



BY-LAWS

OF THE

PORCUPINE PROSPECTORS AND DEVELOPERS ASSOCIATION

** Amendment Date: November 10, 2005**

ARTICLE I- OFFICIAL NAME

The name of the organization shall be the "PORCUPINE PROSPECTORS AND DEVELOPERS ASSOCIATION"

ARTICLE II -OBJECTIVES

The objectives of the association are to represent and further the interests of the exploration industry and the individual prospector.

ARTICLE III -MEMBERSHIP

Section 1

Membership in the Association shall consist of those individuals, firms and corporations interested in the furtherance of the objectives of the Association.

Section 2

All applications for membership shall be accompanied by the current annual subscription fee and shall be submitted to the Secretary for consideration by the Membership Committee. The Membership Committee shall have the authority to delegate to a subcommittee of its members or to an Officer of the association the duty to investigate and the right to accept applications for membership.

All applications for membership must include a membership form, filled out by the applicant, which contains a membership creed which will state "I, the undersigned, support the objectives of the Porcupine Prospectors and Developers Association which are to represent and further the interests of the exploration industry and the individual prospector".

Section 3

The Board of Directors shall from time to time establish classes of membership and establish for each class the annual membership fee.



Section 4

- (i) Membership in the Association shall cease upon the resignation of a Member, failure to pay membership fees within sixty (60) days of the due date for payment of same, or in the case of an individual Member, upon his death. Membership shall not be transferable or assignable. Any Member may resign at any time upon written notice and upon such resignation, no refund of any membership or other moneys paid in connection therewith shall be given.
- (ii) Membership of a member maybe terminated by the affirmative vote of a five-sixths majority of the Directors present at a meeting called for such purpose. If such meeting be constituted by less than thirty-three percent (33%) of the Directors, a unanimous vote shall be required.

ARTICLE IV - OFFICE

Section 1

The head office of the Association shall be located at the Municipality of Timmins, in the District of Cochrane and Province of Ontario, Canada, at the place therein where the business of the Association may from time to time be carried on.

ARTICLE V - MEETING of MEMBERS

Section 1 - Annual Meeting

The Annual Meeting of the Members of the Association shall be held in each calendar year at such time and place as may be fixed by the Board of Directors (herein referred to as the "Board", the "Board of Directors" or the "Directors") and Officers of the Executive Committee (or simply the "Officers"). The agenda of the Annual Meeting shall include presentation of the Association's financial statements and the election of Officers and Directors/Committee Chairpersons.

Section 2 - Monthly Meeting of Members

A monthly meeting of the members will normally be held on the second Thursday of each month, excepting in special circumstances when notice of meeting date changes shall be given verbally at the preceding meeting with notices mailed out to the general membership prior to the next meeting.

Section 3 - Special Meetings

Special Meetings may be convened by the Secretary on requisition of any of:

- (a) the President or Vice -President;
- (b) five members of the Board of Directors;
- (c) ten percent of the Members in good standing at the date of delivery of such requisition



In each case, the requisition and the notice calling such Special Meeting shall contain a brief summary of the purpose for which the meeting is being called and the business to be transacted thereat.

Section 4 - Notice

All meetings will normally be held the second Thursday of each month excepting special circumstances when notice will be given verbally or by written letter.

Section 5 - Quorum

The presence in person of seven (7) Members and one executive officer shall be necessary and sufficient to constitute a quorum for the transaction of any business at any Annual or Special Meeting of Members. In the event of a quorum not being present within half an hour of the time for which the meeting is called, the meeting shall stand adjourned until the next appropriate meeting date at a designated time and place and the Members then present shall constitute a sufficient quorum for the transaction of all business properly brought before the meeting.

Section 6 - Voting

Each Individual Member in good standing shall be entitled to one (1) vote in person at any Annual or Special Meeting or Monthly Meeting of Member of the Association. A member in good standing is defined as a fully paid up member prior to such Annual or Special Meeting. Corporate memberships are non-voting memberships.

ARTICLE VI - OFFICERS

Section 1

At the Annual General Meeting, the general membership in good standing shall elect, re-elect or acclaim for a two year term, Officers as follows:

President;
Vice-President;
Secretary;
Assistant Secretary;
Treasurer;
Assistant Treasurer;

and such other Officers or assistant Officers as the Board may from time to time determine. It is the express intent of the Association to use the office of Vice-President as part of its succession strategy with the incumbent being deemed the President-Elect.

Upon expiration of his term of office, the Association's President will, unless re-elected, assume the duties of Past President and remain an officer of the Association.

Section 2

Any Officer may be removed from office at any time by a resolution to the Board. An Officer may resign at any time, provided such resignation is in writing, and his office shall be vacated on receipt of such resignation by the President or Secretary without formal acceptance thereof by the Board.



Section 3

It shall be the duty and responsibility of all Officers to implement the policies and instructions of the Board of Directors, as defined in the minutes of their proceedings or those of the Executive Committee. Subject to the foregoing, the Officers shall have the duties normally attached and incidental to their office.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1

The duly elected or acclaimed Officers of the Association shall constitute the Executive Committee. The Executive Committee shall normally comprise the President, Vice-President, Past President, Secretary and Treasurer or in their respective absences, the Assistant Secretary and Assistant Treasurer.

