INCORPORATION

On *November 10, 1970* Donald A. Chant, Barry D. Stuart, Edwin A. Goodman, Clayton A. Hudson, and Peter D. Middleton created a corporation by Letters Patent under the name of:

THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION

Accordingly, the C.E.L.R.F. operated as a "charitable organization" within the meaning of paragraph 149.1 (1) (b) of the Income Tax Act.

BY-LAWS

There are a total of nine by-laws that were enacted for The Canadian Environmental Law Research Foundation:

BY-LAW NO. 1
Enacted: January 18th, 1971
The transaction of the business and affairs of the corporation.
A general bylaw covering many matters, including that affairs are managed by a board of 5 directors each of whom shall be a member of the Corporation.

BY-LAW NO.2
Enacted: January 18th, 1971
The borrowing of money.
Directors may borrow money on the credit of the Corporation; issue, sell or pledge securities; charge, mortgage, hypothecate or pledge all or any of real or personal property.

BY-LAW NO. 3
Enacted: April 1st, 1971
The borrowing of money and issuing of securities.
Issue, sell or pledge debt obligations of the Corporation, including without limitation, bonds, debentures, notes or other obligations secured or unsecured.

BY-LAW NO. 4
Enacted: April 1st, 1971
Changing of the number of Directors.
The number of directors is increased from 5 to 23.

BY-LAW NO. 5
Enacted: April 1st, 1971
Creating an executive committee of the Board of Directors.
The directors of the Corporation are authorized to elect from among their number an executive committee consisting of nine (9) members.

BY-LAW NO. 6
Enacted: October 3rd, 1972
Fiscal year end.
Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate the 31st of December in each year.

BY-LAW NO. 7
Enacted: November 12th, 1973
Creating the position of Executive Director.
The Board of Directors may appoint an Executive Director who is given authority to employ and discharge agents and employees of the Corporation. The Executive Director may be removed from his/her position by the board.

BY-LAW NO. 8
Enacted: November 12th, 1973
Creating the position of Honorary Director.
The Board of Directors may appoint an Honorary Director(s) who shall be members of the Corporation and have consented in writing to act as such.

BY-LAW NO. 9
Enacted: November 27th, 1974
A by-law to amend by-law no. 1.
By-law No. 1 would also state that all members in the Corporation shall lapse unless informed by the Directors that the said members continue to be members for the following year.

BY-LAW NO. 10

Enacted: February 10th, 2010

A by-law to amend by-law no. 4.

By-law No. 4 is amended to reflect that the number of directors of the Corporation are decreased from 23 to 15 and shall be no less than 5.

BY-LAW NO. 11

Enacted: February 10th, 2010

A by-law to repeal by-law no. 5 and establish a new by-law no. 5 that creates an executive committee of the Board of Directors.

The directors of the Corporation are authorised to elect from their number an executive committee (of whom a majority shall form a quorum) and to delegate to the executive committee any powers of the board of directors.

BY-LAW NO. 12

Enacted: February 10th, 2010

A by-law to amend by-law no. 1.

By-law No. 1 is amended to be read to include and authorise the Corporation to use electronic communications, including e-mails and teleconferencing, for notices and other official communications between the board of directors of the Corporation.

CANADIAN INSTITUTE FOR
ENVIRONMENTAL LAW AND POLICY
517 COLLEGE ST., SUITE #400
TORONTO, ONTARIO M6G 4A2

THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION

BE IT ENACTED as a by-law of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION as follows:

HEAD OFFICE

1. The Head Office of the Corporation shall be in the Municipality of Metropolitan Toronto, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

SEAL

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

BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a board of five directors, each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until

Amended by By-law 4 enacted —

- Further amended by By-law 10 [illegible]

The whole board shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms a vacancy or vacancies shall thereby be deemed to have occurred to the number of the authorized increase which may be filled in the manner above provided.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. A majority of the directors shall form a quorum for the transaction of business. 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 signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President or by the Secretary-Treasurer on direction of the President or Vice-President, or by the Secretary-Treasurer 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 two days before the meeting is to take place. The statement of the Secretary-Treasurer or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board 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. A directors' meeting may also be held, without notice, immediately following the annual general meeting of the Corporation. The directors may

consider or transact any business either special or general at any meeting of the board.

ERRORS IN NOTICE, BOARD OF DIRECTORS

6. 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 directors may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

7. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any other directors present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the

POWERS

8. 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 all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stock, rights, warrants, options and other securities, lands, buildings and/or other property, moveable or immoveable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

9. The directors shall receive no remuneration for acting as such.

OFFICERS OF CORPORATION

10. There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and

Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President shall be elected by the board of directors from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

DUTIES OF PRESIDENT AND VICE-PRESIDENT

11. 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-Treasurer or other officer appointed by the board 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 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.

DUTIES OF SECRETARY

12. 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.

