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By-Laws and Constitution of Plains Rd. Child Care Inc. Amendment 1

BY-LAW NO.2

A by-law relating generally to the transaction of the affairs of Plains Rd. Child Care Inc.

BE IT ENACTED AS A BY-LAW OF PLAINS RD CHILD CARE INC. (hereinafter called "The Corporation") as follows:

INTERPRETATION

1. DEFINITIONS

Definitions in this By-law, unless the context otherwise specifies or requires:

- i.) "Act" means the *Corporations Act*, R.S.O. 1990, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;
- ii.) "Articles of Incorporation" means the Act of the Province of Canada that incorporated the corporation, all amendments to that Act and any supplementary Articles of Incorporation issued to the Corporation;
- iii.) "By-law" means any By-law of the Corporation from time to time in force and effect;
- iv.) "Corporation" means **Plains Rd Childcare Inc.**, an Ontario non-profit corporation incorporated on March 8, 1993 that is subject to the provisions of the Act;
- v.) "Members" means all parents/guardians of the child(ren) enrolled at the Corporation who are in good standing and shall be open irrespective of nationality, ethnicity, religion, race, and gender;
- vi.) "Ex Officio Member" means an elected member of the Board of Directors who does not have voting privileges;
- vii.) "Member-In-Good-Standing" means all members of the Corporation who meet and abide by all policies and procedures of the Corporation;
- viii.) "Board Director" means an elected member of the Corporation to sit on the Board of Directors for the specified term, with voting privileges;
- ix.) "Executive Director / Officer" means an elected Board Director, who will hold an Officer position of either: President, Vice President, Treasurer or Secretary;

- x.) “Regulations” means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations;
- xi.) “Special resolution” means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the shareholders or members of the corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the shareholders or members entitled to vote at such meeting;
- xii.) “General Directors Meeting” means a regularly scheduled meeting of the Board Directors (minimum 7 per year), where two thirds (2/3) of the Board Directors are required to be present in order for quorum to be met. General Meetings are open to all members of the Corporation to attend;
- xiii.) “Annual General Meeting” means the annual meeting of the members, where the Board Directors for the successive year are elected by the members of the Corporation. A minimum of two thirds (2/3) of the membership is required to be present in order for quorum to be achieved;
- xiv.) “Special Meeting” means a general meeting of members, called by the Board Directors other than the regularly schedules (General Meeting) or Annual General Meetings. A minimum of two thirds (2/3) of the members is required to be present in order for quorum to be achieved; and
- xv.) “In Camera Meeting” means a meeting of the elected Board Directors (only) to address matters of a confidential or non-public matter, where members are not permitted to attend or receive correspondence.

2. INTERPRETATION

This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- i.) all terms which are contained in the By-laws of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations;
- ii.) words importing the singular number only shall include the plural and vice versa; and the word “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons; and
- iii.) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

3. HEAD OFFICE

The Head Office of the Corporation shall be 520 Plains Road, in the City of Toronto in the Province of Ontario or at such a place as the Directors of the Corporation may by resolution fix.

4. SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

5. MEMBERSHIP

Membership of the Corporation shall be open irrespective of nationality, religion, sex, race, colour, or age to all who agree with the object of the Corporation.

Members of the Corporation may be:

- i) any one parent or legal guardian per family of a child admitted to the Corporation;
- ii) the Director (hereinafter called the "Supervisor") of the Corporation, who shall be an ex-officio member of the Board Directors;
- iii) the Principal or Toronto Catholic District School Board (TCDSB) designate (also ex-officio); and
- iv) a person in the community who wishes to participate in the work of the Corporation and are accepted by the Board of Directors.

Members are entitled to attend the Annual General Meeting and any other General or Special Meetings that may be called by the Board of Directors.

Each member in good standing shall be entitled to one (1) vote per family on each question arising at any Special or Annual Meeting.

6. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, comprised of a minimum of five (5) and not more than nine (9) Directors. The Board of Directors will consist of the following:

- i) minimum of five (5), maximum of nine (9) parents, whose children attend the Centre;
- ii) the Principal, or TCDSB designate who sits as an ex-officio member;
- iii) the Supervisor who sits as an ex-officio Member and advisor to the Board; and
- iv) one (1) person from the school community at large.

No persons shall be eligible for election as a Board Director unless they are eighteen (18) or more years of age and they are a Member in good standing. Moreover, they must not be employees or relatives of employees of the Corporation, nor persons providing the services and programs under contracts with the Corporation.

