The Board of Regents
of Victoria University

By-Law Number Two

April 20, 2006

The Board of Regents
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VICTORIA UNIVERSITY BOARD OF REGENTS

BY-LAW 2

Authority to Borrow

A. The Board of Regents may from time to time:

1. Borrow money upon the credit of the University.
2. Issue, sell or pledge debt obligations of the University, including without limitation, bonds, debentures, notes or other similar obligations of the University whether secured or unsecured.
3. Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the University, including book debts, rights, powers, franchises and undertakings, to secure any such debt obligations or any money borrowed, or other debt or liability of the University.
4. Delegate to one or more of the officers and members of the Board of Regents, as may be designated by the Board, all or any of the powers conferred by the foregoing clauses of this By-Law to such extent and in such manner as the Board shall determine at the time of such delegation.
5. From time to time the Board of Regents may enter into one or more Derivative Transactions, on such terms and conditions as are set out in a Master Agreement and are approved by the authorized signatory as designated in the authorizing resolution. Such Derivative Transactions shall be entered into solely for the purposes of the University hedging either interest rate or currency exchange rate risks, and shall not be undertaken by the Board for speculative reasons.

For the purposes of this by-law:
"Derivative Transactions" means (i) any transaction (including an agreement or structured note with respect thereto) which is an equity or equity index option, bond option, interest rate option, currency option, cap transaction, floor transaction, collar transaction or any other similar transaction (including any option with respect to any of these transactions), (ii) any derivative or combination of these transactions, (iii) any master agreement in respect of these transactions and (iv) any margin or security agreement in respect of these transactions.

"Master Agreement" means a master agreement, such as the ISDA Master Agreement, designed to govern a series of Derivative Transactions between the University and one or more other parties over a period of time.

B. Amendment

This by-Law may be amended at any meeting of the Board by a two-thirds vote of the Board members present at any such meeting, provided notice of any such amendment shall appear in any notice calling such meeting.

End of By-Law #2
Approved by the Board of Regents April 20, 2006