

BY-LAW NO. 1

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-law of the **FRONTIER DUTY FREE ASSOCIATION** (hereinafter called the “**Corporation**”) as follows:

DEFINITIONS

1. In this By-law and all other By-laws, unless the context otherwise specifies or requires:
 - (a) “Act” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c.23 as amended from time to time and every statute that may be substituted therefore and in the case of such amendment or substitution, any references in the By-laws shall be read as referring to the amended or substituted provisions therefore;
 - (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - (c) “Associates” means the individuals, corporations or businesses described in paragraphs 16 and 17;
 - (d) “Board” means the board of directors of the Corporation;
 - (e) “By-law” means this by-law and all other by-laws of the Corporation, including any special by-law from time to time in force and effect;
 - (f) “Director” means a member of the Board and includes an Open Director and a Regional Director;
 - (g) “Director residing in the Eastern Region” means the director described in paragraph 22(a);
 - (h) “Members” means the members of the Corporation as described in paragraphs 6 and 7;
 - (i) “Director residing in Ontario” means the director described in paragraph 22(c);
 - (j) “Open Directors” means the Directors described in paragraph 22(d);
 - (k) “Ordinary Resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
 - (l) “Regional Directors” means a Director residing in the Eastern Region, in Ontario and in the Western Region;

- (m) “Regulations” means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws to provisions of the regulation shall be read as references to the substituted provisions therefore;
- (n) “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (o) “Director residing in the Western Region” means the director described in paragraph 22(b).

INTERPRETATION

- 2. This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:
 - (a) All terms contained in this By-law and which are defined in the Act shall have the meanings given to such terms in the Act.
 - (b) Words importing the singular number only shall, where the context so admits, include the plural and vice versa, and words importing the masculine gender shall include the feminine and neuter genders and vice versa, as shall be appropriate; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons; and
 - (c) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

REGISTERED OFFICE

- 3. The registered office of the Corporation shall be in the City of Ottawa, in the Province of Ontario and at such places therein as the Board may, from time to time decide. The Corporation may establish and maintain in addition to its registered office, such other offices, places of business and agencies elsewhere, as the Board may, from time to time determine.

SEAL

- 4. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation, until changed by Ordinary Resolution of the Board.

MEMBERS

Membership

- 5. There shall be one (1) class of Members of the Corporation.

Eligibility of Members

6. Membership in the Corporation shall be institutional and shall be available to corporations or businesses who maintain valid licenses to operate a retail duty free facility in Canada at a Land Border Crossing, and who are, at the time of their application for membership in the Corporation, actively carrying on or intend to be actively carrying on the business of a retail duty free facility at a Land Border Crossing on the international border between Canada and the United States.

Admission of Members

7. All applications for membership in the Corporation are subject to approval by Ordinary Resolution of the Board. Any applicant so approved shall become a Member upon payment of all application fees, membership fees and any other fees as established by the Board.

Rights of Members

8. A Member is entitled to:
 - (a) receive notice of, attend and vote at a meeting of Members; and
 - (b) designate a person to represent that Member at any meetings of the Corporation requiring the attendance of such Member and to replace that person from time to time with another designate.

Number

9. There shall be no limit to the number of Members of the Corporation except as the Board may, from time to time, resolve in accordance with the Act.

Fees

10. The Board may, from time to time, establish membership fees, application fees and any other fees in such amounts as it deems advisable.

Termination of Membership

11. The membership of a Member shall lapse or cease to exist upon its dissolution, or its ceasing to carry on business or upon loss of its license to carry on a duty free facility, or upon its removal or resignation.

Removal of Members

12. Any Member who has failed to pay any fees as established by the Board within thirty (30) days after demand may be removed by the Board by Ordinary Resolution, but may be re-admitted upon payment of all arrears.
13. The Board may, by Special Resolution, terminate the membership of a Member 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. The vote shall not be by ballot unless demanded. The decision of the Board shall be final, provided, however, that not less than five (5) days' notice of such meeting has been given to the Member involved. The Member shall be entitled to vote on its removal.

