

ZETA DELTA PROPERTY ASSOCIATION
SPECIAL GENERAL MEETING OF THE MEMBERS
TO BE HELD ON SUNDAY
THE 6TH DAY OF JULY, 2008

AGENDA

1. Constitution of meeting and consent to holding the meeting by conference telephone call;
2. Confirmation of members, directors and officers of the Corporation;
3. Ratification of acts of the directors;
4. Other business, if any; and
5. Termination of meeting.

ZETA DELTA PROPERTY ASSOCIATION

NOTICE OF A SPECIAL GENERAL MEETING OF THE MEMBERS

TAKE NOTICE that a special general meeting of the members of ZETA DELTA PROPERTY ASSOCIATION (the “Corporation”) will be held in person at 407 Huron Street, Toronto, Ontario M5S 2G5 and by conference telephone call on the 6th day of July, 2008 at 7:30 p.m. (Toronto local time) for the purposes detailed in the enclosed agenda.

PLEASE NOTE THAT:

- (a) you are entitled to appoint a proxyholder to attend and act as your representative at the special general meeting; and
- (b) you are requested to consent to the meeting if it is to be held by teleconference and the details of the teleconference are as follows:

Conference ID:	1-888-848-5559
Local Dial-in number:	416-849-7326
Toll-free Dial-in number:	1-866-908-5722
Participant passcode:	7838554

DATED at the City of Toronto, on the 16th day of June, 2008.

BY ORDER OF THE BOARD

MINUTES of a special general meeting of the members of ZETA DELTA PROPERTY ASSOCIATION (the “Corporation”) held in person at 407 Huron Street, Toronto, Ontario and by telephone conference call on the 6th day of July, 2008 at 7:30 p.m. (Toronto local time).

PRESENT

being a quorum of the members of the Corporation.

With the consent of the meeting, Peter Macaloney acted as Chair of the meeting and Mark Bruni acted as Secretary of the meeting.

CONSTITUTION OF MEETING:

The Chair stated that a quorum of the members of the Corporation were present in person or by conference telephone call and that all the members had received notice of the meeting. The Chair, therefore, declared the meeting to be regularly constituted for the transaction of business.

AUTHORIZATION OF MEETING BY CONFERENCE TELEPHONE CALL:

The Chair stated that a meeting of the members may be held by conference telephone call if all of the members participating in the meeting consent.

Upon motion duly made, seconded and carried unanimously, it was

RESOLVED that the holding of the meeting by conference telephone call is consented to and approved.

CONFIRMATION OF CURRENT MEMBERS, DIRECTORS AND OFFICERS

The Chair stated that in order to ensure that the corporate records accurately and appropriately reflect the current members, directors and officers of the Corporation, it is necessary for the members to confirm the current members, directors and officers of the Corporation.

Upon motion duly made, seconded and carried unanimously, it was

RESOLVED that the individuals listed on Schedule “A” attached hereto are confirmed as the current members of the Corporation.

RESOLVED that the following individuals are confirmed as the elected directors of the Corporation for a term expiring at the close of the next annual meeting or until their successors are elected or appointed:

Peter Macaloney
Mark Bruni
Bart Colenbrander

RESOLVED that the following individuals are confirmed as the current officers of the Corporation for a term expiring at the date at which their successors are elected or appointed:

Peter Macaloney - President
Mark Bruni - Secretary
Bart Colenbrander - Treasurer

RATIFICATION OF ACTS OF DIRECTORS

The Chair stated that it is necessary and desirable that all acts of the directors hereby confirmed, up to and as of the date hereof, be ratified and confirmed by the members of the Corporation.

Upon motion duly made, seconded and carried unanimously, it was

RESOLVED that all acts of the directors hereby confirmed, up to and as of the date hereof, including but not limited to the entering into of an agreement of purchase and sale with respect to the lands and buildings known municipally as _____, be and is hereby ratified and confirmed.

TERMINATION

There being no further business before the meeting, the meeting then terminated.

Peter Macaloney
Chair of the Meeting

Mark Bruni
Secretary of the Meeting

ZETA DELTA PROPERTY ASSOCIATION

MEETING OF THE DIRECTORS

TO BE HELD ON SUNDAY

THE 6TH DAY OF JULY, 2008

AGENDA

1. Constitution of meeting;
2. Enactment of By-law Number 2008-1;
3. Enactment of By-law Number 2008-2;
4. Application for supplementary letters patent;
5. Other business, if any; and
6. Termination of meeting.

ZETA DELTA PROPERTY ASSOCIATION

NOTICE OF A MEETING OF THE BOARD OF DIRECTORS

TAKE NOTICE that a meeting of the directors of ZETA DELTA PROPERTY ASSOCIATION (the “Corporation”) will be held in person at 407 Huron Street, Toronto, Ontario on the 6th day of July, 2008 at 8:00 p.m. (Toronto local time) for the purposes detailed in the enclosed agenda.

PLEASE NOTE THAT the meeting will take place directly following a special general meeting of the members of the Corporation.

DATED at the City of Toronto, on the 16th day of June, 2008.

MINUTES of a meeting of the directors of ZETA DELTA PROPERTY ASSOCIATION (the "Corporation") held at 407 Huron Street, Toronto, Ontario on the 6th day of July, 2008 at 8:00 p.m. (Toronto local time).

