



Certificate of Continuance

Canada Not-for-profit Corporations Act

Certificat de prorogation

*Loi canadienne sur les organisations à but non
lucratif*

OJIBWAY HISTORICAL PRESERVATION SOCIETY

Corporate name / Dénomination de l'organisation

398226-2

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the above-named corporation, the articles of continuance of which are attached, is continued under section 211 of the *Canada Not-for-profit Corporations Act*.

JE CERTIFIE que l'organisation susmentionnée, dont les statuts de prorogation sont joints, a été prorogée en vertu de l'article 211 de la *Loi canadienne sur les organisations à but non lucratif*.

Virginie Ethier

Director / Directeur

2014-10-15

Date of Continuance (YYYY-MM-DD)

Date de prorogation (AAAA-MM-JJ)

Canada Not-for-profit Corporations Act (NFP Act)

Form 4031

Articles of Continuance (transition)

To be used only for a continuance from the Canada Corporations Act, Part II.

1 Current name of the corporation	
OJIBWAY HISTORICAL PRESERVATION SOCIETY	
2 If a change of name is requested, indicate proposed corporate name	
3 Corporation number	4 The province or territory in Canada where the registered office is situated
3 9 8 2 2 6 - 2	Ontario
5 Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)	
Minimum number <input type="text" value="3"/>	Maximum number <input type="text" value="20"/>
6 Statement of the purpose of the corporation	
To restore, preserve and protect those structures in the Pointe Au Baril, Ontario area designated as historically and architecturally significant pursuant to the Ontario Heritage Act.	
7 Restrictions on the activities that the corporation may carry on, if any	
None.	



Canada Not-for-profit Corporations Act (NFP Act)

Form 4002

Initial Registered Office Address and First Board of Directors

(To be filed with articles of incorporation, continuance (transition), amalgamation, or continuance (import))

1 Corporate name
OJIBWAY HISTORICAL PRESERVATION SOCIETY

2 Complete address of the registered office (cannot be a post office box)		
Number and street name		
100 King Street West, Suite 6600, 1st Canadian Place		
City	Province or Territory	Postal code
Toronto	Ontario	M5X1B8

3 Directors of the corporation (if space available is insufficient, complete attached schedule)	
First and last name	Residential Address (cannot be a post office box)
Stephen J. Griggs	1396 Glenwood Drive Mississauga, Ontario L5G 2X1
Terry Clark	3 Brightwood Way Danville, California 94506
Cathie Hurlburt	1254 Silverwood Cr. North Vancouver, B.C. V7P 1J3

4 Declaration	
I hereby certify that I am an incorporator of the new corporation, or that I am a director or an authorized officer of the corporation continuing into or amalgamating under the NFP Act.	
Signature	
Print name	Stephen J. Griggs
Phone number	(416) 644 - 6582
<p><small>Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).</small></p>	

**Schedule
(Item 3 of Form 4002)
Directors of the corporation**

To be used if space on form is insufficient

Corporate name
OJIBWAY HISTORICAL PRESERVATION SOCIETY

Directors of the corporation	
First and last name	Residential Address (cannot be a post office box)
John Tremayne	61 Wendover Road Toronto, Ontario M8X 2L2
Sted Garber	823 Coachway Annapolis, Maryland 21404
Peter Bryce	26 Oslerview Dr. R.R. #1 Collingwood, Ontario L9Y 3Y9
Annabelle White	50 Yorkville Avenue Suite 2804 Toronto, Ontario M4W 0A3
Nancy Lang	100 Pricefield Road Toronto, Ontario M4W 1Z9

A by-law relating generally to
the conduct of the affairs of
OJIBWAY
HISTORICAL PRESERVATION SOCIETY

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BY-LAW NO.1

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THE PURPOSE OF THIS BY-LAW IS TO SET OUT RULES AND PROCEDURES TO BE FOLLOWED BY THE CORPORATION IN THE GOVERNANCE OF ITS AFFAIRS. THE BY-LAW IS INTENDED TO APPLY TO THE MOST COMMON CORPORATE EVENTS. CERTAIN PROVISIONS OF THE *CANADA NOT-FOR-PROFIT CORPORATIONS ACT* AND REGULATIONS MADE UNDER IT (THE "ACT") HAVE BEEN INCORPORATED WHERE APPLICABLE.

HOWEVER, THIS BY-LAW IS NOT IN ITSELF A COMPLETE CODIFICATION OF THE PROVISIONS OF THE ACT AND OTHER LAWS APPLICABLE TO THE CORPORATION. MANY PROVISIONS OF THE ACT HAVE NOT BEEN INCORPORATED IN THE BY-LAW AND REFERENCE TO THE ACT SHOULD BE MADE TO ENSURE THAT ALL RELEVANT LEGAL REQUIREMENTS HAVE BEEN COMPLIED WITH.

BE IT ENACTED as a by-law of
OJIBWAY HISTORICAL PRESERVATION SOCIETY
as follows:

ARTICLE 1
DEFINITIONS AND INTERPRETATION

- 1.1 **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-law 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; “**special meeting of members**” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
 - (f) “**member**” means only a person who has been admitted to membership in the Corporation pursuant to the provisions of this By-law;
 - (g) “**Ordinary resolution**” means a resolution passed by a majority of the votes cast on that resolution;
 - (h) “**Proposal**” means a proposal submitted by a member of the Corporation that meets the requirements of Section 163 (Members Proposals) of the Act;
 - (i) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time; and

(j) “**Special resolution**” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

1.2 **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 above, words and expressions defined in the Act have the same meanings when used in this By-law.

ARTICLE 2 BOARD OF DIRECTORS

2.1 **Number of Directors** - The Board shall consist of the number of directors specified in the Articles. While the Articles provide for a minimum of three and a maximum of twenty 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, at least two of whom are not officers or employees of the Corporation or its affiliates.

2.2 **Qualifications** - Each director shall be an individual who is not less than 18 years of age. Each director shall be a member of the Corporation. No person who has been found by a court in Canada or elsewhere to be mentally incompetent, who has the status of a bankrupt, or who is an "ineligible individual" as defined in the *Income Tax Act* shall be a Director.

