

APPENDIX VII – KEY GOVERNANCE DOCUMENTS, POLICIES AND PROCEDURES

- iBOL Bylaws
- Terms of reference for iBOL corporate committees and members
- iBOL Membership Policy
- iBOL Confidentiality and Conflict of Interest Policy
- iBOL Publication Policy

INTERNATIONAL BARCODE OF LIFE (iBOL) PROJECT

(hereinafter referred as the "Corporation")

GENERAL BY-LAWS

BY-LAW ONE **INTERPRETATION**

In the present By-laws, words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine gender; and words importing persons shall include firms, associations, companies and corporations when the context allows such interpretation.

In the present General By-laws, "Act" refers to the *Canada Corporations Act*, as amended from time to time.

BY-LAW TWO **OBJECTIVES OF THE CORPORATION**

The objectives of the Corporation are:

- (a) Sample acquisition and DNA barcoding of eukaryotic species;
- (b) Development of a reference library of barcode sequences;
- (c) Development of analytical technologies for DNA barcoding; and
- (d) Development of bioinformatic resources for DNA barcoding.

BY-LAW THREE **NAME, HEAD OFFICE AND CORPORATE SEAL**

Article 1 NAME

The name of the Corporation is INTERNATIONAL BARCODE OF LIFE (iBOL) PROJECT.

Article 2 HEAD OFFICE

The head office and principal place of business of the Corporation, being its domicile in Canada, is situated within the limits of the locality designated in its letters patent constituting the Corporation as a corporation or in any supplementary letters patent thereto.

The Corporation may, when it deems expedient, by by-law sanctioned by at least two-third ($\frac{2}{3}$) of the votes of the members having right to vote thereon, cast at a special meeting of the members duly called for that purpose, change the place where the head office of the Corporation is to be situated. A copy of the by-law certified under the seal of the Corporation shall be forthwith filed with the Minister of Industry.

The Corporation may establish and maintain, in addition to its head office and principal place of business, such other offices, places of business, branch offices and agencies elsewhere, within or outside Canada, as the Board of Directors may determine, from time to time, by resolution.

Article 3 CORPORATE SEAL

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

The Chair of the Board of Directors, the Vice Chair of the Board of Directors, the President and Chief Executive Officer, the Secretary, any Directors and any other Officers of the Corporation are authorized to affix the corporate seal of the Corporation to any document where its use is required or permitted.

BY-LAW FOUR **MEMBERS**

Article 1 CATEGORIES

The Corporation shall comprise one category of members. The members shall be called to all annual meetings of the members and have the right to speak thereat. The Directors may recommend for adoption the creation of other categories of members at a special meeting of the members duly called for that purpose. Furthermore, the Board of Directors is empowered to enact, from time to time by resolution, supplementary conditions of admission for members or to amend those already existing. Under no circumstances the status of members can be assigned or otherwise transferred.

Article 2 MEMBERS

Any person may become a member, upon application to the Board of Directors and acceptance by the Board of Directors having full discretion in that respect, by satisfying the conditions of admission set forth in the present by-law, the whole subject to the provisions of the present by-law with respect to the suspension and expulsion, and resignation of members.

Article 3 SUSPENSION AND EXPULSION

The Board of Directors may, by resolution, suspend for a period to be determined or expel indefinitely any member that infringes any provision whatsoever of the present General By-laws, that loses the required qualities to have the status of member of the Corporation, or whose conduct or activities are judged to be detrimental to the Corporation. The decision taken by the Board of Directors pursuant to this article is final and without appeal, and the Board of Directors is hereby authorized to adopt, from time to time, by resolution, and to follow the procedure that it deems necessary.

Article 4 RESIGNATION

Any member may resign in its or his capacity as member, by written notice, addressed to and deposited with the Secretary of the Corporation.

Article 5 ANNUAL MEETINGS

The first annual meeting of the members shall be held at such date not later than eighteen (18) months after the incorporation of the Corporation and, subsequently, once at least in every calendar year and no later than six (6) months after the fiscal year-end of the Corporation, as the Board of Directors may determine, from time to time, by resolution.

Annual and general meetings of the members shall be held at the head office of the Corporation or at any other place in Canada as previously determined by resolution of the Board of Directors or at any other place outside Canada if all members entitled to vote thereat so agree.

Article 6 SPECIAL MEETINGS

Special meetings of the members may be called, at any time and from time to time, by the Chair of the Board of Directors, the Vice Chair of the Board of Directors, the President and Chief Executive Officer or the Board of Directors by resolution, or at the written request of one third (1/3) of the members of the Corporation entitled to vote thereat.

Any such resolution or requisition shall state the general nature of the business to be transacted at such special meeting and each of these signed resolutions or requisitions shall be sent to each Director and be deposited at the head office of the Corporation.

It shall be the duty of the Chair of the Board of Directors or, in his absence, the Vice Chair of the Board of Directors or, in his absence, the President and Chief Executive Officer, upon adoption of such a resolution or upon receipt of such a requisition, to cause the meeting to be called forthwith by the Secretary of the Corporation in conformity with the terms of such resolution or requisition. If the Secretary of the Corporation does not call the meeting within ten (10) days after the adoption of the resolution or the receipt of the requisition, any Director may call such meeting or the same may be called by any member that has signed the requisition in accordance with and subject to the provisions of the laws governing the Corporation, as the case may be.

Special meetings of the members shall be held at the head office of the Corporation or at any other place in Canada as previously determined by resolution of the Board of Directors or at any other place outside Canada if all members entitled to vote thereat so agree.

Article 7 NOTICE OF MEETINGS

Notice specifying the date, the time and the place for holding each of the members' annual and special meetings shall be given by sending such notice to each member, either delivered to its ordinary place of business or his residence or sent by mail, postage prepaid, telegram, electronic mail or fax machine, to its or his latest address or fax number as shown on the books of the Corporation, not less than twenty-one (21) days prior to the date fixed for such meeting, the day upon which such notice is sent and the day upon which such meeting is to be held not to be counted in determining the delay of such notice.

However, if, in the opinion of the Directors or the persons calling the meeting, there is a matter of urgency, a meeting may be called by sending a notice to each member at least forty-eight (48) hours prior to the date and time fixed for such meeting. If the Corporation counts more than one hundred (100) members having the right to attend and to participate in such meeting, the meeting of the members may also be called within the prescribed period, by advertisement in a daily newspaper published or distributed within the locality where the head office of the Corporation is situated. Finally, special meetings of the members may be held at any time, at any place and for any given business to be transacted, without prior notice, when all members entitled to vote thereat are present, or when those that are absent have waived in writing notice of such meeting, either before or after the holding thereof.

A member and any other individual entitled to attend and to participate in a meeting of the members may in any manner waive notice of a meeting of the members, either before or after the holding thereof. Attendance by any such member or individual at a meeting of the members is a waiver of notice of the meeting, except where it or he 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.

Notice of any meeting of the members at which special business is to be transacted shall state:

- a) the nature of that business in sufficient details to permit the members entitled to vote thereon to form a reasoned judgment and to make a reasoned decision thereon; and
- b) the text of any special resolution to be submitted at the meeting.

All business transacted at a special meeting of the members and all business transacted at an annual meeting of the members, except consideration of the financial statements, auditor's report, election of Directors and reappointment of the incumbent auditor, is deemed to be special business.

No error or omission in giving notice of any meeting of the members or any adjourned meeting of the members shall invalidate such meeting or make void any proceedings taken thereat.

Article 8 AGENDA

The agenda of the annual meeting of the members shall be as follows:

- a) meeting called to order;
- b) reading of the notice, if any, and confirmation of the sending or waiving thereof;
- c) confirmation of a quorum;
- d) reading of the minutes of the last annual meeting and of the special meetings of the members held since, if any, and, if deemed appropriate, approval thereof by the members entitled to vote thereon;
- e) filing of the annual report of the Board of Directors, if any;
- f) filing of the balance sheet and the statement of income and expenditures;

- g) discussion of the auditor's report and of the financial statements and, if deemed appropriate, approval thereof by the members entitled to vote thereon;
- h) election of the Directors by the members, if required;
- i) appointment of the auditor or auditors and determination of his or their remuneration;
- j) approval, ratification, sanction and confirmation by the members entitled to vote thereon, provided that mention thereof was made in the notice, of the enactment, repeal or amendment of by-laws, if any;
- k) approval, ratification, sanction and confirmation by the members entitled to vote thereon of the acts, decisions and resolutions of the Board of Directors and/or of the Officers since the last annual meeting;
- l) other business, if any, provided that mention thereof was made in the notice; and
- m) termination of meeting.

