**BY-LAW NO. 1**

A By-law relating generally

to the transaction of the

business and affairs of

**{{corp.name|upper}}**

\_\_\_\_\_\_\_\_\_\_\_\_

TABLE OF CONTENTS

AND

BUSINESS CORPORATIONS ACT REFERENCE

Section of

SECTION ONE - INTERPRETATION By-Law Page

Definitions 1.01 1

Interpretation 1.02 1

Conflict with Act 1.03 1

Conflict with Documents 1.04 1

Headings 1.05 2

SECTION TWO - DIRECTORS AND BOARD

Calling of Meeting 2.01 2

Notice of Meetings 2.02 2

Telecommunication 2.03 2

Consent Resolution 2.04 2

Casting Vote 2.05 2

Alternate Directors 2.06 2

Committees of Directors 2.07 3

Corporate Seal 2.08 3

Execution of Instruments 2.09 3

SECTION THREE - OFFICERS

Appointment 3.01 3

Chairman of the Board 3.02 4

President 3.03 4

Vice-President 3.04 4

Managing Director 3.05 4

Secretary 3.06 4

Treasurer 3.07 5

Other Officers 3.08 5

Variation of Powers and Duties 3.09 5

Removal and Discharge 3.10 5

Term of Office 3.11 5

TABLE OF CONTENTS - 2 -

SECTION FOUR - Section of

SHAREHOLDERS AND SHARES By-Law Page

Telecommunication Meetings 4.01 5

Persons Entitled to be Present 4.02 5

Chairman 4.03 6

Secretary of Meeting 4.04 6

Chairman's Casting Vote 4.05 6

Chairman's Declaration 4.06 6

Voting by Ballot 4.07 6

Scrutineers 4.08 7

Joint Shareholders 4.09 7

Vote by Joint Shareholders 4.10 7

Proxy 4.11 7

SECTION FIVE - INDEMNIFICATION

Indemnification of Directors and

Officers 5.01 8

Indemnification of Others 5.02 8

Right of Indemnity not Exclusive 5.03 9

SECTION SIX - GENERAL

Notices 6.01 9

Waiver of Notice 6.02 9

Notice to Joint Shareholders 6.03 9

Signature on Notice 6.04 9

Surrender of Share on Continuance 6.05 9

**BY-LAW NO. 1**

A By-law relating generally to the transaction

of the business and affairs of

**{{corp.name|upper}}**

(the "Corporation")

SECTION ONE - INTERPRETATION

1.01 Definitions

In these and other by-laws of the Corporation, unless the context otherwise requires:

(a) "Act" means the *Business Corporations Act*, R.S.A. 2000, Chapter B-9 as amended from time to time, and any statute that may be substituted therefor, as amended from time to time;

(b) "appoint" includes "elect" and vice versa;

(c) "Articles" means the latest of the Corporation's Articles of Incorporation, Articles of Amendment, Articles of Revival, Articles of Continuance, and Articles of Amalgamation, all as may be applicable and all as may be amended from time to time;

(d) "Board" means the Board of Directors of the Corporation;

(e) "By-laws" means this By-law and all other by-laws of the Corporation from time to time in force and effect;

(f) "Corporation" means the Corporation which has adopted these By-laws and to which the same apply;

(g) "shareholder" means a shareholder of the Corporation.

1.02 Interpretation

Words and expressions defined in the Act have the same meaning when used in the By-laws. Words importing the singular number include the plural and vice versa and words importing gender include masculine, feminine and neuter genders as required by the context. Without limiting the generality of the foregoing, a reference to the directors shall include a sole director when the Corporation has only a sole director.

1.03 Conflict with Act

The By-laws are subject to the provisions of the Act, unless the Act otherwise specifically provides.

1.04 Conflict with Documents

The By-laws are subject to the provisions of the Articles and any unanimous shareholders agreement and in the event of conflict between the provisions of any By-laws and the provisions of the Articles or a unanimous shareholders agreement, the provisions of the Articles or the unanimous shareholder agreement shall prevail over the By-laws.

2.

1.05 Headings

The headings and indices used in the By-laws are inserted for convenience of reference only and do not affect the interpretation of the By-laws or any part thereof.

SECTION TWO - DIRECTORS AND BOARD

2.01 Calling of Meeting

The Secretary shall, upon request of a director, summon a meeting of the Board.

2.02 Notice of Meetings

Notice of the time and place of director's meetings shall be given to each director not less than seventy-two (72) hours before the time of the meeting. A notice of a meeting of directors need not specify the purpose or the business to be transacted at the meeting, except where the Act requires otherwise.

2.03 Telecommunication

A director may participate in a meeting of directors or of a committee of directors by means of telephone or other communication facilities that permit all directors participating in the meeting to hear each other and a director participating in a meeting by those means is deemed to be present at the meeting.

