

ASSOCIATION FOR THE PROTECTION OF BEAVEN AND ROUND LAKES (AlBeRo)

BY-LAW NO. 2021-2 General By-Law of Internal Management

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GENERAL PROVISIONS

Unless otherwise expressly provided, or unless the context clearly requires otherwise, in the by-laws, in the minutes of meetings of the Board and in the resolutions of the directors and in the minutes of meetings of the members, the term "constitution" means the Letters Patent, the Supplementary Letters Patent and the by-laws:

"Incorporating instrument" means the Letters Patent, Supplementary Letters Patent and by-laws adopted pursuant to sections 21 and 87 of the Act.

"Director" means the person whose name appears at the relevant time in the declaration filed in the Registry or in the by-law filed with the Registrar under section 87 of the Act of which notice has been filed in the Registry and includes any person holding such office regardless of the title of such person.

"Association" means the Association for the Protection of Beaven and Round Lakes (Alero).

"Board" means the Board of Directors of the Association consisting of all directors.

"Declaration filed with the Registry" means, as the case may be, the initial declaration, the declaration of registration, the amending declaration, the annual declaration, or any other declaration that has been filed or that may in the future be required to be filed under the Business Corporations Act and that has been filed with the Registry.

"Officer" includes the Chair, Vice-Chair, Secretary and Treasurer.

"Member" means any person admitted to membership by the Directors.

"Registrar" means the Registrar of Businesses responsible for the administration of the Act and The Legal Publicity Act.

"Registry" means the registry of sole proprietorships, partnerships and corporations established under the Business Publicity Act.

"Regulations" means the regulations made under the Act, as amended from time to time, and any regulations that may be substituted therefor. In the case of such substitution, any reference in the by-laws of the Association to a provision of the regulations shall be construed as a reference to the provision that has been substituted in the new regulations.

"Bylaws" means these Bylaws, the other Bylaws of the Association then in force and all amendments thereto.

"representative" means any officer or agent of the Association or any other person who, at the request of the Association, acts or has acted as an officer or agent of the Association.

ARTICLE ONE: NAME OF THE ASSOCIATION

1. The name of the Association shall be "Association for the Protection of Beaven and Round Lakes (AlBeRo).

ARTICLE TWO: MISSION AND PURPOSES

2. The mission and purposes of the Association shall be as follows:

2.1 to promote and protect the environment, water quality, including tributaries, shorelines, and wildlife of Beaven and Rond Lakes.

2.2 to address and be concerned about any issue that may jeopardize the quality of the environment, the protection of the wildlife and the waters of Beaven and Rond Lakes, their shores and tributaries, and the peaceful enjoyment of the members of the Association and users.

2.3 to educate the users of Beaven and Rond Lakes on the importance of preserving the environment, the quality of the water, the shores, and the wildlife of these lakes.

2.4 monitor and follow up on the quality of the water and shorelines of Beaven and Rond lakes and their tributaries, in particular through marine biology analyses of Beaven and Rond lakes and their tributaries.

2.5 raise awareness and take action regarding invasive exotic species threatening the integrity of the flora and fauna of Beaven and Rond lakes and their environment, including Eurasian water milfoil

2.6 to intervene with governmental decision-makers and local and national authorities to promote, defend and protect the environment, water quality, shorelines, and wildlife of Beaven and Rond lakes for the benefit of the members of the Association and the community.

2.7 to promote and intervene with governmental decision-makers and competent local and national authorities in order to ensure the peaceful enjoyment of Beaven Lake and Rond Lake by members and users of these lakes and their tributaries, in particular by encouraging them to adopt the appropriate behaviours and attitudes for these purposes.

2.8 to disseminate and promote among members and users an appropriate code of boating ethics setting out practices that will protect the ecological integrity and peaceful enjoyment of Beaven and Rond Lakes.

2.9 ensure that shoreline property owners who authorize boat trips to Beaven and Rond lakes ensure that their boats are washed beforehand at the washing station provided for this purpose at Montcalm City Hall, or at any other location subsequently identified, and that they make boaters and fishermen aware of the Boating Code of Ethics, the presence of Eurasian water milfoil or any other invasive species, if applicable, the respect of contaminated areas identified by buoys and/or any other means provided for this purpose, as well as any other considerations related to safety, the environment, wildlife and the peaceful enjoyment of residents and users of Beaven and Round lakes;

2.10 to participate and collaborate actively in any regional or provincial association whose objective is the protection of the environment of lakes and waterways and to join any network to this effect that could help to achieve the mission and objectives of the Association

2.11 To create links between members through community and recreational activities.

2.12 To communicate, inform and educate members and users about the fragility of the lake ecosystem, including through Facebook and internet sites, news releases, signs, buoys, or any other means deemed appropriate by the Board.

2.13 Training of Board members, committees, and volunteers.

2.14 To seek funding to support the mission and objects of the Association.

2.15 To intervene by any other means deemed appropriate by the Board for the purpose of promoting, defending, and protecting the environment, the quality of the waters, including that of their tributaries, the shores and the wildlife of Beaven and Round Lakes.

ARTICLE 3: MEMBERSHIP

3.1 Voting Member - Voting membership in the Association shall be open to any individual of legal age who owns or co-owns a residence bordering or having legal access to Beaven Lake, Little Beaven Lake, the tributary known as Swails Corner at the north end of Beaven Lake and Round Lake. Any such individual must provide proof of residence (waterfront address) if required by the Board and must pay annual dues in order to become a member. There shall be only one voting member per waterfront address. Each Voting Member shall be entitled to one (1) vote at meetings of the members.

3.2 Non-Voting Member - Non-Voting Membership in the Association shall be open to any individual of legal age who does not qualify under Section 3.1 to become a Voting Member of the Association who is interested in and committed to the mission and objects of the Association. Any such individual must provide proof of residence and pay annual dues in order to become a member. Each non-voting member shall be entitled to attend and speak at meetings of members but shall not be entitled to vote.

3.3 Honorary Member - The Board may, by resolution passed by a special majority, annually appoint as an Honorary Member of the Association any person who has rendered service to the Association, by work or donations, in furtherance of the objects of the Association. Honorary members may participate in the activities of the Association and attend meetings of members but shall not be entitled to vote at such meetings. They shall not be eligible to serve as directors of the Association and shall not be required to pay dues or assessments to the Association.

