

JAZZ.FM 91 INC.

BY-LAW NO. 3

relating to the transaction of the affairs of JAZZ FM 91 INC.

NOW THEREFORE By-Law No. 3 of the Corporation, superseding and repealing all previous By-Laws, is enacted as follows:

HEAD OFFICE

1. The Head Office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario, or at such other location within Ontario as may be designated by the Board from time to time.

CORPORATE SEAL

2. The Corporate Seal of the Corporation shall be in the form impressed hereon.

BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by the Board, which may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation and that are not expressly directed or required to be done in some other manner by the laws of Ontario or the Letters Patent and Supplementary Letters Patent of the Corporation.
4. The Board shall be elected by the Donor Members of the Corporation in accordance with the Supplementary Letters Patent and shall consist of eleven (11) persons, all of whom shall be the elected from amongst the Donor Members.

TERMS OF OFFICE

5. Each Director shall hold office for a term of three years pursuant to paragraph 4 of the Corporation's Supplementary Letters Patent.

VACANCIES

6. The Board may by resolution declare the office of a Director to be vacated if the holder of that office:
 - (a) ceases to be a Donor Member;
 - (b) makes an assignment for the benefit of creditors or becomes bankrupt or insolvent under the provisions of any law that may be in force for bankrupt or insolvent person;
 - (c) becomes of unsound mind or is otherwise deemed to be incompetent to carry out his or her duties as director;
7. Vacancies on the Board shall be filled by the Board. Before any vacancy has been filled, the remaining Directors may exercise all of the powers of the Board so long as at least a quorum of the Board remains in office.

CALLING OF MEETINGS

8. Meetings of the Board shall be held from time to time by notice of the Chairperson, or in his or her absence, by one or more of the Vice-Chairpersons or by a special notice issued in the name of no less than three Directors.
9. Notice of every meeting of the Board shall be given to each Director personally or by mail, telephone or electronic transmission (e-mail). Such notice shall be given not less than 48 hours before the time when the meeting is to be held if called by the Chairperson or the Vice-Chairperson and not less than 72 hours before the meeting is to be held if called by special notice given by three Directors.
10. No notice shall be required for any meeting of the Board at which all of the Directors at the meeting present waive notice or otherwise signify their consent to such meeting being held.
11. No error or omission in giving notice of a Directors' meeting shall invalidate that meeting or any proceedings or decisions taken or any resolution passed at that meeting if the Directors attending that meeting waive notice of the meeting and ratify and approve all proceedings and decisions taken.

PLACE OF MEETING

12. Except as otherwise required by law, the Board shall hold its meetings at the head office of the Corporation or at such other place as it may from time to time determine.

REGULAR MEETINGS

13. The Board may appoint a place, day and time in any month for its regular meetings. A copy of any decision of the Board fixing the place and time of regular meetings shall be sent to each Director forthwith. Any Director may attend a directors meeting by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting. A person so participating is conclusively deemed present at the meeting.

VOTING AND CONSENSUS

14. Questions requiring a resolution of the Board shall be decided by a majority of the votes cast in favour of the resolution. In the case of a tie on any resolution, the chairperson of the meeting shall be entitled to a casting vote.
15. Any question or issue not requiring a resolution of the Board, as a guiding principle shall be decided by consensus of the Directors.

CHAIRPERSON THE CORPORATION AND THE BOARD

16. The Chairperson of the Corporation shall chair all Board meetings. In his or her absence, a Vice-Chairperson shall act as chairperson and in the absence of the Vice-Chairperson(s), the Directors present shall choose one of their numbers to act as chairperson.

DIRECTORS AND OFFICERS

Remuneration

17. The Directors shall serve on the Board without remuneration. Except as provided below, no Director shall directly or indirectly receive any benefit from his or her position. The foregoing shall not include the provision of incidental benefits, such as meals or refreshments while attending Board meetings or complimentary tickets for attendances at performances or other events that are deemed to be of benefit to the Corporation.
18. A Director may be paid the reasonable expenses incurred in the performance of his or her duties where such expenses are deemed to be in the interest of the Corporation and approved by the Board.