PRESENT:

Peter Macaloney
Mark Bruni
Bart Colenbrander

being all of the directors of the Corporation.

With the consent of the meeting, Peter Macaloney acted as Chair of the meeting and Mark Bruni acted as Secretary of the meeting.

CONSTITUTION OF MEETING

The Chair stated that all of the directors of the Corporation were personally present and had received notice of the meeting. The Chair therefore declared the meeting to be regularly constituted for the transaction of business.

ENACTMENT OF BY-LAW NUMBER 2008-1

Upon motion duly made, seconded and carried unanimously, it was

RESOLVED that:

1. By-Law Number 2008-1 of the Corporation, being a by-law relating generally to the transaction of the affairs of the Corporation, is passed; and
2. the proper officers of the Corporation are authorized and directed to sign By-law Number 2008-1 in order to evidence its passage.

ENACTMENT OF BY-LAW NUMBER 2008-2

Upon motion duly made, seconded and carried unanimously, it was

RESOLVED that:

1. By-Law Number 2008-2 of the Corporation, being a by-law relating to the distribution of the property of the Corporation upon its dissolution or wind-up, is passed; and
2. the proper officers of the Corporation are authorized and directed to sign By-law Number 2008-2 in order to evidence its passage.

APPLICATION FOR SUPPLEMENTARY LETTERS PATENT

The Chair stated that it is desirable that the Corporation amend its objects by submitting to the Ministry of Government Services (the “Ministry”) an application for supplementary letters patent authorizing such amendments, in the form attached to this resolution as Schedule “A” (the “Application”).

Upon motion duly made, seconded and carried unanimously, it was

RESOLVED as a special resolution that:

1. the Application be approved; and
2. any two of the directors or officers are authorized and directed to execute and deliver the Application to the Ministry and to do, sign and execute all further documents and instruments necessary or desirable for the due carrying out of the foregoing.

TERMINATION

There being no further business before this meeting of the directors, the meeting then terminated.

Peter Macaloney
Chair of the Meeting

Mark Bruni
Secretary of the Meeting

BY-LAW NUMBER 2008-1

A by-law relating generally to the transaction of the affairs of ZETA DELTA PROPERTY ASSOCIATION

BE IT ENACTED as a by-law of ZETA DELTA PROPERTY ASSOCIATION as follows:

ARTICLE 1 INTERPRETATION

1.1 Definitions – In this By-Law the following terms shall have the following meanings:

“**Act**” means the *Corporations Act* (Ontario), R.S.O. 1990, c. C.38, the regulations enacted pursuant to it and any statutes and regulations that may be substituted for them, as amended from time to time;

“**Annual General Meeting**” means an annual meeting of the Members as described in Section 4.2;

“**Annual Organizational Meeting**” means the first meeting of the Board held following each Annual General Meeting;

“**Auditor**” means the auditor of the Corporation;

“**Board**” means the board of directors of the Corporation from time to time constituted;

“**By-Laws**” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“**Chair**” means the chair of the Board;

“**Committee**” means a committee or, where the context permits, a subcommittee of the Board;

“**Corporation**” means Zeta Delta Property Association, a corporation incorporated without share capital under the Act;

“**Director**” means a director of the Corporation described in Article 5 herein;

“**Letters Patent**” means the letters patent of incorporation of the Corporation dated the 16th day of January, 1952, as the same may from time to time in the future be amended and supplemented by supplementary letters patent;

“**Member**” means a member of the Corporation;

“**Officer**” means an officer of the Corporation;

“**President**” means the president of the Corporation;

“**Secretary**” means the secretary of the Corporation;

“**Special Resolution**” means a resolution passed by the Board and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the Members duly called for that purpose, or in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting; and

“**Treasurer**” means the treasurer of the Corporation.

1.2 Interpretation - In this By-Law all references to the singular shall also be interpreted as referring to the plural and vice versa and words in one gender include all genders. The insertion of headings in this By-Law and the division into sections and subsections are for convenience of reference only and shall not affect the interpretation of this By-Law. References to an Article or Section refer to the applicable article or section of this By-Law.

ARTICLE 2 GENERAL

2.1 Head Office – Until changed by Special Resolution, the head office of the Corporation shall be in the City of Toronto, in the Province of Ontario.

2.2 Corporate Seal – Until changed by resolution of the Board, the corporate seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

2.3 Financial Year – The financial year of the Corporation shall terminate on the 31st day of December in each year.

2.4 Books and Records – The Board shall see that all necessary books and records of the Corporation required by this By-Law or by any applicable statute or law are regularly and properly kept.

ARTICLE 3 MEMBERS

3.1 Membership – Membership shall be limited to individuals:

- (a) who are current members of the Fraternity Chapter of Sigma Nu at the University of Toronto, an unincorporated association (the “**Fraternity**”) or who were at one time members of the Fraternity and who are now alumni members in good standing; and
- (b) whose membership has been approved by the Board.

3.2 Withdrawal from Membership – Any Member may withdraw from the Corporation by providing a written notice of resignation to the Secretary. The resignation of a Member shall become effective at the time such resignation is accepted by the Board or at the time specified in the resignation, whichever is earlier.

3.3 Removal of Member – Any Member may be removed if at a special meeting of Members, a special resolution is passed to remove the member by at least two-thirds (2/3rds) of the votes cast at the special meeting duly called for that purpose; provided that: (i) notice of the meeting shall be served on the Member; (ii) such notice shall set out the grounds for the proposed removal of the Member; and (iii) the Member shall be granted the opportunity to be heard at the meeting.