Suspension of Members

14. The President or any Vice-President or Secretary of the Corporation may suspend the membership of any Member at any time, if he feels that such Member is conducting himself in an undesirable manner. Such suspension shall remain in effect until a majority of the Directors present at a meeting duly constituted for that purpose either removes the suspension of the Member with or without conditions or removes that person as a Member in accordance with paragraph 13 of this By-law.

Resignation of Members

15. A Member wishing to withdraw from the Corporation must:
- (a) Give notice of his intention to the annual meeting of the Corporation, or
 - (b) Deliver a written letter of resignation to the Secretary of the Corporation.

The Member's resignation shall become effective on the date provided for in the letter of resignation.

A Member who has resigned shall remain liable for payment of any assessment, fee or other sum levied or which became payable by the Member to the Corporation prior to the date of receipt of the letter of resignation.

ASSOCIATES

Eligibility

16. The Board may accept as Associates individuals, corporations or businesses who, at the time of their application for Associate status in the Corporation are one of the following:
- (a) Airport, Foreign and other Duty Free Licensees that maintain valid licenses to operate a retail duty free facility in international airports in Canada or the United States or in international waters or at a Land Border Crossing in the United States, and who are, at the time of their application for Associate status in the Corporation, actively carrying on or intend to be actively carrying on the business of a retail duty free facility between Canada and the United States;
 - (b) Suppliers that are actively or intend to be actively supplying on a regular basis products, merchandise or services to at least one (1) Member; or
 - (c) Others that are actively or intend to be actively supporting the goals and activities of the Corporation by advertising or reporting the activity of Members; such

applicant shall be eligible for Associate status in the Corporation, provided that approval of an application for Associate status is within the sole discretion of the Board.

Rights and Services

17. Those approved as Associates are entitled to Corporation services as determined by the Board, but are not eligible to vote on Corporation matters or to claim or advertise that they are Members of the Corporation. Associates shall also have the right to receive notice of, attend, participate in discussions and make presentations at meetings of Members, without the right to vote. Associates or an Associate's designate are not eligible to hold elective office in the Corporation.

Number

18. There shall be no limit to the number of Associates, except as the Board may, from time to time, resolve.

Termination and Removal of Associate Status

19. The status of an Associate shall lapse or cease to exist upon his or its death or dissolution or upon his or its ceasing to carry on business or upon his or its ceasing to actively support the goals and activities of the Corporation by advertising or reporting the activity of Members or its ceasing to supply products or services on a regular basis to five or more Members or upon his or its removal or resignation.
20. The Directors may, by Special Resolution adopted at any duly constituted meeting of the Board, terminate with or without cause the status of an Associate.

The vote shall not be by ballot unless demanded. The decision of the Board shall be final, provided however that not less than five (5) days notice of such meeting has been given to the Associate involved. The Associate shall be entitled to be present at such meeting and to make representations.

Associate Dues

21. Any fees or dues payable to the Corporation by Associates shall be determined by the Board, and levied in accordance with such terms and conditions as shall be determined by the Board.

DIRECTORS

Number

22. Until changed in accordance with the Act, the Board shall consist of that number of Directors specified in the Articles. If the Articles specify a minimum and a maximum number of directors, the Board shall be composed 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. No decrease in the number of Directors shall shorten the term of an incumbent Director.

The composition of the Board shall be as follows:

- (a) One (1) Director residing in the Eastern Region nominated from the Members of the Eastern Region, being all of the Provinces of Canada east of the Ontario/Quebec border, and elected by the Members in good standing of the Corporation.
- (b) One (1) Director residing in the Western Region nominated from the Members of the Western Region, being all of the Provinces of Canada west of the Ontario/Manitoba border, and elected by the Members in good standing of the Corporation.
- (c) One (1) Director residing in Ontario nominated from the Members of Ontario, and elected by the Members in good standing of the Corporation.
- (d) Such additional Open Director(s) as may be needed in accordance with this section 22, provided, however, that there will not be, at any given time, more than two (2) Directors from (or residing in) any single region described in section 22(a), (b), (c), (b) or (c).

