

Association for the protection of lakes Ludger and Cardin Inc.

By-laws

Adopted by the board of administrators March 26th 2009 under the provision of the third paragraph of article 91 of Quebec's Companies Act (L.R.Q., chapter C-38)

Ratified by the members' assembly July 12th 2009 under the provision of the third paragraph of article 91 of Quebec's Companies Act (L.R.Q., chapter C-38)

In this document, only the masculine gender, considered neutral and inclusive, is used in order to ease the reading and understanding.

I – Preliminary provisions

1. Definitions

In the present by-laws and in any document adopted under its provisions, unless the context decides otherwise, the following words and phrases have the following import:

- a) “Assembly” stands for the assembly of members whether this assembly is annual or extraordinary;
- b) “Association” stands for the Association for the protection of lakes Ludger and Cardin. The corporation ruled by the present by-laws;
- c) “Board” stand for the Association’s board of administrators;
- d) “Direct family” stands for the father, the mother, the son, the daughter, the sister, the brother, the grand-mother, the grand-father, the grand-son, the grand-daughter, the husband, the wife, the son-in-law, the daughter-in-law, mother-in-law or father-in-law;
- e) “Executive” stands for the Association’s executive committee;
- f) “Law” stands for Quebec’s companies act (L.R.Q., chapitre C-38) and Quebec’s civil code (L.Q., 1991, c. 64);
- g) “Officer” stands for the President, the Vice-president, the Secretary and the Treasurer of the Association;
- h) “Year” means the period between January 1st and December 31st of a same civil year (ex. 2009).

2. Name

The Association can be named one of the following ways: “Association pour la protection des lacs Ludger et Cardin”, “Association for the protection of lakes Ludger and Cardin” or “A.P.L.C.”

3. Headquarters

The board choose the exact location of the Association headquarters by adopting a motion at this effect. This location must be inside the boundaries of the town of Lantier (Québec),

4. Mission

The mission of the Association is to promote and implement any measure to protect and improve the quality of the waters and the shores of lakes Ludger and Cardin and the quality of life of its residents.

II – Membership

5. Member status

Is a member of the Association for the current year anyone who, during that year, is 18 years old or older, has paid his annual subscription following article 8 and resides or has resided, even temporarily, inside the boundaries of the town of Lantier (Québec), or any other town while having access to lake Ludger or lake Cardin.

Is also a member of the Association for the current year anyone who, during that year, hasn't paid his annual subscription but comes up to the two other criteria of paragraph one and belongs to the direct family of someone who has paid his annual subscription.

For someone to be recognized as a member under paragraph two, he and the member of his direct family who has paid his annual subscription must live or have lived, even temporarily, at the same address inside the boundaries of the town of Lantier (Québec), or any other town while having access to lake Ludger or lake Cardin, during that year.

Is also a member of the Association for the current year anyone who was a member the year before under paragraph one or two. However, such a person ceases to be a member by June 1st of current year if he can't establish his membership otherwise (under paragraph one or two) before that date.

6. Voluntary membership withdrawal

At anytime, anyone can ask to be no longer considered a member of the Association. Such a demand has to be written and sent to the Association Secretary.

7. Non voluntary membership withdrawal

The members convened in extraordinary assembly can withdraw the membership for one (1) to five (5) years of any member who's acting against the mission of the Association or the interests of its members. The motion stating such a withdrawal must be approved by 2/3 of the members present at the assembly.

8. Annual subscription

The annual subscription can be paid by cheque, mandate or cash in person to any board member or by mail. Under all circumstances, the annual subscription can't be refunded.

The exact amount of the annual subscription for the year to come is determined by a motion of the members convened in annual assembly.

III – Member’s assembly

9. Annual assembly

The members must convene an annual assembly every year between June 1st and August 1st. The annual assembly must be held inside the boundaries of the town of Lantier (Québec).

The board convokes the annual assembly by sending to everyone who is a member May 1st a document that indicates the place, the date and the time of the assembly at least 14 days before the assembly is to be held. This document should also include an agenda proposition for the assembly.

10. Extraordinary assembly

Members can convene in extraordinary assembly when and where needed, as many times as necessary during the year.

The board can convoke an extraordinary assembly on its own will. It must also convoke an extraordinary assembly if it receives a petition signed by at least 10% of members asking for such an assembly and stating the topic of the assembly. In that case, it must convoke the assembly inside 21 days from the reception of the petition.

The manners and the delays to convoke an extraordinary assembly are the same as those used to convoke the annual assembly (article 9 paragraph 2). However, under provisions of the law, the convocation must also state the topic of the assembly.

11. Quorum

Any assembly can be held only if the number of members present is equal or over the smallest of the following numbers:

- a) 10 % of total members; or
- b) 15 members.

