

LONG POINT WORLD BIOSPHERE RESERVE FOUNDATION

BY-LAW NUMBER 1

A By-law relating generally to the conduct of the affairs of the Corporation.

INTERPRETATION

1. *Interpretation.* In this By-law and all other by-laws of the Corporation, unless context otherwise specifies or requires:
 - (a) “Act” means the Corporation Act, R.S.O. 1990, c. C.38 as from time to time amended and every statute that may be substituted there for 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 there for in the new statute or statutes;
 - (b) “Regulations” means the regulations made under the Act as from time to time amended and every regulation that may be substituted there for and in the case of such substitutions, any references in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions there for in the new Regulations;
 - (c) “by-law” means any by-law of the Corporation from time to time in force and effect;
 - (d) All terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations made there under shall have the meanings given to such terms in the Act or such Regulations; and
 - (e) Words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other genders and the words “person” shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons; and
 - (f) 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 and provisions there of or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
2. *Head Office.* The head office of the Corporation shall be in Norfolk County, in the Province of Ontario (subject to change by special resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the directors of the Corporation may from time to time by resolution fix.
3. *Seal.* The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

DIRECTORS

4. *Duties and Number.* The affairs of the Corporation shall be managed by the board of directors who may be known and referred to as directors, trustees or governors and who may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-law or any special resolution of the Corporation or by statute expressly directed or required to be done in some other manner. The board of the directors shall consist of the number of directors set out in the letters patent or such number of directors as may be determined from time to time by special resolution.
5. *Qualifications.* Every director shall be eighteen (18) or more year of age and subject to section 286 of the Act, shall be a member of the Corporation or shall become a member of the Corporation within ten (10) days after his election or appointment as a director.
6. *Term of Office, vacancies and election of directors in the rotation.* Subject to the provisions, if any, of the letters patent and any supplementary letters patent of the Corporation and of the by-laws, the directors of the Corporation shall be elected and shall retire in rotation and that at the first meeting of the members for the election of directors, five (5) directors shall be elected to hold office until the third annual meeting of members after such date, five (5) to hold office until the second annual meeting and five (5) to hold office until the next annual meeting after such date, and thereafter, at each director so elected shall hold office until the third annual meeting after his or her election.

So long as there is a quorum of directors in office, any vacancy occurring in the board of directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so; otherwise, such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and, in default or if there are no directors then in office, then a meeting may be called by any member. If the number of directors is increased between terms, a vacancy or vacancies, to the number of authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

7. *Vacation of Office.* The office of a director shall ipso facto be vacated:
 - (a) if he does not within ten (10) days after his election or appointment as director become a member, or if he ceases to be a member of the Corporation; or
 - (b) if he becomes bankrupt or suspends payment of his/her debts generally or compounds with his creditors or makes an authorized assignment or is declared insolvent; or
 - (c) if he is found to be a mentally incompetent person or becomes of unsound mind; or
 - (d) If by notice in writing to the Corporation he resigns his office which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later; or
 - (e) If he dies; or
 - (f) If he is removed from office by the members in accordance with paragraph 6
8. *Election.* The Directors shall be elected by the members in a general meeting by a majority of the members on a show of hands. Subject to the provisions of this by-law, Directors shall be eligible for re-election.
9. *Removal and Replacement.* The members of the Corporation may, by resolution passed by at least two-thirds (2/3rds) of the votes cast at a general meeting of which notice specifying the

intention to pass such resolution has been given, remove any director before the expiration of his/her term of office and may, by a majority of the votes cast at that meeting, elect any person in his or her stead for the remainder of his or her term.

10. *Executive Committee.* Subject to section 70 of the Act and in the event that the number of directors on the board of directors is greater than six (6), the directors may elect from among their number an executive committee consisting of not fewer than three (3) directors and, subject to the by-laws and resolutions of the board of directors, may delegate to such executive committee any of the powers of the board of directors. Subject to the by-laws and resolutions of the board of directors, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit, provided, however, that if the executive committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members. This paragraph and the other provision of this by-law referring to the executive committee shall not be effective unless and until this by-law has been confirmed by at least two-thirds (2/3rds) of the votes cast at a general meeting of the members duly called for that purpose.

