

BY-LAW NO. 1

a by-law relating generally to the transaction of the business and affairs of **ONTARIO ASSOCIATION OF GENERAL SURGEONS**

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

MEMBERS

MEMBERSHIP

1. There shall be three classes of members:
 - (a) Active Members;
 - (b) Resident Members; and
 - (b) Honourary Members.

QUALIFICATIONS AND CONDITIONS

2. The qualifications and conditions of membership in each class shall be as follows:

(a) Active Members

The Active Members shall consist of certified general surgeons who are duly licensed or registered to practice medicine in the Province of Ontario, with a fellowship in general surgery, and whose applications for membership in the Corporation are approved by the board of directors. Each Active Member shall be entitled to one vote at all meetings of the members and shall be eligible for election to the board of directors and to serve as officers of the Corporation. For greater certainty, an Active Member who subsequently retires from practice shall continue to be entitled to one vote at all meetings of the members and to be eligible for election to the board of directors and to serve as an officer of the Corporation.

(b) Resident Members

The Resident Members shall consist of individuals who are registered in an approved general surgical training program in the Province of Ontario and whose applications for membership in the Corporation are approved by the board of directors. The Resident Members shall not be entitled to vote at, but shall be entitled to notice of and to attend all meetings of the members of the Corporation. The

Resident Members shall not be entitled to hold any office in the Corporation either as a director or officer of the Corporation, but shall be eligible to serve on any committee of the Corporation except as otherwise provided in this by-law

(c) Honourary Members

The Honourary Members shall consist of such physicians as may be appointed by and approved by the board of directors from time to time. The Honourary Members shall not be entitled to vote at, but may, at the discretion of the board of directors, be entitled to notice of and to attend all meetings of the members of the Corporation. The Honourary Members shall not be entitled to hold any office in the Corporation either as a director or officer of the Corporation, but shall be eligible to serve on any committee of the Corporation except as otherwise provided in this by-law.

Applications for membership in any class except for Honourary Members shall be made in writing to the board of directors in such manner and in such form as may be prescribed by the board of directors from time to time. Applications for membership shall first be considered by a member of the Membership Committee and forwarded for the approval of the board of directors.

DUES

3. The dues or fees payable by the Members shall be such amounts as may from time to time be determined by resolution of the board of directors.

TERMINATION OF MEMBERSHIP

4. The interest of a member in the Corporation is not transferable and lapses and ceases to exist upon termination of membership as follows:

- a) upon death;
- b) by resignation in writing to the board of directors;
- c) by resolution of a majority vote of the voting members of the Corporation at a general or special meeting of the members, provided that the member has been notified beforehand of the proposed termination, the reasons therefor, and given the right to be heard at such meeting of the members; or

- d) an Active Member whose membership dues are in arrears for two or more years, and who has been duly notified thereof by written notice signed by the president or another officer upon the authorization of the board of directors, shall cease to be a member of the Corporation on the date which is three (3) months after the date of delivery of such notice.

ANNUAL AND OTHER MEETINGS OF MEMBERS

5. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented; a board of directors shall be elected or appointed; auditors shall be appointed for the ensuing year; and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors shall have power to call at any time a general or special meeting of the members of the Corporation and the board of directors shall do so upon the written request of not less than (1/10th) one-tenth of the members of the Corporation entitled to vote at the meeting [This is a requirement under S.295(1) of the Corporations Act.]. No public notice nor advertisement of members' meetings, annual or general shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or by telefacsimile transmission at least ten (10) days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the voting members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact. Guests may be invited to attend any meetings of the Corporation upon the request of the president with or without payment of an attendance fee.

ERROR OR OMISSION IN NOTICE

G. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat if all of the members were present in person or represented by proxy at the meeting, or if those absent waived notice of the meeting or

signified their consent to any meeting being held in their absence. Any 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.

ADJOURNMENTS

7. Any meetings of members or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournments took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

8. A quorum for the transaction of business at any meeting of members shall consist of not less than the lesser of:

- (a) twenty-five (25) members present in person or represented by proxy; or
- (b) a majority of members present in person or represented by proxy.

VOTING OF MEMBERS

9. Each Active Member shall be entitled one (1) vote at all meetings of members and may vote by proxy. Such proxy must also be a member, but before voting shall produce and deposit with the secretary sufficient appointment in writing from his or her constituent or constituents.

