

GENERAL BY-LAWS

ASSOCIATION PISCINE DIXIE INC. / DIXIE POOL ASSOCIATION INC.

A. INTERPRETATION

1. Definitions

In this By-law and in all of the Association's other By-laws, the following words shall have the following meaning, unless the context requires otherwise:

- (a) "Association" shall mean Association Piscine Dixie Inc. – Dixie Pool Association Inc., a legal person created and governed by Part III of the *Companies Act*,
- (b) "Act" shall mean the *Companies Act*, as amended, and any replacement legislation; in the event of an amendment or replacement, any reference contained in the Association's By-laws shall be interpreted as a reference to the amended or replaced provisions of the said Act;
- (c) "Constituting Act" shall mean as the case may be, the memorandum of agreement, letters patent, supplementary letters patent and by-laws adopted under the Act;
- (d) "By-laws" shall mean all of the Association's by-laws which are in effect at a given time;
- (e) "Contracts, Documents or Written Instruments" shall include deeds, pledges, hypothecs, encumbrances, transfers and assignments of property, whether real or personal and movable or immovable, agreements, receipts and releases given for cash payments or other bonds and securities, as well as all written instruments;
- (f) words used solely in the singular shall include words in the plural and vice versa; words used in the masculine gender shall include the feminine gender and vice versa; expressions designating natural persons shall also designate legal persons, legal persons, companies, partnerships, syndicates, trusts and any other association of individuals; and
- (g) the titles used in the By-laws have been inserted solely for ease of reference and shall not be considered in interpreting the expressions or provisions of such By-laws`
- (h) this By-law is executed in French and in English. In the event of any discrepancy, inconsistency, ambiguity, or difficulty of interpretation between the French and English versions, the French version shall prevail for all legal purposes.

B. HEAD OFFICE AND ESTABLISHMENT OF THE ASSOCIATION

2. Head Office

The head office of the Association shall at all times be located in Quebec. The Association may transfer or change the address of its head office in accordance with the provisions of the Act. The head office shall constitute the Association's domicile.

3. Establishment

In addition to its head office, the Association may establish other establishments, offices or agencies, inside or outside Quebec, as its board of directors may determine from time to time.

C. BOOK OF THE ASSOCIATION

4. Contents of the Book

The Association shall keep, at its head office, one (1) or more Books which shall contain the following:

- (a) its Constituting Act, its By-laws, as well as all declarations and applications presented to the Enterprise Registrar and filed in the register;
- (b) the names, in alphabetical order, of all the persons who are or have been members;
- (c) the address of each person while such person is a member;
- (d) the names, addresses and callings of those who are or have been directors of the Association, with the various dates on which they became or ceased to be directors;
- (e) a list of the members of the Association, which list shall be prepared annually;
- (f) its receipts and disbursements and the matters to which each of them relates;
- (g) its financial transactions;
- (h) its credits and liabilities ;
- (i) the minutes of meetings of its members and directors and of the votes cast at such meetings. Each of the minutes recorded in the said Book or Books shall be certified by the president of the Association or the chairman of the meeting, or by the secretary of the Association.

D. BOARD OF DIRECTORS

5. Number

The affairs of the Association shall be administered by a board of directors consisting of a fixed number of five (5) directors. This number may be changed in accordance with the Act.

6. Qualifications

In order to be elected to the office of director and continue to hold such office, each director shall have the following qualifications:

- (a) be a natural person;
- (b) not be under eighteen (18) years of age;

- (c) not be a person of full age under tutorship or curatorship;
- (d) not be a person declared incapable by a court in another province or in another country;
- (e) not be an undischarged bankrupt; and
- (f) not be the subject of a court order prohibiting him from holding such office.

Only active members in good standing of the Association shall be eligible to be directors.

7. Vacancies

A director's office shall automatically become vacant:

- (a) if he dies;
- (b) if he resigns, at the time the resignation takes effect;
- (c) if he is removed in accordance with the Act and if no one is appointed to replace him at the meeting of members at which he was so removed;
- (d) is absent from three (3) consecutive meetings of the board of directors; or
- (e) if he ceases to hold the qualifications necessary to be a director.

8. Replacement

A director whose office has become vacant may be replaced by means of a resolution of the board of directors, and the replacement shall remain in office for the unexpired term of office of his predecessor. Nonetheless, provided the directors still holding office constitute a quorum, they may continue to act notwithstanding any vacancy.

