

**Commission of Inquiry Into the Circumstances
Surrounding the Death of Phoenix Sinclair**

APPLICATION FOR STANDING

TAKE NOTICE THAT:

**Phoenix Sinclair Foundation Inc.
(The Foundation)**

(APPLICANT)

HEREBY APPLIES FOR STANDING at the Commission of Inquiry into the Circumstances Surrounding the Death of Phoenix Sinclair ("the Inquiry"), as follows:

The Applicant applies for full standing on the following grounds:

- (i) the applicant is directly and substantially affected by the Inquiry;
- (ii) the applicant represents interests and perspectives essential to the successful conduct of the Inquiry; or
- (iii) the applicant has special experiences or expertise with respect to matters within the Commission's Terms of Reference.

As an organization substantially and directly interested in the inquest, the Applicant requests full standing so that it may attend through its representatives or by counsel and may examine or cross-examine the witnesses called.

Phoenix Sinclair Foundation Inc. requests it be given an opportunity to participate in the evidentiary hearings, in order to take part in all phases of the Commission's evidentiary hearings, including:

- a. Access to documents collected by the Commission subject to the Rules of Procedure;
- b. Advance notice of documents that are proposed to be introduced into evidence;
- c. Advance provision of statements of anticipated evidence;
- d. A seat at counsel table;
- e. The opportunity to suggest witnesses to be called by Commission counsel, failing which an opportunity to apply to me to lead the evidence of a particular witness;
- f. The opportunity to cross-examine witnesses on relevant matters; and
- g. The opportunity to make closing submissions.

The Applicant, Phoenix Sinclair Foundation Inc., has many important questions that it wishes to have answered, and it also hopes that changes will be made that may prevent similar deaths from occurring.

Phoenix Sinclair Foundation Inc. makes this application for grant of full standing on the following grounds:

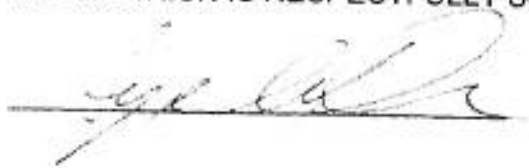
1. The Foundation seeks answers as to how and why a child, who was in the care of Child and Family Services, could have been subjected to long term, serious abusive treatment, without Child and Family Services noticing. The Foundation wants to ensure that the child protection system makes the appropriate systemic changes to prevent children from "falling between the cracks".
2. The Foundation is concerned that other children were poorly protected by Child and Family Services and his faith in this governmental agency has been severely damaged.
3. On August 24, 2007, Steve Sinclair, Kim Edwards, Rohan James Folkes and George Alexander Derwin founded a non-profit organization called the "Phoenix Sinclair Foundation Inc." The purpose of the Foundation is to promote positive societal changes in the child protection system so that no other children in care die. The motto of the Foundation is "Building the Spirit of Renewal". George

Derwin is no longer a member of the Foundation, but remains involved as legal advisor for Steve Sinclair and Kim Edwards.

4. The Foundation has the following mission:
 - a. To foster the healing of aboriginal families grieving the death of a child, to promote their social well-being and to build a spirit of renewal;
 - b. to ameliorate the condition of aboriginal people suffering from the violent death of a loved one;
 - c. to promote and provide a means for the educational assistance to the aboriginal community to cope with the issues arising out of the violent death of a family member;
 - d. to promote and enhance services to persons that may be of assistance to the aboriginal community in order to learn about grieving and the prevention of violence;
 - e. to facilitate volunteer educators to provide awareness of family violence in the aboriginal communities; and
 - f. to operate a non-profit learning and resource centre, providing instruction, assistance and resources aboriginal families suffering the effects of a violent death of a family member.
5. The Foundation seeks to find a higher purpose for the senseless death of this five year old child through social action and advocacy.
6. The Foundation's goals are:
 - a. to help aboriginal persons the affected by the violent death of a family member;
 - b. to promote non-violence in aboriginal families and the prevention of violence against children through adequate legislation and to promote the provision of prompt intervention, treatment or support of aboriginal families;
 - c. to raise questions or make proposals affecting family support programs and to assist with the well-being of aboriginal families affected by violence;
 - d. to provide information to the general public on aboriginal issues pertaining to the prevention and treatment family violence;