Interest of Directors in Contracts

19. Except as hereinafter provided, the Corporation shall not knowingly enter into any contract, agreement, transaction or arrangement, or become interested in a proposed contract, agreement, transaction or arrangement, in which a Director, either directly or indirectly, has a personal financial interest.
20. Any such contract, agreement transaction or arrangement entered into unwittingly by the Corporation where a Director has a personal interest may be terminated without penalty by the Board.
21. Any Director having an interest in such contract, agreement, transaction or arrangement shall be liable to account to the Corporation for any profit realized therefrom.
22. In order to avoid conflicts of interest, it shall be the duty of every Director to make full and immediate disclosure to the Board of any direct or indirect personal financial interest that he or she may have in any contract, agreement, transaction, arrangement, proprietorship, partnership, company or other undertaking with whom the Corporation may from time to time decide to do business.
23. Nothing in this section shall prevent the Corporation from doing business with any public company which offers its services to the general public at large and whose securities are widely held, if the only interest that one or more of the Directors have in such company is the holding of, in the aggregate, less than 5% of the issued and outstanding shares or other securities of that company.
24. Notwithstanding the foregoing, the Corporation may enter into a contract, agreement or transaction with a third party in which a Director has, or will have, a direct or indirect financial interest, provided that full disclosure of such interest is made beforehand to the Board and provided that the Board approves such contract, agreement, arrangement or transaction and that the Director concerned in the same does not vote on any motion to approve the said contract, agreement or transaction.

Protection of Directors and Officers

25. No Director or Officer of the Corporation shall be liable for:
 - (a) the actions, decisions, neglects, omissions or defaults of any and other Director or Officer of the Corporation;

- (b) any loss or expense happening to the Corporation through the insufficiency or deficiency or title to any property acquired by order of the Board for or on behalf of the Corporation;
 - (c) the insufficiency or deficiency of any security or other instrument in which any of the moneys of the Corporation have been invested;
 - (d) any loss or damage arising from the bankruptcy, insolvency or illegal act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited;
 - (e) any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same shall happen by or through his own wilful neglect or default.
26. The Directors of the Corporation shall not be liable for any act or omission of the Corporation or for any liability, obligation, duty or responsibility of the Corporation in respect of any act, omission, contract, or transaction done or entered into in the name of or on behalf of the Corporation.

Indemnification of Directors and Officers

27. Every Director and Officer of the Corporation and his executors, administrators, estate and effects shall be fully indemnified and saved harmless out of the funds of the Corporation for:
- (a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or executed against him or her in respect of any act, deed, matter or thing done or permitted to be done in the execution of the duties of his or her duties or position as Director or Officer; and
 - (b) all other reasonable costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof except such costs, charges, or expenses as are occasioned by his or her wilful neglect or default.
28. For purposes of ensuring full protection and security of Directors and Officers acting in the course of their duties, and in addition to the foregoing, the Corporation shall maintain in force at all times with a reputable insurer a Directors' and Officers' Liability and Indemnity Insurance Policy, covering and saving harmless all acts or omissions of each Director and Officer in the good faith performance of their duties.

OFFICERS OF CORPORATION

29. The officers of the Corporation shall be the Chairperson, or Chairpersons, the Secretary, the President, and General Manager (or such other title as may be ascribed to this position).
30. Other officers of the Corporation may be appointed as the Board may determine. One person may hold more than one office except that the offices of Chairperson and Vice-Chairperson shall not be held by the same person.