DUTIES OF TREASURER

13. 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.

DUTIES OF OTHER OFFICERS

14. 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

15. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary-Treasurer, and the Secretary-Treasurer shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Secretary-Treasurer or by any person authorized by the board.

The President, Vice-President, the Directors, Secretary-Treasurer, or any one of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares of stock, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers or shares of stock, bonds or other securities from time to time transferred to the Corporation and may affix the corporate seal to any such transfers or acceptances of transfers and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares of stock, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

16. The directors shall see that all necessary books and

Corporation or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP

17. The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the board of directors.

Any member may have his membership terminated upon a two-thirds vote at a meeting of the board of directors.

In case of resignation or termination of membership by any other means, a member shall remain liable for payment of any assessment or other sum levied against him or which became payable by him to the Corporation prior to acceptance of his resignation or prior to the termination of his membership by any other means. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Corporations, partnerships and other legal entities may vote through a duly authorized proxy.

Each member shall promptly be informed by the Secretary-Treasurer of his admission as a member.

ANNUAL AND SPECIAL MEETINGS OF MEMBERS

18. The annual or any special general meeting of the

members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on each day as the said directors shall appoint.

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 a board of directors elected and auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof 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 special general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice prepaid post or telegraph ten days before the time fixed for the holding of such meeting provided that any meetings of members may be held at any time and place without notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

19. 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 any member, director or officer shall be his last address recorded on the books of the Corporation.

ADJOURNMENTS

20. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

21. A quorum for the transaction of business at any meeting of members shall consist of not less than three members present in person or represented by proxy; provided that in no case can any meeting be held unless there are

two members present in person.

VOTING OF MEMBERS

22. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, and subject to the provisions of this or any other by-law of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting must produce and deposit with the Secretary-Treasurer sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the

Corporation shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a casting vote.

FINANCIAL YEAR

23. Unless otherwise ordered by the board of directors the fiscal year of the Corporation shall terminate on the 30th day of June in each year.

CHEQUES, ETC.

24. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corp-oration and in such manner as shall from time to time be determined by resolution of the board of directors and any

one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange to settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

25. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner as shall, from time to time, be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions

which may be so selected as custodians of the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

26. Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally or telegraphed or by depositing same in a post office or a public letter-box, in a post-paid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Corporation. A notice or other documents so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Corporation.

INTERPRETATION

27. In these by-laws and in 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 and corporations.

ENACTED this 18th day of January, 1971.

WITNESS the corporate seal of the Corporation.

President C.S. Secretary-Treasurer

The undersigned, being all the directors of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION, hereby sign, pursuant to Section 311(1) of The Corporations Act, the foregoing by-law No. 1 of the by-laws of the said Corporation.

DATED the 18th day of January, 1971, during the first year of the existence of the said Corporation.

D. A. Chant

B. D. Stuart

E. A. Goodman

C. A. Hudson

The undersigned, being all the members of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION, hereby confirm pursuant to Section 311(3) of The Corporations Act, the foregoing By-law No. 1 of the by-laws of the said Corporation signed by all the directors of the said Corporation as a by-law thereof pursuant to Section 311(1) of the said Act on the 18th day of January, 1971, during the first year of the existence of the said Corporation.

DATED the 18th day of January, 1971.

D. A. Chant

B. D. Stuart

E. A. Goodman

C. A. Hudson

P. D. Middleton

THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION

BY-LAW NO. 2

A by-law respecting the borrowing of money by THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION (hereinafter called the "Corporation") as follows:

1. The directors may from time to time

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

   (b) issue, sell or pledge securities of the Corporation;

   (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

The word "securities" as used in this paragraph means bond, debentures, debenture stock or other like liabilities of the Corporation whether constituting a charge on the property of the Corporation or not.

The expression "property of the Corporation" as used in this paragraph includes both present and future property of the Corporation.

2. The directors may from time to time authorize any director or directors, officer or officers, employee of the Corporation or other person or persons, whether connected with the Corporation or not, 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 of the Corporation may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

3. The directors may from time to time authorize any director or directors, officer or officers, employee of the Corporation or other person or persons, whether connected with the Corporation or not, to sign, execute and give on behalf of the Corporation all documents, agreements and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and the same and all renewals thereof or substitutions therefor so signed shall be binding upon the Corporation.

4. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of a borrowing by-law.

PASSED the 18th day of January, 1971.

WITNESS the corporate seal of the Corporation.

President C.S. Secretary-Treasurer

The undersigned, being all the directors of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION, hereby sign, pursuant to Section 311(1) of The Corporations Act, the foregoing by-law as By-law No. 2 of the by-laws of the said Corporation.

DATED the 18th day of January, 1971, during the first year of the existence of the said Corporation.