9. Election and Term of Office

The active members shall elect the directors at each annual meeting where an election of directors is required, according to the number of positions then up for election. Directors shall be elected for a term ending no later than the close of the second annual meeting of members following their election. Incumbent directors shall be eligible for re-election. Voting shall be by a show of hands, unless a vote by secret ballot is requested.

10. Resignation

A director may resign from office at any time by submitting his written resignation to the president or secretary of the Association or at a meeting of the board of directors. A resignation need not set forth the reasons therefor. The resignation shall take effect on the date the notice thereof is delivered, unless a later date is set forth in the said notice.

11. Removal

Only active members entitled to elect a director may remove him at a special general meeting called for that purpose. A director who is to be removed must be informed of the place, date and time of the meeting within the same deadline as that provided for calling the meeting. The notice of meeting shall also state that this person shall

be subject to removal and it shall state the principal fault reproached against him. The director may attend the meeting and be heard or, in a written statement read out loud by the chairman of the meeting, give the reasons why he opposes the resolution proposing his removal. A vacancy created by the removal of a director may be filled at the meeting at which the removal took place or, failing same, in accordance with the Act. The notice of the said meeting must mention, if applicable, that such an election will be held if the resolution to remove is adopted.

The removal of a director, just like his election, shall be at the discretion of the active members. It may be effected at any time and need not be based upon any particular grounds, whether or not serious. Neither the Association nor the active members having voted in favour of the removal shall incur any liability towards the director merely due to his removal, even if there are no reasons for the removal.

12. Signature of Departing Director

Fifteen (15) days after the date on which a director ceases to hold office due to his resignation, removal or otherwise, such director shall be authorized to sign, on behalf of the Association, and to file in accordance with the *Act respecting the legal publicity of enterprises*, an amending declaration to the effect that he has ceased to be a director, unless he receives evidence that the Association has filed such an amending declaration.

13. Remuneration

The directors shall not be remunerated for the fulfilment of their mandate as directors. The directors shall be entitled to reimbursement of their travelling costs and all other costs reasonably incurred by them in relation to the affairs of the Association.

14. General Powers

The affairs of the Association shall be administered by a board of directors. The directors of the Association shall administer the affairs of the Association and shall make or cause to be made for it, in its name, all contracts which the Association is validly entitled to enter into; generally, they shall exercise all the other powers and take all the other steps which the Association is authorized to exercise and take pursuant to its Constituting Act or otherwise.

Without derogating from the foregoing, the directors shall at all times expressly be authorized to purchase, rent, sell, exchange, acquire or alienate movable and immovable, real, personal or mixed property, as well as any right or interest relating thereto, for such price and upon such terms and conditions as they deem to be fair. The decision of the directors to proceed with the purchase, acquisition, sale, exchange, or disposal of an immovable must first be approved by two-thirds (2/3) of the active members present at a special general meeting called for that purpose.

Measures taken by one (1) or more persons acting as directors or by a board of directors shall not be invalid merely because it is subsequently discovered that there was a defect in the election of these persons, the entire board of directors, or one (1) or more of the members thereof, or that these persons or one (1) or more or all of the members of the board of directors were not qualified to be directors; however, this provision shall apply only to measures taken prior to the election or appointment of the respective successor or successors of the persons in question.

15. Use of Property or Information

No director may mingle the property of the Association with his own property nor may he use for his own profit or that of a third person any of the property of the Association or any information he obtains by reason of his duties, unless he is expressly and specifically authorized to do so by the active members of the Association.

16. Conflict of Interests

Every director shall avoid placing himself in any situation where his personal interest would be in conflict with his obligations as a director of the Association.

A director shall declare to the Association, forthwith, any interest he has in an enterprise or association that may place him in a situation of conflict of interests and of any right he may set up against it, indicating their nature and value, where applicable. The declaration of interest shall be recorded in the minutes of the meetings of the board of directors or in a signed resolution in lieu of such meeting.

A general notice that a director holds an interest in a given enterprise or association, together with a description of the nature and value of such interest, shall constitute a sufficient declaration of interest pursuant to this By-law; after the director has given such a general notice, he shall not be required to give a special notice with respect to a specific transaction with such enterprise or association.

17. Contracts With the Association

Even in carrying on his duties, a director may acquire, directly or indirectly, rights in the Association's property or enter into contracts with it, provided he immediately informs the Association of this fact, indicating the nature and value of the rights he is acquiring, and provided he requests that the fact be recorded in the minutes of the meetings of the board of directors or the equivalent.

