

BY-LAW N0.1

A By-law relating generally to the
transaction of the business and affairs of

CANADIAN FITNESS AND LIFESTYLE RESEARCH INSTITUTE

INSTITUT CANADIEN DE LA RECHERCHE SUR LA CONDITION PHYSIQUE ET LE
MODE DE VIE

(the "Corporation")

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ARTICLE 1

DEFINITIONS AND INTERPRETATION

1.1 Definitions

In the By-laws of the Corporation, capitalized terms used but not otherwise defined will have the same meaning as in the Act. In addition:

- 1.1.1 "Act" means the *Canada Not-for-profit Corporations Act* and all regulations made under that Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement;
- 1.1.2 "Articles" has the meaning given to that term in the Act;
- 1.1.3 "Board" means the board of Directors of the Corporation;
- 1.1.4 "By-laws" means this by-law as amended or restated and all other by-laws of the Corporation in force and effect;
- 1.1.5 "Chair" means the chairperson of the Corporation;
- 1.1.6 "Director" or "Directors" means any one or more persons, respectively, who from time to time have been duly elected by the Members to serve on the Board;
- 1.1.7 "Member" or "Members" means any one or more persons, respectively, who have been admitted to membership in the Corporation in accordance with the By-laws;
- 1.1.8 "Officer" or "Officers" means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws;
- 1.1.9 "President" means the Chief Executive Officer ("CEO"), an Officer of the Corporation;
- 1.1.10 "Secretary" means the secretary of the Corporation;
- 1.1.11 "Special Resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
- 1.1.12 "Treasurer" means the treasurer of the Corporation; and
- 1.1.13 "Vice-Chair" means a vice-chair of the Corporation.

1.2 Interpretation

- 1.2.1 In the By-laws, words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine and neuter genders.

- 1.2.2 The words "includes" or "including" as used in the By-laws mean includes or including without limitation.
- 1.2.3 The word "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- 1.2.4 The division of the By-laws into articles and sections and the insertion of headings are for convenience of reference only and will not affect the construction or interpretation of the By-laws.

ARTICLE 2 BUSINESS OF THE CORPORATION

2.1 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the corporate seal shall remain in the registered office of the Corporation.

2.2 Registered Office

Unless changed in accordance with the Act, the registered office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

2.3 Books and Records

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

2.4 Financial Year

Unless otherwise ordered by the Board, the financial year-end of the Corporation shall be March 31st.

2.5 Execution of Documents

Contracts, documents or other instruments in writing requiring the signature of the Corporation, shall be signed by either of the President or the Chair, or such other persons(s) as the President or Chair may designate in writing on a case by case basis and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board of Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of transferring and dealing with any securities owned by the Corporation.

ARTICLE3 BOARD OF DIRECTORS

3.1 Powers of the Board

3.1.1 The Board shall manage or supervise the management of the activities and affairs of the Corporation in all things. The Board may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do.

3.1.2 Without limiting the generality of the foregoing, the Board may:

3.1.2.1 borrow money on the credit of the Corporation;

3.1.2.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

3.1.2.3 give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

3.1.2.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Board may, by resolution, delegate the powers referred to in this Section 3.1.2 to a Director, a committee of Directors or an Officer.

3.2 Board of Directors

The Board will consist of a minimum of five (5) Directors and maximum of nine (9) Directors, at least two of whom are not officers or employees of the corporation or its affiliates. The number of Directors shall be determined from time to time by resolution of the Board.

3.3 Term of Directors

Each Director elected hereunder will have a term of two (2) years or until their successor is elected, whichever is later. Following their initial term, each Director will be eligible for re-election as a Director.

3.4 Removal of Directors

3.4.1 The office of Director shall be automatically vacated and a person shall be ineligible as a Director:

3.4.1.1 if the person is less than 18 years of age;