3.4 Transferability and Termination of Membership – Membership in the Corporation shall not be transferable and shall lapse and terminate upon the occurrence of any one of the following events:

- (a) the death of a Member;
- (b) the withdrawal of a Member in accordance with Section 3.2 herein; or
- (c) the removal of the Member from the register in accordance with Section 3.3 herein.

3.5 Dues – There shall be no dues or fees payable by the Members except such dues and fees, if any, as shall from time to time be fixed by resolution of the Board.

ARTICLE 4 MEMBERS' MEETINGS

4.1 Place of Meetings of Members – Any meeting of the Members shall be held at the head office of the Corporation or at any place within Ontario on such day in each year and at such time as the Board may determine.

4.2 Annual Meeting of Members – An annual meeting of the Members shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual meeting. At every annual meeting, in addition to any other business that may be transacted:

- (a) the financial statements and the report of the auditor shall be presented to the Members;
- (b) a Board shall be elected; and
- (c) the Auditor shall be appointed for the ensuing year and the remuneration of the Auditor shall be fixed or the Board shall be authorized to fix such remuneration.

4.3 Special General Meetings of Members - The Board, the President or the Secretary shall have the power to call, at any time, a special general meeting to consider any special business of

the Corporation. The Board shall call a general meeting of Members, upon the deposit, at the head office of the Corporation, of a written requisition signed by not less than one-tenth (1/10) of the Members. Such requisition shall set out the general nature of the business to be presented at the requisite meeting. In the event the Board does not call the meeting within twenty one (21) days from the date of deposit of such requisition, any one of the Members who signed such requisition may call such meeting which shall be held within sixty (60) days from the date of the deposit of the requisition.

4.4 Notice of Members' Meetings - Subject to Article 11, notice of the time and place of any meeting of the Members shall be given by pre-paid delivery, telephone, facsimile or other means of recorded electronic communication not less than 10 days before the meeting is to take place to each Member who, at the close of business on the record date for notice or, if no record date for notice is fixed, at the close of business on the day preceding the day on which notice is given, is entered in the register of Members. Notice of a general meeting of Members shall state the nature of the business to be transacted thereat in sufficient detail to permit a Member to form a reasoned judgement thereon. The auditor of the Corporation is entitled to receive all notices and other communications relating to any meetings of Members that any Member is entitled to receive. The statutory declaration of the Secretary or President that notice has been given in accordance with this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

4.5 Waiver of Notice - Any meeting of Members may be held at any time and place without notice if all Members entitled to vote thereat are present or if not present, either before or after the meeting, waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation, at a meeting of Members, may transact.

4.6 Error or Omission in Notice - No error or omission in giving notice of any meeting or any adjourned meeting of the Members shall invalidate such meeting or make void any resolutions passed or 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.

4.7 Adjournments - Any meeting of the Members 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 and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Members is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.8 Meetings by Teleconference - If all the Members present or participating in the meeting consent thereto, either generally or in respect of a particular meeting, a meeting of the Members may be held by means of telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Member participating in such a meeting by such means is deemed to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates. A quorum shall be established and votes shall be recorded by voice identification of each Member by a roll-call of Members participating in the meeting.

4.9 Chair of Meetings- The President shall be the chair at all meetings of the Members. If no such Officer is present within fifteen minutes from the time fixed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be the chair of the meeting.

4.10 Persons Entitled to be Present - The only persons entitled to attend meetings of Members shall be the Members; the auditor of the Corporation; and, others who are entitled or required under any provision of the Act or the Letters Patent or By-laws to be present at the meeting. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. For greater certainty, only the Members will have the right to vote and speak at such meetings although others present at such meetings in accordance with the Act or the Letters Patent or By-laws shall be allowed to speak with the consent of the meeting.

4.11 Quorum- A quorum shall consist of a majority of the Members. Where there is only one Member, then that Member shall constitute a quorum for the transaction of business at any meeting of Members. No business shall be transacted at any meeting of the Members unless a quorum is present at the commencement of and throughout the meeting.

4.12 Voting – Unless the Act or the By-laws otherwise provide, each Member present in person and in good standing shall, at all meetings of Members, be entitled to one vote on each question. No Member shall be entitled to vote at meetings of the Corporation unless such Member has paid all dues or fees, if any, then payable by such Member to the Corporation.

4.13 Votes to Govern - At any meeting of the Members, every question shall, unless otherwise required by the Act, the Letters Patent or By-laws or otherwise by law, be determined by the majority of the votes duly cast on the question.

4.14 Method of Voting – Any question at a meeting of Members shall be decided by a show of hands unless:

- (a) prior to a show of hands, a majority of the Members present and entitled to vote resolve to vote on the matter by secret ballot, in which case the chair of the meeting shall distribute and collect ballots for such purpose and the result of the vote by secret ballot shall be the decision of the Members upon the said question; or
- (b) after a show of hands, a poll thereon is required or demanded by the chair of the meeting or any person entitled to vote on the question in which case the procedures set forth hereinafter shall be followed.

Whenever a vote by secret ballot or show of hands shall have been taken upon a question, (unless in the latter case a poll thereon is so required or demanded), a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

4.15 Polls –If a poll is required or demanded, the poll shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. The result of the poll shall be the decision of the Members upon the said question.

