APPLICATION FOR INCORPORATION OF A CORPORATION WITHOUT SHARE CAPITAL UNDER PART II OF THE CANADA CORPORATIONS ACT

To the Minister of Consumer and Corporate Affairs of Canada

I

The undersigned hereby apply to the Minister of Consumer and Corporate Affairs for the grant of a charter by letters patent under the provisions of Part II of the Canada Corporations Act constituting the undersigned, and such others as may become members of the Corporation thereby created, a body corporate and politic under the name of:

GREAT LAKES UNITED (CANADA)

The undersigned have satisfied themselves and are assured that the proposed name under which incorporation is sought is not the same or similar to the name under which any other company, society, association or firm, in existence is carrying on business in Canada or is incorporated under the laws of Canada or any province thereof or so nearly resembles the same as to be calculated to deceive except that of Great Lakes United a corporation incorporated in the United States of America, which has signified its consent to the use of said name and that it is not a name which is otherwise on public grounds objectionable.

II

The applicants are individuals of the full age of twenty-one years with power under law to contract. The name, the place of residence and the calling of each of the applicants are as follows:

ANNE WORDSWORTH,
Environmental Researcher:

KAI MILLYARD,
Environmental Researcher:

JOHN JACKSON,
Environmental Researcher:

The said Anne Wordsworth, Kai Millyard and John Jackson will be the first directors of the Corporation.

III

The objects of the Corporation are:

(a) To educate citizens about natural resource conservation and environmental protection and enhancement as it affects the Great Lakes basin ecosystem;

(b) To promote cooperative and coordinated citizen action in Canada and the United States on behalf of the Great Lakes and St. Lawrence River;

(c) To further the conservation and maintenance of the Great Lakes basin ecosystem and to promote the management and wise use of the Great Lakes basin ecosystem so that this generation and posterity will receive the optimum benefit;

(d) To provide information exchange and a forum for organizations and individuals to participate in issues affecting the natural resources of the

Great Lakes, their connecting waters and the St. Lawrence River, including but not limited to water quality, hazardous and toxic substances, atmospheric deposition, regulation of levels and flows, fish and wildlife management and habitat protection, energy development and distribution, land quality and land use practices and navigation projects;

(e) To encourage development of economic strategies compatible with the maintenance of the natural system of the Great Lakes basin ecosystem; and

(f) To promote public support for Great Lakes ecosystem research, education and management.

IV

The operations of the Corporation may be carried on throughout Canada and elsewhere.

V

The place within Canada where the head office of the Corporation is to be situated is:

The City of Toronto, in the Municipality of Metropolitan Toronto

VI

It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Canada.

VII

In accordance with Section 65 of the Canada Corporations Act, it is provided that, when authorized by by-law, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a special general meeting of the members duly called for considering the by-law, the directors of the Corporation may from time to time:

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

(b) limit or increase the amount to be borrowed;

(c) issue debentures or other securities of the Corporation;

(d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and,

(e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

VIII

The by-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

IX

The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

DATED at the City of Toronto, in the Province of Ontario, this day of , 1984.

ANNE WORDSWORTH

KAI MILLYARD

JOHN JACKSON

GREAT LAKES UNITED (CANADA)

BY-LAW NO. 2

A By-law respecting the borrowing of money by GREAT LAKES UNITED (CANADA).

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of GREAT LAKES UNITED (CANADA) (hereinafter called the "Corporation") as follows:

1. The Board of Directors may from time to time:

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

   (b) limit or increase the amount to be borrowed;

   (c) issue debentures or other securities of the Corporation;

   (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and

   (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

2. All of the above-mentioned actions and powers by the Board of Directors are hereby delegated to the President and Treasurer, each of whom alone cannot undertake any such actions or powers.

3. Nothing herein limits or restricts the borrowing of money by the Corporation on promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

PASSED AND ENACTED this day of , 198 .

WITNESS the corporate seal of the Corporation.

c/s

President

Secretary

Treasurer

THE UNDERSIGNED, being all the directors of GREAT LAKES UNITED (CANADA), hereby sign, pursuant to the Canada Corporations Act, the foregoing by-law No. 2 of the by-laws of the said Corporation.

DATED the day of , 198 , during the first year of the existence of the said Corporation.

Anne Wordsworth

Kai Millyard

John Jackson

THE UNDERSIGNED, being all the members of GREAT LAKES UNITED (CANADA), hereby confirm and consent to the foregoing By-law No. 2 of the by-laws of the said Corporation signed by all the directors of the said Corporation as a by-law thereof pursuant to the Canada Corporations Act on the day of 198 , during the first year of the existence of the said Corporation.

DATED the day of , 198 .