- 3.4.1.2 if the person is declared incapable by a court in Canada or in another country;
- 3.4.1.3 if the person has the status of a bankrupt;
- 3.4.1.4 if the person resigns his or her office by delivering a written resignation to the Secretary of the Corporation; or
- 3.4.1.5 on the person's death.
- 3.4.2 The Members may, by resolution, at a special meeting remove any Director from office for any reason.
- 3.4.3 The office of Director shall be vacated upon the written resignation of the Director, effective at the time the written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.
- 3.5 **Vacancies**
- 3.5.1 Subject to the Act, a quorum of the Board may fill a vacancy among the Directors, except a vacancy resulting from:
 - 3.5.1.1 a failure to elect the number or minimum number of Directors provided for in the Articles; or
 - 3.5.1.2 an increase in the number or the minimum or maximum number of Directors provided for in the Articles.
- 3.5.2 Subject to the Act, if there is not a quorum of the Board, or if the vacancy has arisen in the circumstances referred to in Sections 3.5.1.1 or 3.5.1.2, the Directors then in office will forthwith call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- 3.5.3 A Director appointed to fill a vacancy, other than a vacancy which arose in the circumstances referred to in Sections 3.5.1.1 and 3.5.1.2, will only hold office for the unexpired term of their predecessor.

ARTICLE 4

MEETINGS OF DIRECTORS

4.1 Meetings of the Board

Subject to the By-laws, the Act and any resolution of the Board, notice of the time and place of each meeting of the Board will be given in the manner provided in Section 13.1 to each Director not less than 48 hours before the time when the meeting is to be held, but if the Chair considers it a matter of urgency that a meeting of the Board be convened, he or she may give notice of a meeting by telephone or electronic means no less than four (4) hours before the meeting. No

notice of a meeting will be necessary if all the Directors in office are present or if those absent waive notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A notice of a meeting of the Board need not specify the purpose of or the business to be transacted at the meeting except where required by the Act. Except where there may be a conflict of interest, any other person or persons designated by the Board will be entitled to receive notice of every meeting of the Board, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

4.2 Place of Meetings

Unless the Articles otherwise provide, meetings of the Board may be held at the registered office of the Corporation or at any other place within Canada, as determined by the Board.

4.3 Meeting by Electronic Means, etc.

If all the Directors of the Corporation consent, a meeting of Directors or of a committee of Directors may be held by means of any telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by those means is deemed to be present at that meeting.

4.4 Calling of Meetings

Subject to any resolution of the Board, in addition to any regular meetings of the Board scheduled under Section 4.9, the Chair or any two (2) Directors may, at any time, call a meeting of the Board for the transaction of any business.

4.5 Adjourned Meeting

Notice of an adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

4.6 Quorum

A majority of the number of Directors of the Corporation in office at the time the meeting is held constitutes a quorum at any meeting of Directors.

4.7 Votes to Govern

Each Director is authorized to exercise one (1) vote at each meeting of the Board of Directors. Unless otherwise required by the Act, at all meetings of the Board, every question will be decided by a majority of the votes cast on the question. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

4.8 Remuneration and Expenses

The Directors will serve without remuneration for their services and no Director shall directly or indirectly receive any profit from such Director's position as such. The Directors will be entitled to be reimbursed for reasonable travelling and other reasonable expenses properly incurred by them in attending meetings of the Board or any committee of the Board.

4.9 Regular Meetings

The Board may fix a day or days in any month or months for regular meetings of the Board at a place and hour to be named, and without limiting the generality of the foregoing, the Board shall meet at least one (1) time per year. A copy of any resolution of the Board fixing the place and time of those regular meetings will be sent to each Director promptly after being passed, but no other notice will be required for any regular meeting except where the Act requires the purpose of, or the business to be transacted at, that meeting to be specified.

4.10 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Director may submit his or her written signature by facsimile, e-mail or other functionally equivalent electronic means of transmission.

4.11 Minutes

The Board shall see that all minutes of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept

ARTICLES COMMITTEES

5.1 Committees of the Board

The Board of Directors may establish, by resolution, committees of the Board of Directors on such terms and conditions as the Board of Directors deems appropriate, whose members will hold their offices at the discretion of the Board of Directors or as otherwise determined by the Board of Directors. The Board of Directors may delegate to any such committee any of the powers of the Board, except powers to:

- 5.1.1 submit to the members any question or matter requiring the approval of the members;
- 5.1.2 fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
- 5.1.3 issue debt obligations except as authorized by the Directors;

- 5.1.4 approve any financial statements;
- 5.1.5 adopt, amend or repeal By-laws; and
- 5.1.6 establish contributions to be made, or dues to be paid, by members.

Any committee member may be removed by resolution of the Board of Directors.

