

BY-LAW NO. 1

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

The Circuit Rider Trainer Professional Association Incorporated (the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

DEFINITIONS

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
 - a) "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
 - b) "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
 - c) "board" means the board of directors of the Corporation and "director" means a member of the board;
 - d) "by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
 - e) "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
 - f) "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
 - g) "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 of the Act;
 - h) "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

i) "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

CORPORATE SEAL

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

HEAD OFFICE

3. The head office of the Corporation shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the board may, by resolution, determine. Subject to the Act, the Corporation may, by a by-law, change the place or municipality and the province in which the registered office of the Corporation shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Minister.

CONDITIONS OF MEMBERSHIP

4. Membership in the Corporation shall be limited to individuals or legal persons interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the Corporation. The Corporation shall have the following classes of voting members, as distinguished by the region of Canada in which they operate ("Region"):

- (a) Atlantic Voting Members
- (b) Quebec Voting Members
- (c) Ontario Voting Members
- (d) Manitoba Voting Members
- (e) Saskatchewan Voting Members
- (f) Alberta Voting Members
- (g) British Columbia Voting Members
- (h) the Yukon Territory Voting Members

Each voting member shall be a resident of, or be affiliated with a business or organization which is a resident of the Region which corresponds to his, her or its membership Region. Voting members shall be entitled to attend all meetings of the members and to vote on all resolutions of the members, with the exception that only a member of a particular Region shall be entitled to vote for the election of a director representing that Region (i.e., the voting members of each Region shall elect their own director). Each voting member shall be entitled to one vote on a resolution of the members. The eligibility of an individual or legal person as

a voting member is subject to the approval of the board of directors in its absolute discretion.

In addition to the classes of voting members, there shall be General Members as follows:

- (j) General Members – General Members are entitled to attend any meeting of the members to which they receive notice. General Members are not entitled to vote on resolutions of the members, except as otherwise provided by the Act.
- 5. There shall be no membership fees or dues unless otherwise directed by the board of directors.
- 6. Any member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.
- 7. Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.

MEMBERS' MEETINGS

- 8. The annual or any other general meeting of the members shall be held at the head office of the Corporation or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. The members may resolve that the Annual General Meeting be chaired by a Conference Chair person from the Region where the Annual General Meeting is held. The members may further resolve that a particular meeting of members be held outside of Canada.
- 9. At every annual meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. Elections of the directors, as applicable, of the Corporation shall take place at the annual meeting. The members may consider and transact any business either special or general at any meeting of the members. The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the Corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 50% of the voting rights. A majority of voting members, present in person or represented by proxy at a meeting will constitute a quorum.
- 10. Forty five (45) days' written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of

each meeting of members must remind the member if the member has the right to vote by proxy.

Each voting member in good standing present at a meeting shall have the right to exercise one vote. A voting member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of the Corporation.

11. Telephone Participation - The members of the Corporation may meet by teleconference provided that either a majority of the members consents to meeting by teleconference or that meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Corporation.

Meetings by Other Electronic Means - The members of the Corporation may meet by other electronic means that permits each member to communicate adequately with each other, provided that:

- a) the board of directors of the Corporations have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;
 - b) each member has equal access to the specific means of communication to be used;
 - c) each member has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
12. A majority of the votes cast by the voting members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws. Questions submitted to any meeting of the members held in person shall be decided in the first instance by a show of hands unless a person entitled to vote at the meeting has demanded a ballot.
 13. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Corporation.

BOARD OF DIRECTORS

14. The property and business of the Corporation shall be managed by a board of directors, comprised of a minimum of three (3) and not more than nine (9) directors. It is intended that each of the nine directors be a resident of, or be affiliated with a business or organization which is a resident of, respectively, one of each of the following nine Regions:
- the Atlantic region
 - Quebec
 - Ontario
 - Manitoba
 - Saskatchewan
 - Alberta
 - British Columbia
 - the Yukon Territory

Accordingly, each director will represent his or her own respective Region, as applicable, such that each and every Region may be represented on the board of directors.

In addition to the nine (9) directors composing the board of directors, the immediate past president of the Corporation may be a member of the board of directors in an ex-officio capacity, for a period of one year, but shall not be entitled to vote on resolutions of the board of 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 board of directors. Directors must be individuals, 18 years of age, with power under law to contract. Directors shall be members in good standing.

15. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall be until the first annual meeting. Successors to the first directors shall be elected at the first annual meeting for a term of one year. The term of the newly elected directors shall begin with the first board of directors meeting following the Annual General Meeting.
16. Thereafter, directors shall be elected for a term of one year by the members at an annual meeting of members.

17. Members who are eligible and wish to stand for election as a director shall submit to the Corporation, no later than 10 days prior to the meeting at which an election of directors is to take place, a signed declaration indicating that they intend to stand for election as a director at the meeting.
18. It is intended that at least one candidate for director will be nominated to stand for election as the representative director for each Region. A candidate who stands for election for a particular Region shall be elected by a majority vote of the voting members of that Region. All candidates' names shall appear on the ballot.
19. The office of director shall be automatically vacated:
 - a. if at a special general meeting of members, a resolution is passed by two-thirds ($2/3$) of the votes cast in favour of the removal of the director;
 - b. if a director has resigned his office by delivering a written resignation to the secretary of the Corporation;
 - c. if he is found by a court to be of unsound mind;
 - d. if he becomes bankrupt or suspends payment or compounds with his creditors;
 - e. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by a two-thirds ($2/3$) majority vote of the entire remaining board of directors, may, by appointment, fill the vacancy with a member of the Corporation.

20. Any director may be removed from their elected or appointed position by a two-thirds ($2/3$) majority vote of the entire remaining board of directors upon the occurrence of any one of the following events:
 - (a) failure by the director to attend any three consecutive scheduled meetings of the board without prior consent;
 - (b) failure by the director to disclose a conflict of interest;
 - (c) in the event that the remaining directors are of the opinion that the director has not acted in the best interest of the Corporation;

provided that:

- (d) notice of a motion for removal of a director and reasons must be presented at the meeting of the board before the meeting at which the motion will be considered;
 - (e) the meeting considering the motion to remove the director must be attended by a quorum of 2/3 of the board of directors without counting the director who brought the motion, or the director who is the subject of the motion, neither of whom may vote on the motion;
 - (f) the motion to remove the director and the reasons for the motion must be mailed by registered mail to the director who is the subject of the motion no later than seven (7) days prior to the meeting dealing with the removal of the director;
 - (g) the director who is the subject of the motion shall be given the opportunity to present his or her evidence.
21. In the event that a director, or a spouse or dependent of a director, has a personal, material or other substantial interest in any contract or transaction to which the Corporation is a party, it is hereby deemed that the said director has a conflict of interest and shall disclose such interest at the time. In the event of such a conflict of interest, the said director shall refrain from speaking to or voting on the resolution approving the contract or transaction.
22. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses according to the then current treasury board guidelines of the Corporation, including but not limited to expenses for the cost of travel to and from meetings of the board of directors, incurred by a director in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor as approved by the members at an annual meeting of members.
23. The board of directors may approve payment of expenses at a per diem rate to compensate any director for the amount of wages lost by that director in connection with time spent travelling and attending a board of directors meeting.
24. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is appointed.

POWERS OF DIRECTORS

25. 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.

26. The 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 directors shall have the power to enter into a trust arrangement with a bank or 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 interests of the Corporation in accordance with such terms as the board of directors may prescribe.

The board of directors is hereby authorized, from time to time

- a. to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the board of directors in its discretion may deem expedient;
 - b. to limit or increase the amount to be borrowed;
 - c. to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
 - d. to secure any such bond, 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.
27. The board of directors shall take such steps as they may deem requisite 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 objects of the Corporation.
28. The board of directors shall administer the funds of the Corporation in such manner and for such purposes as it may decide are beneficial to the well-being and advancement of the objectives of the Corporation in accordance with the approved annual budget.
29. The board of directors may commence any new form of activity considered desirable by the membership or in like manner discontinue any form of activity being conducted by the Corporation.

30. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.
31. The board of directors shall take such steps as they may deem requisite to ensure that the Corporation is operated on a non-political and non-sectarian basis.
32. Remuneration for all agents, employees and committee members shall be fixed by the board of directors by resolution.

DIRECTORS' MEETINGS

33. Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least three (3) meetings per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation 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. Each director is authorized to exercise one (1) vote. In case of a tie the status quo shall be preserved.
34. Telephone Participation - The directors of the Corporation may meet by teleconference provided that either a majority of the directors consents to meeting by teleconference or that meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Corporation.

Meetings by Other Electronic Means - The directors of the Corporation may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- a) the board of directors of the Corporations have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;
- b) each director has equal access to the specific means of communication to be used;
- c) each director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.