Article 9 MEETINGS HELD BY ELECTRONIC MEANS

Any member or any other individual entitled to attend and to participate in a meeting of the members may attend and participate in the meeting in accordance with the laws governing the Corporation, as the case may be, by means of a telephonic, electronic or other communication facility such as teleconference, that permits all participants to communicate adequately and in a secured manner with each other during the meeting, if (i) the Corporation makes available such a communication facility by resorting to an independent recognized company providing such services; (ii) a majority of the members and other individuals attending such meeting consent in advance to such method of communication; and (iii) such members and other individuals have equal access thereto. A member or individual attending to and participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting and the quorum remains present by a number of members entitled to vote thereat equal to fifty per cent (50%) plus one (1) of the total number of such members.

If the Board of Directors or the concerned persons call a meeting of the members pursuant to the present By-law Four, those Directors or persons, as the case may be, may determine that the meeting shall be held, in accordance with the laws governing the Corporation, as the case may be, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Despite the provisions of paragraph 3 of Article 12 of the present By-law Four, any member attending to and participating in a meeting of the members held by electronic means and entitled to vote at that meeting may, in accordance with the laws governing the Corporation, as the case may be, cast its or his vote orally thereat and by means of the telephonic, electronic or other communication facility, such as teleconference, that the Corporation has made available for that purpose.

Article 10 CHAIR OF THE MEETING

The Chair of the Board of Directors or, in his absence, the Vice Chair of the Board of Directors or, in his absence, one of the Directors shall preside at all meetings of the members. If all of the aforesaid Officers are absent or decline to act, the individuals attending to and participating in such meeting may choose someone among their number to act as Chair of the meeting. In the event of an equality of votes, the Chair of any meeting shall be entitled to a second or casting vote in respect of any matter submitted to the vote of the meeting.

Article 11 RIGHT TO VOTE

At all meetings of the members, each member entitled to vote thereat and present shall be entitled to one (1) vote. Any such member may request a ballot in respect of any matter submitted to their vote. Proxy voting is prohibited.

Article 12 QUORUM, VOTING AND ADJOURNMENTS

A number of members entitled to vote at a meeting equal to fifty per cent (50%) plus one (1) of the total of such number of members shall constitute a quorum for an annual meeting or special meeting of the members.

The acts of the majority of the members entitled to vote thereon and present at the meeting shall be considered the acts of such members, except as to matters on which the vote or consent of a greater number of such members is required or directed by the laws governing the Corporation, as the case may be, by the letters patent constituting the Corporation as a corporation or any supplementary letters patent thereto or by the present By-laws. Subject to the foregoing, the vote of the majority of the members present at any annual meeting and carrying voting rights thereat shall be sufficient for the valid ratification of any previous action of the Board of Directors and of the Officers of the Corporation.

Voting of the members at a meeting shall be by show of hands except where a ballot is requested by a member entitled to vote at the meeting.

Should a quorum not be present at any meeting of the members, the meeting, if called on the requisition of members, shall be dissolved. In any other case, those present in person and entitled to be counted for the purpose of forming a quorum shall have the power to adjourn the meeting to the place, date and hour fixed by them by resolution.

Provided that notice of this second meeting or adjourned meeting be subsequently given to all members entitled thereto, in the manner and within the delay provided for in Article 7 of the present By-law Four, the quorum, at this second meeting or adjourned meeting, shall consist solely of the members present thereat in person and entitled to vote. At this second meeting or adjourned meeting, any business may be transacted which might have been validly transacted at the original meeting.

Article 13 ADDRESSES OF MEMBERS

Each member shall furnish to the Corporation an address, an electronic mail address and a fax number where all notices intended for such member shall be mailed or served upon it or him, and, if any member does not furnish such addresses or fax number, any such notice may be addressed to it or him at any other address or fax number of such member at that time appearing in the books of the Corporation. If no address and fax number appear in the books of the Corporation, such notice may be mailed to such address as the person sending the notice may consider to be the most likely to result in such notice promptly reaching such member.

Article 14 RESOLUTIONS

All motions or resolutions of the members shall be adopted at duly called meetings. However, except in those matters required by the Act to be dealt with at a meeting duly called and held, the signature of a number of members of the Corporation, entitled to vote thereat, sufficient to constitute a quorum for a meeting of the members, to any instrument (which may be signed in counterparts) setting out a motion or resolution or the approval of such motion or resolution by mail ballots, including e-mail ballots sent to the head office of the Corporation by a number of members entitled to vote thereat and sufficient to constitute a quorum for a meeting of the members, which could be adopted by such members, shall give to such motion or resolution the same force and effect as if the same had been adopted by such members entitled to vote at a meeting duly called and held for that purpose.

BY-LAW FIVE
BOARD OF DIRECTORS

Article 1 NUMBER OF DIRECTORS

The Board of Directors of the Corporation shall be comprised of no less than three (3) but not more than fifteen (15) Directors. The exact number of Directors comprising the Board of Directors shall be determined by resolution of the members of the Corporation at their first meeting. The members of the Corporation shall have the power to thereafter modify from time to time, by resolution, the number of Directors comprising the Board of Directors.

The applicants for incorporation shall become the first Directors of the Corporation until their removal by the members and the election of their successors or their reappointment. At their first meeting, the members of the Corporation shall then elect the other Directors comprising the Board of Directors, if any.

Article 2 ELECTION, CAPACITY AND TERM OF OFFICE

In addition to the first three (3) Directors of the Corporation, the other Directors shall (except as herein otherwise provided) be elected at an annual meeting of the members or at a special meeting of the members duly called and held for that purpose, by a majority of the votes of the members cast in respect of such election. The candidates to such election shall be chosen from a list established by the members that includes the candidacies of individuals for the office of Director submitted by the members of the Corporation. It shall not be necessary that the voting for the election of the Directors of the Corporation be conducted by ballot, unless voting by ballot is requested by someone present and entitled to vote at the meeting at which such election takes place. At the first meeting of the members of the Corporation, one-half (½) of the Directors shall be elected for a two (2) year term and the other half shall be elected for a three (3) year term. Afterwards, each Director shall be elected for a two (2) year term or until the election of his successor or his reappointment, unless he resigns or his office becomes vacant by death, removal or other cause, so that one-half (½) of the Directors then in office shall be elected each year.

Any individual having the capacity to contract and being over the age of eighteen (18) is eligible to be a member of the Board of Directors. Such individual does not have to be a Canadian citizen or a Canadian resident to be thus eligible.

The office of a Director shall *ipso facto* be vacated in any of the following events, to wit:

a) if he becomes bankrupt or makes an authorized assignment of his property for the general benefit of his creditors or is declared insolvent;

b) if he is interdicted or becomes of unsound mind or his incapacity is otherwise declared incapable by law; or

c) if he is removed in accordance with Article 10 of the present By-law Five.

Article 3 GENERAL POWERS OF DIRECTORS

The Directors shall manage the business and affairs of the Corporation in all respects and make or cause to be made for the Corporation, in its name, any description of contract which the Corporation may lawfully enter into and generally, save as hereinafter provided, may exercise all such other powers and do all such other acts and things as the Corporation is, by the laws governing the Corporation, its letters patent constituting the Corporation as a corporation or any supplementary letters patent thereto or otherwise, authorized to exercise and do. Without limiting the generality of the foregoing, the Directors shall have authority to enact, from time to time, additional membership conditions or modify the existing ones. To this effect, the Directors shall design and implement a membership policy within the end of the first (1st) quarter of the Corporation.

The Directors shall have power to authorize expenditures on behalf of the Corporation, from time to time, and the Board of Directors may by resolution delegate to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objectives of the Corporation.

The Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, contributions, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation identified in its letters patent constituting the Corporation as a corporation or in any supplementary letters patent thereto.

All acts done by any meeting of the Board of Directors or by any individual acting as a Director, so long as his successor shall not have been duly elected or appointed, shall, notwithstanding that it be afterwards discovered that there was some defect in the election of the Directors or of such individuals acting as Directors or that they or any of them were disqualified, be as valid as if the Directors or such other individuals, as the case may be, have been duly elected and were qualified to be Directors of the Corporation.

Article 4 NOTICE OF MEETINGS

Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors provided that written notice of such meeting shall be either delivered to the residence of each Director, or sent by mail, electronic mail, postage prepaid, telegram or fax machine, to his latest address or fax number as shown on the books of the Corporation, not less than fourteen (14) days prior to the date fixed for such meeting, the day upon which such notice is sent and the day upon which such meeting is to be held not to be counted in determining the delay of such notice. There shall be at least two (2) meetings per year of the Board of Directors.

