

GENERAL BY-LAW NUMBER 2

[As amended by the Board on 21 April 2006, and approved by the members on the 26 May 2006]

WHEREAS the General By-Law Number 1 (“By-Law”) provides in Article 9 that a director who has served six (6) years on the Board must retire for at least one (1) year (“Mandatory Retirement Period”) before being eligible for re-election as a director;

AND WHEREAS Article 25 of the By-Law empowers the board of directors to elect a Chairman of the board of directors;

AND WHEREAS Ms. Clare Bonnell, the current Vice Chairman of the board of directors, will be completing her sixth (6th) year on the board of directors at the 2006 Annual meeting of the corporation (“2006 AGM”);

AND WHEREAS it has been determined that it is in the best interests of the corporation that Ms. Clare Bonnell be re-elected to the board of directors at the 2006 AGM and then become the next Chairman of the board of directors;

AND WHEREAS it has been determined that it is in the best interests of the corporation that the Mandatory Retirement Period should not apply to Ms. Clare Bonnell, and, accordingly, Ms. Clare Bonnell should be permitted to be elected to the board of directors at the 2006 AGM and therefore be elected to the position of Chairman of the board of directors.

NOW THEREFORE, be it resolved that the Mandatory Retirement Period shall not apply to Ms. Clare Bonnell and, accordingly, Ms. Clare Bonnell may be re-elected at the 2006 AGM to the board of directors for the year immediately following the completion of her sixth (6th) year on the board of directors.

DATED

2007

President

Secretary,