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**GENERAL BY-LAW NUMBER 52**

being the consolidated and restated  
by-laws relating generally  
to the conduct of the affairs of

**MOUNT PLEASANT GROUP OF CEMETERIES**

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## GENERAL BY-LAW NUMBER 52

BE IT ENACTED as a by-law of MOUNT PLEASANT GROUP OF CEMETERIES (the "Corporation") as follows:

### SECTION 1 - INTERPRETATION

#### 1.1 Definitions

In the By-laws and special resolutions of the Corporation, unless the context otherwise requires:

- (1) *Act* means (a) the *Corporations Act* (Ontario) until the NFP Corporations Act is proclaimed in force; and (b) the NFP Corporations Act upon its being proclaimed in force.
- (2) *Board* means the board of directors of the Corporation.
- (3) *By-laws* means this by-law and all other by-laws and special resolutions of the Corporation from time to time in force and effect.
- (4) *Care and Maintenance Fund* means the funds established by the Corporation for the perpetual care and maintenance of its cemeteries as required by statute.
- (5) *Chair* means the chair of the Board.
- (6) *Constating Documents* means the Special Acts, Letters Patent, Supplementary Letters Patent or Articles of the Corporation, as the case may be.
- (7) *Director* means a director of the Corporation.
- (8) *Meeting of Members* means an annual or special meeting of Members, as the case may be.
- (9) *Member* means a member of the Corporation.
- (10) *NFP Corporations Act* means the *Not-for-Profit Corporations Act, 2010* (Ontario), as may be amended or replaced from time to time.
- (11) *Officer* means an officer of the Corporation.

#### 1.2 Words Defined in the Act

Except as otherwise defined herein, words and phrases defined in the Act and used herein have the same meanings as defined in the Act.

### **1.3 General**

In the By-laws and all resolutions of the Corporation, the word "person" shall include individuals, proprietorships, partnerships, corporations, trusts, unincorporated organizations, governmental bodies and other legal entities and words importing the singular number or the masculine gender shall, unless the context otherwise requires, include the plural or the feminine or neuter genders, as the case may be, and vice versa.

## **SECTION 2 - GENERAL**

### **2.1 Head Office**

Subject to change by special resolution, the head office of the Corporation shall be located in the Municipality of Metropolitan Toronto in the Province of Ontario, and at such place therein as the Board shall from time to time by resolution determine. The Board may establish such other offices as the affairs of the Corporation may require.

### **2.2 Corporate Seal**

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

### **2.3 Fiscal Year**

The fiscal year of the Corporation shall end on March 31 in each year or on such other day as the Board may from time to time by resolution determine.

### **2.4 Banking Arrangements**

The banking business of the Corporation, or any part thereof, shall be transacted with such bank or banks or trust company or trust companies as the Board may by resolution from time to time determine. All such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such Officer(s) and/or other person(s) as the Board may by resolution from time to time determine.

### **2.5 Borrowing**

- (a) Subject to the Constatng Documents, the Directors may from time to time:
  - (i) borrow money on the credit of the Corporation;
  - (ii) issue, sell or pledge securities of the Corporation; or
  - (iii) charge, mortgage, hypothecate or pledge all or any of the 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.

- (b) From time to time the Board may authorize any Director or Officer to make arrangements with reference to the monies 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 monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## **2.6 Adjournments**

Any meetings of the Members or of the Board 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 and any such adjournment may be made notwithstanding that no quorum is present.

## **2.7 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of Members or of the Board shall be those entitled to vote thereat, the auditors of the Corporation (at meetings of Members only), and others who, although not entitled to vote are entitled or required under any provision of applicable legislation or the By-laws to be present. Any other person may be admitted only on the invitation of the chair of the meeting and with the consent of the meeting.

## **2.8 Dissolution**

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, each cemetery of the Corporation, together with the property, assets, Care and Maintenance Fund and other trust funds and trust accounts relating to such cemetery (as determined by the Board, acting reasonably, if there is more than one cemetery in operation at the time of dissolution of the Corporation and the assets, trust funds and trust accounts are not already segregated among such cemeteries) shall be transferred to the local municipality within whose geographic boundaries the land of the cemetery is located or the Province where the cemetery is located, if there is no such local municipality.

## **2.9 Execution of Instruments**

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments, including instruments creating a security interest, may be signed on behalf of the Corporation by the Chair or any other Officer, and when so signed shall be binding upon the Corporation without any further authorization or formality. The Directors may from time to time designate any Officer or Officers or any person or persons either to sign instruments generally or to sign

specific instruments. Any signing officer may affix the corporate seal to any instrument requiring the same.

## **2.10 Securities**

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. 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 and such authority may be general or confined to specific instances.