A director who has such an interest in the acquisition of property or the entering into of a contract shall, unless otherwise required, refrain from deliberating and voting on the matter and, if he does vote, his vote shall not be counted. However, this rule shall not apply to matters regarding his conditions of employment. At the request of the president or any director, the director who has an interest shall leave the meeting while the board of directors deliberates and votes on the acquisition or contract in question.

Neither the Association nor any of its members may contest the validity of an acquisition of property or a contract that has been entered into between the Association, on the one part, and a director, whether directly or indirectly, on the other part, solely on the ground that the director is a party thereto or has an interest therein, provided that the director has immediately and properly effected the disclosure mentioned hereinabove.

E. MEETINGS OF THE BOARD OF DIRECTORS

18. Notice of Meeting

Meetings of the board of directors shall take place as often as the president or two (2) directors, acting jointly, deem it to be necessary. They shall be called by the president or two (2) directors, or by the secretary at the request of the president or two (2) directors. A notice of each meeting, setting forth the place, date and time of the meeting, shall be sent to each director by messenger, by registered mail, by e-mail or by telecopier or by any other means of communication which includes an acknowledgement of receipt, and it shall be sent to the last known address of the directors, or it may be given verbally. The deadline for calling a meeting shall be two (2) clear days.

Nonetheless, a meeting may be held without a prior notice if all the directors are present or if the absent directors have given their consent to the holding of such meeting. The meeting of the board of directors which follows immediately after the annual meeting of the members may take place without a notice of meeting. A notice of meeting of the board of directors need not mention the purpose of the meeting or the business to be transacted thereat.

19. Waiver of Notice

A director may, by written notice or other means of communication addressed to the Association or otherwise, waive any notice of meeting of the board of directors or any irregularity in the notice or the holding of the meeting; such waiver may be validly given before or after the meeting in question. Attendance by a director at a meeting of the board of directors shall constitute a waiver of the notice of meeting, unless the director attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not called regularly.

20. Location

Meetings of the board of directors shall be held at the head office of the Association, at any other place inside or outside Quebec, or entirely by telephone, electronic or other means of communication allowing all directors to communicate immediately with each other, as determined by the president or the board of directors.

21. Participation By Means as Permit Persons to Communicate Directly

The directors may participate in a meeting of the board of directors by such means, particularly by telephone, as permit all persons participating in the meeting to communicate directly with one another. A director participating in a meeting by such means is deemed to be present at the meeting.

22. Adjournment

From time to time, the chairman of the meeting may, with the consent of a majority of the directors present, adjourn a meeting of the board of directors to a later date, in a specified location, without it being necessary to give a notice of such adjourned meeting to the directors. An adjourned meeting may validly be held in accordance with the terms and conditions provided for in the adjournment and if there is a quorum. The directors constituting the quorum at the initial meeting shall not be required to constitute the quorum at the adjourned meeting. If there is no quorum at the adjourned meeting, the initial meeting shall be deemed to have terminated immediately after its adjournment.

23. Quorum

Quorum for meetings of the board of directors shall be constituted by a simple majority of the directors in office. A quorum must be maintained throughout the entire duration of a meeting.

24. Chairman and Secretary of the Meeting

The president of the Association shall preside over meetings of the board of directors. The secretary of the Association shall act as secretary of the meetings. Nonetheless, the directors present at a meeting may appoint any other person to act as chairman and/or secretary of the meeting.

25. Procedure

The chairman of the meeting shall see to the orderly conduct of the meeting, shall submit to the board of directors the proposals to be voted on and, in general, shall handle all procedures. If the chairman of the meeting fails to

submit a proposal, any director may do so himself prior to the end or adjournment of the meeting and, if such proposal falls within the jurisdiction of the board of directors, the board shall be seized thereof without any seconder being required for the proposal. In this regard, the agenda for any meeting of the board of directors shall be considered to provide for a period during which the directors may submit their proposals. If the chairman of the meeting does not perform his duties faithfully, the directors may remove him at any time and replace him with another person.

26. Voting

Each director shall be entitled to one (1) vote, and all questions shall be decided by a majority of the votes of the directors present. Voting shall be by a show of hands, unless the chairman of the meeting or a director requests a vote by secret ballot, in which event the vote shall be taken by secret ballot. If the vote is taken by secret ballot, the secretary of the meeting shall act as the scrutineer and shall count the votes. Voting by proxy shall not be permitted, and the chairman of the meeting shall not have a casting vote in the event of a tie. If the directors participate in a meeting of the board of directors by such means as permit all persons participating in the meeting to communicate directly with one another, the vote is held from the floor or by any means of communication enabling votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.

