saskatchewan, and at such location therein as the Board may from time to time determine.

Financial Year

- 2.02 Until changed by the Board, the financial year of the Company shall end on the 30th day of April in each year.

Execution of Instruments

- 2.03 Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Company by any two (2) of the four (4) Directors who are given authority by the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

Financial Institution Arrangements

- 2.04 The financial business of the Company including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such credit unions, banks, 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 financial business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board may from time to time prescribe or authorize.

BORROWING AND SECURITIES

- 3.01 Without limiting the borrowing powers of the Company as set forth in the Act, the Board, through special resolution, may from time to time:
- (a) borrow money upon the credit of the Company;
 - (b) issue, re-issue, sell or pledge bonds, debentures, notes, or other evidence of indebtedness or guarantees of the Company, whether secured or unsecured; and
 - (c) charge, mortgage, hypothecate, pledge, or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Company, including book debts, rights, powers, franchises, and undertaking, to secure any such bonds, debentures, notes, or other evidence of indebtedness or guarantee, or any other evidence indebtedness or liability of a Company.

Nothing in this section limits or restricts the borrowing of money by the Company on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Company. Notwithstanding anything contained herein, the Company shall not borrow or incur debt in such a manner as to lose its status as a registered charity under the Canadian *Income Tax Act*.

Delegation

3.02 The Board may from time to time delegate to such one (1) or more of the Directors and officers of the Company as may be designated by the Board all or any of the powers conferred on the Board by section 3.01 or by the Act to such extent and in such manner as the Board shall determine at the time of such delegation.

MEMBERS AND MEMBERSHIP INTERESTS

Granting of Membership Interests

4.01 The first members of the Company shall be the applicants for incorporation. The number of members of the Company shall be designated from time to time by the Board of Directors of STEM - Saskatchewan Stem Cell Transplant Advocacy Group Inc. and the qualifications for membership in the Company shall be authorized by resolution of the Board of Directors of the Company and approved by the Board of Directors of STEM - Saskatchewan Stem Cell Transplant Advocacy Group Inc.

Variations in Membership

4.02 The Board of Directors, if approved by resolution of the Board of Directors of STEM - Saskatchewan Stem Cell Transplant Advocacy Group Inc. may from time to time create additional classes of membership, including membership ex officio, and may from time to time determine the classes of persons eligible for membership in the Company.

Eligibility

4.03 Any person who fulfills the requirements for eligibility in a class of membership in the Company, as prescribed by the Articles of Company from time to time, may apply to the Board to become a member of the Company of that class. Membership shall be under the control of the Directors, subject to the Articles and these Bylaws. The Directors may approve or reject an application for membership as they in their absolute discretion think fit.

Term

4.04 The membership of each member shall continue only at the pleasure of the Board.

Prohibition on Transfer of Membership

4.05 Membership interests in the Company may not be transferred or transmitted; a membership interest is personal unto the person to whom the interest is granted, and is terminated when:

- (a) a member resigns from membership in the Company;
- (b) a member is expelled at the Board's discretion;
- (c) the term of membership expires to be determined by the Board;
- (d) the Company is liquidated and dissolved; or
- (e) a member dies.

Resignation of Member

4.06 A member may withdraw from membership in the Company by notice in writing to the Board.

Dues

4.07 Dues or fees payable by members shall be at the discretion of the Board.

MEMBERS' MEETINGS

5.01 The first annual general meeting of the members of the Company shall be held at such time, within fifteen (15) months from the date on which the Company came into existence, and at such place as the Directors may determine. Subsequent annual general meetings shall be held at least once in every calendar year and not more than eighteen (18) months after the last preceding general meeting, at such time as may be determined by the Directors.

5.02 The general meeting referred to in the preceding clause shall be called annual general meetings and all other meetings of the Company shall be called special general meetings. All meetings of the members shall be held at the registered office of the Company or if the Board shall so determine, at some place in Saskatchewan, or if all the members agree, at some place outside Saskatchewan.

Notice of General Meeting

5.03 Notice of the time and place of each meeting of the members shall be given not less than fifteen (15) nor more than fifty (50) days before the date of the meeting to each Directors, to the auditor and to each member who at the close of business on the record date for notice is entered in the membership registered as a member of the Company. Notice of a meeting of members called for any purpose other than consideration of the financial statements and auditor's report, election of Directors and re-appointment 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 and any other person entitled to attend a meeting of the members may in any manner waive notice of or otherwise consent to a meeting of the members.

Meetings Without Notice

5.04 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;

so long as such members, auditors, or Directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

At such a meeting any business may be transacted which the Company at the meeting of members may transact. If the meeting is held at a place outside Saskatchewan, members not present but who have waived notice of or otherwise consented to such meeting, shall also be deemed to have consented to the meeting being held at such place.