35. A number of 2/3 of the directors in office, from time to time, shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Corporation.

OFFICIAL OBSERVERS

36. The first directors at their first meeting, and the directors at their first meeting after every annual general meeting, shall by resolution appoint a number of individuals as official observers in their absolute discretion, which may include but not be limited to a representative of the Department of Indian & Northern Affairs Canada (INAC), and an appointed representative of Health Canada, and/or any public or private organization whose undertaking is consistent with the goals and objectives of the Association.

STATUS AND RIGHTS OF OFFICIAL OBSERVERS

37. Official observers shall not be directors or members of the Corporation. However, they may attend and participate in any members' or directors' meeting, subject to the following limitations. Official observers may not make motions, propose resolutions or by-laws, or vote on any matter. The directors may decide to go into *in camera* closed session and exclude official observers from a directors' meeting for the duration of the specific agenda items named in the resolution.

INDEMNITIES TO DIRECTORS AND OTHERS

38. Every director of the Corporation 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 which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
 - b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

OFFICERS/EXECUTIVE

39. The Executive of the Corporation shall be officers of the Corporation. The officers of the Corporation shall be a president, vice-president, secretary, treasurer

and maintenance trainer representative 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 shall be directors.

40. The officers of the Corporation shall be elected by a vote of the members at an annual meeting or board of directors meeting, as applicable.
41. The officers of the Corporation shall hold office 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.

DUTIES OF OFFICERS

42. The president shall be the chief executive officer of the Corporation. He shall preside at all meetings of the Corporation and of the board of directors. He shall have the general and active management of the affairs of the Corporation. He shall see that all orders and resolutions of the board of directors are carried into effect and that the objects of the Corporation are advanced.
43. The vice-president shall, in the absence or disability of the president, or at his request, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him by the board of directors.
44. The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board of directors from time to time. He shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. He shall also perform such other duties as may from time to time be directed by the board of directors.
45. The secretary, when in attendance, shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the 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 the secretary shall be. The secretary shall be the custodian of the seal of the Corporation.

46. The duties of all other officers of the Corporation, including the maintenance trainer representative, shall be such as the terms of their engagement call for or the board of directors requires of them.

COMMITTEES

47. The board of directors may appoint committees, either standing or temporary, whose members will hold their offices at the will of the board of directors. The board of directors may prescribe their duties, powers and the duration thereof. All committees shall be responsible and accountable to the board of directors. These committees may include a Finance Committee, a Seminar Committee, a Member Services Committee, a Nominating Committee, an Education Committee, and a Public Relations Committee. The directors may fix by resolution any remuneration to be paid to any committee member for expenses incurred in carrying out their duties.

EXECUTION OF DOCUMENTS

48. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality, provided that (and in particular relative to the signing of cheques) the said two officers may not be related persons as defined in the *Bankruptcy and Insolvency Act* of Canada. The directors shall have power from time to time by resolution to appoint an officer or officers 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 purposes 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.

MINUTES OF BOARD OF DIRECTORS (AND THE EXECUTIVE)

49. The minutes of the board of directors (or the minutes of the executive) shall be available to the general membership of the Corporation, subject to the provisions of the *Privacy Act* (Canada).

FINANCIAL YEAR

50. The financial year of the Corporation shall be determined by the board of directors.

AMENDMENT OF BY-LAWS

51. The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law, or a new by-law relating to the requirements of the *Canada Not-for-profit Corporations Act*, may be 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 votes cast in favour of the by-law at a meeting of members duly called for the purpose of considering the said by-law.

AUDITORS

52. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board of directors.

BOOKS AND RECORDS

53. The directors shall see that all necessary books and records of the Corporation required by the by-laws and contractual agreements of the Corporation or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

54. 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 members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

Roberts Rules of Order shall apply to matters of governance unless in conflict with any existing by-laws of the Corporation.

INTERPRETATION

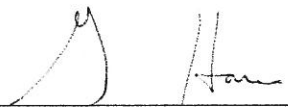
55. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

EFFECTIVE DATE

56. This By-law No. 1 shall be effective as of the date that the Corporation continues under the Canada Not-for-profit Corporations Act.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 19th day of August, 2014 and confirmed by the members of the Corporation by special resolution on the 19th day of August, 2014.

Dated as of the 19th day of August, 2014.



Secretary

Special Resolution of Members

Continuing the Corporation under the provisions of the *Canada Not-for-profit Corporations Act* and authorizing the Directors to apply for a Certificate of Continuance.