27. Signed Resolution

A resolution in writing, signed by all the directors qualified to vote at meetings of the board of directors, shall be valid and have the same effect as if it had been adopted at a duly called and held meeting of the board of directors. A copy of such written resolution shall be inserted in the Book of the Association, chronologically, in the same manner as minutes of meetings.

28. Attendance at a Meeting

Only the directors may attend meetings of the board of directors. Upon the consent of the chairman of the meeting or a majority of the directors present at a meeting, the officers of the Association may also attend the meeting, as may persons whose presence is justified by the Association's interests rather than the individual interests of one (1) or more of the directors. No other person shall be admitted unless that person's presence is unanimously authorized by the directors present.

29. Recording of Deliberations

No director may record deliberations of the board of directors, failing which he shall be expelled from the meeting and any recording media used shall be confiscated. Only the secretary of the meeting may record same for purposes of preparing the minutes of the meeting. Any recording of the deliberations of the board of directors must be destroyed as soon as the minutes have been approved by the board of directors

F. OFFICERS

30. General Provisions

The officers of the Association shall be comprised of the president, the secretary and the treasurer, as well as such other officers as the board of directors may appoint and whose duties it shall determine by resolution.

31. Qualifications

The officers appointed by the board of directors must be directors of the Association. The same person may hold several offices.

32. Election

The officers shall be elected or appointed by the board of directors at their first meeting following the annual meeting of members, depending on the positions to be filled, or at any other meeting held to fill a vacancy.

33. Beginning of Office

Unless the board of directors provides otherwise when he is appointed, an officer holds office at the date of his appointment and his term of office shall expire no later than the close of the second annual meeting following his election or appointment..

34. Resignation and Removal

An officer may resign at any time by submitting his written resignation to the president or secretary or at a meeting of the board of directors. An officer may be removed, with or without cause, by means of a resolution of the board of directors, unless there is a written agreement to the contrary.

35. Vacancies

Any vacancy in the office of an officer may be filled at any time by the board of directors.

36. Remuneration

Officers are not remunerated as such for their duties. Officers are entitled to reimbursement for travel expenses and any other expenses reasonably incurred in connection with the affairs of the Association.

37. Powers and Duties of Officers

The officers shall have all the powers and duties which are ordinarily inherent to their office as well as all the powers and duties delegated to them or imposed upon them by the board of directors. If an officer is unable to act, the board of directors may authorize any other person specifically appointed by it to exercise the powers of the officer.

38. President

The president, as of right, shall preside over all meetings of the board of directors, the executive committee and all meetings of the members, unless, in the latter case, a chairman of the meeting has been appointed and is performing such duties. He shall sign all documents on which his signature is required. He shall be responsible for the general supervision and monitoring of the affairs of the Association.

39. Secretary

The secretary shall have custody of the Association's Books, seal and documents. He shall act as secretary at meetings of the board of directors and the executive committee and at meetings of the members. He shall prepare and countersign minutes of meetings and send out notices of meetings as well as any other notices to be sent to the directors or members. He shall carry out the mandates entrusted to him by the president or the board of directors.

40. Treasurer

The treasurer shall have custody of the Association's treasury and shall deposit monies in the financial institution chosen by the board of directors. He shall be responsible for the payment of the Association's invoices and any other mandates that may be assigned by the president of the board of directors or the board of directors. He shall permit the directors to examine the Association's Books and accounts. He shall sign or countersign documents on which his signature is required.

G. EXECUTIVE COMMITTEE

41. Number

The board of directors may elect an executive committee composed of at least three members, who shall remain members of this committee as long as they remain directors, until their dismissal or the election of their successor.

42. Election

The members of the executive committee shall be elected annually at the meeting of the board of directors which follows immediately after the annual meeting of the members of the Association. At that time, previously elected members of the executive committee shall resign, but they shall be eligible for re-election.

43. Removal

The board of directors shall at all times be entitled to remove any of the members of the executive committee, with or without reasons therefor.

44. Vacancies

The board of directors may fill vacancies on the executive committee.

45. Meetings

Meetings of the executive committee may be held without notice, at such time and place as determined by the president who shall have the authority to call meetings of the executive committee.

46. Chairman

Meetings of the executive committee shall be presided over by the president of the Association or, in his absence, by the chairman of the meeting chosen by the members of the executive committee present from among themselves.

47. Quorum

Quorum for meetings of the executive committee shall be a majority of its members.

48. Procedure

The procedure at meetings of the executive committee shall be the same as that at meetings of the board of directors.