4.16 Casting Vote – In the case of an equality of votes at any meeting of Members, either upon a show of hands or upon a poll, the chair of the meeting shall have a second or casting vote.

4.17 Resolutions in Writing – A resolution in writing signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterpart. Resolutions in writing signed by one or more Members and transmitted by facsimile to the Secretary or the President shall be deemed to be duly signed by such Members.

ARTICLE 5 DIRECTORS

5.1 Number of Directors – Until changed by Special Resolution, the number of directors of the Corporation shall be fixed at three (3) directors.

5.2 Qualification – Every Director must be 18 or more years of age with the power under law to contract. No undischarged bankrupt shall be a Director, and, if a Director becomes bankrupt, such Director thereupon ceases to be a Director.

5.3 Election and Term - The Directors shall be elected by the Members at each Annual General Meeting. Each Director shall be elected to hold office until the first Annual General Meeting after such Director is elected or until his or her successor is elected or appointed, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election.

5.4 Removal – The Members may, by Special Resolution passed at a special meeting of Members of which notice specifying the intention to pass such Special Resolution has been given, remove any Director before the expiration of such Director's term of office and may, by a majority of votes cast at that meeting, elect any person in the place of such Director for the remainder of the term of such Director.

5.5 Vacation of Office – The office of a Director shall automatically be vacated when such Director becomes incapacitated, dies, resigns, becomes disqualified from being a Director under Section 5.2, is removed from office in accordance with Section 5.4 or is not present at three (3) consecutive Board meetings, unless the Board passes a resolution permitting such Director to remain in office as a Director notwithstanding such absences. The resignation of a Director becomes effective at the time a written resignation is received by the President or at the time specified in the resignation, whichever is later.

5.6 Vacancies – Subject to the rights of the Members set out in Section 5.4, if a quorum of the Directors is then in office, vacancies on the Board, howsoever caused, may be filled for the remainder of the term by the Directors, if they shall see fit to do so; otherwise, any such vacancy

shall be filled at a special general meeting of Members. If, as a result of any vacancy on the Board, there is not a quorum of Directors then in office, the remaining Directors shall forthwith call a special general meeting of Members to fill the vacancy.

5.7 Powers - The Board may, on behalf of the Corporation, exercise all the powers that the Corporation may lawfully exercise under the Act, the Letters Patent or otherwise. The powers include:

- (a) to enter into contracts or agreements;
- (b) to make banking and financial arrangements;
- (c) to execute documents;
- (d) to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Corporation;
- (e) to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the board may consider advisable;
- (f) to borrow money on the credit of the Corporation; and
- (g) to appoint any agents and retain any employees that it considers necessary.

5.8 Committees – The Board may from time to time constitute such committee or committees as it deems necessary, and for such purposes and with such powers as may be prescribed by the Board, whose Members shall serve at the pleasure of the Board. Each such committee may formulate its own rules of procedure subject to such regulations and/or directions as the Board may from time to time make in respect thereof. The Board may fix any remuneration to be paid, if any, to Members of any committee. Any member of any such committee shall be removable from such committee at any time at the discretion of the Board.

5.9 Disbanding - The Board shall have the power to disband any committee which it creates.

5.10 Declaration of Interest - It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Corporation to declare such interest and to refrain from voting thereon in accordance with the Act.

5.11 Remuneration of Directors - The Directors of the Corporation shall receive no remuneration for acting as such, but shall be entitled to be paid their reasonable expenses properly incurred in the performance of their duties, including their travelling and other expenses properly incurred by them in attending meetings of the Board, of any committee thereof, or of the Members of the Corporation or otherwise properly incurred by them in connection with carrying out the activities of the Corporation.

**ARTICLE 6
DIRECTORS' MEETINGS**

6.1 Place of Meetings - Except as otherwise required herein or by law, the Board may hold its meetings either at the head office of the Corporation or at any place within or outside Ontario as it may from time to time determine.

6.2 Number of Meetings - There shall be a minimum of one (1) meeting per year of the Board or such greater number of meetings as is determined, from time to time, by the Board.

6.3 Calling of Meetings - Board meetings may be formally called by the President or by one-third or more of the Directors.

6.4 Notice of Directors' Meetings – Subject to Article 11, notice of the time and place of any meeting of the Board shall be given by pre-paid delivery, telephone, facsimile or other means of recorded electronic communication to each Director not less than two (2) days before the meeting is to take place. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting. The statutory declaration of the Secretary or President that notice has been given in accordance with this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

6.5 Regular Meetings – The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and for such a regular meeting no notice need be sent.

6.6 Meetings without Notice – If the first meeting of the Board following the annual meeting of Members is held immediately thereafter, then no notice shall be necessary in order to constitute the meeting provided that a quorum of Directors is present.

6.7 Waiver of Notice - A meeting of the Board may be held at any time and place without notice if all Directors who are present or if those who are not present, either before or after the meeting, waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation, at a meeting of Directors, may transact, provided that a quorum of the Directors is present.

6.8 Error or Omission in Notice, Board - No error or omission in giving notice of a meeting of the Board or any adjourned meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had 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.