Qualifications

- 23. Each Director, at the time of his election and throughout his term of office shall be a duly appointed designate of a Member in good standing as provided in paragraph 8(b) hereof.
- 24. The following persons are disqualified from being a Director:
 - (a) anyone who is less than 18 years of age;
 - (b) anyone who has been declared incapable by a court in Canada or in another country; and
 - (c) a person who has the status of bankrupt.

Nominations

- 25. Nominations shall be made by nomination paper by Members in their respective regions. Such nomination papers shall be forwarded by the Secretary of the Corporation to each Member at least thirty (30) days prior to the Corporation's annual meeting. Nominations shall be returned to the Secretary within ten (10) days from the date of the original mailing to permit ballots to be printed.

Election and Removal

- 26. Election of Directors will take place at the Corporation's annual meeting. The Directors shall be elected by the Members entitled to vote by secret ballot.

27. Every Member entitled to vote at an election of Directors has the right to cast thereat up to a number of votes equal to one (1) vote multiplied by the number of Directors to be elected at the Corporation's annual meeting, provided that no Member shall cast more than one (1) vote per candidate. Regional Director positions shall be filled first by the required number of candidates who qualify to stand for election as a Regional Director and who receive the most votes. The Open Director positions will then be filled by the required number of remaining candidates who receive the most votes.
28. A retiring Director shall retain office until the dissolution or adjournment of the meeting at which his successor is elected unless such meeting was called for the purpose of removing him from office as a Director, in which case, the Director so removed shall vacate office forthwith upon the passing of the Ordinary Resolution for his removal. Members of the Corporation may, by Ordinary Resolution adopted at a meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of that Directors term of office and Members may at that meeting, elect by Ordinary Resolution any person in the Director's place for the remainder of the Director's term.

If the Board approves of the substitute designate by Ordinary Resolution, such person will become a Director.

Term of Office

29. A Director's term of office shall be from the date of the meeting at which the Director is elected until the close of the second annual meeting of Members next following (e.g. 2 years) or until that Director's successor is duly elected or appointed.

Vacancies

30. The office of a Director shall become vacated if:
- (a) the Member who designated the Director to be such Member's representative in accordance with paragraph 8(b), ceases to be a Member or revokes such Director's designation;
 - (b) the Director ceases to meet the qualifications set out in paragraph 24;
 - (c) the Director by notice in writing to the Corporation resigns office, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
 - (d) the Director dies; or
 - (e) the Director is removed from office in accordance with paragraph 26.
31. Unless otherwise provided, the continuing Directors may act notwithstanding any vacancy in their body, provided that they have the necessary quorum. The continuing Directors may, by Ordinary Resolution, appoint a qualified individual to fill a vacancy on the Board

and to hold office, which means that the replacement Director must be a designate of a Member from the region from which the vacancy has arisen. In the event that a quorum of Directors does not exist, the continuing Directors must forthwith call a meeting of the Members to fill the vacancy and, if there are no Directors then in office, the meeting may be called by any Member. The replacement Director, who shall come from the region formerly represented by the Director whose position has become vacant shall hold office from the unexpired term of the vacating Director or until he is removed, vacates office or his successor is duly appointed or elected.

Resolutions in Writing

32. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or committee of Directors.

Rules and Regulations

33. The Board may prescribe such rules and regulations not inconsistent With the By-Laws relating to the management and operation of the Corporation and other matters provided for in these By-Laws as they may deem expedient

MEETINGS OF DIRECTORS

Convening and Place of Meeting

34. Meetings of the board may be held at such time and at such places as the Board, from time to time, determine. A meeting of the Board may be convened by the President or any Vice-President or any two Directors, at any time, or the Secretary shall convene a meeting of the Board by the direction of the President or the Vice-President or any two Directors.