49. Powers

The executive committee shall have the authority and exercise all the powers of the board of directors as regards the administration of the affairs of the Association, except for the powers which, according to the Act, must be exercised by the board of directors and except for the powers which the board of directors has expressly reserved for itself. The executive committee shall report on its activities at each meeting of the board of directors, and the board may reverse or modify the decisions made by the committee, provided the rights of third parties are not affected thereby.

50. Remuneration

The members of the executive committee are not remunerated as such for their duties. The members of the executive committee are entitled to reimbursement for travel expenses and any other expenses reasonably incurred in connection with the affairs of the Association.

H. OTHER COMMITTEES

51. Special Committees

Special committees are committees created by the board of directors, as needed, for specific time periods and specific purposes. These committees, which are advisory committees having no decision-making powers, shall deal with the objects for which they were created; they shall be subject to supervision by the board of directors and shall report thereto upon request. They shall be automatically dissolved upon completion of their mandate.

I. INDEMNIFICATION AND EXCULPATION

52. Indemnification and Reimbursement of Expenses

The Association hereby agrees that each director, officer or other mandatary has assumed his functions subject to the express condition and in consideration for the Association's undertaking to indemnify him for all damages suffered by him and to reimburse to him all reasonable expenses incurred by him as a result of, or with respect to the performance of his duties, the whole in accordance with the following provisions, and within the limits of any insurance policy it may take out from time to time.

53. Indemnification

Every director, officer and other mandatary, as well as their heirs and assigns, shall, as needed and at all times, be indemnified and held harmless, using the Association's funds, within the limits of any insurance policy that the Association may take out from time to time, from and against the following:

- (a) all costs, charges and expenses of any kind whatsoever assumed or incurred by such director, officer or other mandatary in or with respect to any proceeding or case which is instituted against him or in respect of any act or deed made, done or permitted by him in or for the performance of his duties; and
- (b) all other costs, charges and expenses assumed or incurred by him in or with respect to the affairs of the Association, except those resulting from his own negligence or intentional omission.

54. Reimbursement of Expenses

Subject to a contractual agreement further defining or restricting the present undertaking, the Association shall reimburse to a director, officer or other mandatary the expenses incurred by him which are reasonable and necessary for the performance of his duties, together with interest as of the day on which such expenses were disbursed. Such reimbursement shall be made upon presentation of supporting vouchers, if applicable.

J. MEMBERS

55. Classes

The Association shall have two (2) classes of members, namely: active members and user members.

At any given time, there may be no more than two (2) active members of the Association residing at the same civic address. The board may refuse an application for the status of active member on these grounds.

Members registered at the time the by-laws come into force shall become active members until the next membership registration period following the coming into force of the by-laws.

56. Active Members

An active member of the Association shall be any natural person to whom the board of directors grants the status of active member, upon application therefor, and who :

- is interested in the goals and activities of the Association and wishes to participate in them, according to their availability;
- -agrees to adhere to the objects of the Association and to comply with its by-laws;
- meets the admission criteria established from time to time by resolution of the board of directors

Active members shall be entitled to participate in all the Association's activities, and receive notices of meetings of the members, attend such meetings and vote thereat. They shall be eligible to be directors of the Association.

57. User Members

A user member of the Association shall be any natural person to whom the board of directors grants the status of user member, upon application therefor, and who :

- is registered for an activity or service offered by the Association;
- -agrees to adhere to the objects of the Association and to comply with its by-laws;
- meets the admission criteria established from time to time by resolution of the board of directors.

User members may participate in the Association's activities, and upon invitation, attend meetings of the members, but they do not have the right to vote at such meetings. They are not eligible to serve as directors of the Association.

58. Assessment, subscriptions and additional fees

Subject to the provisions of Article 59 hereunder, there are no assessments payable by active members or user members of the Association. Active members and user members shall, however, in order to have access to the basic services of the Association, pay the annual subscription fee and any fees for additional services as may be established from time to time by the board of directors. Such fees are non-refundable.

59. Member in Good Standing

A member shall be in good standing with the Association if he has paid his annual subscription fee and all fees for additional services payable no later than August 31 of each year. A member who has not paid his annual subscription fee and/or any fees for additional services payable as of that date shall cease to be considered a member and shall lose the right to attend meetings of members and to vote thereat until such amounts are paid, in which case such rights shall be reinstated for the next meeting of members.

60. Withdrawal

Any member may withdraw as a member, at any time, by giving notice of such withdrawal to the secretary of the Association.

