

General regulations

EFFECTIVE AS OF FEBRUARY 22,2022

WRITTEN BY MARIE-CHRISTINE LESSARD AND THE BOARD OF DIRECTORS

VERIFIED BY ÉMILIE GONTHIER, LAWYER

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SECTION I

GENERAL PROVISIONS

1. Corporate name

1.1 The corporate name of the corporation is « FÉDÉRATION QUÉBÉCOISE DES ACTIVITÉS SUBAQUATIQUES » and its english version « QUEBEC FEDERATION OF SUBAQUATIC ACTIVITIES ». In these regulations, the term "corporation" refers to the Quebec Federation Of Subaquatic Activities.

2. Head office

2.1 The head office of the corporation is located in Montreal, at the civic address determined by the board of directors by resolution.

3. Objects

3.1 The objects for which the corporation is incorporated are as follows:

- To promote subaquatic activities on the territory of the province of Quebec;
- To bring together organizations and individuals interested in subaquatic activities;
- To inform and educate its members and the population of Quebec in general on the benefits of subaquatic activities and to promote these activities as a leisure activity and training method;
- To promote the safety of individuals participating in recreational subaquatic activities;
- To act as an agent of the Government of Quebec in order to put in place any regulation applying to subaquatic sports and recreation and to ensure the application of such regulation, according to the mandate or mandates received from the government;
- To develop and promote among organizations and individuals interested in subaquatic activities, respect for nature and the environment, preservation of the flora and fauna and the subaquatic heritage, and responsible diving;
- To conduct studies and develop research on the various aspects of subaquatic activities;
- To negotiate, support and implement any service or benefit for its members;
- To represent the interests of Quebec divers and stakeholders in the world of subaquatic activities at the Quebec, Canadian and international levels;
- To make any representation relating to the above matters to governmental authorities.

4. Membership categories

4.1 The corporation recognizes five (5) categories of members, namely:

- The regular member;
- The associative member;
- The commercial member;
- The affiliate member;
- The honorary member.

4.2 Regular member

4.2.1 A regular member is any natural person, major or minor, who has a particular interest in the practice of subaquatic activities and who engages in activities within the general objectives of the corporation.

4.2.2 A regular member may be a member of one or more of the following subcategories of regular membership:

- Dive instructor;
- Divemaster;
- Diver;
- Visual Inspection Technician;
- Underwater field hockey player;
- Freedivers;
- Monopalmist;
- Member of a club;
- Family member;
- Any other subcategory established by the Board of Directors of the Corporation.

4.2.3 The regular member must complete the membership form prescribed by the corporation for the sub-category of membership to which he or she belongs, be duly accepted by the board of directors and pay the annual dues. The payment of the annual dues entitles the regular member to membership for a period of one (1) year.

4.2.4 The regular member receives the notice of any meeting of members. They may speak and vote at such meetings. A regular member may be a candidate for the position of director.

4.3 Associative member

4.3.1 An associative member is a club or any other organization grouping together the followers of the subaquatic activities, which paid the amount of the annual contribution and which satisfied the conditions of affiliation.

4.3.2 An associative member who wishes to become a member of the corporation must meet the following membership requirements:

- Provide the corporation with a copy of its general rules and regulations and its letters patent;
- Complete the membership forms prescribed by the Corporation and be approved by the Board of Directors ;
- Provide the resolution of the Board of Directors authorizing a duly identified individual to act as the associative member's delegate;
- Produce a list of their directors and pay the annual membership fee;
- Produce a list of their members who wish to become regular members of the corporation and pay the annual dues of these members;
- Complete the safety standards form prescribed by the corporation.

4.3.3 The associative member shall exercise its rights through a delegate duly authorized for that purpose by resolution of the Board of Directors. He shall receive notice of any meeting of members. He or she may voice his or her opinion and vote at the meeting. The delegate of the associative member may be a candidate to sit as a director of the corporation.

4.4 Commercial member

4.4.1 A commercial member is a school, a store, a filling station, a diving base or any other organization offering services for divers or for the sale, rental or repair of equipment.