Notice

35. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in paragraph 82 to every Director not less than forty-eight (48) hours before the time when the meeting is to be held.
36. Notice of a meeting of the Board 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.
37. Notice of a meeting of the Board is not required to set out the purpose of the meeting or the business to be transacted unless it relates to a matter specified in Section 138(2) of the Act (which includes matters that require member approval, filling vacancies on the Board, approving financial statements, amending By-laws and establishing contributions to be paid by Members).

Participation at Board Meetings by Telephone or Electronic Means

38. A Director may participate in a meeting of Directors or of a committee of Directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

Quorum

39. A majority of the Directors constitutes a quorum for the transaction of business.

Voting

40. Each Director is authorized to exercise one vote. Unless the Act or By-laws otherwise provide, questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes on any question, the chair will declare that the question being voted on has been defeated.

Executive Committee

41. There shall be an executive committee composed of no less than three Directors who shall be appointed by the Board. The executive committee shall exercise such powers as are authorized by the Board, except that the Board shall not delegate to such committee any of the powers of the Board set out in Subsection 138(2) of the Act (which includes matters that require member approval, filling vacancies on the Board, approving financial statements, amending By-laws and establishing contributions to be paid by Members). Any executive committee member may be removed by Ordinary Resolution of the Board. Executive committee members shall receive no remuneration for serving as such but are entitled to reimbursement of any reasonable expenses incurred in the exercise of their duty.

Committees

42. The board may constitute such committees as it seems fit, composed of such persons as it sees fit and whether Directors or not. The duties of such committees shall be those, from time to time, designated by the Board.

Agents and Employees

43. The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

Remuneration of Agents and Employees

44. The remuneration of all agents and employees shall be fixed by Ordinary Resolution of the Directors.

INTERESTED DIRECTOR CONTRACTS

Disclosure of Interest

45. A Director or an officer of the Corporation shall disclose to the Corporation, in writing or by requesting to have it entered in the minutes of meetings of Directors or of committees of Directors, the nature and extent of any interest that the Director or officer has in a material contract or material transaction, whether made or proposed, with the Corporation, if the Director or officer
- (a) is a party to the contract or transaction;
 - (b) is a Director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
 - (c) has a material interest in a party to the contract or transaction.
46. The disclosure required under paragraph 45 of this By-law shall be made in accordance with all other requirements set out in Section 141 of the Act.

Avoidance Standards

47. A contract or transaction for which disclosure is required under paragraph 45 of this By-law is not invalid, and the Director or officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the committee of Directors that considered the contract or transaction, if
- (a) disclosure of the interest was made in accordance with this By-law and Section 141 of the Act;
 - (b) the Directors approved the contract or transaction; and
 - (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

REMUNERATION OF DIRECTORS

48. The Directors as such shall not be entitled to any remuneration, but they shall be entitled to be paid their reasonable travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation. Any Director who is a bona fide employee of the Corporation (whether full time or part time) may be paid remuneration with respect to the services performed by him as an employee.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

Indemnification of Directors and Officers

49. The Corporation may indemnify a Director, an officer of the Corporation, a former Director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or 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 such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:
- (a) the person 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, the person had reasonable grounds for believing that the conduct was lawful.
50. The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. 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.

Insurance

51. Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to paragraphs 49 and 50 against any liability incurred by the individual in the individual's capacity as a Director or an officer of the Corporation; or in the individual's capacity as a Director or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.
52. The Directors, for the time being, of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board or Directors. If any Director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or officer; or shall be a member of a firm; or a shareholder, Director or officer of a body Corporation which is employed by or performs services for the Corporation, the fact of his being a Director or officer of the Corporation shall not disentitle such a Director; or officer; or such firm; or body corporate, as the case may be, from receiving proper remuneration for such services.

OFFICERS

53. The Board shall annually or as may be required, appoint a President; Vice-Presidents; Secretary; Treasurer, (and if deemed advisable an Assistant Secretary and Assistant Treasurer). All of the said officers must be a Director.

