



The Corporations Act
Loi sur les corporations
ARTICLES OF INCORPORATION (without share capital)
STATUTS CONSTITUTIFS (corporations sans capital-actions)



The Corporations Act /
Loi sur les corporations

CERTIFICATE / CERTIFICAT

**ARTICLES EFFECTIVE /
LES STATUTS PRENNENT EFFET LE**

5 OCT / OCT 2004


DIRECTOR, CORPORATIONS BRANCH /
DIRECTEUR, DIRECTION DES CORPORATIONS

1. Name of Corporation / Dénomination sociale

THE MANITOBA SUSTAINABLE ENERGY ASSOCIATION INC.

2. The address in full of the registered office (include postal code)
Adresse complète du bureau enregistré (inclure le code postal)

**1700 – 360 Main Street
Winnipeg, Manitoba
R3C 3Z3**

3. Number (or minimum and maximum number) of directors
Nombre (ou nombre minimal et maximal) d'administrateurs

MINIMUM OF THREE (3) MAXIMUM OF TWENTY (20)

4. First directors / Premiers administrateurs

Name in full / Nom complet	Address in full (include postal code)/Adresse complète (inclure le code postal)
DAVID THERRIEN	254 BALTIMORE ROAD, WINNIPEG MB R3L 1H8
LES ROUTLEDGE	BOX 310, KILLARNEY MB R0K 1G0
MARK WITHERSPOON	BOX 10, KILLARNEY MB R0K 1G0

5. The undertaking of the corporation is restricted to the following
Les activités de la corporation se limitent à ce qui suit

SEE ATTACHED SCHEDULE A

6. Other provisions, if any / Autres dispositions, s'il y a lieu

SEE ATTACHED SCHEDULE B

7. The corporation has no authorized capital and shall be carried on without pecuniary gain to its members, and any profits or other accretions to the corporation shall be used in furthering its undertaking.

La corporation n'a pas de capital autorisé et exercera ses activités sans que ses membres en tirent profit sur le plan pécuniaire; tout bénéfice réalisé par la corporation sera consacré à l'avancement de ses activités.

8. Each first director named herein becomes a member of the corporation upon incorporation.

Chacun des premiers administrateurs nommés dans les présentes devient membre de la corporation à la constitution de celle-ci.

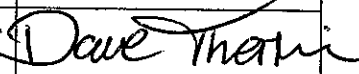
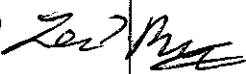

9. Where the undertaking of the corporation is of a social nature, the address in full of the clubhouse or similar premises that the corporation will maintain. / Lorsque les activités de la corporation sont à caractère social, indiquer l'adresse au complet du lieu où elle les poursuivra.

N/A

10. I have satisfied myself that, the proposed name of the corporation is not the same as or similar to the name of any known body corporate, association, partnership, individual or business so as to be likely to confuse or mislead.

Je me suis assuré que la dénomination sociale projetée n'est ni identique ni semblable à la dénomination d'une personne morale, d'une association, d'une société en nom collectif ou d'une entreprise connue ou au nom d'un particulier connu et qu'elle ne saurait prêter à confusion ni induire en erreur.

11. Incorporators / Fondateurs

Name in full / Nom complet	Address in full (include postal code)/ Adresse complète (inclure le code postal)	Signature / Signature
DAVID THERRIEN	254 BALTIMORE ROAD, WINNIPEG MB R3L 1H8	
LES ROUTLEDGE	BOX 310, KILLARNEY MB R0K 1G0	
MARK WITHERSPOON	BOX 10, KILLARNEY MB R0K 1G0	

Note: If any First Director named in paragraph 4 is not an Incorporator, a Form 3 "Consent to Act as a First Director" must be attached. A minimum of three directors is required for incorporation. State full civic address in paragraphs 2, 4 and 11 - a P.O. box number alone is not acceptable.

Remarque: Si l'un des premiers administrateurs nommés à la rubrique 4 n'est pas un fondateur, joindre la formule 3 intitulée "Consentement à agir en qualité de premier administrateur". Aux fins de la constitution en corporation, il doit y avoir au moins trois administrateurs. Indiquer l'adresse complète dans les rubriques 2, 4 et 11; un numéro de case postale seul n'est pas suffisant.