61. Suspension and Striking Off

The board of directors may also, by resolution, suspend a member for a period determined by it or strike the member off definitively (i) if the member refuses or fails to comply with the provisions of this By-law, (ii) if the member loses any of the characteristics required to have the status of member, (iii) if the member carries out any activity which is prohibited by this By-law, (iv) if the member takes steps or makes statements which are contrary to, or incompatible with the Association's goals or are adversely prejudicial to the activities or reputation of the Association or its members, (v) if the member fails to comply with the Association's pool, safety rules, as published on its website, or (vi) if the member engages in behavior deemed problematic by the board of directors . The board of directors' decision in this regard shall be final and binding.

I. MEETINGS OF THE MEMBERS

62. Annual Meeting

The annual meeting of members of the Association shall take place each year at the head office of the Association or at any other place within the province of Quebec, or entirely by telephone, electronic or other means of communication allowing all present members to communicate immediately with each other, at the place, on the date and at the time that the board of director determines, and such meeting shall be held for the following purposes:

- (a) to receive and consider the financial statements made up to a date not more than four (4) months prior to the meeting, and the auditor's report, if any;
- (b) to elect the directors;
- (c) to appoint an auditor, if applicable;
- (a) to ratify the By-laws set out by the board of directors since the last annual meeting of the members;
- (b) to consider and transact such other business as is duly brought before the meeting.

Any annual meeting may also constitute a special general meeting in order to consider and transact such business as may be brought before a special general meeting.

63. Special General Meetings

A special general meeting may be called at any time by the president or by a resolution of the board of directors.

Special general meetings of the members shall take place at the head office of the Association or at any other place within the province of Quebec or entirely by telephone, electronic or other means of communication allowing all directors to communicate immediately with each other, as determined by the president or by a resolution of the board of directors.

64. Calling of A Special General Meeting at the Request of the Members

The board of directors shall call a special general meeting of the members when it is presented with a written request to do so. The request shall be addressed to the secretary of the Association and shall indicate the nature of the business to be transacted at the meeting; it shall be signed, on the date of the filing of the request, by not less than ten (10) active members of the Association that do not reside at the same address.

It shall be necessary for the matters to be transacted at the meeting to fall within the jurisdiction of the meeting of members. If the meeting is not called and held within twenty-one (21) days following the date upon which the requisition was left at the head office of the Association, any active members representing not less than ten (10) active members of the Association that do not reside at the same address, whether they signed the requisition or not, may themselves convene such special general meeting.

65. Notice of Meeting

The notice of meeting for each annual meeting and each special general meeting of the members shall be sent in writing to active members entitled thereto, and it shall be sent by messenger, registered mail, e-mail, or by any other means of communication which includes an acknowledgement of receipt, to the respective address of the active members as set forth in the Association's Books, the notice shall be sent at least twenty-one (21) days prior to the date of the annual meeting and at least ten (10) days prior to the date of the special general meeting. If the postal or e-mail address of an active member is not recorded in the Association's Books, the notice of meeting may be sent to such address as, in the opinion of the sender of the notice, is most likely to result in the notice quickly reaching the said active member. It is the duty of each active member to notify any person designated by the Association's board of directors for this purpose of their mailing address and e-mail address or any change in such addresses.

Irregularities in the notice of meeting or in the sending thereof shall not in any manner whatsoever affect the proceedings at the meeting.

The notice of meeting shall mention the time and place of the meeting. The notice of meeting for an annual meeting may, but need not, specify the purpose of such meeting. However, such notice shall mention, in general terms, any by-law and any repeal, amendment or reinstatement of any by-law which is to be ratified at the meeting, as well as any other business which would otherwise be considered and transacted at a special general meeting. The notice of meeting for a special general meeting shall mention, in general terms, all business to be considered and transacted at the meeting and shall mention the goals of this meeting.

A notice of meeting shall not be required for an adjourned meeting.

The signature on a notice of meeting may be a manual signature, a stamped, typed or printed signature or a signature which is otherwise mechanically reproduced.

A certificate from the secretary or other duly authorized officer of the Association shall constitute conclusive evidence that a notice of meeting has been sent and shall be binding upon each member.

66. Waiver

A meeting of members may be held without prior notice having been given if all the active members of the Association are present or if they have given their consent, by written notice or other means of communication, to the meeting being held. Attendance by an active member at a meeting of the members shall constitute a waiver of the notice of meeting, unless the member attends the meeting for the express purpose of objecting to the transaction of any business at the meeting on the grounds that the meeting was not called regularly.

67. Failure to Send Notice

The accidental failure to send a notice of meeting to one (1) or more members or the fact that the notice was not received by any given person shall not invalidate any resolution adopted at the said meeting.