However, if, in the opinion of the Directors, there is a matter of urgency, a meeting may be called by sending a notice to each Director at least forty-eight (48) hours prior to the date and time fixed for such meeting. Meetings of the Board of Directors may be held at any time, at any place and for any given business to be transacted, without prior notice, when all Directors are present, or when those who are absent have waived in writing notice of such meeting, either before or after the holding thereof.

A Director may in any manner waive notice of a meeting of the Board of Directors, either before or after the holding thereof. Attendance by any such Director is a waiver of notice of the meeting, except where he 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.

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.

Article 5 MEETINGS HELD BY ELECTRONIC MEANS

Any Director may attend and participate in a meeting of the Board of Directors in accordance with the laws governing the Corporation, as the case may be, by means of a telephonic, electronic or other communication facility such as teleconference, that permits all Directors to communicate adequately and in a secured manner with each other during the meeting, if (i) the Corporation makes available such a communication facility by resorting to an independent recognized company providing such services; (ii) a majority of the Directors consent in advance to such method of communication; and (iii) such Directors have equal access thereto. A Director attending to and participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting and the quorum remains present by a number of Directors equal to fifty per cent (50%) plus one (1) of the total number of Directors in office from time to time.

If the Directors call a meeting of the Board of Directors pursuant to the present By-law Five, those Directors may determine that the meeting shall be held, in accordance with the laws governing the Corporation, as the case may be, entirely by means of a telephonic, electronic or other communication facility that permits all Directors to communicate adequately with each other during the meeting.

Despite the provisions of paragraph 2 of Article 8 of the present By-law Five, any Director attending and participating to a meeting of the Board of Directors held by electronic means and entitled to vote at that meeting may, in accordance with the laws governing the Corporation, as the case may be, cast his vote orally thereat and by means of the telephonic, electronic or other communication facility, such as teleconference, that the Corporation has made available for that purpose.

Article 6 CHAIR OF THE MEETING

The Chair of the Board of Directors or, in his absence, the Vice Chair of the Board of Directors or, in his absence, one of the Directors shall preside at all meetings of the Board of Directors. If all of the aforesaid Officers are absent or decline to act, the Directors present thereat may choose someone among their number to act as Chair of the meeting. The Chair of any meeting of the Board of Directors shall be entitled to vote as a Director in respect of any matter submitted to the vote of the meeting, but, in the event of an equality of votes, shall be entitled to cast a second or casting vote in respect of any matter submitted to the vote of the meeting.

Article 7 RIGHT TO VOTE

Each Director is authorized to exercise one (1) vote. Proxy voting is prohibited.

Article 8 QUORUM, VOTING AND ADJOURNMENTS

A majority (fifty per cent (50%) plus one (1)) of Directors in office from time to time shall constitute a quorum for a meeting 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 the laws governing the Corporation, or under the letters patent constituting the Corporation as a corporation or any supplementary letters patent thereto or the present By-laws for the time being vested in or exercisable by the Directors generally.

Business to be transacted at the meeting of the Board of Directors shall be decided by the affirmative vote of a majority of the Directors present thereat and constituting quorum. Voting at such a meeting shall be by show of hands.

Should a quorum not be present at any meeting of the Board of Directors, the Directors present in person shall have the power to adjourn the meeting to the place, date and hour fixed by them by resolution.

Providing that notice of this second meeting or adjourned meeting be subsequently given to all Directors, in the manner and within the delay provided for in Article 4 of the present By-law Five, the quorum, at this second meeting or adjourned meeting, shall consist solely of the Directors present thereat. At this second meeting or adjourned meeting, any business may be transacted which might have been validly transacted at the original meeting.

Article 9 ADDRESSES OF DIRECTORS

Each Director shall furnish to the Corporation an address, an electronic mail address and a fax number where all notices intended for such Director shall be mailed or served upon him, and, if any Director does not furnish such addresses or fax number, any such notice may be addressed to him at any other address or fax number of such Director at that time appearing in the books of the Corporation. If no address and fax number appear in the books of the Corporation, such notice may be mailed to such address as the person sending the notice may consider to be the most likely to result in such notice promptly reaching such Director.

Article 10 REMOVAL OF DIRECTORS

Any Director may, by ordinary resolution adopted at a special meeting of the members called for that purpose, be removed from office, either with or without cause, and another duly qualified individual may, by resolution adopted by the members at the same meeting, be elected in his stead. The individual so elected shall hold office for the unexpired term of his predecessor.

Article 11 RESIGNATION

Any Director may, at any time, tender his resignation in his capacity as Director, by written notice, addressed to and deposited with the Secretary of the Corporation. It is not necessary that his decision be justified; the Director shall not incur any responsibility towards the Corporation because of his resignation, even if not justified, for as long as such resignation does not cause any prejudice to the Corporation because given at an inopportune moment.

Article 12 VACANCIES, ADDITIONAL DIRECTORS

Except for a vacancy resulting from an increase in the number of Directors or from a failure to elect the number of Directors required by the letters patent constituting the Corporation as a corporation or any supplementary letters patent thereto, or by these General By-laws or by a resolution of the members to that effect, the Directors then in office may, if they constitute a quorum, fill any vacancy among the Directors, and any Director so elected shall, subject to the provisions of Article 10 of this By-law Five, hold office for the unexpired term of his predecessor and shall then be eligible for re-election.

If the Directors then in office do not constitute a quorum or if the vacancy results from an increase in the number of Directors or from a failure to elect the number of Directors required by the letters patent constituting the Corporation as a corporation or any supplementary letters patent thereto, or by these General By-laws or by a resolution of the members to that effect, the Directors then in office shall immediately call a special meeting of the members for the purpose of filling the vacancy. If the Directors fail to call such a meeting or if there are no Directors then in office, any member of the Corporation may call the said meeting.

Article 13 REMUNERATION OF DIRECTORS

Directors shall not, as such, receive any stated remuneration for their services. However, the Corporation shall pay the expenses incurred by the Directors in the performance of their duties.

Any Director who, upon request, performs special services for the Corporation, may be paid such reasonable remuneration as the Board of Directors may determine, from time to time, by resolution.

Article 14 BY-LAWS AND RESOLUTIONS

All by-laws and resolutions of the Board of Directors shall be enacted or adopted at meetings duly called and held for that purpose. Written resolutions of the Directors in lieu of a meeting of the Board of Directors are prohibited.

BY-LAW SIX
COMMITTEES

Article 1 COMMITTEES

In addition to the two (2) committees identified hereunder, the Board of Directors may create other committees, notably permanent or special committees, provided that with respect to each committee, the governing resolution pertaining thereto indicates the size, term of mandate of members of the concerned committee as well as the objectives and powers of such committee if not otherwise provided for in the present By-law Six.

Paragraph 1.1 Executive Committee

The Board of Directors shall establish an executive committee and designate its members among their number. The executive committee shall be comprised of no less than three (3) but not more than five (5) members. At least two (2) members of the executive committee shall serve for a two (2) year term. The Chair of the Board of Directors shall preside at all meetings and serve as the Chair of the executive committee. Meetings of the executive committee shall occur not less often than once each calendar quarter and may be called on not less than a seven (7) day notice by the Chair of the Board of Directors, the Vice Chair of the Board of Directors, the President and Chief Executive Officer, or any two (2) members of the executive committee. The objective of such committee shall be to exercise the full authority of the Board of Directors in the management of the business and affairs of the Corporation between meetings of the Board of Directors; provided, however, that the powers of the executive committee shall be limited as provided in the foregoing Article 2 of the present By-law Six. The executive committee shall exercise any other powers and duties as the Board of Directors may determine, from time to time, by resolution, subject to the provisions of the laws governing the Corporation, as the case may be.

Paragraph 1.2 International Scientific Advisory Committee

The Board of Directors shall establish an international scientific advisory committee. The Board of Directors shall appoint to such committee persons of high international standing in DNA barcoding and in related fields that are dealing at arm's length with the Corporation. For the purpose of this By-law Six, the expression "arm's length" has the meaning that it has for purposes of the *Income Tax Act* (Canada). The objective of such committee shall be to assist in the independent evaluation of the scientific programs and activities of the Corporation. The international scientific advisory committee shall exercise any other powers and duties as the Board of Directors may determine, from time to time, by resolution, subject to the provisions of the laws governing the Corporation, as the case may be.