6.9 Adjourned Meetings – Any meeting 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 and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.10 Meetings by Teleconference – If all the Directors present or participating in the meeting consent thereto, either generally or in respect of a particular meeting, a meeting of the Board or of a committee of the Board may be held by means of telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at that meeting. Any such consent shall be effective whether given before or after the meeting to which it relates. A quorum shall be established and votes shall be recorded by voice identification of each Director by a roll-call of Directors participating in the meeting.

6.11 Chair of Meetings - The President shall be the chair at all meetings of the Board. If no such Officer is present within fifteen minutes from the time fixed for holding the meeting, the Directors present shall choose one of their number to be the chair of the meeting.

6.12 Quorum - The powers of the Directors may be exercised by resolution passed at a meeting of the Board at which a quorum is present. The presence of not less than a majority of the number of Directors entitled to be elected from time to time shall be necessary to constitute a quorum for the transaction of business at meetings of the Board. No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of and throughout the meeting. Where there is a vacancy on the Board, the remaining Directors may exercise all the powers of the Board so long as two or more Directors or more remain in office.

6.13 Voting - Subject to the Act, the Letters Patent and the By-laws, any question arising at any meeting of the Board shall be decided by a majority of votes. Each Director is entitled to exercise one vote. All votes at any such meeting shall be taken by a show of hands in the usual manner of assent or dissent. Whenever a vote by show of hands shall be taken upon a question, 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, and the result of the vote so taken shall be the decision of the Board upon the said question.

6.14 Casting Vote – In the case of an equality of votes at any Board meeting, the chair of the meeting shall have a second or casting vote.

6.15 Resolutions in Writing – A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterpart. Resolutions in writing signed by one or more Directors and transmitted by facsimile to the Secretary or President shall be deemed to be duly signed by such Directors.

ARTICLE 7 OFFICERS

7.1 Officers – The officers of the Corporation shall be comprised of:

- (a) a President of the Corporation, who shall be a Director;
- (b) a Secretary of the Corporation, who may be a Director;

- (c) a Treasurer of the Corporation, who may be a Director; and
- (d) such other officers appointed by the Board who may include one or more assistants to any of the officers so appointed.

A person may hold more than one office as long as he or she is qualified to hold each such office.

7.2 Duties of Officers

- (a) President – The President, when present, shall preside at all meetings of the Members and the Board and shall sign all contracts, documents or instruments in writing which require his or her signature and shall possess and may exercise such powers and shall perform such other duties as may from time to time be assigned to him or her by resolution of the Directors.
- (b) Secretary – The Secretary shall attend all meetings of the Members and the Board except where the chair of the meeting determines that it is inappropriate for the Secretary to attend due to the nature of the matter being discussed. At such meetings, the Secretary shall record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give or cause to be given all notices required to be given to the Members, Directors and members of Committees. The Secretary shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which the Secretary shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution. The Secretary shall sign such documents, contracts or instruments in writing as require his or her signature and shall perform such other duties as may from time to time be determined by the Board or as are incidental to the office of the Secretary.
- (c) Treasurer - The Treasurer shall keep proper account 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. The Treasurer 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; and he or she shall have such other powers and duties as the Board may specify.
- (d) Other Officers – The duties of all other Officers of the Corporation appointed by the Directors shall be such as the terms of their engagement call for or the Directors prescribe.

7.3 Delegation of Duties – If any Officer of the Corporation is unable to carry out his or her duties, or for any other reason that the President may deem sufficient, the President may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

7.4 Term of Office –The Board, in their discretion, may by resolution remove any Officer of the Corporation, without prejudice to such Officer’s rights under any employment contract or in law. Otherwise, each Officer appointed by the Board shall hold office until such Officer’s successor is appointed, or until such Officer’s earlier resignation.

7.5 Removal - Notwithstanding Section 7.4, the Directors may, by resolution passed by at least a majority of the votes cast at a Board meeting of which notice specifying the intention to pass such resolution has been given, remove any individual as an Officer before the expiration of such individual’s term of office, by a majority of votes cast at that meeting.

7.6 Vacancies – Notwithstanding Section 7.4, the office of an Officer shall automatically be vacated upon:

- (a) that Officer’s resignation, which resignation shall be effective at the time the written resignation is received by the President or at the time specified in the resignation, whichever is later;
- (b) that Officer being removed by the Board;
- (c) that Officer ceasing to be a Director, where the Officer is required to be a Director;
or
- (d) that Officer’s death.

If an office shall become vacant in any of the circumstances described in this Section 7.6, the Board may appoint a qualified person to fill such vacancy for the remainder of the term of such office.

7.7 Remuneration –The Officers shall be paid such remuneration for their services as the Board may from time to time determine, except that no Officer who is also a Director shall be entitled to receive remuneration for acting as such. The Board may also determine that the Officers be entitled to be reimbursed for travelling and other expenses properly incurred by them in the exercise of the duties of their respective offices. The remuneration of any employees or agents shall be such as the terms of their engagement call for or as the Board may specify.

ARTICLE 8 DECLARATION OF INTEREST

8.1 Definitions - For the purposes of this Article 8:

- (a) two persons are partners if they have lived together for at least one year in a conjugal relationship; and
- (b) two persons are relatives if they are related by blood, marriage or adoption.

