**BY – LAW NO. 1**

A By-Law relating generally to the conduct of the affairs of **E&B Whitteker Trucking Ltd.**

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-Law of**E&B Whitteker Trucking Ltd.**

(hereinafter referred to as the “Corporation”), as follows:

**DIRECTORS**

1. **Number and Quorum:** Subject to any Special Resolution changing the number of Directors, the Board of Directors shall consist of not less than one individual and not more than (6) individuals. One more than one-half of the number of Directors sitting on the Board of Directors and present at a meeting shall constitute a quorum.
2. **Election:** Directors shall be elected by the shareholder at each Annual Meeting of the Shareholder on a show of hands, unless a poll is demanded, and if a poll is demanded, such elections shall be held by ballot.
3. **Meeting of Directors:** A Directors’ meeting may be called upon TWO (2) DAYS’ notice, in writing, or by telephone, by either the President or any TWO (2) DIRECTORS of the Corporation. Any meeting of Directors may be held at any place and time without such notice if all the Directors are present or if a quorum is present, and those Directors who are present have signified their consent to the holding of the meeting in their absence and either prior to or subsequently thereto signify their consent in writing, and any Resolution passed or proceeding ha or action taken at such meeting shall be as valid and effectual as if it had been passed or taken at a meeting duly called. Notice of any meeting any irregularity in any meeting or in the notice thereof may be waived by any Director.

A Director shall be considered present at a meeting of the Director if he is able to participate in the meeting by telephone or other communication facilities as contemplated by the relevant section of *The Corporations Act.*

For the meeting of the Board of Directors to be held immediately following the election of Directors at an Annual or Special Meeting of Shareholders or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director of Directors in order for the meeting to be duly constituted, PROVIDED that a quorum of Directors be present.

1. **Voting at Meetings:** Questions arising at any meeting of Directors shall be decided by vote of such Directors. PROVIDED he is a Director, the Chairman, at all meeting, may move, second or vote upon any Resolution, By-Law or any other matter or thing, and may act in any matter whatsoever as if he were a director only and not Chairman of the meeting, If the Chairman at the meeting shall not have a second or casting vote.
2. **Officers:** The Officers of the corporation shall be the President and such other Officers as the Board of Directors may from time to time decide. All Officers so appointed shall have such powers and perform such duties as are usually imposed upon Officers of corporation and such as may be delegated to them respectively by the Board or required by law. The Board may delegate all or any of the powers of any Officer to any other Officer or Director. Other agents and employees also may be appointed and their duties assigned and compensation fixed by the Board. The term of office of the Officers shall not expire by reason only of the election of a new Board of Directors or the failure to appoint any Officer at the proper time. The Board of Directors may remove at any time, with or without cause, any Officer of the Corporation. Any TWO (2) OFFICES may be held by the same individual, except that of President and Vice-President. The President and the other Officers may, but need not be members of the Board of Directors. At all meetings of the Corporation, the President shall be Chairman, in his absence from a Directors’ meeting, and Director may be elected Chairman by the meeting, in his absence from a Shareholder’ meeting, any Shareholder may be elected Chairman of the meeting.
3. **Salaries and Contracts of Directors:** The Board shall have the power to fix the remuneration to be paid to Directors and Officers for their service to the Corporation, which remuneration paid to a Director may be addition to the salary or remuneration he receives as an officer or employee of the Corporation. Subject to the provisions of *The Corporations Act,* no Director shall be liable or accountable for any profits or salary or fees made from or in connection with any contract made from or in connection with any contract made by him, or a firm, corporation or syndicate, in which he may be a partner or shareholder or otherwise interested with the Corporation, or from or in connection with any office held by him in the Corporation. The Board may also award special remuneration or indemnity to any Director or Officer of the Corporation undertaking any special services on the Corporations behalf other than the routine work ordinarily required of such Director or Officer by the Corporation.
4. **Indemnity of Officers and Directors:** Each Officer and each Director of the Corporation and each former Officer and each former Director of the Corporation and each person who acts and /or has 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 and legal representatives shall be indemnified against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment reasonable incurred by him in respect of any civil, criminal or administrative action or procedure to which he is made a party by reason of being or having been a Director of Officer of the Corporation or such body corporate as to the extent provided for in Section 110 of *The Corporations Act.*

**SHAREHOLDERS**

1. **Annual Meetings:** The Annual Meeting of the Shareholders shall be at such place and on such date in each year as the Board of Directors may, by Resolution, determine.
2. **Other Meetings:** Other meeting of the Shareholder may be convened at any time and for any place by order of the President or Vice-President or by the Board on their own motion or on requisition of Shareholder as provided for by *The Corporations Act.*
3. **Notices:** No Public notice or advertisement of the Annual or other meeting of the Shareholders shall be required.
4. **Quorum:** The quorum for the transaction of business at meeting of the Shareholder shall consist of not less than one more than held the Shareholders present or represented by Proxy and holding in all not less thanks 51% of the issued capital stock of the Corporation carrying voting rights.
5. **Voting:** Questions arising at any meeting of Shareholders shall be decided by vote of such Shareholder. Provided he is a Shareholder, the Chairman at all Shareholders’ meeting may move, second or vote upon any Resolution, By-Law or any other matter or thing, and may act in any matter whatsoever as if he were a Shareholder only and not Chairman of the meeting. If he is not a Shareholder, the Chairman shall not move, second or vote upon any Resolution, By-Law or any other matter or thing. In case of any equality of votes the Chairman at the meeting shall not have a second or casting vote.