Article 2 RESTRICTION OF AUTHORITY OF THE MEMBERS OF ANY COMMITTEE

Any committee, to the extent provided for in the resolution of the Board of Directors creating such committee, and the committees identified in Article 1 of the present By-law Six, may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation. A committee (including the committees identified in Article 1 of the present By-law Six) does not have the power or authority to amend the letters patent constituting the Corporation as a corporation or any supplementary letters patent thereto, change the objectives of the Corporation, approve the budget of the Corporation, adopt an agreement of merger or consolidation, recommend to the Board of Directors the sale, lease or exchange of all or substantially all of the Corporation's property and assets, recommend to the Board of Directors a dissolution or winding-up of the Corporation or a revocation of a dissolution, amend any by-laws of the Corporation including these present By-laws, fill vacancies in the Board of Directors, remove Directors or fix compensation of the members for serving on the Board of Directors or on a committee thereof.

Article 3 COMMITTEE MEMBERS

Subject to the provisions of Article 1 of the present By-law Six to the contrary, any member or Director may be appointed to a committee by the Board of Directors. In the event of a vacancy, the Board of Directors shall designate another member or Director of the Corporation in order to fulfill the mandate. Additional members may be appointed to each committee by the Board of Directors at the request of the Chair of the relevant committee. Any member of any Committee shall serve at the pleasure of the Board of Directors.

Article 4 NOTICE OF MEETINGS OF COMMITTEES

Subject to provision of Article 1 of the present By-law Six to the contrary, meetings of a committee may be held at any time and place to be determined by the members of such committee provided that written notice of such meeting shall be either delivered to the residence of each members of such committee, or sent by mail, electronic mail, postage prepaid, telegram or fax machine, to his latest address or fax number as shown on the books of the Corporation, not less than twenty-one (21) days prior to the date fixed for such meeting, the day upon which such notice is sent and the day upon which such meeting is to be held not to be counted in determining the delay of such notice.

However, if, in the opinion of the members of a committee, there is a matter of urgency, a meeting may be called by sending a notice to each members of such committee at least forty-eight (48) hours prior to the date and time fixed for such meeting. Meetings of any committee may be held at any time, at any place and for any given business to be transacted, without prior notice, when all members thereof are present, or when those who are absent have waived in writing notice of such meeting, either before or after the holding thereof.

A member of a committee may in any manner waive notice of a meeting of the concerned committee, either before or after the holding thereof. Attendance by any such member is a waiver of notice of the meeting, except where he 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.

No error or omission in giving notice of any meeting of any committee or any adjourned meeting thereof shall invalidate such meeting or make void any proceedings taken thereat and any member of the concerned committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Article 5 MEETINGS OF COMMITTEES HELD BY ELECTRONIC MEANS

Any member of any committee may attend and participate in a meeting of a committee in accordance with the laws governing the Corporation, as the case may be, by means of a telephonic, electronic or other communication facility such as teleconference, that permits all members of a committee to communicate adequately and in a secured manner with each other during the meeting, if (i) the Corporation makes available such a communication facility by resorting to an independent recognized company providing such services; (ii) a majority of the members consent in advance to such method of communication; and (iii) such members have equal access thereto. A member of a committee attending to and participating in a meeting thereof by such means is deemed for the purposes of the Act to be present at the meeting and the quorum remains present by a number of members equal to fifty per cent (50%) plus one (1) of the total number of members of the concerned committee in office from time to time.

If the members of a committee call a meeting thereof pursuant to the present By-law Six, those members may determine that the meeting shall be held, in accordance with the laws governing the Corporation, as the case may be, entirely by means of a telephonic, electronic or other communication facility that permits all members to communicate adequately with each other during the meeting of the concerned committee.

Despite the provisions of paragraph 2 of Article 8 of the present By-law Six, any member of a committee attending and participating to a meeting thereof held by electronic means and entitled to vote at that meeting may, in accordance with the laws governing the Corporation, as the case may be, cast his vote orally thereat and by means of the telephonic, electronic or other communication facility, such as teleconference, that the Corporation has made available for that purpose.

Article 6 CHAIR OF THE MEETINGS OF COMMITTEES

Subject to provision of Article 1 of the present By-law Six to the contrary, the members of a committee present may choose someone among their number to act as Chair of the meeting of the concerned committee. The Chair of any meeting of a committee shall be entitled to vote as a member thereof in respect of any matter submitted to the vote of the meeting, but, in the event of an equality of votes, he shall be entitled to cast a second or casting vote in respect of any matter submitted to the vote of the meeting.

Article 7 RIGHT TO VOTE OF COMMITTEE MEMBERS

Each member of any committee is authorized to exercise one (1) vote. Proxy voting is prohibited.

Article 8 QUORUM VOTING AND ADJOURNMENTS RESPECTING MEETINGS OF COMMITTEES

A majority (fifty per cent (50%) plus one (1)) of the members of a committee in office from time to time shall constitute a quorum for any meeting of any committee. Any meeting of any committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by the laws governing the Corporation, as the case may be, or under the letters patent constituting the Corporation as a corporation or any supplementary letters patent thereto, the present By-laws or by any resolution of the Board of Directors establishing the concerned committee, for the time being vested in or exercisable by the members of a committee generally.

Business to be transacted at the meeting of any committee shall be decided by the affirmative vote of a majority of its members attending thereto and participating therein and constituting quorum thereat. Voting at such a meeting shall be by show of hands.

Should a quorum not be present at any meeting of a committee, the members of such committee attending thereto and participating therein shall have the power to adjourn the meeting to the place, date and hour fixed by them by resolution.

Providing that notice of this second meeting or adjourned meeting be subsequently given to all members of the concerned committee, in the manner and within the delay provided for in Article 4 of the present By-law Six, the quorum, at this second meeting or adjourned meeting of the concerned committee, shall consist solely of the members attending thereto and participating therein. At this second meeting or adjourned meeting, any business may be transacted which might have been validly transacted at the original meeting.

Article 9 ADDRESSES OF COMMITTEE MEMBERS

Each committee member shall furnish to the Corporation an address, an electronic mail address and a fax number where all notices intended for such committee member shall be mailed or served upon him, and, if any committee member does not furnish such addresses or fax number, any such notice may be addressed to him at any other address or fax number of such committee member at that time appearing in the books of the Corporation. If no address and fax number appear in the books of the Corporation, such notice may be mailed to such address as the person sending the notice may consider to be the most likely to result in such notice promptly reaching such committee member.

Article 10 REMOVAL OF COMMITTEE MEMBERS

Any member of any committee may, by ordinary resolution adopted at a special meeting of the Board of Directors called for that purpose, be removed from office, either with or without cause, and another duly qualified person may, by resolution adopted at the same meeting, be elected in his stead. The person so elected shall hold office for the unexpired term of his predecessor.

Article 11 RESIGNATION

Any member of any committee may, at any time, tender his resignation in his capacity as member of the concerned committee, by written notice, addressed to and deposited with the Secretary of the Corporation. It is not necessary that his decision be justified; the concerned member of any such committee shall not incur any responsibility towards the Corporation because of his resignation, even if not justified, for as long as such resignation does not cause any prejudice to the Corporation because given at an inopportune moment.

Article 12 REMUNERATION

The remuneration, if any, to be paid to the members of the Executive Committee shall be such as the Board of Directors shall determine by resolution.

Article 13 RESOLUTIONS OF COMMITTEE MEMBERS

All motions or resolutions of the members of a committee shall be adopted at duly called meetings and held for that purpose. Written resolutions of the members of a Committee in lieu of a meeting of the concerned Committee are prohibited.

BY-LAW SEVEN **OFFICERS**

Article 1 MANAGEMENT

The management of the Corporation shall consist of the Chair of the Board of Directors, the Vice Chair of the Board of Directors, the President and Chief Executive Officer, and the Secretary. There may also be appointed one or more additional vice presidents or Officers as the Board of Directors deems appropriate.

Such Officers shall respectively perform such duties, in addition to those specified in the present General By-laws, as shall, from time to time, be prescribed by the Board of Directors. No such Officers of the Corporation need to be a Director of the Corporation save and except for the offices of Chair of the Board of Directors and Vice Chair of the Board of Directors.

Article 2 ELECTION OR APPOINTMENT OF OFFICERS

The Board of Directors, at its first meeting and at each annual meeting, shall elect or appoint a Chair of the Board of Directors, the Vice Chair of the Board of Directors, the President and Chief Executive Officer and the Secretary. The Board of Directors may also elect or appoint one (1) or more Vice Presidents and such other officers, employees and agents as it shall deem necessary whom shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors, subject to the applicable laws. Two (2) or more offices may be held by the same person, but an Officer shall not execute, acknowledge or verify an instrument in more than one (1) capacity if the instrument is required by the law applicable to the Corporation, or the letters patent constituting the Corporation as a corporation or any

supplementary letters patent thereto, or the present General By-laws, to be executed, acknowledged or verified by two (2) or more Officers.