Any two of the aforesaid officers may be held by the same person except those of President and Vice-Presidents. In addition a Director or any representative of a Member may only be elected or appointed to the same office and position for two (2) consecutive years. The President of the Corporation shall always be a Member. Each officer shall continue in office until the earlier of: (i) his resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specified in the resignation, whichever is later, (ii) the appointment of a successor; (iii) the meeting at which the Directors annually appoint the officers of the Corporation; (iv) the officer's removal or the officers death or; (v) in the case of the President, such officer ceasing to be a Member.

Remuneration and Removal of Officers

54. The remuneration of all officers shall be determined, from time to time, by Ordinary Resolution of the Directors. The fact that any officer is a Director of Member shall not disqualify him from receiving such remuneration as may be determined. All officers, in the absence of agreement to the contrary, shall be subject to removal by Ordinary Resolution of the Directors at any time, with or without cause.

POWERS AND DUTIES OF THE OFFICERS

President

55. The President shall be the chief executive officer of the Corporation and shall exercise general supervision over all its affairs. He shall, when present, preside at all meetings of the Members and the Board. He shall see that all orders and resolutions of the Board are carried into effect. He shall sign and execute all bonds, contracts, agreements and other obligations of the Corporation authorized by the Board.

He shall be "ex officio" a member of all committees and have the general supervision of officers and employees of the Corporation and shall see that their duties are properly performed.

He shall submit a complete report of the operation of the Corporation for the year and a statement of its affairs as at the end of the preceding fiscal year to the Board at their first meeting thereafter, to the Members at their annual meeting; and, from time to time, shall report to the Board on all matters within his knowledge which the intents of the Corporation requires to be brought to their notice and he shall freely consult and advise with the other Directors in regards to the business interests of the Corporation.

Vice-Presidents

56. Vice-Presidents shall be vested with all the powers and shall be required to perform all the duties of the President as the President may determine. In the event the President fails to vest such powers and duties, the Board shall have the authority to designate the duties to be carried out by each Vice-President. In addition, each Vice-President shall perform such other duties as are prescribed by the Board. The duties of the President will be done by the Vice-Presidents only in the absence or inability or refusal to act of the President.

Secretary

57. The Secretary shall be “ex-officio” secretary of the Board and of all committees; he shall attend all sessions of the Board; shall act as clerk thereof and record all votes and minutes of all proceedings in books to be kept for that purpose; and he shall see that proper notice is given for all meetings of the Members and of the Board. He shall have charge of the seal of the Corporation which shall be kept at the office of the Corporation or such other place as may be directed by the Board and shall sign and affix the seal of the Corporation to such documents as are duly authorized by the Board. He shall have charge of such books and papers as the Board entrust to his care. He shall perform such other duties as are incident to this office or as are prescribe, from time to time, by the Board.

Treasurer

58. The Treasurer shall be the custodian of the funds and securities of the Corporation, except as otherwise directed by the Board, and shall be responsible for all money and other properties of the Corporation under this charge; he shall keep full and complete records and accounts belonging to the Corporation of all receipts, disbursements, credits, assets, liabilities and general financial transactions of the Corporation; he shall deposit all money and other valuable effects of the Corporation coming into his hands in such depositories as may be designated by the Board. His books and accounts shall be open at all times during business hours to the inspection of any Director and auditor of the Corporation.

He shall disburse the funds of the Corporation as may be ordered by specific or general instructions of the Board, taking proper vouchers for all such disbursements.

He shall render to the Board, as called for, such statements and accounts as may be required of him; he shall prepare an annual report showing the financial condition of the Corporation for the preceding fiscal year made up to date not more than four months before the annual meeting in each year, which report when made will be presented to the next succeeding meeting of the Board and to the annual meeting of the Members, and shall make sure reports and do such other things incidental to his position as are prescribed by the Board.