3.4 Eligibility of Member - For the avoidance of doubt, it is clearly understood that no person or corporation who is a tenant, visitor, child, spouse, relative or friend of a Voting Member is eligible to be a Voting Member. The Executive Committee and/or either the Chairperson or the Secretary may at any time verify the eligibility of a member by requiring such member to provide proof of residence and/or the property tax bill for his or her residence. The Board shall verify the eligibility of each member in accordance with this by-law.

3.5 Membership Fees and Dues - The Directors shall set the annual membership fee. The annual fee for membership shall be paid by cheque or other secure electronic means on or about May 1, failing which and in exceptional circumstances, the annual fee shall be due and payable no later than the opening of the annual general meeting of members of the Association. A member's membership shall be valid from May 1 to April 30 regardless of the date of payment of the annual dues.

3.6 Good Standing - A member shall be in good standing with the Association from the date of payment of the annual membership fee until the expiration of the membership period referred to in section 3.5 and so long as the member meets the requirements of sections 3.1

to 3.4 above, complies with the By-laws of the Association and fulfills the mission of the Association as set out in the Articles of Incorporation and these By-laws.

3.7 Voluntary Withdrawal - A member may voluntarily withdraw by giving written notice to the Association's head office. Such withdrawal shall not, however, relieve the member from paying any dues to the Association prior to the voluntary withdrawal taking effect.

3.8 Expulsion - Any member may be required to explain and justify his or her actions if, in the opinion of the Board, the member's conduct is contrary to the mission and objects of the Association or its By-laws. If the member refuses or proves unable to justify himself or herself, the Board may request the member's resignation. A member who refuses to resign may be expelled from the Association only after the Board has given notice requiring the expulsion of the member. Such notice of expulsion shall be considered at the next meeting of the Board and a copy of the notice shall be given to the member whose expulsion is sought, allowing him or her to make a written response. Where a written response has been provided, it shall be attached to the notice. Finally, the member concerned shall be allowed to be heard at the meeting. Expulsion shall only occur by resolution of the Board passed by a 2/3 majority of the Directors at a special meeting called for that purpose.

3.9 Notices to Members - Subject to the provisions of sections 4.5, 4.6 and 4.7 below, any notice or document required by the Act, the regulations thereunder, the constitution or the by-laws of the Association to be sent to members may be sent by mail, email or delivered in person to the members at the address then appearing in the Book of the Association or to the email address of the member as set out on the most recent membership application and/or renewal form.

3.10 Addresses of Members - The Association may deem the member who is entered in the register of members of the Association to be the only person entitled to receive notices or other documents required to be sent to members by mail or email. The sending of any notice or document to such member in accordance with these by-laws shall constitute sufficient delivery to the heirs, devisees, executors, assigns, attorneys, legal representatives or assigns of the member. Each Member shall provide the Association with a mailing address to which notices or documents are to be sent or left and an email address where applicable, failing which the Member shall be deemed to have waived the right to receive such notices or documents.

3.11 The Association shall not be required to send any notice or document required by the Act, the By-laws, the Constitution or the By-laws of the Association to be sent to a Member where previous notices or documents have been returned to the Association more than two (2) consecutive times, or where email submissions have been refused more than two (2) times, unless the Member who cannot be located has notified the Association in writing of his or her new mailing or email address.

ARTICLE FOUR: MEMBERSHIP MEETINGS

4.1 Annual General Meetings - The Directors shall annually call a general meeting of Members by notice in accordance with the By-laws of the Association. The Directors shall determine the place, date, and time of such meeting. In exceptional circumstances, the Board of Directors may decide that an Annual General Meeting be held by means of an Internet platform or by any other technological means allowing it. At these meetings, the agenda is normally as follows

- a) Welcome by the President
- b) Establishment of quorum
- c) Appointment of a chairperson
- d) Reading and approval of the minutes of the previous meeting
- e) Reports of directors, officers, and committees
- f) Approval of the financial statements
- g) Ratification of decisions of the Board
- h) election of directors whose term of office is ending
- i) varia
- (j) termination of the meeting.

4.2 Special General Meetings - Special general meetings of members may be called at any time by the Chair, or by any two (2) directors, by notice in accordance with the by-laws of the Association at least two (2) clear legal days prior to such meeting, if in the opinion of the directors there is an urgent need for such meeting. In exceptional circumstances, the Board may decide that a Special General Meeting be held by means of an Internet platform or by any other technological means that permits it.

4.3 Calling by Members - A Special General Meeting of members may be called at the request of members holding, at the date of filing the request, at least one tenth (1/10) of the votes at a General Meeting. Such request shall state in general terms the purpose of the required meeting, shall be signed by the requestors, and shall be filed with the Association's head office or with the Secretary of the Association. Upon receipt of such request, it shall be the duty of the Chairman or the Secretary to call the meeting in accordance with the by-laws of the Association. In the event of failure to do so, any Director may call such a meeting. Finally, if the meeting is not called within fifteen (15) legal days of the date on which the request for the meeting was filed at the head office of the Association, one (1) or more members, whether or not they signed the request, holding at least one-tenth (1/10) of the votes at a general meeting, may themselves call such special general meeting.

4.4 Meetings in Quebec - Meetings of members shall be held at any place in the Municipality of Montcalm or the Municipality of Arundel and, except in exceptional circumstances, general meetings shall be held on Saturdays or Sundays.

4.5 Notice of Meetings - Notice of any meeting of members shall be given to each member entitled to attend. Such notice shall be sent by email to the member's last known address as shown in the Association's records or to the member's last known mailing address at least ten (10) days prior to the date fixed for the meeting.

4.6 Content of Notice - Any notice of a meeting of members shall state the place, date and time of the meeting. Notice of an annual general meeting need not specify the purposes of the meeting unless the meeting is called to adopt or ratify a by-law or to transact any other business that would normally be brought before a special general meeting of members. The notice of a special general meeting shall state in general terms any business to be transacted at the meeting. The signature on the notice of a meeting may be handwritten or mechanically reproduced.

4.7 Waiver of Notice - A meeting of members may validly be held at any time and for any purpose without the notice required by the Act or the by-laws where all members entitled to attend and vote at the meeting waive notice of the meeting in any manner. Such waiver of notice of the meeting may be given before, during or after the meeting. In addition, the presence of a member or any other person entitled to attend such a meeting shall constitute a waiver of notice of the meeting, unless the member or other person declares that he or she is attending for the purpose of objecting to the holding of the meeting on the grounds, among others, that the meeting has not been properly called.