Article 3 CHAIR OF THE BOARD OF DIRECTORS

There shall be appointed a Chair of the Board of Directors whom shall be chosen by the Board of Directors and among their number. He shall hold such office until his successor shall have been appointed. He shall preside at all meetings of the Board of Directors and meetings of the members and certify all minutes of such meetings. He shall have such other powers and duties as the Board of Directors may determine, from time to time, by resolution, subject to the provisions of the laws governing the Corporation, as the case may be.

Article 4 VICE CHAIR OF THE BOARD OF DIRECTORS

There shall be appointed a Vice Chair of the Board of Directors whom shall be chosen by the Board of Directors and among their number. He shall hold such office until his successor shall have been appointed. He shall, in the absence of the Chair of the Board of Directors, preside at all meetings of the Board of Directors and meeting of the members. He shall have such other powers and duties as the Board of Directors may determine, from time to time, by resolution, subject to the provisions of the laws governing the Corporation, as the case may be.

Article 5 PRESIDENT AND CHIEF EXECUTIVE OFFICER

There shall be appointed a President and Chief Executive Officer whom shall be chosen by the Board of Directors. He shall hold office until his successor shall have been appointed. He shall exercise a general control of the Corporation and supervision over its affairs, and shall provide scientific oversight to the Corporation. He shall be in charge of hiring and/or appointing the management team of the Corporation and setting their remuneration and other employment conditions, subject to the approval of the Board of Directors. He shall have such other powers and duties as the Board of Directors may determine, from time to time, by resolution, subject to the provisions of the laws governing the Corporation, as the case may be.

Article 6 SECRETARY

There shall be appointed a Secretary whom shall be chosen by the Board of Directors. He shall hold such office until his successor shall have been appointed. The Secretary shall attend to the giving of all notices of the Corporation and shall draft and keep the minutes of all meetings of the members and of the Board of Directors and of committees of the Board of Directors in a book or books to be kept for that purpose. He shall have the

custody of the corporate seal and keep charge of the records of the Corporation, including books containing the names and addresses of the members and Directors of the Corporation, together with copies of all reports made by the Corporation, and such other books and papers as the Board of Directors may direct and/or entrust to him. He shall be responsible for the keeping and filing of all books, reports, certificates and other documents required by law to be kept and filed by the Corporation. He shall perform such other duties as appertain to his office or as may be required by resolution of the Board of Directors, subject to the provisions of the laws governing the Corporation, as the case may be.

Article 7 DELEGATION OF AUTHORITY AND DUTIES BY THE BOARD OF DIRECTORS

All Officers, employees and agents shall, in addition to the authority conferred, or duties imposed, on them by these present General By-laws, have such authority and perform such duties in the management of the Corporation as may be determined by resolution of the Board of Directors not inconsistent with the law applicable to the Corporation, or the letters patent constituting the Corporation as a corporation or any supplementary letters patent thereto, or the present General By-laws.

Article 8 REMOVAL OF OFFICERS

Each Officer of the Corporation shall hold office for the term for which he is elected or appointed and until his successor is elected or appointed and qualified, or until his resignation or removal. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors. Any Officer may, by ordinary resolution adopted at a special meeting of the Board of Directors called for that purpose, be removed from office, either with or without cause, and another duly qualified person may, by resolution adopted at the same meeting, be elected in his stead. The person so elected shall hold office for the unexpired term of his predecessor. If, however, there be no cause for such removal or discharge and there be a special contract derogating from the provisions of this Article, such removal or discharge shall be subject to the provisions of such contract.

Article 9 RESIGNATION OF OFFICERS

Any Officer may resign in his capacity as officer of the Corporation, by written notice, addressed to and deposited with the Secretary of the Corporation. It is not necessary that his decision be justified; the concerned Officer shall not incur any responsibility towards the Corporation because of his resignation, even if not justified, for as long as such resignation does not cause any prejudice to the Corporation because given at an inopportune moment.

Article 10 REMUNERATION OF OFFICERS

Officers shall not, as such, receive any stated remuneration for their services. However, the Corporation shall pay the expenses incurred by the Officers in the performance of their duties.

Any Officer who, upon request, performs special services for the Corporation may be paid such reasonable remuneration as the Board of Directors may determine, from time to time, by resolution.

Article 11 STAFF

In addition to its general powers to hire such employees needed in the furtherance of its objectives, or to discharge them, the Corporation shall have the power to enter into secondment or interchange agreements with third parties regarding the fulfillment of open staff positions.

BY-LAW EIGHT **FISCAL YEAR, ACCOUNTS AND AUDIT**

Article 1 FISCAL YEAR

The fiscal year of the Corporation shall be designated by resolution of the Board of Directors at a meeting duly called and held for that purpose.

Article 2 FEES

The Board of Directors may, if it is deemed necessary, determine by resolution the amounts of dues and fees owing by the members of the Corporation for each year. Such resolution of the Board of Directors shall be ratified by resolution of the members.

Article 3 ACCOUNTS

The Board of Directors shall cause to be kept proper books of account with respect to all sums of money received and expended by the Corporation and the matters in respect of which such receipts and expenditures take place, the assets and liabilities of the Corporation and all other financial transactions affecting the financial position of the Corporation.

The books of account shall be kept at the head office of the Corporation or at such other reasonable place as the Board of Directors deems fit, and shall, at all reasonable times, be open to inspection by any Director.

Article 4 FINANCIAL REPORTS

The Board of Directors shall cause quarterly financial reports to be prepared with respect to the financial situation of the Corporation.

Article 5 AUDIT

The books of the Corporation shall be audited at least once per fiscal year and the accuracy of the statement of income and expenditures and of the balance sheet shall be ascertained by said auditor or auditors and reported to members at each annual meeting of the members.

At the first meeting of the members of the Corporation, and at each succeeding annual meeting, the members having the right to vote thereat shall appoint an auditor or auditors to audit the accounts and annual financial statements of the Corporation for report to the members at the next annual meeting. The appointed auditor or auditors shall hold office until the close of the next annual meeting or until the or their successor(s) is(are) appointed. None of the Directors, Officers or employees of the Corporation can be appointed to hold office of auditor without the consent of all members. The Board of Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor or auditors shall be fixed by resolution of the Board of Directors.

BY-LAW NINE **CONTRACTS, CHEQUES, DRAFTS, DEPOSITS**

Article 1 CONTRACTS

All deeds, documents, transfers, contracts, engagements, bonds, debentures and other instruments requiring execution by the Corporation shall be signed by the Chair of the Board of Directors, the Vice Chair of the Board of Directors, the President and Chief Executive Officer, or any Director or Officer and countersigned by the Secretary of the Corporation. The Board of Directors may authorize, from time to time by resolution, any other individual to sign on behalf of the Corporation. Any such authorization may be general or confined to specific instances. Save as aforesaid or as otherwise provided in the present General By-laws, no Director, Officer, agent or employee shall have any power or authority either to bind the Corporation by any contract or engagement or to pledge its credit.

Subject to the provisions of section 98 of the Act, as amended from time to time, the Corporation may enter into contracts or transact business with one or more of its Directors or Officers or with any firm of which one or more of its Directors or Officers are members or employees or with any other corporation or partnership of which one or more of its Directors are shareholders, directors, officers or employees. Such contracts or transactions are not invalid or otherwise affected by the sole fact that a Director of the Corporation has or may have a conflict of interest with the Corporation, even if the vote of the Director in conflict of interest is necessary to bind the Corporation by such contract when paragraph 98(4) of the Act, as amended from time to time, permits the said Director to vote on the said contract, provided that, in that event, such Director has declared or made known its conflict of interest to the Board of Directors.

Article 2 CHEQUES AND DRAFTS

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued, accepted or endorsed in the name of the Corporation shall be signed by such Director or Directors, Officer or Officers, agent or agents of the Corporation and in such manner as shall be determined, from time to time, by resolution of the Board of Directors. Any one of such Directors, Officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for that purpose. Any one of such Directors, Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the banks' forms of settlement of balance and release on verification slips.

Article 3 DEPOSITS

The funds of the Corporation may be deposited, from time to time, to the credit of the Corporation with such bank or banks or trust company or trust companies or with such bankers as the Board of Directors may approve, from time to time, by resolution.

