

NOTE: THIS CONSTITUTION IS PROVIDED FOR SAMPLE PURPOSES ONLY. USE OF THIS TRUST DEED SHOULD ONLY BE UNDERTAKEN IN CONSULTATION WITH A LEGAL PROFESSIONAL IN YOUR JURISDICTION.

CONSTITUTION

I

This document hereby constitutes a group to operate under the conditions outlined below under the name of

and is to operate until the granting of a Certificate of Incorporation to the group by any Canadian jurisdiction.

II

The first directors and members of the group are individuals of the full age of eighteen years with power under law to contract. The name, the address and the occupation of each of the directors are as follows:

III

The objects of the Group are:

IV

The operations of the Group may be carried on throughout Canada and elsewhere.

V

The place within Canada where the head office of the group is to be situated is
*****.

VI

It is specially provided that in the event of dissolution or winding-up of the group, all its remaining assets after payment of its liabilities shall be distributed to one or more qualified donees as defined under the provisions of the Income Tax Act.

VII

The directors of the group may from time to time by unanimous resolution,

- a) borrow money upon the credit of the group;
- b) limit or increase the amount to be borrowed;
- c) issue or cause to be issued bonds, debentures or other securities of the group and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient; and
- d) secure any bond, debentures or other securities, or any other present or future borrowing or liability of the group, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the group, and the undertaking and rights of the group.

Any such resolution may provide for the delegation of such powers by the directors to such officers or directors of the group to such extent and in such manner as may be set out in the resolution.

Nothing herein limits or restricts the borrowing of money by the group on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the group.

VIII

The property and business of the group shall be managed by a board of directors, comprised of a minimum of three (3) directors. The number of directors shall be determined from time to time 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 members at a meeting duly called for the purpose of determining the number of directors to be elected to the board of directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors need not be members.

The persons listed above shall become the first directors of the group whose term of office on the board of directors shall continue until their successors are elected.

At the first meeting of members, the board of directors then elected shall replace the provisional directors named in this constitution.

Directors shall be elected for a term of 2 years by the members at an annual meeting of members.

The office of director shall be automatically vacated:

- a) if at a special general meeting of members, a resolution is passed by the members present at the meeting that he or she be removed from office;
- b) if a director has resigned his office by delivering a written resignation to the secretary of the group;
- c) if he or she is found by a court to be of unsound mind;
- d) if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;
- e) on 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 member of the group.

IX

The officers of the group shall be a president, vice-president, secretary and treasurer and any such other officers as the board of directors may by by-law determine. Any two offices may be held by the same person. Officers need not be directors, nor members.

The president shall be elected at an annual meeting of members. Officers other than the president of the group shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members.

The officers of the group shall hold office for two years from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

X

The directors and officers shall serve as such without remuneration and no director or officer shall directly or indirectly receive any profit from their positions as such, provided that directors and officers may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

XI

The group is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the group are to be used in promoting its objects.

Dated at the City of *** in the Province of ****, this day of , 201_
