

By-Laws
of
Harmonie Holdings Ltd.
Regina, Saskatchewan

Founded 1955

BY-LAW NO. 1

A By-Law relating generally to the transactions of the business and affairs of the Corporation.

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BE IT ENACTED as general By-Laws of the Corporation relating generally to the transaction of the business and affairs of the Corporation, as set out in the following pages, namely:

GENERAL BY-LAWS

Relating to the Affairs and Business Transactions of Harmonie Holdings Ltd.

WHEREAS the Shareholders of HARMONIE HOLDINGS LTD. DEEM IT EXPEDIENT that By-Laws for regulating the affairs of the Company should be made:

NOW THEREFORE BE IT ENACTED, and it is hereby enacted that the following shall be the By-Laws of HARMONIE HOLDINGS LTD. With its head-office and address being: 1727 St. John Street, Regina, Province of Saskatchewan.

THE OBJECTS AND AIMS OF THE COMPANY are:

To maintain a close relationship with the German Canadian Society Harmonie to assist and further their objectives and programs and act as their Holding Corporation.

SECTION ONE INTERPRETATION

1. Where Rules of Procedure are referred to in these By-Laws, they shall be deemed to mean: "Roberts Rules of Order"

1.01 DEFINITIONS:

In These By-laws unless the context otherwise requires:

"ACT" MEANS THE Business Corporations Act 1977 (Saskatchewan)

"Appoint" includes "elect" and vice versa.

"Articles" means the article of incorporation, the articles of amalgamation or the articles of continuance of the Corporation as the case may be as from time to time amended or restated.

"Board" means the Board of Directors of the Corporation

"By-Laws" means this By-law and all other By-laws of the Corporation from time to time in force and effect.

"Corporation" means Harmonie Holdings Ltd., the Shareholders of which passed these By-laws.

"Shareholder" means every subscriber to or holder of stock (share) in the Corporation and also includes the personal representative by Proxy of the Shareholder.

“Recorded Address” means the Shareholders address as recorded in the Securities Register or his latest recorded address.

“Signing Officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation, or by special resolution passed by the Shareholders pursuant thereto.

“Unanimous Shareholders Agreement” means a written agreement among all the Shareholders of the Corporation for the purpose of approving or disapproving restricting in whole or in part, limiting or regulating in any way the powers of the Board to manage the business affairs of the Corporation as from time to time amended.

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

“Meetings of Shareholders” includes an annual meeting of Shareholders called ordinary meetings and other special meetings called “Extra ordinary meetings”.

SECTION TWO BUSINESS OF CORPORATION

2.01 REGISTERED OFFICE

Until changed in accordance with the Act, the registered office of the Corporation shall be 1727 St. John Street, in Regina, in the Province of Saskatchewan.

2.02 CORPORATE SEAL

The Board may from time to time adopt a corporate seal which shall be the seal of the Corporation until changed.

2.03 FINANCIAL YEAR

The financial year of the Corporation may be fixed by the Board and may be changed from time to time by the Board.

2.04 BANKING ARRANGEMENT

The banking business of Harmonie Holdings Ltd. shall be transacted with a chartered bank of Canada, as may from time to time be designated by the Board of Directors and approved by the Three Trustees.

2.05 WITHHOLDING INFORMATION FROM SHAREHOLDERS

Subject to the provisions of the Act, the Board of Directors may from time to time, whether and to what extent and at what time and place and under what conditions or regulations, the accounts, records and

documents of the Corporation or any of them, shall be open to the inspection of Shareholders. No Shareholder shall have any right of inspecting any account, record or document of the Corporation except as conferred by the Act or authorized by the Board or by a resolution passed at a General Meeting of the Shareholders.

SECTION THREE
MEETINGS OF SHAREHOLDERS

3.01 ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Annual General Meeting of Shareholders of Harmonie Holdings Ltd. shall be held at the business address of Harmonie Holdings Ltd., 1727 St. John Street, in the City of Regina, Province of Saskatchewan. The date and time of the meeting shall be determined by the Directors.

3.02 SPECIAL MEETINGS

Special Meetings of Shareholders may be called from time to time as a quorum of the Board of Directors may determine.

3.03 PURPOSE OF ANNUAL SHAREHOLDERS MEETING

See 4.01

The purpose of the Annual Shareholders Meeting is to receive and to consider the President's Annual Report, the Accountant's Financial Statements, as required by the Act to be placed before the Shareholders; to elect by ballot the Board of Directors of Seven in number and also to elect by ballot three Shareholders to act as SPECIAL EXECUTIVE ADVISORY BOARD for the ensuing year; to submit to the Shareholders any question requiring their approval.