The Executive Committee shall exercise all of the power of the Directors which they may by law delegate to such Committee. The Committee shall establish its own rules of procedure which shall provide that three (3) of their number shall constitute a quorum and the President as Chairperson of such Committee shall not, in the event of a tie vote, have a second or casting vote.

ARTICLE VIII - COMMITTEE CHAIRPERSONS

Section 1

At the Annual General Meeting, the membership may elect or acclaim for a two year term, the slate of Directors/Committee Chairpersons as recommended by the Nominating Committee (see Article X, Section 1 and 2 below), or alternatively, any other candidate duly nominated and seconded from the floor at the Annual General Meeting.

Section 2

The assumption of any executive office or committee chair shall automatically confer Directorship upon the incumbent. In the event that a committee chair is created or becomes vacant by resignation at any time of the year except immediately prior to the Annual General Meeting, the interim appointee or elected member will also assume the powers of a Director.

Section 3

All exercisable powers (except as required by law or by by-law) of the Association shall, on behalf of the Members, be exercised by the Directors. The Board of Directors shall comprise all Officers and Committee Chairpersons as elected, re-elected or acclaimed at the Annual General Meeting of the Association.



Section 4

The office of Directors shall be automatically vacated:

- (i) if a Director shall resign his office by delivering a written resignation to the Secretary of the Association;
- (ii) if he ceases to be a member of the Association in good standing;
- (iii) if he is found to be a lunatic or becomes of unsound mind;
- (iv) if at a Special Meeting of Members, a resolution is passed by three-quarters of the Members present at the meeting that he be removed from office;
- (v) on his death.

Section 5

As a Committee Chairperson, the Director's primary responsibility is to ensure the Association is adequately represented in the field over which he/she has dominion and that the general Membership is apprised of developments as they relate to the Association. A Director's ancillary function is to establish the short and long term objectives within the normal scope of the Association and then implement policies necessary to achieve those objectives.

Section 6

Regular meetings of the Board may be held as such place and times as shall be fixed by resolution of the Board. Special meetings of the Board shall be convened by the Secretary on the instructions of the President or two (2) members of the Executive Committee.

Section 7

In circumstances which are deemed by the President or any five (5) members of the Board to be urgent, the President or such five (5) Members may themselves or through the Secretary or the President communicate to the members of the Board the terms of a resolution for consideration by the respective and if sixty percent (60%) of the Directors signify by letter, telegram, telefacsimile or e-mail approval of such resolution, the resolution shall be duly passed by the Executive Committee without amendment and shall have the same force and effect as if it have been passed at a meeting of the Board duly called and held for that purpose.

Section 8

On any resolution, the Chairperson shall be entitled to vote and in addition, in the case of a tie vote, shall have an additional or casting vote.



ARTICLE IX - DIRECTORS EMERITUS

Section 1

At its sole discretion, the Nominating Committee reserves the right to nominate from the membership-at-large, individuals for the positions of Directors Emeritus, to recognize either long standing service or extraordinary contributions to the Association. Nominees permitting their names to stand for election will be voted in by simple majority at the Annual General Meeting of Members of the Association.

Section 2

The positions of Directors Emeritus are normally to be conferred for a lifetime or some portion thereof as directed by consent of either the Directorship or Director Emeritus. As an honoraria, the title "Director Emeritus" conveys neither obligations or authorities to the recipient.

ARTICLE X - NOMINATING COMMITTEE

Section 1

The Board shall appoint a nominating committee of not less than five (5) Members in good standing, whose duty it shall be to present at the Annual Meeting, a list of members duly nominated and seconded for each and every Office and Committee Chair.

Section 2

At the Annual Meeting, the Nominating Committee Chairperson shall preside over the election of incoming Officers and Committee Chairpersons. In accordance with normal election proceedings, the Nominating Committee Chairperson shall take the necessary measures to ensure the requisite Executive/Committee offices are filled. During the course of the elections, the Chairperson shall announce sequentially the names of those Members duly nominated who have let their names stand for election. Upon announcing each Office and Chair, the Nominating Committee Chairman shall call for further nominations from the floor. Any two Members in good standing may nominate and second from the floor during the election's proceedings, any Member in good standing for the election as either an Officer or Committee Chairperson.

ARTICLE XI - FUND OF THE ASSOCIATION

Section 1

Money received by the Association shall be under control of the Directors who shall designate the bank or banks, trust company or trust companies to act as bankers or depositories to the Association, the Officers who shall have custody of moneys or securities, and the mode of operation of bank account or accounts of the Association.

Section 2

The Directors shall each year at the Annual Meeting of Members present financial statements showing the financial status and operations of the Association for the previous fiscal period.



ARTICLE XII - AUTHENTICATION OF DOCUMENTS

Contracts and obligations on behalf of the Association may be signed by the President or a Vice-President and by the Secretary or Treasurer. Notwithstanding any provisions to the contrary contained in the By-laws of the Association, the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular instrument may or shall be signed.

ARTICLE XIII - RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the Association when they shall be confirmed, and in default of confirmation at such Annual Meeting of Members shall at and from that time cease to have force and effect.

ARTICLE XIV - AMENDMENT OF BY-LAW

These By-laws may be amended by a By-law passed at a Special General Meeting of Members provided notice of the proposed amendment is mailed to the Members with the notice calling the meeting, and provided the same is sanctioned by at least two-thirds of the votes cast at such Special General Meeting.