2.04 Consent Resolution

A resolution or resolutions signed by all of the directors, as such, without meeting together, whether embodied in the form of minutes of a meeting of directors or not, shall be valid and effectual as if passed at a meeting of the directors duly called and constituted and shall be entered into the minute book of the Corporation accordingly and may relate back to any date therein stated to be the effective date thereof. A director may signify his assent to such resolution or resolutions in writing or by means of telecommunication with respect to which a written record is made.

2.05 Casting Vote

At all meetings of the directors, every question shall be decided by a majority of votes cast on each question. In the case of an equality of votes, the chairman of the meeting shall not be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled as a director.

2.06 Alternate Directors

Any director (in this paragraph referred to as the "director"), may appoint by notice to the Corporation any person not otherwise disqualified to be a director, to be the alternate director (in this paragraph referred to as the "alternate director") of the director and once appointed, the alternate director shall be entitled to notice of meetings of the directors and to attend and vote as a director at any directors' meetings at which the director is not personally present. The alternate director, if also a director, shall have a separate vote on behalf of the director represented in addition to the vote of such person as a director. The director may, by notice to the Corporation, revoke the appointment of the alternate director at any time.

3.

2.07 Committees of Directors

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

2.08 Corporate Seal

The Board may adopt and change a corporate seal which shall contain the name of the Corporation and the Board may cause to be created as many duplicates thereof as the Board shall determine.

2.09 Execution of Instruments

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 and delivered. In the absence of a director's resolution, any particular instrument or class of instruments may be signed and delivered on behalf of the Corporation by any person holding the office of Chairman of the Board, President, Vice-President, Secretary, Treasurer or Managing Director or any other office created by By-law or by the directors, or if the Corporation is authorized to have and has only one director by any such person acting alone. Any signing officer may affix the corporate seal to any instrument requiring the same.

SECTION THREE - OFFICERS

3.01 Appointment

The directors may from time to time appoint a Chairman of the Board, a President, one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Secretary, a Treasurer, a Managing Director, and such other officers as the directors may determine, including one or more assistants to any of the officers so appointed. Subject to those powers and authority which by law may only be exercised by the directors, the officers of the Corporation may exercise respectively such powers and authority and shall perform such duties, in addition to those specified in the By-laws, as may from time to time be prescribed by the directors. Except for the Chairman of the Board, if appointed, and the Managing Director, if appointed, an officer may, but need not be, a director. One person may hold more than one office of the Corporation except that the offices of President and Secretary must be held by different persons unless the Board consists of a sole director. The directors may also from time to time appoint other agents, attorneys, officers and employees of the Corporation within or without Canada, who may be given such titles and who may exercise such powers and authority (including the power of subdelegation) and shall perform such duties of management or otherwise, as the directors may from time to time prescribe. In case of the absence of any officer or employee of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate for the time being the powers and authority of such officer or employee to any other officer or employee or to any director of the Corporation.

4.

3.02 Chairman of the Board

The Chairman of the Board, if appointed, shall preside at all meetings of the Board and may exercise such other powers and authority and shall perform the duties which the directors may from time to time prescribe.

3.03 President

The President shall be the chief operating officer of the Corporation and, subject to the authority of the directors shall have general supervision of the business and affairs of the Corporation and shall have such other powers and duties as the directors may specify. The President shall preside at all meetings of the shareholders, unless otherwise determined by the directors, and in the event no Chairman of the Board has been appointed or during the absence of the Chairman of the Board or inability or failure of the Chairman of the Board to act, the President shall also have the powers and duties of the office of the Chairman of the Board.

3.04 Vice-President

The Vice-President, or if more than one Vice-President has been appointed, the Vice-Presidents, may exercise such powers and authority and shall perform such duties as may from time to time be prescribed by the directors. During the absence of the President or the inability or failure of the President to act, the Vice-President, or if more than one Vice-President has been appointed, the Vice-President first appointed, shall also have the powers and duties of the office of President.

3.05 Managing Director

The Managing Director, if appointed, shall manage the operations of the Corporation generally, and may exercise such other powers and authority and shall perform such other duties as may from time to time be prescribed by the directors.

3.06 Secretary

The Secretary, if appointed, shall attend and be the secretary to all meetings of the directors, shareholders and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at such meetings. The Secretary shall give or cause to be given as and when instructed all notices to shareholders, directors, officers, auditors and members of committees of the Board. The Secretary shall be the custodian of the corporate seal, if any, of the Corporation and shall have charge of all books, papers, reports, certificates, records, documents, registers and instruments belonging to the Corporation. The Secretary shall be responsible for registering or filing of all reports, certificates and all other documents required by law to be registered or filed by the Corporation. The Secretary shall certify any documents of the Corporation except when some other officer or agent has been appointed for any such purpose and may exercise such other powers and authority and shall perform such other duties as may from time to time be prescribed by the directors or the President.