68. Incomplete Notice

The accidental failure to set forth in the notice of meeting any business which is to be considered at the meeting shall not prevent the meeting from considering such business, unless to do so would or might affect the interests of a member.

69. Quorum

The presence of at least two (2) active members of the Association shall constitute a quorum for any meeting of the members required to decide upon the choice of a chairman of the meeting or the adjournment of the meeting; for all other purposes, quorum at a meeting of the members shall be constituted of at least twelve (12) active members. If quorum is attained at the beginning of the meeting of members, the active members present may transact the business of such meeting, notwithstanding the fact that a quorum has not been maintained throughout the duration of the meeting.

70. Participation By Means as Permit Persons to Communicate Directly

The members may participate in a meeting of members by such means, particularly by telephone, as permit all persons participating in the meeting to communicate directly with one another. A member participating in a meeting by such means is deemed to be present at the meeting.

71. Adjournment

The chairman of the meeting may, with the consent of the meeting and when he deems it appropriate, adjourn any meeting of members to a specified date and time. If a meeting of the members is adjourned for less than thirty (30) days, it shall not be necessary to give a notice of the adjournment other than by means of an announcement made at the initial meeting which has been adjourned. If a meeting of members is adjourned one (1) or more times for a total of thirty (30) days or more, a notice of the adjourned meeting shall be given in the same manner as for an initial meeting.

An adjourned meeting may validly be held in accordance with the terms and conditions provided for in the adjournment and if a quorum is maintained. The persons constituting the quorum at the initial meeting shall not be required to constitute the quorum at the adjourned meeting. If there is no quorum at the adjourned meeting, the initial meeting shall be considered to have terminated immediately after its adjournment. Any business that could have been considered and transacted at the initial meeting may be submitted or transacted at the adjourned meeting.

72. Chairman and Secretary of the Meeting

The president of the Association shall act as chairman and preside over meetings of members. The secretary of the Association shall act as secretary of the meetings. If none of the above-mentioned officers is present within fifteen (15) minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of such meeting.

73. Procedure

The chairman of the meeting of members shall see to the orderly conduct of the meeting and shall handle all procedural issues, and his discretionary powers regarding all matters shall be final and binding upon all members. His powers shall include the right to declare that certain proposals are inadmissible, to stipulate the procedure to be followed, subject to this By-law, and to remove from the meeting any person not entitled to attend same as well as any member who causes a disturbance or does not comply with the chairman's orders.

A declaration made by the chairman of a meeting stating that a resolution has been adopted, adopted unanimously, adopted by a specific majority, rejected or not adopted by a specific majority shall constitute conclusive evidence thereof.

74. Voting Rights

Each active member in good standing shall be entitled to one vote at any meeting of the members. Voting by proxy shall not be permitted. If the members participate in a meeting of members by such means as permit all persons participating in the meeting to communicate directly with one another, the vote is held from the floor.

75. Majority Decisions

Subject to a contrary provision in the Act or these By-Laws, all matters submitted to a meeting of members shall be decided by a simple majority of the votes of the present active members validly cast.

76. Casting Vote

In the case of an equality of votes, the chairman of the meeting shall not have a casting vote.

77. Voting By a Show of Hands

Unless a vote by secret ballot is requested, voting shall be by a show of hands. In such a case, active members shall vote by raising their hands, and the number of votes shall be calculated on the basis of the number of raised hands. When the chairman of the meeting declares that a resolution has been adopted, and an entry to that effect is made in the minutes of the meeting, this shall constitute *prima facie* evidence of such fact, without the need to prove the number or proportion of votes recorded for or against the said resolution.

78. Voting By Secret Ballot

Upon the request of the chairman of the meeting or not less than two-thirds (2/3) of the active members present, the vote shall be taken by secret ballot. A vote by secret ballot may be requested either before or after a vote by a show of hands. Each active member shall provide a ballot paper to the scrutineers, on which ballot paper the member shall indicate the manner in which he is exercising his vote.

79. Scrutineers

The chairman of a meeting of members may appoint one (1) or more persons (who need not be directors, officers, employees or members of the Association) to act as scrutineers at the meeting. Their functions consist in distributing and gathering ballot papers, compiling the results and communicating them to the chairman of the meeting.

L. FISCAL YEAR AND FINANCIAL STATEMENTS

80. Fiscal Year

The Association's fiscal year shall end on December 31 of each year .

81. Audited financial statements

The active members may decide, by way of resolution adopted by a majority of them, to appoint one (1) or more auditors. The auditor shall be appointed at their annual meeting. The auditor's remuneration shall be fixed by the active members or by the board of directors, if such power is delegated to it by the active members.