## **2.11 Books and Records**

The Board shall see that all necessary books and records of the Corporation required by the By-laws or by all applicable legislation are regularly and properly kept.

## **2.12 Notice**

Whenever under the provisions of the By-laws notice is required to be given, unless otherwise provided herein, such notice may be given personally, delivered, mailed or by electronic means to the Director, Officer or Member at the address as the same appears on the books of the Corporation. A notice or other document sent by mail shall be deemed to be given three business days after the date when the same was deposited in a post office or public letterbox, or if given personally, delivered or communicated by electronic means, shall be deemed to be given when transmitted if transmitted on a business day or the first business day following the date of transmittal if not transmitted on a business day. The declaration by the Secretary or the Chair that any such notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. For the purpose of sending any notice the address of any Member, Director, or Officer shall be the last address of such person as recorded on the books of the Corporation. Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

## **SECTION 3 - MEMBERSHIP**

### **3.1 Members**

The Members shall consist of those individuals who are Directors, each of whom shall be, *ex officio*, a Member.

### **3.2 Non-Transferability of Membership**

Membership in the Corporation is not transferable or assignable.

### **3.3 Termination of Membership**

The membership of any Member shall be terminated if such Member:

- (a) ceases to be a Director;
- (b) becomes bankrupt or is declared insolvent;
- (c) becomes mentally incompetent;
- (d) resigns by notice in writing to the Corporation;
- (e) is removed from membership by a resolution passed by the Members at a Meeting of Members called for the purpose; or
- (f) dies.

## **SECTION 4 - MEETINGS OF MEMBERS**

### **4.1 Location of Meetings**

The annual or any other meeting of the Members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board may determine and on such day as the Board shall appoint.

### **4.2 Annual Meetings**

At every annual Meeting of Members, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented to the Members, and the Directors shall be elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed by the Members, or the Board shall be authorized to fix such remuneration.

### **4.3 Calling Meetings**

The Board or the Chair shall have the power to call at any time a meeting of the Members.

### **4.4 Notice of Meeting**

No public notice or advertisement of Meetings of Members shall be required, but notice of the time and place of every such meeting and, in the case of a special meeting, the general nature of business to be transacted at such meeting, shall be given to each Member in the manner provided in section 2.12 not less than ten nor more than fifty days before the time fixed for holding such meeting; provided that any Meeting of Members may be held at any time and place without notice if all Members are present or represented thereat or if those absent waive notice thereof or signify their consent in writing to such meeting being held.

### **4.5 Auditors Entitled to Communication of Meetings**

The auditors of the Corporation are entitled to receive all communications relating to any Meeting of Members.



#### **4.6 Chair**

The Chair, if present, shall be chair of any Meeting of Members. If the Chair is not present within fifteen minutes from the time fixed for holding the meeting, the Members present at any Meeting of Members shall choose one of their number to be chair of the meeting.

#### **4.7 Quorum**

A quorum for the transaction of business at any Meeting of Members shall consist of a majority of the Members, present in person or by proxy.

#### **4.8 Voting**

Each Member shall have one vote on all matters arising at any Meeting of Members. Except as otherwise provided by statute or by the By-laws, questions arising at any Meeting of Members shall be decided by a majority of votes of those present and voting. In case of an equality of votes among the Members, the chair of the meeting shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Member present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the Minutes shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### **4.9 Errors in Notice, Waivers**

No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, of the Members 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.

#### **4.10 Fees and Remuneration**

No remuneration shall be paid to Members for serving as such. No fees shall be payable by Members.

### **SECTION 5 - BOARD OF DIRECTORS**

#### **5.1 Management of the Corporation**

Subject to the Act, the Directors shall manage or supervise the management of the activities and affairs of the Corporation and no by-law or resolution passed or enacted by the Board, or any other action taken by the Board, requires confirmation or ratification by the Members in order to become valid or to bind the Corporation, unless such confirmation or ratification is required by the By-laws or by statute.

## **5.2 Composition of the Board**

The Board shall consist of nine persons.

## **5.3 Qualification**

Every Director shall be eighteen or more years of age and no Director shall be an undischarged bankrupt or a mentally incompetent person.

## **5.4 Election and Term of Office**

At the first election of Directors following the approval of this By-law, three Directors shall be elected for a term of three years, three Directors shall be elected for a term of two years, and the remaining number of Directors shall be elected for a term of one year. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for three-year terms. Until the NFP Corporations Act is proclaimed in force, at least three Directors shall retire each year and such Directors may be eligible for re-election.

## **5.5 Vacancy**

Any vacancy in a Director's seat, however caused, may be filled by an individual designated by the Directors until the next annual meeting of Members.

