



A.B.V. du Poisson Blanc

REVISED BYLAWS (translation of the official French version)

1st version: adopted on 02252014, approved by David F. Gibson (President)

2nd version: to be adopted May 26 (this is the final version)

BE IT ENACTED that the following provisions constitute the bylaws of the “**ASSOCIATION DU BASSIN VERSANT DU POISSON BLANC INC.**” [*Association of the Poisson Blanc Watershed*] organization (Non-profit organization, without any share capital with NEQ [*Quebec Enterprise Number*] 1170078027 issued on 05262014)

SECTION 1 • GENERAL PROVISIONS

1.01 Name, objectives and location

1.01.01 Name of the Organization

The organization shall carry the name of **Association du bassin versant du Poisson Blanc** or **A.B.V. du Poisson Blanc**, or **A.B.V.P.B.**, or **Association Lac du Poisson Blanc** or its abbreviated name of **Association du Poisson Blanc** and shall be referred to as the “Association”.

1.01.02 Association Mission

1. To see to the protection of the flora, wildlife and ecology of our watershed;
2. Ensure a monitoring role over the quality of the bodies of water and the underground water located in our watershed;
3. Promote partnerships between all users of our watershed who share our community values;
4. To protect and defend the interests of its Members.

1.01.03 Location:

The Association includes the area described as the Lac du Poisson Blanc watershed.

1.01.04 Head office

The head office of the Association is in the province of Quebec.

1.02 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other written instruments requiring the execution of the organization may be signed by two (2) of its directors. Moreover, the Board of Directors may decide the way a particular instrument or type of instrument must be executed and designate the signing authority or signing authorities. Anyone authorized to sign the instrument may affix the seal of the organization, where

appropriate, on the instrument in question. Any signing authority may certify a copy of any instrument, resolution, bylaw or document of the organization as a true copy thereof.

1.03 Fiscal Year

The fiscal year of the organization is set by the Board of Directors and the Membership dues are payable before the Annual General Meeting.

1.04 Bank Transactions

The bank transactions of the organization are carried out in a bank, a credit union, a corporate trustee or another firm or company conducting banking in Canada and designated, appointed or authorized by a resolution of the Board of Directors. Banking transactions are carried out, in whole or in part, by one or several organization directors or other persons appointed, mandated or authorized to this end by resolution of the Board of Directors.

1.05 Revenue and Dissolution

No part of the income of the Association shall be paid to a director or an Association member, or otherwise released to them.

In the event of the dissolution or liquidation of the Association, any sharing of its remaining property, once its debts paid, shall be distributed to an organization dedicated to the protection of the environment or exercising a similar activity whose head office is in the province of Quebec.

1.06 Annual Financial Statements

Instead of sending a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act, the organization may publish a notice specifying that the documents may be obtained from the head office of the organization and that any Member can, by request, receive a copy free of charge either at the head office, by mail or email.

SECTION 2 - MEMBERSHIP – MEMBER VOTE

2.01 Conditions of Membership

The Association has one (1) single category of Members. Anyone may become a Member if they support its mission:

1. To ensure a monitoring role over the quality of the bodies of water and underground water, the environment and the quality of life throughout its watershed;
2. To respect and promote our code of ethics;
3. Promote our community spirit;
4. Protect and defend the interests of its Members.

Any request for a Membership must be accepted by the Board of Directors or by another way established by the Board of Directors. Each Member has the right to receive a

notice of all meetings of Members of the organization, to attend these meetings and to exercise their right to vote.

2.02 Member Vote

Active Members who are in good standing and attending a meeting of Members each have the right to vote. Proxy vote is not allowed. In the event of a tie, the President shall be the deciding voice. The vote is by show of hands, unless three (3) Members attending call for a secret ballot. In this case, the President of the meeting appoints two (2) tellers (who may be, but don't necessarily have to be active Members of the corporation), with the duties of distributing and collecting ballots, tabulating the results and sharing them with the President. Unless otherwise specified in the Act or these bylaws, any issues submitted at the meeting of Members are decided by ordinary majority (50% + 1) of votes cast.