Anne Wordsworth

Kai Millyard

John Jackson

GREAT LAKES UNITED (CANADA)

INITIAL BY-LAWS

1. HEAD OFFICE

The Head Office of the Corporation shall be in the City of Toronto, Municipality of Metropolitan Toronto, Ontario, Canada, but the Board of Directors of the Corporation (hereinafter the "Board of Directors) may establish branch offices in other parts of Canada as they may determine desirable from time to time.

2. CORPORATE SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the GREAT LAKES UNITED (CANADA).

3. MEMBERSHIP

Any person is entitled to become a member of the Corporation upon payment of the prescribed annual membership fee.

4. The Board of Directors may in their discretion establish classes of members and without restricting the generality of the foregoing, may establish classes of members who are not eligible for election to the Board of Directors.

5. Subject to the foregoing, there shall be the following classes of members:

(a) "Organization Members", being those organized groups of persons, such as clubs, societies and associations, or units of government, unions, public agencies or businesses which support the objects of the Corporation;

(b) "Individual Members", being those persons, who may or may not be affiliated with an Organization Member which support the objects of the Corporation;

(c) "Outer Members", being those persons who do not support the objects of the Corporation.

6. Members shall support the objects, purposes and objectives of the Corporation, but shall not be required to endorse or support any specific policy or position of the Corporation. Nothing shall be construed to infringe upon the autonomy of any member.

7. Membership fees for each class of members will be set annually by the Board of Directors. Membership and all membership rights shall cease on failure to pay membership fees.

8. Any member may withdraw at any time from the Corporation by lodging a written resignation with the secretary.

9. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

10. All memberships in the Corporation shall lapse forthwith after the annual meeting of members, unless the Board of Directors at the annual meeting immediately following such annual meeting of members confirm that the said members continue to be members for the ensuing year.

BOARD OF DIRECTORS

11. The Board of Directors shall consist of all current members of full time and part time paid staff of the Corporation

and at least three (3) non-staff persons elected from the membership at the annual general meeting.

12. The office of director shall be automatically vacated:

(a) if a director shall resign his office by delivering a written resignation to the secretary of the Corporation;

(b) if he neglects to pay his membership fees;

(c) if he is found to be a lunatic or of unsound mind;

(d) if he becomes bankrupt or suspends payment to or enters into a composition with his creditors;

(e) if he is removed from office by resolution of a majority of the members present duly passed at any special or annual general meeting of the Corporation;

(f) on death;

provided that if any vacancy shall occur for any reason described in this paragraph, the Board of Directors by majority vote may, by appointment, fill the vacancy with a member of the Corporation.

13. Outer Members are not eligible for election to the Board of Directors.

DUTIES AND POWERS OF DIRECTORS

14. The Board of Directors shall manage the affairs and property of the Corporation on behalf of the membership.

REGIONS

15. There shall be six regions as follows:

Region 1: the Lake Superior Region, shall consist of the watershed of Lake Superior and the St. Marys River;

Region 2: the Lake Huron Region, shall consist of the watershed of Lake Huron;

Region 3: the Lake Michigan Region, shall consist of the watershed of Lake Michigan;

Region 4: the Lake Erie Region, shall consist of the watershed of Lake Erie and the St. Clair River, Lake St. Clair, and the Detroit River;

Region 5: the Lake Ontario Region, shall consist of the watershed of Lake Ontario and the Niagara River; and

Region 6: the St. Lawrence River Region, shall consist of the watershed of the St. Lawrence River Valley.

OFFICERS

16. The Board of Directors may elect a Chairman, President, Vice-President, Secretary, Treasurer and any other officers as the Board of Directors may determine. The officers shall hold office until their successors are elected or appointed in their place. One person may hold more than one office.

17. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary and may by resolution delegate to an officer or officers the function of engaging employees and establishing salary levels.

18. Subject to the provisions of any written employment agreement, the Board of Directors may remove at its pleasure any officer.

DUTIES OF OFFICERS

19. The duties, responsibilities and/or employment of the officers shall be established as follows:

(a) DUTIES OF CHAIRMAN

The Chairman shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors;

(b) DUTIES OF PRESIDENT AND VICE-PRESIDENT

In the absence of the Chairman, the President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board of Directors for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the Board of Directors may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

(c) DUTIES OF SECRETARY

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

(d) DUTIES OF TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

20. The duties of all other officers of the Corporation shall be such as to the terms of their engagement call for or the Board of Directors require of them.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

21. Sixty-six percent (66%) of the Board of Directors shall form a quorum for the transaction of business.

22. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have been notified of the meeting by the Secretary or his representative, by telephone or some other means.

23. Board of Directors' meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or telegraphed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than four days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

24. The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent.

25. A Board of Directors' meeting may also be held without notice immediately following the annual meeting of the Corporation, and the Board of Directors shall meet at least once before the next annual meeting thereafter.

