

BY-LAW NUMBER 1

A by-law relating generally to the
conduct of the affairs of

RESOURCE LIBRARY FOR THE ENVIRONMENT AND THE LAW (TORONTO)

CORPORATE SEAL

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

(the "Corporation").

CONDITIONS OF MEMBERSHIP

2. Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation and shall consist of the applicants for incorporation and anyone whose application for admission as a member has received the approval of the board of directors of the Corporation. There shall be no more than seven members and no less than three members, all of whom shall be full-time or part-time employees or board members of the Canadian Environmental Law Association, and one of whom shall be the Lawyer/Director of the Canadian Environmental Law Association.

3. There shall be no membership fees or dues unless otherwise directed by the board of directors.

4. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.

5. Any member may be required to resign by a vote of three-quarters of the members at an annual meeting provided that any such member shall be granted an opportunity to be heard at such meeting.

HEAD OFFICE

6. The Head Office of the Corporation shall be in the Municipality of Metropolitan Toronto in the Province of Ontario.



BOARD OF DIRECTORS

7. The property and business of the Corporation shall be managed by a board of three to seven directors of whom a majority shall constitute a quorum. Directors must be individuals, 18 years of age, with power under law to contract. Directors shall, at the time of their election or within 10 days thereafter, be members. At least one Director must be a lawyer employed by the Canadian Environment Law Association.

8. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected.

9. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the Corporation.

10. Directors shall be elected for a term of one year by the members at an annual meeting of members.

11. The office of director shall be automatically vacated:

- (a) if a director shall resign his or her office by delivering a written resignation to the secretary of the Corporation;
- (b) if he or she is found by a court to be of unsound mind;
- (c) if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;
- (d) if at a special general meeting of members a resolution is passed by two-thirds of the members present at the meeting that he or she be removed from office; or
- (e) on death;

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

12. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice, if given by mail shall be sent at least 14 days prior to the meeting. Notice may be verbal,

and directors may waive notice verbally or in writing. There shall be at least one meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one vote.

If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

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

13. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.

14. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected.

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

16. A reasonable remuneration for all officers, agents and employees and committee members shall be fixed by the board of directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

INDEMNITIES TO DIRECTORS AND OTHERS

17. Every director and 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 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 her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

EXECUTIVE COMMITTEE

- 18. (Intentionally deleted)
- 19. (Intentionally deleted).

POWERS OF DIRECTORS

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

21. The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe.

22. The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

OFFICERS

23. The officers of the Corporation shall be a president, vice-president, and secretary /treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers shall be directors, and members.

24. The president shall be elected at an annual meeting of the members. Officers other than the president of the Corporation shall be appointed by resolution of the board of directors at the first meeting of the board of directors following the annual meeting of members in which the directors are elected.

25. The officers of the Corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

DUTIES OF OFFICERS

26. The president shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Corporation and of the board of directors. He or she shall have the general and active management of the affairs of the Corporation. He or she shall see that all orders and resolutions of the board of directors are carried into effect.

27. The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him or her by the board of directors.

28. The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He or she shall

disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He or she shall also perform such other duties as may from time to time be directed by the board of directors.

29. The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he or she shall be. He or she shall be custodian of the seal of the Corporation, which he or she shall deliver 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.

30. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

EXECUTION OF DOCUMENTS

31. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors 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 directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of 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

32. The annual or any other general meeting of the members shall be held at the head office of the Corporation or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside Canada.

33. At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights. A majority of members present in person at a meeting will constitute a quorum.

34. Fourteen (14) days written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the member that he or she has the right to vote by proxy. Notice may be waived by a member verbally or in writing.

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Corporation.

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

MINUTES OF BOARD OF DIRECTORS AND EXECUTIVE COMMITTEES

36. The minutes of the board of directors or the minutes of the executive committee shall not be available to the general membership of the Corporation but shall be available to the board of directors, each of whom shall receive a copy of such minutes.

VOTING OF MEMBERS

37. At all meetings of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

FINANCIAL YEAR

38. Unless otherwise ordered by the board of directors, the fiscal year-end of the Corporation shall be March 31 in each year.

COMMITTEES

39. The board of directors may appoint committees whose members will hold office at the will of the board of directors.

AMENDMENT OF BY-LAWS

40. The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

AUDITORS

41. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

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

RULES AND REGULATIONS

43. The board of directors may prescribe 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, and failing such confirmation at such annual meeting of members shall at and from time to time cease to have any force and effect.

INTERPRETATION

44. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular shall include the plural, and vice versa, and references to persons shall include firms and Corporations.

BY-LAW NUMBER 2

a by-law authorizing borrowing and pledging
by

RESOURCE LIBRARY FOR THE ENVIRONMENT AND THE LAW (TORONTO)

BE IT ENACTED as a by-law of RESOURCE LIBRARY FOR THE ENVIRONMENT AND THE LAW (TORONTO) (the "Corporation"), as follows:

1. The directors of the Corporation may from time to time by resolution:
 - (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, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
2. From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed, or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.
2. Any such resolution 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 resolution.

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

4. This By-law shall remain in force and be binding upon the Corporation as regards any person acting on the faith thereof until such person has received written notification from the Corporation that this By-law has been repealed or replaced.

ENACTED this 26th day of October, 1993.

c/s

Sarah Miller
Secretary

PASSED by the Board of Directors and sealed with the corporate seal of the Corporation this _____ day of _____, 1993.

Toby Viged
President

Sarah Miller c/s
Secretary

CONFIRMED by the members of the Corporation at a general meeting duly convened for this purpose this _____ day of _____, 1993.

Toby Viged
President

Sarah Miller c/s
Secretary