Each Director shall hold office from the first Meeting following the Annual Meeting of election for a period of two (2) years.

The Past President shall be granted membership on the Board of Directors for one year following their term of President, to assist the Board with their experience, as required.

The Members of the Corporation may, at its discretion, by special resolution, remove any Officer or Director before the expiration of the term of office and may, by a majority of the votes cast at that meeting so called, elect any person to hold such seat for the remainder of the term. Any Director who misses three (3) consecutive meetings without reasonable cause may be removed by special resolution as stated above.

7. NOTICE OF ANNUAL AND OTHER MEETINGS OF MEMBERS

The Annual and other General or Special Members Meetings of the Members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the Directors shall appoint. No public notice of said meetings shall be required, but notice of the time and place of every meeting shall be given to each Member by mail, posting a notice in the childcare centre, or other means deemed by the Board Directors, not less than (10) days before the time fixed for the holding of such meetings.

The Board Directors may appoint a day or days in any month or months for Regular Meetings at an hour to be named and of such Regular Meetings no notice need be sent. The Board Directors at any Regular Meeting may set the date and time and place for the next Meeting, and no notice need be sent. A Board of Directors Meeting may also be held, without notice, immediately following the Annual General Meeting of the Corporation. Special, General and In-Camera Meetings of the Board of Directors may be formally called by the President or Vice President, or by the Secretary on direction in writing of two (2) Board Directors. Notice of such Meetings shall be hand delivered, telephoned or communicated by another means deemed by the Board Directors, to each Board Directors not less than two (2) days before the Meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

8. ERRORS IN NOTICE

An error or omission in giving such notice for a Meeting of the Board Directors shall not invalidate such Meeting or invalidate or make void any proceedings of such Meetings.

9. ADJOURNMENTS

Once any meeting of the Corporation has been officially adjourned and all attending Members of the first Meeting are present, it cannot be reopened unless motioned to reopen and the motion is seconded by a Member, and no notice of the time and place for the holding of the second meeting need be given to the Members.

10. VOTING OF MEMBERS

Each member of the Corporation, except the President, shall at all Meetings of Members be entitled to one vote but may not vote by proxy.

At all Meetings of Members, every question shall be decided by a majority of the votes of the Members present unless otherwise required by the by-laws of the Corporation. Every question shall be decided by a show of hands or by written ballot. In case of a tie, the President shall be entitled to a casting vote.

11. QUORUM AND MEETINGS OF THE BOARD OF DIRECTORS

Except as otherwise required by law, the Board of Directors may hold its Meetings at the Head office of the Corporation or such place or places as the said Directors may, from time to time, determine.

A quorum for the transaction of business at any Annual or Special Meeting of Members shall consist of not less than two-thirds (2/3) Members present in person.

At every Annual Meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statement and the report of the auditors shall be presented, a Board of Directors elected, and auditors appointed for the ensuing year. The appointment of the auditors shall be fixed. The Members may consider and transact any business either special or general without any notice thereof at any Meeting of the Members.

A Director's Meeting will be held within two (2) weeks following the Annual General Meeting to appoint Officers from among their number of Directors who have completed at least one year of their two year term as a Board Director (except in the case of the secretary who may be in the first year of their term), and to establish bank signing powers. If there is no such election held then the incumbents, being Members of the Board, shall hold office for thirty (30) days. There shall be a minimum of four (4) Officers appointed: a President, a Vice President, a Secretary and a Treasurer; and such other Officers as the Board of Directors may determine by law, from time to time, by majority vote. No person shall hold more than one Office.

The election of Officers shall be held by the method of show of hands or written ballot. In the event of a tie vote, the presiding Officer shall order a new vote to be taken. If still tied after the second vote, the presiding Officer shall vote and break the tie.

Board meetings are to be held no less that seven (7) times per year.

12. VOTING OF BOARD OF DIRECTORS

Questions arising at any meeting of Directors shall be decided by a majority of votes. Each Director, with exception of the President, shall be entitled to one vote on each question arising at any special or General Meeting of the Board of Directors. In case of an equality of votes, the President shall have a casting vote.

In the absence of the President, the duties may be performed by the Vice President or such other Director as the Board may, from time to time, appoint for the purpose.