5.2 Executive Committee

In the event the Board of Directors appoints an executive committee, the following shall apply:

- 5.2.1 the executive committee shall be comprised of at least two Members in good standing provided those Members are also Directors of the Corporation;
- 5.2.2 the Board of Directors may fill any vacancy existing, for whatever reason, on the executive committee from among its members;
- 5.2.3 the Chair or any other person named by the Board of Directors may convene a meeting of the executive committee by following the procedure established for the convening of meetings of the Board of Directors. The Chair of the Corporation shall act as the chairman at all meetings of the executive committee, or if he fails to act, the members present shall appoint a chairman from among themselves. The Secretary of the Corporation shall act as secretary of the meetings of the executive committee, unless the members of the committee decide otherwise;
- 5.2.4 a majority of the members of the executive committee shall constitute a quorum for its meetings;
- 5.2.5 the executive committee shall render account of its activities at each meeting of the Board of Directors and the Board of Directors may modify, confirm or nullify any decision taken by the executive committee, subject to the rights of third parties and members in good faith;
- 5.2.6 the members of the executive committee of the Corporation shall not receive any remuneration for serving on the committee; and
- 5.2.7 meetings of the executive committee are subject mutatis mutandis to the rules and procedures which govern the meetings of the Board of Directors.

5.3 Advisory Bodies

The Board may appoint an advisory body or bodies. Membership in any advisory body appointed by the Board will not in itself confer any right to receive notices of or attend meetings of the Corporation's Directors or Members.

5.4 Procedure

Unless otherwise determined by the Board or these By-laws, each committee and advisory body will have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure. To the extent that the Board of Directors or the committee does not establish rules to regulate the procedure of the committee, the provisions of these By-laws applicable to Board of Directors meetings shall apply with all necessary modifications.

ARTICLE 6 OFFICERS

6.1 Appointment

The Board, in its discretion, may appoint any of the Officers named in this Article 6, as well any other officers as the Board may determine. Any two (2) or more offices may be held by the same individual. Officers may be appointed from among the Directors of the Corporation. The power of the Board to determine the powers and duties of the Corporation's Officers is subject to the Act, the Articles and the By-laws.

6.2 President

The President shall be the chief executive officer of the Corporation and shall perform all such duties as are customary for a chief executive officer of a corporation similar in size and operation to the Corporation. He/she shall have 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 and shall perform such other duties as may be determined by the Board of Directors from time to time, and be accountable to the Chair of the Board of Directors.

6.3 Chair

The Chair shall preside at all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be specified by by-law from time to time. The Chair shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as may be specified by by-law from time to time.

6.4 Vice-Chair

The Board may appoint one or more Vice-Chairs who will exercise any powers and perform any duties that the Board may specify and who, if appointed, will hold office from the date of appointment or until their successor is appointed. During the absence or disability of the Chair, the Chair's duties will be performed by the Vice-Chair or by any other Officer who is designated by the Board to exercise those powers.

6.5 Secretary

The Board may appoint a Secretary who, if appointed, will hold office from the date of appointment until his/her successor is appointed. Unless otherwise determined by the Board, the Secretary will attend and be the secretary of all meetings of the Board, Members and committees of the Board. The Secretary will enter or cause to be entered in records kept for that purpose minutes of all proceedings at meetings of the Board, Members and committees of the Board, whether or not the Secretary attends those meetings; the Secretary will give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, the public accountant, members of committees of the Board and any other persons or person designated by the Board; the Secretary will be the custodian of all books, papers, records, documents and instruments in writing belonging to the Corporation (which shall be housed at the registered office of the Corporation), except when some other Officer has been appointed for that purpose; and the Secretary will have any other powers and duties as the Board may specify.

6.6 Treasurer

The Board may appoint a Treasurer who, if appointed, will hold office from the date of appointment until his/her successor is appointed. Unless otherwise determined by the Board, the Treasurer will keep proper accounting records in compliance with the Act and will be responsible for the deposit of money and the disbursement of funds of the Corporation, except when some other Officer has been appointed for that purpose; and will have any other powers and duties as the Board may specify.

6.7 Agents and Attorneys

The Board will have power to appoint agents or attorneys for the Corporation in or out of Canada with any powers of management (including the power to sub-delegate) that the Board deems appropriate.

