CANADIAN INTERNATIONAL COUNCIL
CONSEIL INTERNATIONAL DU CANADA

(the "Corporation")

BY-LAW NO. 1

Pursuant to the *Canada Not-for-profit Corporations Act* (S.C. 2009, c.23) and the continuance of the Corporation from the *Canada Corporations Act* (R.S.C. 1970, c. C-32) to the *Canada Not-for-profit Corporations Act*, this By-law No. 1, being a by-law relating generally to the conduct of the affairs of the Corporation, replaces all by-laws of the Corporation under the *Canada Corporations Act*.

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SECTION 1 – GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

(a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

(b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

(c) "board" means the board of directors of the Corporation and "director" means a member of the board;

(d) "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

(e) "meeting of members" includes an annual meeting of members or a special meeting of members;

(f) "ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;

(g) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

(h) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in section 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by any two (2) of its officers or directors, subject to the following: the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.04 Financial Year End

The financial year end of the Corporation shall be determined by the board.

1.05 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part

of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

1.06 Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

1.07 Borrowing Powers

The directors of the Corporation may, without authorization of the members,

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

(b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

(c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

(d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

1.08 Board Policies

The board may adopt, amend, or repeal such board policies that are not inconsistent with the Act, articles or by-laws of the Corporation relating to the management and operation of the Corporation as the board may deem appropriate from time to time. Any board policy adopted by the board shall continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the board.

SECTION 2 – MEMBERSHIP

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board. The board may institute from time to time a board policy governing membership and such policy may delegate membership approval to an officer or committee. Each member shall

be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2.02 Notice of Members' Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

(a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

(b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.03 Absentee Voting at Members' Meetings

Voting by Mailed-In or Electronic Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

(a) enables the votes to be gathered in a manner that permits their subsequent verification, and

(b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 – MEMBERSHIP DUES AND TERMINATION

3.01 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them, if any, and, if any such membership dues are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

(a) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;

(b) the member resigns;

(c) the member is removed from membership in accordance with section 3.03 below;

(d) the member's term of membership, if any, expires;

(e) the Corporation is liquidated and dissolved under the Act; or

(f) the member's membership is otherwise terminated in accordance with the articles or by-laws.

Subject to the articles, upon any termination of membership, the rights of the member automatically cease to exist.

3.03 Removal from Membership

The board shall have authority to revoke the membership of any member in the Corporation for any one or more of the following grounds:

(a) violating any provision of the articles, by-laws, or written policies of the Corporation;

(b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;

(c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be removed from membership in the Corporation, the chair of the board, or such other officer as may be designated by the board, shall provide twenty (20) days written notice of the proposed removal of the member from membership to the member and shall provide written reasons for the proposed removal. The member may make written submissions to the chair of the board, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period.

If no written submission is received by the chair of the board, the chair of the board, or such other officer as may be designated by the board, may proceed to notify the member that the member is removed from membership in the Corporation. If a written submission is received in accordance with this section, the board shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submission. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 – MEETINGS OF MEMBERS

4.01 Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada or elsewhere as the board may determine.

4.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.03 Chair of the Meeting

In the event that the chair of the board and the vice-chair of the board or their designate are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.04 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be the lesser of: (i) 50% of the members entitled to vote at the meeting, or (ii) ten (10) members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.05 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. The chair of the meeting shall not exercise a vote except in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.

SECTION 5 – DIRECTORS

5.01 Directors' Powers

The directors may exercise all such powers and do all such acts or things as may be exercised or done by the Corporation that are not by the Act, articles or by-laws expressly directed or required to be done in some other manner. Subject to the Act, articles and by-laws the board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

5.03 Election and Term

Subject to the articles, the members will elect the directors at each annual meeting at which an election of directors is required. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

The directors of the Corporation shall be elected and shall retire in rotation. At the first election of directors following the effective date of this by-law, one-third (1/3) of the directors shall be elected for a three (3)-year term, one-third (1/3) of the directors shall be elected for a two (2)-year term and one-third (1/3) of the directors shall be elected for a one (1)-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three (3)-year terms.

Directors who are also officers of the Corporation shall be eligible for election to the board for a maximum of three (3) consecutive terms, if otherwise qualified. Directors who are not officers of the Corporation shall be eligible for election to the board for a maximum of two (2) consecutive terms, if otherwise qualified.

5.04 Removal of Directors

Subject to the Act, the members may by ordinary resolution passed at an annual or special meeting of members remove any director from office, and the vacancy created by such removal may be filled at the same meeting by the members, failing which it may be filled by the board.

5.05 Vacancy in Office of Director

The office of a director shall be automatically vacated if:

(a) the director dies;

(b) the director delivers a written notice of resignation to the Corporation;

(c) the director ceases to be qualified for election as a director; or

(d) the director is removed from office by the members in accordance with section 5.04;

5.06 Filling Vacancy in Office of Director

Subject to the Act, a quorum of the board may fill a vacancy in the board, except for a vacancy resulting from:

(a) an increase in the number or minimum number of directors; or

(b) a failure of the members to elect the number or minimum number of directors provided for in the articles.

Where the articles of the Corporation so provide, the directors may appoint one or more directors who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one-third (1/3) the number of directors elected at the last annual meeting of members.