## **5.6 Removal of Directors**

The Members may, by resolution passed by a majority of the votes cast at a meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of such Director's term of office, and may, by majority of the votes cast at that meeting, elect any qualified person in the stead of such Director for the remainder of the term. In addition, a Director shall cease to be a Director if such Director:

- (a) becomes bankrupt or is declared insolvent;
- (b) is found to be mentally incompetent;
- (c) resigns his or her office by notice in writing to the Corporation;
- (d) has been absent from more than three consecutive meetings of the Board, between two annual meetings of the Corporation;
- (e) ceases to be a Member; or
- (f) dies.

## **5.7 Remuneration of Directors**

The Board may, from time to time, determine by resolution the remuneration to be paid to the Chair, the chairs of committees and the Directors for acting as such. Any Director who is an employee of the Corporation shall not receive any remuneration for acting as a Director.

## **SECTION 6 - COMMITTEES**

### **6.1 Appointment of Committees**

The Board may appoint such committees as it, from time to time, considers advisable. Members of committees shall be appointed by, and hold office at the pleasure of the Board.

### **6.2 Power of Committees**

No committee shall have the power to act for or on behalf of the Corporation or otherwise commit to bind the Corporation to any course of action. Committees shall only have the power to make recommendations to the Board, or to the Members, as the Board may, from time to time, direct.

### **6.3 Reports of Committees**

The chair of each committee shall submit to the Board such reports as the Board may, from time to time, request.

## **SECTION 7 - MEETINGS OF DIRECTORS**

### **7.1 Quorum**

The quorum for the transaction of business at any meeting of the Board shall be a majority of the number of Directors.

### **7.2 Business at Meetings**

The Board may consider or transact any business, either special or general, at any meeting of the Board.

### **7.3 Place of Meeting**

Meetings of the Board may be held at any place within or outside Ontario.

### **7.4 Convening of Meeting**

Meetings of the Board may be formally called by the Chair or by any two Directors or by the Secretary on direction of any of the foregoing.

## **7.5 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings (“Regular Meetings”) at any hour and place to be named. The Board shall hold at least five Regular Meetings in each fiscal year of the Corporation. No notice is required in respect of the Regular Meetings.

## **7.6 Notice of Meeting**

(1) Notice of any meeting of the Board (other than Regular Meetings) shall be given to each Director in the manner provided by section 2.12, not less than two days before the time fixed for holding such meeting. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have waived notice or otherwise signified their consent to the meeting being held in their absence.

(2) No error or omission in giving such notice for a meeting of the Board 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 or had thereat.

(3) For the first meeting of the Board held immediately following the election of Directors at an annual or general meeting of the Members or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly elected or appointed Director or Directors in order legally to constitute the meeting, provided that a quorum of the Directors is present.

## **7.7 Chair of Meeting**

The Chair shall be the chair of any meeting of the Board. If the Corporation has no such Officer or if he is not present, the Directors present shall choose one of their number as chair of the meeting.

## **7.8 Voting**

Each Director shall have one vote on all matters arising at any meeting of the Board. Every question arising at any meeting of the Board shall be decided by a majority of votes of those present and voting. In the case of an equality of votes, the Chair shall have a second or casting vote. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

## **SECTION 8 - OFFICERS**

### **8.1 General**

The Officers shall consist of a Chair, a President and a Secretary and may include a Treasurer, or in lieu of a Secretary and a Treasurer, a Secretary-Treasurer and such other Officers as the Board may determine from time to time.

### **8.2 Appointment of Officers**

The Chair shall be elected by the Board from among the Directors. The Board shall appoint the President, Secretary and such other Officers as the Board may determine from time to time. In default of election or appointment, the then incumbents (those elected from the Board being members of the Board) shall hold office until their successors are elected or appointed.

### **8.3 Removal of Officer**

Any Officer may be removed from office by the Board which may fill any vacancy so occurring for the remainder of the term of such Officer.

### **8.4 Duties of Chair**

The Chair shall, when present, preside at all meetings of the Members and the Board. The Chair with the Secretary, or other Officer appointed by the Board for the purpose, shall sign all by-laws. The Chair shall be an *ex officio* member of all committees of the Board but shall not, in such *ex officio* capacity alone, be entitled to vote or be counted in determining whether a quorum exists at any committee meeting. The Chair shall perform such other duties as may from time to time be determined by the Board. During the absence or inability of the Chair, the Chair's duties and powers may be exercised by such other Director as the Board may, from time to time, appoint for the purpose, and if such other Director shall exercise any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto.