All votes at such Meetings shall be taken by assent or dissent by show of hands, or by ballot if demanded by any Board Directors present. A declaration by the President that a resolution has been carried and any entry to that effect in the minutes shall be admissible in evidence a prima facie proof of a vote in favour of or against such resolution.

13. POWERS OF THE BOARD OF DIRECTORS

The Directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter and, save as hereinafter provided, generally, may exercise all other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

The Corporation is licensed under the jurisdiction of the Ministry of Children and Youth Services, and meets all requirements of the City of Toronto, Children's Services Division.

The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees.

The Board may delegate the management of the Corporation's activities, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board Directors. No assignment, referral, or delegation of authority by the Board or anyone acting under such delegation shall preclude the Board from exercising full authority over the conduct of the Corporation's activities.

Without in any way derogating from the foregoing, the Board Directors are 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, building and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they deem advisable.

14. DUTIES OF THE BOARD OF DIRECTORS

- i.) Responsible to oversee the operations of the Corporation, scrutinize its finances, develop and administer policy on behalf of the General Membership;
- ii.) Hire, evaluate and if necessary terminate staff; and
- iii.) Develop and oversee budgets and expenditures, set fees and oversee the bookkeeping of the Corporation

15. DUTIES OF THE OFFICERS OF THE CORPORATION

There shall be a President, Vice President, Secretary and Treasurer and such other Officers as the Board of Directors may determine by law, from time to time, by majority vote. Officers of the Board shall be selected from among their number of Directors who have completed at least one year of their two year term as a Director, and will hold their position in Office for a period of one year (except in the case of the secretary who may be elected in the first year of their term) . One person may hold no more than one Office. Officers of the Board of Directors may be held for greater than one term, if so elected.

All Officers shall sign such contracts, documents or instruments as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors.

16. DUTIES OF THE PRESIDENT

The President shall, when present, preside at all Meetings of the Members and Directors of the Corporation and of the Board of Directors. The President shall be charged with the general management of the affairs and operations of the Corporation. The President and the Secretary shall sign all by-laws and membership certificates and special resolutions. During the absence or inability of the President, the duties and powers may be exercised by the Vice President or such other Director as the Board may, from time to time, appoint for the purpose.

17. DUTIES OF THE VICE PRESIDENT

The Vice President shall, in the absence of the President, fulfill the duties of that office. The Vice President is charged with the general external relations and the co-ordination of activities with other organizations in the daycare field.

18. DUTIES OF THE SECRETARY

The Secretary shall be clerk of the Board of Directors. This person shall attend all meetings of the Board of Directors and all members' meetings and shall record all facts and minutes of all proceedings in books kept for that purpose. In addition, the Secretary shall provide an agenda, in consultation with the President, for each meeting of the Board of Directors and any General Members Meetings, and keep an up to date list of the Membership. The Secretary shall appoint a substitute, who shall be a Member of the Board of Directors, in the event she/he cannot attend a Meeting.

19. DUTIES OF THE TREASURER

Subject to the provisions of any resolution of the Board of Directors delegating some or all of such duties to another person, the Treasurer, or person performing the usual duties of Treasurer, shall monitor full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and monitor the deposit of all moneys or other valuable effects in the name and to the credit of the Corporation in such banks as may, from time to time be designated by the Board of Directors.

The treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required an account of all transactions and of the financial position of the Corporation. In addition, the Treasurer shall perform such other duties as may, from time to time, be determined by the Board of Directors.

20. DUTIES OF OTHER OFFICERS

The duties of the other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors require of them.

In case of the absence or inability to act of the President, Vice President, Secretary, or Treasurer, the Board of Directors may delegate all or any of the powers of such Officer to any other Officer or to another Board Director for thirty (30) days.

21. VACANCIES

Vacancies on the Board of Directors may so long as a quorum of Board Directors, remain in office, be filled from among the qualified Members of the Corporation. Otherwise, such a vacancy shall be filled at the next annual meeting of the members at which the Board Directors for the ensuing year are elected. If there is not a quorum of Board Directors, the remaining Board Directors shall forthwith call a meeting of the members to fill the vacancy.