At all meetings of members every resolution to be passed shall require the approval of a majority of the voting members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a ballot be demanded by any voting member. Unless a ballot be demanded a declaration by the chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a ballot may be withdrawn by the member who requested it at any time prior to the taking of the ballot. Upon a ballot each voting member who is

present or represented by proxy is entitled to one (1) vote and the result of the ballot shall be deemed the decision of the Corporation in general meeting upon the matter in question.

In the case of an equality of votes, the chairperson of the meeting shall not be given a casting vote.

BOARD OF DIRECTORS

BOARD OF DIRECTORS

10. The affairs of the Corporation shall be managed by the board of directors, each of whom shall be an Active Member of the Corporation throughout his or her term of office. The Nominating Committee shall provide to the members, prior to each annual meeting, a list of individuals with the skills and desire to sit on the board of directors. In addition, any member may, at any general meeting, run for election to the board, by presenting to the secretary of the Corporation or the meeting, either before or at the meeting, a notice of his/her intention to run for a position on the board of directors signed by him or her, together with the signed sponsorship of two other members indicating their support for the member as a candidate for the board of directors. Each director shall be elected to hold office until the first annual meeting after he or she is elected, or until his or her successor is duly elected. The whole board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member.

REMOVAL OF DIRECTORS

11. The members of the Corporation may, by resolution passed by at least two-thirds 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 or 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.

The office of a director of the Corporation shall be vacated if such director:

- (a) dies;
- (b) becomes bankrupt;
- (c) is unable to perform his or her usual duties as a director of the Corporation for a continuous period of six (6) months due to a physical or mental disability;

(d) is convicted of a criminal offence;

(e) resigns office by notice in writing to the Corporation; or

(f) ceases to be an Active Member of the Corporation.

VACANCIES ON BOARD OF DIRECTORS

12. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors 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. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

13. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the president or vice-president or by the secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or sent by telefacsimile transmission or by mail to each director not less than two (2) days before the meeting is to take place. The statutory declaration of the secretary or president that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and for such regular meeting no notice need be sent. A directors' meeting may also be held without notice immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

14. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting if all of the

directors were present at the meeting, or if those absent waived notice of the meeting or signified their consent to the meeting being held in their absence. Any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

15. Each director personally present shall be entitled to one (1) vote on all questions arising at the meeting of the board of directors. Questions arising at any meeting of directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way be assent or dissent. A declaration by the chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the president, his or her duties may be performed by the vice-president or such other director as the board may from time to time appoint for the purpose.

POWERS

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

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

17. The directors shall receive no remuneration for acting as such, provided that a director may be paid or reimbursed for reasonable expenses incurred by him or her in the performance of his or her duties.

COMMITTEES

EXECUTIVE COMMITTEE

18. The directors are hereby authorized to elect from amongst themselves an Executive Committee of not fewer than three (3) directors and to delegate to the Executive Committee any powers and duties of the board of directors, subject to the restrictions, if any, contained in this by-law or imposed from time to time by the directors, and except such matters and duties as by law must be transacted or performed by the board of directors or by the members in general meeting. The Executive Committee shall consist of no less than three (3), amongst whom shall be included the officers of the Corporation.

A quorum for a meeting of the Executive Committee shall be not less than a majority of its members. Except as otherwise required by law, the Executive Committee may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the members of the Executive Committee are present or if those absent have signified their consent to the meeting being held in their absence. Executive Committee meetings may be formally called by the president or vice-president or by the secretary on direction in writing of any two members of the Executive Committee. Notice of such meetings shall be delivered, telephoned or sent by telefacsimile transmission to each member of the Executive Committee not less than forty-eight (48) hours before the meeting is to take place. The statutory declaration of the secretary or president that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

STANDING COMMITTEES

General

19. Each committee shall be composed of a chairperson and such other number of individuals holding such qualifications as the board of directors may determine from time to time.

Each committee shall report to the board of directors at such time or times as the board may from time to time direct. The board of directors may prescribe the policies, procedures and other functions of each committee and such other matters as the board considers necessary or advisable.