2.3 **Ceasing to Hold Office** - A director ceases to hold office when the director dies, resigns, is removed from office by the members, or no longer fulfils all of the qualifications to be a director set out in section 2.2, as determined in the sole discretion of the Board. Where a person is no longer a director, then such person shall be deemed to have also automatically resigned as a member, an officer and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as an officer or committee member if the Board deems it appropriate in the circumstances.

2.4 **Election and Term** - At the first election of directors following the approval of this By-Law, one-third of the directors shall be elected for a three year term, one-third of the directors shall be elected for a two-year term and one-third of the directors shall be elected for a one-year term. Vacancies on the Board resulting from an individual’s ceasing to be a Director for any reason may be filled until the next members meeting by a quorum of the remaining Directors. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three-year terms.

2.5 **Management Committee** – Whenever the Board consists of more than 5 directors, the Board may elect from its members a management committee (which may be known as the “**Executive Committee**”) of not less than 3 directors, which committee shall have power to fix its quorum at not less than a majority of its numbers and may have such powers as the Board may delegate to it, subject to any restrictions imposed from time to time by the Board and the Act.

**ARTICLE 3
DIRECTORS' MEETINGS**

- 3.1 **Calling of Meetings** - Meetings of the Board may be called by the chairman of the Board (if any), the president or any one director at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any director or incorporator. If the Corporation has only one director, that director may call and constitute a meeting.
- 3.2 **Notice of Meetings** - Notice of a meeting of the Board shall be sent to each director not less than 48 hours before the date of the meeting provided that a meeting of the Board may be held at any time without notice if all the directors are present (except where a director is present for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called) or if all the absent directors have waived notice. Notice of any meeting of the Board or any irregularity in any meeting or in the notice thereof may be waived in any manner by any director either before or after the meeting. For the first meeting of the Board to be held following the election of directors at a meeting of the members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the directors is present. For any meeting where Special business will be transacted, the notice shall contain sufficient information to permit the directors to form a reasoned judgment on the decision to be taken.
- 3.3 **Quorum** - Subject to the Act, a quorum for the transaction of business at any meeting of the Board shall be:
- (a) where the Articles set out the number of directors, a majority of that number; or
 - (b) where the Articles set out the minimum and maximum number of directors, a majority of the number of directors which then constitutes the Board.
- 3.4 **Meeting Held Entirely by Electronic Means** - If the chairman of the Board (if any), the president or any one director call a meeting of directors pursuant to the Act, the chairman of the Board (if any), the president or any one director, 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.
- 3.5 **Votes to Govern** - At all meetings of the Board every question shall be decided by a majority of the votes cast on the question.
- 3.6 **Casting Vote** - In the case of an equality of votes at a meeting of the Board, the chairman of the meeting shall not be entitled to a second or casting vote.
- 3.7 **Decision Making by Consensus** - Unless otherwise required by the Act or the Articles, questions arising at any Board meeting may be decided by consensus of the directors present. Consensus will be considered to have been reached when no director objects to the question before the meeting or requires that a vote be taken. A decision by consensus shall be recorded as unanimous. If the person chairing the meeting determines that the sense of the meeting is that consensus will not be reached, then the question shall be decided by a vote of the directors pursuant to Section 3.5.

- 3.8 **Resolution in Lieu of Meeting** - A resolution, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors is as valid as if it had been passed at a meeting of directors or of a committee of directors.
- 3.9 **Confidentiality** - Every director, officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities. If requested by the Corporation, each director, officer, committee member, employee and volunteer, shall sign an agreement to this effect.
- 3.10 **Procedure** - The chair of a meeting of directors will conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Procedure at all meetings of directors shall be determined by the latest edition of *Nathans Company Meetings* (currently 10th edition), unless otherwise provided for in the By-law or any rule or regulation made under it.

ARTICLE 4 APPOINTMENT AND DUTIES OF OFFICERS

- 4.1 **Appointment of Officers** - The directors may, from time to time, 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 this By-law otherwise provides. Two or more offices may be held by the same person.
- 4.2 **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) **Chairman of the Board** – The chairman of the Board, if one is to be appointed, shall be a director. The chairman of the Board, if any, shall, when present, preside at all meetings of the Board of directors and of the members. The chairman shall have such other duties and powers as the Board may specify.
 - (b) **Vice-Chairman of the Board** - The vice-chairman of the Board, if one is to be appointed, shall be a director. If the chairman of the Board is absent or is unable or refuses to act, the vice-chairman of the Board, if any, shall, when present, preside at all meetings of the Board of directors and of the members. The vice-chairman shall have such other duties and powers as the Board may specify.
 - (c) **President** – If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president 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 shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- (e) Treasurer – If appointed, the treasurer shall have such powers and duties as the Board may specify.
 - (f) Other Officers - 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 requires of them.
- 4.3 **Variation of Duties** - The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.
- 4.4 **Term of Officers** - 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.

ARTICLE 5 INDEMNIFICATION

- 5.1 **Limitation of Liability** - No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation 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 the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom or which any of the monies, securities or effects of the Corporation shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his or her own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.
- 5.2 **Indemnity of Directors and Officers** - Every director and officer of the Corporation, every former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs and legal representatives shall, from time to time, be

indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of such corporation or body corporate if,

- (a) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his or her conduct was lawful.

5.3 **Insurance** - Subject to the limitations contained in the Act, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in subsection 151(1) of the Act against any liability incurred by the individual:

- (a) in the individual's capacity as a director or officer of the Corporation; or
- (b) in the individual's capacity as a director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 6 MEMBERSHIP CONDITIONS

6.1 **Classes and Conditions of Membership** - Pursuant to the Articles, there shall be one class or group of Members in the Corporation. The first Directors of the Corporation shall constitute its first Members. Membership in the Corporation shall thereafter be available only to Directors of the Corporation who shall automatically become Members of the Corporation upon being elected or appointed as Directors.

6.2 **Transfer of Membership** - A membership may only be transferred to the Corporation.