MEETINGS OF DIRECTORS

11. *Place of meeting.* Meetings of the board of directors and of the executive committee (if any) may be held either at the head office or at any place within or outside Ontario.
12. *Notice.* A meeting of the board of directors may be convened by the chairman of the board (if any and if so authorized by special resolution of the Corporation), the President, a Vice-President who is a director or any two directors at any time and the Secretary, when directed or authorized by any such officers or any two directors, shall convene a meeting of the directors.
13. *Omission of Notice.* The accidental omission to give notice of any meeting of directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.
14. *Adjournment.* Any meeting of directors may be adjourned from time to time by the chairman of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given at the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
15. *Regular meeting.* The board of directors may appoint a day or days in any month or months for regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place or time of

regular meetings of the board of directors shall be sent to each director forthwith after being passed, but no further notice shall be required for any such regular meetings.

16. *Quorum.* The number of directors which shall form a quorum for the transaction of business shall be that which is set out in the letters patent, supplementary letters patent or a special resolution of the Corporation and, in the event of no such provision, a quorum for the transaction of business shall be the presence in person of at least 2/5ths of the Directors. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.
17. *Voting.* Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting in addition to his original vote shall have a second or casting vote.
18. *Committees.* The Board of Directors may from time to time constitute such committees as it deems necessary to assist the directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees.

REMUNERATION OF DIRECTORS

19. *Remuneration of directors.* The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be reimbursed for reasonable expenses incurred by him in the performance of his duties.
20. *Submission of contracts or transactions to members for approval.* The board of directors in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of section 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Corporation's letters patent or supplementary letters patent or any other by-law) shall be as valid and as binding upon the Corporation and upon all the members of though it had been approved, ratified or confirmed by every member of the Corporation.
21. *Conflict of interest.* In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the Act, it is declared that no directors shall be disqualified by his office from, or vacate his office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a share holder or by reason of being otherwise in anyway directly or indirectly interested or contracting with the Corporation either as a vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which he is in any way directly or indirectly interested either as vendor, purchaser or otherwise nor shall any director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit; and, subject to the provisions of section 71 of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no

director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship. A director who is in any way directly or indirectly interested in a proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve such contract.

OFFICERS

22. *Appointment.* The board of directors shall annually or as often as may be required elect a President and if authorized by special resolution of the Corporation, chairman of the board from among themselves and shall appoint a Secretary and if deemed advisable may appoint annually or as often as may be required one or more Vice-presidents, a Treasurer and one or more Assistant Secretaries and /or one or more Assistant Treasurers. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of (i) his resignation, (ii) the appointment of his successor, (iii) his ceasing to be a director or member of the Corporation if such is a necessary qualification of his appointment, and (iv) The meeting at which the directors annually appoint the officers of the Corporation. A director may be appointed to any office of the Corporation but, subject to section 291 of the Act, none of the said officers except the Chairman of the board and the President need be a director or member of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of secretary and Treasurer he may but not be known as the Secretary-Treasurer. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.
23. *Remuneration and removal of officers.* The remuneration of all officers elected or appointed by the board of directors shall be determined from time to time by resolution of the board of directors. The fact that any officer or employee is a director or member of the Corporation shall not disqualify him from receiving such remuneration as an officer or employee as may be determined. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time with or without cause.
24. *Powers and Duties.* All officers shall sign such contracts, documents or instruments in writing 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; subject, however, to any special resolution of the Corporation.
25. *Duties of Officers may be delegated.* In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.
26. *Chairperson of the Board.* The Corporation may by special resolution provide for the election by the directors from among themselves of a Chairman of the Board and define his duties, and may assign to the Chairman of the Board any or all of the duties of the president or other officer of

the Corporation, and in that case, the special resolution shall fix and prescribe the duties of the President.