4.4.2 An organization or company wishing to become a business member of the Corporation must meet the following membership requirements :

- Complete the membership forms prescribed by the Corporation and be duly accepted by the Board of Directors;
- Provide the resolution of the commercial member's board of directors authorizing a duly identified person to act as a delegate;
- Pay the annual membership fee;
- Complete the safety standards form prescribed by the corporation;

4.4.3. The business member shall exercise its rights through a delegate duly authorized for that purpose by resolution of the Board of Directors. He or she shall receive notice of any meeting of members. He or she may express his or her views and vote at such meetings. The delegate of the associative member may be a candidate to sit as a director of the corporation.

4.5 Affiliate member

4.5.1 An affiliate member is a certification agency or any other organization working in the field of teaching subaquatic activities; a business or any other establishment working in the manufacture of equipment; a travel agency, group or organization affiliated with the corporation; a regional association or any other umbrella association.

4.5.2 An organization wishing to become an affiliate member of the Corporation must meet the following membership requirements :

- Complete the membership forms prescribed by the Corporation and be duly accepted by the Board of Directors;
- Provide a resolution from the Board of Directors authorizing a person to act as a delegate of the Affiliate Member;
- Complete the safety standards form prescribed by the Corporation;
- Pay the annual membership fee.

4.5.3. The affiliate member shall exercise its rights through a delegate duly authorized for that purpose by resolution of the board of directors. The Affiliate Member shall receive notice of any meeting of members, but may participate only as an observer without the right to speak or vote. The delegate of the affiliate member may, however, be nominated for election as a director of the corporation.

4.6 Honorary member

4.6.1 An honorary member is any natural person recognized as such by the board of directors of the corporation for a term determined by the board of directors at the time of granting the status of honorary member. The honorary member, as such, does not pay dues.

An honorary member shall receive notice of all meetings of members. They may attend as observers without the right to speak or vote.

5. Membership fee

5.1 The amount of the annual membership fee shall be fixed by resolution of the Board of Directors and shall be payable on such date as determined by resolution of the Board of Directors. The board of directors is also authorized to fix, if necessary, one or more special contributions.

6. Suspension and expulsion

6.1 Any member who violates the rules of the corporation or whose conduct is deemed detrimental to the corporation may be suspended or expelled by resolution of the board of directors. However, before proceeding with the examination of a member's case, the board of directors shall, by registered letter, notify the member of the date, place and time of his or her case and give him or her an opportunity to be heard.

6.2 When a member is suspended, he or she will be automatically reinstated as a member at the end of the suspension. When a member is expelled, he or she will have to apply to the Board of Directors to be reinstated as a member. A suspended or expelled member shall not be entitled to a refund of membership fees.

7. Resignation

7.1 Any resignation of a member shall be sent in writing to the Secretary of the Corporation and shall be effective on the date of receipt by the Secretary. No dues shall be refunded to a resigning member.

SECTION III

MEETING OF MEMBERS

8. General meetings

8.1 Annual general meeting

8.1.1 The Corporation shall hold one (1) annual general meeting each year at a time and place to be determined by its Board of Directors. At such meetings the financial statements and the auditor's report shall be presented. The appointment of the auditor of the Corporation for the ensuing financial year and the election of directors shall also be held.

8.1.2 The annual general meeting shall be held within four (4) months of the end of the financial year.

8.2 Extraordinary General Meeting

8.2.1 A special general meeting shall be called by the Secretary of the Corporation at the request of the Board of Directors. Notice of such a meeting shall be given to the members ten (10) days before the meeting is to be held and shall state the business to be transacted at the meeting.

A special meeting may also be called at the written request of at least ten percent (10%) of the members of the Corporation who are in good standing and entitled to vote. Such written request of the members must state the purposes of the meeting and bear the signatures of the requesting members in order to be accepted. If the meeting is not called and held within twenty-one (21) days from the date on which the request for the meeting was filed with the Secretary of the Board of Directors, any member, whether or not he or she signed the request, may himself or herself call such special general meeting.

8.3 Composition

8.3.1 Any member who has paid annual fees and meets the requirements for membership is eligible to participate in any meeting of the members.

8.4 Notice of meeting

8.4.1 The notice of the general meeting of the Corporation must be signed by the President or the Secretary of the Corporation or any other person authorized by resolution of the Board of Directors to that effect. It shall be sent by mail or email to members eligible to attend at least thirty (30) days prior to the date of the meeting.

