



Ontario Corporation Number

714156

Numéro ontarien de l'association

Letters Patent

By virtue of the powers vested in me under the Corporations Act, I do by these Letters Patent issue a charter to the applicants named in the application attached hereto and which forms part of these Letters Patent, constituting them a corporation without share capital under the name

Lettres patentes

En vertu des pouvoirs qui me sont conférés par la Loi sur les compagnies et associations, j'accorde par les présentes lettres patentes une charte aux requérants(es) dont les noms figurent dans la demande ci-jointe, qui fait partie intégrante desdites lettres patentes, les constituant en association portant le nom de

VIII CONGRESS OF THE INTERNATIONAL PEDIATRIC NEPHROLOGY ASSOCIATION

The Letters Patent are subject to the following terms and conditions:

- (a) The corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the corporation shall be used in promoting its objects.

Les lettres patentes sont soumises aux modalités suivantes:

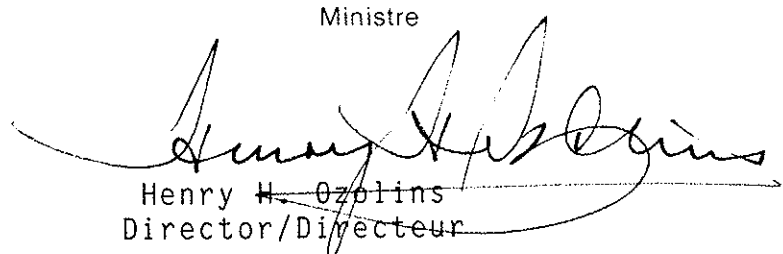
- (a) L'association poursuivra ses activités sans objectif de profit pour ses membres et tous les bénéfices ou la plus-value revenant à l'association seront utilisés de façon à promouvoir ses objets.

Dated/Daté: June 2 juin 1987.

Monte Kwinter

Minister
Ministre

per/par:


Henry H. Ozolins
Director/Directeur

Diane Hébert

5 Castlevew Avenue, Toronto, Ontario,
M5R 1Z1

J. Williamson Balfe

126 Clifton Road, Toronto, Ontario,
M4T 2G6

Allison Eddy

95 MacLean Avenue, Toronto, Ontario,
M4E 2Z8

6. The objects for which the corporation is incorporated are:
Objets pour lesquels l'association est constituée:

To organize and convene the VIII Congress of the International
Pediatric Nephrology Association.

7. The special provisions are/Dispositions particulières:

N/A

Noms et adresses personnelles des requérants:

Name in full, including all given names Nom et prénoms au complet	Residence address, giving Street & No. or R.R. No. & Municipality or Post Office and Postal Code Adresse personnelle y compris la rue et le numéro ou la R.R. et le numéro et la municipalité ou le bureau de poste et le code postal	Calling (occupation) Profession
Gerald Arbus	52 Lonsdale Avenue, Toronto, Ontario, M4V 1W5	Physician
Denis Geary	179 Bishop Avenue, Toronto, Ontario, M2M 1Z7	Physician
Diane Hébert	5 Castlevew Avenue, Toronto, M5R 1Z1	Physician
J. Williamson Balfe	126 Clifton Road, Toronto, Ontario, M4T 2G6	Physician
Allison Eddy	95 MacLean Avenue, Toronto, Ontario, M4E 2Z8	Physician

This application is executed in duplicate.
 Cette requête est faite en double exemplaire.

Signatures of applicants/Signature des requérants

Gerald Arbus
 Gerald Arbus

Diane Hébert
 Diane Hébert

Allison Eddy
 Allison Eddy

Denis Geary
 Denis Geary

J. Williamson Balfe
 J. Williamson Balfe

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VIII CONGRESS OF THE INTERNATIONAL
PEDIATRIC NEPHROLOGY ASSOCIATION

(Name of corporation/Nom de la compagnie ou association)

By:/Par:

(Signature)
(Signature)

(Description of Office)
(Fonction)

(Signature)
(Signature)

(Description of Office)
(Fonction)

(corporate seal)
(apposer le sceau de la
compagnie ou association)

BY-LAW NO. ONE

VIII CONGRESS OF THE INTERNATIONAL PEDIATRIC NEPHROLOGY ASSOCIATION

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BY-LAW NO. ONE

A by-law relating generally to the transaction of the affairs of VIII CONGRESS OF THE INTERNATIONAL PEDIATRIC NEPHROLOGY ASSOCIATION.

BE IT ENACTED as a by-law of VIII CONGRESS OF THE INTERNATIONAL PEDIATRIC NEPHROLOGY ASSOCIATION as follows:

HEAD OFFICE

1. The Head Office of the Corporation shall be in the City of Toronto, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

SEAL

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

BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a Board of Directors, which board shall consist of the number of directors as set out in the Letters Patent or such other number as may be determined from time to time by special resolution, each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The whole Board shall be retired at each annual meeting, but shall be eligible for re-election of otherwise qualified. The election may be by a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

VACANCIES, BOARD OF DIRECTORS

4. Vacancies on the Board of Directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

5. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Treasurer, or by the Secretary on direction of the President or Treasurer or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered or telephoned to each director not less than two days before the meeting is to take place or shall be mailed to each director not less than three days before the meeting is to take place. The certificate of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the Board. A director may, if all the directors of the Corporation consent, participate in a meeting of directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously with each other and a director participating in such a meeting by such means shall be deemed to be present at that meeting.