- e. to help persons suffering grief, as a result of the violent death of a family member and to promote their social well-being;
 - f. to address the condition of all aboriginal people suffering from grief, as a result of the violent death of a loved one;
 - g. to promote the enhancement family violence prevention services to aboriginal persons; and
 - h. to facilitate awareness of grief counselling.
7. At present, the Foundation's primary members are Steve Sinclair and Kim Edwards, who have demonstrated a long standing commitment to many of the issues the Commission will confront.
 8. Kim Edwards has tirelessly advocated for policy and legal reform, represented and advocated the interests of the Foundation to government agencies and other groups.
 9. The Foundation has organized peaceful, public gatherings to bring attention to the safety concerns surrounding Aboriginal children in care.
 10. The Foundation operates a website at <http://tpsfi.webs.com>
 11. The Foundation has acted as advocate for families who have voiced safety concerns about children under apprehension by Child and Family Services.
 12. The Foundation documents and publicizes incidents where children have died while in care of Child and Family Services.
 13. On a volunteer basis, Kim Edwards frequently appears in court, on child protection proceedings, to assist families.
 14. Attached to this Application are the following documents:
 - a. Articles of Incorporation (unsealed); and
 - b. General By-Law (unsigned).

ALL OF WHICH IS RESPECTFULLY SUBMITTED



June 8 2011

George A. Derwin
Barrister & Solicitor
1240-363 Broadway
Winnipeg, Manitoba
R3C 3N9
Tel: 204-290-7436
E-mail: derwin@mts.net

Date

1. Name of Corporation

Phoenix Sinclair Foundation Inc.

2. The address in full of the registered office (include postal code)

1240-363 Broadway
Winnipeg, Manitoba
R3C 3N9

3. Number (or minimum and maximum number) of directors

Minimum 3 - Maximum 25

4. First directors

Name in full	Address in full (include postal code)
Kimberly-Ann Edwards	432 College Avenue, Winnipeg, Manitoba, R2W 1M5
Rohan James Folkes	432 College Avenue, Winnipeg, Manitoba, R2W 1M5
Nelson Draper Steve Sinclair	5-628 Stella Avenue, Winnipeg, MB, R2W 2V6
George Alexander Derwin	1240-363 Broadway, Wpg, MB, R3C 3N9

5. The undertaking of the corporation is restricted to the following

See attached Schedule "A".

6. Other provisions, if any

In the event the Corporation should at any time be wound up or dissolved, the remaining assets, after payment of all debts and liabilities, shall be distributed to one or another recognized charitable or non-profit organization having similar objects in the Province of Manitoba or elsewhere in Canada, as determined by the members.

No part of the income of the Corporation may be payable or otherwise available for personal benefit of any member thereof.

It is further hereby declared that the directors shall serve as directors or officers without remuneration, and no director shall directly or indirectly receive profit from his/her position as a director or officer; provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

7. The corporation has no authorized capital and shall be carried on without pecuniary gain to its members, and any profits or other accretions to the corporation shall be used in furthering its undertaking.

8. Each first director named herein becomes a member of the corporation upon incorporation.

9. Where the undertaking of the corporation is of a social nature, the address in full of the clubhouse or similar premises that the corporation will maintain.

N/A

10. I have satisfied myself that, the proposed name of the corporation is not the same as or similar to the name of any known body corporate, association, partnership, individual or business so as to be likely to confuse or mislead.

11. Incorporators

Name in full	Address in full (include postal code)	Signature
Kimberly-Ann Edwards Rohan James Folkes	432 College Avenue, Winnipeg, Manitoba, R2W 1M5 432 College Avenue, Winnipeg, Manitoba, R2W 1M5	
Frankie Diane Mellissa Jade Edwards George Alexander Derwin	Box 32024, Dickens P.O., Wpg, MB, R2X 3N7 1240-363 Broadway, Wpg, MB, R3C 3N9	

Note: If any First Director named in paragraph 4 is not an Incorporator, a Form 3 "Consent to Act as a First Director" must be attached. A minimum of three directors is required for incorporation. State full civic address in paragraphs 2, 4 and 11 - a P.O. box number alone is not acceptable.

