



To: Corporation Members

Notice is hereby given that the 113th annual meeting of The Perley and Rideau Veterans' Health Centre Corporation will be held in Lupton Hall at the Perley Rideau, 1750 Russell Road, Ottawa Ontario K1G 5Z6 on **Thursday, June 02nd, 2011 at 14:00 hours**, for the purposes of:

- receiving and considering the audited financial statements for the year ended December 31, 2010;
- appointing the auditors for the Health Centre until the Annual Meeting 2012;
- receiving the reports of the Chairman, Medical Director and Treasurer;
- electing the directors of the Corporation;
- approving amendments to the by-laws;
- transacting such further and other business as may properly come before the meeting or any adjournment thereof.

Dated this **17th** day of May 2011.

Greg Fougère, Secretary



**The 113th Annual Meeting
of The Perley and Rideau Veterans' Health Centre Corporation
to be held in Lupton Hall
at The Perley and Rideau Veterans' Health Centre
on Thursday, June 02nd, 2011
at 14:00 Hours**

Refreshments will be served.

A G E N D A

1. WELCOME – Greg Fougère
2. MINUTES – Peter Martin

To approve the minutes of the 112th Annual Meeting of the Corporation held on Thursday, June 03rd, 2010 (**Attachment #1**)
3. BUSINESS ARISING FROM THE MINUTES
4. REPORT OF THE CHAIRMAN – Peter Martin
5. REPORT OF THE MEDICAL DIRECTOR – Benoit Robert
6. REPORT OF THE TREASURER – Robin Ghosh
7. APPOINTMENT OF AUDITORS – Robin Ghosh
8. ADOPTION OF REPORTS

To move the adoption of the Reports of the Chairman of the Board, the Medical Director, and the Treasurer.
9. ELECTION OF DIRECTORS – Peter Harle
10. APPROVAL OF AMENDED BY-LAWS – Peter Harle (**Attachment #2**)
12. RECOGNITION OF SERVICE: RETIRING BOARD MEMBERS
13. ANY OTHER RELEVANT BUSINESS
14. ADJOURNMENT

**MINUTES OF THE 112TH ANNUAL MEETING OF THE
PERLEY AND RIDEAU VETERANS' HEALTH CENTRE CORPORATION
HELD ON THURSDAY, JUNE 3, 2010 AT 14:00 HOURS IN LUPTON HALL**

Present:

Peter Martin, in the Chair	Ken Johnson
David Bell	Mac Johnston
Malcolm Collins	Bill Leach
Joan Costello	Terry McEwan
Duane Daly	Gordon Parker
Greg Fougère	Jerry Pitzul
Robin Ghosh	Susan Pollak
Carole Guzman	James C. Smith
Peter Harle	Andrée Wylie
Michael Jeffery	

Also Present: 2 Members; 19 Guests

10/01 WELCOME

G. Fougère welcomed everyone to the 112th Annual Meeting of the Perley and Rideau Veterans' Health Centre.

10/02 MINUTES

The minutes of the 111th Annual Meeting of the Corporation held on Thursday, June 04, 2009 were approved as circulated on a Motion by R. Ghosh, Seconded by J. Smith.

CARRIED

10/03 BUSINESS ARISING FROM THE MINUTES

There was no business arising from the minutes.

10/04 REPORT OF THE CHAIR OF THE BOARD

The report of the Chair of the Board of the Perley and Rideau Veterans' Health Centre was presented by Peter Martin, and received.

10/05 REPORT OF THE MEDICAL DIRECTOR

The report from the Medical Director was presented by Dr. Anne Hamilton, Medical Director, and received.

10/06 REPORT OF THE TREASURER

The report of the Auditor and the Financial Statements for the 12-month period (January 01, 2009 to December 31, 2009) were presented by R. Ghosh, Treasurer, and were received.

It was **MOVED** by R. Ghosh, **SECONDED** by K. Johnson that the Financial Statements for 2009 be approved as presented.

CARRIED

10/07 APPOINTMENT OF AUDITORS

It was **MOVED** by R. Ghosh, **SECONDED** by T. McEwan that KPMG Chartered Accountants be appointed Auditors for the Health Centre until the Annual Meeting 2011, at a fee to be determined by the Board of Directors.