The Board of Directors will choose their own officers consisting of President, Vice President, Secretary, and Treasurer.

3.04 QUALIFICATION FOR DIRECTOR

See 4.02

To qualify for election as a Director, a person must be a Shareholder of Harmonie Holdings Ltd. in his own right. Directors shall be eligible for re-election.

3.05 ELIGIBILITY FOR ELECTION AS PRESIDENT

He must be a shareholder of Harmonie Holdings Ltd., and a Canadian citizen, landed immigrant or resident of Canada and shall not be an employee of the German Canadian Society Harmonie.

3.06 SPECIAL EXECUTIVE BOARD OF TRUSTEES {Financial Advisers}

In addition to the Board of Directors, the Shareholders at their Annual Meeting shall elect by Ballot three Trustees (3), who also must be Shareholders by their own right, for a term of one year (1), but can be re-elected in succeeding years. Their specific purpose and duties are to act as consultants and financial advisers, and as such they possess independent power, to control, approve, or restrict large financial expenditures or loans of Harmonie Holdings Ltd.

Directors shall not be members of such Special Executive Board of Trust Advisers.

SECTION FOUR
MEETINGS AND ELECTION

4.01 VOTING OF SHAREHOLDERS

ON A SHOW OF HANDS every Shareholder present in person shall have ONE VOTE.

ON A POLL every Shareholder present including Proxy Holders shall have one vote for each share of which he is a holder.

In the case of joint holders of a share, the vote of the senior, who tenders the vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the Register of Shareholders.

The Proxy shall be in writing under the hand of the Shareholder. An instrument appointing a Proxy may be in the following form, or in any other form which the Directors shall approve.

No person shall act as Proxy, who is not a Shareholder in his own right.

Every shareholder entitled to vote at a meeting of shareholders may appoint a member of his or her immediate family, including spouse, father, son, mother, daughter, as a proxy holder.

All Proxies shall be lodged with the Secretary of Harmonie Holdings Ltd. before commencement of the meeting of the Shareholders, at which he proposes to vote on a proxy.

Sample of Proxy Instrument:

I, M.L.A. of Regina, Sask., being a shareholder of Harmonie Holdings Ltd., hereby appoint Mr. _____ of _____, Sask., as my Proxy to vote for me and on my behalf at the General Meeting (or as the case may be) of Harmonie Holdings Ltd. to be held on _____ day of _____ (month) _____ (year)
Signed this _____ (day) of _____. Signature.
Witness of signature.

Note: A Proxy instrument shall be deemed to confer a demand for a "Poll" vote.

Preference Shares

Preference shares have no voting rights.

4.02 SHOW OF HANDS

Subject to the provisions of the Act, any question at a meeting of Shareholders 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 Chairman 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 effect in the Minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the vote recorded in favour 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 Shareholders upon the said question.

4.03 BALLOTS

On any question proposed for consideration at a meeting of Shareholders, and whether or not a show of hands has been taken thereon, any Shareholder or Proxy holder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chairman shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each person present shall be entitled, in respect of the shares which he is entitled to vote at the meeting upon the question, to that number of votes provided by the Act or the Articles, and the result of the ballot so taken shall be the decision of the Shareholders upon the said question.

SECTION FIVE
DIRECTORS

5.01 POWERS AND DUTIES OF DIRECTORS

The Powers and Duties of the Board of Directors of a Holding Corporation are not such as are usually imposed upon such Officers of regular business corporations and as are described and required by law, and although they are not remunerated for their services, they are still required to attend to the management of the business affairs of Harmonie Holdings Ltd. The Directors shall in all cases act as a Board, regularly convened, by a majority, to dispatch whatever business there is. They may adopt such rules and regulations for their conduct of their meetings, and the management of Harmonie Holdings Ltd. as they may deem proper and necessary, NOT inconsistent with these By-laws and the Company's Act. The President chosen by the majority of the Directors shall chair their meetings. If the President is not available to chair the meeting, the Directors present may choose one of their number to act as the chairman of their meeting. Questions arising at such meetings shall be decided by a majority vote of show of hands.

Accurate records of all proceedings at Directors' meetings shall be kept in the Minute Book. These records shall contain the names of the Directors present at each meeting of the Board.