OFFICE USE ONLY / RESERVÉ À L'ADMINISTRATION

Corporation Number / N° de la corporation

4964811

Business Number / Numéro d'entreprise

84846 0011 00001

SCHEDULE A
TO THE ARTICLES OF INCORPORATION OF
THE MANITOBA SUSTAINABLE ENERGY ASSOCIATION INC.
(the "Corporation")

5. The undertaking of the Corporation is restricted to the following:
- (a) to bring the concerns of its members to the policy makers of the day and provide information concerning sustainable green energy to its members;
 - (b) to bring a unified voice to government, the voice to be comprised of private citizens, cities, municipalities, towns and businesses within the Province of Manitoba that are interested in renewable/sustainable/green energy and the policies set forth by the governments that govern this sector, to be carried on without pecuniary gain.

**SCHEDULE B
TO THE ARTICLES OF INCORPORATION OF
THE MANITOBA SUSTAINABLE ENERGY ASSOCIATION INC.**

(the "Corporation")

6. (a) The Corporation has no authorized capital and shall be carried on without pecuniary gain to its members, and any profits or other accretions to the Corporation shall be used in furthering its undertaking.
- (b) If, upon the winding up or dissolution of the Corporation, there remains, after satisfaction of all of its debts and liabilities, any property, such property shall not be paid to or distributed among the members but shall be distributed to registered charities or qualified donees as defined by Canada Revenue Agency as may be determined by the members of the Corporation immediately prior to its dissolution or winding up.
- (c) The members of the Corporation shall be those persons, cities, municipalities, towns and businesses named as members or who may from time to time become members in accordance with the by-laws of the Corporation.

GENERAL BY-LAW NO. 1
being the General By-Laws of

THE MANITOBA SUSTAINABLE ENERGY ASSOCIATION INC.

(hereinafter called the "Corporation").

ARTICLE I

PURPOSE AND OBJECTIVES

- 1.01 The purpose and objectives of the Corporation shall be as set forth in its Articles.

ARTICLE II

REGISTERED OFFICE

- 2.01 Until changed in accordance with the Act, the registered office of the Corporation shall be at the City of Winnipeg and at such place therein as the Directors may from time to time decide.

ARTICLE III

MEMBERSHIPS TO THE CORPORATION

- 3.01 Memberships to the Corporation are not transferable, and lapse and cease to exist upon the death, resignation or expulsion of a Member.

ARTICLE IV

MEETING OF DIRECTORS

- 4.01 (a) Directors' meetings may be held at any place within or without Manitoba as the Directors may from time to time determine. A meeting of Directors may be convened by the Executive Director or Vice President, or, any two (2) Directors may at any time and the Secretary by direction of the Executive Director or Vice-President, shall convene a meeting of Directors. Notice of such meeting shall be delivered or mailed or faxed or telephoned to each Director not less than two (2) days (exclusive of the day on which the notice is delivered or mailed or faxed or telephoned but inclusive of the day for which notice is given) before the meeting is to take place. Provided

always that a meeting of the Board of Directors may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. No errors or omissions arising through inadvertence in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting. Any Director may at any time waive notice of any meeting and may ratify and approve of any and all proceedings taken or had thereat. Directors and committees of Directors may hold meetings by conference telephone or similar device in accordance with the provisions of the Section 5.04 below;

(b) Notice of any Directors' meeting need not specify the purpose of the business to be transacted at the meeting except as required by the Act or as required by any other by-law of the Corporation;

(c) The continuing Directors may act notwithstanding any vacancy in their body, but, if their number is reduced below the number necessary for a quorum, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting, but for no other purpose;

- 4.02 Quorum - A majority of the Directors shall form a quorum for the transaction of business.
- 4.03 Voting - Questions arising at any meeting of Directors shall be decided by a majority of votes.
- 4.04 Telephone - If all of the Directors consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it related and may be given with respect to all meetings of the board and of committees of the Board.

ARTICLE V

DIRECTORS INTERESTED IN OTHER ORGANIZATIONS

- 5.01 No Director shall be disqualified from his office by reason of the fact that he is interested in or participating in the profits of any contract or arrangement made or proposed to be made by the Corporation, whether as vendor, purchaser or by reason of being a Member of any partnership, firm or corporation, or otherwise, nor shall any such contract or arrangement be voided nor shall any Director interested in such contract or arrangement be liable to the Corporation for any profit realized by any such contract or arrangement by reason of his holding office as a Director, provided only that

such Director shall make disclosure of the nature and extent of his interest and comply with the provisions of the Act.

- 5.02 In the event the Directors of the Corporation are connected with other corporations, firms or associations with which from time to time this Corporation may have business dealings, no contract or other transactions between this Corporation or any corporation, firm or association whose stock is held in common interest or otherwise shall be affected merely by the fact that the Directors are interested in or are directors or officers of such corporation, firm or association.

