

NOTE: This is the official version (last edited 2006) that our lawyer used to reassess our board election procedures this past winter, 2015.

## BY-LAW NO. 1

of

HUMBER VILLAGE LIMITED

(the “Corporation”)

### I REGISTERED OFFICE

- 1.01 The registered office of the Corporation shall be in the place within Newfoundland and Labrador and specified in the articles of the Corporation and at such location therein as the Directors may from time to time determine.

### II CORPORATE SEAL

- 2.01 The Directors shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Directors or of a committee of Directors empowered in that behalf and in the presence of one Director at least, who shall sign every instrument to which the Seal is affixed, Deeds, bonds and other instruments under Seal made on behalf of the Corporation, sealed with the Common Seal of the Corporation and signed by one Director, shall be deemed to be duly executed.

### III DIRECTORS

- 3.01 Until otherwise determined by a general meeting the number of Directors shall not be more than seven including the past chair.
- 3.02 Every Director may also be a director or member of another company or companies and shall not be required to hold shares in the Corporation to qualify as a Director.
- 3.03 No person standing in a fiduciary capacity or position towards the Corporation, shall be disqualified by his office from contracting with the Corporation either as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of any such Director or person in any way interested be avoided, nor shall any Director or person so contracting or being so interested be liable to account to the Corporation for any profit realized by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established, provided that the fact of his being interested therein and the nature of his interest be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined

upon, and that no Director shall as a Director vote in respect of any such contract or arrangement and, if he does so vote, his vote shall not be counted, but shall be reckoned for the purpose of constituting a quorum of the Board of Directors and this prohibition shall not apply to any contract by or on behalf of the company to give the Directors, or any of them, any security by way of indemnity, and the Corporation in General Meeting may at any time relax or suspend this prohibition to any extent. A general notice that a Director is a member of any specific company or firm, and is to be registered as an interested party in all dealings with such company or firm, shall be sufficient disclosure under this Bylaw with regard to such transactions, and, after such general notice, it shall not be necessary to give any special notice relating to anyone in particular of such transactions.

- 3.04 At the next Annual General Meeting of Shareholders in each year following appointment or election the Directors shall retire from office, but shall be eligible for re-election. The Directors shall be elected for a one year term in the following order:

Chair  
Vice Chair  
Secretary  
Treasurer  
2 Directors  
Past Chair

- 3.05 The Corporation in General Meeting may by ordinary resolution remove any Director before the expiration of his term of office and appoint another qualified person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he was appointed would have held office had he not been removed, and shall himself be subject to removal under the provisions contained in this Bylaw, and shall be eligible for re-election.

- 3.06 No person shall, unless recommended by the Directors for election, be eligible for election to any office of the Board of Directors at any General Meeting unless the person is present at the General Meeting or has provided a notice in writing signed by such person signifying his willingness to be elected.

- 3.07 If all the Directors of the Corporation present at or participating in the meeting consent, a meeting of Directors or of a committee of Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at that meeting.

- 3.08 The Directors may delegate any of their powers to one or more of their body who may or may not be a Managing Director as they shall think fit. Any Director so empowered, or Committee so formed, shall, in the exercise of the power so delegated, conform to the regulations, and such procedure that may be imposed upon them or him by the Directors and shall not perform any of the matters restricted by s. 185(3) of the Act.
- 3.09 All acts done at any meeting of the Directors, or by a committee of Directors, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they, or any of them, were disqualified or that they or any of their offices were for any reason vacated, be as valid as if every such person has been duly appointed and was qualified to be a Director.

#### IV SHAREHOLDERS

- 4.01 An Annual Meeting of Shareholders shall be held in every calendar year, and not more than fifteen months after the holding of the past preceding Annual Meeting at such time and place as may be prescribed by the Corporation in the Notice of the Meeting.
- 4.02 Notice of the time and place of a meeting of shareholders shall be given not less than twenty-one (21) days nor more than fifty (50) days before the meeting to each holder of shares carrying voting rights at the close of business on the record date for notice, to each Director and to the auditor of the Corporation. Notice of a meeting of shareholders at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and shall include the text of any special resolution to be submitted to the meeting. All business transacted at a special meeting of shareholders and all business transacted at an annual general meeting of shareholders, except consideration of the financial statements, auditor's report, election of Directors and reappointment of the incumbent auditor, shall be deemed to be special business.
- 4.03 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall consist of a member or members present in person, and holding or representing by proxy not less than thirty (30) percent of the total number of shares, the holder or holders of which are entitled to vote at such meetings. If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a

quorum is not present, it shall be adjourned sine die in which event Notice will again be required. No business shall be transacted at an adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.