### **8.5 Duties of the President**

The President shall, in the absence of a specific appointment of a chief executive officer by the Board, be the chief executive officer and, subject to the authority of the Board, shall have general supervision of the affairs of the Corporation. The President shall have such other powers and duties as the Board may specify. In the temporary absence of the President or in the inability of the President to perform duties, the Directors shall appoint an acting President.

### **8.6 Duties of the Secretary**

Unless otherwise determined by the Board, the Secretary shall be the secretary of all meetings of the Board, Members and committees of the Board that he or she attends. The Secretary shall enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the Board, Members and committees of the Board, whether or not he or she attends such meetings. He or she shall give or cause to be given, as and when instructed,

all notices to Members, Directors, Officers, auditors and members of committees of the Board. He or she shall be the custodian of the seal of the Corporation and of all books, papers, records, contracts and other documents belonging to the Corporation, except when some other Officer or agent has been appointed for that purpose. He or she shall have such other powers and duties as otherwise may be specified.

#### **8.7 Duties of the Treasurer**

The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. He or she shall render to the Board whenever required an account of all his or her transactions as treasurer and of the financial position of the Corporation. He or she shall have such other powers and duties as otherwise may be specified.

#### **8.8 Duties of Other Officers**

The duties of all other Officers shall be such as the terms of their engagement call for or the Board requires of them.

#### **8.9 Delegation of Duties**

In case of the absence or inability of any Officer, or for any other reason that the Board may deem sufficient, the Board may, subject to the provisions of sections 8.4 and 8.5, from time to time delegate all or any of the powers of such Officer to any other Officer or to any Director.

### **SECTION 9 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

#### **9.1 Indemnity**

All Directors and Officers 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 or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Director or Officer for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by such Director or Officer in or about the execution of the duties of the office; and
- (b) all other costs, charges and expenses that such Director or Officer sustains or incurs in or about or in relation to the affairs of the Corporation,

except such costs, charges or expenses as are occasioned by the wilful neglect or default of such Director or Officer.

## **9.2 Limitation of Liability**

No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy or insolvency or tortious act of any person, firm or corporation with whom any moneys, securities or effects of the Corporation shall be deposited, or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation, or for any loss occasioned by any error of judgment or oversight on such person's part, or for any loss, damage or misfortune whatever which may happen in the execution of the duties of such office or in relation thereto unless the same shall happen through such person's own wilful neglect or default.

## **9.3 Reliance Upon Auditors**

The Board may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from any actions based upon such statement or report.

## **9.4 Security for Indemnities**

The Board may, from time to time, cause the Corporation to give indemnities to any Director, Officer or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and to secure such person against loss by mortgage or charge upon the whole or any part of the real and personal property of the Corporation by way of security. Any such action taken, from time to time, by the Board shall not require approval or confirmation by the Members.

## **SECTION 10 - AUDITORS**

### **10.1 Appointment of Auditor**

The Members shall at each annual meeting appoint one or more auditors to hold office until the close of the next annual meeting and, if an appointment is not so made, the auditors in office shall continue in office until a successor is appointed. The Board may fill any casual vacancy in the office of auditor.

### **10.2 Removal**

The Members may remove any auditor before the expiration of the auditor's term of office and shall appoint another auditor in the auditor's stead for the remainder of the term.

**10.3 Remuneration**

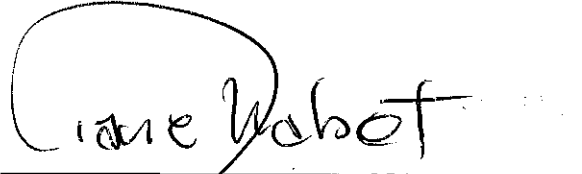
The remuneration of an auditor appointed by the Members shall be fixed by the Members or by the Board, if authorized to do so by the Members, and the remuneration of an auditor appointed by the Board to fill any casual vacancy shall be fixed by the Board.

**SECTION 11 - REPEAL**

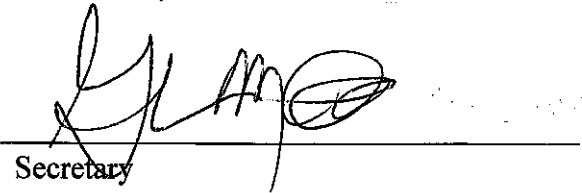
**11.1 Repeal**

All previous By-laws of the Corporation, including General By-law Number 50, are repealed but such repeal shall not affect the previous operation of any By-law. All Directors, Officers and other persons acting under any By-law so repealed shall continue to act as if appointed under this By-law and all resolutions with continuing effect passed under any By-law so repealed shall continue in force until amended or repealed except to the extent inconsistent with this By-law.

PASSED by the Directors and sealed with the seal of the Corporation as of the 31<sup>st</sup> day of March, 2013.



Chair of the board



Secretary