6.3 **Membership Dues** - There shall be no dues or fees payable by members for membership except such dues and fees, if any, as shall from time to time be fixed by resolution of the Board and such resolution may set different rates for members based on age, education status or affiliation, past contributions to the Corporation and other relevant criteria. Assignment of a fee rate to a member pursuant to this Section does not constitute that Member to form part of a separate class or group of members under the Act.

6.4 **Termination of Membership** - Membership in the Corporation is terminated when:

- (a) the member dies;
- (b) the member ceases to be a Director;
- (c) the member fails to pay membership dues in accordance with section 6.3;
- (d) the member resigns by delivering a written resignation to the Chair of the Board, in which case such resignation shall be effective on the date specified in the resignation;

- (e) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

6.5 Discipline or Termination of a Member - The Board shall have authority to discipline, suspend or terminate the memberships of any member 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; or
- (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.

6.6 Procedure for Discipline, Suspension or Termination

- (a) Upon 15 days' notice to a Member, the Board may pass a resolution authorizing disciplinary action, suspension or the termination of membership for any of the reasons set out in Section 6.5.
- (b) The notice shall set out the reasons for the proposed disciplinary action, suspension or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action, suspension or termination of membership.
- (c) If written submissions are received, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 10 days from the date of receipt of the submissions.
- (d) The board's decision shall be final and binding on the member, without any further right of appeal.

ARTICLE 7 MEETINGS OF MEMBERS

7.1 Notice of Meetings - 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 reach 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.
- 7.2 **Place of Meetings** - 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 determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.
- 7.3 **Special Business** - All business transacted at a Special Meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is Special business.
- 7.4 **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 chairman of the meeting or by resolution of the members.
- 7.5 **Chairman of Meeting** - If the chairman of the Board and the vice-chairman of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.
- 7.6 **Quorum**
- (a) A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be a majority of the 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.
 - (b) If a quorum is not present at the opening of a meeting of members, the members present may adjourn the meeting to a fixed time and place but may not transact any other business.
 - (c) The quorum at an adjourned meeting of members shall be the presence of those members entitled to vote who are present at the meeting.
- 7.7 **Votes to Govern** - At any meeting of the 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 questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chairman of the meeting in addition to an original vote shall not have a second or casting vote. After a show of hands has been taken upon any question, the chairman may require or any member or proxyholder present and entitled to vote may demand a ballot thereon. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon be so required or demanded, a declaration by the chairman that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the question. The result of the

vote so taken and declared shall be the decision of the Corporation on the question. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

- 7.8 **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 meeting of members, 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 of members 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.
- 7.9 **Meeting Held Entirely by Electronic Means** - If the directors or members of the Corporation call a meeting of members 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.
- 7.10 **Voting by Proxy** - Pursuant to Subsection 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:
- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
 - (b) a member may revoke a proxy by depositing an instrument in writing executed by the member in accordance with the Act;
 - (c) a proxyholder or an alternate proxyholder 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 alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
 - (d) a proxy shall be in writing and shall be executed by the member or such member's attorney;
 - (e) any form of proxy which is created by a person other than the member by or for whom it is executed shall conform to the requirements set out in the Regulations; and
 - (f) votes by proxy shall be collected, counted and reported in such manner as the chairman of the meeting directs.
- 7.11 **Resolution in Lieu of Meeting** - A resolution signed by all the members entitled to vote on that resolution at a meeting of the members is as valid as if it had been passed at a meeting of the members.

- 7.12 **Decision Making by Consensus** - Unless otherwise required by the Act or the Articles, questions arising at any meeting of members shall be decided by consensus of the members present. Consensus will be considered to have been reached when no member objects to the question before the meeting or requires that a vote be taken. A decision by consensus shall be recorded as unanimous. If the person chairing the meeting determines that the sense of the meeting is that consensus will not be reached, then the question shall be decided by a vote of the members.
- 7.13 **Procedure** - The chairman of a meeting of members will conduct the meeting and, subject to the following sentence, determine the procedure to be followed at the meeting. Procedure at all meetings of members shall be determined by the latest edition of *Nathans Company Meetings* (currently 10th edition), unless otherwise provided for in the By-law or any rule or regulation made under it.

ARTICLE 8 BANKING ARRANGEMENTS, CONTRACTS, ETC.

- 8.1 **Execution of Documents** - Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or directors. In addition, 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.
- 8.2 **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 of directors 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 of directors may by resolution from time to time designate, direct or authorize.

ARTICLE 9 NOTICES

- 9.1 **Giving Notices** - Any notice, communication or other document 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 to the latest address as shown 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);
 - (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

- (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.

9.2 **Methods of Giving** - 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.

9.3 **Errors or Omissions** - 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-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.

9.4 **Computation of Time** - Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

9.5 **Undelivered Notices** - If any notice given to a member is returned on two consecutive occasions because such member cannot be found, the Corporation shall not be required to give any further notices to such member until such member informs the Corporation in writing of his or her new address.

9.6 **Waiver of Notice** - Any member (or such member's duly appointed proxy), director, officer or auditor may waive any notice required to be given under the Act, the articles or the by-laws of the Corporation and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving of such notice.

ARTICLE 10 GENERAL

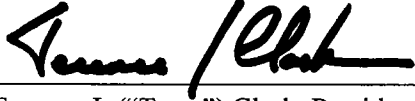
10.1 **Corporate Seal** - If adopted by the Corporation and until changed by resolution of the Board of directors, the seal, an impression of which is stamped in the margin, shall be the corporate seal of the Corporation.

10.2 **Financial Year End** - The financial year end of the Corporation shall be determined by the Board of directors.

- 10.3 **Annual Financial Statements** - The Corporation may give members notice in the manner referred to in this By-law that the documents referred to in Subsection 172(1) (Annual Financial Statements) are available at the registered office of the Corporation and that any member may, on request, obtain a copy free of charge at the office or by prepaid mail.
- 10.4 **Operating Policy** - The Board may adopt, amend, or repeal by resolution such operating policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.
- 10.5 **Invalidity of any Provision 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.
- 10.6 **Enactment, Repeal and Amendment of By-Laws** - The by-laws of the Corporation shall be enacted by the Board at a meeting of the Board and sanctioned by an affirmative vote of at least 66 2/3% of the members present or represented by proxy at a meeting of members duly called for the purpose of considering the said by-law. By-Laws so enacted by the Board shall, unless confirmed at a meeting of the members duly called for that purpose, have force only until the next annual meeting of members of the Corporation, and in default of confirmation at such annual meeting shall from that time cease to be in effect.