OFFICE USE ONLY

Corporation Number: _____

Business Number: _____

**Schedule "A" to Box 5 of Articles of Incorporation
for Phoenix Sinclair Foundation Inc.**

5. The undertaking of the Corporation is restricted to the following:

- a) To foster the healing of Manitoba individuals and families grieving the death of a family member, to promote their social well-being and to build a spirit of renewal;
- b) to ameliorate the condition of individuals and families suffering from the violent death of a family member;
- c) to promote and provide a means for the educational assistance to individuals and families to cope with the issues arising out of the violent death of a family member;
- d) to promote and enhance services to individuals and families that may be of assistance to individuals and families in order to learn about grieving and the prevention of violence;
- e) to promote and provide a means for the educational assistance to individuals and families;
- f) to promote the enhancement family violence prevention services to individuals and families;
- g) to facilitate volunteer educators to provide awareness of grief counseling and family violence available in Manitoba; to operate a non-profit learning and resource centre for individuals and families;
- h) Phoenix Sinclair Foundation Inc. shall be carried on without the purpose of gain for its members, and that any profits or other accretions to the Institute shall be used in promoting its charitable objects.
- i) The overall objectives of Phoenix Sinclair Foundation Inc. restricted to the realm of charity as recognized at law.

PHOENIX SINCLAIR FOUNDATION

“Building the Spirit of Renewal”

BY-LAW #1

A by-law relating generally to the conduct of the affairs of

Phoenix Sinclair Foundation

CONTENTS

1. CORPORATE SEAL
 2. CONDITIONS OF MEMBERSHIP
 3. HEAD OFFICE
 4. MEETINGS OF MEMBERS
 5. BOARD OF DIRECTORS
 6. POWERS OF DIRECTORS
 7. EXECUTIVE COMMITTEE
 8. OFFICERS
 9. DUTIES OF OFFICERS
 10. INDEMNITIES TO DIRECTORS
 11. AUDITORS
 12. FINANCIAL YEAR
 13. BOOKS AND RECORDS
 14. EXECUTION OF DOCUMENTS
 15. RULES AND REGULATIONS
 16. AMENDMENT TO BY-LAWS
 17. INTERPRETATION
-

OBJECTS:

The mission of the Phoenix Sinclair Foundation:

- a. To foster the healing of aboriginal families grieving the death of a child, to promote their social well-being and to build a spirit of renewal;**
- b. to ameliorate the condition of aboriginal people suffering from the violent death of a loved one;**
- c. to promote and provide a means for the educational assistance to the aboriginal community to cope with the issues arising out of the violent death of a family member;**
- d. to promote and enhance services to persons that may be of assistance to the aboriginal community in order to learn about grieving and the prevention of violence;**
- e. to facilitate volunteer educators to provide awareness of family violence in the aboriginal communities;**
- f. to operate a non-profit learning and resource centre, providing instruction, assistance and resources aboriginal families suffering the effects of a violent death of a family member;**

The Charitable Objectives of the Phoenix Sinclair Foundation:

- a. To undertake the charitable activity of enhancing the quality of life aboriginal persons suffering the effects of the violent death of a family member;**
- b. To establish, maintain, promote, and extend a central organization to carry on operations throughout Canada for the well-being of aboriginal persons the affected by the violent death of a family member;**
- c. To promote non-violence in aboriginal families and the prevention of violence against children through adequate legislation and to promote the provision of prompt intervention, treatment or support of aboriginal families;**
- d. To investigate questions or proposals affecting family support programs and to advise, counsel, and assist with the well-being of aboriginal families affected by violence;**
- e. To promote, maintain, and extend the knowledge of the general public on aboriginal issues pertaining to the prevention and treatment family violence;**
- f. To print, manufacture, sell, distribute, and deal in material and devices of all kinds useful or suitable for all persons; and**
- g. To do all things that are incidental or conducive to the attainment of the above objects.**

- h. To foster the integration of persons suffering grief, as a result of the violent death of a family member, into their community or mainstream Canadian society and to promote their social well-being;**
- i. to ameliorate the condition of all aboriginal people suffering from grief, as a result of the violent death of a loved one, across Canada;**
- j. to promote and provide a means for the educational assistance to aboriginal persons;**
- k. to promote the enhancement family violence prevention services to aboriginal persons;**
- l. to facilitate volunteer educators to provide awareness of grief counseling and family violence available in Canada;**
- m. to operate a non-profit learning and resource centre for aboriginal families;**
- n. the overall objects of Phoenix Sinclair Foundation are restricted to the realm of charity as recognized at law;**
- o. The operations of the company to be carried on throughout Canada.**
- p. The chief office of the said corporation is situated at the City of Winnipeg, in the Province of Manitoba.**
- q. Phoenix Sinclair Foundation shall be carried on without the purpose of gain for its members, and that any profits or other accretions to the Institute shall be used in promoting its charitable objects.**
- r. The overall objectives of Phoenix Sinclair Foundation restricted to the realm of charity as recognized at law.**

1. CORPORATE SEAL

1.01 The seal which is impressed hereon shall be the corporate seal of the Corporation.

2. CONDITIONS OF MEMBERSHIP

2.01 Membership in the Corporation shall be limited to persons interested in furthering the objects of the Corporation.

2.02 There shall be one class of Members of the Corporation designed as "Voting Members".

2.03 The Board of Directors may by resolution admit as a new Voting Member any person fulfilling the criteria set forth above having first received a written application for membership from such person. Initially there shall be THREE (3) Voting Members who shall be Kim Edwards, _____, _____, _____, and there shall be no non-Voting Members.