- 4.04 (a) Every question submitted to the meeting shall, unless unanimously decided, be decided in the first instance by a show of hands unless a paper ballot is requested by a minimum of three (3) shareholders. In the case of an equality of votes, the Chair shall not have a casting vote but the question shall be deemed to have been resolved in the negative.
- (b) No Shareholder shall have a right to vote at any Shareholders Meeting if such Shareholder is more than six (6) months in arrears with respect to any assessment.
- (c) At any Shareholders Meeting, unless a poll is demanded by the Chair of the meeting, or by at least five members, a declaration by the Chair that a resolution has been carried, or carried by a particular majority, or loss, or not carried by a particular majority, and an entry to that effect in the Minute Book of the Corporation, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 4.05 The presiding officer of the Directors, and in his absence the deputy presiding officer, shall be entitled to take the chair at every General Meeting, but if at such meeting neither of them be present within fifteen minutes after the time appointed for holding the meeting, or be willing to act as Chair, and if no Director be present or willing to take the chair, then the members present shall choose one of their number to be Chair.
- 4.06 If a poll is demanded as aforesaid, it shall be taken in such manner and at such time and place as the Chair of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 4.07 A poll may be demanded upon the election of a chair or upon any question or adjournment. Any Business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll.
- 4.08 (a) On a show of hands every member holding an ordinary share or shares present in person shall have one vote and on a poll every such member present in person or by proxy shall have one vote for every such share held by him.

(b) No member present only by proxy shall be entitled to vote on a show of hands unless such member is a Corporation present by proxy who is not a member of the Corporation, in which case such proxy may vote on a show of hands as if he were a member of the Corporation. If any member is a lunatic, idiot or non compos mentis, he may vote by his committee, curator, bonis, or other legal curator or guardian, and such last mentioned persons may given their votes either personally or by proxy. Any person entitled by transmission to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he were the registered holder thereof, provided that, forty-eight (48) hours at least before the time of holding the meeting at which he proposes to vote, he shall satisfy the Directors of his right to transfer such shares, unless the Directors shall have previously admitted his right to vote at such meeting in respect thereof.

4.09 (a) The instrument appointing a proxy, and the power of attorney, if any, under which it is signed, shall be presented at the meeting at which the appointee proposes to vote.

(b) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death of the principal or revocation of the proxy or transfer of the share in respect of which the vote is given, unless notice in writing of the death, revocation, or transfer shall have been received at the office up to and including the last business day preceding the day of the meeting, or an adjournment thereof at which the proxy is to be used.

(c) Every instrument of proxy shall, as nearly as circumstances will admit, be in the form or to the following effect:

“I ..... of.....being a member of  
.....hereby appoint ..... of  
.....or failing him ..... of  
.....as my proxy to vote for me and on my behalf at the  
Shareholders’ Meeting of the Corporation, to be held on the ..... day of  
.....20..... and at any adjournment thereof.

As witness my hand this .....day of ....., 20.....

.....”

V SHARES

5.01 Subject to the Act and the articles of the Corporation, shares of the Corporation may be issued at such times and to such persons and for such consideration as the Directors may determine, provided that no shares may be issued until it is fully paid as provided in the said Act.

5.02 The instrument of transfer of any security in the Corporation shall be in writing signed by the transferor and the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the securities register in respect thereof. Such instrument shall be in either of the following forms, with such variations as circumstances require or as may in a particular case be permitted by the Directors:

“I ..... of  
..... in  
consideration of the sum of ..... paid to me by  
..... of .....  
(hereinafter called the said transferee) do hereby transfer to the said  
transferee the ..... shares in the undertaking called

to hold the same unto the said transferee, his executors, administrators and assigns, subject to the several conditions, on which I hold the same at the time of the execution hereof; and I, the said transferee do hereby agree to take the said Share (or Shares) subject to the conditions aforesaid.

As witness our hands this ..... Day of ....., A. D., 20.....

Signed by the above named  
transferor in the presence of : .....

Signed by the above named  
transferee in the presence of : .....”

“For Value received ..... hereby sell, assign  
and transfer unto ..... shares of the  
Common Stock represented by the within Certificate and do hereby  
constitute and appoint ..... Attorney to  
transfer the said Stock on the books of the within named Corporation with  
full power of substitution in the premises.

Dated ..... 20.....

In the presence of :

.....

.....”

- 5.03 Subject to the Act, no transfer of a share shall be registered except upon presentation of the certificate representing such share with an endorsement which complies with the Act, together with such reasonable assurance that the endorsement is genuine and effective as the Directors may prescribe, upon payment of all applicable taxes and fees and upon compliance with the articles of the Corporation.
- 5.04 The Directors shall cause to be kept a register of shares in accordance with the provisions of the Act. Every member of the Company shall furnish to the Secretary an address within Newfoundland and Labrador to which notices for such member may be sent by post and such address shall be entered in the register and shall be deemed to be the registered address of such member until notice in writing of a change of such address is received by the Secretary from such member. No member shall be entitled to have a notice served on him at any address outside Newfoundland and Labrador.
- 5.05 If any certificate be worn out or lost, it may be renewed on such terms as the Directors may prescribe, and upon the person requiring the same giving up the worn out certificate or giving such evidence of its loss or destruction, and such indemnity to the Company as will satisfy the Directors.
- 5.06 If and whenever the Corporation shall have created preference shares or any other special class of shares none of the rights or privileges of any such class shall (unless otherwise provided by the terms of the issue of such class of shares) be affected, altered, modified, abrogated or dealt with except with the authority of a special resolution of a meeting of the holders of shares of that class. For the purpose of passing any such resolution the Directors may call such a meeting any time, and such meeting shall be called, held and conducted in the same way as if it were a Shareholder Meeting, and all regulations of these presents applicable to a Shareholders Meeting of the Corporation shall apply to such meeting mutatis mutandis.