The by-laws of the Corporation may be repealed or amended by resolution of the Board if confirmed by the members at a meeting duly called to consider such repeal or amendment.

DATED the 15th day of October 2014.



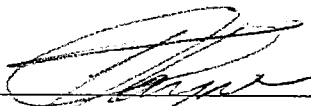
Terence J. ("Terry") Clark, President

John Tremayne, Secretary

The by-laws of the Corporation may be repealed or amended by resolution of the Board if confirmed by the members at a meeting duly called to consider such repeal or amendment.

DATED the 15th day of October 2014.

Terence J. ("Terry") Clark, President



John Tremayne, Secretary

MINUTES of a Meeting of the Board of Directors of **Ojibway Historical Preservation Society**
(the "Corporation") held by agreement through conference
call _____ on the 9th day of October, 2014, at the
hour of 5:00 p.m. (Toronto time).

PRESENT:

There were present:

Terry Clark
John Tremayne
Sted Garber

Nancy Lang
Annabelle White
Judy Hurlburt, Recording Secretary

being a quorum of the directors of the Corporation.

ABSENT:

There were absent:

Stephen J. Griggs
Cathie Hurlburt

Peter Bryce

Chairman and Secretary

Terry Clark acted as Chairman of the meeting and John Tremayne acted as Secretary of the meeting, with Judy Hurlburt as Recording Secretary.

Constitution of Meeting

A quorum of the directors of the Corporation being present and all of the directors of the Corporation having waived notice of the calling of this meeting, the Chairman declared the meeting to be duly convened and properly constituted for the transaction of business. The Chairman directed that the waiver of notice which was signed by the directors of the Corporation to be annexed to the minutes of the meeting.

BACKGROUND

The Chairman advised the meeting that it has been brought to the attention of the Corporation that it is necessary to clarify and approve, ratify and confirm certain acts of the Corporation taken subsequent to the Corporation's incorporation as follows:

Letters Patent

The Chairman confirmed that Letters Patent incorporating the Corporation had been issued under the *Canada Corporations Act* dated December 12, 2001 and acknowledged that a copy of the Letters Patent had been inserted in the minute book of the Corporation.

Organizational Meetings

The Chairman advised that upon the incorporation of the Corporation organizational meetings of the directors and members of the Corporation should have been held, inter alia, adopting a general by-law, appointing officers, electing directors and admitting members of the Corporation and that, while such organizational meetings were held, inadvertently documentation thereof has been misplaced. In this regard, the Chairman stated that it would now be expedient to attend to and memorialize these matters for the orderly transaction of business of the Corporation.

By-Law No. 1

The Chairman then advised that it was desirable to approve, adopt and confirm a by-law relating generally to the transaction of the affairs of the Corporation. A copy of the proposed by-law, being By-Law No. 1 of the Corporation, was filed with the Application for Incorporation which was submitted to Industry Canada.

After discussion and UPON MOTION duly made, seconded and unanimously carried, IT WAS RESOLVED that:

1. By-Law No. 1 of the Corporation, being a by-law relating generally to the transaction of the affairs of the Corporation, is hereby approved, adopted and confirmed as a by-law of the Corporation; and
2. the execution of By-Law No. 1 of the Corporation by Bruce Fitzgerald, Karin French and Stephen J. Griggs as the first directors of the Corporation is hereby approved, ratified, sanctioned and confirmed.

Location of Street Address of Head Office

UPON MOTION duly made, seconded and unanimously carried, IT WAS RESOLVED that the street address of the head office of the Corporation is hereby confirmed as 40 King St. West, Scotia Plaza, Suite 3100, Toronto, ON M5H 3Y2.

Registration as a Charity

UPON MOTION duly made, seconded and unanimously carried, IT WAS RESOLVED that:

1. the application by the Corporation to the Canada Revenue Agency ("CRA") for registration of the Corporation as a charity under the *Income Tax Act* (Canada) is hereby confirmed; and
2. the execution by the proper signing officers of the Corporation on behalf of the Corporation of the said application is confirmed and that the execution by the proper signing officers of the Corporation of all such other documents, matters and things necessary or desirable to complete the application to CRA is confirmed.

Confirmation of Appointment of Officers

UPON MOTION duly made, seconded and unanimously carried, IT WAS RESOLVED that the appointment of the following persons as officers of the Corporation is hereby approved, ratified, sanctioned and confirmed:

Name
Terry Clark
John Tremayne

Office Held
President
Secretary and Treasurer

Confirmation of Admission of Members

The Chairman stated that it would be expedient to confirm the members of the Corporation.

UPON MOTION duly made, seconded and unanimously carried, IT WAS RESOLVED that the admission of the following persons to the membership of the Corporation on December 12, 2001 is hereby approved, ratified, sanctioned and confirmed:

Stephen J. Griggs
Karin French
Bruce Fitzgerald

Admission of Members

The Chairman noted that in accordance with the provisions of the new CNCA By-Law No. 1, all directors of the Corporation will be required to be members of the Corporation, and in anticipation thereof, the Corporation had received applications for membership from each of the following individuals.

UPON MOTION duly made, seconded and unanimously carried, IT WAS RESOLVED that:

1. Effective upon the Corporation's continuance under the *Canada Not-for-profit Corporations Act*, Karin French and Bruce Fitzgerald will cease to be members of the Corporation.
2. Upon the Corporation's continuance under the *Canada Not-for-profit Corporations Act*, and after giving effect to the foregoing, the following persons are admitted as members of the Corporation:

Nancy Lang	Sted Garber
Terry Clark	Peter Bryce
Cathie Hurlburt	Annabelle White
John Tremayne	

3. Following the admission of the said individuals as members of the Corporation, the members of the Corporation will be:

Stephen J. Griggs	Sted Garber
Terry Clark	Peter Bryce
Cathie Hurlburt	Annabelle White
John Tremayne	Nancy Lang

Confirmation of Annual Proceedings

The Chairman stated that it would be expedient to confirm the annual proceedings of the Corporation.