8.4.2 The accidental omission to give notice of a meeting of members or the non-receipt of such notice by a member does not invalidate any bylaw enacted, any resolution voted upon or any decision taken at such meeting.

8.4.3 The notice of meeting must contain at least the following elements:

- The agenda;
- The minutes of the last members meeting;
- The annual report of activities;
- The financial report of the last fiscal year;
- Amendments to the bylaws, if any;
- The list of positions up for election;
- Any questions the Board may wish to submit to the members.

8.4.4 The agenda includes the following items:

- Reading of the notice of meeting and the agenda;
- Quorum call;
- Adoption of the minutes of the previous general meeting;
- Adoption of the minutes of the previous special general meeting, if any;
- Presentation of the activity report;
- Submission of the financial statements and of the independent auditor's report;
- Appointment of the independent auditor;
- Ratification of bylaw amendments, if any;
- Election;
- Appointment of Chair and scrutineers of elections;
- Election of Directors;
- Varia.

8.5 The functioning

8.5.1. The president of a meeting of members must ensure the smooth execution of the meeting, submit to the members the proposals on which a vote is required and establish in a reasonable and impartial manner the procedure to be followed, subject to the Act, the letters patent, the bylaws of the Corporation and the procedures usually followed at deliberative meetings. Such decisions shall be final regarding the procedure.

8.6 Quorum

8.6.1 A quorum at any meeting of members consists of members who are present.

9. Vote

9.1 Only Regular, Associative and Commercial members are entitled to vote at all meetings of the members of the Corporation.

9.1.1 Voting by proxy is not permitted.

9.1.2 Voting is done by a show of hands unless a secret ballot is requested by one third of the members present and entitled to vote.

10. President and Secretary of the Meeting

10.1 The President of the Corporation shall be ex officio the presiding officer of the meeting. The secretary of the Corporation is ex-officio the secretary of the meeting. At the request of the President, the meeting may substitute another person to chair the meeting. In the event of his or her absence, he or she is replaced by the vice-president or, in the absence of the latter, by a person designated by the meeting. At the request of the secretary, the meeting may substitute another person to take the minutes.

11. Discipline

11.1 For motives of indiscipline, the assembly of members may by a two-thirds (2/3) majority, upon request of the assembly president, expel a person attending the assembly.

12. Deferral

12.1 An annual or special general meeting may be adjourned to the same or any other place by a majority vote of the members of the meeting.

12.2 The motion to adjourn shall state the time and place at which the said adjourned meeting shall be resumed.

12.3 In the event of an adjournment, no further notice to the members is required for the validity of the deliberations if the adjourned meeting is reconvened within the next (31) days.

12.4 The adjourned meeting is presumed to be a continuation of the original meeting. This means that only those items that were on the agenda of the original meeting and not covered at this meeting may be dealt with.

SECTION IV

BOARD OF DIRECTORS

13. Composition of the Board of Directors

13.1 The Board of Directors shall consist of seven (7) persons elected by the members at the Annual General Meeting. In order to ensure rotation of terms and continuity within the Board of Directors, even numbered positions shall be elected in even numbered years and odd numbered positions shall be elected in odd numbered years.

14. Election of Directors

14.1 The Nomination committee

14.1.1 The Nominating Committee is an ad hoc committee of the Board of Directors. It is composed of three (3) members of the Federation and is accountable to the Executive Director. The Executive Director shall be an ex officio member of the Nominating Committee. The Board of Directors shall designate two (2) directors whose positions are not up for election in that year to serve on the Nominating Committee.

14.1.2 The Nominating Committee shall ensure that each nomination received meets the eligibility criteria for the position for which the candidate is running. The committee shall automatically reject any nomination that is incomplete, late, or does not meet the eligibility requirements of the position for which the candidate is running. The committee shall also reject a nomination from an ineligible person. The decision of the Nominating Committee to reject a candidate is final and not subject to appeal.

14.2 Notice of the election

14.2.1 Notice of the election shall be published on the Federation's website by the Executive Director no later than thirty (30) days prior to the Annual General Meeting.

14.3. Ineligibility

14.3.1 Are not eligible to act as directors :

- Minors, adults under guardianship or trusteeship, bankrupts, and persons prohibited by the court from serving in this capacity;
- Owners or employees of private companies or employees of non-profit organizations with whom the corporation has an agreement for goods or services;
- Directors who have not filed their annual declaration of interest may not be nominated;
- Persons who have not filed the results of a criminal background check;
- The Director completing his or her third term;
- The immediate past president who as a director is completing his or her third term.