The Office of an Officer and/or Board Director shall be vacated upon the occurrence of any of the following events:

- i.) she/he cease to be a Member of the Corporation;
- ii.) she/he is charged and convicted under the Criminal Code and/or her/his Criminal Reference Check results are positive;
- iii.) she/he breaches confidentiality concerning business of the Board;
- iv.) she/he does not adhere to the current policies and procedures, and / or by-laws of the Corporation;
- v.) she/he resigns as Officer and/or Board Director by notice in writing to the Secretary of the Corporation and by such resignation, if not effective immediately, becomes effective in accordance with its terms;
- vi.) she/he misses three (3) or more Board Meetings with out notice to the Board; and
- vii.) she/he is at the end of her/his term of office.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him/her to the Corporation prior to acceptance in his/her resignation.

22. REMOVAL OF AN OFFICER OR BOARD DIRECTOR

If, in opinion of the Board, a Member, Director or Officer is not acting in the best interests of the Corporation, the Directors may by a simple vote, call an extraordinary meeting of the Board to determine when the Member concerned shall be asked to resign from the Board. Any Board member missing three consecutive meetings of the Board without notice of intent to be absent or without just cause may be removed from the Board.

The members of the Corporation may by resolution passed by a least two thirds (2/3) of the voting a general meeting of which notice specifying the intention to pass such resolution has been to remove any director before expiration of his/her term of office, and may be a majority at that meeting, elect any person for the remainder of the term of office.

23. COMMITTEES OF THE CORPORATION

Executive Committee

The Directors may elect from among themselves an Executive Committee consisting of three (3) Directors that must include the Supervisor and President, plus one other Board Director. Subject to the restrictions, if any, contained in the By-Laws or imposed from time to time by the Board of Directors, the Executive Committee shall have and may exercise all the powers of the Board between Meetings of the Board, except such powers as are required by the Act or by any other statute to be exercised by the Board.

The Executive Committee Meetings shall keep records of its meetings in which shall be recorded all actions taken by the Committee. A report of all actions taken by the Executive Committee at each of its meetings shall be submitted to the next succeeding meeting of the Board Directors.

A quorum of the Executive Committee shall consist of at least three (3) members of the Committee. Voting at such meetings shall be by a show of hands with the President holding the casting vote in the event of a tie.

Personnel Committee

The Directors shall elect from among themselves a Personnel Committee consisting of three (3) Directors that must include the Supervisor and Vice President, plus one other Board Director, no later than the second Meeting of the Board following the Annual Meeting.

The Personnel Committee shall be chaired by the Vice-President or designate who shall report regularly to the Board of Directors. Quorum for the Personnel Committee shall be three (3) Directors. The Personnel Committee shall have the authority to regulate its procedures.

The Chair of the Personnel Committee or their designate will report the recommendations of the Committee at the subsequent Meeting of the Board of Director's, and all recommendations will be subject to a vote and acceptance by the Board of Directors.

Finance Committee

The Directors shall elect from among themselves a Finance Committee consisting of three (3) Directors that must include the Supervisor and Treasurer, plus one other Board Director, no later than the second Meeting of the Board following the Annual Meeting.

The Finance Committee shall be chaired by the Treasurer or designate who shall report regularly to the Board of Directors. Quorum for the Finance Committee shall be three (3) Directors. The Finance Committee shall have the authority to regulate its procedures.

The Chair of the Finance Committee or their designate will report the recommendations of the Committee at the subsequent Meeting of the Board of Director's, and all recommendations will be subject to a vote and acceptance by the Board of Directors.

Ad Hoc Committees

The Board of Directors may elect or appoint Ad Hoc Committees to perform such duties as it may prescribe from time to time. Ad Hoc Committees shall be open to all Members of the Corporation who may or may not be current Board Directors, and must include at least one Board Director. Unless otherwise specified, each such Ad Hoc Committee shall have power to fix its quorum, to elect its Chair from among its Members of Board Directors, and to regulate its procedure.

The Chair of each Ad Hoc Committee or their designate will report the recommendations of the Committee at the subsequent Meeting of the Board of Director's, and all recommendations will be subject to a vote and acceptance by the Board of Directors

24. EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagement on behalf of the Corporation shall be signed by any two (2) of the President, Vice President, and Treasurer, of which the Treasurer shall be one. The Secretary shall affix the seal of the Corporation to such documents as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any person authorized by the board.

25. SIGNING CHEQUES

All cheques or other orders for payment of money shall be signed by any two individuals from among the four (4) elected Officers (i.e. the President, Vice President, and Treasurer) and the Supervisor of the Corporation.

26. FINANCIAL YEAR

The fiscal year of the Corporation shall terminate on the 31st of December in each year, unless otherwise ordered by the Board of Directors.