2.04 There shall be annual membership fees as determined from time to time by resolution of the Board of Directors. A Member's membership in the Corporation automatically terminates if their membership fees remain unpaid.

2.05 Any Member may withdraw from the Corporation by delivering a written resignation to the Secretary of the Corporation.

2.06 Any Member may be required to resign by a vote of two-thirds of the Voting Members at an annual or special meeting. A Member shall have the right to be heard upon removal or discipline.

2.07 Membership in the Corporation is not transferable.

3. HEAD OFFICE

3.01 The head office of the Corporation shall be in the City of Winnipeg, in the Province of Manitoba, at the place therein where the affairs of the Corporation may from time to time be carried on.

4. MEETINGS OF MEMBERS

4.01 The annual or any special meeting of the Voting Members shall be held at the head office of the Corporation or at such time and place in Canada as the Board of Directors may determine. The Voting Members may resolve that a particular meeting of the Voting Members be held outside Canada.

4.02 An annual meeting of the Voting Members of the Corporation shall be held at some date not later than 18 months after the incorporation of the Corporation and subsequently once at least in every calendar year and not more than 15 months after the holding of the last preceding annual meeting.

4.03 At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the Auditors shall be presented and a Board of Directors elected and Auditors appointed for the ensuing year. The Voting Members may consider and transact any business either special or general at any meeting of the Voting Members.

4.04 The Board of Directors, the President or Secretary shall have power to call, at any time, a special meeting of the Voting Members of the Corporation. Any person may attend meetings of Voting Members if invited by a majority of Voting Members to attend.

4.05 The Voting Members of the Corporation have the right to requisition a special meeting of the Voting Members, provided that a majority of the Voting Members, so agree in writing. A Voting Member may, by means of written proxy, appoint a proxy holder to attend and act at a specific meeting of the Voting Members, in the manner and to the extent authorized by proxy.

4.06 Thirty (30) days' prior written notice shall be given to each Voting Member of any annual or special meeting of Voting Members. Notice of any meeting where special business will be transacted shall contain a description of the business to be transacted in order to permit a Member to form a judgment on the decision to be taken. Notice of each meeting of Members shall state that a Voting Member has the right to vote by proxy.

4.07 A majority of the Voting Members present in person at a meeting shall constitute a quorum.

4.08 Each Voting Member shall be entitled to one (1) vote and may vote by proxy; the holder of the proxy need not be a Member. Before voting, the holder of a proxy must produce the proxy and deposit it with the Secretary of the meeting.

4.09 No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, of the Voting Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Voting Member may ratify, approve and confirm any or all proceedings taken or had thereat. For purposes of sending notices to any

Voting Member for any meeting or otherwise, the address of the Voting Member shall be his/her last address recorded on the books of the Corporation.

4.10 At all meetings of Voting Members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by the by-laws of the Corporation. The Chairman presiding at any such meeting shall have the casting vote in case of an equality of votes.

4.11 A resolution in writing, signed by all 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.

5. BOARD OF DIRECTORS

5.01 The property and business of the Corporation shall be managed by a Board of a minimum of three (3) and a maximum of 16 Directors. Directors must be the full age of eighteen (18) years and have power under law to contract.

5.02 A Director, if otherwise qualified, is eligible for election for consecutive terms.

5.03 The Directors of the Corporation shall be elected and shall retire in rotation. At the first meeting of Members for the election of Directors in rotation: eight (8) Directors shall be elected to hold office for a term of two (2) years from the date of their election or until the second annual meeting after such date, whichever shall first occur; and eight (8) Directors shall be elected to hold office for a term of one (1) year from the date of their election or until the first annual meeting after such date, whichever shall first occur.

5.04 Each Director of the Corporation throughout his/her term as Director shall automatically be a Voting Member of the Corporation.

5.05 The applicants for incorporation shall become the Provisional Directors of the Corporation whose term of office on the Board of Directors shall be until the first annual meeting of Voting Members.