D. A. Chant B. D. Stuart

E. A. Goodman C. A. Hudson

Middleton

The undersigned, being all the members of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION, hereby confirm, pursuant to Section 311(3) of The Corporations Act, 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 Section 311(1) of the said Act on the 18th day of January, 1971, during the first year of the existence of the said Corporation.

DATED the 18th day of January, 1971.

D. A. Chant

B. D. Stuart

E. A. Goodman

C. A. Hudson

P. D. Middleton

THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION

BY-LAW NO. 3

A by-law respecting the borrowing of money and issuing of securities by THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION.

BE IT ENACTED by the Directors of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION as a Special By-law of the said Corporation as follows:

The Directors of the Corporation may from time to time:

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

(b) issue, sell or pledge debt obligations of the Corporation, including without limitation, bonds, debentures, notes or other similar obligations of the Corporation whether secured or unsecured;

(c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any such debt obligations or any money borrowed, or other debt or liability of the Corporation;

(d) delegate to such one or more of the officers and Directors of the Corporation as may be designated by the Directors all or any of the powers conferred by the foregoing clauses of this By-law to such extent and in such manner as the Directors shall determine at the time of each such delegation.

PASSED by the Directors and sealed with the Corporation's seal this 1st day of April, 1971.

B. D. Stuart — President   C.S.   Secretary-Treasurer

The undersigned, being all the directors of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION, hereby sign, pursuant to Section 311(1) of The Corporations Act, the foregoing By-law No. 3 of the by-laws of the said Corporation.

DATED the 1st day of April, 1971, during the first year of the existence of the said Corporation.

D. A. Chant   B. D. Stuart

E. A. Goodman   C. A. Hudson

P. D. Middleton

The undersigned, being all the members of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION, hereby confirm pursuant to Section 311(3) of The Corporations Act, the foregoing By-law No. 3 of the by-laws of the said Corporation signed by all the directors of the said Corporation as a by-law thereof pursuant to Section 311(1) of the said Act on the 1st day of April, 1971, during the first year of the existence of the said Corporation.

DATED the 1st day of April, 1971.

D. A. Chant

B. D. Stuart

E. A. Goodman

C. A. Hudson

P. D. Middleton

THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION

BY-LAW NO. 4

A by-law respecting the changing of the number of directors of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION as follows:

The number of directors of the Corporation be and the same is hereby increased from 5 to 23.

ENACTED this 1st day of April, 1971.

WITNESS the corporate seal of the Corporation.

B D Stuart
President

C.S.

Secretary-Treasurer

The undersigned, being all the directors of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION, hereby sign, pursuant to Section 311(1) of The Corporations Act, the foregoing By-law No. 4 of the by-laws of the said Corporation.

DATED the 1st day of April, 1971, during the first year of the existence of the said Corporation.

D. A. Chant

B. D. Stuart

E. A. Goodman

C. A. Hudson

P. D. Middleton

The undersigned, being all the members of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION, hereby confirm pursuant to Section 311(3) of The Corporations Act, the foregoing By-law No. 4 of the by-laws of the said Corporation signed by all the directors of the said Corporation as a by-law thereof pursuant to Section 311(1) of the said Act on the 1st day of April, 1971, during the first year of the existence of the said Corporation.

DATED the 1st day of April, 1971.

D. A. Chant

B. D. Stuart

E. A. Goodman

C. A. Hudson

P. D. Middleton

THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION

BY-LAW NO. 5

A by-law relating to the creation of an executive committee of the board of directors of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION.

BE IT ENACTED as a by-law of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION (hereinafter called the "Corporation") as follows:

1. The directors of the Corporation be and they are hereby authorized to elect from among their number an executive committee consisting of nine (9) members (of whom a majority shall form a quorum) and to delegate to the executive committee any powers of the board of directors.

2. The directors hereby delegate to the executive committee all of the powers, authorities and discretions vested in or exercisable by the board of directors, save and except only such Act as must be performed by the directors themselves.

ENACTED this 1st day of April, 1971.

WITNESS the corporate seal of the Corporation.

President C.S. Secretary-Treasurer

The undersigned, being all the directors of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION, hereby sign, pursuant to Section 311(1) of The Corporations Act, the foregoing By-law No. 5 of the by-laws of the said Corporation.

DATED the 1st day of April, 1971, during the first year of existence of the said Corporation.

Harry W. Arthurs	Andrew Brewin
Ralph Brinkhurst	Donald A. Chant
Edwin A. Goodman	Ron Haggart
James Lorimer	Arthur Maloney
Walter Pitman	Vivian Rakoff
John Sewell	Colin Woolf
Tony Barrett	David Estrin

Maurice Green

Clayton A. Hudson

Alan Levy

Harvin Pitch

Peter Middleton

Stanley Stein

Barry Stuart

The undersigned, being all the members of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION, hereby confirm pursuant to Section 311(3) of The Corporations Act, the foregoing By-law No. 5 of the by-laws of the said Corporation signed by all the directors of the said Corporation as a by-law thereof pursuant to Section 311(1) of the said Act on the 1st day of April, 1971, during the first year of the existence of the said Corporation.