12. Chairman

The President of the Association acts as assembly Chairman. However, the members present may choose another member to act as Chairman at the beginning of each assembly.

13. Rights and duties of the Chairman

The Chairman ensures, in total impartiality, that the assembly pass off without any problems. More particularly, he enforces the procedures under provision of article 16.

14. Clerk

The Secretary of the Association acts as assembly Clerk. However, in case of absence, the members present should choose another member to act as Clerk.

15. Rights and duties of the Clerk

The Clerk takes notes, writes and signs the minutes of the assembly before giving them to the Secretary of the Association.

16. Vote

Each member has one (1) vote. Nobody can vote by proxy. If the votes are equal, the Chairman has a casting vote.

17. Procedures

The assembly proceeds following the *Code de procédure des assemblées délibérantes* by Me Victor Morin (updated by Me Michel Delorme, Éditions Beauchemin, 2002).

IV – Board of directors

18. Composition

The board of directors has eight (8) members each serving a two (2) years mandate in such way that, each year at the annual meeting, four (4) of eight (8) board members have to proceed through election.

19. Election of board members

Board members election starts by a call for candidacies.

If the number of candidacies exceeds the number of board members to be elected, the election follows the procedures of annexe A.

If the number of candidacies doesn't exceed the number of board members to be elected, the election follows the procedures of annexe B.

20. Revoking a board member

A board member who isn't adequately fulfilling his duties can be revoked by the members convened in extraordinary assembly. The motion stating such a revocation must be supported by 2/3 of the members present at the assembly.

21. Vacancy

If a board member resigns from the board, is revoked from the board or loses his member status, the board can appoint any member of the Association to fill in the vacant seat and act as a board member until the next annual assembly.

Any board member appointed under paragraph one must proceed through election at the next annual assembly even if the mandate of the board member he is replacing isn't over yet.

22. Mandate of limited duration

If the number of board members to be elected at an annual assembly is exceeding four (4), the members have to elect a number of board member equal to the number of board members to be elected.

In that case, the board members elected have to select by common consent four (4) newly elected board members who will serve a two (2) year mandate. All other newly elected board members will serve a one (1) year mandate. If the newly elected board members can't agree on this issue, the outgoing president of the Association choose which newly elected board members will serve a mandate of limited duration.

23. Convoking board meetings

The President of the Association convokes the board meetings by sending to every board member the place, date and time of the meeting at least seven (7) days before the meeting is to be held. He should also send an agenda proposition for the meeting.

24. Quorum

A board meeting can be held only if a majority of board member are present at the meeting.

25. Vote

Each board member has one (1) vote. Nobody can vote by procuracy. If the votes are equal, the President of the Association has a casting vote.

26. Rights and duties of board members

In addition to assiduous participation to the board meetings, the board members have the following rights and duties:

- a) Implement the projects included in the action plan drafted and adopted by the board;
- b) Inform the actual members of the Association of its mission and projects and rise up new members;
- c) Be assisted to fulfill their duties by anyone they wish. However, the board members are solely responsible for the fulfillment of their duties before the board and the assembly.

V – Officers

27. Nomination

On its first meeting following the annual assembly, the board have to appoint among its members a President, a Vice-president, a Secretary and a Treasurer. These officers have the rights and duties described by articles 28 to 31.

If an officer resigns from the board, is revoked from the board, loose his member status or signifies his desire to stop being an officer while staying a board member, the board appoint another of its member to replace him.

28. Right and duties of the President

In addition to convoking the member assembly, the board meetings and the executive meetings, the President of the Association has the following rights and duties:

- a) Promote the interests of the Association in front its partners more particularly the elected officers and public servants of the town of Lantier (Québec);
- b) Maintain a liaison between the Association and its members more particularly by presenting at the annual assembly the results of last year action plan and the action plan for the year to come;
- c) After taking the advice of the board, write and sign any public or private communication issued by the Association and answer any communication received by the Association that needs to be answered.

29. Rights and duties of the Vice-president

In addition to assisting the President, the Vice-president of the Association has the following rights and duties:

- a) Keep a list of the tasks and mandates given to the board members and ensure that every board member as an reasonable and fair share of such tasks and mandates;
- b) See that the board drafts and adopts an annual action plan and regularly report progress of the implementation of the action plan to the board.