Terms of Reference

The terms of reference of each committee shall be as set forth below:

- (a) Economics and Tariff Committee: to review, consider and provide input on economic issues affecting the practice of general surgery in the Province of Ontario, including issues relating to the general surgical fees set out in the OHIP Schedule of Benefits;
- (b) General Surgery Resources Committee: to monitor the supply and demand for general surgical services in the Province of Ontario and to maintain accurate and up to date data on the number of general surgeons and resources in the Province of Ontario;
- (c) Membership Committee: to encourage membership in the Corporation, to review, consider and provide input on the standards of membership, and to review the applications for membership in the Corporation for presentation to the board of directors;
- (d) By-Laws Committee: to review, consider and provide input on proposed amendments to the by-laws of the Corporation and to consider such other matters as board of directors or the members may determine from time to time;
- (e) Nominating Committee: to locate and nominate to the members, individuals with the skills and desire to sit on the board of directors, and to put such nominations before the members; and
- (f) Political Activity Committee:
 - (i) to review, consider and provide input on possible strategies and political activities of the Corporation and to undertake such activities if so directed by the board of directors;
 - (ii) to liaise with various political parties in the Province of Ontario and to represent the members in any political or job activity that may be necessary to protect the interests of the members; and
 - (iii) to assess and grade the hospitals in the Province of Ontario with respect to general working conditions and facilities available to general surgeons.

AD HOC COMMITTEES

20. In addition to the above committees, the board of directors may appoint other committees as it, from time to time, considers advisable. Each committee shall perform such duties as may from time to time be determined by the board. The board may establish terms of reference for such committees setting forth the policies, procedures and functions of each committee and such other matters as the board considers necessary or advisable, and such committees shall be composed of such number of individuals holding such qualifications as the board may determine from time to time.

OFFICERS

OFFICERS OF THE CORPORATION

21. The board of directors shall elect or appoint from among themselves a president, a secretary, one or more vice-presidents and a treasurer. The board may elect or appoint such other officers as the board may determine and such other officers may but need not be directors. Any officer of the Corporation may hold more than one office at the same time, if otherwise qualified, except for the offices of president and vice-president. All officers shall hold office during the pleasure of the board and in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time. If a vacancy shall occur in any office, the directors may, by resolution, elect or appoint a person to fill such vacancy.

REMUNERATION OF OFFICERS

22. Remuneration, if any, of officers shall be such as the board of directors may from time to time determine or approve and the members confirm.

DUTIES OF PRESIDENT

23. The president shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The president shall also be charged with the general management and supervision of the affairs and operations of the Corporation and shall represent the Corporation to other outside bodies subject to the direction of the board of directors. The president with the secretary or other officer appointed by the board for the purpose shall sign all by-laws. The president shall be an ex-officio member of all committees of the Corporation and shall perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF VICE-PRESIDENT

24. During the absence or inability of the president, his or her duties and powers shall be exercised by the vice-president, and if the vice-president exercises any such duty or power, the absence or inability of the president shall be presumed with reference thereto. The vice-president shall perform such other duties as may from time to time be determined by the board of directors and shall, if requested by the board of directors, delegate presidential duties to the past-president of the Corporation. For greater certainty, the vice-president shall be a candidate for appointment as president when the current president's term of office is completed.

DUTIES OF PAST-PRESIDENT

25. The past-president shall be the chairperson of the Nominating Committee and shall perform such other duties as may from time to time be determined by the board of directors. In exceptional circumstances, the board of directors may request the past-president to resume some or all of the duties of the president on a temporary basis. The past-president shall be, in the normal course, the most recent president of the Corporation whose term has expired or, in such circumstances as the board of directors may determine, the past-president may be a previous president of the Corporation whose term has expired, or the office of past-president may be left vacant.

DUTIES OF SECRETARY

26. The secretary shall be an ex officio clerk of the board of directors. He or she shall attend all meetings of the members and the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He or she shall give all notices required to be given to members and to directors and shall be responsible for the administration of the day-to-day affairs of the Corporation. He or she shall be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF TREASURER

27. The treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in such bank or banks as the directors may from time to time decide upon. He or she shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him or her, an account of all of his or her transactions as treasurer, and of the financial position of the Corporation. He or she shall also perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF OTHER OFFICERS

28. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them, and such other officers may, but need not be, members of the board of directors.