14.4 Nominations

14.4.1 Any candidate for the office of Director of the Corporation shall file a nomination form duly signed by him at the head office of the Corporation at least fifteen (15) days prior to the date of the meeting.

14.4.2 In the event that there are no more candidates than the number of directors to be elected, the election of candidates shall be held by acclamation.

14.4.3 Where there are insufficient nominations to fill all the directors' positions, the unfilled positions may be filled by the board of directors of the corporation, so long as a quorum is present.

14.4.4 In the event that there are more candidates than directors to be elected, the election shall be conducted by a simple majority of the members present at the meeting of members and entitled to vote.

14.5 Parity within the Board of Directors

14.5.1 At all times, at least one (1) man and one (1) woman must sit on the Board of Directors. The corporation shall implement a process that promotes gender parity (60% / 40%) as well as diversity in the appointment of other members.

15. Board of Directors Meeting

15.1 The Board of Directors shall meet as often as deemed necessary, but at least four (4) times a year. At the first meeting of the Board of Directors following the General Assembly, a timetable of meetings and a work plan shall be adopted.

15.2 The notice of meeting signed by the President, Secretary or any person authorized by resolution of the Board shall be sent at least fifteen (15) days before the meeting. The notice should include the agenda, draft minutes of the previous meeting, key meeting documents and minutes of the meeting.

15.3 The quorum for the meetings of the Board of Directors shall be a simple majority of the Directors and shall be maintained throughout the meeting. Each director shall be entitled to one (1) vote. In addition, the President of the Corporation shall not have a casting vote at meetings of the Board of Directors.

15.4 The Board of Directors plans to address the following topics as part of its work plan:

- The financial report and budget;
- Risk analysis;
- Human resources policies;
- Governance and development planning and development monitoring;

15.5 A typical agenda for a board meeting may include the following items:

- Approval of the minutes of the previous meeting;
- The Treasurer's report including an update on the operating budget;
- The Secretary's report, if any;
- The Executive Director's report confirming payment of taxes, salaries and payroll deductions, and membership fees;
- Follow-up items as required by the general regulations;
- A period behind closed doors for directors.

15.6 Directors may participate in a meeting of the Board of Directors by means that permit all participants to communicate immediately with each other, including telephone and video conferencing. They are then deemed to have attended the meeting.

A vote may then be conducted entirely by any means of communication that permits both the collection of votes so that they can be subsequently verified and the maintenance of the secrecy of the vote, when such a vote is requested.

15.7 Resolutions in writing, signed by all Directors entitled to vote on such resolutions at meetings of the Board, have equal value as if they had been passed at such meetings.

A copy of such resolutions is kept with the minutes of the proceedings of the Board.

15.8 The minutes include information about the meetings of the Board of Directors (date, place, start and end times, attendance and absences). They are written in an impersonal manner, summarize the discussions and present the resolutions adopted.

15.9 Every director is responsible, together with his or her co-directors, for the decisions of the board of directors, unless he or she has caused his or her dissent to be entered in the minutes of the proceedings or to its equivalent. However, a director who is absent from a

meeting of the board shall be presumed not to have approved the decisions made at that meeting.

15.10 The Board of Directors does not use an executive board.

15.11 If a vacancy is created among the members of the Board of Directors, it shall be filled by the other members of the Board. The director so appointed shall complete the term of his or her predecessor. Notwithstanding any vacancy, the Board of Directors may continue to act as long as a quorum is present.

16. Board of Directors Mandate

16.1 The term of office for directors shall be of two (2) years. The term of office of directors shall begin at the close of the meeting at which they are elected.

16.2 A director may not serve more than three (3) consecutive terms and must serve a minimum two (2) year ineligibility period before being renominated.

17. Destitution

17.1 Directors of the Corporation may be removed from office at any time prior to the expiration of their term by any of the following methods:

- An ordinary resolution of the members passed at a special general meeting. The notice of the general meeting at which the matter is to be dealt with shall state that such person is subject to removal. The members shall, at the same meeting, elect a replacement for the unexpired term of the removed director.