BY-LAW TEN
DECLARATIONS

Any Director and Officer or person nominated for the purpose by the Board of Directors are, and each of them is, authorized and empowered to appear and make answer for, on behalf and in the name of the Corporation, to all writs, orders and interrogatories upon articulated facts issued out of any court and to declare for, on behalf and in the name of the Corporation, and answer to writs of attachment by way of garnishment in which the Corporation is garnishee and to make all affidavits and sworn declarations in connection therewith or in connection with any and all judicial proceedings to which the Corporation is a party and to make demands of abandonment or petition for winding-up or bankruptcy orders upon any debtor of the Corporation and to attend and vote at all meetings of creditors of the Corporation's debtors and grant proxies in connection therewith.

BY-LAW ELEVEN
ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

The Board of Directors may, from time to time, enact, pass, repeal, amend or re-enact by-laws not contrary to the Act or not included in the letters patent constituting the Corporation as a corporation or in its supplementary letters patent thereto, concerning any matters related to the governing provisions of the Corporation. However, any such by-law must be duly approved, ratified, sanctioned and confirmed by the vote of at least two-thirds ($\frac{2}{3}$) of the members of the Corporation entitled to vote thereon and present at a meeting duly called and held for such purpose. No such by-law will be enacted and nothing will be undertaken under its authority before it has been duly approved by the Minister of Industry.

Furthermore, the Board of Directors may, from time to time, enact or adopt by-laws, not inconsistent with the by-laws relating to the management and operation of the Corporation, as it deems expedient. Any such by-laws must be approved, ratified, sanctioned and confirmed by the vote of at least two-thirds ($\frac{2}{3}$) of the members of the Corporation entitled to vote thereon and present at a meeting duly called and held for such purpose before enactment and any such by-laws, unless sanctioned in the interval by a special meeting of the members of the Corporation, duly called and held for such purpose, shall not take effect until the following general meeting of the members of the Corporation, and, if they are not ratified at that meeting, they are repealed effective as of the date of the said meeting.

BY-LAW TWELVE
INDEMNIFICATION OF DIRECTORS AND OFFICERS

Subject to the limitations contained in the laws governing the Corporation, as the case may be, every former Director and Officer of the Corporation and every individual who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or creditor, and his heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Corporation, from time to time and at all times, from and against:

a) all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Corporation or of such body corporate, except in respect of an action by or on behalf of the Corporation or body corporate to procure a judgment in its favour, if:

i) he acted honestly and in good faith with a view to the best interests of the Corporation; and

ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful;

b) all costs, charges and expenses reasonably incurred by such Director or Officer or by such individual in respect of an action by or on behalf of the Corporation or body corporate to procure a judgment in its favour, to which he is made a party by reason of being or having been a Director or an Officer of the Corporation or body corporate, if he fulfils the conditions set out in paragraphs (i) and (ii) above and if the approval of the court has been obtained;

c) all other reasonable costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs of his office;

except such costs, charges and expenses as are occasioned by his own willful neglect or default.

Furthermore, but subject to the limitations contained in the applicable laws, as the case may be, no Director or Officer for the time being of the Corporation shall be liable for the acts, discharges, neglect or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the

Corporation shall be deposited or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any individual or person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his office or trust or in relation thereto, unless the same shall happen by or through his own wilful neglect or default.

AND the Corporation hereby consents to the indemnification provided for herein.

BY-LAW THIRTEEN
GENERAL BORROWING POWERS

The Directors are hereby authorized, at any time and from time to time:

- a) to limit or increase the amount to be borrowed;
- b) to borrow money and obtain advances, upon the credit of the Corporation, from any bank or person, upon such terms, covenants and conditions, at such time, in such sums, to such extent and in such manner as the Board of Directors, in its discretion, may deem expedient;
- c) to issue or cause to be issued bonds, debentures, notes or other debt 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 the Board of Directors, in its discretion, may deem expedient;
- d) to secure any such bonds, debentures, notes or other debt 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, moveable and immovable property of the Corporation and the undertaking and rights of the Corporation;
- e) as security for any discounts, overdrafts, loans, credits, advances or other indebtedness or liability of the Corporation to any bank or person, as well as for the interest thereon, to hypothecate, mortgage, pledge and give to any bank or person, any or all of the Corporation's property, real or personal, moveable or immovable or mixed, now owned or hereafter acquired, or both, and to give such security thereon as may be taken by a bank under the provisions of the Bank Act, and to renew, alter, vary or substitute such security from time to time, with authority to enter into promises to give such security under the Bank Act for any indebtedness contracted or to be contracted by the Corporation to any bank;

f) subject to the applicable laws, and in the furtherance of the objectives of the Corporation, to raise and assist in raising money for, and to aid by way of bonus, loan, promise, endorsement, guarantee or otherwise, any other person and to guarantee the performance or fulfilment of any contracts or obligations of any such person and, in particular, to guarantee the payment of the principal of and interest on debentures or other securities, hypothecs, mortgages and liabilities of any such person;

g) to exercise generally all or any of the rights or powers which the Corporation itself may exercise under its letters patent constituting the Corporation as a corporation and any supplementary letters patent thereto and its governing laws; and

h) to delegate, subject to the limitations contained in the applicable laws, to such Officer(s) or Director(s) of the Corporation, by resolution, all or any of the foregoing powers hereby conferred upon the Board of Directors.

AND the powers of borrowing and giving security hereby authorized shall be deemed to be continuing powers and not to be exhausted by the first exercise thereof, but may be exercised from time to time hereafter, until the repeal of this By-law Thirteen and notice thereof has been given in writing to whomsoever may be acting on the faith thereof.

The foregoing By-laws are duly approved by the first Directors of the Corporation and ratified by the members of the Corporation, as of this ____ day of _____, 2008.

Chair of the Board of Directors

Secretary

Board of Directors

Terms of Reference

Composition

The Board will consist of the Scientific Director, a representative from the Ontario Genomics Institute, members of organizations which have contributed significant funding to iBOL, including a representative from Genome Canada and from the other three Central Nodes

Mandate

iBOL has been established as a not-for-profit Corporation which will be governed by its Board of Directors which has final decision-making authority over all aspects of the project. The Board will monitor scientific progress and ensure that the goals of the iBOL project are being met.

Administration and Organization

Timing

The Board will meet quarterly.

Responsibilities of the Chair

The Chair of the Board of Directors will:

1. Schedule quarterly meetings;
2. Prepare an agenda for each meeting; and
3. Direct the Scientific Director to prepare a board book for distribution to each Board member in advance of each meeting

Documents and Record Keeping

Prior to each Board meeting, iBOL's Scientific Director will provide a report that includes an account of the progress in achieving the objectives and milestones of the project, including scientific achievements and financial statements (both domestic and abroad).

Minutes for each meeting will be taken by a recording secretary. The Chair will coordinate the distribution of these minutes to the Board members within four weeks of each meeting's occurrence.

Remuneration

Members of the Board and the Chair receive an annual retainer payable on the anniversary date of the appointment and an honorarium for each meeting attended. In addition, all expenses related to their attendance at meetings will be covered.

Science Advisory Board

Terms of Reference

Background

The Science Advisory Board (SAB) provides advice and guidance to the research team to help ensure that the Project achieves its stated objectives and milestones.

Composition

1. The membership of the SAB must be independent from the Project team with no real or perceived conflicts. The SAB should include 4-6 members with sufficient expertise to cover the breadth of the research proposed.
2. The first Chair of the SAB should be appointed by the Board of Directors.
3. The SAB membership should be determined through a consultative process involving the SAB Chair designate and the Board of Directors.

Mandate

The mandate of the SAB is to provide advice and guidance to the Project team to help ensure that the Project achieves its stated objectives and milestones.

To accomplish its mandate the SAB should:

1. Provide strategic advice to the Project team on approaches and directions to aid the Project in achieving its long-term objectives. This includes providing advice on major trends in science and technology that are likely to have an impact on the Project as well as scientific and GE³LS challenges facing the Project team.
2. Provide advice on proposed scientific and GE³LS changes to the Project. The Project team must consult the SAB prior to submitting changes in their research plan to the Board of Directors.
3. Review research progress.
4. Review the implementation of the Project's management plan.
5. Identify issues related to GE³LS, Intellectual Property (IP), and commercialization of technologies that arise from the Project, where appropriate.

Administration and Organization

Timing

1. The SAB should meet with the Project team twice a year with at least one of these being a face-to-face meeting. The first face-to-face SAB meeting should be held within six months of project initiation (i.e. February 1, 2010). Efforts should be made to ensure that most SAB members can attend in person. The initial meeting should serve to familiarize the SAB members with the Project's approved goals and milestones.

2. The SAB should meet in person with leaders of the Project team well in advance of any key funding reviews so there is sufficient time for iBOL researchers to implement any recommendations.