Delegation of Duties

59. In the absence, the disability or refusal to act of any Officer, or for any other reasons that the Board may deem sufficient, the Board may delegate the duties of any Officer to any Director until the proper official returns or again performs his duties or his successor is elected.

Executive President

60. The Board may, from time to time appoint an Executive President and may delegate to him full authority to manage and direct the business affairs of the Corporation (except such matters and duties as by Law must be transacted or performed by the Board or by the Members) and to employ and discharge agents and employees of the Corporation or may delegate to him any lesser powers. He shall conform to all lawful orders given to him by the Board. He shall at all reasonable times give the Directors or any of them all information required of him regarding the affairs of the Corporation.

Vacancies

61. The Directors may, by Ordinary Resolution, fill a vacancy among the officers of the Corporation.

AUDITORS

62. The Members of the Corporation in good standing, shall at each annual meeting appoint an auditor to audit the accounts of the Corporation, who will hold office until the next meeting, provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board. In addition, (i) the auditor must report to the Members of the Corporation at the next annual meeting; and (ii) the Members may by Ordinary Resolution remove the auditor and appoint another auditor for the remainder of the term.

MEMBERS' MEETING

Place of Meetings

63. Meetings of Members may be held at any place within Canada determined by the Board or, by an Ordinary Resolution of Members, outside Canada.

Annual Meeting

64. The Board shall call an annual meeting no later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the Corporation's preceding financial year.
65. The Board shall call an annual meeting of Members for the purpose of:
- (a) considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting;
 - (b) electing Directors;
 - (c) appointing an auditor; and
 - (d) conducting other business ("**Special Business**"), if any, provided that the

requirements of paragraph 73 have been complied with.

66. The annual meeting of the Members shall be held at the registered office of the Corporation in Canada, or any other place in Canada as the Directors may by Ordinary Resolution determine or at such other place outside Canada as the Members shall, by Ordinary Resolution determine. All Members of the Corporation in good standing are entitled to notice and to attend the annual meeting of Members.
67. Members will be allowed to have more than one person attend at the annual meeting of Members and all those persons shall be entitled to participate in the discussions of the membership and make presentations to the membership, but only the person designated by the Member shall be entitled to vote at the annual meeting.
68. Associates who are not individuals will be allowed to have more than one person attend at the annual meeting of Members and all those persons shall be entitled to participate in the meeting of the membership but they shall not be entitled to any vote at the annual meeting.

Special Meetings

69. The Board may at any time call a Special Meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a Special Meeting of Members on written requisition of Members carrying not less than five per cent (5%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

Special Assessment

70. A Special Assessment is defined as an assessment of Members concerning advocacy issues or position papers not provided for and established in the annual budgetary process.

If such Special Assessment exceeds the allowances contained and approved in the annual budget by more than twenty percent (20%) such special assessment must be approved by three quarters (3/4) of the Members at an annual or semi-annual meeting of Members.

Where a Member is in a clear and substantial minority position on the issue of a special assessment such Member may request that the Board exclude him/her from the special assessment at the Board's sole and absolute discretion with a majority of five (5) of seven (7) Directors who agree to exclude such Member from the Special Assessment.

Notice of Members' Meetings

71. Notice of the time and place of a Meeting of Members shall be sent to the following:
 - (a) to each Member entitled to vote at the meeting;
 - (b) to each Director;

- (c) to the auditor of the Corporation; and
 - (d) to such other person who is entitled to attend a Meeting of Members in accordance with this By-Law.
72. Notice of the time and place of a Meeting of Members shall be given to each of the persons set out in paragraph 71 of this By-law 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.
73. Notice of a Meeting of Members at which Special Business is to be transacted shall:
- (a) state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business to be transacted; and
 - (b) provide the text of any Special Resolution or By-law to be submitted to the meeting.

Record Dates

74. The Directors shall fix, in advance, as the record date for the determination of Members entitled to receive notice of a meeting of Members a date that is within the period that is twenty-one (21) to sixty (60) days before the day on which the meeting is to be held.