18. Disqualification

- By resolution of the Board of Directors for any of the following reasons:

- In the case of a director who has been absent from three (3) consecutive meetings of the Board of Directors;
- In the event that a director, during his or her term, loses any of the eligibility requirements to serve as a director;
- In the event that a director, during his or her term of office, loses the status of delegate of a member.

19. Remuneration

19.1 The directors of the Corporation are not entitled to any remuneration but are entitled to be reimbursed for expenses incurred in the performance of their duties in accordance with standards established by the board of directors for that purpose.

20. Directors and Officers Insurance

20.1 The Corporation subscribes to and maintains liability insurance for its directors and officers on an annual basis.

21. Compensation

21.1 Every director or officer, their heirs and rights holder, shall be held harmless and indemnified out of the funds of the Corporation as and when required at any time:

- For all costs, charges and expenses whatsoever which such director may suffer or incur during an action, suit or proceeding which is brought against him, in respect of or by reason of any act or thing done or permitted by him in the exercise or performance of his duties;
- For all other costs, charges and expenses which he suffers or incurs in the course of, or in connection with the affairs of the Corporation, except those resulting from his own negligence or wilful omission.

22. Responsibility of the Board of Directors

22.1 The directors of the body corporate may administer the affairs of the body corporate and enter into any kind of contract permitted by law in its name.

22.2 They also have the following functions:

- a) Elaborate, propose and interpret the mission of the Federation and to interpret the general regulations;
- b) Elaborate and propose the major orientations of the Federation, they approve the programs of activities and the allocation of resources and services;
- c) Ensure that information regarding its governance, financial position and operations is available on its website;
- d) Adopt the Federation's budget estimates and financial statements prepared by the independent auditor;
- e) Adopt an annual operating budget no later than three (3) months after the beginning of the fiscal year;
- f) To review every two (2) years the letters patent and bylaws and update them as necessary;
- g) See to the hiring of the director general and determine his or her working conditions and duties
- h) To set objectives and evaluate, at least once a year, the general management;
- i) To periodically evaluate its functioning and the contribution of the directors;
- j) To adopt and periodically review its policies;
- k) Exercise any other power, which under the Companies Act (RLRQ, c. C-38) is expressly reserved to them.

23. Officers

The officers of the Corporation, who are the President, Vice-President, Secretary and Treasurer, are appointed for a term of one (1) year, by and from among the Directors, at the first meeting of the Board of Directors following the annual general meeting.

24. Role and responsibilities of the President

- The president shall preside at meetings of the members and at the board of directors;
- He or she shall, with the secretary and treasurer, be one of the signatories of the cheques and

other commercial papers of the corporation;

- He or she shall ensure that the duties and functions assigned to the officers, directors, employees and servants of the corporation are properly performed;
- He or she shall ensure that each director receives, upon taking office, a copy of the letters patent, bylaws and policies in effect within the corporation;
- He or she ensures that each director adheres to the Code of Ethics and Professional Conduct for Directors and that they solemnly commit to adhere to it;
- He or she shall perform such other duties and functions as may be assigned by the Board of Directors.

25. Role and responsibilities of the Vice-President

25.1 The Vice-President shall act for the President when the President is unable to act;

25.2 He or she shall perform all other duties and functions that may be assigned by the Board of Directors.

26. Role and responsibility of the secretary

- He or she ensures the follow-up of the corporation's correspondence;
- He or she is in charge of the secretariat and the records of the corporation;
- He or she ensures that the books and records are kept annually;
- He or she prepares, in collaboration with the president, the notices of meeting and the agendas of the meetings of the corporation;
- He or she shall be responsible for the minutes of the meetings of the corporation;
- He or she shall, with the president and the treasurer, be one of the signatories of the cheques and other negotiable instruments of the corporation;
- He or she shall ensure that each director signs a copy of the Code of Ethics and Professional Conduct for Directors;
- He or she shall receive and maintain the annual declarations of interest of each director and reports them at a regular meeting of the Board of Directors;
- He or she shall ensure that the annual declaration to the Quebec Enterprise Register has been filed within the prescribed time limits and shall report thereon to the Board of Directors;
- He or she shall perform such other duties and functions as may be assigned by the Board of Directors.