4.8 Irregularities - No irregularity in the giving of notice or in the sending of notice, nor any unintentional omission to give notice, nor any failure to give notice to any member or other person entitled to attend a meeting, shall affect the validity of any meeting of members. Furthermore, the unintentional failure to include in the notice of meeting anyone (1) or more items of business to be transacted at the meeting, when such inclusion is required, shall not prevent the meeting from considering such business unless serious prejudice to the members would result. A certificate of the Secretary, an officer or a duly authorized representative of the Association shall be conclusive evidence of the giving of notice to the members and shall be binding upon each member.

4.9 Persons admitted to a meeting - The only persons admitted to a meeting of members shall be members in good standing (whether voting members or non-voting members) who have duly paid the annual membership fee due on or before the opening of the general meeting by the chairperson of the meeting, directors, auditors or accountants of the Association and other persons who are entitled or required to attend a meeting of members under the Act, the Constitution or the By-laws of the Association, and honorary members, However, the latter shall not be entitled to vote. Any other person may be admitted to a meeting of members on the invitation of the chair of the meeting.

4.10 Quorum - Subject to the Act, the Constitution and the By-laws of the Association, a quorum at a meeting of members shall be the lesser of ten (10) Voting Members or twenty-five percent of the Voting Members of the Association present at least fifteen (15) minutes after the time fixed for the meeting. When a quorum is present at the opening of a meeting of members, the members present may transact business, notwithstanding that a quorum may not be present throughout the meeting. Decisions of the members shall be made by a simple majority of the votes of the members then present.

4.11 Chair and Secretary - Meetings of members shall be chaired by the Chair or, in his or her absence, by any Vice-President or Director. The Secretary of the Association shall act as

Secretary of meetings of members. Failing that, the members present shall appoint any person to act as chair or secretary of the meeting.

4.12 Procedure - The chairperson of a meeting of members shall see that the meeting is properly conducted, shall present to the members the proposals to be voted upon and shall determine in a reasonable and impartial manner the procedure to be followed, subject to the Act, the Constitution, the By-laws of the Association, and the procedure usually followed at deliberative meetings. It shall decide all matters including, but not limited to, matters relating to the voting rights of members. Its decisions shall be final and binding on the members.

4.13 General Principle - Subject to the Constitution and By-laws of the Association, each Voting Member shall be entitled to one (1) vote at meetings of Members. This right shall be accorded to Voting Members in good standing whose names appear on the register of members as of the date of the notice of the meeting.

4.14 Show of Hands and Casting Vote - Subject to section 3.25 below, all questions at a meeting of members shall be decided by a show of hands unless a ballot is demanded, or the chair of the meeting directs another voting procedure. The chairperson of the meeting shall not have a casting vote in the event of a tie. At any meeting, a declaration by the chairperson and the secretary of the meeting that a resolution has been carried or lost unanimously or by a specified majority is conclusive evidence of the fact without proof of the number or percentage of votes recorded in favour or against the proposal.

4.15 Voting by Ballot - Subject to any other provision of these By-laws, voting at a meeting of members shall be by ballot when requested by the Chair or at least ten percent (10%) of the members present. Each member shall deliver to the scrutineer of the meeting a ballot on which he or she has written his or her name and the direction in which he or she is voting. A ballot may be requested before or after any vote by show of hands. Such request may also be withdrawn before it is acted upon. A vote by ballot shall take precedence over a vote by show of hands.

4.16 Scrutineer - The chair of a meeting of members may appoint one (1) or more persons, whether or not they are representatives or members of the Association, to act as scrutineers at any meeting of members. In the absence of such appointment, the secretary of the meeting shall act as scrutineer.

4.17 Dissolution and Winding Up - In the event of the dissolution and winding up of the Association, the remaining property, if any, after payment in full of the debts and liabilities of the Association, shall be divided in accordance with the Memorandum of Association and, in the absence of any provision therefor, the remaining property of the Association shall be divided among its members in proportion to the total amount paid by them to the Association, by way of membership fee and by way of assessment, since becoming members.

4.18 Public Accountant - If the members of the Association decide at any time not to appoint an auditor, they may by resolution approved by the members present at the annual general meeting appoint public accountants to perform a Review Engagement or Notice to Reader and to prepare the financial statements of the Association and to perform such other duties

as they may determine until the close of the next annual general meeting of members or leave it to the Board to appoint such public accountants and to determine the remuneration of such public accountants. The members may also agree to receive internal financial statements prepared by the Treasurer of the Association and to maintain such internal financial statements as are sufficient.

ARTICLE 5: BOARD

5. The Association shall act through the Board, the Officers, and the Members to the extent of their authority under the Act, the By-laws, the Constitution, or the Regulations.

SECTION 1: COMPOSITION OF THE BOARD

5.1 Number - The Association shall be administered by a Board consisting of twelve (12) Directors. This number may be changed in accordance with Section 87 of the Companies Act. The Board may consist of a minimum of eight (8) Directors in the event that all Director positions cannot be filled in accordance with this By-law. Only one non-voting member may serve on the Board unless the Board decides otherwise.

5.2 Qualifications - A Director may be any member of the Association in good standing, except a person who is of full age and under guardianship, curatorship or with the assistance of an advisor, a person declared incompetent by a court of law, a person who is an undischarged bankrupt and a person who is disqualified by a court of law from holding office or who has been convicted of a criminal offence if the offence is relevant to the role and responsibilities of a Director.

5.3 Composition of the Board - Directors shall be elected by the members at the annual general meeting or, if applicable, at a special general meeting called for that purpose. In the event of a change in the composition of the Board, the Association shall give notice of such change by filing a declaration with the Registrar in accordance with the Business Corporations Act or shall file a by-law with the Registrar in accordance with section 87 of the Act for notice to be filed with the Registry.

5.4 Acceptance of Mandate - A director may expressly accept his or her mandate by signing an acceptance of mandate form to that effect. Alternatively, acceptance may be implied by the actions or even the silence of the director.

5.5 Term of Office - Each director shall take office at the close of the meeting at which he is appointed or elected. Each director shall hold office for two (2) years or until his or her successor is elected or unless his or her term of office is terminated earlier.