UPON MOTION duly made, seconded and unanimously carried, IT WAS RESOLVED that all actions of the directors and the members that ought to have been taken in respect of annual meetings of the members

and the directors of the Corporation specifically relating to the fiscal periods up to and including December 31, 2013, including but not limited to:

- (a) the adoption and approval of financial statements;
- (b) the election of directors and officers; and
- (c) the appointment of an auditor pursuant to the provisions contained in *Canada Corporations Act*,

be and the same are hereby adopted and construed as having been taken by the directors and the members of the Corporation during the said periods.

Articles of Continuance and Repeal and Replacement of By-Law

The Chair informed the meeting that the Corporation had been incorporated under Part III of the *Canada Corporations Act* by Letters Patent dated the 12th day of December, 2001, and that it was now considered necessary and in the best interests of the Corporation that it be continued under the new *Canada Not-for-profit Corporations Act* (the "CNCA") pursuant to Section 297 of the CNCA.

UPON MOTION duly made, seconded and unanimously carried, it was RESOLVED that:

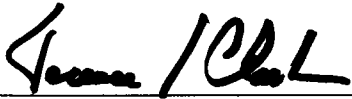
1. The directors of the Corporation are authorized and directed to make an application under Section 297 of the CNCA to the Director appointed under the CNCA for a Certificate of Continuance of the Corporation;
2. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting are approved with such amendments or variations thereto as any one officer or director of the Corporation may approve, and such approval shall be deemed to be given by the signing by such officer or director of Articles of Continuance (transition) with such amendments or variations;
3. The general operating by-law of the Corporation is repealed effective on the date on which the Corporation continues under the CNCA and the new general operating By-Law No.1 which has been submitted to this meeting is enacted and will be effective on the same date; and
4. After approval by the members, any one officer or director of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the Articles of Continuance (transition) in the form fixed by the Director, which are necessary or desirable for the implementation of these resolutions.

Members' Meeting

The Chairman noted that it would be necessary for the original members of the Corporation to convene a special general meeting to confirm the Articles of Continuance, the new general operating By-Law No. 1, and to approve, ratify, sanction and confirm the foregoing matters set out herein.

Termination

No further business coming before the meeting, the meeting was adjourned.

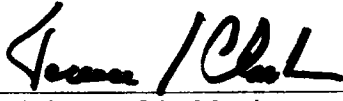
Handwritten signature of Terry Clark in black ink, appearing as 'Terry Clark'.

Chairman of the Meeting:
Terry Clark

Secretary of the Meeting:
John Tremayne

Termination

No further business coming before the meeting, the meeting was adjourned.



Chairman of the Meeting:
Terry Clark



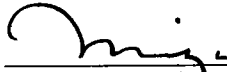
Secretary of the Meeting:
John Tremayne

DIRECTORS' WAIVER OF NOTICE OF MEETING

TO: OJIBWAY HISTORICAL PRESERVATION SOCIETY
(the "Corporation")

The undersigned directors of the Corporation hereby waive notice of a meeting of the directors of the said Corporation to be held by teleconference on the 9th day of October, 2014 and hereby consent to such meeting being held at such time by teleconference.

DATED as of the 9th day of October, 2014.



Stephen J. Griggs

Terry Clark

John Tremayne

Sted Garber

Peter Bryce

Annabelle White

Nancy Lang

Cathie Hurlburt

DIRECTORS' WAIVER OF NOTICE OF MEETING

TO: OJIBWAY HISTORICAL PRESERVATION SOCIETY
(the "Corporation")

The undersigned directors of the Corporation hereby waive notice of a meeting of the directors of the said Corporation to be held by teleconference on the 30th day of September, 2014 and hereby consent to such meeting being held at such time by teleconference.

DATED as of the 30th day of September, 2014.

Stephen J. Griggs



John Tremayne

Peter Bryce

Nancy Lang

Terry Clark

Sted Garber

Annabelle White

Cathie Hurlburt

DIRECTORS' WAIVER OF NOTICE OF MEETING

TO: **OJIBWAY HISTORICAL PRESERVATION SOCIETY**
(the "Corporation")

The undersigned directors of the Corporation hereby waive notice of a meeting of the directors of the said Corporation to be held by teleconference on the 30th day of September, 2014 and hereby consent to such meeting being held at such time by teleconference.

DATED as of the 30th day of September, 2014.

Stephen J. Griggs

Terry Clark

John Tremayne

Sted Garber



Peter Bryce

Annabelle White

Nancy Lang

DIRECTORS' WAIVER OF NOTICE OF MEETING

TO: OJIBWAY HISTORICAL PRESERVATION SOCIETY
(the "Corporation")

The undersigned directors of the Corporation hereby waive notice of a meeting of the directors of the said Corporation to be held by teleconference on the ___9th___ day of October, 2014 and hereby consent to such meeting being held at such time by teleconference.

DATED as of the ___30th___ day of September, 2014.

Stephen J. Griggs

Terry Clark

John Tremayne

Sted Garber

Peter Bryce

Annabelle White



Nancy Lang

Cathie Hurlburt

DIRECTORS' WAIVER OF NOTICE OF MEETING

TO: **OJIBWAY HISTORICAL PRESERVATION SOCIETY**
(the "Corporation")

The undersigned directors of the Corporation hereby waive notice of a meeting of the directors of the said Corporation to be held by teleconference on the ___9th___ day of October, 2014 and hereby consent to such meeting being held at such time by teleconference.

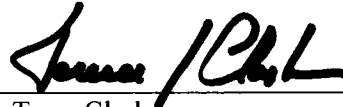
DATED as of the ___30th___ day of September, 2014.