27. BOOKS AND RECORDS

The Directors shall see that all necessary books and record of the Corporation required by the by-laws of the Corporation or by applicable statutes of laws are regularly and properly kept.

28. REMUNERATION OF DIRECTORS

The Directors shall serve as such without remuneration. A Board Director may be paid reasonable out of pocket expenses (e.g. mileage, parking, pre-approved babysitting, long distance telephone calls, etc.) incurred in the performance of duties.

29. BORROWING

The borrowing power of the Corporation pursuant to any By-law passed and confirmed in accordance with section 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Corporation shall not be so limited if it borrows on the security of real or personal property.

30. FUNDRAISING

The Board Directors, on behalf of the Corporation, may from time to time take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

31. CONFLICT OF INTEREST

Every Board Director who has, directly or indirectly, any pecuniary interest in any contract, transaction, or any matter to which the Corporation is or is to a party, shall unless the subject of the contract or transaction is of a type available to all members of the Corporation, declare

his/her interest in such contract, transaction, or any matter at a meeting of the Directors and shall at that time disclose the nature and extent of such interest, and shall not vote at any meeting and shall not in respect of such contract or transaction be counted in the quorum for the meeting.

Every declaration of interest, but not the general nature of that interest, will be recorded in the Minutes of the meeting of the Board or committee of the Board.

Please see "Conflict Of Interest" policy

32. INDEMNIFICATION

Every Director or Officer of the Corporation who has undertaken or is about to undertake any liability on behalf of the Corporation and his/her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

i) all costs, charges and expenses which such Board Director or Officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against a Board Director or Officer in respect of any act, deed, matter of thing whatsoever, made done or permitted by the Board Director or Officer, in or about the execution of the duties of the Board Director or Officers office or in respect of any such liability; and

ii) all other costs, charges and expenses which the Board Director or Officer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Board Director or Officer's own willful neglect or default.

33. DISSOLUTION

Upon the dissolution of the Corporation and after the payments of all debts and liabilities, the remaining property or part thereof of the Corporation shall be distributed or disposed of according to the rules and regulations of either the Corporations Act Part III first, then the Certificate of Incorporation second, and finally the Corporations By-laws.

34. AUDITORS

The Members shall at each Annual Meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next Annual Meeting. The auditor shall hold office until the next Annual Meeting provided that the Board Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

35. AMENDMENT OF BY-LAWS

No amendments of this Corporation's by-laws may be made unless:

- i.) a voting Member proposes amendments by sending written notice of the proposal to the Board of Directors at least ten (10) days prior to the Meeting. The notice of amendment must be posted by the Board of Directors in a public place at the Corporation not less than ten (10) days prior to the Special Meeting of Members to vote on the amendments;
- ii.) the petition to call the Special Meeting of Members be in writing and be signed by not less than five (5) voting Members; and/or

iii.) there is a three-quarters (3/4) majority vote, in favour of the proposal, cast by the voting Membership in attendance at the Special Meeting of Members.

Repeal and Coming into Force:

This By-Law shall supersede and replace all prior By-laws of the Corporation which By-Laws shall automatically be repealed upon the coming into force of this By-Law No. 2 without prejudice to any action heretofore taken thereunder. This By-Law shall not come into force until approved by the members in accordance with the requirements of the Act.

Prior Acts:

Neither the enactment of this By-Law No. 2 nor the automatic repeal of all prior By-Laws of the Corporation shall invalidate any past act of the board or of the members, it being the intention that this By-Law No.2 shall speak only from the date upon which it comes into force without in any way affecting any resolution duly passed or any act done or any right existing, acquired, established, accruing or accrued with respect to any of the prior By-Laws of the Corporation or any actions taken under the authority thereof.

ENACTED this 19th day of April, 2007.

RESOLVED that the foregoing By-law No. 2 is made a by-law of the Corporation.

The undersigned, being all the directors of PLAINS RD CHILD CARE INC., sign the foregoing by-law, DATED as of April 19, 2007.

Barb DiGiulio, President

Leslie Galant-Gardiner, Treasurer

Linda Lucas, Vice President

Corinne Fuoco, Secretary

Christopher Cooksey, Member

Helen Cullen, Member

Wayne Leek, Member

Joanne McNeil, Member

Sherrill Robinson-Wilson, Member

Passed by the Board of Directors and sealed with the Corporate seal this 19th day of April, 2007.