**GENERAL**

1. **Allotment of Shares:** Shares of the Corporation’s capital stock shall be allotted at such times and in such manner and on such terms and conditions and to such persons or classes of persona as the Directors may from time to time, by Resolution, determine, subject always to the provisions, if any, of the Articles of Incorporation, and any special agreements respecting the allotment of shares (if any) made between the Shareholder of the Corporation.
2. **Dividends:** The Board of Directors may from time to time, by Resolution declare dividends and pay the same out of any monies or other property of the Corporation applicable for that purpose.
3. **Cheques, Drafts, and Notes:** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or person or persons, whether or not Officers of the Corporation, and in such manner as the Board of Directors may from time to time delegate.
4. **Execution of Contracts, Etc:** Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the President and Secretary-Treasurer and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time, by Resolution, to appoint any Officer or Officers or any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally and to sign specific contracts, documents or instruments in writing.

The Corporate Seal of the Corporation (if any) may, when required, by affixed to contracts, documents, or instruments in writing, signed as aforesaid or by any Officer or Officers, the personal or persona appointed as aforesaid by Resolution of the Board of Directors. The term “contracts, documents or instruments in writing” as used in this By-Law shall include deeds, mortgages, hypothecs, charges, conveyances, transfer and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures or other securities, and all paper writings.

1. **Corporate Seal:** The Director may, by Resolution, authorize the use of a Corporate Seal by the Corporation in the execution of any instrument by the Corporation.
2. **Transfers:** Subject to the provisions of *The Corporations Act* and to the provisions, if any, of the Articles of Incorporation and any special agreements between the Shareholders restricting the transfer of shares, all transfer of shares shall be made either in person or by attorney only in the books of the Corporation kept for that purpose and upon surrender of the Certificate representing the shares to be transferred.
3. **Fiscal Year:** The fiscal year of the Corporation shall terminate on in each year or on such other date as the Directors may from time to time, by Resolution, determine.
4. **Amendment of By Laws:** The Board of Directors, by two-thirds vote of its member, may alter these By-Laws.
5. **Interpretation:** in all By-Laws of the Corporation, where the context so requires or permits, the singular shall include the plural and the plural the singular, the word “person” shall include firms and corporations, and the masculine shall include the feminine, and wherever reference is made to *The Corporations Act*, if the Articles of Incorporation have issued from the Corporations Branch in Manitoba, it shall mean *The Manitoba Corporations Act*, and every other Statute amending the same or substituted therefore; and where the terms used herein are defined in *The Corporations Act,* such terms, unless the context otherwise requires, shall bear the same meaning as so defined in *The Corporations Act.*

If, however, the Articles of Incorporation are issued federally, any reference to the Corporation Act shall mean *The Canadian Corporation Act,* and every other statute amending the same or substituted therefore.

ENACTED THIS  16  DAY OF  April , 2021 .

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President Secretary

**BY-LAW NO. 2**

**Of**

**E&B Whitteker Trucking Ltd.**

1. The Directors may, without authorization of the Shareholders:
2. Borrow money upon the credit of the Corporation;
3. Issue, re-issue, sell or pledge debt obligations of the Corporation;
4. Mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation; and
5. Subject to the restriction as set out in the Act, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person.
6. The words “debt obligation” and “security interest” shall have the same meaning as set out in the relevant sections of *The Corporations Act*, of the Statutes of Manitoba.
7. The Directors may from time to time by Resolution delegate to a managing director or a committee of directors all or any of the powers conferred on the Directors by paragraph 1 of this By-Law to the full extent thereof or such lesser extent as the Directors may in any such resolution provide, except that securities may only be issued in the manner and on the terms authorized by the Directors.
8. The powers hereby conferred shall be deemed to be in the supplement of an not in substitution for any powers to borrow money or to give security for the purpose of the Corporation possessed by its Directors of Officers independently of this By-Law.

THE FOREGOING is hereby passed as a By-Law of the Directors of the Corporation and shall be as valid and effective as if passed at a meeting of the Board duly called, constituted and held, as witness the signatures of all the Directors of the Corporation.

1. ENACTED the  16  day of  April, 2021  WITNESS the Corporate Seal of the Corporation.

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President Secretary