In accordance with subsection 197(1) (Fundamental Changes) of the Act, a special resolution of the Members is required to amend any of the bylaws of the corporation to change the means by which the Members who are not attending are allowed to vote.

SECTION 3 – DUES AND END OF MEMBERSHIP - EVICTION

3.01 Membership Dues

The Members are informed in writing of the Membership dues that are payable. Any Member who omits paying these dues has one (1) month following the General Meeting of the Members shall be denied their status as Member of the organization.

3.02 End of Membership

The status as Member of the organization ends in one of the following cases:

1. The death of a Member or, in the event of a Member who is a legal person, the dissolution of the legal person;
2. The omission by the Member to maintain the required conditions to be Members listed in Section 2.01 of this bylaw;
3. The resignation of the member, the President of the Board of Directors of the organization notified of it in writing, in which case the resignation takes effect on the date specified in the notice of resignation;
4. The eviction of a Member pursuant to section 3.03 below or the loss of status as a Member in another manner in accordance with the articles or the bylaws;
5. Expiry of the Membership period;
6. The liquidation or the dissolution of the organization in accordance with the Act.

Subject to the articles, the extinguishment of the Membership results in the extinguishment of the rights of the member, including those they have regarding the property of the organization.

3.03 Disciplinary Measures against Members

The Board of Directors is authorized to suspend or evict a Member of the organization for one or the other of the following reasons:

1. The violation of one of the provisions of the articles, bylaws or written policies of the organization;
2. A conduct likely to be prejudicial to the organization, according to the notice of the Board of Directors, entirely at its discretion;
3. Any other reason the Board of Directors deems reasonable, at its discretion, in view of the statement of intent of the organization.

If the Board of Directors determines that a Member must be suspended or evicted from the organization, the President, or any other officer appointed by the Board, gives the Member a notice of suspension or eviction of twenty (20) days and informs them of the reasons for the proposed suspension or eviction. During this period of twenty (20) days, the Member may send a written reply to the notice received to the President, or any other officer appointed by the Board. If a written reply is not received, in accordance with this provision, the President, or any other officer appointed by the Board, may advise the Member they are suspended or evicted from the organization. If the President, or any other officer appointed by the Board, received a written reply in accordance with this section, the Board of Directors shall examine it before making a final decision and shall inform the Member of this final decision within twenty (20) additional days as of the date the reply is received. The decision of the Board of Directors is final and effective, and the Member has no right to appeal.

SECTION 4 – MEETING OF MEMBERS – SPECIAL MEETING

4.01 Communication Method of Notices

The notice of Annual General Meetings or Special Meetings shall be through news medium, by mail or by email. The timeframe for the notice of any meeting of Members is of at least fifteen (15) days. In the event of an emergency, the notice may be given verbally or by phone.

4.02 Persons Allowed to Attend a Meeting

The only persons allowed to attend a meeting are those who have the right to vote at this meeting, the directors as well as any other person whose presence is allowed or required pursuant to the provisions of the Act, the articles or the bylaws of the organization. Others may be allowed in only with the invitation of the President of the meeting or by Member resolution.

4.03 President of the Meeting

If the President of the Board of Directors or of the Association is absent, the qualified Members in attendance of the meeting choose someone amongst themselves to preside the meeting.

4.04 Quorum

The quorum set for any meeting of the Members (unless the Act requires a higher number of Members) matches the number of active Members attending the meeting.

4.05 Annual General Meeting

There must be an Annual General Meeting of the Association each year, no later than August 31. The powers of the meeting are mainly:

1. Regarding the review of the activities of the Association during the previous year;
2. To revoke or approve decisions taken or that are submitted by the Board of Directors;
3. Make any recommendation is deems appropriate for the smooth running of the Association;
4. The presentation of committee reports;
5. Presenting the annual financial results and statements;
6. The election of the Members of the Board of Directors.

4.06 Elections

Any person interested in holding a position as director, but absent during the Annual Meeting, may be nominated as candidate with their written agreement or may be nominated by a director to whom they would have given their verbal agreement beforehand.