Responsibilities of Chair

1. The Chair of the SAB is responsible for:
 - a. Working with the Project team to develop an agenda for each SAB meeting;
 - b. Chairing the meeting;
 - c. Working with other members of the SAB to prepare a written report of the meeting, which includes specific recommendations to the Project team and action items arising from the meeting;
 - d. Reporting to the iBOL Board of Directors.

Documents and Record Keeping

1. The SAB should receive copies of documentation related to the Project including:
 - a. 2 weeks prior to the first SAB meeting: the final approved project description and approved budget and milestones; copies of peer-reviews;
 - b. 2 weeks prior to each SAB meeting: a scientific report that includes: an account of the progress in achieving the Project's objectives and milestones; an updated Gantt chart; a description of any proposed changes to the Project;

2. Copies of publications arising from the Project;

3. Prior to key funding reviews: the documentation submitted for review;

4. Following key funding reviews: the reviews of the Project from the review committee.

Reports

The written report of each SAB meeting should be sent to the Project within 4 weeks of each meeting. Copies of the report (including the Project team's presentations to the

SAB) and the resulting actions taken by the Project team must be provided to the Board of Directors.

Terms of Appointment and Addition of New Members

1. Members of the SAB will be appointed for the term of the Project (January 2010-July 2015).
2. Changes in SAB membership may occur throughout the term of the project. Any changes in the SAB membership must be approved by the Board of Directors.

Remuneration

Members and the Chair receive an honorarium for the work they do on behalf of the SAB. In addition, all reasonable expenses related to their attendance at meetings will be reimbursed.

Technology Development Advisory Group

Terms of Reference

Composition

The membership of the Technology Development Advisory Group (TDAG) is completely independent from the iBOL management team with no real or perceived conflicts. The TDAG members have sufficient expertise to cover the breadth of the technologies used in iBOL's proposed work plan. The Chair of the TDAG will be elected by its members in their first meeting.

Mandate

The TDAG will provide guidance to the iBOL project in the following categories:

1. An optimized use of cutting edge tools, technologies, and best practices in the field of genomics
2. Solving any challenging technological problems in iBOL's work plans
3. Reviewing technology development and implementation plans within iBOL-associated labs
4. Providing strategic direction with regards to technology development projects and plans

Administration and Organization

Timing

The TDAG will meet with the iBOL Technology Development leaders twice a year with at least one of these being a face-to-face meeting. The first face-to-face meeting will be held within six (6) months of iBOL's activation. Efforts will be made to ensure that the majority of the TDAG members can attend in person. The initial meeting will serve to familiarize the TDAG members with ongoing technology development efforts within iBOL.

Responsibilities of the Chair

The Chair of the TDAG is responsible for:

1. Working with iBOL's Director of Technology Development to develop meeting agendas for the TDAG meetings;
2. Chairing the meeting; and
3. Working with the other members of the TDAG to prepare a written report arising from meeting, which includes specific recommendations to iBOL-associated laboratories and action items arising from the meeting;

Documents and Record Keeping

Prior to each TDAG meeting, iBOL's Director of Technology Development will provide a scientific report that includes an account of the progress in achieving the objectives and

milestones and copies of publications/technical reports arising from technology development work within iBOL.

Following each TDAG meeting, the Chair will prepare a written report that will be sent to the iBOL Scientific Director to be presented to the iBOL Board of Directors.

Terms of Appointment and Addition of New Members

1. Members of the TDAG will be appointed for the term of the iBOL project.
2. Changes to the TDAG membership may occur throughout the term of the project. Any changes to the TDAG membership should be made and approved by the iBOL leadership.

Remuneration

Members and Chair receive an annual retainer payable on the anniversary date of the appointment and an honorarium for each meeting attended. In addition, all expenses related to their attendance at meetings will be covered.

Scientific Steering Committee

Terms of Reference

Composition

The Scientific Steering Committee (SSC) will include approximately 50 individuals, who will represent two constituencies: each iBOL nation will have a representative on the SSC and so too will each of the 20 iBOL Working Groups. The Lead of each Working Group will be a member of the SSC with the Co-Lead serving as a designate. The Chair of the GE3LS committee will also be a member of the SSC.

Mandate

The Scientific Steering Committee (SSC) will assist and advise the Scientific Director on the overall research plans and deliverables. This includes monitoring scientific progress and validating national contributions.

Administration and Organization

Timing

The SSC will meet once each year, with supplemental meetings arranged at the call of the Scientific Director.

Responsibilities of the Chair

The Scientific Director of iBOL will be the Chair for the SSC. His responsibilities will be to:

1. Chair the annual meeting;
2. Determine the need for supplemental meetings and call for their arrangement;
and
3. Prepare an agenda for each meeting

Documents and Record Keeping

Prior to each SSC meeting, iBOL's Scientific Director will provide a scientific report that includes an account of the progress in achieving the objectives and milestones of the project.

Following each SSC meeting, the Chair will make a report to the iBOL Board of Directors.

Remuneration

No remuneration is provided to members of the SSC.

INTERNATIONAL BARCODE OF LIFE (IBOL) PROJECT

MEMBERSHIP POLICY

OBJECTIVE

The objective of the present membership policy is to set forth the specific terms and conditions governing the acceptance of membership applications by the Board of Directors of *International Barcode of Life (iBOL) Project* (hereinafter, the “**Corporation**”), in accordance with the provisions of Article 3 of By-Law Five of the General By-Laws of the Corporation.

MEMBERS

To qualify as a Member of the Corporation, the applicant must satisfy the conditions of admission set forth herein in Article 2 of By-Law Four of the General By-Laws of the Corporation.

The Corporation shall comprise one category of members. The members shall be called to all annual meetings of the members and have the right to speak thereat. The Board of Directors may recommend for adoption the creation of other categories of members at a special meeting of the members duly called for that purpose. Furthermore, the Board of Directors is empowered to enact, from time to time by resolution, supplementary conditions of admission for members or to amend those already existing. Under no circumstances can the status of members be assigned or otherwise transferred.

Organizations can become members if they participate financially by having invested serious amounts or made a serious commitment for genomics research pertaining to the goals of the Corporation or having the potential of becoming major funding partners, as may be determined from time to time by the Board of Directors.

Before assessing and accepting any application for Membership of the Corporation, the Board of Directors shall receive each of the following documents:

1. The prescribed application form for Membership provided by the Corporation, duly completed and signed by the applicant or its duly appointed representative. Such application form shall allow the Board of Directors to obtain in writing the following undertakings from the applicant, conditional to applicant’s acceptance as Member of the Corporation:
 - (i) to comply with the objects of the Corporation set forth in its Letters Patent and to provide the Corporation with the benefit of its knowledge;
 - (ii) to promote the goals of the Corporation, namely:
 - sample acquisition and DNA barcoding of eukaryotic species;
 - provision of a freely-available and publicly-accessible reference library of DNA barcode sequences and associated species and specimen annotation;
 - characterization of socio-economic potential and impact for DNA barcoding;
 - development of analytical technologies for DNA barcoding; and
 - development of bioinformatics tools for DNA barcoding;

- (iii) and to abide with all applicable legal and ethical obligations.
2. When the applicant is an international, national or regional organization incorporated for a purpose pertaining to the goals of the Corporation, a certified copy of the incorporation documentation of the applicant, such as a deed of incorporation or Letters Patent, evidencing (i) the goals of the applicant, and (ii) that the applicant is an existing international, national or regional organization;
 3. When the applicant is an international, national or regional organization not incorporated for a purpose pertaining to the goals of the Corporation, in addition to the documentation required hereabove, an official letter from the organization signed by an authorized officer thereof confirming that (i) the applicant is an existing international, national or regional organization; (ii) the applicant's interest in research pertaining to the goals of the Corporation; and (iii) a written description of the research or process conducted by the applicant pertaining to the goals of the Corporation.
 4. Representatives of the «*Consortium Nodes*» created by the Corporation may be appointed as members and/or Directors of the Corporation, namely one representative for all «*Central Nodes*», one representative for all «*Regional Nodes*», and one representative for all «*National Nodes*».

The foregoing membership policy is duly adopted and approved by the Board of Directors of the Corporation as of this ● day of ●,.

Chairman of the Board of Directors

Secretary

INTERNATIONAL BARCODE OF LIFE (iBOL) PROJECT
(the «Corporation»)

CONFIDENTIALITY AND CONFLICT OF INTEREST POLICY

1. OBJECTIVES

The objectives of the present Policy are to establish rules concerning the protection of confidential information of the Corporation and the disclosure of situations of conflict of interest for Members, Directors, Officers and designated employees of the Corporation.