5.

3.07 Treasurer

The Treasurer, if appointed, shall be responsible for the keeping of proper accounting records in compliance with the Act and shall be responsible for the deposit of monies and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or other depositories as the directors may from time to time designate and shall be responsible for the disbursement of the funds of the Corporation. The Treasurer shall render to the President and the Board whenever so directed an account of all financial transactions and of the financial position of the Corporation. The Treasurer shall be subject to the control of the President and may exercise such other powers and authority and shall perform such other duties as may from time to time be prescribed by the directors or by the President. Whenever the Secretary is also the Treasurer the office may be designated Secretary-Treasurer.

3.08 Other Officers

The powers and duties of all other officers shall be such as prescribed by the directors. 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 directors otherwise direct.

3.09 Variation of Powers and Duties

The directors may from time to time vary, add to or limit the powers, authority and duties of any officer.

3.10 Removal and Discharge

The directors, in their discretion, may remove any officer of the Corporation, with or without cause, at any time, unless the resolution or contract providing for the appointment of such officer stipulates otherwise.

3.11 Term of Office

Each officer appointed by the directors shall hold office until a successor is appointed, or until earlier resignation or removal by the directors.

SECTION FOUR - SHAREHOLDERS AND SHARES

4.01 Telecommunication Meetings

A shareholder or any other person entitled to attend a meeting of shareholders may participate in the meeting by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other (and a person participating in such a meeting by those means is deemed to be present at the meeting).

4.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of the shareholders shall be those persons entitled to vote thereat, the directors and auditor (if any) 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.

6.

Any other persons may be admitted only on the invitation of the chairman of the meeting or with the consent of the meeting.

4.03 Chairman

The chairman of any meeting of the shareholders shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting.

(a) the Chairman of the Board;

(b) the President;

(c) any Vice-President (and where more than one Vice-President is present at the meeting, then the priority to act as chairman as between them shall be in order of their appointment to the office of Vice-President).

If no such officer is present within fifteen minutes from the time fixed for the holding of the meeting of the shareholders, the persons present and entitled to vote shall choose one of their number then present to be chairman of that meeting.

4.04 Secretary of Meeting

If the Secretary of the Corporation is absent, the chairman of a meeting of shareholders shall appoint some person, who need not be a shareholder, to act as secretary of the meeting.

4.05 Chairman's Casting Vote

In the case of an equality of votes at a meeting of shareholders, the chairman of the meeting shall not be entitled to a second or casting vote in addition to the vote or votes to which that person may be entitled as a shareholder.

4.06 Chairman's Declaration

At any meeting of shareholders, unless a ballot is demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

4.07 Voting by Ballot

If a ballot is demanded by a shareholder or proxy holder entitled to vote at a shareholder's meeting and the demand is not withdrawn, the ballot upon the motion shall be taken in such manner as the chairman of the meeting shall direct. Upon a ballot each shareholder who is present in person or represented by proxy shall be entitled, in respect of the shares which that person is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the Articles. The declaration by the chairman of the meeting that the vote upon the question has been carried, or carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution or question.

7.

4.08 Scrutineers

The chairman or the secretary at any meeting of the shareholders or the shareholders then present may appoint one or more scrutineers, who need not be shareholders, to count and report upon the results of the voting which is done by ballot.

4.09 Joint Shareholders

Where any share entitled to be voted at a meeting of shareholders is held by two or more persons jointly, those persons or such of them that attend the meeting of the shareholders shall only constitute one shareholder for purposes of determining whether a quorum of shareholders is present.

4.10 Vote by Joint Shareholders

If two or more persons hold shares jointly, one of those holders present at a meeting of shareholders may, in the absence of the others, vote the shares, but if two or more of those persons who are present in person or by proxy shall fail to vote as one, the vote of such joint shareholders shall not be recognized.

4.11 Proxy

The form of proxy by which a proxy holder may be appointed for any meeting of the shareholders shall be in the following form or in any other appropriate form accepted by the chairman of the meeting:

"Proxy

The undersigned, being a shareholder of **{{corp.name}}**, hereby nominates, constitutes and appoints \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, or in the absence of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, as the undersigned's attorney, representative and/or proxy holder with full power and authority to attend, vote and otherwise act for the undersigned in the undersigned's behalf at the annual (or special) meeting of shareholders of the Corporation, to be held at \_\_\_\_\_\_\_\_\_\_\_\_\_\_ \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, on the \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_, and at any and all adjournments thereof, with full power of substitution, and the undersigned hereby revokes all other proxies given by the undersigned which might be used in respect of such meeting and any and all adjournments thereof.

Given on the \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_.

|  |  |
| --- | --- |
|  | Shareholder name" |

8.