5.05 Subject to the express provisions of the Act irregularities in the notice of any meeting, or in the giving thereof, or the accidental omission to give notice of any meeting, or the non-receipt of any notice by any member shall not invalidate any resolution passed or any proceedings taken at any meeting and shall not prevent the holding of such meeting.

Proceedings at Members' Meetings

Special Business

5.06 All business shall be deemed special which is transacted at the special general meeting or at an annual general meeting, with the exception of consideration and approval of the financial statements and the ordinary report of the Directors, auditors, and other officers, the election of Directors and the re-appointment of the incumbent auditor. Special business may be transacted of a special or extraordinary resolution may be passed at an annual general meeting provided the requisite notice has been given.

Order of Business

5.07 The order of business at each meeting of the Company will be decided as the Directors see fit.

Quorum

5.08 No business shall be transacted at a special general, general meeting, or annual general meeting unless a quorum is present at the time the meeting proceeds to business. Save as herein otherwise provided, 10% percent of the members of the Company present personally or via teleconference shall be a quorum.

Voting

5.09 Unless the Articles or Bylaws otherwise provide, each member shall be entitled to one vote. Every question submitted to a meeting shall be decided by a show of hands except where a ballot is demanded by a member. In the case of an equality of votes the chairperson shall have a casting vote in addition to the vote to which such person may be entitled as a member.

Voting Results

5.10 At any general meeting, a declaration of the Chairperson that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

No Proxy Voting

5.11 There shall be no voting by proxy.

Auditor

5.12 The members of the Company shall by ordinary resolution at the first annual meeting of the members at the succeeding annual meetings appoint an auditor to hold office until the close of the next such meeting unless such appointment is waived in accordance with the provisions of the Act.

DIRECTORS

Board of Directors

6.01 There shall be a Board of Directors of the Company. The Directors shall not receive remuneration for serving as Directors.

Number of Directors

6.02 Until changed in accordance with the Act, the Board shall consist of not fewer than the minimum number and not more than the maximum number of Directors provided in the Articles.

Ex Officio Directors

6.03 The Board of Directors of STEM - Saskatchewan Stem Cell Transplant Advocacy Group Inc. shall appoint such representatives to the Board of Directors of the Company as it deems desirable in its sole discretion but the number of such ex officio Directors shall not exceed one-third (1/3) of the total number of Directors then in office.

Election and Terms

6.04 The election of Directors shall take place each year at the annual general meeting. The first Board of Directors will decide on length of terms for each Board member as it sees fit.

Maximum Number of Terms

6.05 Elections shall take place at the discretion of the Board. No Director shall serve on the Board of Directors for more than four consecutive years, regardless of position on the Board. If a Board member serves for four years, the individual must go off the Board for one year before being eligible for re-election, if qualified.

Qualifications

6.06 No person shall be qualified for election as a Director if the individual is less than 18 years of age; if the individual is of unsound mind, and has been so found by a Court in Canada or elsewhere; or if the individual has had the status of a bankrupt. A majority of Directors shall be resident Canadians and at least one Director must reside in Saskatchewan. Each Director shall be a member of the Company either at the time of the individual's election or within thirty-one (31) days thereafter and throughout the individual's term of office.

Vacancies

6.07 Subject to the Act, a quorum of the Board may fill a vacancy on the Board, 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. Such filling of a vacancy by the Board is effective only until the next meeting of the members. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the members to elect the minimum number of Directors, the Board shall forthwith call a meeting of the Directors to fill the vacancy until the next annual general meeting. If the Board fails to call such meeting or if there are no Directors then in office, any member may call the meeting.

Removal of Directors

6.08 The members may remove, by ordinary resolution at a special meeting, any or all of the Directors at any time, before the expiration of any term of office and may appoint by ordinary resolution another qualified person to fill any office so vacated; any person so appointed shall hold office only until the expiry of such original term.

6.09 The office of the Directors shall be vacated ipso facto:

- (a) if the Director ceases to qualify as a Director;
- (b) if by notice in writing to the Company the Director resigns;
- (c) if the Director is removed by resolution of the Company as is in this Bylaw provided; or
- (d) total non-participation or communication with Board members for three (3) months.

6.10 No Director, officer or employee for the time being of the Company shall be liable for the acts, receipts, neglects, or defaults of any other Director, officer or employee for joining in any receipt or act for conformity or for any loss, damage, or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by the Company or for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Company shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person, including any person with whom or which any money, securities, or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any money, securities, or other assets belonging to the Company or for any other loss, damage, or misfortune whatever which may happen in the execution of the duties of the individual's respective office or trust or in relation thereto unless the same shall happen by or through the individual's own wrongful and willful act or through the individual's own wrongful and willful neglect or default.