31. Each officer of the Corporation shall be elected or appointed by a resolution of the Board.

DUTIES OF CHAIRPERSON

32. The Chairperson of the Corporation shall be elected annually from among the Directors. The Chairperson shall preside at all meetings of the Board and of members and shall call all Board meetings as required or in which in his or her opinion are necessary.
33. The Chairperson, together with the Secretary or other person appointed by the Board for the purpose, shall sign all by-laws and the minutes of all meetings at which he or she has presided.
34. Subject to the directions of the Board, the Chairperson shall work in close liaison with the President and the General Manager, shall act as the Corporation's official spokesperson and shall perform such other duties as may from time to time be assigned to him or her by the Board.

DUTIES OF PRESIDENT AND VICE-CHAIRPERSONS

35. A maximum of two Vice-Chairpersons may be elected annually by the Board from among the Directors of the Corporation. In the absence or incapacity of the Chairperson, or if the office of Chairperson is vacant, one of the Vice-Chairpersons shall exercise all of the powers of the Chairperson. With the consent of the Chairperson and of the Board, a Vice-Chairperson may chair any meeting of Directors although the Chairperson is himself or herself in attendance at the meeting.
36. The President, who might also be the Chairperson, shall have duties assigned to him or her by the Board.

DUTIES OF GENERAL MANAGER

37. The General Manager, who need not be a director, shall be responsible for the overall management, conduct and supervision of the affairs and operations of the Corporation.
38. In furtherance of these duties, the General Manager shall be charged with the financial well-being and good governance of the Corporation, with the preparation of the Corporation's annual budget, with the performance of the Corporation in accordance with that budget, with the development and implementation of the Corporation's business plans and long-term strategic plans and such other matters as are assigned to him or her by the Board.
39. The General Manager shall discharge his or her functions under the direction of the Board, which shall act through the Chairperson of the Corporation between Board meetings.

DUTIES OF THE SECRETARY

40. The Secretary shall be an Officer of the Corporation and shall be appointed by the Board from among its members. He or she shall be responsible for arranging for the recording all facts and minutes of all Board proceedings in books kept for that purpose.

41. The Secretary shall also be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, as well as its corporate seal, and shall perform such other duties as may from time to time be determined by the Board.

DUTIES OF OTHER OFFICERS AND PERSONS

42. The duties of all other officers of the Corporation shall be such as the terms of their engagement from time to time call for and the Board requires or assigns.
43. On the recommendation of the General Manager, the Board may appoint a person to act as Executive Assistant to the Board, to assist the Secretary of the Board in carrying out his or her functions and to otherwise assist the Board in its operations.
44. Under the direction of the Secretary, the Executive Assistant shall be responsible for giving notices of meetings and other matters that are required to be given to Members and to Directors and for recording and maintaining all minutes, records and documents of the Corporation and other matters as the Secretary may require.

EXECUTIVE COMMITTEE

45. Whenever it consists of more than six (6) Directors, the Board may appoint from among its members an Executive Committee of not less than three (3) persons, consisting of the President and the Chairperson of the Corporation and such other board members as the Board may by resolution determine.
46. Each member of the Executive Committee shall serve at the pleasure of the Board so long as he or she shall be a Director. The Board may fill vacancies in the Executive Committee by election from among its members. If a vacancy exists in the Executive Committee, the remaining Committee members may exercise all its powers so long as a quorum remains in office.
47. During the intervals between Board meetings and subject to any restrictions which the Board may impose, the Executive Committee shall possess all the powers of the Board in the management and direction of the affairs and business of the Corporation (save and except only such acts that must by law be performed by the Board itself) in such manner as the Executive Committee shall deem in the best interests of the Corporation.
48. Subject to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its quorum at not less than a majority of its members and decide on its own rules of procedure.
49. Meetings of the Executive Committee may be held at the head office of the Corporation or at any other place in or outside of Ontario. The Executive Committee shall keep minutes of its meetings in which shall be reported all actions taken by it. These minutes shall be submitted to the Board at its next regular meeting.
50. All actions of the Executive Committee as taken within its jurisdiction aforesaid, do not require the subsequent approval of the Board.