5.6 Eligible Director - Any director, upon the expiration of his or her term of office, shall be eligible for re-election provided he or she meets the eligibility requirements.

5.7 Remuneration and Expenses - Directors shall not receive any remuneration for serving as a Director. A director is entitled to be reimbursed for all expenses incurred in the performance of his or her duties.

5.8 Resignation - A Director may resign from office by sending a letter of resignation to the Board by email or by mail. The resignation shall be effective as of the date of receipt by the Association of the letter of resignation or as of the date specified in the letter of resignation, whichever is later. Resignation shall not, however, relieve the Director of the payment of any indebtedness to the Association prior to the resignation becoming effective.

5.9 Removal - Unless otherwise provided in the Constitution, any Director may be removed from office early by the members entitled to elect him or her at a special general meeting called for that purpose by a resolution passed by a simple majority of such members. Notwithstanding the fact that a director has been removed from office before the expiration of the term of office, without cause and untimely, the Association shall not be liable for any damages caused to the director by the removal. A director who is the subject of a request for removal shall be notified of the place, date and time of the meeting within the same time period as the meeting is called. He or she may attend and speak at the meeting or, in a written statement read by the chairperson of the meeting, state his or her reasons for opposing the resolution proposing his or her removal. In addition, any vacancy arising from the removal of the Director may be filled by resolution of the members at the meeting from which the removal is sought.

5.10 Termination of Term - The term of office of a director of the Association shall terminate upon his or her death, resignation, removal from office, or automatically if he or she becomes unqualified to be a director, upon the expiration of his or her term of office, upon the commencement of a protective regime for him or her, or upon the occurrence of any of the causes of termination common to the duties set out in the Act. The term of office of a Director shall also terminate upon the bankruptcy or dissolution of the Association.

5.11 Replacement - Subject to the Act, and except as otherwise provided in the Constitution, the Directors may, if a quorum is present, fill vacancies on the Board. A director appointed to fill a vacancy shall fill the unexpired portion of the term of his or her predecessor and shall hold office until his or her successor or replacement is elected or appointed. The Association shall give notice of such change by filing a declaration with the Registrar under the Business Corporations Act or by delivering to the Registrar a by-law under Section 87 of the Companies Act for filing in the Registry.

5.12 Committees - For the purpose of conducting and supervising certain activities of the Association, the Board may by resolution establish standing, special or area committees. Each committee shall consist of at least one director of the Board and one or more members of the Association. The Director of the Board shall head the committee and report on its activities to the Board and to the general membership meeting.

SECTION 2: POWERS AND DUTIES OF DIRECTORS

5.13 General Principle - The Directors shall supervise the management and administration of the affairs of the Association and may enter into all manner of contracts on behalf of the Association as permitted by the Act. They shall generally exercise all the powers and perform

all the duties of the Association and do all acts within the capacity of the Association except those specifically reserved by the Act to the members. In particular, the directors are expressly authorized to lease, purchase, or otherwise acquire or sell, exchange, mortgage, hypothecate or otherwise dispose of any real or personal property of the Association, present or future. The directors may pass resolutions with respect to powers necessarily to be exercised by the directors themselves and a copy of such resolutions shall be kept in the Association's book. Finally, they may do all such other acts as may be necessary or convenient in the interests of the Association, including, without limiting the generality of the foregoing, the solicitation and receipt of grants, donations, or funds for the purpose of carrying out its objects and purposes.

5.14 Duties - Each Director of the Association shall, in exercising his or her powers and discharging his or her duties, act prudently, diligently, honestly, and faithfully in the best interests of the Association and avoid placing himself or herself in a position of conflict of interest between his or her personal interests and those of the Association. In addition, each director of the Association shall act in accordance with the Act, the regulations thereunder, the constitution and by-laws of the Association. He or she may, in deciding, rely in good faith on the opinion or report of an expert and shall, in such case, be presumed to have acted prudently, diligently, honestly, and faithfully in the best interests of the Association.

5.15 Conflict of Interest and Duties - No Director shall confuse the property of the Association with his or her own. He or she shall not use for his or her own benefit or for the benefit of any third party any property of the Association or any information obtained by reason of his or her duties unless authorized to do so by the members of the Association. Every director shall avoid placing himself in a conflict of interest between his personal interest and his duty as a director. He shall disclose to the Association any interest he has in a business or corporation that may place him in a conflict of interest and any rights he may have against it, indicating, where applicable, their nature and value. This disclosure of interest shall be recorded in the minutes of the Board's deliberations or in the resolution in lieu of a meeting. Any director may, even in the performance of his duties, acquire, directly or indirectly, rights in the property he administers or contract with the Association. He or she shall immediately notify the Association of this fact, indicating the nature and value of the rights he or she acquires, and request that the fact be recorded in the minutes of the proceedings of the Board of Directors or in the resolution in lieu of a meeting. He shall, unless necessary, abstain from deliberating and voting on the matter. This rule shall not, however, apply to the terms and conditions of employment of the director. The Directors may, however, give mortgage or other security on the property of the Association to any Director or Officer who gives a personal undertaking as surety for the obligations of the Association or otherwise.

5.16 Agent - A Director shall be deemed to be an agent of the Association. He shall have such powers and duties as are established by the Act, the regulations thereunder, the constitution and the by-laws and as are incidental to the nature of his office. In the performance of his or her duties, he or she shall comply with the obligations imposed on him or her by the Act, the regulations thereunder, the constitution and the by-laws and shall act within the limits of the powers conferred on him or her.

5.17 The Board shall:

- (i) Implement the decisions of the General Assembly.
- ii) Make decisions in accordance with and considering the mission, objects and interests of the Association.
- iii) Submit annually to the General Assembly a brief report on the activities of the Association.
- iv) To present annually to the General Assembly, the financial report accompanied, if necessary, by the comments of the auditor and/or the accountant, if any.
- (v) Present annually to the general meeting a work plan and budget estimates.

5.18 Expenses - The Directors may authorize reasonable expenses to further the mission and objects of the Association.

5.19 Solicitations - The Directors may take all necessary steps to enable the Association to solicit, accept or receive gifts or bequests of any kind whatsoever for the purpose of furthering the objects and purposes of the Association.

5.20 By-laws - Except as otherwise provided in the Constitution and By-laws of the Association, the Directors may by resolution enact, amend, or repeal any by-law relating to the affairs of the Association. Any by-law enacted, amended, or repealed by the Directors pursuant to the foregoing shall be submitted to the members at the next general meeting. No by-law enacted, amended, or repealed by the Directors shall have any force or effect until sanctioned or amended by the members.