5.06 Successors to the Provisional Directors shall be elected and rotated as provided in section 5.03 for a term of two (2) years by the Voting Members at an annual meeting of the Voting Members. At the first meeting of Voting

Members, the Directors then elected shall replace the Provisional Directors named in the letters patent of the Corporation.

5.07 The office of a Director shall be automatically vacated:

(a) if a Director shall resign his/her office by delivering a written resignation to the Secretary of the Corporation;

(b) if he/she is found to be of unsound mind;

(c) if he/she becomes bankrupt or suspends payment with his/her creditors;

(d) if at a special meeting of Voting Members a resolution is passed by two-thirds (2/3) of the Voting Members present at the meeting that he/she be removed from office;

(e) on his/her death; provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a Voting Member of the Corporation. The Voting Members of the Corporation have the right to requisition a special meeting of the Voting Members in all cases where the Voting Members remove a Director from office.

5.08 Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided there shall be at least one (1) meeting per year of the Board of Directors. A quorum for the transaction of business at meetings of the Board of Directors shall be a majority of the Members of the Board.

5.09 Each Director is entitled to cast one (1) vote. A resolution in writing, signed by all 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.

5.10 A Director may participate in a Directors' meeting by telephone conference if all persons participating in the meeting are permitted to hear each other and if all Directors participating in the meeting consent. A Director participating in such a meeting by such means is deemed to be present at the meeting.

5.11 Such others as the Board of Directors may from time to time by resolution determine, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and personally or by his/her delegate to attend and to

speaking at meetings of the Board of Directors, but shall not be entitled to vote thereat.

5.12 Forty-eight (48) hours written notice of a meeting of Directors shall be given, other than by mail, to each Director. Fourteen (14) clear days notice of a meeting shall be sent in writing to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice in writing.

5.13 No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken 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. For purposes of sending notice to any Director or Officer for any meeting or otherwise, the address of the Director or Officer shall be his/her last address recorded on the books of the Corporation.

5.14 The minutes of a meeting of the Board of Directors shall not be circulated to the general membership but will be available on request.

5.15 Directors, as such, 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 as an Officer or in any other capacity. No Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

5.16 A Director shall hold office until the annual meeting of the Voting Members following the Director's election or appointment for a one (1) or two (2) year term.

6. POWERS OF DIRECTORS

6.01 The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers

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

6.02 The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the objects of the Corporation in accordance with such terms as the Board of Directors may prescribe.

6.03 The Board of Directors shall take such steps as they may deem necessary to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation.

6.04 The Board of Directors may appoint from time to time Committees whose Members will hold their offices at the will of the Board of Directors. The various Committees shall perform such duties as may from time to time be assigned to them by the Board of Directors.

7. EXECUTIVE COMMITTEE

7.01 Constitution. The Board of Directors, whenever it consists of more than six (6), may from time to time elect from among its number an Executive Committee consisting of five (5) Members, as the Board of Directors may by resolution determine; preferably though not necessarily the Executive Committee shall include the Officers of the Corporation. Each Member of the Executive Committee shall serve during the pleasure of the Board of Directors and, in any event, only so long as he/she shall be a Director. Any Executive Committee Member may be removed by a majority vote of the Board of Directors. The Board of Directors may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy shall exist in the Executive Committee, the remaining Members may exercise all its powers so long as a quorum remains in office. Executive Committee Members shall receive no remuneration for serving as such, but are entitled to

reasonable expenses incurred in the exercise of their duty as may be determined by the Board of Directors.

7.02 Powers. During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise (subject to any regulations which the Board of Directors may from time to time impose) all the powers of the Board of Directors in the management and direction of the affairs and business of the Corporation in such manner as the Executive Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board of Directors.

7.03 Procedures. Subject to section 7.04, 7.05 and 7.06 and to any regulations imposed from time to time by the Board of Directors, the Executive Committee shall require a quorum of not less than a majority of its Members and may fix its own rules of procedures from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and at least a summary thereof shall be submitted to the Board of Directors at least annually.

7.04 Quorum. Business may be transacted by the Executive Committee at a meeting of its Members at which a quorum of the Executive Committee is present in person or by telephone conference. In the interval between face-to-face and/or telephone conference meetings business may be transacted electronically provided that proper procedures are followed, that records of all decisions taken are kept by the Secretary, and that these decisions are ratified by the Executive Committee at its next face-to-face or telephone conference meeting.