OTHER COMMITTEES OF THE BOARD

Audit Committee

51. The Corporation shall have an Audit Committee, to consist of not less than three persons, at least two of whom are Directors, all being appointed by the Board. The Board will appoint the Chair of the Audit Committee.
52. Each member of the Audit Committee shall serve during the pleasure of the Board. The Board may fill vacancies in the Committee. If a vacancy shall exist in the Committee, the remaining members may exercise all its powers so long as at least two Director members remain in office.
53. The Audit Committee may, from time to time, appoint such other individuals to the Committee or engage the services of outside auditors to assist the Committee, subject to approval of the Board to be secured within a reasonable time thereafter.
54. The Committee shall have the responsibility of reviewing the financial statements of the Corporation, in consultation with the Corporation's auditors, prior to their presentation to the Board. The Committee shall also review, on an ongoing basis in consultation with the Corporation's auditors, the revenue and expenditure control systems of the Corporation to ensure that such systems meet generally-accepted auditing and accounting standards. The Committee shall report any concerns of the auditors with respect to the Corporation's financial position to the Board's attention.
55. The Committee shall assume other responsibilities as the Board or as the Executive Committee may direct, and it shall, at appropriate times, report to the Board or to the Executive Committee on the discharge of its duties and responsibilities.
56. Subject to any regulations imposed from time to time by the Board, the Committee shall have the power to fix its quorum at not less than a majority of its members and to decide on its own rules of procedure.
57. Meetings of the Committee may be held at the head office of the Corporation or at any other place in or outside of Ontario.

Education and Community Outreach Committee

58. The Education and Community Outreach Committee shall consist of not less than three persons at least two of which are Directors, all being appointed by the Board.
59. As in the case of the other Board Committees, each member of the Education and Community Outreach Committee shall serve during the pleasure of the Board. The Board may fill vacancies in the Committee by election. If and whenever a member vacancy shall exist in the Committee, the remaining members may exercise all its powers so long as at least two Director members remain in office.
60. The Committee shall have the responsibility to develop and submit to the Board a plan for the development of community outreach and education programs to be undertaken by the Corporation in the field of jazz. Among the specific tasks of the Committee shall be the development of plans, consistent with the mission of the Corporation and in

fulfilment of its charitable status and in accordance with the objects of the Corporation as set out in its Letters Patent, with special emphasis on the propagation of knowledge of jazz and education programs for Canadian secondary school and post-secondary students in the jazz idiom.

61. The Committee shall assume such other duties and responsibilities as the Board may direct and shall, at appropriate times, report to the Board or to the Executive Committee on the discharge of its duties and responsibilities.
62. Subject to these by-laws and any regulations imposed from time to time by the Board, the Committee shall have the power to fix its quorum at not less than a majority of its members and to decide on its own rules of procedure.
63. Meetings of the Committee may be held at the head office of the Corporation or at any other place in or outside of Ontario.

Nominating Committee

64. Before the date fixed for the annual meeting of the Members, the Board shall appoint a Nominating Committee to consider nominations for the Board from among the Donor Members. The Nominating Committee shall consist of the Chairperson of the Corporation and not less than three (3) other Board members.
65. The Nominating Committee shall nominate the same number of nominees from among the Donor Members as there are vacant Directors' seats on the Board for the ensuing year.
66. The Nominating Committee shall submit its report to the Annual General Meeting of Donor Members at least fifteen (15) clear days prior to the meeting. Such report may be sent by ordinary mail, by fax or by electronic delivery via the internet to the last known address of each Donor Member on the books of the company. If sent by mail, such notice shall be deemed to be given forty-eight (48) hours after mailing.
67. The names of all nominees contained in the Nominating Committee's report, together with a biography for each nominee of not more than one hundred words, and proxy forms, shall accompany each notice.
68. Nominations may also be submitted by any Donor Member of the Corporation at the Annual General Meeting, provided such are in writing and are signed by at least three (3) Donor Members as well as by the nominee to indicate his or her willingness to stand for election so long as such are received by the Secretary or by the Executive Assistant to the Board no less than five (5) clear days prior to the Annual General Meeting.
69. The slate of candidates for Board membership shall consist of nominations in the Nominating Committee's report and nominations received from Donor Members in accordance with this article. The slate shall be put to a vote by the chairperson at the Annual General Meeting. The persons garnering the largest number of votes shall be duly elected as Members of the Board to fill the existing vacancies.