No director or officer of the Association and no person who is a partner of a director or officer of the Association may be appointed auditor of the Association.

If the auditor dies, resigns, ceases to be qualified or becomes unable to fulfil his duties prior to the expiry of his mandate, the board of directors may fill the vacancy and appoint a replacement auditor who shall remain in office until the expiry of his mandate.

82. Review or compilation engagement

Subject to the law, the board of directors may decide to appoint, until the next annual meeting, one chartered professional accountant authorized by the law to oversee the accounts and prepare the financial statements of the Association. The board of directors set the remuneration.

The board of directors may decide to appoint, until the next annual meeting, one person other than a chartered professional accountant to oversee the accounts and prepare the financial statements of the Association if that person performs a compilation engagement intended for internal management purposes. The board of directors set the remuneration.

If the chartered professional accountant or the person preparing the compilation engagement intended for internal management purposes dies, resigns or is removed by the board of directors before the expiry of his term of office, the board of directors may fill the vacancy and appoint a replacement who will hold office for the unexpired portion of the term.

M. NOTICES

83. Signature of Notices

The signature of any of the Association's directors or officers on any notice may be handwritten, stamped, typed or printed in whole or in part.

84. Calculation of Deadlines

When a notice that provides for a fixed number of days or a given period must be given pursuant to a provision of the Constituting Act or By-laws of the Association, the day on which the notice is served or mailed shall, unless otherwise indicated, be counted as part of the number of days or in the period.

P. CONTRACTS AND NEGOTIABLE INSTRUMENTS

85. Contracts

All deeds, contracts, or other documents which require the signature of the Association shall be signed by the president, and every contract, document or written deed so signed shall bind the Association without further formality or authorization. The board of directors may, by resolution passed at any time, authorize other persons to sign on behalf of the Association. This authorization may be general or may be restricted to a particular situation.

86. Use of Corporate Name

The Association's name shall be set out in legible characters in all negotiable instruments, contracts, invoices and orders for goods or services.

The board of directors may, by resolution, decide to identify the Association under a name other than its name. In such a case, the board of directors shall file a declaration with the Enterprise Registrar.

87. Cheques and Bills of Exchange

All cheques, bills of exchange and other instruments, promissory notes or debt instruments issued, accepted or endorsed in the name of the Association shall be signed by such directors, officers or representatives of the Association as the board of directors may designate by resolution and in the manner determined by the board of directors.

88. Deposits

The Association's monies shall be deposited to the credit of the Association in such financial institution or institutions as the board of directors may designate by resolution.

Q. OTHER PROVISIONS

89. Declarations in the Register

The declarations which are to be filed with the Enterprise Registrar pursuant to the *Act respecting the legal publicity of enterprises* shall be signed by the president, any director of the Association or any other person authorized for such purpose.

90. Employees

The board of directors may appoint such mandataries and employees as it deems necessary and determine their duties and fix their remuneration. These persons shall be subject to the control of the board of directors, but such control may be delegated to a director or an officer.

91. Seizures By Garnishment

The president, the secretary or the treasurer, shall be authorized to answer on behalf of the Association to all writs of seizure before or after judgment and to all interrogatories upon articulated facts which may be served upon the Association, and they shall be authorized to sign affidavits which are necessary with respect to proceedings instituted against the Association, to pursue or file petitions in bankruptcy by and against any debtor of the Association and to attend and vote at meetings of creditors and to grant powers of attorney relating thereto.

92. Conflict With the Constituting Act

In case of conflict between the provisions of one of the By-laws and those of the Constituting Act, the latter shall prevail.

93. Amendments

The board of directors shall have the power to repeal or amend any By-law by a two-thirds (2/3) vote of all directors, but such repeal or amendment shall be in effect only until the next annual meeting of members unless, in the interim, it is ratified at a special general meeting of members called for that purpose. If the repeal or amendment is not ratified by a simple majority of the votes cast by present active members at the annual meeting, it shall cease to have effect, but only as of that day.

94. Entry into force

Notwithstanding the provisions of Article 93 above and subject to the following, these bylaws shall come into force at the end of the first annual meeting of the members of the Association following the meeting of the directors at which they were adopted. These bylaws cancel and replace all general bylaws of the Association upon their coming into force.

At the first annual meeting of the Association's members following the meeting of directors at which the bylaws were adopted, the five (5) director positions shall be up for election for the term provided for in section 9 above.

Adopted on ___Feb 14th 2026_____

President and/or Secretary