7.05 Place of Business. Meetings of the Executive Committee may be held at the head office of the Corporation or at any other place within or outside Ontario as specified in the notice calling the meeting. Forty-eight (48) hours written or telephone notice of such meeting shall be given, other than by mail, to each member of the Executive Committee. Notice by mail shall be sent at least 14 days prior to the meeting. Members of the Executive Committee shall be entitled to participate in a meeting of the Executive Committee by telephone, where all Members participating in the meeting consent and are able to communicate with each other.

7.06 Other Directors Present. Each Director shall be entitled to speak but not to vote at any meeting of the Executive Committee at which he/she is present. However, no Director who has not been elected to the Executive Committee

shall be entitled to notice of any meeting of the Executive Committee, and his/her presence shall not be included for the purpose of calculating a quorum.

8. OFFICERS

8.01 The Officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer and Past President.

8.02 The President shall be elected at an annual meeting of the Voting Members. Officers other than President of the Corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the Voting Members, at which the Directors are elected.

8.03

(a) Except as provided in paragraph (b) of this Section 8.03, the Officers of the Corporation, with the exception of the Treasurer, shall hold office for two (2) years from the date of appointment or election or until their successors are elected or appointed in their stead, and thereafter shall not be eligible until a period of twelve (12) months has elapsed from the date of their retirement.

(b) The Treasurer of the Corporation shall hold office for three (3) years from the date of appointment or election or until a successor is elected or appointed in the Treasurer's stead, and thereafter is not eligible for re-election until a period of twelve (12) months has elapsed from the date of the Treasurer's retirement.

(c) Notwithstanding the provisions of paragraph (a) of this Section 8.03, if the members, at an annual meeting of the Members at which the President is elected, determine that it would be in the best interests of the Corporation for the acting President to continue to hold office, the Members may, by resolution, waive the re-election restrictions provided pursuant to paragraph 8.03 (a) and re-elect such acting President for not more than one two (2) year term.

8.04 The Directors may from time to time fix remuneration of Officers.

8.05 Officers shall be subject to removal by resolution of the Board of Directors.

9. DUTIES OF OFFICERS

9.01 Unless otherwise determined by the Board of Directors, all Officers shall be Directors of the Corporation and they shall cease to be Officers if they cease to be Directors or if they are removed by a majority of the Board of Directors.

9.02 The President shall be the Chief Executive Officer of the Corporation. He/She shall have the responsibility for the general and active management of the affairs of the Corporation. He/She shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside at all meetings of the Directors, Members and Executive Committee of the Corporation as Chairman and shall be entitled to a casting vote in case of an equality of votes.

9.03 The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the Officers thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/She shall give or cause to be given notice of all meetings of the Voting Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/She shall be custodian of the seal of the Corporation, which he/she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

9.04 The Treasurer shall maintain an account in the name of the Corporation in a chartered Canadian financial institution into which all receipts are deposited and out of which all approved expenditures are taken, and shall make investments as directed by the Board of Directors. The Treasurer shall report on the financial position of the Corporation at each meeting of the Executive Committee and the Board of Directors.

10. INDEMNITIES TO DIRECTORS AND OTHERS

10.01 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/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and

(b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

11. AUDITORS

11.01 The Voting Members shall at each annual meeting of Voting Members appoint an Auditor to audit the accounts of the Corporation and to report to the Members thereon 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.

12. FINANCIAL YEAR

12.01 Unless otherwise ordered by the Board of Directors the fiscal year end of the Corporation shall be the 31st day of December.

13. BOOKS AND RECORDS

13.01 The Treasurer 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.

14. EXECUTION OF DOCUMENTS

14.01 Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two Directors and Officers 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 any Officer or Director 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 purpose of the transferring of 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.

15. RULES AND REGULATIONS

15.01 The Board of Directors may prescribe 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 Voting Members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of the Voting Members shall at and from that time cease to have any force and effect.

16. AMENDMENT TO BY-LAWS

16.01 By-laws of the Corporation may be enacted, and the by-laws repealed or amended by a by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Voting Members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-law shall not be enforced or acted upon until the approval at the Annual General Meeting has been obtained.

17. INTERPRETATION

17.01 The foregoing by-law has been enacted by the Directors at a meeting of the Board properly held on the _____ day of ____, 2007 and confirmed by the Voting Members without variation at a meeting of the Voting Members properly held on the _____ day of _____, 2007 at Winnipeg, Manitoba.

_____ President

_____ Chair, By-Laws Committee

Prepared: _____, 2007