Other Committees and Bodies of the Corporation

70. The Board may create or appoint by resolution any other Committees for purposes of the conduct of the affairs of the Corporation. The Board may also establish by resolution such advisory bodies, trusts, foundations or otherwise to assist in the better governance of or conduct of the affairs of the Corporation.

MEMBERS OF THE CORPORATION

Classes of Membership

71. The Members of the Corporation shall be the Donor Members who shall be any person, firm or corporation that donates to the Corporation an annual amount as stipulated from time to time by a resolution of the Board.
72. The Directors may by resolution or by-law designate a second class of members of the Corporation and the rights, conditions and entitlements of that class.

Entitlement of Donor Members as Members

73. Only a Donor Member as a Member of the Corporation shall be entitled to vote on any matter at meetings of the Corporation.

Membership Records

74. The Board shall maintain an annual register of Donor Members in which shall be recorded the name, mailing address, the telephone number and e-mail address, of each Member. The membership records for a particular year shall not be destroyed until they have been held in the Corporation's records for at least six years.
75. The Corporation shall confirm in writing, to any Member who requests it, particulars of that person's membership from time to time in the Corporation.
76. Members may resign by a document in writing which shall be effective upon receipt by the Secretary.

Interest of Donor Members

77. The interest of a Member of the Corporation is not transferable and lapses and ceases to exist upon death or, in the case of a corporation, when that corporation ceases to exist or when the period of membership expires or is otherwise terminated.

Voting at Meetings of the Corporation

78. Each Member in good standing shall be entitled to vote in person or by proxy on each question arising at any General Meeting of the Corporation. Corporations, partnerships and other legal entities, if otherwise qualified, may vote through a duly authorized agent or proxy. No attendance is permitted by telephone or electronic means.
79. A person appointed as agent or proxy may only vote at meetings of the Members of the Corporation if a document in writing confirming his appointment as proxy is filed with the Secretary at or before the beginning of the meeting where the proxy appointment is to be used.

Annual General Meetings of Members

80. An Annual General Meeting of Members shall be held at the head office of the Corporation or elsewhere and at such time as the Board may determine. No less than 15 days' notice of such meeting shall be provided to all Members.
81. At the Annual General Meeting, in addition to any other business that may be transacted, the Members shall do the following:
- (a) receive the report of the Directors; receive the annual financial statements and the auditors' report thereon;
 - (b) appoint the Corporation's auditors for the ensuing year; and authorize the Board to determine the remuneration of the auditors;
 - (c) elect Board members to fill existing vacancies or vacancies to be created of Directors whose terms are about to expire.
82. The Members may consider and transact any other business of concern to the Corporation and the Annual General Meeting subject to paragraph 83 hereof.
83. Notice of the Annual General Meeting shall contain a paragraph stating that any Member shall be entitled to raise any matter at the meeting not described in paragraph 81 hereof provided that the member notifies the Secretary forty-eight (48) hours in advance of the matter to be raised.

Other General and Special Meetings of Members

84. The Board or the Chairperson or Vice-Chairperson shall have power to call at any time a general meeting of Members, other than the Annual General Meeting, or a special meeting of Members to consider special or exceptional matters concerning the Corporation.
85. Notice of the time and place of every such meeting shall be given to each Member by sending the notice by mail, fax or e-mail, at least fifteen days before the time fixed for the holding of such meeting.