5.21 Banking or Financial Matters - The banking or financial affairs of the Association shall be transacted through such financial institution as the Directors may determine. The Directors shall also designate one (1) or more persons to conduct such banking or financial affairs on behalf of the Association.

5.22 Fiscal Year - The fiscal year end of the Association shall be April 30 of each year unless changed by resolution of the Directors by a special majority.

5.23 Ratification by Members - The directors may, in their discretion, submit any contract, action or transaction for approval, confirmation or ratification at a meeting of members called for that purpose. Subject to the Act, any such contract, action or transaction shall be approved, confirmed or affirmed by a resolution passed by a simple majority of the votes cast at such meeting and, unless a different or additional requirement is imposed by the Act, the Constitution or any other by-law of the Association, such contract, action or transaction shall be as valid and binding upon the Association and the members as if it had been approved, confirmed or affirmed by all the members of the Association.

SECTION 3: MEETINGS OF THE BOARD

5.24 Calling of Meetings - The Chair, any Vice-Chair, the Secretary or any two (2) Directors may at any time call a meeting of the Board and the Secretary of the Association, when so directed or otherwise authorized, shall call the meeting. Such meetings shall be called by notice sent by email or by other electronic means or by mail to the address then appearing in the Association's Book or at the relevant time in the declaration filed with the Registry or in

the by-law delivered to the Registrar under section 87 of the Companies Act of which notice has been filed with the Registry. The notice of meeting shall state the place, date and time of the meeting and shall be given, subject to section 5.27 below, at least two (2) clear legal days before the date fixed for the meeting. The notice need not state the purpose or agenda of the meeting but shall state the matters relating to the powers necessarily to be exercised by the directors themselves. The director shall be presumed to have received such notice within the normal time of delivery by the means of communication used, unless there are reasonable grounds for believing that such notice was not received in time or at all.

5.25 Regular Meetings - Except in exceptional circumstances, the Directors shall hold at least four (4) meetings annually. The Directors may determine the place, date, and time at which regular meetings of the Board shall be held.

5.26 Annual Meeting - There shall be an annual meeting of the Board, immediately following the annual general meeting of members, consisting of the newly elected or remaining Directors and a quorum thereof, for the purpose of appointing officers, the Association's accountant, if any, and representatives of the Association and to transact such other business as may be brought before it.

5.27 Emergency Meeting - A meeting of the Board may be called by any means, at least one (1) business day prior to the meeting, by anyone (1) of the persons having authority to call a meeting of the Board if, in the opinion of such person, there is an urgent need for a meeting. For the purpose of determining the validity of the meeting so called, such notice shall be deemed sufficient in itself.

5.28 Waiver of Notice - Any director may, either orally or in writing, waive notice of any meeting of the Board and may waive any change in such notice or in the time specified therein. Such waiver may be validly given before, at or after the meeting concerned. The presence of a director at the meeting is in itself a waiver, unless the director states that he or she is attending specifically to object to the proceedings on the grounds, among others, that the meeting was not properly called. The signing of a written resolution in lieu of a meeting shall also constitute a waiver of notice and a waiver of the holding of a bona fide meeting.

5.29 Place and Technical Means - Meetings of the Board shall be held at the head office of the Association or at such other place in Quebec as the Directors may determine. Any Director or one (1) or more Directors, with the consent of all other Directors of the Association, whether given before, during or after the meeting, expressly for a particular meeting or generally for any subsequent meeting, may participate in a meeting of the Board by means of such technology, including telephones, as will permit simultaneous and instantaneous communication with other Directors or persons present or participating in the meeting. Such directors shall, in such case, be presumed to have attended the meeting, which shall then be presumed to have been held in Quebec. The directors present or participating in a meeting held by such technical means may deliberate on any matter, such as the adoption of a by-law, the exercise of any of the powers that must necessarily be exercised by the directors themselves or the replacement of a director. A director may also disclose any conflict of interest at such a meeting. The Secretary shall keep minutes of such meetings and record any dissent. A declaration by the Chairman and the Secretary of the meeting so held that a

director participated in the meeting shall be binding until the contrary is proved. In the event of a break in communication with one (1) or more by any other means.

5.30 Quorum - Subject to the Act, the Constitution and the By-laws, a quorum at a meeting of the Board shall be a simple majority of the Directors then in office.

5.30 Quorum - Subject to the Act, the Constitution and the By-laws of the Association, a quorum at a meeting of the Board shall be a simple majority of the Directors then in office. If a quorum is not present within fifteen (15) minutes after the opening of the meeting, the Directors may only transact business at the adjourned meeting. A quorum shall be maintained throughout the meeting.

5.31 Chair and Secretary - The Chair of the Board, or in his absence the Vice-Chair, shall preside at meetings of the Board and the Secretary of the Association shall act as Secretary. In the absence of the Chair, the Directors shall choose from among themselves a Chair and, if necessary, any person to act as Secretary of the meeting.

5.32 Procedure - The Chair of the meeting of the Board shall see that the meeting is properly conducted, shall submit to the Directors the proposals to be voted upon and shall generally determine in a reasonable and impartial manner the procedure to be followed, subject to the Act, the By-laws of the Association and the procedure usually followed at deliberative meetings. If the Chairperson of the meeting fails to submit a motion, any Director may submit the motion before the meeting is adjourned or before the meeting is adjourned. If such proposal is within the competence of the directors and if its mention in the notice of meeting is not required, it shall be put to the directors and need not be seconded. For this purpose, the agenda for any meeting of the Board shall be deemed to include a period for the submission of proposals by the directors.

5.33 Voting - Each Director shall be entitled to one (1) vote and all questions submitted to the Board shall be decided by a simple majority of the Directors present and voting. Voting shall be by a show of hands unless the chair of the meeting or one (1) Director present requests a ballot. If a ballot is taken, the secretary of the meeting shall act as scrutineer and count the votes. In either case, if one (1) or more directors participate in the meeting by technical means, they shall verbally communicate to the secretary the direction in which they are voting. Voting by proxy shall not be permitted at meetings of the Board. The chairperson of the meeting shall have a casting vote in the event of a tie.