Stephen J. Griggs

John Tremayne

Peter Bryce

Nancy Lang



Terry Clark

Sted Garber

Annabelle White

Cathie Hurlburt

DIRECTORS' WAIVER OF NOTICE OF MEETING

TO: OJIBWAY HISTORICAL PRESERVATION SOCIETY
(the "Corporation")

The undersigned directors of the Corporation hereby waive notice of a meeting of the directors of the said Corporation to be held by teleconference on the 30th day of September, 2014 and hereby consent to such meeting being held at such time by teleconference.

DATED as of the 30th day of September, 2014.

Stephen J. Griggs

Terry Clark

John Tremayne

Sted Garber



Peter Bryce

Annabelle White

Nancy Lang

Cathie Hurlburt

DIRECTORS' WAIVER OF NOTICE OF MEETING

TO: OJIBWAY HISTORICAL PRESERVATION SOCIETY
(the "Corporation")

The undersigned directors of the Corporation hereby waive notice of a meeting of the directors of the said Corporation to be held by teleconference on the ___9th___ day of October, 2014 and hereby consent to such meeting being held at such time by teleconference.

DATED as of the ___30th___ day of September, 2014.

Stephen J. Griggs

Terry Clark

John Tremayne

Sted Garber

Peter Bryce



Annabelle White

Nancy Lang

Cathie Hurlburt

DIRECTORS' WAIVER OF NOTICE OF MEETING

TO: **OJIBWAY HISTORICAL PRESERVATION SOCIETY**
(the "Corporation")

The undersigned directors of the Corporation hereby waive notice of a meeting of the directors of the said Corporation to be held by teleconference on the _____ day of September, 2014 and hereby consent to such meeting being held at such time by teleconference.

DATED as of the 30th day of September, 2014.

Stephen J. Griggs

Terry Clark

John Tremayne

Sted Garber

Peter Bryce

Annabelle White

Nancy Lang



Cathie Hurlburt

MINUTES of a Special General Meeting of the Members of **Ojibway Historical Preservation Society** (the "**Corporation**") held at on the 9th day of October, 2014.

PRESENT:

There were present:

Stephen J. Griggs
Karin French
Bruce Fitzgerald

being all of the members of the Corporation.

Chairman and Secretary

Stephen J. Griggs acted as Chairman and the Secretary of the meeting.

Constitution of Meeting

All of the members of the Corporation being present and all of the members having waived notice of the calling of this meeting, the Chairman declared the meeting to be duly convened and properly constituted for the transaction of business. The Chairman directed the waiver of notice which was signed by all the members to be annexed to the minutes of the meeting.

BACKGROUND

The Chairman advised the meeting that the directors of the Corporation had met on the 9th day of October, 2014 to discuss the following:

- A. It was brought to the attention of the Corporation that after a diligent search, although copies of the minutes taken over the years are available, a minute book for the Corporation could not be located;
- B. It is necessary to create a minute book for the Corporation and to clarify and approve, ratify and confirm all acts of the Corporation taken subsequent to the Corporation's incorporation as follows:

Organizational Meetings

The Chairman advised that upon the incorporation of the Corporation organizational meetings of the directors and members of the Corporation should have been held, inter alia, adopting a general by-law, appointing officers, electing directors and admitting members of the Corporation and that, inadvertently, such organizational meetings had not been held on a timely basis. In this regard, the Chairman stated that it would be expedient to attend to these matters for the orderly transaction of business of the Corporation. The Chairman further advised the meeting that the directors of the Corporation had approved and confirmed various matters at a meeting held earlier this day and that certain matters still had to be approved and confirmed by the members of the Corporation for the orderly conduct of the business of the Corporation.

By-Law No. 1

The Chairman presented By-Law No. 1, being a by-law relating generally to the transaction of the affairs of the Corporation, which had been approved, adopted and confirmed by the directors of the Corporation.

After discussion and UPON MOTION duly made, seconded and unanimously carried, IT WAS RESOLVED that By-Law No. 1 of the Corporation, being a by-law relating generally to the transaction of the affairs of the Corporation, is hereby ratified, sanctioned and confirmed as a by-law of the Corporation.

Confirmation of Directors

The Chairman stated that it would be expedient to confirm the directors of the Corporation.

UPON MOTION duly made, seconded and unanimously carried, IT WAS RESOLVED that the election of the following persons as directors of the Corporation is hereby approved, ratified, sanctioned and confirmed:

Stephen J. Griggs
Cathie Hurlburt
Sted Garber
Annabelle White

Terry Clark
John Tremayne
Peter Bryce
Nancy Lang

Confirmation of Annual Proceedings

The Chairman stated that it would be expedient to confirm the annual proceedings of the Corporation.

UPON MOTION duly made, seconded and unanimously carried, IT WAS RESOLVED that all actions of the directors and the members that ought to have been taken in respect of annual meetings of the members and the directors of the Corporation specifically relating to the fiscal periods up to and including December 31, 2013, including but not limited to:

- (a) the adoption and approval of financial statements;
- (b) the election of directors and officers; and
- (c) the appointment of an auditor pursuant to the provisions contained in *Canada Corporations Act*,

be and the same are hereby adopted and construed as having been taken by the directors and the members of the Corporation during the said periods.

Auditor

UPON MOTION duly made, seconded and unanimously carried, IT WAS RESOLVED that the firm of Akler, Browning, Frimet & Landzberg LLP is confirmed as the auditor of the Corporation.

Articles of Continuance and Repeal and Replacement of By-Law

The Chairman advised the meeting that:

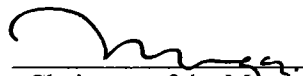
1. The Corporation was incorporated under the *Canada Corporations Act* by Letters Patent which became effective on December 12, 2001.
2. It is considered to be in the best interests of the Corporation that it be continued under the *Canada Not-for-Profit Corporations Act* (the "CNCA") pursuant to section 297 of the CNCA.