SECTION FIVE - INDEMNIFICATION

5.01 Indemnification of Directors and Officers

(a) Except in respect of an action by or on behalf of the Corporation or a body corporate of which the Corporation is or was a shareholder or creditor to procure a judgment in its favour, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and that person's heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by that person in respect of any civil, criminal or administrative action or proceeding to which that person is made a party by reason of being or having been a director or officer of that Corporation or body corporate, if:

(i) that person acted honestly and in good faith with a view to the best interests of the Corporation; and

(ii) in the case of a criminal or administrative action or proceeding that is enforced by monetary penalty, that person had reasonable grounds for believing that such person's conduct was lawful.

(b) The Corporation may with the approval of the Court indemnify a person referred to in subparagraph (a) in respect of an action by or on behalf of the Corporation or body corporate to procure a judgment in its favour, to which that person is made a party by reason of being or having been a director or an officer of the Corporation or body corporate, against all costs, charges and expenses reasonably incurred by that person in connection with the action if that person fulfills the conditions set out in subparagraphs (a)(i) and (ii).

5.02 Indemnification of Others

Subject to subparagraph 5.01(a), the Corporation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director of officer, employee, agent of or participant in another corporation, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines in any amount actually and reasonably incurred by him in connection with such action, suit or proceeding if the Board determines that:

(a) he acted honestly and in good faith with a view to the best interests of the Corporation; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such person's conduct was lawful.

9.

5.03 Right of Indemnity not Exclusive

The provisions for indemnification contained in the By-laws shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-laws, agreement, vote of shareholders or disinterested directors or otherwise both as to an action in that person's official capacity and as to action in any other capacity while holding such office and shall continue as to a person who has ceased to be a director or officer and shall enure to the benefit of the heirs and legal representatives of such person.

SECTION SIX - GENERAL

6.01 Notices

In addition to any other method of service permitted by the Act any notice or document required by the Act, the Regulations, the Articles or the By-laws may be sent to any person entitled to receive same in the manner set out in the Act for service upon a shareholder or director and by any means of telecommunication with respect to which a written record is made. A notice sent by means of telecommunication shall be deemed to have been given on the first business day after the date upon which the written record is made.

6.02 Waiver of Notice

Any shareholder (or that shareholder's duly appointed proxy holder), director, officer, auditor or member of a committee may at any time waive any notice, or waive or abridge the time for any notice required to be given to that person under any provision of the Act, the Regulations thereunder, the Articles, the By-laws or otherwise, and such waiver or abridgment, whether given before or after the meeting or other event of which the notice is required to be given, shall cure any defect in the giving or in the time of such notice as the case may be.

6.03 Notice to Joint Shareholders

If two or more persons hold shares jointly, notice may be given to one of such persons and such notice shall be sufficient notice to all of them.

6.04 Signature on Notice

The signature to any notice to be given by the Corporation may be lithographed, written, printed or otherwise mechanically reproduced.

6.05 Surrender of Shares on Continuance

Where this By-law has become effective on the issue of a Certificate of Continuance for the Corporation the directors may require a shareholder to surrender that person's share certificate for the purpose of having it cancelled and replaced by a new share certificate that complies with the Act.

SIGNED for identification effective on {{corp.incorp\_date|toDate('June 3, 1990')}}.

{%p if not president.pres\_signers %}

**{{president.pres\_name}}**, President

{%p else %}

{%p for sig in president.pres\_signers %}

**{{sig.full\_name|upper}}, {{sig.role}} on behalf of {{ president.pres\_name|upper }}**, President

{%p endfor %}

{%p endif %}

**BY-LAW NO. 2**

A By-law relating generally to the transaction

of the business and affairs of

**{{corp.name|upper}}**

(the "Corporation")

1. Borrowing By-law

The directors may from time to time:

(a) borrow money upon the credit of the Corporation in such amount and upon such terms as they think proper;

(b) hypothecate, pledge or mortgage the real and personal property of the Corporation;

(c) provide security for any loan to the Corporation by an assignment of:

(i) accounts receivable;

(ii) the proceeds of any policy of insurance owned by the Corporation;

(iii) the proceeds or benefit of any contract or chose in action;

(d) sign bills, notes, contracts and other evidences of or securities for money borrowed or to be borrowed;

(e) authorize one or more directors or officers of the Corporation, with or without substitution, to execute any or all documents necessary for the above purposes.

SIGNED for identification effective on {{corp.incorp\_date|toDate('June 3, 1990')}}.

{%p if not president.pres\_signers %}

**{{president.pres\_name}}**, President

{%p else %}

{%p for sig in president.pres\_signers %}

**{{sig.full\_name}}, {{sig.role}} on behalf of {{ president.pres\_name }}**, President

{%p endfor %}

{%p endif %}