5.02 DIRECTORS' MEETINGS

Regular Meetings of the Board of Directors shall be held immediately following the Annual Meeting of the Shareholders and at such other times as the Board of Directors may determine.

5.03 NOTICE OF DIRECTORS' MEETING

Notice of meetings, other than the regular meeting, shall be given by service upon each Director in person, or by mailing to him at his last known post-office address, at least five days before the date therein designated for such meeting.

5.04 QUORUM

At any meeting of the Board of Directors, a majority of the Board shall constitute a quorum for the transaction of business.

Voting:

At all meetings of the Board of Directors, each Director is to have ONE (1) vote, irrespective of the number of shares of stock he may hold.

5.05 ROTATION OF DIRECTORS

The four Directors receiving the lowest votes at the first Annual Meeting shall retire at the following Annual Meeting. At subsequent Annual Meetings, the Directors who have been the longest in office since their election, shall retire and new Directors shall be elected to fill their place. Retiring Directors shall be eligible for re-election.

5.06 REMOVAL OF DIRECTORS

Subject to the provisions of the Act, the Shareholders may by resolution passed at a special meeting remove any Director from office, and the vacancy created by such removal may be filled at the same meeting failing which it may be filled by the Directors.

5.07 VACATION OF OFFICE

A Director ceases to hold office when he dies; he is removed from office by the Shareholders; he ceases to be qualified for election as a Director; or his 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. A Director loses his appointment as a Director, if he fails to attend three consecutive Directors' meetings without sufficient cause or explanation.

5.08 VACANCIES

Subject to the Act, a quorum of the Board of Directors may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum number of Directors, or from a failure of the Shareholders to elect the minimum number of Directors. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Shareholders to elect the minimum number of Directors, the Board shall forthwith call a special meeting of Shareholders to fill the vacancy. If the Board fails to call such a meeting, or if there are no such Directors then in office, any Shareholder may call the meeting.

5.09 MEETINGS BY TELEPHONE

If all the Directors consent, a Director may participate in a meeting of the Board, or of a committee of the Board, by means of such 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 Board held while a Director holds office. Such meetings should be properly recorded at the next regular meeting of the Board of Directors.

5.10 CONFLICT OF INTEREST

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

5.11 GIFTS

Any gifts a Director or President receives on behalf of the German Club remain the property of the Club unless the Board of Directors decides that the gift may be kept by the Director or President as a personal present.

SECTION SIX
BORROWING AND SECURITIES

6.01 BY HARMONIE HOLDINGS LTD.

WHEREAS it may be necessary for Harmonie Holdings Ltd. to borrow money on the credit of Harmonie Holdings Ltd. Assets, from time to time from one of the chartered banks of Canada;

THEREFORE BE IT ENACTED:

By the Shareholders of Harmonie Holdings Ltd.

As a By-law thereof No. 6.01 -

- A. That the Directors of Harmonie Holdings Ltd., with the consent and approval of three (3) Special Advisory Trustees (Section 3 No. 3.06) the latter having been elected for the specific purpose to act as Financial Adviser to the Board of Directors; be hereby authorized to borrow money from time to time from a chartered bank, upon the credit of Harmonie Holdings Ltd. in such amounts as the Three Trustees and Advisers deem proper.
- B. That any promissory notes or other negotiable papers, signed on behalf of Harmonie Holdings Ltd. by the Officers of the Corporation and authorized by the three Special Trustees to sign such negotiable instruments in its behalf and granted to said chartered bank for

shall be binding upon Harmonie Holdings Ltd.

- C. That the Directors of Harmonie Holdings Ltd. have no authority to grant securities by way of mortgaging, hypothecating any of the properties, real estates, and/or assets of Harmonie Holdings Ltd. That money borrowed shall not at any time exceed the share capital without the sanction of the majority of the shareholders.
- D. That any loans of money by Harmonie Holdings Ltd. to other Associations or Societies, must likewise be approved and consented to by the three Special Trustees and the Board of Directors.
- E. That this By-law No. 6.01, when sanctioned by the Shareholders of Harmonie Holdings, Ltd., shall be irrevocable until a new By-law repealing this By-law, shall have been confirmed or sanctioned by the Shareholders of Harmonie Holdings Ltd.