## VI FINANCES

- 6.01 The Directors shall cause to be kept true accounts of the sums of money received and expended by the Corporation and the matters in respect of which such receipt and expenditure take place and of the assets, credits and liabilities

of the Corporation. The books of account shall be kept at the office or at such other place or places as the Directors think fit.

- 6.02 The Directors shall from time to time determine whether and to what extent and what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to the inspection of the members and no member shall have any right of inspecting any account or book or document of the Corporation, except as conferred by statute or authorized by the Directors, or by a resolution of the company in General Meeting.
- 6.03 At the Annual Shareholders Meeting in every year the Directors shall lay before the Corporation a financial statement of the Corporation's affairs, containing such particulars as shall from time to time be resolved by the Corporation in General Meeting and made up to the end of the fiscal year last preceding the Ordinary General Meeting at which it is presented together with an opinion from the auditor in at least a general way as to the accuracy and reliability of the financial statements.
- 6.04 Every such financial statement shall be accompanied by report of the Directors as to the state and condition of the Corporation.
- 6.05 Every auditor shall be supplied with a copy of the Financial Statement at least 14 days before the meeting to which it is intended to be submitted and it shall be his duty to verify the correctness thereof by reference to the accounts of the Corporation, for which purposes he shall have access at all reasonable times to the books of the Corporation.

#### VII BORROWING POWERS

- 7.01 The Directors may from time to time at their discretion raise or borrow or secure the payment of any sum or sums of money for the purpose of the Corporation, and may raise or secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular by giving mortgages upon or by the issue of debentures, bonds or other securities of any kind charged upon all or any part of the undertaking properties and rights of the Corporation, both present and future, including its uncalled capital, or by making, accepting, endorsing or executing any promissory notes, bills of exchange or hypothecation.
- 7.02 Debentures, bonds and other securities for securing the payment of money issued by the Corporation may be assignable free from any equities between the Corporation and the persons to whom the same may be issued at a discount, premium or otherwise, and with any special privileges as to redemption,



surrender, drawings, options to subscribe for, or call for the allotment of shares, appointment of Directors, Trustees or otherwise.

- 7.03 If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Corporation, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Corporation, by way of indemnity, to secure the person or persons so becoming liable as aforesaid from any loss in respect of such liability.

### VIII NOTICE

- 8.01 Every person who, by the Act, by operation of law, transfer, or other means shall become entitled to any shares, shall be bound by any notice in respect of such shares which, previously, to his name and address being entered on the register, shall be duly given to the person from whom he derived title of such shares.
- 8.02 Any notice or document delivered or sent by post to or left at the registered address of the member in pursuance of the Act or the Bylaws, shall notwithstanding such member be then deceased and whether or not the Corporation have notice of his decease, be deemed to have been served in respect of any shares, until some other person be registered in his stead as the holder thereof, and such service shall for all the purposes of these presents, be deemed a sufficient service of such notice or document on his executors or administrators and all persons, if any, jointly interest with him in any such share.
- 8.03 The signature to any notice to be given by the Corporation may be written or printed.
- 8.04 Where a given number of days' notice, or notice extending over any other period, is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number of days or other period.

### IX BUSINESS OF THE CORPORATION

- 9.01 No member shall be entitled to require or receive any information concerning the Corporation's business, trading or customers, beyond such information as to the accounts and business of the Corporation in Shareholders Meeting and no member shall be entitled to the inspection of any of the books, papers,

correspondence or documents of the Corporation except insofar as such information is expressly authorized by the Act, by these presents or by the Shareholders.

- 9.02 Every Director, Trustee, Auditor, Solicitor, Manager, Secretary or other officer or servant of the Corporation shall be indemnified by the Corporation against and it shall be the duty of the Directors out of the funds of the Corporation, to pay all damages, fines, costs, losses and expenses which any such officer or servant may incur or become liable to by reason of such contract entered into or act or deed done by him as such officer or servant in any way in the discharge of his duties, including traveling expenses.

#### X INTERPRETATION

- 10.01 In this By-Law, wherever the context requires or permits, the singular shall include the plural and the plural the singular; the word “person” shall include firms and corporations, and masculine gender shall include the feminine and neuter genders. Wherever reference is made to any determination or other action by the Directors such shall mean determination or other action by or pursuant to a resolution passed at a meeting of the Directors, or by or pursuant to a resolution consented to by all the Directors as evidence by their signatures thereto. Wherever reference is made to the “The Corporations Act” or the “Act” it shall mean The Corporations Act, S.N. 1986 c. 42 and every other act or statute incorporated therewith or amending the same, or any act or statute substituted therefor. Unless the context otherwise requires, all words used in this By-Law shall have the meanings given to such words in the Act.

#### XI EFFECTIVE DATE

- 11.01 This By-Law shall come into force and take effect forthwith.

This By-Law No. 1 was passed by the Shareholder(s) upon Resolution Dated  
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