Votes

75. Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands, unless a poll be demanded by any Member. At all meetings of the Members, every question shall be determined by a majority of votes unless otherwise specifically provided by the Act, the By-laws or the "FDFA Code of Ethics".

Only Members in good standing are entitled to vote at any meeting of the Members and only the person so designated to represent such Members shall be allowed to vote. Unless otherwise specifically provided in the By-laws, each Member shall only be entitled to one vote. In case of equality of votes on a show of hands or at a poll, the Chairman will declare that the question being voted on has been defeated.

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

If, at any meeting, a poll is demanded on the question of adjournment, or termination, it shall be taken forthwith without adjournment.

If, at any meeting, a poll is demanded on any other question, it shall be taken, in such manner and either at once or after adjournment, as the chairman directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

A demand or a poll may be withdrawn.

Absentee Voting

Subject to compliance with the Act, in addition to voting in person, every Member entitled to vote at a meeting of Members may vote by any of the following means:

76. by appointing a proxy holder or one or more alternate proxy holders who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:
 - (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - (b) a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member
 - (i) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the last business day preceding the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (ii) with the Chair on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
 - (c) a proxy holder or an alternate proxy holder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
 - (d) if a form of proxy is created by a person other than the Member, the form of proxy shall comply with the requirements of Section 171 of the Act and Section 74 of the Regulations; and
 - (e) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.
77. by using a mailed-in ballot in the form provided by the Corporation provided that the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation

without it being possible for the Corporation to identify how each Member voted; or

78. by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Adjournment

79. The Chairman may, with the consent of any meeting, adjourn the same, from time to time to a fixed time and place, and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of days that is more than thirty (30) days.
80. The persons who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting, in accordance with the notice calling same.

Quorum

81. A majority of the Members, in good standing, constitutes a quorum for the transaction of business at a meeting of Members.

NOTICES

Method of Giving Notices

82. Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than a notice of a meeting of Members, 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 auditor 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 to the latest address as shown in the last notice that was sent by the Corporation to Industry Canada in accordance with section 128 or 134 of the Act; or
 - (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
 - (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.

83. 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.
84. The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, auditor 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.

Omissions and Errors

85. The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws 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.

Waiver of Notice

86. Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

CHEQUES, DRAFTS AND NOTICES

87. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer and in such manner as the Board may from time to time designate by Ordinary Resolution.

BOOKS OF ACCOUNT

88. Subject to the Act, the books of account of the Corporation may be kept either at the registered office or at such other place or places as the Directors may, from time to time, determine or approve.

EXECUTION OF INSTRUMENT

89. Contracts, documents or any instruments in writing, requiring the signature of the Corporation may be signed by the President alone; or by any two Directors of the Corporation; or by a Director and one officer and all contracts, documents, instruments in writing, so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have the power, from time to time, by Ordinary Resolution to appoint any officer or officers, person or persons on behalf of the Corporation either to sign contracts, documents or instruments made in writing generally or to sign specific documents, contracts or instruments in writing.

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

The term “contracts, documents or any instrument” in writing as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, warrants, rights, stocks, bonds, debentures or other securities and all paper writings.

In particular, without limiting the generality of the foregoing, the President alone, or any officer and one Director may exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants, or other securities owned by or under the corporate seal of the Corporation or otherwise all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, warrants, rights, stocks, bonds, debentures or other securities.

The signature or signatures of any officer or Director and/or any other officer or officers, person or persons appointed as aforesaid by Ordinary Resolution of the Directors may, if specifically authorized by Ordinary Resolution of the Directors, be printed, engraved, lithographed or otherwise mechanically reproduced upon all contracts, documents or instruments in writing or bonds, debentures or other securities of the Corporation on which the signature or signatures of any of the foregoing officers, Directors or persons shall be so reproduced, by authorization by Ordinary Resolution of Directors, shall be deemed to have been manually signed by such officers, Directors or persons whose signature or signatures is or are so reproduced and shall be as valid to all intents and purposes as if they had been signed manually and notwithstanding that the officers, Directors or persons whose signature or signatures is or are so reproduced may have ceased to hold office at the date of the delivery or issue of such contracts, documents or instruments in writing or bonds, debentures or other securities of the Corporation.