CARRIED

10/08 ADOPTION OF REPORTS

It was **MOVED** by M. Jeffery, **SECONDED** by J. Pitzul that the reports of the Chair of the Board, the Medical Director and the Treasurer be adopted as presented.

CARRIED

10/09 ELECTION AND RE-ELECTION OF DIRECTORS

Jerry Pitzul, Chair of the Governance Committee, reported that the by-laws of the Corporation provide that the affairs of the Health Centre will be managed by a Board of Directors consisting of 9-18 duly elected persons, plus the Chair of the Board of the Foundation as an ex-officio Director.

One Director, **Gordon Parker**, has resigned after completing four years of service (2006-2010) with the Board.

Three Directors are seeking **re-election** to the Board for a three-year term. They are:

- **Robin Ghosh, Michael Jeffery and Andrée Wylie.**

Since the last Annual Meeting and pursuant to By-Laws 8.b. and 5.e. the Board appointed two new Directors and members of the Corporation:

- **Joan Costello** - retired Director of Human Resources and Vice-President, Professional Services, Children's Hospital of Eastern Ontario; retired Human Resources Consultant, The Ottawa Hospital; and Past-Chair, Alzheimer Society of Ottawa and Renfrew County;
- **Bill Leach** - retired Chief of Land Staff, Canadian Forces; former Vice-President, Honeywell International and current Vice-President, Mincom; President, Friends of the Canadian War Museum.

Both J. Costello and B. Leach are now seeking **election** to the Board for their initial three-year term as a Director.

MOVED by J. Pitzul, **SECONDED** by T. McEwan that:

- i) **Robin Ghosh, Michael Jeffery** and **Andrée Wylie** be **re-elected** for a three-year term; and
- ii) **Joan Costello** and **Bill Leach** be **elected** for a three-year term.

The Board of Directors of the Perley and Rideau Veterans' Health Centre Corporation for 2010-2011 will therefore be:

David Bell	Bill Leach
Malcolm Collins	Peter Martin
Joan Costello	Terry McEwan
Ray Desjardins (Foundation Chair ex-officio)	Jerry Pitzul
Robin Ghosh	Susan Pollak
Carole Guzman	Jim Smith
Michael Jeffery	Peter Strum
Mac Johnston	Andrée Wylie

10/10 APPROVAL OF AMENDED BY-LAWS

The Perley and Rideau Veterans' Health Centre By-Law Amendments for the position of Deputy Chair of the Board of Directors was included with the Annual Meeting agenda package. The rationale for creating the Deputy Chair position and the Board's adoption of the amendments to the by-laws as outlined was provided.

MOVED by J. Pitzul, **SECONDED** by T. McEwan that the amended By-Laws of the Corporation, approved by the Board of Directors March 04, 2010, be ratified and confirmed by Members.

CARRIED

10/11 LONG TERM VISION AND STRATEGY

M. Jeffery, Chair, Strategic Planning Committee presented the Perley and Rideau Veterans' Health Centre 15-year vision and strategy as summarized in the *Creating a Seniors' Village – A Strategy for independent and dignified living*, copies of which were available to attendees.

10/12 RECOGNITION OF SERVICE OF RETIRING BOARD MEMBER

Retiring Board member Gordon Parker was recognized for his 3 years of volunteer service to the Board as a member of both the Governance Committee and the Audit and Risk Management Committee; as the Board's alternate representative on the Veteran Liaison Committee; and, as Board representative on the Champlain Local Health Integration Network's Aging at Home Task Force. G. Parker was thanked for his contributions to the Board and was presented with a token of appreciation.

Also recognized was Joyce Burnett, recently retired Manager, Volunteer Services, Internal Communication and Privacy.

10/13 ANY OTHER RELEVANT BUSINESS

There was no other relevant business.

10/14 ADJOURNMENT

The meeting was adjourned at 1510 hours on a Motion by J. Pitzul, Seconded by R. Ghosh.