The Directors for the time being of the Company shall not be under any duty or responsibility in respect of any contract, act, or transaction whether or not made, done, or entered into in the name or on behalf of the Company, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or officer of the Company shall be employed by or shall perform services for the Company shall be employed by or shall perform services for the Company otherwise than as Director or officer or shall be a member of a firm or a shareholder, director, or officer of a company which is employed by or performs services for the Company, the fact of the individual being a Director or officer of the Company shall not disentitle such Director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

PROCEEDINGS OF DIRECTORS

Powers of the Board

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

Quorum

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

The Directors may meet for the dispatch of business, adjourn, and otherwise regulate their meetings and proceedings, and a majority of the Directors shall be a quorum or such greater number of Directors as the Board may from time to time determine. If a quorum is present at the opening of any meeting of Directors, the Directors present personally or via teleconference 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 Directors, the Directors present personally or via teleconference may adjourn the meeting to a fixed time and place but may not transact any other business.

The Notice of Meetings of Directors

7.03 Notice of any regular meeting where notice has not been dispensed with may be delivered to each Director's ordinary email address as set out in the records of the Company two (2) weeks prior to the meeting, or if sent by mail, two (2) weeks prior to such meeting and the giving of such notice by either means shall be sufficient notice of any meeting of the Directors. In computing such period of time, the day on which such notice is delivered, emailed or mailed, and the day for which notice is given shall both be excluded. Notice of any meeting or any irregularity in any meeting or in the notice therefore, may be waived by any Director in any manner whatsoever.

Alternative Method to Call Meetings of Directors

7.04 Any three (3) Directors may convene a special meeting of Directors provided that a request for such a meeting is first made to the Chairperson, without a requirement of notice.

Voting

7.05 Questions arising at any meeting of the Directors shall be decided by a majority of votes, and in case of an equality of votes, the Chairperson shall have a casting vote. Every question arising at the meeting of Directors shall be decided by individually affirming verbally. A declaration by the chairperson that a resolution has been carried and an entry to that effect in the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Retroactive Resolutions

7.06 A resolution in writing, signed by all the Directors or all Directors responding by email shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted, and shall be held to related back to any date therein stated to be the effective day.

Executive Committee

7.07 The Board may elect from among its number an executive committee consisting of not fewer than three (3) members and no more than five (5) members. The Board may delegate to the executive committee any powers to the Board, subject to the restrictions, if any, imposed from time to time by the Board.

Other Committees

7.08 The Board may elect or appoint such other committees as it may deem advisable. The Board may dissolve these committees as it sees fit. Each committee will appoint a representative to report to a Board member. The Board will establish the spending limit for each committee upon appointment.

Procedure at Committee Meetings

7.09 Unless otherwise specified herein or by the Board, each such committee shall have power to:

- (a) fix its quorum, which in case of the executive committee shall not be less than majority of its members,
- (b) to elect its committee chairperson or co-chairs as the committee sees fit; and
- (c) to regulate the committee's procedure.

Defect in Appointment

7.10 All acts done at any meeting of the Directors, or of a committee or by any person acting as a Director shall, notwithstanding that it may later be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, of that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified.

RECORD OF THE COMPANY

8.01 The Directors shall duly comply with the provision of the Act in regard to the registration of mortgages, the keeping of registers of Directors and members, and their addresses and occupations, the signing of the financial records, the filing of an annual report, and changes in the registered offices or changes in Directors with the Director of the Act.

8.02 The Directors shall cause minutes of the following to be duly entered in books provided for the purpose:

- (a) all appointments of officers;
- (b) all names of Directors present at each meeting of the Directors and of any committee;
- (c) all resolutions made by the Directors and committees;
- (d) all resolutions and proceedings of special meetings;
- (e) all resolutions and proceedings of annual general meetings;

and any such minutes of the meeting of Directors or of any committees, or of the members, if purporting to be signed by the recording secretary of such meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

OFFICERS

Election and Appointment

9.01 There shall be a Chairperson of the Board, a Vice-Chairperson, a Treasurer, a Secretary, and such other officers as the Board of Directors may determine by resolution from time to time. The same person can hold the office of the Treasurer and Secretary at the same time.

The Chairperson of the Board shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors at the annual general meeting, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Company need not be members of the Board.

Term of Office and Remuneration

9.02 All officers in the absence of agreement to the contrary shall hold office during the pleasure of the Board. The remuneration, if any of officers who are not Directors shall be such as the Board may from time to time determine or approve. Such approval may be specific resolution or by approval of financial statements in which such remuneration has been included, whether or not specifically identified.