8.2 Interest in a Contract or Transaction - A Director who has an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Board, or a Director who has knowledge that his or her partner or a

relative has an interest, directly or indirectly, in any contract, transaction, proposed contract or proposed transaction under consideration by the Board shall:

- (a) declare to the Board the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is to be considered;
- (b) refrain from taking part in any discussion or vote related to the matter; and
- (c) withdraw from the meeting when the matter is being discussed if required to do so by a majority of Directors present at the meeting, or if the Director in his or her discretion wishes to do so.

8.3 Effect of Disclosure - A Director who has declared his or her interest in a contract or transaction or a proposed contract or transaction and who has not voted in respect thereof, shall not be accountable to the Corporation, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such Director holding that office or of the fiduciary relationship established thereby.

8.4 Failure to Declare - Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by a resolution carried by two-thirds of the Directors present at the meeting, that a conflict of interest exists and in each such case the provisions of Section 8.2(b) and (c) shall apply as if the Director had declared the interest.

ARTICLE 9 PROTECTION OF DIRECTORS AND OFFICERS

9.1 Limitation of Liability - Except as otherwise provided in the Act, no Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, employee or agent or for joining in any receipt or 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 the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any loss, damage or misfortune occasioned by any error of judgment or oversight on such person's part or otherwise in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own wilful act or wilful neglect or wilful default.

9.2 Indemnity - Every Director and Officer of the Corporation and his or her 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 said 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 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 duty of such Director's or Officer's office; and
- (b) all other costs, charges and expenses which such Director or Officer sustains or incurs in or about or in relation to the affairs thereof;

except such costs, charges or expenses as are occasioned by such Director's or Officer's wilful act, neglect, default, dishonesty or otherwise acting in bad faith.

9.3 Insurance - Subject to the Act and all other relevant legislation, the Corporation may purchase and maintain insurance for the Directors and Officers of the Corporation against any liability incurred by any Director or Officer, in the capacity as a Director or Officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation. The cost of such insurance shall be paid for out of the funds of the Corporation.

9.4 Expenses Paid in Advance – Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

9.5 Other Remedies Available – The indemnification herein provided shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Letters Patent or the By-Laws or any agreement, vote of the Members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding any office with the Corporation and shall continue as to an individual who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 10 EXECUTION OF DOCUMENTS, BANKING AND BORROWING

10.1 Signatories – Deeds, transfers, assignments, contracts, obligations, certificates and other documents (collectively, “**instruments**”), may be signed on behalf of the Corporation by any two Directors or Officers of the Corporation, and all instruments so signed shall be binding upon the Corporation without any further authorization or formality. In addition, the Board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal thereto.

10.2 Facsimile Signatures - The signature of any individual authorized to sign on behalf of the Corporation may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed

shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

10.3 Banking - The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may, from time to time, be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may, from time to time, prescribe or authorize.

10.4 Borrowing – Subject to the limitations set out in the Letters Patent, if any, the Board may from time to time:

- (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;
- (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; and
- (f) delegate to such one or more of the Directors or Officers of the Corporation as may be designated by the Directors all or any of the powers conferred by this Section 10.4 to such extent and in such manner as the Board shall determine at the time of each delegation.

10.5 Board Delegation – From time to time, the Board may authorize any Director or Officer of the Corporation 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 security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security 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.

ARTICLE 11 NOTICE

11.1 Notice – Whenever notice is required to be given under the Act or this By-Law, notice shall be deemed to have been sufficiently given if sent in writing to the last known address of the addressee recorded on the books of the Corporation and delivered in person, sent by prepaid first class mail or sent by any electronic means of sending messages to any person who has consented in writing to receive notice by such method, including electronic mail or facsimile transmission,

which produces a paper record. Notice shall not be sent by mail if there is a general interruption of postal services in the place in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the business day it was delivered or sent by electronic means or on the third business day after it was mailed.

11.2 Undelivered Notices – If any notice given to a Member pursuant to Section 11.1 is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notice to such Member until such Member informs the Corporation in writing of the Member's address.

11.3 Signatures – The signature on any notice or other communication or document to be sent to the Corporation may be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced.

11.4 Omission of Notice Does Not Invalidate Actions – All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

11.5 Computation of Time – In computing the date when notice must be given under any provision requiring a specific number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

11.6 Waiver of Notice – Any Member, Director, Officer or Auditor may waive any notice required to be given under any provision of the Act, the Letters Patent, the By-Laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE 12 AUDITOR

12.1 Auditor – The Members shall appoint one or more auditors to audit the financial statements of the Corporation. The Directors may fill any casual vacancy in the office of auditor, but while the vacancy continues, the surviving or continuing auditor, if any, may act. A person other than a retiring auditor is not capable of being appointed auditor at such a meeting unless the notice requirements of the Act have been met.

12.2 Duties - The responsibilities of the Auditor or Auditors shall be:

- (a) to audit the financial statements of the Corporation; and
- (b) to report to the Members at each annual meeting on whether the financial statements of the Corporation are fairly presented in accordance with generally accepted accounting principles.

12.3 Qualification - The Auditor shall not be a Director, Officer or employee, or associated with a Director, Officer or employee, of either the Corporation or of an affiliated corporation, unless all the Members have unanimously consented.

12.4 Remuneration - The remuneration of an Auditor appointed by the Members shall be fixed by the Members or by the Board if it is authorized to do so by the Members, and the remuneration of an Auditor appointed by the Board shall be fixed by the Board.