CARRIED

Peter Martin, Chairman

THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE

RESOLUTION OF THE BOARD OF DIRECTORS

WHEREAS the Governance Committee of the Board of Directors has reviewed Sections 5a. and 5i. of the By-Laws of the Corporation and Section 2a. of Board Governance titled Board Directives;

AND WHEREAS the Governance Committee has recommended that Section 5a. of the By-Laws of the Corporation and Section 2a. of the Board Directive on Board Governance be amended better to reflect the accountability of the Board of Directors, and that Section 5i. of the By-Laws of the Corporation be amended to permit more flexibility in the appointment of Adjunct Advisors:

NOW THEREFORE be it enacted that:

- A. The second paragraph of Section 5a. of the By-Laws of the Corporation be repealed and replaced with the following:

“The property and business of the Corporation shall be managed by the Board. The Board shall provide strategic direction to the Executive Director, formulate policies for the governance of the Corporation, and oversee its outcomes. Directors shall:

- i. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- ii. take such measures as necessary to ensure that the Corporation complies with all requirements under the law.”;

- B. Section 2a. of Board Governance titled Board Directives be amended by deleting the words “processes and” in the third line thereof; and

- C. Section 5 i. iii. of the By-Laws of the Corporation be repealed and replaced with the following:

“iii. **Adjunct Advisors.** The Board may appoint Adjunct Advisors who volunteer to serve in an advisory capacity on a Committee of the Board. Adjunct Advisors have the right to participate in the work of the Committee to which they are appointed. Committee Chairs may, but need not, take into account the views of Adjunct Advisors when making recommendations or reports to the Board based on the deliberations of a Committee. Adjunct Advisors may be former Directors of the

Corporation or such other qualified persons as the Board considers advisable. Adjunct Advisors, as appointees of the Board, are subject to the confidentiality provisions applicable to Directors and in particular, the provisions of Section 6 g. of the By-Laws of the Corporation. Adjunct Advisors are "other persons" within the meaning of Section 10 of the By-Laws of the Corporation and are entitled to indemnification by the Corporation as provided by the said Section 10. "

Passed by the Board of Directors, April 7, 2011.



Chair of the Board



Secretary

Ratified and confirmed at a Meeting of the Members, properly called and held on June 2, 2011.

Chair of the Board

Secretary

THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE

BY-LAWS

1. Definitions	1
2. Interpretation	2
3. Head Office	2
4. Corporate Seal	2
5. Board of Directors	2
6. Meetings of the Board	4
7. Duties of Officers	5
8. Members	6
9. Meetings of Members	7
10. Indemnification	7
11. Conflict of Interest	8
12. Consultants and Contractors	8
13. Execution of Documents	8
14. Cheques	8
15. Deposit of Securities for Safekeeping	8
16. Borrowing	9
17. Financial Year	9
18. Appointment of Auditor	9
19. Amendments	9

1. Definitions. For the purposes of these By-laws:

"Annual Meeting" means the Annual Meeting of the Members of the Corporation;

"Board" means the Board of Directors of the Corporation;

"Chair" means the Chairman or Chairwoman of the Board;

"Corporation" means The Perley and Rideau Veterans' Health Centre;

"Director" means a member of the Corporation elected or appointed to the Board;

"Deputy Chair" means the Deputy Chairman or Deputy Chairwoman of the Board;

"Executive Director" means the Executive Director of the Corporation;

"Member" means a Regular or Life Member of the Corporation;

"Meeting of Members" means a meeting of Members convened pursuant to these By-Laws;

"Officer" means the Chair, the Treasurer, the Secretary and the Executive Director of the Corporation or such other officer as determined by the Board; and

"Resident" means a person who has been admitted to, receives care from and is lodged in The Perley and Rideau Veterans' Health Centre.

2. Interpretation. For the purposes of these By-laws, where the context so requires or permits, the singular shall include the plural and the plural the singular; the word "person" shall include corporations, and the masculine shall include the feminine.

3. Head Office. The head office of the Corporation shall be in the City of Ottawa in the Province of Ontario.

4. Corporate Seal. The form of seal for use by the Corporation, an impression of which appears in the margin hereof, be and is hereby approved as the seal of the Corporation.

5. Board of Directors.

a. Accountability. The Corporation is primarily the home of its Residents and is to be operated so that it is a place where they may live with dignity and security, safety and comfort, and have their physical, psychological, social, spiritual and cultural needs adequately met.