27. Role and responsibility of the treasurer

- He or she is responsible for the financial management of the corporation;
- He or she ensures that the corporation's accounting books are properly kept;
- He or she shall prepare, at the end of each fiscal year, the financial report of the corporation;
- He or she shall be the signatory, with the president and the secretary, of the corporation's cheques and commercial bills;
- He or she shall perform such other duties and functions as may be assigned by the Board of Directors.

28. Role and responsibility of the general director

- The Executive Director reports directly to the Board of Directors and works closely with the Board;
- The role and responsibilities of the executive director shall be specified within his or her employment contract;
- Subject to the provisions of his or her employment contract, as well as subject to the provisions of the bylaws to that effect, and subject to the approval of a resolution of the Board of Directors to that effect, the Executive Director may be called upon to act as spokesperson for the Corporation;
- The board of directors may conduct an annual evaluation of the executive director, subject to the provisions planned in the executive director's employment contract;
- A director may not hold the position of executive director within the corporation. However, the board may authorize a director, other than the president of the board of directors, to assume some of the duties of that position for a short period of time and on an interim basis.

29. Dismissal of executives

An executive officer may resign from office by delivering a letter to that effect to the board of directors. The resignation takes effect on the date of receipt of said letter. The officer may continue to serve as a director and vote on the board of directors.

The board of directors may, by resolution, remove a director from their work as an executive. The director affected by such resolution shall lose their title and capacity as an executive, but may continue to serve as a director and vote on the board of directors.

30. Committee

30.1 The Board of Directors may create, by resolution, any committee. It establishes the mandate, composition and operating rules of the committee. The committee only has the authority to make recommendations to the Board of Directors.

31. Code of Ethics of the Board of Directors

31.1 The Board of Directors shall adopt a code of ethics and professional conduct for the directors, which shall include the following subjects: solidarity on the Board; confidentiality of

information obtained during Board meetings; management of conflicts of interest of any kind; duty of care and diligence; commitment of the directors (attendance, preparation, participation and conduct at Board meetings); annual declaration of interests.

SECTION V

FINAL PROVISIONS

32. Fiscal year

32.1 The fiscal year of the Corporation ends on March 31 of each year.

33. Auditor

33.1 On the recommendation of the Board of Directors, members of the Corporation appoint the auditor of the Corporation at the annual general meeting.

34. Contracts

34.1 Contracts and other documents requiring the signature of the Corporation are first approved by the Board of Directors and then signed by the individuals designated for that purpose, or by at least two directors, or one director together with the General Manager of the Corporation.

35. Loans

35.1 The board of directors may, from time to time, borrow money upon the credit of the Corporation and may give all guarantees to the extent allowed by applicable law to secure the payment of these loans and other obligations of the Corporation.

36. Amendments to regulations

36.1 The present bylaws repeal and replace all other bylaws of the Corporation to the same effect.

36.2 The Board of Directors may, to the extent permitted by the Companies Act, amend, repeal or re-enact this bylaw. Such amendments, repeal or new bylaw shall be effective immediately upon adoption and shall remain in force until the next annual general meeting, unless ratified in the meantime by a general meeting of the Company duly called for that purpose, at which time they must be ratified by a majority of the members present to remain effective.

37. Dissolution

37.1 In the event of dissolution or liquidation of the corporation, all goods remaining after payment of the debts and obligations of the corporation will be handed over to an organization engaged in similar activities.

ADOPTED BY THE BOARD OF DIRECTORS ON [INSERT DATE]

RATIFIED BY THE MEMBERS ON [INSERT DATE]

38. Transitional arrangement

At the time of the special general meeting of February 22, 2022, the composition of the Board of Directors is as follows:

- | | |
|---------------------|----------------------|
| 1. Paul Boissinot | 5. Stéphanie Labbé |
| 2. Charles Dupont | 6. Marilaine Duplain |
| 3. Suzanne Gagnon | 7. Vacant |
| 4. Karine Desautels | |

All the above appointed Directors shall hold office until the 2022 Annual General Meeting at which time an election of Directors shall be held in accordance with the provisions of these By-Laws.

In this election, all even numbered positions shall be up for election for two (2) year terms. Positions numbered 1 and 7 shall be elected for terms of one (1) year. Positions numbered 1, 3, 5 and 7 shall be up for election at the 2023 Annual General Meeting.