**ARTICLE 13
BY-LAWS**

13.1 Procedure – The Board may pass, repeal, amend or re-enact any By-law from time to time and the Members may, by Special Resolution, confirm, reject, amend or otherwise deal with any By-law passed by the Board and submitted to a meeting of the Members duly called for that purpose.

13.2 Repeal of Former By-laws – Subject to the provisions of Section 13.1 herein, the Board may repeal one or more By-laws by passing a By-law that contain provisions to that effect.

13.3 Effect of Repeal of By-laws - The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All Directors, Officers and other persons acting under any By-law repealed in whole or part shall continue to act as if elected or appointed under the provisions of this By-law.

13.4 Enactment of By-laws - This By-law No. 2008-1 shall come into force and effect, following its approval by the Board and upon its confirmation by the Members. Upon this By-law 2008-1 coming into force and effect, all other by-laws of the Corporation shall thereby be repealed in their entirety.

ENACTED by the Board on the _____ day of _____, 2008.

President

Secretary

CONFIRMED by the Members on the _____ day of _____, 2008.

President

Secretary

BY-LAW NUMBER 2008-2

**A By-Law providing for the disposition of property on the dissolution or winding-up of
ZETA DELTA PROPERTY ASSOCIATION
(the "Corporation")**

BE IT ENACTED as a by-law, being By-Law Number 2008-2 of the Corporation, as follows:

1. **Disposition of Property on Dissolution** - In the event of the dissolution or winding-up of the Corporation, all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees, as such term is defined in the *Income Tax Act* (Canada).
2. **Enactment of By-law** - This By-law Number 2008-2 shall come into force and effect, following its approval by the Board and upon its confirmation by the Members. The coming into force and effect of this By-law 2008-2 shall not in any way affect the validity of By-Law Number 2008-1, which shall continue to be in full force and effect.

ENACTED by the board of directors the _____ day of _____, 2008.

President

Secretary

CONFIRMED by the members the _____ day of _____, 2008.

President

Secretary

Form 3
**Corporations
 Act**

Formule 3
**Loi sur les
 personnes
 morales**

**APPLICATION FOR SUPPLEMENTARY LETTERS PATENT
 REQUÊTE EN VUE D'OBTENIR DES LETTRES PATENTES SUPPLÉMENTAIRES**

1. Name of the applicant corporation: (Set out in BLOCK CAPITAL LETTERS)

Dénomination sociale de la personne morale : (écrire en LETTRES MAJUSCULES SEULEMENT)

Z	E	T	A		D	E	L	T	A		P	R	O	P	E	R	T	Y		A	S	S	O	C	I	A	T	I	O
N																													

2. The name of the corporation is changed to (if applicable): (Set out in BLOCK CAPITAL LETTERS)

La dénomination sociale de la personne morale devient (le cas échéant) : (écrire en LETTRES MAJUSCULES SEULEMENT)

3. Date of incorporation/amalgamation:

Date de la constitution ou de la fusion 1952 01 16
 Year/Année Month/Mois Day/Jour

4. The resolution authorizing this application was confirmed by the shareholders/members of the corporation on:

La résolution autorisant la présente requête a été ratifiée par les actionnaires ou membres de la personne morale le : 2008 07 06
 Year/Année Month/Mois Day/Jour

under section 34 or 131 of the *Corporations Act*.
 aux termes de l'article 34 ou 131 de la Loi sur les personnes morales.

5. The corporation applies for the issue of supplementary letters patent to provide as follows:

La personne morale demande la délivrance de lettres patentes supplémentaires qui prévoient ce qui suit :

See attached Schedule A.

This application is executed in duplicate
La présente requête est faite en double exemplaire.

ZETA DELTA PROPERTY ASSOCIATION

Current Name of Corporation
Dénomination sociale actuelle de la personne morale

By
Par :

Signature
Signature

Description of Office
Fonction

Signature
Signature

Description of Office
Fonction

SCHEDULE "A"

The objects of the Corporation, as stated in the Letters Patent dated January 16, 1952 and as amended by Supplementary Letters Patent dated July 6, 1966, which currently provide as follows:

- (a) to promote the interest of the members of the Fraternity Chapter of Sigma Nu known as Zeta Delta, and to erect, purchase, acquire, hold, dispose of, rent, mortgage and operate a chapter house or chapter houses or any other building or buildings in connection with the said Zeta Delta Chapter;
- (b) without limiting the generality of the foregoing, to acquire and hold gifts, bequest, donations, legacies and devises;
- (c) to carry on any other undertaking capable of being conveniently or advantageously carried on in connection with or ancillary to the above objects or calculated directly or indirectly to enhance the value of any of the Corporation's property or rights and to further the objects of the Corporation;
- (d) to establish, support, maintain, contribute to and administer any funds or trusts calculated to benefit members, present or future, of the said Fraternity;
- (e) to purchase, take on lease or in exchange, hire or otherwise acquire any personal property suitable for the purposes of the Corporation;
- (f) to lend money to members of the said Fraternity on the security of personal property only and to guarantee the performance of contracts by any such member;
- (g) to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Corporation; and
- (h) to do all such other things as are incidental or conducive to the attainment of the above objects."

shall be deleted in their entirety and substituted with the following:

- “(a) to promote the interests of the active and alumni members of the Fraternity Chapter of Sigma Nu, known as Zeta Delta, at the University of Toronto;
- (b) to support yearly alumni activities of the Fraternity Chapter of Sigma Nu, known as Zeta Delta, at the University of Toronto, inclusive of but not limited to social and networking events;
- (c) to make distributions, from time to time, to qualified donees as such term is defined in the Income Tax Act (Canada); and
- (d) in furtherance of the above objects to support, promote and advance such activities of the Corporation, as are incidental and ancillary to the above objects.