WHEREAS the Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated the 2nd day of March, 2009; and

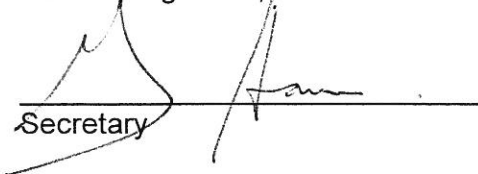
WHEREAS it is considered to be in the best interests of the Corporation that it be continued under the *Canada Not-for-profit Corporations Act* (NFP Act) pursuant to Section 297 of the NFP Act.

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The Directors of the Corporation are authorized and directed to make an application under Section 297 of the NFP Act to the Director appointed under the NFP Act for a Certificate of Continuance of the Corporation;
2. The Articles of Continuance (transition) of the Corporation, which have been submitted to this meeting and are annexed to these Minutes as Schedule "A", are approved;
3. The general operating By-Law of the Corporation (as amended) is repealed effective on the date that the Corporation continues under the NFP Act and the new general operating By-Law No. 1 which has been submitted to this meeting and is annexed to these Minutes as Schedule "B" is approved and will be effective on the same date.
4. Any one of the Officers and Directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance (transition), the Notice of Registered Office and of Directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this Resolution.

The undersigned, being the duly appointed Secretary of the Corporation, certifies that the above is a true and correct copy of a Special Resolution of The Circuit Rider Trainer Professional Association Incorporated, passed at a meeting of members held on the 19th day of August, 2014, by a majority of not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the Resolution, and the Resolution is in full force and effect, unamended as of the date below.

Dated: August 19, 2014


Secretary

**THE CIRCUIT RIDER TRAINER PROFESSIONAL
ASSOCIATION INCORPORATED**
(the "*Corporation*")

SPECIAL RESOLUTION OF MEMBERS

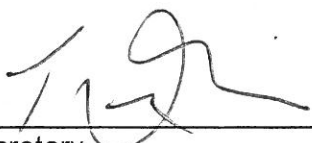
WHEREAS it is considered necessary, expedient and in the best interest of the Corporation to change the maximum number of Directors;

THEREFORE, RESOLVED THAT:

1. the Corporation be and is hereby authorized to make Application to the Director of Industry Canada for the issue of Articles of Amendment, amending and varying the Articles of Continuance of the Corporation by changing the maximum number of Directors allowed to 12;
2. any one Director, Officer or Member of the Corporation be and is hereby authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the due carrying out of the foregoing;

CERTIFIED to be a Special Resolution of the Corporation, as enacted by the Directors of the Corporation by resolution on or before the 23rd day of August 2017 and confirmed by the Members of the Corporation by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of this Special Resolution at a meeting of Members held on the 23rd day of August 2017.

Dated effective the 23rd day of August 2017.



Secretary



Certificate of Amendment

Canada Not-for-profit Corporations Act

Certificat de modification

*Loi canadienne sur les organisations à but non
lucratif*

The Circuit Rider Trainer Professional Association Incorporated

Corporate name / Dénomination de l'organisation

451376-2

Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the articles of the
above-named corporation are amended under
section 201 of the *Canada Not-for-profit
Corporations Act*, as set out in the attached
articles of amendment.

JE CERTIFIE que les statuts de l'organisation
susmentionnée sont modifiés aux termes de
l'article 201 de la *Loi canadienne sur les
organisations à but non lucratif*, tel qu'il est
indiqué dans les clauses modificatrices ci-
jointes.

Virginie Ethier

Director / Directeur

2017-10-31

Date of amendment (YYYY-MM-DD)
Date de modification (AAAA-MM-JJ)

**Certificate of Continuance***Canada Not-for-profit Corporations Act***Certificat de prorogation***Loi canadienne sur les organisations à but non
lucratif***The Circuit Rider Trainer Professional Association Incorporated**

Corporate name / Dénomination de l'organisation

451376-2Corporation number / Numéro de
l'organisation

I HEREBY CERTIFY that the above-named
corporation, the articles of continuance of which
are attached, is continued under section 211 of
the *Canada Not-for-profit Corporations Act*.

JE CERTIFIE que l'organisation susmentionnée,
dont les statuts de prorogation sont joints, a été
prorogée en vertu de l'article 211 de la *Loi
canadienne sur les organisations à but non
lucratif*.

