

**“INTERACTIVE ONTARIO INDUSTRY ASSOCIATION
(the "Corporation")**

BY-LAW NO. 4

being a by-law amending By law No. 1
respecting officers

IT IS ENACTED as By-law No. 4 of the Corporation that:

1. Section 34 of By-law No. 1 of the Corporation is deleted and the following is substituted in its place:

“34. The officers of the Corporation shall be a chair, vice-chair, president, secretary and treasurer and any such other officers as the Board may by resolution determine. Any two or more offices may be held by the same person. Officers need not be directors or members.”
2. Section 37 of By-law No. 1 of the Corporation is deleted and the following is substituted in its place:

“37. (a) The chair shall preside at all annual and special general meetings of the Members and all meetings of the Board. The chair will not have a casting vote at any meeting. The chair shall be an ex-officio member of all committees of the Corporation, but will not have the right to vote at any such meetings unless otherwise appointed as a voting member of a committee. The chair shall perform such other duties as may be assigned from time to time by the Board.

(b) The vice-chair shall, in the absence or disability of the chair, perform the duties and exercise the powers of the chair. The vice-chair shall perform such other duties as may be assigned from time to time by the Board.”
3. Section 38 of By-law No. 1 of the Corporation is deleted and the following is substituted in its place:

“38. The president shall be the chief executive officer of the Corporation. The president shall have the general and active management of the affairs of the Corporation. The president shall see that all orders and resolutions of the Board are carried into effect.”
4. All prior by-laws, resolutions and proceedings of the Corporation inconsistent with By-law No. 4 are amended, modified and revised in order to give effect to this by-law and without prejudice to any acts done or rights acquired thereunder.

5. By-law No. 4 shall not come into force until the approval of Industry Canada has been obtained.
6. Any officer of the Corporation is authorized and directed to do, sign and execute all things, deeds and documents necessary or desirable for the carrying out of the foregoing.”

The undersigned officer of INTERACTIVE ONTARIO INDUSTRY ASSOCIATION (the “**Corporation**”) hereby certifies that the foregoing is a true and correct copy of By-law No. 4 which was duly enacted by the directors of the Corporation on January 22, 2009 and duly sanctioned by resolution passed by at least two-thirds of the votes cast at a special general meeting of the members of the Corporation held on January 22, 2009 and that such by-law is still in full force and effect, unamended as at the date hereof.

DATED: January 22, 2009



Ian Kelso
President