The Corporation possesses the power to do all such things as are incidental to the attainment of the above objects and, in particular:

1. to acquire by purchase, contract, donation, lease, legacy, devise, gift, grant, bequest or otherwise, any real or personal property or interests therein, and to enter into and carry out any agreements, contracts, or undertakings incidental thereto, and to hold and manage the same for the actual use and occupation of the Corporation or for carrying on its objects, and to sell, grant, convey, mortgage, hypothecate, pledge, charge, lease, or otherwise dispose of such real or personal property or interests therein from time to time as occasion may require, and to acquire other real or personal property or interests therein in addition thereto or in place thereof, as may be considered advisable;
2. to employ and pay such persons, professionals, representatives, employees and agents, and to establish, equip, furnish, maintain, operate, manage and staff appropriate offices, facilities and programs in furtherance of the objects of the Corporation, and to incur such reasonable expenses as may be necessary in respect thereof;
3. to require payment of all sums of monies and claims to any real or personal property in which the Corporation may have an interest, and to compromise on any such claims, and generally to pursue payment in its corporate name through whatever means are available at law; and
4. to perform any manner of actions as are incidental or conducive to the attaining of the above-mentioned objects of the Corporation.”

ZETA DELTA PROPERTY ASSOCIATION
SPECIAL GENERAL MEETING OF THE MEMBERS
TO BE HELD ON SUNDAY
THE 6TH DAY OF JULY, 2008

AGENDA

1. Constitution of meeting and consent to holding the meeting by conference telephone call;
2. Confirmation of Enactment of By-Law Number 2008-1;
3. Confirmation of Enactment of By-Law Number 2008-2;
4. Confirmation of Application for Supplementary Letters Patent;
5. Other business, if any; and
6. Termination of meeting.

ZETA DELTA PROPERTY ASSOCIATION

NOTICE OF AN SPECIAL GENERAL MEETING OF THE MEMBERS

TAKE NOTICE that a special general meeting of the members of ZETA DELTA PROPERTY ASSOCIATION (the “Corporation”) will be held in person at 407 Huron Street, Toronto, Ontario M5S 2G5 and by conference telephone call on the 6th day of July, 2008 at 8:30 p.m. (Toronto local time) for the purposes detailed in the enclosed agenda.

PLEASE NOTE THAT:

- (a) the meeting will take place directly following a meeting of the directors of the Corporation;
- (b) you are entitled to appoint a proxyholder to attend and act as your representative at the special general meeting; and
- (c) you are requested to consent to the meeting if it is to be held by teleconference and the details of the teleconference are as follows:

Conference ID:	1-888-848-5559
Local Dial-in number:	416-849-7326
Toll-free Dial-in number:	1-866-908-5722
Participant passcode:	7838554

DATED at the City of Toronto, on the 16th day of June, 2008.

BY ORDER OF THE BOARD

MINUTES of a special general meeting of the members of ZETA DELTA PROPERTY ASSOCIATION (the “Corporation”) held in person at 407 Huron Street, Toronto, Ontario and by telephone conference call on the 6th day of July, 2008 at 8:30 p.m. (Toronto local time).

PRESENT

being a quorum of the members of the Corporation.

With the consent of the meeting, Peter Macaloney acted as Chair of the meeting and Mark Bruni acted as Secretary of the meeting.

CONSTITUTION OF MEETING:

The Chair stated that a quorum of the members of the Corporation were present in person or by conference telephone call and that all the members had received notice of the meeting. The Chair, therefore, declared the meeting to be regularly constituted for the transaction of business.

AUTHORIZATION OF MEETING BY CONFERENCE TELEPHONE CALL:

The Chair stated that a meeting of the members may be held by conference telephone call if all of the members participating in the meeting consent.

Upon motion duly made, seconded and carried unanimously, it was

RESOLVED that the holding of the meeting by conference telephone call is consented to and approved.

CONFIRMATION OF ENACTMENT OF BY-LAW NUMBER 2008-1

Upon motion duly made, seconded and carried unanimously, it was

RESOLVED by special resolution that By-law Number 2008-1 in the form passed by the directors of the Corporation, being a by-law relating generally to the transaction of the affairs of the Corporation, be and is hereby confirmed.

CONFIRMATION OF ENACTMENT OF BY-LAW NUMBER 2008-2

Upon motion duly made, seconded and carried unanimously, it was

RESOLVED by special resolution that By-law Number 2008-2 in the form passed by the directors of the Corporation, being a by-law relating to the distribution of the property of the Corporation upon its dissolution or wind-up, be and is hereby confirmed.

CONFIRMATION OF APPLICATION FOR SUPPLEMENTARY LETTERS PATENT

Upon motion duly made, seconded and carried unanimously, it was

RESOLVED by special resolution that the resolution in the form passed by the directors of the Corporation which provides for the making of an application for supplementary letters patent to amend the objects of the Corporation is hereby confirmed.

TERMINATION

There being no further business before the meeting, the meeting then terminated.

Peter Macaloney
Chair of the Meeting

Mark Bruni
Secretary of the Meeting