BOOKS AND RECORDS

Books

90. The Board shall cause all necessary books and records of the Corporation required by law and the By-laws to be regularly and properly kept.

Contents

91. The minute books of the Corporation shall contain a copy of all Ordinary and Special Resolutions passed, a copy of the By-laws, and copies or originals of all documents, registers, and resolutions as required by law. The books of the Corporation shall record all money received and expended by the Corporation and the matters in respect of which the receipt and expenditures take place, all revenues and purchases and all assets and liabilities of the Corporation affecting the financial position of the Corporation.

Inspection

92. All minute books and books of accounts shall at all times be open to inspection by the Directors and the auditor. No Member (not being a Director) shall have any right to inspect any account, or book, or document of the Corporation except as conferred by law or authorized by the Board or by Ordinary Resolution of the Members, whether previous notice thereof has been given or not.

FISCAL YEAR

93. The fiscal year of the Corporation shall terminate on such day, in each year, as the Directors may, from time to time determine by Ordinary Resolution.

SPECIAL RESOLUTIONS

94. For greater certainty, a Special Resolution of the Members is required to make any amendment to this By-law or to the Articles for the purpose of:
- (a) changing the name of the Corporation;
 - (b) changing the province in which the Corporation's registered office is situated;
 - (c) adding, changing or removing any restriction on the activities that the Corporation may carry on;
 - (d) creating a new class or group of Members;
 - (e) changing a condition required for being a Member;
 - (f) changing the designation of any class or group of Members or adding, changing or removing any rights and conditions of any such class or group;
 - (g) dividing any class or group of Members into two or more classes or groups and fix

- the rights and conditions of each class or group;
- (h) adding, changing or removing a provision respecting the transfer of a membership;
 - (i) subject to Section 133 of the Act, increasing or decreasing the minimum and maximum number of Directors fixed by the Articles;
 - (j) changing the statement of the purpose of the Corporation;
 - (k) changing the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
 - (l) changing the manner of giving notice to Members entitled to vote at a Meeting of Members;
 - (m) changing the method of voting by Members not in attendance at a Meeting of Members; or
 - (n) adding, changing or removing any other provision that is permitted by the Act to be set out in the Articles.

BY-LAWS, AMENDMENTS AND EFFECTIVE DATE

- 95. Subject to paragraphs 94 and 97 of this By-law, the Board may, by Ordinary Resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution.
- 96. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.
- 97. Notwithstanding Subsection 95, this By-law shall be effective from the date that the Corporation continues under the Act.

PREVIOUS ACT, ETC.

- 98. Upon the enactment of this By-law, all previous By-laws shall be repealed. Such repeal shall not affect the previous operation of any By-law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent of the Corporation obtained pursuant to, any such By-law pursuant to its repeal.
- 99. All Directors, officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-law shall continue

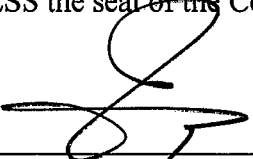
shall not affect the previous operation of any By-law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent of the Corporation obtained pursuant to, any such By-law pursuant to its repeal.

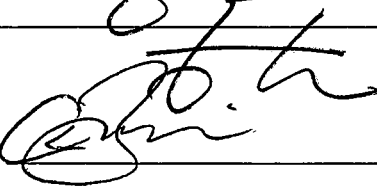
99. All Directors, officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-law shall continue as good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ENACTED by the Board on the 26th day of October, 2016.

CONFIRMED by the Members on the 13th day of November, 2016.

WITNESS the seal of the Corporation

By:  _____ President

By:  _____ Secretary