The property and business of the Corporation shall be managed by the Board. The Board shall provide strategic direction to the Executive Director, formulate policies for the administration of the Corporation, and oversee its processes and outcomes. Directors shall:

- i. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- ii. take such measures as necessary to ensure that the Corporation complies with all requirements under the law.

b. Composition of Board. The affairs of the Corporation shall be governed by a Board consisting of from 9 to 18 duly elected Members. The number of Directors shall be determined from time to time by the Board.

c. Nomination of Directors. Any Member may nominate a Member in good standing for election to the Board, providing the nominee consents in writing to stand for election. Such nominations must be made in writing to the Chair for consideration by the Board and its recommendation to the Annual Meeting.

d. Term.

- i. Directors.** Directors shall be elected at an Annual Meeting for a term not to exceed three years. A Director may stand for election for more than one term; however, no Director may serve more than ten consecutive years with the exception of the Chair. The Chair may continue to serve for the remainder of his term, notwithstanding it may take him beyond ten years of service as a Director.
- ii. Chair of the Board.** A Director shall be elected as the Chair at the first meeting of the Board following an Annual Meeting for a term not to exceed two consecutive one year terms. In exigent circumstances, the Chair may be elected to a third consecutive year. The Chair may appoint a Director to be **Deputy Chair** for a period of one year renewable at the discretion of the Chair. The Deputy Chair shall perform those duties assigned to him by the Chair and when so acting shall be acting in the name of and with the authority of the Chair and shall be responsible to the Chair for the performance of the said duties. Upon appointment of a Deputy Chair the Chair shall inform the Board in writing of the duties that have been assigned to the Deputy Chair.

e. Vacancy on the Board. The Board may fill any vacant Director's position by appointing a qualified Member to serve until the next Annual Meeting so long as a quorum of Directors remains in office. In the event of a vacancy in the position of Chair, the Board may elect a qualified Director to serve as Chair until the first meeting of the Board following the next Annual Meeting.

f. Not Employee. No Director may be an employee of the Corporation.

g. Remuneration. The Directors shall serve without remuneration and no Director shall directly or indirectly receive any financial gain from his position but a Director may be paid reasonable expenses incurred by him in the performance of his duties.

h. Appointment of Officers. The Board shall appoint all officers including but not limited to the Chair, the Treasurer, the Secretary and the Executive Director.

i. Other Appointments. In addition to the appointment of Directors to fill vacancies, the Board may make special appointments as follows:

- i. Honourary Directors.** In recognition of long or special services to the Corporation, the Board may appoint Honourary Directors who may attend and participate in Board meetings without the power to vote.
- ii. Ex Officio Directors.** The Chairman of the Perley and Rideau Veterans' Health Centre Foundation and the Medical Director of

the Corporation shall be Ex Officio Directors of the Board. The Board may appoint other persons to sit on the Board as Ex Officio Directors by virtue of their special standing. Ex Officio Directors have the right to receive notice of and attend Board meetings but do not have the power to vote.

- iii. **Adjunct Advisors.** The Board may appoint former Directors in good standing who volunteer to serve in an advisory capacity on a Standing Committee of the Board as Adjunct Advisors without the power to vote.

j. Committees

- i. **Executive Committee.** The Board shall establish an Executive Committee chaired by the Chair and comprising a minimum of five Directors including those Officers who are Directors. The Executive Committee may exercise all such powers of the Corporation as shall from time to time be delegated by the Board. A majority of the members of the Executive Committee shall constitute a quorum for a meeting of the Committee.
- ii. **Other Committees.** The Board may at any time establish or dissolve by resolution any standing committee deemed necessary to assist in carrying out its responsibilities. Furthermore, it may appoint any special committee that it considers necessary for a specific task or project. The Board shall appoint a Director to chair any committee.

k. Robert's Rules of Order. All member, Board, and Board Committee meetings will be conducted following 'Robert's Rules of Order'. In the event of any conflict between the By-laws and 'Robert's Rules of Order; these By-Laws shall prevail.

6. Meetings of the Board.

a. Quorum. A majority of Directors shall constitute a quorum at any meeting of the Board.

b. Place. Meetings of the Board may be held at such place in the City of Ottawa as determined by the Board.

c. Frequency. Meetings of the Board shall be held at a frequency determined by the Board but no less frequently than quarterly.

d. Calling Meeting. Meetings of the Board may be called by any Officer or by any five Directors.

e. Notice. Directors shall be notified not less than two days before any Board meeting stating the time when and the place where the meeting is to be held.