5. 34 Dissent - A Director present at a meeting of the Board shall not be bound by the acts of the Association and shall not be presumed to have acquiesced in any resolutions passed or actions taken if at the meeting his or her dissent is entered in the minutes of that meeting, whether or not he or she so requests, or if his or her dissent is notified in writing by him or her to the secretary of the meeting prior to the adjournment of the meeting or if his or her dissent is sent to the Association by registered or certified mail or is delivered to the head office of the Association immediately after the adjournment of the meeting. A Director who is absent from a meeting of the Board shall be deemed not to have approved a resolution or participated in any action taken at that meeting if, within seven (7) days after becoming aware of the resolution, he or she causes his or her dissent to be entered in the minutes of the

meeting or if he or she sends or causes to be sent his or her dissent by registered or certified mail or delivers it or causes it to be delivered to the head office of the Association.

5.35 Resolutions in Lieu of Meetings - Resolutions in writing, signed by all Directors entitled to vote thereon at meetings of the Board, shall be as valid as if passed at such meetings. A copy of such resolutions, when passed, shall be kept with the minutes of the proceedings of the Board.

5.36 Adjournment - The Chair of a meeting of the Board may, with the consent of a simple majority of the Directors present, adjourn the meeting to another place, date, and time without further notice to the Directors. The continuation of the meeting so adjourned may be held without notice if the place, date, and time of the adjourned meeting are announced at the original meeting. At the continuation of the meeting, the directors may validly transact any business that was not transacted at the original meeting provided a quorum is present. The directors constituting a quorum at the original meeting shall not be required to constitute a quorum at the continuation of that meeting. If a quorum is not present at the continuation of the meeting, the meeting shall be deemed to have ended at the previous meeting when the adjournment was called.

5.37 Validity - Decisions made at a meeting of the Board shall be valid notwithstanding the subsequent discovery of the irregularity of the election or appointment of anyone (1) or more of the Directors or their disqualification as Directors.

SECTION 4: ELECTION PROCESS FOR DIRECTORS

5.38 Election Process

5.38.1 All nominations for the appointment of a Director shall, in order to be receivable at the General Meeting, be forwarded in advance to the Secretary of the Association five (5) working days prior to the General Meeting at which the Director position is to be filled. The Secretary of the Association shall verify that the candidates meet the criteria set out in section 5.2 of this by-law.

5.38.2 Any nomination filed with the Secretary of the Association within the time limit may be withdrawn at any time by the candidate.

5.38.3 A member may be a candidate for election as a director even if he/she is not present at the General Meeting at which the election of the Director concerned is to be held, provided that he/she first transmits in writing to the Secretary of the Association an acceptance to be nominated in an election of Directors.

5.38.4 Upon receipt of a notice of nomination, the Secretary shall provide the nominee with information on the election process and a description of the duties of the Directors of the Association.

5.38.5 At the Annual General Meeting, the Chairperson of the meeting shall act as Chairperson of the election unless he/she is himself/herself up for election in which case the meeting shall appoint a Chairperson of the election.

5.38.6 Election

5.38.6.1 The Election Chair shall declare the number of vacancies and announce nominations. The electoral officer shall ascertain the acceptance of each candidate and, provided that at least one candidate is nominated for all the positions to be filled, the electoral officer shall declare the nominations closed. If there are insufficient nominations to fill the vacancies in the Board of Directors, the Presiding Officer may request the meeting to make additional nominations of candidates who meet the criteria set out in section 5.2 of this by-law. If no such nominations are received, the Board may co-opt the said positions after the general meeting for the duration of the term of the position to be filled.

5.38.6.2 Prior to the election of a director, all candidates for the office of director who wish to do so shall be allowed to address the general meeting for a period not exceeding two minutes to introduce themselves, explain their reasons for running for the office of director and how they intend to serve. If only one candidate is nominated for a director position to be filled, that candidate shall be elected by acclamation by the presiding officer.

5.38.6.3 If an election is held, it shall be held separately for each director position to be filled by a show of hands of the members unless a member requests a secret ballot. To be elected, a candidate must receive the highest number of votes for that position and, if applicable, on each ballot where there is more than one candidate for the same position.

5.38.7 Counting of Votes - The Presiding Officer shall appoint one (1) to three (3) scrutineers, who shall count the votes by show of hands for each Director position to be filled. The candidate who receives the most votes for that position shall be declared elected.

5.38.8 Announcement of Results - The Chair of Elections shall declare elected those candidates who have accumulated the most votes.

SECTION 5: OFFICERS AND REPRESENTATIVES OF THE ASSOCIATION

5.39 Agents - The officers and agents of the Association shall be deemed to be agents of the Association. They shall have such powers and duties as are established by the Act, the regulations thereunder, the constitution and the bylaws and as are incidental to the nature of their office. They shall, in the performance of their duties, comply with the obligations imposed on them by the Act, the regulations thereunder, the constitution and the by-laws and shall act within the limits of the powers conferred on them.

5.40 Appointment - Subject to the provisions of the Constitution or the By-laws, the Directors may appoint any qualified person, who must be a Director of the Association, as Chair, Vice-Chair, Treasurer or Secretary and may provide for the appointment of deputies to such officers. The Directors may create any other office and may appoint to such office any qualified person, whether or not a member of the Association, to represent the Association and to perform such duties as they may determine.

5.41 Dual Offices - Any one person may hold two (2) or more offices in the Association provided they are not incompatible with each other. Where the same person holds the offices of Secretary and Treasurer, that person may be designated as the "Secretary-Treasurer" of the Association but need not be.

5.42 Term of Office - The term of office for the Officers of the Association shall be two (2) years and shall be renewable. Their term of office shall continue until their successors or alternates are appointed by the Directors, unless their term of office is terminated early in accordance with the provisions of this by-law.

5.43 Remuneration - The Chair, Vice-Chair, Treasurer or Secretary shall not be entitled to any remuneration as such, except reimbursement of their costs and expenses in the performance of their respective duties.

5.44 Powers - Subject to the Constitution and By-laws, the Directors shall determine the powers of the Officers and agents of the Association. The Directors may delegate to such officers and agents any of their powers except those which they must necessarily exercise themselves or those which require the approval of the members. The officers and representatives also have the powers that arise from the Act or that are usually related to their functions. In addition, they may exercise such powers both within and outside of Quebec.