ERRORS IN NOTICE, BOARD OF DIRECTORS

6. No error or omission in giving such 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 such meeting any may ratify and approve of any or all proceedings taken or had thereat.

VOTING, BOARD OF DIRECTORS

7. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Treasurer or such other director as the Board may from time to time appoint for the purpose.

POWERS

8. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do..

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

REMUNERATION OF DIRECTORS

9. The directors shall receive no remuneration for acting as such.

OFFICERS OF CORPORATION

10. There shall be a President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer, and such other officers as the Board of Directors may determine by by-law from time to time. The President shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Corporation shall be members of the Board.

DUTIES OF PRESIDENT

11. The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Treasurer, and if the Treasurer, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF SECRETARY

12. The Secretary shall be ex officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall file all notices required to be given to members or directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF TREASURER

13. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF OTHER OFFICERS

14. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

EXECUTION OF DOCUMENTS

15. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Treasurer and by the Secretary, or any two of them and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Secretary, Treasurer or by any person authorized by the Board.

Either the President, or the Secretary and Treasurer, or any two of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of

the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name of and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

16. The directors shall see that all necessary books of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

AUDITORS

17. The directors shall appoint auditors as required by the Corporations Act.

MEMBERSHIP

18. The membership shall consist of the directors and officers of the Corporation, and physicians whose practice is concentrated in the area of pediatric nephrology.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

Associate memberships will be available to those who wish to participate in promoting the purpose of the Corporation. Such members will neither vote nor hold office, but shall pay dues.

ANNUAL AND OTHER MEETINGS OF MEMBERS

19. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President, Treasurer or Secretary shall have the power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual meeting or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or personal delivery ten (10) days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all of the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

ERROR OR OMISSION IN NOTICE

20. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or office shall be his last address recorded on the books of the Corporation.

ADJOURNMENTS

21. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

QUORUM OF MEMBERS

22. A quorum for the transaction of business at any meeting of members shall consist of not less than two members present in person or represented by proxy; provided that in no case can any meeting be held unless there are two members present in person.

VOTING OF MEMBERS

23. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote

and he may vote by proxy. Such proxy must be himself a member and before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn but if a poll be demanded and not withdrawn the questions shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in a general meeting upon the matter in question. In the case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

DUES

24. Dues shall be established by a majority vote of the membership at each annual meeting.

FINANCIAL YEAR

25. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of May in each year.

CHEQUES, ETC.

26. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its 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 the purpose. Any one of such officers or agents to be 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 bank's forms or settlement of balances and release of verification slips.

DEPOSIT OF SECURITIES FOR SAFEKEEPING

27. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by two officers, of the Corporation, and in such manners, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

NOTICE

28. Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, directors, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his/her recorded address or if mailed to him/her at his recorded address by prepaid air or ordinary mail, or if sent to him/her at his recorded address by means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him/her to be reliable.

BORROWING

29. The directors may from time to time on behalf of the Corporation:

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation including book debts, rights, powers, franchises

and undertakings to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

From time to time the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

CONFLICT

30. In the even the provisions of this By-law conflict with any other By-law, the provisions of this By-law No. 1 shall prevail.

CONTRACTS

31. Contracts between the Corporation and its directors are not permitted.

INDEMNIFICATION

32. Every director and officer of the Corporation, and his heirs, executors and administrators, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation only from and against:

- (i) all costs, charges and expenses whatsoever such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office;
- (ii) all other costs, charges and expenses he sustains or incurs in or about or in relation to the affairs of the Corporation,

except such costs, charges and expenses as are occasioned by his own negligence or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

AMENDMENTS

33. This by-law and any part thereof may be amended from time to time by resolution of the directors and confirmed by two-thirds of the votes cast at a general meeting of the members of the Corporation duly called for that purpose.


NON-TRANSFERABILITY

34. The interest of a member of the Corporation is transferable only with the consent of the Board of Directors expressed by resolution thereof.

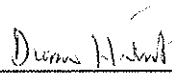
INTERPRETATION

35. In this by-law and all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the female gender as the case may be, and vice versa, and references to persons shall include firms and corporations.

PASSED BY THE Board of Directors and sealed with the corporate seal this 2nd day of June, 1987.

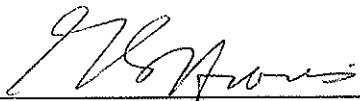


Congress President - Gerald Arbus



Congress Secretary - Diane Hebert

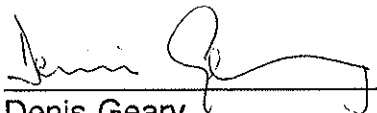
THE FOREGOING BY-LAW is hereby consented to by the directors of the Corporation pursuant to the provisions of the Corporations Act, this 2nd day of June, 1987.



Gerald Arbus



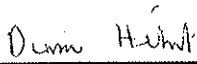
J. Williamson Balfe



Denis Geary



Allison Eddy



Diane Hebert