27. *President.* The President shall be the chief executive officer of the Corporation and deemed the Chairperson of the Board unless otherwise determined by special resolution of the Corporation or resolution of the board of directors. He shall, subject to any special resolution of the Corporation, when present, preside at all meetings of the board of directors, the executive committee, if any, and members of the Corporation.
28. *Vice- President.* The Vice-president or, if more than one, the Vice-Presidents in order of seniority, shall be vested with all the powers and shall perform all the duties the President in the absence or inability or refusal to act of the President; provided, however, that a Vice-President who is not a director shall not preside as chairman at any meeting of the board of directors or the executive committee, if any, and that the Vice-President who is not a director and member shall not, subject to this by-law, preside at any meeting of members.
29. *Secretary.* The Secretary shall give or cause to be given notices for all meetings of the board of directors or the executive committee, if any, and members when directed to do so and have charge of the minute books of the Corporation and of the documents and registers referred to in section 300 of the Act.
30. *Treasurer.* Subject to the provisions of any resolution of the board of directors, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct. He shall keep or cause to be kept the books of the account and accounting records referred to in section 302 of the Act. He may be required to give such bond faithful performance of his duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.
31. *Assistant Secretary and Assistant Treasurer.* The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant Treasurer or, if more than one, the Assistant Treasurers in order of seniority, shall respectively perform all the duties of the Secretary and the Treasurer, respectively, in the absence or inability or refusal to act of the Secretary or the Treasurer, as the case may be.
32. *General Manager or Manager.* The board of directors may from time to time appoint one or more General Managers or Managers and may delegate to him or them full power to manage and direct the business and affairs of the Corporation (except such businesses and affairs of the Corporation as must be transacted or performed by other officers, by the board of directors and/or by the members) and to employ and discharge agents and employees of the Corporation

or may delegate to him or them any lesser authority. A General Manager or Manager shall conform to all lawful orders given to him by the board of directors or such matters and duties as by law, including, without limitation, a special resolution of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by a General Manager or Manager shall be subject to discharge by the board of directors.

33. *Vacancies.* If the office of any officer of the Corporation shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors shall in the case of the President and the Chairman of the Board, if any, elect a person to fill such vacancy and in the case of the Secretary appoint a person to fill such vacancy, and may, in the case of any other office, appoint a person to fill such vacancy.

INDEMNITIES TO DIRECTORS AND OFFICERS

34. *Indemnities to directors and officers.* Every director or officer of the Corporation, heirs, executors and administrators and estate and effects, respectively may, with the consent of the Corporation, given at any meeting of the members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against-
- (a) All costs, charges and expenses whatsoever that he sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and
 - (b) 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 willful neglect or default.

The Corporation shall also indemnify any director or officer in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by the Act or law.

35. *For the protection of the directors and officers.* Except as otherwise provided in the Act, no director or officer for the time being of the Corporation 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 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 by the Corporation or 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 or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own willful neglect or default. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not

made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board of directors. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer of the Corporation shall be employed by or shall perform services for the Corporation, the fact of his being a director or officer of the Corporation shall not disentitle such director or officer or such person, as the case may be, from receiving proper remuneration for such services.

