

## BY-LAW NUMBER ONE

A General By-Law Relating to the Conduct of  
the Business and Affairs of

[CORPORATION]

(hereinafter referred to as the Corporation)

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

### 1. INTERPRETATION

#### 1.01 Definitions

Unless the context requires or specifies, in this By-law Number One and all other by-laws of the Corporation, all terms and expressions (other than terms or expressions expressly defined herein) which are defined in the Act shall have the meanings given to them in the Act and, additionally:

- (a) "Act" means the *Business Corporations Act* (\_\_\_\_\_);
- (b) "Articles" include the original or restated Articles of Incorporation, Articles of Amendment, Articles of Amalgamation, Articles of Continuance, Articles of Reorganization, Articles of Arrangement, Articles of Dissolution, or Articles of Revival of the Corporation, as from time to time amended, as applicable;
- (c) "Auditor" means the auditor of the Corporation, if any;
- (d) "Board" means the Board of Directors of the Corporation;
- (e) "By-laws" means the by-laws of the Corporation in force and effect, as from time to time amended;
- (f) "Director" means a director of the Corporation occupying such position at any time;
- (g) "Officer" means an officer of the Corporation occupying such position at any time; and
- (h) "Shareholder" means a shareholder of the Corporation.

#### 1.02 Included Words

In the By-laws, unless the context otherwise requires or specifies:

- (a) Words importing singular include the plural and vice versa;
- (b) Words importing gender include masculine, feminine and neuter genders;
- (c) Words importing persons include individuals, firms, bodies corporate, associations, legal representatives of persons and aggregations of persons; and
- (d) A reference to any statute shall extend to any amendment thereof or substitution therefor and any regulation, rule or other provision made thereunder or authorized thereby, amendments thereof or substitutions therefor.