6.8 Term of Office

6.8.1 Each Officer shall continue in office until:

- 6.8.1.1 their term of appointment expires;
- 6.8.1.2 the election or appointment of a successor;
- 6.8.1.3 the Officer's resignation by delivery of a written resignation to the Secretary of the Corporation;
- 6.8.1.4 the Officer ceases to be a Director, if applicable;
- 6.8.1.5 The Officer is declared incapable by a Court in Canada or in another country;
- 6.8.1.6 The Officer declares bankruptcy;

6.8.1.7 the Officer's removal by resolution of the Board; or

6.8.1.8 the Officer's death.

6.8.2 If the office of any Officer of the Corporation shall be or becomes vacant, the Directors may by resolution appoint a person to fill such vacancy for the remainder of the predecessor's term or until their successor is appointed.

6.9 Remuneration

The Board may determine a reasonable remuneration for all agents, attorneys, and employees of the Corporation, provided they are not also Directors of the Corporation. The Officers will be entitled to be reimbursed for reasonable expenses properly incurred by them in performing their duties.

ARTICLE 7 PUBLIC ACCOUNTANT

7.1 Public Accountant

At each annual meeting, the Members shall appoint a public accountant to hold office until the close of the next annual meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor is appointed. The Members may, at any special meeting, remove the public accountant by Special Resolution before the expiration of such public accountant's term of office, and shall, by a majority of the votes cast at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the Members fail to appoint a successor public accountant, the Directors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Board.

ARTICLES PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Limitation of Liability

Except as provided in the Act, no person referred to in Section 8.2.1 will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Corporation unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Corporation, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8.2 Indemnity

8.2.1 Subject to the Act, the Corporation will indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Corporation's

request as a Director or Officer, and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding in which he or she is involved because of his or her association with the Corporation if:

8.2.1.1 he or she acted honestly and in good faith with a view to the best interests of the Corporation; and

8.2.1.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

8.2.2 The right to indemnity provided in this Section 8.2 will include the right to the advance of moneys from the Corporation for the costs, charges and expenses of a proceeding referred to in Section 8.2.1, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in Section 8.2.1. The Corporation will also indemnify the persons listed in Section 8.2.1 in any other circumstances that the Act permits or requires.

8.3 Insurance

Subject to the Act, the Corporation may purchase and maintain insurance for the benefit of any person referred to in Section 8.2.1 against any liabilities and in any amounts as the Board may determine and as are permitted by the Act

ARTICLE 9 MEMBERSHIP

9.1 Membership

9.1.1 Membership in the Corporation shall be limited to the Directors and the President/CEO of the Corporation.

9.1.2 An individual shall not be elected as a Director unless that individual has consented to serve as a Director and Member of the Corporation. A person shall become a Member effective upon the date of such Director's election to the Board.

9.1.3 No membership fees or dues shall be levied by the Corporation in respect of the Members, unless otherwise directed by the Board.

9.1.4 A Director ceases to be a Member when such individual ceases to be a Director.

9.2 Removal of Members

A membership in the Corporation is terminated when:

- 9.2.1 the Member dies;
- 9.2.2 a Member fails to maintain any qualifications for membership described in Section 9.1 of these by-laws; or
- 9.2.3 the Corporation is liquidated or dissolved under the Act.

ARTICLE 10 MEETINGS OF MEMBERS

10.1 Annual Meetings

Subject to the Act, the annual meeting of Members will be held on the date and at the time determined by the Board, but in any case, (i) not more than fifteen (15) months after the holding of the last preceding annual meeting, and (ii) not later than six (6) months after the end of the Corporation's preceding financial year. At every annual meeting of Members, in addition to any other business that may be transacted, the Members shall:

- 10.1.1 review and consider the financial statements, the report of the public accountant and any other reports required by the Act to be placed before the Members at the annual meeting;
- 10.1.2 elect Directors;
- 10.1.3 appoint the public accountant; and
- 10.1.4 transact any other business that may be properly brought before the Members.

10.2 Special Meetings and Requisition Meetings

The Board shall have the power to call at any time a special meeting of the Members. In addition, the Board shall call a meeting of the Members on written requisition of Members who hold not less than five percent (5%) of the votes that may be cast at a meeting of Members, for the purposes stated in the requisition. Should the Board fail to call such meeting within twenty-one (21) days of receipt of such requisition, any Member who signed the requisition may call such meeting.

10.3 Place of Meetings

The annual meeting or any special meeting of the Members shall be held at the registered office of the Corporation or at any place in Canada as the Board may determine and on such day as the Board shall appoint.