DATED the 1st day of April, 1971.

Harry W. Arthurs

Andrew Brewin

Ralph Brinkhurst

Donald A. Chant

Edwin A. Goodman

James Lorimer

Walter Pitman

John Sewell

Tony Barrett

Maurice Green

Alan Levy

Peter Middleton

Barry Stuart

Ron Haggart

Arthur Maloney

Vivian M. Rakoff.

Vivian Rakoff

Colin R. Woolf

Colin Woolf

David Estrin

Clayton A. Hudson

Harvin Pitch

Stanley Stein

THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION

BY-LAW NO.6

A By-law relating to the fiscal year end of The Canadian Environmental Law Research Foundation.

BE IT ENACTED as a by-law of The Canadian Environmental Law Research Foundation (hereinafter called the "Corporation") as follows:

1. Paragraph 23 of By-law No. 1 of the Corporation be and it is hereby repealed.

2. Unless otherwise ordered by the Board of Directors the fiscal year of the Corporation shall terminate on the 31st of December in each year.

ENACTED this 3rd day of October, 1972.

WITNESS the corporate seal of the Corporation.

President

c/s

Secretary-Treasurer

CHANGED TO SEPT 30 YEAR END AT MEETING OF NOVEMBER 12, 1973
CHANGED TO JUNE 30 AT MEETING ON JANUARY 31, 1979

THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION

BY-LAW NO. 7

A by-law creating the position of Executive Director

BE IT ENACTED as a by-law of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION (hereinafter called the "Corporation") as follows:

1. 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 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.

2. 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 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.

3. 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.

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

PASSED this 12th day of November, 1973.

WITNESS the corporate seal of the Corporation.

President (C. Clifford Lax)

Secretary-Treasurer (Clayton A. Hudson)

THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION

BY-LAW NO. 8

A by-law creating the position of Honorary Director

BE IT ENACTED as a by-law of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION (hereinafter called the "Corporation") as follows:

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

2. An Honorary Director shall not be entitled to attend and vote at meetings of the directors, but may be present thereat at the invitation of the directors.

PASSED this 12th day of November, 1973.

WITNESS the corporate seal of the Corporation.

President (C. Clifford Lax)

Secretary-Treasurer (Clayton A. Hudson)

THE CANADIAN ENVIRONMENTAL LAW
RESEARCH FOUNDATION

BY-LAW NO. 9

A by-law to amend By-law No. 1 of the Corporation.

BE IT ENACTED as a by-law of THE CANADIAN ENVIRONMENTAL LAW RESEARCH FOUNDATION (hereinafter called the "Corporation") as follows:

By-law No. 1 of the Corporation be amended by inserting after paragraph 17. the following:

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

PASSED this 27th day of November, 1974.

WITNESS the corporate seal of the Corporation.

President (C. Clifford Lax)

Secretary-Treasurer (Clayton A. Hudson)

THE CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY

BY-LAW No. 10

A By-law respecting the changing of the number of directors of THE CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY as follows:

1. By-law No. 4 of the Corporation be and it is amended to reflect that the number of directors of the Corporation be and are hereby decreased from 23 to 15 and shall be no less than 5.

ENACTED this 10th day of February, 2010.

WITNESS the corporate seal of the Corporation.

Grant Caven, *President* C.S. David Powell, *Vice-President*

Nicole Geneau, *Secretary-Treasurer*

THE CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY

BY-LAW No. 11

A By-law respecting the executive committee of THE CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY AS FOLLOWS:

1. By-law No. 5, Paragraph 1 of the Corporation be and it is hereby repealed and replaced with the following: The directors of the Corporation be and they are hereby authorised to elect from their number an executive committee (of whom a majority shall form a quorum) and to delegate to the executive committee any powers of the board of directors.

ENACTED this 10th day of February, 2010.

WITNESS the corporate seal of the Corporation.

Grant Caven, *President*

C.S.

David Powell, *Vice-President*

Nicole Geneau, *Secretary-Treasurer*

THE CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY

BY-LAW No. 12

A By-law respecting the use of electronic e-communications of THE CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of THE CANADIAN INSTITUTE FOR ENVIRONMENTAL LAW AND POLICY as follows:

1. That By-law No. 1 of the Corporation be and is hereby amended to be read to include and authorise the Corporation to use electronic communications, including e-mails and teleconferencing, for notices and other official communications of the Corporation.

ENACTED this 10th day of February, 2010.

WITNESS the corporate seal of the Corporation.

C.S.

Grant Caven, *President*

David Powell, *Vice-President*

Nicole Geneau, *Secretary-Treasurer*