Notice of any meeting of the Directors stating the time and the place where it is to be held shall be served personally, by courier or by electronic means upon each Director not less than two days before the meeting. The notice of any meeting shall state the purpose(s) of the proposed meeting, and business transacted at all such meetings shall be confined to the subjects stated in the notice and matters related thereto. No notice shall be required if all Directors are present or if those absent have waived in writing the requirement for notice. The Board may appoint a day or days in any month or months for regular meetings at a set hour and no notice need be sent for such meeting. A meeting of Directors may be held, without notice, immediately following the Annual Meeting.

f. Voting. Questions arising at any meeting of Directors shall be decided by a majority of votes. Each Director present shall have one vote except for the Chair who shall vote only to break a tie. All votes at such meeting shall be taken by ballot if so demanded by any Director present. If no such demand be made, the vote shall be taken by a show of hands. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the interest of saving time and where there is an obvious consensus and no vote is requested, the Chair shall have the discretion to recognize the consensus and avoid a vote.

g. Confidentiality. Unless otherwise directed by a resolution of the Board, matters brought before the Board shall not be treated as confidential. With respect to matters directed to be treated as confidential, Members, Directors, appointees of the Board, and employees of the Corporation shall respect the confidentiality of matters brought before the Board and the privacy of individuals, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.

h. Attendance at Meetings. All meetings of the Board and its committees are open to Directors, Honourary and Ex Officio Directors, and adjunct advisors. Members have the right of access to meetings of the Board unless excluded by resolution of the Board. At the discretion of the Chair, the Executive Director may invite selected managers to participate in Board meetings for particular items to render specialist knowledge, to respond to questions or to familiarize themselves with the issue(s) being addressed by the Board. A Director connected via audio or video technology to a Board or committee meeting shall be considered to be attending the meeting. Board committee meetings are open to the members of the committee, Directors, Honourary and Ex Officio Directors, adjunct advisors and individuals invited to the meetings with the consent of the chair of the committee.

7. Duties of Officers. The Chair, the Executive Director, the Secretary and the Treasurer are officers of the Corporation for the duration of their appointment. One person may hold more than one office. At its discretion, the Board may appoint additional officers of the Corporation for terms not to exceed one year subject to renewal by the Board. The Board may remove and discharge any officer of the Corporation and elect or appoint another or others in their place or places. Unless

otherwise determined by the Board, the Executive Director shall act as the Secretary of the Corporation. The duties of Officers are as follows:

a. Chair. The Chair shall, preside at all meetings of Members, the Board and the Executive Committee. In his absence, meetings of the Board will be chaired by another Director named to do so by the Chair. Otherwise the meeting will be chaired by a Director chosen by the meeting attendees.

b. Secretary. The Secretary is the custodian of the corporate seal. He shall attend all Meetings of Members, the Board and the Executive Committee and shall cause minutes of all proceedings of those meetings to be entered into books kept for that purpose. The Secretary shall ensure that all votes are recorded, and that minutes are readily accessible for future reference by Members. He shall give or cause to be given notice of all Meetings of Members and of the Board and shall perform such other duties as may be determined by the Board.

c. Treasurer. The Treasurer is responsible for monitoring the financial activities of the Corporation and shall perform such other duties as may from time to time be determined by the Board.

d. Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation and shall have responsibility for the overall management of the Corporation. He shall act as the Administrator of the Corporation and conduct the day-to-day operations of the Corporation in accordance with government standards, the By-laws of the Corporation and the framework of directives and policies established and approved by the Board. He shall report to the Board and shall attend all meetings of the Board, Executive Committee and Members.

8. Members. Membership in the Corporation shall consist of persons who have demonstrated a benevolent interest in furthering the objects of the Corporation and whose membership in the Corporation would not place them in a conflict of interest.

a. Fees. The Board may from time to time by resolution determine membership fees, which shall be payable to the Corporation.

b. Regular Members. A Regular Member shall be a person whose application to the Board for admission as a Member has received the approval of the Board at least 30 days prior to a Meeting of Members and who has paid his annual membership fee.

c. Life Members. A Life Member shall be a person whose application to the Board for admission as a Life Member has received the approval of the Board and who has paid his lifetime membership fee.

d. Registry of Members. The Secretary shall maintain a registry of all Regular and Life Members of the Corporation.

e. Resignation. Any Member may resign from membership in the Corporation by delivering a written resignation to the Secretary.

f. Removal. Any Member may be removed from membership in the Corporation by a vote of three-quarters of the Members at an Annual or Special Meeting of Members of which notice specifying the intention to pass such resolution has been given.

