Consumer and Corporate Affairs Canada
Consommation et Corporations Canada

Canada Corporations Act
Loi sur les corporations canadiennes

C A N A D A

LETTERS PATENT

WHEREAS an application has been filed to incorporate a corporation under the name

CANADIAN ENVIRONMENTAL LAW ASSOCIATION
L'ASSOCIATION CANADIENNE DU DROIT DE L'ENVIRONNEMENT

THEREFORE the Minister of Consumer and Corporate Affairs by virtue of the powers vested in him by the Canada Corporations Act, constitutes the applicants and such persons as may hereafter become members in the corporation hereby created, a body corporate and politic in accordance with the provisions of the said Act. A copy of the said application is attached hereto and forms part hereof.

Date of Letters Patent - September 28, 1981.

GIVEN under seal of office of the Minister of Consumer and Corporate Affairs.

Henri Dorf

for the Minister of Consumer
and Corporate Affairs

RECORDED 20th January, 1982

Film 475 Document 43

David L. Kirchmayer
Deputy Registrar General of Canada.

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 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 CANADIAN ENVIRONMENTAL LAW ASSOCIATION/L'ASSOCIATION CANADIENNE DU DROIT DE L'ENVIRONNEMENT.

3. MEMBERSHIP

Any individual 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. 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.

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

BOARD OF DIRECTORS

7. The Board of Directors shall consist of all current members of full time and part time paid staff of the corporation and at least eleven non-staff persons elected from the membership at the annual general meeting.

8. 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.

DUTIES AND POWERS OF DIRECTORS

9. The Board shall manage the affairs of the corporation on behalf of the membership.

OFFICERS

10. The Board shall elect a chairman, president, vice-president, secretary, treasurer and any other officers as the Board 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.

11. The Board 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.

12. Subject to the provisions of any written employment agreement, the board may remove at its pleasure any officer.

DUTIES OF OFFICERS

13. The duties of the officers shall be established by the Board.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

14. Twelve (12) 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 been notified of the meeting by the secretary or his representative, by telephone or some other means.

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.

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 meeting of the corporation, and the directors shall meet at least once before the next annual meeting thereafter.

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

ERRORS IN NOTICE, BOARD OF DIRECTORS

15. 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

16. 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

17. 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 incurrs 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

18. 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 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 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

19. 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 said Directors shall appoint.

20. 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 for the ensuing year. The members may consider and transact any business either special or general at the annual meeting.

21. 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.

22. 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 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 Directors shall be included in calculating the five percent figure.

23. 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

24. At all meetings of members 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

25. 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.

AMENDMENT OF BY-LAWS

26. The by-laws of the corporation may be repealed or amended by by-law enacted by a majority of the 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

27. Unless otherwise ordered by the Board of Directors, the fiscal year-end of the corporation shall be 31 March.

AUDITORS

28. The Directors shall by resolution at the first meeting of the Board 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 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

29. 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

30. The Board of Directors may prescribe by a majority of the Directors at a meeting of the 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

31. 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 feminime gender, as the case may be, and vice versa, and references to persons shall include firms, corporations, unincorporated societies and associations.