

MINUTES of a meeting of the board of directors of **Doctors without Borders Canada Médecins sans Frontières Canada** held by means of a conference telephone call originating from Scotia Plaza, 44-27, 40 King Street West, Toronto, Ontario, on Monday, the 25th day of November, 1991 at the hour of 9:00 a.m. (Toronto time), all persons participating in the meeting having consented thereto and acknowledged that they could hear each other clearly.

Present: Jaques de Milliano
 Alfred L.J. Page
 Annedien P. Verschuur-Plantenga

being all the directors of the Corporation.

On motion duly made, seconded and unanimously carried, Jaques de Milliano acted as Chairman of the meeting and Alfred L.J. Page, Secretary of the Corporation, acted as Secretary of the meeting.

All the directors being present and having consented to this meeting being held by conference telephone call, the Chairman declared that the meeting was duly constituted for the transaction of business.

Minutes of Last Meeting

On motion duly made, seconded and unanimously carried, it was **RESOLVED** that the minutes of the last meeting of the board of directors held on July 2, 1991 be taken as read and approved.

Resignation of Member

The Chairman informed the meeting that the Secretary of the Corporation had received the resignation of Johannes Nolle as a member of the Corporation on July 2, 1991.

On motion duly made, seconded and unanimously carried, it was **RESOLVED** that the resignation of Johannes Nolle as a member of the Corporation, which became effective on September 2, 1991, be accepted.

Registered User Agreement

The Chairman informed the meeting that Médecins sans Frontières, a corporation incorporated under the laws of France, the registered owner of three Canadian trade marks, had agreed to grant its permission to the Corporation to use such trade marks. The Secretary stated that an application to register such user should be submitted to the Registrar of Trade Marks and tabled a draft of the necessary application.

On motion duly made, seconded and unanimously carried it was **RESOLVED** that:

- (a) the application for the registration of the Corporation as a registered user to be made jointly by Médecins sans Frontières, as the registered owner and the Corporation, as the proposed registered user, in the form of the draft presented to the meeting, be approved;

- (b) the law firm of Borden & Elliot be appointed the trade mark agent of the Corporation in connection with the execution and submission of the said application and any further documents required in connection therewith;
- (c) any officer or director is hereby authorized on behalf of the Corporation to execute under its corporate seal and deliver to the Registrar of Trade Marks, the said application together with such alterations, additions, amendments and deletions as may be approved by such person executing the said application, and the application so executed shall be the document authorized by this resolution and the signature of the person so executing the said application shall be conclusive evidence of the approval of such alterations, additions, amendments or deletions; and
- (d) any officer or director is authorized and directed to execute under corporate seal and to deliver for and in the name of the Corporation all such other documents and to do all such other things as may be necessary or desirable to give effect to this resolution.

It was directed that a copy of the draft application be annexed to the minutes of the meeting as Schedule "A".

Asset Transfer Agreement

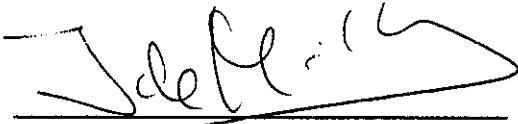
The Chairman tabled a draft asset transfer agreement to be made as of January 1, 1992 between The Associates of Médecins sans Frontières Holland in Canada (the "Associates") and the Corporation, and a discussion ensued therewith.

On motion duly made, seconded and unanimously carried, it was RESOLVED that:


- (a) the asset transfer agreement dated as of January 1, 1992, between the Associates and the Corporation, in the form of the draft presented to the meeting, be approved;
- (b) any officer or director is hereby authorized on behalf of the Corporation to execute under its corporate seal and deliver to the Associates, the said asset transfer agreement together with such alterations, additions, amendments and deletions as may be approved by such person executing the said asset transfer agreement, and the asset transfer agreement so executed shall be the document authorized by this resolution and the signature of the person so executing the said asset transfer agreement shall be conclusive evidence of the approval of such alterations, additions, amendments or deletions; and
- (c) any officer or director is authorized and directed to execute under corporate seal and to deliver for and in the name of the Corporation all such other documents and to do all such other things as may be necessary or desirable to give effect to this resolution.

Termination

There being no further business to come before the meeting, on motion duly made, seconded and unanimously carried, the meeting then terminated.



Chairman of the Meeting -
Jaques de Milliano



Secretary of the Meeting -
Alfred L.J. Page