30. Rights and duties of the Secretary

In addition to writing the minutes of the member assembly, the board meetings and the executive meetings, the Secretary of the Association has the following rights and duties:

- a) Keep a copy of the constituting act and of the by-laws of the company of which he can delivers copy if needed;
- b) Keep a list of names and address of all persons who are or have been members of the Association of which he can delivers copy if needed in agreement with rules concerning the protection of personal information;

- c) Keep a list of names and address of all persons who are or have been board members with the several dates at which each became or ceased to be such members of which he can deliver copy if needed in agreement with rules concerning the protection of personal information;
- d) Keep the minutes of the member assembly, board meetings, executive meetings and votes taken at such meetings of which he can deliver copy if needed;
- e) Prepare before the annual assembly the minutes of any assembly held during the last year and the summary of last year's activities;
- f) Lay before the members the documents described in paragraph *e* at the annual assembly. These documents don't need to be sent with the annual assembly convocation;
- g) Notwithstanding paragraph *f*, send the documents described in paragraph *e* to any members who ask them after the convocation of the annual assembly within two (2) days of such demand.

31. Rights and duties of the Treasurer

In addition to financial bookkeeping, the Treasurer of the Association has the following rights and duties:

- a) Prepare before the annual assembly a balance-sheet up to March 31st of current year, a general statement of income and expenditure for the financial period between April 1st of previous year and March 31st of current year;
- b) Lay before the members the documents described in paragraph *a* at the annual assembly. Notwithstanding the law, these documents don't need to be sent with the annual assembly convocation;
- c) Notwithstanding paragraph *b*, send the documents described in paragraph *a* to any members who ask them after the convocation of the annual assembly within two (2) days of such demand;
- d) Allocate the available funds of the company according to the line of conduct determined by the executive;
- e) Issue, endorse, accept and discount promissory notes, bills of exchange, warrants and other negotiable instruments;
- f) Issue to members, creditors, suppliers, clients and partners of the Association any other document of commercial or financial nature.

VI- Executive committee

32. Composition

The executive has four (4) members: the President, the Vice-president, the Secretary and the Treasurer of the Association.

33. Powers

The executive exercises the following powers instead of the board:

- a) Determine the line of conduct to be followed by the treasurer regarding the allocation of the available funds of the Association;
- b) Authorize any expenditure in order to implement the projects included in the action plan drafted and adopted by the board;
- c) Ratify any agreement between the Association and its partners that isn't political by its nature and which length does not exceed two (2) years;
- d) Choose among its members three (3) persons authorized to sign the contracts, warrants, promissory note, letter of exchange and other negotiable instruments in the name of the Association.

34. Convoking executive meetings

The president of the Association convokes the executive meetings by sending to every executive member the place, date and time of the meeting with reasonable notice.

35. Quorum

No executive meeting can be held if the president or the vice-president of the Association is absent.

36. Vote

Each executive member has one (1) vote. Nobody can vote by procuracy. If the votes are equal, the President of the Association has a casting vote.

VII – Final provisions

37. Interpretation

The English and French versions of these by-laws are equally valid. Each version must be interpreted in order for its provisions to have the same signification in both versions. If irreconcilable differences subsist, the French version prevails over the English version.

If the interpretation of the present by-laws is under dispute, the board must decide which interpretation is going to prevail. If the by-laws provide an ambiguous answer to a question or no answer at all, the board must interpret the by-laws according to the provisions of the law.

38. Coming into force

These by-laws come into force 30 days after being adopted by the board.

These by laws have been adopted by a motion of the board of directors March 26th 2009

President of the Association

These by-laws have been ratified by a motion of members at the extraordinary assembly held July 12th 2009

Assembly Chairman

Annexe A

Election procedures for the board of directors in a case where the number of candidacies exceeds the number of board members to be elected

1. First, the assembly Chairman invites each candidate to present himself to the member assembly in a speech for which he fixes a maximal duration.
2. Second, each member receives a voting paper on which he has to write the names of the candidates he has chosen. He can choose a number of candidates up to the number of board members to be elected.
3. Third, each member gives back his voting paper to the assembly Chairman who will count the votes. The candidates can be there while the assembly Chairman counts to votes.
4. Fourth, the candidate who has received the highest number of votes is elected; then the one who has received the second highest number of votes; then the third and so on until there are no more board members to be elected.
5. If two candidates have the same number of votes and there is only one board member left to be elected, a second round of vote must be held between the two candidates to solve the deadlock. If this fail, the assembly Chairman decides which candidate is elected.

Annexe B

Election procedures for the board of directors in a case where the number of candidacies doesn't exceed the number of board members to be elected

1. First, the assembly Chairman invites each candidate to present himself to the member assembly in a speech for which he fixes a maximal duration.
2. Second, each member receives a voting paper on which he has to write “yes” or “no” besides the name of each candidate.
3. Third, each member gives back his voting paper to the assembly Chairman who will count the votes. The candidates can be there while the assembly Chairman counts to votes.
4. Fourth, any candidate who receives more “yes” than “no” is elected.