6.02 LOANING MONEY TO THE GERMAN CANADIAN SOCIETY HARMONIE

Loaning money for the purpose of the German Canadian Society Harmonie. The Board of Directors may do so upon the security of the assets of the German Canadian Society Harmonie and in such manner and condition as it shall be for the best interest of Harmonie Holdings Ltd., and must likewise be consented to and approved by the three Special Trustees and the Board of Directors.

6.03 REMUNERATION AND DIRECTORS' EXPENSES

The Directors shall not be paid for their services. They shall be entitled to be reimbursed for travelling and related expenses properly incurred by them in attending meetings of the Board or any committees thereof.

SECTION SEVEN
COMMITTEES

7.01 COMMITTEE OF DIRECTORS

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

7.02 TRANSACTION OF BUSINESS

Subject to the provisions of Section (?), the powers of a Committee of Directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in Regina, Saskatchewan.

7.03 PROCEDURE

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

SECTION EIGHT
OFFICERS

8.01 APPOINTMENT

Subject to any unanimous Shareholders' agreement, Officers shall be appointed by the Board. The Board shall consist of seven (7) Directors, of which four of them must be Shareholders.

The offices to be filled and duties of such officers shall be those designated by the Directors and unless and until duties are designated, shall be those usually pertaining to such Officers.

All Officers of Harmonie Holdings Ltd. Shall be elected annually by the Board of Directors immediately after the Annual Meeting of Shareholders.

The Board, in its discretion, may remove any employee of the Corporation, without prejudice to such employee's rights under any employment contract. Otherwise, each employee appointed by the Board, shall hold office until his successor is appointed.

8.02 TERMS OF EMPLOYMENT AND REMUNERATION

The terms of employment and the remuneration of employees appointed by the Board shall be settled by it from time to time.

8.03 AGENTS AND ATTORNEYS

The Board shall have power from time to time to appoint Agents or Attorneys for the Corporation in Saskatchewan with such powers of management or otherwise (including the power to subdelegate) as may be thought fit.

8.04 FIDELITY BONDS

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

PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS

8.05 LIMITATION OF LIABILITY

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 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 judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.

8.06 INDEMNITY

Subject to the limitations contained in the Act, the Corporation shall indemnify a Director or Officer, a former Director or Officer, 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 (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Corporation or such body corporate, if:

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

SECTION NINE
SHARES

9.01 ALLOTMENT

Shares in the capital stock of the Corporation shall be allotted in the manner prescribed by the Articles. Unless otherwise provided for in the Articles, the Directors may, by resolution, allot the shares in the capital stock of the Corporation. No person may own or become registered as the owner of more than 10 common shares. There is no restriction on the number of preference shares which a person may own. Such preference shares have no voting power.

9.02 PURCHASE OR REDEMPTION OF SHARES

Subject to the special rights and restrictions attached to any class of shares and subject to the provisions of the Act, the Corporation may, by a resolution of the Directors and in compliance with the Act, purchase any of its shares at the price and upon the terms specified in such resolution or redeem any class of its shares in accordance with the special rights and restrictions attaching thereto.

9.03 REGISTRATION OF TRANSFER

Subject to the provisions of the Act, no transfer of shares shall be registered in a securities register, except upon presentation of the certificate representing such shares with a transfer endorsed thereon or delivered therewith duly executed by the registered holder or by his attorney or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the Board may from time to time prescribe and upon compliance with such restrictions on transfer as are authorized by the Articles.

9.04 NONRECOGNITION OF TRUSTS

Subject to the provisions of the Act, the Corporation shall treat as absolute owner of any share the person in whose name the share is registered in the securities register as if that person had full legal capacity and authority to exercise all rights of ownership, irrespective of any indication to the contrary through knowledge or notice or description in the Corporation's records or on the share certificate.

9.05 SHARE CERTIFICATE

Every holder of one or more shares of the Corporation shall be entitled, at this option, to a share certificate, or to a nontransferable written acknowledgment of his right to obtain a share certificate, stating the number and class or series of shares held by him as shown on the securities register. Share certificates and acknowledgments of a shareholder's right to a share certificate, respectively, shall be in such form as the Board shall from time to time approve. Any share certificate shall be signed by any two officers of the Corporation and shall have the corporate seal.

9.06 REPLACEMENT OF SHARE CERTIFICATES

The Board or any officer or agent designated by the Board may in its or his discretion direct the issue of a new share certificate in lieu of and upon cancellation of a share certificate that has been mutilated or in substitution for a share certificate claimed to have been lost, destroyed or wrongfully taken on payment of such fee, not exceeding Three (\$3.00) dollars, and on such terms as to indemnity, reimbursement of expenses and evidence of loss and of title as the Board may from time to time prescribe, whether generally or in any particular case.