MEMBERS

36. *Entitlement.* The members of the Corporation shall be the applicants for the incorporation of the Corporation and those persons as may from time to time be admitted to membership by the Secretary in accordance with the rules for membership in the Corporation which have been approved by resolution of the directors and those persons as may from time to time be admitted to membership in the Corporation by resolution of the board of directors or by resolution of the members. Each member shall be promptly informed by the Secretary of his admission as a member.
37. *Classes of Membership.* The Corporation shall have the following classes of membership and each membership shall have the corresponding rights set out below:
- a. Individual Members, and
 - b. Institutional Members.
38. *Individual Members.* Individual members shall be those individuals and sole proprietorships who have filed an application for such membership with the Corporation and who have been appointed as individual members by the Board.
39. *Institutional Members.* Institutional members shall be those companies, corporations, partnerships, and unincorporated associations who have filed an application for such membership with the Corporation and who have been appointed as as institutional members by the Board.
40. *Resignation.* Members may resign by resignation in writing which shall be effective from acceptance thereof by the board of directors. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance by the Corporation.
41. *Termination of Membership.* The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon death or dissolution or when his period of membership expires (if any) or when he ceases to be a member by resignation or otherwise in accordance with the by-laws; provided always that the members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, terminate the membership of any member of the Corporation.

DUES

42. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by majority vote of the board of directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.
The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but such defaulting members may on payment of all unpaid dues or fees be reinstated by majority vote of the board of directors.
43. *Annual Meeting.* Subject to compliance with section 293 of the Act, the annual meeting of the members shall be held at any place within Ontario on such day in each year and at such time as the directors may by resolution determine or, in the absence of such determination, at the place where the head office of the Corporation is located.
44. *General meetings.* Other meetings of the members may be convened by order of the Chairman of the Board (if any and if so authorized by special resolution of the Corporation), the President or a Vice-President who is a director and member or by the board of directors at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.
45. *Notice.* A printed, written or typewritten notice stating the day, hour and place of the meeting and the general nature of the business to be transacted shall be given by serving such notice on each member entitled to notice of such meeting and to the auditor of the Corporation in the manner specified in paragraph 49 of this by-law not less than ten (10) days (exclusive of the day of mailing and for the day of which notice is given) before the date of the meeting; provided, however, that if the objects of the Corporation are exclusively for charitable purposes, it is sufficient notice of any meeting of members if notice is given at least once a week for two (2) consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities in which the majority of the members reside as shown by their addresses on the books of the Corporation.
46. *Waiver of Notice.* A member and any other person entitled to attend a meeting of members may in any manner waive notice of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is lawfully called.
47. *Omission of notice.* The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any member or members or by the auditor of the Corporation shall not invalidate any resolution passed or any Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.
48. *Votes.* Every question submitted to any meeting of members shall be decided in the first instance by a show of hands and in the case of an equality of votes the chairman of the meeting

shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which he may be otherwise entitled.

No member shall be entitled either in person or by proxy to vote at meetings of members of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At any meeting unless a poll is demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by a show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairman or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after the adjournment as the chairman of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

49. *Chairman of the Meeting.* In the event that the chairman of the Board, if any, is, by special resolution of the Corporation entitled or required to act as chairman of the meeting and is absent, the President is absent and there is no Vice-President present who is a director and a member, the persons who are present and entitled to the vote shall choose another director as chairman of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairman.

50. *Proxies.* Votes at meetings of the members may be given either personally or by proxy or, in the case of a member who is a body corporate or association, by an individual authorized by a resolution of the board of the directors or governing body of the body corporate or association to represent it at meetings of the members of the Corporation. At every meeting at which he is entitled to vote, every member and/or person appointed by proxy to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the letters patent or supplementary letters patent of the Corporation, every member who is entitled to vote at a meeting and is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and is represented by such proxy holder.

A proxy shall be executed by the member or his attorney authorized in writing or, if the member is a body corporate or association, by an officer or attorney thereof duly authorized.

A person appointed proxy need not be a member.

Subject to the provisions of the Act and Regulations, a proxy may be in the following form:

The Undersigned Member of;

Herby Appoints;

Of;

Or failing him;

Of;

As the Proxy of the undersigned to attend and act at the;

.....
Meeting of the members of the said Corporation to be held on the

Day of

20

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And at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournment thereof.

Dated the

Day of.....

20.....