Error or Omission in Notice

86. No error or omission in giving any notice under this By-Law shall invalidate any meeting or make void any proceedings taken thereat. Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
87. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of any Member, Director or officer shall be his last postal or e-mail address recorded on the books of the Corporation.

Adjournments

88. Any meetings of the Corporation or of the Directors may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been

transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment.

Quorum of Donor Members

89. A quorum for the transaction of business at any meeting of Members shall consist of not less than six such Members present in person or represented by proxy.

ADMINISTRATION OF CORPORATE AFFAIRS

Conclusion of Contracts and Execution of Documents

90. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President or General Manager or by such other employee of the Corporation designated to act on the Corporation's behalf.
91. Contracts not in the ordinary course of business, such as deeds and the transfers of assets, changes in existing radio licences, significant contracts, transactions and engagements by or on behalf of the Corporation and other transactions of a material nature outside of normal day-to-day operations, shall be signed by the President or General Manager and at least one of the Chairperson or a Vice-Chairperson and shall be subject to prior Board approval.
92. In emergency circumstances, where neither the President nor General Manager is available, are incapacitated or are otherwise unable to act, contracts referred to in the previous paragraph may be concluded by the Chairperson and a Vice Chairperson and shall be subject to prior Board approval.
93. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom any particular instrument, contract or obligation of the Corporation shall be executed.

Books and Records

94. The Directors shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept by the Corporation.

Financial Year

95. The financial year of the Corporation shall be from 1 September to 31 August of the following year.

Banking Documents, Cheques and Other Instruments

96. All cheques or other orders for the payment of money and all credit or debts issued in the name of the Corporation shall be signed by the President or General Manager or such other officer or officers of the Corporation in such manner as shall from time to time be determined by resolution of the Board.
97. Any one of the above officers may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for

deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose.

98. Any one of such officers may also arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign the bank's forms or settlement of balances and releases or verification slips.

Deposit of Securities for Safekeeping

99. The securities of the Corporation shall be deposited for safekeeping in a chartered bank, trust company or other financial institution as approved by the Board.
100. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation 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 the resolution of the Board and such authority may be general or confined to specific instances.

Borrowing by the Corporation

101. The Board may from time to time do the following by Resolution:
- (a) borrow money on the credit of the Corporation;
 - (b) issue, sell or pledge securities of the Corporation; or
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
102. From time to time the Board may authorize the President or General Manager, any Director, or any other officer or employee of the Corporation to undertake the necessary actions to manage, transact and settle the borrowing of money by the Corporation as approved by the Board under the foregoing paragraph.

GENERAL PROVISIONS

Computation of Time

103. In computing the date when notice must be given under any provision of the by-laws of the Corporation requiring a specified number of days' notice, the date of giving the notice and the date of the meeting or other event of which notice is given, shall be excluded.
104. Where any reference in this By-Law is made to a reasonable amount of time, such reference shall mean no longer than three full days.

Omissions

105. The accidental omission to give any notice to any Director or other person entitled to notice, or the non-receipt of any notice by any Director or other person entitled to notice, or any error in any notice not affecting the substance thereof, shall not invalidate any action taken pursuant to such notice or otherwise founded thereon.

Waiver of Notice

106. Any Director or other person entitled to notice may waive any notice required to be given under any provision of the by-laws of the Corporation or of any statute governing the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

Definition of Terms

107. In this By-Law, in all other by-laws of the Corporation and in any resolutions of the Corporation, unless otherwise specified, words importing the singular shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; word importing persons shall include companies, corporations, partnerships and any number or aggregate of persons; the term "board" or "Board" shall mean the Board of Directors of the Corporation; the term "Corporation" shall mean "Jazz.FM 91 Inc." and "days" shall mean "calendar days".

REPEAL OF ALL PREVIOUS BY-LAWS

108. All previous By-Laws of the Corporation are hereby repealed and of no further force and effect.

ENACTED AND PASSED by the Directors of the Board as By-Law No. 3 of the Corporation, on April 17, 2019.