ARTICLE VI

REMUNERATION OF DIRECTORS

- 6.01 The Directors as such shall not be entitled to any remuneration whatsoever, but they shall be entitled to be paid their travelling and other expenses properly incurred by them in connection with the affairs of the Corporation, and in attending meetings of the Corporation. Any director who is a bona fide employee of the Corporation (whether full-time or part time) may be paid remuneration with respect to the services performed by him as an employee.

ARTICLE VII

FOR PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 7.01 Limitation of Liability - No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereof, unless the same are occasioned by his own willful neglect or default, provided that nothing herein shall relieve any Director or officer of any liability imposed upon him by the Act.
- 7.02 Indemnity - Except in respect of an action by or on behalf of the Corporation to procure a judgment in its favour, the Corporation shall indemnify a Director or officer of the Corporation, a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a Director or officer of another corporation of which this Corporation is or was a

Shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him 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 such corporation or another corporation, if

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

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he has reasonable grounds for believing that his conduct was lawful.

7.03 The Corporation shall, with the approval of a court indemnify any person referred to in Section 7.02 in respect of an action by or on behalf of the Corporation or another corporation to procure 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 another corporation against all costs, charges and expenses reasonably incurred by him in connection with such action if he acted honestly and in good faith with a view to the best interests of the Corporation and 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.

7.04 In accordance with the provisions of the Act, the Corporation shall indemnify any person referred to in Section 7.02 who has been substantially successful in the defence 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 another corporation against all costs, charges and expenses reasonably incurred by him in respect of such action or proceedings.

7.05 Insurance - Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and officers as the Board may from time to time determine.

ARTICLE VIII

OFFICERS

8.01 Until new officers are elected or appointed following the election of a new Board of Directors, the then incumbents shall continue to hold office until the new officers are elected or appointed. The Directors may remove any officer at will.

8.02 In the case of the absence of any officer, or for any other reason that the Directors may deem sufficient, the Directors may by Resolution delegate any and all of the powers and responsibilities of such an officer to any other

officer or officers. The Directors may also delegate any further duties to an officer in addition to the specific duties set out below.

- 8.03 Executive Director - The Executive Director shall be the chief executive officer of the Corporation. He shall preside at all meetings of Directors and of Members, and, shall have the general and active management of the business and affairs of the Corporation.
- 8.04 Vice-President - The Vice-Presidents shall assist the Executive Director in the performance of his duties and shall perform such other duties as the Directors may assign to them. In the absence or disability of the Executive Director, the Vice-Presidents shall perform the duties and exercise the powers of the Executive Director.
- 8.05 Secretary - The Secretary shall attend all meetings of Directors and of Members, and shall record all votes and minutes of such meetings in the Minute Book. He shall give or cause to be given notice of all such meetings.
- 8.06 Treasurer - The Treasurer shall have care of the financial records of the Corporation and shall be primarily responsible for maintaining the accounts of the Corporation.

ARTICLE IX

APPOINTMENT OF A GENERAL MANAGER

- 9.01 The Board of Directors may from time to time appoint a General Manager, who may but need not be one of the Directors of the Corporation, and may delegate to him full authority to manage and direct the business and affairs of the Corporation (except such matters and duties as by the Act or the Articles must be transacted or performed by the Board of Directors or by the Members in general meeting) and to employ and discharge agents and employees of the Corporation or may delegate to him any less powers. If and so long as the General Manager is a Director he may but need not be known as the Managing Director. He shall conform to all lawful orders given to him by the Board of Directors of the Corporation. He shall at all reasonable times give to the Directors or any of them all information they require regarding the affairs of the Corporation.
- 9.02 In addition to the powers set out in 9.01 the Directors may appoint from their number a Managing Director or committee of Directors in accordance with the Act.