5.45 Duties - Officers and Representatives shall, in the performance of their duties, act prudently, diligently, honestly, and faithfully in the best interests of the Association and within the limits of their respective mandates and shall avoid placing themselves in a position of conflict of interest between their personal interests and those of the Association. They shall be presumed to have acted within the scope of their mandate when they fulfill it in a manner more advantageous to the Association. They shall be liable to the Association when they alone perform something which they were instructed to do only in conjunction with one (1) or more others unless they acted in a manner more advantageous to the Association than was agreed upon or could reasonably be expected by the parties under the circumstances. They may rely in good faith on the opinion or report of an expert in order to decide and in such cases shall be presumed to have acted prudently, diligently, honestly and faithfully in the best interests of the Association.

5.46 Chair - The Directors shall appoint a Chair who shall be a Director. If a Chair is appointed, the Directors may delegate to the Chair any of the powers or duties delegated to the Chair by the By-laws and such other powers as the Directors may determine.

5.47 Vice-Chair - In the absence of the Chair or in the event of the Chair's inability, refusal, or failure to act, the Vice-Chair shall have all the powers and duties of the Chair. If there is more than one (1) Vice-Chair, the Chair shall designate any Vice-Chair to act in his or her stead, and in default of the Chair so doing, the Directors may do so, and finally, in default of the Directors so doing, the Vice-Chairs may act in order of seniority.

5.48 Treasurer - The Treasurer shall have general charge of the finances of the Association. He/she shall be responsible for all funds, receipts, books, discharges, and other financial records of the Association. He/she shall cause all monies and other valuable effects to be deposited in the name and to the credit of the Association in such financial institution as the Directors may direct. He/she shall submit at each meeting of the Board, when requested by the Chairperson or a Director, an itemized statement showing receipts and disbursements and a detailed account of the financial position of the Association. He/she shall provide a detailed accounting of the financial condition of the Association prepared in accordance with the Act, at the Board meeting prior to the Annual General Meeting of the members. He/she shall be responsible for receiving and discharging all monies payable to the Association and for paying and discharging all monies owing by the Association from whichever source. He/she shall perform such duties as are incidental to his/her office and shall exercise such powers and perform such duties as may be prescribed by the Directors. The Directors may appoint an Assistant Treasurer to assist the Treasurer of the Association.

5.49 Secretary - The Secretary shall act as secretary at all meetings of the Board, the Executive Committee, and other committees of the Board and at all meetings of members. He/she shall ensure that all notices are given, and documents sent in accordance with the provisions of the Act and By-laws of the Association and shall keep in the Book of the Association the minutes of the meetings of the Board, the Executive Committee, other committees of the Board and meetings of members and the resolutions of the Directors, the Executive Committee, and other committees of the Board. In addition, he/she shall see that all books, records, reports, certificates, and other legal documents of the Association are kept and maintained. He/she shall also be responsible for the filing of archives of the latter. He countersigns the minutes. Finally, he executes the mandates entrusted to him by the Chairman of the Board or by the directors. The directors may appoint an Assistant Secretary to assist the Secretary of the Association.

5.50 The Assistant Secretary shall exercise such powers and perform such duties as may be delegated to him or her by the Directors or by the Secretary.

5.51 Conflict of Interest - Every officer or representative shall avoid placing himself or herself in a conflict of interest with the interests of the Association and shall disclose any conflict of interest to the Directors. The conflict-of-interest rules for Directors shall apply, with necessary changes, to Officers and Representatives.

5.52 Signature of Bills of Exchange - Bills of exchange, cheques or bank drafts shall be signed by two (2) Directors acting jointly. The Board shall determine by resolution the signing officers of the Association at the financial institution of the Association. All bills of exchange, cheques and drafts so signed shall be binding upon the Association without further authorization or formality. The funds of the Association may be deposited to the credit of the Association with any financial institution in the Province of Quebec designated for that purpose by the Directors.

5.53 Contracts, Agreements and Other Documents - The Directors may also authorize any other person to sign and deliver on behalf of the Association any contracts, documents,

agreements, or instruments in writing binding upon the Association and such authorization may be given by resolution in general or specific terms.

5.54 Mechanical Reproduction of Signature - Subject to the Act, the Directors may permit contracts, documents or instruments in writing issued by the Association to be signed mechanically. The signature of a resolution in lieu of a meeting of the Board may also be mechanically reproduced.

5.55 Legal or Other Proceedings - The Chairperson or any other person authorized by the Directors shall be authorized to commence any civil, criminal or administrative action, suit or proceeding or any other legal proceeding on behalf of the Association or to appear and answer for the Association in any writ, order or injunction issued by any court, or in any examination as to the facts of the case, or in any other action, suit, application or other legal proceeding in which the Association is involved; to answer on behalf of the Association to any garnishment in which the Association is garnishee and to make any affidavit or sworn statement in connection with such garnishment or any other legal proceeding to which the Association is a party; to make application for an assignment of property or for a winding-up order or receiving order against any debtor of the Association to attend and vote at any meeting of creditors or debtors of the Association; to grant proxies and to do such other acts and things in connection with any such action, suit, petition or other legal proceeding as they may deem to be in the best interests of the Association.

5.56 Resignation - Any officer or representative may resign his or her office by sending a letter of resignation by email to the Secretary of the Association or by courier or by registered or certified mail to the head office of the Association. The resignation shall be effective upon receipt of the letter by the Association or such later date as may be specified therein. The resignation shall not, however, relieve the officer or representative of the payment of any indebtedness to the association prior to the resignation becoming effective. The directors may fill any vacancy in an office that occurs by reason of the resignation of an officer or representative.

5.60 Right to Indemnification - The Association shall indemnify its directors, officers or agents against all reasonable costs or expenses incurred by them in defending any action, suit, petition, civil, criminal or administrative proceeding or other legal proceeding to which one (1) or more of them was a party by reason of his or her office or agency, whether such action, suit, petition or legal proceeding was brought by or on behalf of the Association or by a third party. Reasonable costs or expenses include, but are not limited to, any damages or fines resulting from the acts of directors, officers, or agents in the performance of their duties and any amounts paid to settle a suit or satisfy a judgment. The right to indemnification exists only to the extent that the directors, officers or agents have been successful on most of their substantive defenses, if they have acted prudently, diligently, honestly and faithfully in the best interests of the Association, did not place themselves in a conflict of interest with the best interests of the Association and, in the case of a criminal or administrative action, suit, petition or proceeding that results in the imposition of a fine, had reasonable grounds for believing that their conduct was in accordance with the law or were acquitted or discharged. The Association shall assume such obligations with respect to any person who, at the request of the Association, acts or acted as a director, officer, or agent of a Corporation of which the

Association is or was a member or creditor. Such indemnification shall be payable to the heirs, devisees, executors, assigns, attorneys, legal representatives or assigns of such directors, officers, or representatives in accordance with the provisions of sections 5.65 and following.