Virginie Ethier

Director / Directeur

2014-09-03Date of Continuance (YYYY-MM-DD)
Date de prorogation (AAAA-MM-JJ)

BY-LAW NO. 2

A by-law to amend By-Law No. 1 relating to the conduct
of the affairs of

The Circuit Rider Trainer Professional Association Incorporated
(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

That the By-Law No. 1 relating to the conduct of the affairs of the Corporation be amended by deleting those paragraphs identified herein and substituting in lieu thereof the following:

CONDITIONS OF MEMBERSHIP

4. Membership in the Corporation shall be limited to individuals or legal persons interested in furthering the objectives of the Corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the Corporation. The Corporation shall have the following classes of voting members, as distinguished by the region of Canada in which they operate ("Region"):

- (a) Atlantic Voting Members
- (b) Quebec Voting Members
- (c) Ontario Voting Members
- (d) Manitoba Voting Members
- (e) Saskatchewan Voting Members
- (f) Alberta Voting Members
- (g) British Columbia Voting Members
- (h) the Yukon Territory Voting Members

Each voting member shall be a resident of, or be affiliated with a business or organization which is a resident of the Region which corresponds to his, her or its membership Region. A voting member shall be a person actively delivering Circuit Rider Training relating to water/wastewater or maintenance services in the community or a member of the board of directors. Voting members shall be entitled to attend all meetings of the members and to vote on all resolutions of the members, with the exception that only a member of a particular Region shall be entitled to vote for the election of a director representing that Region (i.e., the voting members of each Region shall elect their own director). Each voting member shall be entitled to one vote on a resolution of the members. The eligibility of an individual or legal person as a voting member is subject to the approval of the board of directors in its absolute discretion.

In addition to the classes of voting members, there shall be General Members as follows:

(j) General Members – General Members are entitled to attend any meeting of the members to which they receive notice. General Members are not entitled to vote on resolutions of the members, except as otherwise provided by the Act.

BOARD OF DIRECTORS

14. The property and business of the Corporation shall be managed by a board of directors, comprised of a minimum of three (3) and not more than twelve (12) directors. It is intended that each of the directors be a resident of, or be affiliated with a business or organization which is a resident of, respectively, one of each of the following Regions:

- the Atlantic region
- Quebec
- Ontario
- Manitoba
- Saskatchewan
- Alberta
- British Columbia
- the Yukon Territory

Accordingly, each director will represent his or her own respective Region, as applicable, such that each and every Region may be represented on the board of directors along with two Maintenance Trainers from any Region.

In addition to the twelve (12) directors composing the board of directors, the immediate past president of the Corporation may be a member of the board of directors in an ex-officio capacity, for a period of one year, but shall not be entitled to vote on resolutions of the board of 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 board of directors. Directors must be individuals, 18 years of age or older, with power under law to contract. Directors shall be members in good standing.

BOARD OF DIRECTORS

18. It is intended that at least one candidate for director will be nominated to stand for election as the representative director for each Region. A candidate who stands for election for a particular Region shall be elected by a majority vote of the voting members of that Region. In addition, it is intended that two director

candidates be Maintenance Trainers not representative of any particular Region. They shall be elected by majority vote of all Maintenance Trainer members. All candidates' names shall appear on the ballot.

OFFICERS/EXECUTIVE

39. The Executive of the Corporation shall be officers of the Corporation. The officers of the Corporation shall be a president, vice-president, secretary, 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 shall be directors.

OFFICERS/EXECUTIVE

40. The officers of the Corporation shall be elected by a vote of the directors at a meeting of the board of directors subsequent to the annual meeting of members.

OFFICERS/EXECUTIVE

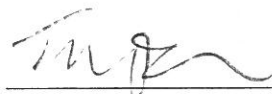
41. The officers of the Corporation shall hold office from the date of appointment or election until their successors are elected or appointed in their stead. It is intended that the president and vice-president shall serve consecutive two year terms. Officers shall be subject to removal by resolution of the board of directors at any time.

EFFECTIVE DATE

56. This By-law No. 2 shall be effective as of the date of its enactment pursuant to the Canada Not-for-profit Corporations Act.

CERTIFIED to be By-Law No. 2 of the Corporation, as enacted by the directors of the Corporation by resolution on or before the 23rd day of August, 2017 and confirmed by the members of the Corporation by an affirmative vote of at least two-thirds (2/3) of the votes cast in favour of this by-law at a meeting of members held on the 23rd day of August, 2017.

Dated as of the 23rd day of August, 2017.



Secretary