ON MOTION duly made, seconded and unanimously carried, BE IT RESOLVED AS A SPECIAL RESOLUTION that:

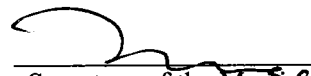
1. The directors of the Corporation are authorized and directed to make an application under section 297 of the CNCA to the Director appointed under the CNCA for a Certificate of Continuance of the Corporation.
2. The Articles of Continuance which have been submitted to this meeting are approved with such amendments or variations thereto as any one officer or director of the Corporation may approve, and such approval shall be deemed to be given by the signing by such officer or director of Articles of Continuance (transition) with such amendments or variations; and
3. The repeal of the general operating by-law of the Corporation effective on the date on which the Corporation continues under the CNCA is confirmed and the new general operating By-Law No.1 which has been enacted by the directors and submitted to this meeting is approved, to be effective on the same date.

Termination

No further business coming before the meeting, the meeting was adjourned.



Chairman of the Meeting:
Stephen J. Griggs



Secretary of the Meeting:
Stephen J. Griggs

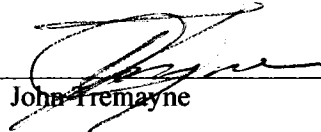
APPLICATION FOR MEMBERSHIP

TO: **OJIBWAY HISTORICAL PRESERVATION SOCIETY**
(the "Corporation")

AND TO: THE DIRECTORS THEREOF

The undersigned hereby applies for membership in the Corporation.

DATED as of the 30th day of September, 2014.



John Tremayne

APPLICATION FOR MEMBERSHIP

TO: **OJIBWAY HISTORICAL PRESERVATION SOCIETY**
(the "Corporation")

AND TO: THE DIRECTORS THEREOF

The undersigned hereby applies for membership in the Corporation.

DATED as of the 30 day of September, 2014.


Peter Bryce

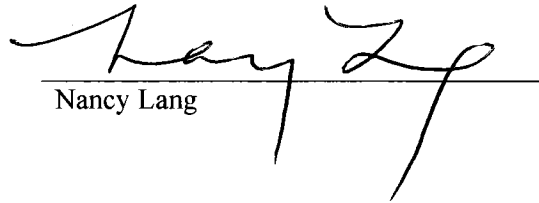
APPLICATION FOR MEMBERSHIP

TO: **OJIBWAY HISTORICAL PRESERVATION SOCIETY**
(the "Corporation")

AND TO: THE DIRECTORS THEREOF

The undersigned hereby applies for membership in the Corporation.

DATED as of the 30th day of September, 2014.


Nancy Lang

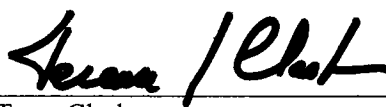
APPLICATION FOR MEMBERSHIP

TO: **OJIBWAY HISTORICAL PRESERVATION SOCIETY**
(the "Corporation")

AND TO: THE DIRECTORS THEREOF

The undersigned hereby applies for membership in the Corporation.

DATED as of the __30th__ day of September, 2014.

A handwritten signature in black ink, appearing to read "Terry Clark", written over a horizontal line.

Terry Clark

APPLICATION FOR MEMBERSHIP

TO: **OJIBWAY HISTORICAL PRESERVATION SOCIETY**
(the "Corporation")

AND TO: THE DIRECTORS THEREOF

The undersigned hereby applies for membership in the Corporation.

DATED as of the 30th day of September, 2014.


Sted Garber

APPLICATION FOR MEMBERSHIP

TO: **OJIBWAY HISTORICAL PRESERVATION SOCIETY**
(the "Corporation")

AND TO: THE DIRECTORS THEREOF

The undersigned hereby applies for membership in the Corporation.

DATED as of the ___30th___ day of September, 2014.


Annabelle White

APPLICATION FOR MEMBERSHIP

TO: **OJIBWAY HISTORICAL PRESERVATION SOCIETY**
(the "Corporation")

AND TO: THE DIRECTORS THEREOF

The undersigned hereby applies for membership in the Corporation.

DATED as of the 30th day of September, 2014.



Cathie Hurlburt

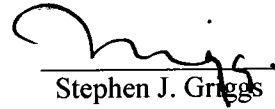
APPLICATION FOR MEMBERSHIP

TO: **OJIBWAY HISTORICAL PRESERVATION SOCIETY**
(the "Corporation")

AND TO: THE DIRECTORS THEREOF

The undersigned hereby applies for membership in the Corporation.

DATED as of the ³⁰~~12~~^{September, 2014}~~th~~ day of ~~December~~, 2001.



Stephen J. Griggs

CONSENT TO ACT AS DIRECTOR

TO: **OJIBWAY HISTORICAL PRESERVATION SOCIETY**
(the "Corporation")

I, THE UNDERSIGNED:


1. consent to being elected or appointed and to acting as a member of the Board of Directors of the Corporation (the "Board"), such consent to take effect immediately;
2. consent to the holding of meetings of the Board or of committees of the Board by means of such telephone, electronic or other communication facilities as permit all persons participating in the meetings to communicate adequately with each other during the meeting;
3. am at least 18 years of age;
4. have not been found by a court in Canada or elsewhere to be of unsound mind;
5. do not have the status of bankrupt;
6. am not an "ineligible individual", as defined in Section 149.1(1) of the *Income Tax Act (Canada)*, and I declare as follows:
 - (a) I do not have an unpardoned criminal record either in Canada or internationally, involving financial dishonesty, tax evasion, theft, fraud, or other offences involving breaches of the public trust; and
 - (b) in the previous five years, I have not been found guilty of a relevant offence⁸ either in Canada or internationally;
 - (c) in the previous five years, I have not been a director, trustee, officer, like official, or an individual who controlled or managed either directly or indirectly in any manner whatever, a registered charity during which time the charity engaged in conduct which resulted in the registration of the charity being revoked; and
 - (d) in the previous five years, I have not been a promoter of a tax shelter for which involvement the registration of a charity was revoked;
7. consent to receive notice of meetings and meeting agendas for the Board in the form of a fax, and/or an email at the address set out below;

and I undertake to advise the Corporation in writing forthwith of any change in status of any of the foregoing.
8. I acknowledge that any dishonesty as to the truth of the declaration in Section 6):

⁸ Relevant offences involve financial dishonesty contravening any non-criminal laws such as breaches of legislation for charitable fundraising, consumer protection, or securities regulation

- (a) may result in a one-year suspension of the Corporation to issue official receipts as authorized by Canada Revenue Agency; or
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- (c) will result in the immediate termination of the director's role with the Corporation.