SECTION 6 – MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 9.01 (Method of Giving Notices) of this by-law to every director of the Corporation not less than forty-eight (48) hours before the time when the meeting is to be

held, if delivered or sent other than by mail. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Quorum

A majority of directors in office, from time to time, but no less than two (2) directors, shall constitute a quorum for meetings of the board.

6.05 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. The chair of the meeting shall not exercise a vote except in the case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting.

SECTION 7 – OFFICERS

7.01 Appointment

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

7.02 Description of Offices

Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

(a) Chair of the Board – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board and of the members. The chair shall have such other duties and powers as the board may specify.

(b) Vice-Chair of the Board – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board and of the members. The vice-chair shall have such other duties and powers as the board may specify.

(c) President/CEO – If appointed, the president shall be the chief executive officer (CEO) of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president/CEO shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.

(d) Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary, or such other officer or employee as designated by the secretary, shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

(e) Treasurer – If appointed, the treasurer shall keep, or cause to be kept, proper accounting records as required by the Act. The treasurer shall deposit, or cause to be deposited, all monies received by the Corporation in the Corporation's bank account; the treasurer shall, under the direction of the board, supervise the safekeeping of securities and the disbursement of the funds of the Corporation; the treasurer shall render to the board, whenever required, an account of all his or her transactions as treasurer and of the financial position of the Corporation; and the treasurer shall perform such other duties as may from time to time be prescribed by the board.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president/CEO requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. In the event that any of the officers above are not appointed, to the extent that such officers have any responsibilities pursuant to any other provisions of this by-law, the board may assign those responsibilities to another officer or employee of the Corporation.

7.03 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

(a) the officer's successor being appointed;

(b) the officer's resignation;

(c) such officer ceasing to be a director (if a necessary qualification of appointment); or

(d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

SECTION 8 – COMMITTEES AND BRANCHES

8.01 Committees

The board may from time to time establish any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit, or terminate any committee or other advisory body, as it deems necessary or appropriate. The size, composition, structure and election process for members of any such committee shall be established by the board. Any such committee shall operate within the rules and directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

8.02 Branches

An integral part of the Corporation will be its network of branches. The board may, by resolution, establish branches of the Corporation within any specified geographical area in the world to promote the objects of the Corporation within such areas. The board will, from time to time and upon request, receive reports on the status of the branches (including but not limited to any financial statements, policy statements and budgets that may be submitted for the board's approval). The affairs of any branch shall be conducted by a branch executive, in accordance with such policies and regulations of the Corporation governing the operation of branches as may be enacted from time to time by the board.

The board may, for good cause and on prior notice, take over the administration of the affairs of any branch, including control over its funds and other assets, which shall be administered by the Corporation for the benefit of branch members until such time as the board determines to return such administration to the local branch executive.

The board may dissolve a branch for good cause on prior notice delivered to the president and secretary or other officer of the branch. Prior to taking such action, the board may invite two members of the branch to attend at the offices of the Corporation, at the branch's expense, to be heard on the question of dissolution.

Should any branch be dissolved, its funds and other assets shall become the assets of the Corporation and the branch shall thereafter cease to exist. Members of the former branch shall remain members of the Corporation.

SECTION 9 – NOTICES

9.01 Method of Giving Notices

Any notice (which term includes any communication or document), other than notice of a meeting of members, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

(a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a director, if delivered to the director's latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director appointed by the federal Minister of Industry under the Act to administer the Act;

(b) if mailed by prepaid ordinary or air mail to such person at such person's recorded address, or in the case of notice to a director to the latest address as shown in the records of the Corporation or in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director appointed by the federal Minister of Industry under the Act to administer the Act;

(c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

(d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed

by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

9.02 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 10 – ELECTRONIC MEETINGS

10.01 Participation by Electronic Means

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a member or director meeting, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

10.02 Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

SECTION 11 – INDEMNITIES TO DIRECTORS AND OTHERS

11.01 Indemnification

Subject to the Act, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of

any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, if such individual (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request; and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful. The Corporation shall also indemnify such person 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.

SECTION 12 – DISPUTE RESOLUTION

12.01 Dispute Resolution Mechanism

If a dispute or controversy among members, directors, officers or committee members of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a lawsuit or legal action:

(a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and

(b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

SECTION 13 – BY-LAWS AND AMENDMENTS

13.01 By-laws and Amendments

The board may not make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (Fundamental Changes) of the Act.

13.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

SECTION 14 – EFFECTIVE DATE

14.01 Effective Date

This By-law shall come into force on the date that the Corporation continues under the *Canada Not-for-profit Corporations Act*.

CERTIFIED to be By-Law No. 1 of the Corporation, passed by the Board of the Corporation by resolution on the 2nd day of April, 2014, and confirmed by the members of the Corporation by special resolution on the 7th day of May, 2014, and to be effective on the date that the Corporation continues under the *Canada Not-for-profit Corporations Act*.

DATED as of the 22nd day of May, 2014.

WILLIAM C. GRAHAM – Director

SCOTT BURK – Director

This By-Law No. 1 came into force on June 4, 2014., the date of continuance as reflected on the Certificate of Continuance issued by Industry Canada under the *Canada Not-for-profit Corporations Act*.