10.4 Meeting by Electronic Means, etc.

Any person entitled to attend a meeting of Members may participate in the meeting, in accordance with the Act, by means of a telephonic, electronic or other communication facility

that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of this Act to be present at the meeting.

10.5 Notice of Meetings

10.5.1 Notice of the time and place of a meeting of Members shall be given 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 preceding day on which the notice is given, is entitled to receive notice, by the following means:

10.5.1.1 mail, courier or personal delivery to each such Member, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or

10.5.1.2 by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

10.5.2 Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any Special Resolution to be submitted to the meeting. For purposes of this Section, all business transacted at a special meeting or annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business". The President, the Treasurer, the Secretary and the public accountant and any other person or persons designated by the Board, will be entitled to receive notice of every meeting of the Members, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

10.6 Waiver of Notice

A meeting of Members may be held at any time and place without notice if all the Members waive notice or otherwise consent to such meeting being held. Attendance of a Member at a meeting of Members is a waiver of notice of the meeting, except where that Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

10.7 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

10.8 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members will be those entitled to vote at that meeting, the Directors, the Chair, Vice-Chair, the Treasurer, the Secretary, and the President. The public accountant of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act, the Articles or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or with the consent of the Members.

10.9 Quorum

The holders of a majority of the votes entitled to vote at a meeting of Members will constitute a quorum at that meeting.

10.10 Manner of Voting

10.10.1 Each Member is entitled to one (1) vote at a meeting of Members.

10.10.2 At all meetings of Members, every question will be determined by a majority vote, unless otherwise specifically provided by the By-laws or the Act.

10.10.3 If an electronic or telephonic meeting of Members is held, then any person participating in, and entitled to vote at, that meeting may vote, in accordance with the by means of the telephonic or electronic communication facility that the Corporation has made available for the purpose. Any vote at a meeting of Members may be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility, if the Corporation makes available such a communication facility.

10.11 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. If the meeting is adjourned:

10.11.1 for less than 31 days, it is not necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned; or

10.11.2 by one or more adjournments for an aggregate of more than 30 days, notice of the adjournment will be given as if for an original meeting.

Such adjournment may be made notwithstanding that no quorum is present.

10.12 Resolution in lieu of Meeting

Subject to the Act, 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. Any such resolution may be signed in counterparts, each of which will be an original and all of

which together will constitute one and the same resolution. A Member may submit his or her written signature by facsimile, email or other functionally equivalent electronic means of transmission.

ARTICLE 11 AMENDMENT OF BY-LAW

11.1 Amendments

11.1.1 The Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Subject to Section 11.1.2, any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

11.1.2 Any amendment that requires a Special Resolution of the Members according to subsection 197(1) of the Act, namely, any amendment to the articles or the By-laws of the Corporation to effect the following, is only effective when confirmed by the Members:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;
- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) increase or decrease the number of or the minimum or maximum number of directors fixed by the articles;
- (i) change the statement of the purpose of the Corporation;

- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to Members entitled to vote at a meeting of the members;
- (m) change the method of voting by Members not in attendance at a meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE 12 AMALGAMATION AND DISSOLUTION

12.1 Amalgamation and Dissolution

Amalgamation and/or dissolution of the Corporation shall require a Special Resolution of the Members of the Corporation.

ARTICLE 13 MISCELLANEOUS

13.1 Method of Giving Notice

- 13.1.1 A notice or document required by the Act, the Articles or the By-laws, to be sent to a Member or Director of the Corporation may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Corporation, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this Section 13.1 to a Member or Director of the Corporation is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this By-law.
- 13.1.2 The accidental omission to give any notice to any Member, Director, Officer, public accountant or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.

ARTICLE 14
REPEAL

14.1 Repeal

All previous By-laws of the Corporation are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Corporation obtained pursuant to, any such By-laws before its repeal. All officers and persons acting under any By-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.

CERTIFIED a true copy of By-law No. 1 of the CANADIAN FITNESS AND LIFESTYLE RESEARCH INSTITUTE INSTITUT CANADIEN DE LA RECHERCHE SUR LA CONDITION PHYSIQUE ET LE MODE DE VIE (the "Corporation") sanctioned by the members of the Corporation on the 8th day of October, 2014, which by-law is in full force and effect and unamended at the date hereof.

DATED as of the 8th day of October, 2014.