5.61 Suit by Third Party - Whenever any action, suit, petition, civil, criminal, or administrative proceeding or other legal proceeding is brought by a third party against one (1) or more of the directors, officers, or agents of the Association for any act or acts done in the performance of their duties, the Association shall assume the defense of its agent.

5.62 Suit by Association - Where an action, suit, petition, civil or administrative proceeding or other legal proceeding is brought by the Association against one (1) or more of its directors, officers, or agents for one (1) or more acts done in the course of their duties, the Association may indemnify the directors, officers, or agents if the Association is unsuccessful in the action and a court so orders. If the Association is only partially successful, the court may determine the amount of costs or expenses to be paid by the Association.

5.63 Liability Insurance - The Association may purchase and maintain for the benefit of its directors, officers or agents, or their predecessors and heirs, devisees, executors, assigns, agents, legal representatives or assigns, insurance covering liability incurred by such persons by reason of acting or having acted as a director, officer, or agent of the Association or, at the request of the Association, of any corporation of which the Association is or was a member or creditor. However, this insurance shall not cover liability arising out of the failure of the insured person to act prudently, diligently, honestly, and faithfully in the best interests of the Association, or liability arising out of gross negligence or personal fault separable from the performance of his or her duties, or liability arising out of the insured person's placing himself or herself in a conflict of interest with the interests of the Association

5.64 Legal Expense Insurance - The Association may also purchase and maintain legal expense insurance.

5.65 Indemnification After Termination - Indemnification under the preceding paragraphs may be obtained notwithstanding that the person has ceased to be a director, officer, or agent of the Association or, if applicable, of a corporation of which the Association is or was a member or creditor. In the event of death, compensation may be paid to the heirs, legatees, liquidators, assignees, agents, legal representatives or assigns of such person. This indemnity may also be combined with any other remedy available to the director, officer, representative, any of his or her predecessors, and his or her heirs, legatees, liquidators, assignees, agents, legal representatives or assigns.

5.66 Venue of Action - The powers and duties of the Association with respect to indemnification of any director, officer or agent shall apply regardless of the venue of any action, suit, petition, or legal proceeding.

5.67 Notice to Directors - Any notice or document required by the Act, the regulations thereunder, the constitution or the by-laws of the Association to be sent to the directors may be sent by registered or certified mail or delivered personally to the directors at the address then appearing in the Book of the Association or at the time relevant to the statement filed

in the Registry or the by-law filed with the Registrar pursuant to section 87 of the Companies Act of which notice has been filed in the Registry.

SECTION 6: ORGANIZATION

6.1 Place and Address of Head Office - The head office of the Association shall be in the Province of Quebec at the address set out at the relevant time in the declaration filed with the Registry or in the by-law filed with the Registrar under section 87 of the Act of which notice has been given.

6.2 Notice to the Association - Any notice or document to be sent or served on the Association may be sent or served by registered or certified mail to the address of the head office as shown at the relevant time in the declaration filed with the Registry or in the by-law filed with the Registrar under section 87 of the Act of which notice has been given. The Association shall thereupon be presumed, unless there are reasonable grounds to the contrary, to have received or to have been served with such notice on the normal date of delivery by mail.

6.3 Logo - The Association may adopt one (1) or more logos as specified by the Directors.

6.4 Charity - The Association may apply for registration with the Canada Revenue Agency and take such other steps as may be required to duly register the Association as a charity and to act as such.

6.5 Books of the Association - The Association shall select one (1) or more books in which the following documents, if any, shall be kept

- (a) the original or a copy of the constitution of the Association;
- (b) the by-laws of the Association and amendments thereto;
- (c) a copy of any declaration filed with the Registry;
- (d) the resolutions of the Directors, the Executive Committee and other committees of the Board and the minutes of their meetings, certified by either the Chairman of the Board or the presiding officer or the Secretary of the Association;
- (e) minutes of meetings of members, certified by either the Chairman of the Board or the presiding officer or the Secretary of the Association;
- (f) a register of persons who are or have been Directors of the Association showing the name, address, and occupation of each such person and the date of commencement and termination, if any, of their term of office;
- (g) a register of members showing the name, mailing address and e-mail address of each member since incorporation and the date of commencement and, if applicable, termination of registration as a member; and
- (h) a record of all mortgages and encumbrances on the property of the Association.

6.6 Minutes and Resolutions - The minutes of meetings of the Board, the Executive Committee and other committees of the Board and their resolutions and the minutes of meetings of members may be kept in the same Book of the Association under the same tab.

6.7 Location - The Association Book shall be kept at the head office of the Association or at such other place as the Directors may determine.

6.8 Books of Account - The Association shall keep at its head office in the Province of Quebec one (1) or more books in which shall be recorded its receipts and disbursements and the matters to which they relate, its financial transactions and its debts and liabilities.

6.9 Publicity - The Association shall be required to advertise under the Act respecting the legal publicity of enterprises and to register with the Registry. The President, Vice President or Secretary shall be responsible for the current or annual updating of the information in the Register.

6.10 Signing of Declarations to be Filed with the Registry - Declarations required to be filed with the Registrar under the Business Corporations Act may be signed by the Chair or Vice-Chair of the Board, or by a person designated by the Directors.

6.11 Precedence - In the event of any discrepancy between the information recorded under the Act and the Business Corporations Act, the information recorded under the Act shall prevail unless the information recorded in the Register under the Business Corporations Act is later.

SECTION 7: EFFECTIVE DATE

7.1 This by-law # 2021-2 is enacted by Council on this 10th day of February 2021.

7.2 This by-law # 2021-2 shall not come into force until it has been duly approved by the members at a general meeting in accordance with the Quebec Companies Act, Part III.

Alex Tyrell, Chairman of the Board Ariane Savard, Secretary

Approved by the members in accordance with the Act this 29th day of August 2021.

Ariane Savard, Secretary