This consent shall continue in effect from year to year so long as I am elected or appointed to the Board or until I give written notice to the Corporation revoking such consent or until I otherwise cease to be a director of the Corporation.

DATED <i>October 9, 2014</i>	
Name: Sted Garber	
Address for Service: 823 Coachway	
City, Province: Annapolis, Maryland	Postal Code: 21404
Fax no.:	Tel. no: <i>410-849-2281</i>
Email:	Date of Birth: <i>10 AUG 1943</i>
Signature: 	
Name, address, birthdate and telephone information is required by Canada Revenue Agency on the annual charity return. Only the person's name, position in the charity, and their arm's length status will be made public. Corporations Canada requires an address for service, which need not be a residence address, but cannot be a P.O. Box	

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DATED September 30 , 2014 October 9	
Name: Annabelle White	
Address for Service: 50 Yorkville Ave., Suite 2804	
City, Province: Toronto, ON	Postal Code: M4W 0A3
Fax no.:	Tel. no: 416-722-1866
Email: dragonflygal@mac.com	Date of Birth: Oct. 10, 1972 A.W.
Signature: 	
Name, address, birthdate and telephone information is required by Canada Revenue Agency on the annual charity return. Only the person's name, position in the charity, and their arm's length status will be made public. Corporations Canada requires an address for service, which need not be a residence address, but cannot be a P.O. Box	

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DATED <i>October 9, 2014</i>	
Name: Cathie Hurlburt	
Address for Service: 1254 Silverwood Cr.	
City, Province: North Vancouver, British Columbia	Postal Code: V7P 1J3
Fax no.: <i>604-682-8124</i>	Tel. no.: <i>604-678-3096</i>
Email: <i>churlburt@assante.com</i>	Date of Birth: <i>28 MAY 1963</i>
Signature: <i>Cathie Hurlburt</i>	
Name, address, birthdate and telephone information is required by Canada Revenue Agency on the annual charity return. Only the person's name, position in the charity, and their arm's length status will be made public. Corporations Canada requires an address for service, which need not be a residence address, but cannot be a P.O. Box	

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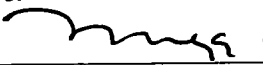
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DATED OCT 9 / 14	
Name: Stephen J. Griggs	
Address for Service: 1396 Glenwood Drive	
City, Province: Mississauga, Ontario	Postal Code: L5G 2X1
Fax no.:	Tel. no:
Email:	Date of Birth:
Signature: 	
Name, address, birthdate and telephone information is required by Canada Revenue Agency on the annual charity return. Only the person's name, position in the charity, and their arm's length status will be made public. Corporations Canada requires an address for service, which need not be a residence address, but cannot be a P.O. Box	

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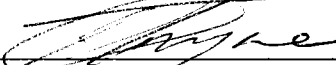
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DATED ^{Oct. 9} Sept. 20, 2014	
Name: John Tremayne	
Address for Service: 61 Wendover Rd.	
City, Province: Toronto, Ontario	Postal Code: M8X 2L2
Fax no.:	Tel. no: 647 291 3040
Email: jtremayne1@gmail.com	Date of Birth: Dec. 3, 1963
Signature: 	
Name, address, birthdate and telephone information is required by Canada Revenue Agency on the annual charity return. Only the person's name, position in the charity, and their arm's length status will be made public. Corporations Canada requires an address for service, which need not be a residence address, but cannot be a P.O. Box	

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DATED <i>October 9, 2014</i>	
Name: Peter Bryce	
Address for Service: 26 Oslerview Dr. R.R. #1	
City, Province: Collingwood, Ontario	Postal Code: L9Y 3Y9
Fax no.:	Tel. no:
Email: <i>pbryce1@rogers.com</i>	Date of Birth: <i>JULY 8/43</i>
Signature: <i>Peter Bryce</i>	
Name, address, birthdate and telephone information is required by Canada Revenue Agency on the annual charity return. Only the person's name, position in the charity, and their arm's length status will be made public. Corporations Canada requires an address for service, which need not be a residence address, but cannot be a P.O. Box	

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DATED September 30 , 2014 <i>October 9</i>	
Name: Nancy Lang	
Address for Service: 100 Pricefield Rd.	
City, Province: Toronto, ON	Postal Code: M4W 1Z9
Fax no.: <u> </u>	Tel. no: 416-964-7888
Email: nancylang9@gmail.com	Date of Birth: <i>August 9, 1957</i>
Signature: <i>Nancy Lang</i>	
Name, address, birthdate and telephone information is required by Canada Revenue Agency on the annual charity return. Only the person's name, position in the charity, and their arm's length status will be made public. Corporations Canada requires an address for service, which need not be a residence address, but cannot be a P.O. Box	

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DATED SEPTEMBER 30 , 2014 <i>October 9</i>	
NAME: TERRY CLARK (AKA, TERENCE J. CLARK)	
ADDRESS FOR SERVICE: 3 BRIGHTWOOD WAY	
CITY, PROVINCE: DANVILLE, CALIFORNIA	POSTAL CODE: 94506
FAX NO.:	TEL. NO: 925-406-4944
EMAIL: TERENCE.CLARK08@GMAIL.COM	DATE OF BIRTH: JUNE 24, 1944
SIGNATURE: <i>Terry Clark</i>	
NAME, ADDRESS, BIRTHDATE AND TELEPHONE INFORMATION IS REQUIRED BY CANADA REVENUE AGENCY ON THE ANNUAL CHARITY RETURN. ONLY THE PERSON'S NAME, POSITION IN THE CHARITY, AND THEIR ARM'S LENGTH STATUS WILL BE MADE PUBLIC. CORPORATIONS CANADA REQUIRES AN ADDRESS FOR SERVICE, WHICH NEED NOT BE A RESIDENCE ADDRESS, BUT CANNOT BE A P.O. BOX	