Duties of Chairperson of the Board

9.03 The Chairperson of the Board shall, when present, preside at all meetings of the Company and of the Board of Directors. During the absence or inability of the Chairperson of the Board, this individual's duties and powers may be exercised by the Vice-Chairperson. The Chairperson shall also perform such other duties as may from time to time be determined by the Board of Directors.

Duties of Vice-Chairperson of the Board

9.04 During the absence or inability of the Chairperson of the Board, the Chairperson's duties and powers may be exercised by the Vice-Chairperson. The Vice-Chairperson shall also perform such other duties as may from time to time be determined by the Board of Directors. If a Vice-Chairperson is unavailable for a meeting, the Board will appoint a temporary Chair.

Duties of the Treasurer

9.05 The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors. This position may be occupied by the same person filling the Secretary position on the Board.

Duties of the Secretary

9.06 The Secretary shall attend all meetings of the Board of Directors and record all meetings in the books kept for that purpose. The Secretary shall give all notices required to be given to members and to Directors. The individual shall be the custodian of the seal of the Company, and of all books, papers, records, correspondence, contracts, and other documents belonging to the Company, which this individual shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person as may be named in the resolution. The Secretary shall also perform such other duties as may from time to time be determined by the Board of Directors.

Duties of Other Officers

9.07 The duties and remuneration of all other officers and employees of the Company shall be such as the terms of their engagement call for or the Board of Directors requires of them.

ACCOUNTING

10.01 The Directors shall cause true accounts to be kept of the sums of money received and disbursed by the Company, the matters in respect of which said receipts and disbursements take place, all sales and purchases by the Company, the assets and liabilities of the Company and all other transactions affecting the financial position of the Company.

10.02 The books of accounts shall be kept at the registered office of the Company or at such other place as the Directors think fit, and subject to the limitations of the Act in this regard, shall be open to the inspection of the Directors.

10.03 The Directors shall, from time to time, determine whether and to what extent and at which time and place and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors. No member, not being a Director, shall have any right to inspect any accounts, book, or document of the Company except as conferred by law.

10.04 The Directors shall lay before each annual general meeting, the financial statements and report of the auditor, if any to the members thereon. The financial statements shall:

- (a) be approved by the Board of Directors and signed by any two (2) of the four (4) Directors appointed by the Board;
- (b) cover a period that ended no more than six (6) months before the annual general meeting;
- (c) be a comparative statement, except in the case of the first statement, relating separately to the latest completed financial year and the financial year next preceding it;
- (d) be made up of:
 - i. a statement of profit and loss for each period;
 - ii. a statement of source and application of funds for each period;
 - iii. other categories as determined by the Board; and
 - iv. information required by the Act to be disclosed in such statements.

10.05 Subject to the provisions of section 142 of the Act, a copy of the financial statements and a copy of the auditor's report shall be sent to each member by email or prepaid mail not less than fourteen (14) days before the date of the annual general meeting. The Company may publish a notice stating that the financial statements and auditor's report are available at the registered office of the Company to be provided to any person in an electronic format, as requested. That person may examine a copy at a mutually agreeable time between that person and a Director. That person may make extracts therefrom free of charge in lieu of the publication required by section 142(4) (a) of the Act.

NOTICES

11.01 Any notice may be served by the Company on any member either personally, via email, by facsimile or by sending it through the mail in a prepaid envelope or wrapper addressed to such member, or if no such address is given therein, to the last address of such member known to the Secretary. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put in the post office or into one of Her Majesty's letter boxes. With respect to every notice sent via email, it shall be sufficient to prove that the message containing the notice was properly addresses and situated in the sent box of the sender.

11.02 The signature of any notice to be given by the Company may be written, stamped, typed, printed or partly written, stamped, emailed, or typed.

11.03 Where a given number of days' notice or a notice extending over any period is required to be given, the day of service of the notice, and the day for which notice is given shall be excluded in counting such number of days, unless it is otherwise provided.

11.04 A certificate of the Secretary or other duly authorized officer of the Company in office at the time of the making of the certificate as to the facts in relation to the mailing, emailing, or faxing, or delivering to any member, Director, or officer of publication of any notice shall be *prima facie* evidence thereof, and shall be binding on every member, Director, or officer of the Company as the case may be.

AMENDMENT OF BYLAWS

12.01 These Bylaws may be amended or repealed in the following manner:

- (a) the Directors may by ordinary resolution amend or repeal any Bylaws that regulate the activities and affairs of the Company; and
- (b) the Directors shall submit the amendment or repeal of the Bylaw to the members at the next meeting of members and members may by ordinary resolution confirm, reject, amend the amendment, or amend the repeal.

MADE by the Board this _____ day of _____ A.D. 2006.

CHAIRPERSON

SECRETARY

CONFIRMED by the members in accordance with the Act this _____ day of _____ A.D. 2006.

SECRETARY