9. Meetings of Members.

a. Quorum. A quorum for transaction of business at a Meeting of Members is ten Members present in person.

b. Annual Meeting. The Annual Meeting shall be held at such place and at such hour as the Board may determine, but not later than the last business day in the month of June in each year and shall be open to the public.

c. Special Meeting. Business transacted at all Special Meetings shall be confined to the subjects stated in the notice and matters related thereto. Special Meetings for any purpose shall be called by the Chair, or the Secretary at the request in writing of any five Directors or one-third of the Members. Requests to hold a Special Meeting shall in all cases state the purpose of the proposed meeting.

d. Notice. Notice of any Meeting of Members stating the time, when and the place where it is to be held and the general nature of the business to be transacted thereat, shall be sent by mail postage prepaid, courier or by electronic means to each Member entitled to vote at such meeting, not less than ten or more than 30 days before the meeting.

e. Voting. Only Members in good standing may vote at an Annual Meeting or Special Meeting. A Member shall have only one vote on each motion. The Chair shall vote only to break a tie.

f. Error or Omission in Notice. No error or omission with respect to notice for a meeting of the Board, a committee thereof or Members shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.

10. Indemnification. Every director or Officer or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators and other personal representative, 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 whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or in respect of

- any such liability provided such Director or Officer or other person acted honestly and in good faith with respect to such matter; and
- ii. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

11. Conflict of Interest.

a. Every Director or Officer shall declare any conflict of interest with the Corporation and in particular his interest, direct or indirect, in any contract or arrangement or proposed contract or arrangement with the Corporation at a meeting of the Directors.

b. Every Director or Officer who has a conflict of interest or any direct or indirect interest in a contract or proposed contract with the Corporation shall declare his interest at the meeting of Directors at which the question of entering into the contract is first taken into consideration or if the Director or Officer is not at the date of that meeting interested in the proposed contract, at the next meeting of Directors held after he becomes so interested, and in the case where the Director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Directors held after he becomes so interested.

12. Consultants and Contractors. The Board may appoint consultants, advisors and agents as it shall deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be determined by the Board at the time of such an appointment. The remuneration of such persons shall be established by the Board by resolution.

13. Execution of Documents. Deeds, transfers, licenses, contracts and engagements in value in excess of an amount determined from time to time by the Board shall be signed by any two Officers. Other contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Executive Director. The Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

14. Cheques, etc. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

15. Deposit of Securities for Safekeeping. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board upon such terms and conditions as the Board shall determine.

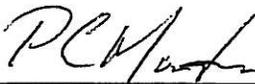
16. Borrowing. The Board may from time to time borrow money on the credit of the Corporation, issue, sell or pledge securities of the Corporation or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation to secure any such securities or any money borrowed, or any other debt or any other obligation or liability of the Corporation, in such amounts and on such terms as the Directors may deem expedient.

17. Financial Year. Unless otherwise determined by the Board, the financial year of the Corporation shall end on the 31st day of December each year.

18. Appointment of Auditor. The Members shall at each Annual Meeting appoint an auditor to audit the accounts and the annual financial statements of the Corporation for report to the Members at the next Annual Meeting. The auditors shall hold office until the next Annual Meeting provided the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be authorized by the Board.

19. Amendments. The By-laws of the Corporation may be enacted, amended or repealed by a majority of Directors present at a meeting of the Board called for that purpose and approved by an affirmative vote of at least two-thirds of the Members.

Passed by the Board of Directors this **05th** day of **February 2009**.



Chair of the Board



Secretary

Ratified and confirmed at a meeting of the Members, properly called and held this **4th** day of **June, 2009**.

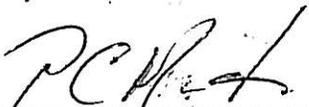


Chair of the Board



Secretary

Amended at a meeting of the Members, properly called and held this **3rd** day of **June, 2010**.



Chair of the Board



Secretary