Signature of Member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be cabled or telegraphed or sent by telex or in writing before the meeting or adjourned meeting to the Corporation or any agent of the Corporation for the purpose of receiving such

particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chairman of any meeting of members may, subject to any regulations made as aforesaid, in his discretion accept telegraphic or cable or telex or written communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation and any votes given in accordance with such telegraphic or cable or telex or written communication accepted by the chairman of the meeting shall be valid and shall be counted.

51. *Adjournment.* The chairman of any meeting may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

52. *Quorum.* A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act or by the Corporation's letters patent or by any supplementary letters patent or any other by-law) shall be person present being not less than two (2) in number and being or representing by proxy not less than members No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of the members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 40 with regard to the notice shall apply to such adjournment.

VOTING SHARE AND SECURITIES

53. *Voting shares and securities.* All of the shares or other securities carrying voting rights of any company or corporation held from the time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of thereof securities (as the case may be) of such company or corporation and in such manner and by such persons as the board of directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board of directors.

NOTICE

54. *Service.* Any notice or other document required by the Act, the regulations, the letters patent, supplementary letters patent (if any) or the by-laws to be sent to any member or director or to the auditor shall be delivered personally or sent by prepaid mail or by telegram or cable or telex to any such member or director at his latest address as shown in the records of the Corporation and to the auditor at his business address, or if no address be given therein then to the last address of such member or director known to the secretary provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.
55. *Signature to notices.* The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.
56. *Computation of time.* Where a given number of days' notice or notice extending over a period is required to be given under the by-laws, letters patent or supplementary letters patent of the Corporation the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such manner of days or other period.
57. *Proof of service.* With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 49 of this by-law and put into a post office or letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

CHEQUES, DRAFTS, NOTES, ETC.

58. *Cheques, drafts, notes, etc.* All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation and in such manner as the board of the directors may from time to time designate by resolution.
59. *Custody of securities.* All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by the resolution of the board of directors, with such other depositaries or in such other manner as may be determined from time to time by the board of directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

EXECUTION OF INSTRUMENTS

60. *Execution of instruments.* Subject to any special resolution of the Corporation, contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by

- a) any one of the President or a Vice-President together with any one of the Secretary or the Treasurer;
- b) any two directors; or
- c) any one of the aforementioned officers together with any one director;

And all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents, and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of the Corporation may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the board of directors.

The term "contracts, documents or instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

In particular, without limiting the generality of the foregoing

- d) any one of the President or a Vice-President together with any one of the Secretary or the Treasurer;
- e) any two directors; or
- f) any one of the aforementioned officers together with any one director;

shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation to sign and execute (under the seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning,

transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

AMENDMENTS

61. By-laws of the Corporation may be enacted, and the by-laws of the Corporation repealed or amended, by-law enacted by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of a majority of the members at a meeting of members duly called for the purpose of considering such by-law;
62. A copy of any by-law to be sanctioned at an annual or general meeting of the members (including a by-law which amends or repeals an existing by-law) shall be sent to every member of the Corporation with the notice of such meeting.

FINANCIAL YEAR

63. *Financial year.* The financial year of the Corporation shall terminate on the 31st day of December in each year or on such other date as the directors may from time to time by resolution determine.

ENACTED this 24th day of February, 2010

WITNESS the seal of the Corporation.

President

Secretary

LONG POINT WORLD BIOSPHERE RESERVE FOUNDATION

BY-LAW NUMBER 2

A By-law relating borrowing powers of the Corporation.

BORROWING

1. Subject to the Income Tax Act (the "ITA") and the Corporations Act, R.S.O. 1990 c. C.38, (the "Act") the directors may from time to time,

(a) borrow money on the credit of the Corporation; or

(b) issue, sell or pledge securities of the Corporation; or

(c) charge, mortgage, hypothecate or pledge all or any of the property of the Corporation, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

2. From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements and terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation, subject to the restrictions set out in the ITA and the Act.

Passed by the board of directors on January 27th, 2010, and ratified and approved by at least 2/3rds of the members on February 24th, 2010 at the Annual general Meeting.