9.07 JOINT SHAREHOLDERS

If two or more persons are registered as joint holders of any share, the Corporation shall not be bound to issue more than one certificate in respect thereof, and delivery of such certificate to one of such persons shall be sufficient delivery to all of them. Any one of such persons may give effectual receipts for the certificate issued in respect thereof or for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such share.

9.08 DECEASED SHAREHOLDERS

In the event of the death of a holder, or of one of the joint holders, or any share, the Corporation shall not be required to make any entry in the securities register in respect thereof or to make payment of any dividends thereon except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.

SECTION TEN
DIVIDENDS AND RIGHTS

10.01 DIVIDENDS

Subject to the provisions of the Act, the Board may from time to time declare dividends payable to the Shareholders according to their respective rights and interests in the Corporation. Dividends may be paid in money or property or by issuing fully paid shares of the Corporation.

10.02 LIST OF SHAREHOLDERS ENTITLED TO NOTICE

For every meeting of Shareholders, the Corporation shall prepare a list of Shareholders entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of shares entitled to vote at the meeting held by each Shareholder. The Shareholders listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given, or where no such notice is given, the day on which the meeting is held. The list shall be available for examination by any Shareholder during usual business hours at the registered office of the Corporation or at the place where the securities register is kept and at the place where the meeting is held.

10.03 RECORD DATE FOR NOTICE

The record date for the determination of the Shareholders entitled to notices of the meeting shall be the close of business on the day immediately preceding the day on which the notice was given.

10.04 CHAIRMAN, SECRETARY, AND SCRUTINEERS

The Chairman of any meeting of Shareholders shall be the President, or, in his absence, a Vice President of the Corporation who is a Shareholder. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chairman. If the Secretary of the Corporation is absent, the Chairman shall appoint some person, who is qualified to act as Secretary of the meeting.

10.05 PERSONS ENTITLED TO BE PRESENT

The only persons entitled to be present at a meeting of Shareholders 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.

10.06 ADJOURNMENT

If a meeting of Shareholders is adjourned for less than thirty (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 Shareholders is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

SECTION ELEVEN
NOTICES

11.01 METHOD OF GIVING NOTICES

All holders of shares in a company are entitled to receive notice of Shareholders' meetings and to participate in and vote at such meetings. Every Shareholder entitled to be present at the meeting must be notified of the time and place of the meeting and the nature of the business to be transacted less than fourteen days in advance of the date of the meeting. It is common and good practice also to include with the notice substantial information concerning important questions that are dealt with in order that they may receive due prior consideration. Such notices should be sent out by normal mail.

11.02 OMISSIONS AND ERRORS

The accidental omission to give any notice to any Shareholder, Director, Officer, auditor, or member of a committee of the Board or the nonreceipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

11.03 PERSONS ENTITLED BY DEATH OR OPERATION OF LAW

Every person who, by operation of law, transfer, death of a Shareholder or any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which shall have been duly given to the Shareholder from whom he derives his title to such share prior to his name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which he became so entitled) and prior to his furnishing the Corporation the proof of authority or evidence of his entitlement prescribed by the Act.

11.04 WAIVER OF NOTICE

Any Shareholder (or his duly appointed proxy holder), Director, Officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him under any provision 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 or abridgement shall be in writing except a waiver of notice of a meeting of Shareholders or of the Board which may be given in any manner.

SECTION TWELVE
EFFECTIVE DATE (AND REPEAL)

12.01 EFFECTIVE DATE

Subject to its confirmation by the Shareholders in accordance with the Act, this by-law shall come into force on the date it is passed by the Directors.

12.02 REPEAL

All previous Articles of Association or by-laws of the Corporation, if any, are repealed as of the coming into force of this by-law provided that such repeal shall not affect the previous operation of any Articles of Association or by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All Officers and persons acting under any Article of Association or by-laws so repealed shall continue to act if appointed under the provisions of this by-law and all resolutions of the Shareholders or Board with continuing effect passed under any repealed Articles of Association or by-law shall continue good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ENACTED by the Board the day of 19 .

(President)

(Secretary)

CONFIRMED by the Shareholders in accordance with the Act
the day of 19 .

(Secretary)