INDEMNITY

INDEMNITY OF DIRECTORS AND OFFICERS

29. Every director and officer of the Corporation and his or her or her heirs, executors and administrators, and estate and effects respectively shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

(1) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and

(2) all other 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 own wilful neglect or default.

No director or officer 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 of other 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 order of the

board of directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom any monies, securities or effects of the Corporation shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution or supposed execution of the duties of his or her respective office or in relation thereto unless the same shall happen by or through his or her own wilful neglect or default.

GENERAL

EXECUTION OF DOCUMENTS

30. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by the president together with one of the treasurer, the secretary or a vice-president.

The president, vice-president, or the directors, or secretary or any of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or Corporation.

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 obligations of the Corporation may or shall be executed.

CHEQUES, ETC.

31. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the treasurer, together with one of the president, a vice-president or the secretary or such other officers, agent or agents and in such manner as shall from time to time be determined by resolution of

the board of directors and any one of such officers or agents 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. Any of such proper signing officers may 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 all the bank's forms or settlement of balances and release or verification slips.

BOOKS AND RECORDS

32. The directors shall see 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.

SEAL

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

HEAD OFFICE

34. The head office of the Corporation shall, at all times, be in Ontario. The head office shall initially be in the place in Ontario where the letters patent provide that the head office is to be situate. Thereafter, the head office shall be in the place in Ontario where the Corporation designates by special resolution.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

35. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. 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 resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

36. Whenever under the provisions of the by-laws of the Corporation notice is required to be given, and unless otherwise provided in the by-laws, such notice may be given either personally or sent by telefacsimile transmission or by depositing same in a post office or a public letter-box in a prepaid, sealed envelope addressed to the director, officer or member at his or her or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be deemed to be sent three (3) days after the date the same was deposited in a post office or public letter-box as aforesaid, or if sent by telefacsimile transmission shall be deemed to be sent when the same was transmitted. For the purpose of sending any notice the address of any member, director or officer shall be his or her last address as recorded on the books of the Corporation.

In addition to any other provisions contained in this or her by-law, the accidental omission to give any notice to any member, director or officer or the non-receipt of any notice by any member, director or officer or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant or otherwise founded thereon.

DISTRIBUTION ON DISSOLUTION

37. Upon the dissolution of the Corporation and after the payment of all debts and liabilities of the Corporation, the remaining property or part thereof of the Corporation shall be distributed or disposed of to the members in equal amounts.

RULES OF ORDER

38. All meetings of the board of directors and the members shall be conducted in accordance with the Corporations Act (Ontario) and this by-law. On points not covered by the Act or this by-law, the latest edition of "*Company Meetings; Including Rules of Order*" by J.M. Wainberg, Q.C., will be accepted as the authority.

AMENDMENT TO BY-LAWS

39. A by-law passed by the directors, and a repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a general meeting of the members duly called for that purpose, is effective only until the next annual meeting of the members unless confirmed thereat, and in default of confirmation thereat, ceases to have effect at and from that time, and in that case, no new by-law of the same or like substance has any effect until confirmed at a general meeting of the members.

The members may at the general meeting or the annual meeting mentioned above confirm, reject, amend or otherwise deal with any by-law passed by the directors and submitted to the meeting for confirmation, but no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or other dealing.

INTERPRETATION

40. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa and references to persons shall include firms and Corporations.

PASSED by the board the 4th day of May, 1996.

President - Dr. Ciaran L. Kealy

Secretary
- Dr. Joseph Margolian

CONFIRMED by the members in accordance with the Corporations Act (Ontario) the 10th day of November, 1996.

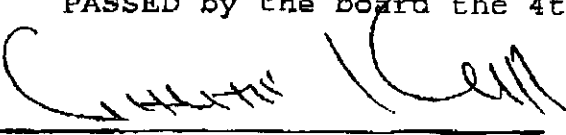
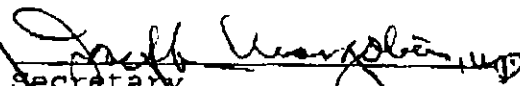
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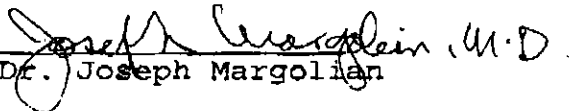
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_____ President - Dr. Ciaran L. Kealy	_____ Secretary - Dr. Joseph Margolian

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