26. The Board of Directors may consider or transact any business either special or general at any meeting of the Board of Directors, and all meetings are open to the membership.

ERRORS IN NOTICE, BOARD OF DIRECTORS

27. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken at such meeting.

REMUNERATION OF DIRECTORS

28. Directors shall not receive any stated remuneration for their services but, by resolution of the Board of Directors, expenses may be allowed for their attendance at each regular or special meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties; and provided further that any director who is engaged in or is a member of a firm engaged in any business or

profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

INDEMNITIES TO DIRECTORS AND OTHERS

29. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;

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

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

EXECUTION OF DOCUMENTS

30. Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by the President and one other officer and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Direcotrs shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board of Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

MEETINGS

31. There shall be at least one formal meeting of the members held annually at such place as the Board of Directors may determine and on such day as the Board of Directors shall appoint.

32. At every annual meeting, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected for the ensuing year. The members may consider and transact any business either special or general at the annual meeting.

33. The Board of Directors or the President or Vice-President shall have power to call, at any time, a special general meeting of the members of the Corporation. A group consisting of at least 10% of the membership may also call a special general meeting at their own expense.

34. The notice to be given to each member of any annual or special general meeting of members shall be established by resolution of the Board of Directors except that the minimum notice for a general meeting shall be two (2) weeks. Each member present at such meeting shall have the right to exercise one vote. Five percent (5%) of the members present in person at the annual meeting shall constitute a quorum; provided however, that the Board of Directors shall be included in calculating the five percent figure.

35. No error or omission in giving notice of any annual or special general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken at such meeting. For purpose of sending notice to any member or director for any meeting or otherwise, the address of the member or director shall be his last address recorded on the books of the Corporation.

VOTING

36. At all meetings of members and Board of Directors of the Corporation every question shall be determined by a majority

of votes unless otherwise specifically provided by statute or by-law. The Board of Directors shall from time to time establish policies on the manner of voting including the use of proxies. In the case of a tie vote, the Chairman shall cast an additional vote to decide the question.

COMMITTEES

37. The Board of Directors may appoint committees whose members will hold their offices at the pleasure of the Board of Directors. Each committee shall manage and determine such affairs of the Corporation, as may from time to time, be required by the Board of Directors.

EXECUTIVE COMMITTEE

38. The Board of Directors of the Corporation be and they are hereby authorized to elect from among their number an Executive Committee consisting of five (5) members (of whom a majority shall form a quorum) and to delegate to the Executive Committee any powers of the Board of Directors.

39. The Board of Directors hereby delegate to the Executive Committee all of the powers, authorities and discretions vested in or excercisable by the Board of Directors, save and except only such acts as must be performed by the Board of Directors themselves or are otherwise delegated by by-laws of the Corporation.

EXECUTIVE DIRECTOR

40. The Board of Directors may from time to time appoint an Executive Director who shall be a director of the Corporation

and may delegate to him such power and authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by-law must be transacted or performed by the Board of Directors, other officers or by the members in general meeting) and to employ and discharge agents and employees of the Corporation as the Board of Directors considers desirable.

41. The Executive Director shall conform to all lawful orders given to him by the Board of Directors of the Corporation and shall at all reasonable times give to the Board of Directors or any of them all information they may require regarding the affairs of the Corporation. Any agent or employee appointed by the Executive Director shall be subject to discharge by the Board of Directors.

42. The Board may remove at its pleasure the Executive Director of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise, an Executive Director shall hold office until his successor is appointed by the Board of Directors.

43. The Executive Director may be known as the General Manager.

HONORARY DIRECTORS

44. The Board of Directors may, from time to time, in their discretion, appoint an Honorary Director or Honourary Directors, who shall be members of the Corporation and have consented in writing to act as such.

45. An Honourary Director shall not be entitled to attend and vote at meetings of the Board of Directors, but may be present thereat at the invitation of the Board of Directors.

AMENDMENT OF BY-LAWS

46. The by-laws of the Corporation may be repealed or amended by by-law enacted by a majority of the Board of Directors at a meeting of the Board of Directors, that such by-laws shall have full force and effect only after approval by the Minister and until the next annual or special meeting of the members of the Corporation when they shall be confirmed by a majority vote of the members present, and failing such confirmation the said by-law or by-laws shall immediately cease to have any force and effect.

FINANCIAL YEAR

47. Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be 31 December.

AUDITORS

48. The Board of Directors shall by resolution of the first meeting of the Board of Directors following the annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the Board of Directors may fill casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

BOOKS AND RECORDS

49. The Board of Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

50. The Board of Directors may prescribe by a majority of the Board of Direcotrs at a meeting of the Board of Directors such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed by a majority vote of the members present and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

INTERPRETATION

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