2. DEFINITIONS

For the purposes herein, the following expressions shall have the meaning set forth below:

2.1. "Confidential Information" shall mean:

2.1.1. the content of any and all deliberations and discussions of the Members, the Board of Directors or of any committee of the Corporation; and

2.1.2. the information or documents obtained by the Members and/or Directors and/or Officers and/or employees of the Corporation in the course of their office and/or employment with the Corporation.

However, "*Confidential Information*" shall exclude information:

2.1.3. that is part of the public domain;

2.1.4. whose disclosure is useful or required for the accomplishment of the objectives of the Corporation including, without limitation, general information used to promote the Corporation within the public; or

2.1.5. whose disclosure is required by law or an order from a competent governmental, judicial or other authority.

2.2. "*Conflict of interest*": shall be deemed in a situation of "*Conflict of interest*" the Member and/or Director and/or Officer and/or employee of the Corporation, whom, either personally or by the means of members of his immediate family:

2.2.1. has an interest, directly or indirectly, in a business or organisation therefore leading to a conflict between his own interests and that of the Corporation; or

2.2.2. has a claim or cause of action against the Corporation.

3. NON-DISCLOSURE

Each Member, Director, Officer and designated employee of the Corporation shall not:

- 3.1. disclose Confidential Information or make public or private statements or comments regarding thereto;
 - 3.2. use any Confidential Information for its own benefit or that of third parties;
 - 3.3. allow any third party to gain access to any Confidential Information;
- and shall:
- 3.4. take required steps to protect Confidential Information and avoid any unauthorized disclosure thereof.

4. DURATION OF NON-DISCLOSURE

Each Member, Director, Officer and designated employee of the Corporation shall hold Confidential Information in confidence at all times during and after the term of his office as Member and/or Director and/or Officer of the Corporation and/or employment with the Corporation, unless such disclosure is expressly authorized by the Chairman of the Board of the Corporation.

5. RETURN OF CONFIDENTIAL INFORMATION

Each Member, Director, Officer and designated employee of the Corporation shall, upon request of the Corporation, return all copies of documents containing Confidential Information upon termination of his office as Member and/or Director and/or Officer of the Corporation and/or his employment with the Corporation.

6. CONFIDENTIALITY COVENANT

Each Member, Director and Officer of the Corporation and any other person or employee, as deemed appropriate by the Board of Directors of the Corporation, shall undertake a confidentiality covenant in the form attached hereto.

7. CONFLICT OF INTEREST - GENERAL PRINCIPLE

Each Member, Director, Officer and designated employee of the Corporation shall, at all times during the term of his office as Member and/or Director and/or Officer of the Corporation and/or his employment with the Corporation, refrain from being in a position of Conflict between his own interests and his duties as a Member and/or Director and/or Officer and/or employee of the Corporation.

8. DISCLOSURE OF CONFLICT OF INTEREST

Each Member, Director, Officer and designated employee of the Corporation shall, as soon as possible after his nomination as Member or election as Director or appointment as Officer of the Corporation or employment with the Corporation, disclose in writing any and all potential sources for Conflict of interest.

9. FORM OF STATEMENT

The above-mentioned Conflict of interest disclosure statement, duly filed and signed by such Member and/or Director and/or Officer and/or designated employee, shall be transmitted to the Secretary of the Corporation. Said disclosure statement shall mention the current occupation of said Member or Director or

Officer or designated employee as well as the name of his employer (if not an employee of the Corporation) and shall comprise a short summary of potential sources of Conflict of interest describing the nature, scope and value which, in the opinion of said Member, Director, Officer or employee might arise during the term of his office and/or employment with the Corporation. Said disclosure statement shall also include an undertaking by said Member and/or Director and/or Officer and/or designated employee to abide by the provisions of the present Policy. A Conflict of interest disclosure statement form is attached hereto.

10. AMENDMENT OF STATEMENT

Each Member, Director, Officer and designated employee of the Corporation shall have the responsibility to amend his Conflict of interest disclosure statement as soon as new potential Conflict of interest arises or old potential Conflict of interest disappears.

11. CONFIDENTIALITY OF STATEMENT

The content of each of the Conflict of interest disclosure statements shall remain confidential and only the Chairman of the Board and the Secretary of the Corporation shall have access thereto. The content of said disclosure statements may also be reviewed by the auditors of the Corporation. The Corporate Secretary shall have the responsibility to keep the Conflict of interest disclosure statements.

12. DISCLOSURE

Each Member and/or Director and/or Officer and/or designated employee of the Corporation shall have the responsibility to inform the Chairman of the Board or the Corporate Secretary of any and all situations of Conflict of interest or any violation of the provisions hereof he may encounter or be informed of, as soon as he learns about said situation or potential situation of Conflict of interest or violation of the provisions hereof.

13. SITUATIONS NOT DEEMED CONFLICT OF INTEREST

The ownership of two per cent (2%) or less of the issued and outstanding shares of a publicly traded corporation by a Member, Director, Officer or designated employee of the Corporation shall not be deemed a Conflict of interest.

14. DISCLOSURE, DELIBERATION AND VOTE

Each Member and/or Director and/or Officer of the Corporation when in a situation of Conflict of interest or potential Conflict of interest pursuant to the provisions hereof shall:

- 14.1. disclose such situation to the Board of Directors of the Corporation so that it shall be noted in the minutes of the meeting of the Board of Directors;
- 14.2. retire from the meeting during which matters leading directly or indirectly to a Conflict of interest are discussed; however, the presence of such Member and/or Director and/or Officer of the Corporation may be accounted for the purpose of reaching quorum in a meeting. Should the Chairman of the Board and the Vice-Chairman of the Board be forced to retire from a meeting pursuant to the provisions of this Section 14, the remaining Directors shall designate an ad hoc Chairman of the Board between them;

- 14.3. refrain from voting on such matters; and
- 14.4. refrain from influencing any Member, Director or Officer of the Corporation regarding such matters that are directly or indirectly related to the situation of Conflict of interest.

15. POWERS OF THE BOARD OF DIRECTORS

The interpretation and implementation of the provisions of the present Policy are the responsibility of the Board of Directors of the Corporation.

16. REMOVAL

Any Member and/or Director and/or Officer and/or designated employee of the Corporation whom is in default under the present Policy may be removed by resolution of the Board of Directors of the Corporation from his office and/or employment before the expiration of its term.

17. VALIDITY OF RESOLUTION

Any contract executed, any transactions made or any decision taken by the Corporation while one of its Members and/or Directors and/or Officers is in a situation of Conflict of interest, provided such situation was disclosed to the Board of Directors in accordance with the provisions of this Policy, shall not be null and void for this sole reason, provided however that:

- 17.1. such Member and/or Director and/or Officer has complied with the provisions of Section 14 of the present Policy;
- 17.2. there is quorum (the presence of such Member and/or Director and/or Officer may be considered for the purpose of establishing such quorum) at the meeting during which such contract is to be approved or such decision is to be taken; and
- 17.3. the vote of the remaining Directors is sufficient to validly adopt such decision or contract.

Furthermore, any contract executed or any decision taken by the Corporation while one of its Members and/or Directors and/or Officers is in a situation of Conflict of interest if such situation was not disclosed in accordance with the provisions of the present Policy shall not be null and void for this sole reason provided that:

- 17.4. there is quorum (the presence of such Member and/or Director and/or Officer may be considered for the purpose of establishing such quorum) at the meeting during which such contract is to be approved or such decision is to be taken; and
- 17.5. the vote of the remaining Directors is sufficient to validly adopt such resolution.

18. ADDITIONAL RULES

The Board of Directors of the Corporation may from time to time adopt, by resolution, additional or specific rules that are not incompatible with the present Policy, relating to the conduct of Members and/or Directors and/or Officers and/or employees of the Corporation with respect to Conflict of interest and confidentiality.

[Adopted at Board meeting of September 26, 2010, resolution #2010/09/26- ♦]

iBOL Publication Policy

In accordance with Genome Canada's Policy on Access to Research Publications (located here: <http://www.genomecanada.ca/medias/PDF/EN/AccessResearchPublicationsPolicy.pdf>, and also attached to this document), we affirm that all scientific results generated through the International Barcode of Life project will be published in journals that allow at least one of the following:

- The article is freely available to the public immediately upon publication (e.g., *BMC Ecology*)
- The article is freely available to the public after a 6-month (or less) waiting period (e.g., *Nature*)
- The journal allows authors to host their articles on personal websites, either in published or in pre-print form (e.g., *Molecular Ecology Resources*)

Paul D. N. Hebert, PhD
Scientific Director, International Barcode of Life Project