ARTICLE X

MEETING OF MEMBERS

- 10.01 Annual Meeting - Subject to the Act and the Articles , the annual meeting of the Members shall be held at such place in Manitoba on such day in each year as the Board of Directors may from time to time determine or outside Manitoba if all the Members entitled to vote at the meeting so agree.
- 10.02 Special Meetings - Meetings of the Members other than the annual meeting, may be convened by order of the Executive Director or a Vice-President or by the Board at any time and/or any place. One third of the Directors may, without resolution of the Directors, convene a special general meeting. In addition, 25% of the Full Members of the Corporation may convene a special general meeting in the same manner as nearly as possible as that by which meetings may be convened by the Directors.
- 10.03 Notices - (a) A printed, written or typewritten notice stating the day, hour and place of meeting and the information respecting the business to be transacted, as required by the Act, shall be served, either personally or by sending such notice to each Member entitled to vote at such meeting through the post, in a prepaid wrapper or letter, at least twenty-one (21) days (exclusive of the day of mailing, but inclusive of the day for which notice is given) before the date of every meeting directed to such address as appears on the books of the Corporation, or, if no address be given therein, then to the last address of such Member known to the Secretary; provided always that a meeting of Members may be held for any purpose at any time and at any place without notice if all the Members entitled to notice of such meeting are present in person at the meeting or if the absent Members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Member.
- (b) Where the provisions of this By-law as to notice have been duly observed, the non-receipt of any notice by any Member or Director shall not invalidate any proceedings or transaction at any meeting or otherwise.
- (c) Any Member or Director may at any time waive any notice required to be given under these By-Laws.
- 10.04 Omission of notice - The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or Members shall not invalidate any resolution passed or any proceedings taken at any meeting.
- 10.05 Adjournment - The Chairman may, with the consent of any meeting at which a quorum is present, or shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is

adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- 10.06 At every meetings of Members, the chair shall be taken by the Executive Director, if present, or in his absence, by a Vice-President, or if absent, a Chairman shall be elected by the Members present. A quorum at any meeting of members shall be _____ Members in good standing personally present.
- 10.07 The voting at general or special meetings of Members shall be by a show of hands, unless a poll is demanded by at least one Member. If a poll is demanded, it shall be taken forthwith without adjournment. In the case of equality of votes, the Chairman shall have a second or casting vote.

ARTICLE XI

EXECUTION OF INSTRUMENTS

- 11.01 Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by the Executive Director and Secretary together and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. In addition, the Board of Directors shall have power from time to time by resolution to appoint any officer or officers, person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

ARTICLE XII

FISCAL YEAR

- 12.01 The fiscal year of the Corporation shall be determined by the Directors.

ARTICLE XIII

MISCELLANEOUS

- 13.01 A person ceasing to be a Member in the Corporation shall have no further rights therein. The interest of a Member of the Corporation shall not be transferable.
- 13.02 A resolution or by-law signed by all of the Directors shall be as valid and effective as if passed at a meeting of Directors duly called, constituted and held.

ARTICLE XIV

CODE OF ETHICS

- 14.01 The Board of Directors may from time to time adopt, repeal, amend or vary codes of ethics and policies to be followed by Members. Any such codes of ethics and policies or variations or repeal thereof shall be submitted to the Members for approval and upon approval by a majority Members shall be binding on all Members. A breach by a Member or a representative of a Member of any such codes of ethics or policies may be grounds for losing membership in the Corporation and this shall be in addition to the general provisions of the these by-laws respecting the loss of membership.

ARTICLE XV

AMENDMENT AND INVALIDITY

- 15.01 Amendment - The By-Laws of the Corporation may be repealed or amended by a majority vote of the Directors confirmed by a two-thirds vote of the Members of a meeting duly called for that purpose or at the annual general meeting.
- 15.02 Invalidity - If any provision of these by-laws shall be contrary to the express provisions of the Act, or the Articles, such provision of the by-law shall be read subject to such provisions of the Act or Articles as the case may be, but except as aforesaid, the said provisions of the by-law shall be valid and binding.

ARTICLE XVI

INTERPRETATION

- 16.01 In these by-laws or any other by-law, special resolution or resolution, unless the context otherwise clearly requires:
- (a) "the Act" means the Corporations Act, RSM 1987, c. C225, or any Act substituted therefor as amended from time to time, but reference shall be to the Act and amendments thereto in force at each relevant time;
- (b) "person" shall include individuals, partnerships, associations, corporations, trustees, executors, administrators or legal representatives; the male gender shall include the female and neuter gender; the female gender shall include the male and neuter gender; and the neuter gender shall include the male and female gender;
- (c) When any provision of the Act is referred to, the reference is to that provision as modified by any statute for the time being in force;

16.02 Where these By-Laws deal with any matter or thing which normally may be dealt with by the Directors or Members without such a provision, such provision has been inserted only for convenience of reference, and in no way is intended to be a restriction or limitation on the powers of the Directors or Members.

16.03 The Articles and headings are inserted only as a matter of convenience and for ease of reference and in no way define, limit, or extend any of the provisions of these by-laws nor are intended to affect their interpretation.

ENACTED by the board the 9 day of Dec 9 2004.


Executive Director DT


Secretary LR