The Members of the Board of Directors who once again want to be a candidate for a position as Member of the Board of Directors for another year must first be presented during the notice of General Meeting of Members. The other nominations may be done at the General Meeting by a Member and supported by another Member in good standing.

The following rule should be applied: One representative for each sector of the Lac du Poisson Blanc and for each of the member lakes of the Association.

All the Members of the Board of Directors shall be elected by ordinary majority with a show of hands. If there is a tie with a show of hands and upon the request of five (5) Members attending the meeting, a vote by secret ballot may take place. The duties of the President, Vice-Presidents, Secretary and Treasurer shall be designated by the new directors of the Board of Directors during their first administrative meeting.

In the event of a tie after a vote by secret ballot, the President of the meeting shall vote a second time.

4.07 Special Meetings

The Special Meetings of the Members may be convened by order of the President or, failing that, of three Members of the Board of Directors, at any time and at any location.

Moreover, upon receipt by the Secretary of the corporation of a written request, signed by at least one tenth of the Members of the corporation, indicating the subjects of the intended meeting, the directors or, if the number is insufficient to constitute quorum, the remaining director or directors must immediately convene a meeting to expedite the subject specified in the request.

SECTION 5 – THE BOARD OF DIRECTORS

5.01 Powers

The Board of Directors accomplishes all the acts required for achieving the objectives set about by the Association, in accordance with the letters patent and the general bylaws.

5.02 Quorum

The quorum for meetings of the Board of Directors is 50% of the Members of the Board of Directors. The decisions shall be taken by ordinary majority of the Members of the Board of Directors. In the event of a tie, the vote of the President of the Association shall be the deciding vote.

5.03 Elections

The directors are elected for a term of one year, ending no later than at the closing of the following General Meeting.

After their election of the Meeting of the Members, at their first meeting, the directors elect amongst themselves a President, one of several Vice-Presidents, a Secretary, a Treasurer and, if required, a Counselor. They shall constitute the Board of Directors outlined in section 6.

5.04 Format of the Board of Directors

The minimum number of directors is three (3) and the maximum number of directors is twenty (20). It must include, at a minimum, one representative for each sector of the Lac du Poisson Blanc and for each of the member lakes of the Association. To be a Member of the Board of Directors, it is necessary to be bilingual and a Member of the Association who is in good standing.

- The affairs of the Association are managed by the Board of Directors. The format of the Board of Directors is intended to represent the Members having a right to vote stemming from the lakes forming Lac du Poisson Blanc and its watershed. The Board of Directors may appoint representatives, or set up pressure groups, or ensure the representation of all the Members as the Board of Directors sees fit.
- The Board of Directors has the power to create committees, on which at least one Member of the Board of Directors shall sit. The mandate of such committees shall be submitted for approval by the Board of Directors.

- The Board of Directors shall determine the annual Membership dues for Members.
- The Vice-Presidents represent the interests of Members for their respective sector. Either for a lake in the watershed, for a sector of Lac du Poisson Blanc or for a pressure group (without a trust account) made up of Members of the Association.

5.05 Notice of Meeting of the Board of Directors

The meetings of the Board of Directors may be convened by its President, its Vice-Presidents or by two (2) directors at any time. A notice specifying the date, time and location of a meeting of the Board of Directors is provided, as prescribed by section 8.01 of this bylaw, to each director of the organization no later than seven (7) days before the scheduled time. This notice is not required if all the directors are in attendance and none of them objects to having the meeting or that the directors absent have waived the notice or otherwise approved holding the meeting in question.

Notice of adjournment of a meeting is not required if the date, time and location of the adjourned meeting are announced at the initial meeting. Except for otherwise provided for in the bylaw, it is not necessary for the notice of meeting of the Board of Directors to specify the subject or the agenda of the meeting, but this notice puts forward any item pursuant to subsection 138(2) (Limits) of the Act which shall be tackled during the meeting.

5.06 Meetings by Electronic Means

The directors can, if everyone agrees, participate in a meeting of the Board of Directors using means allowing all participants to communicate amongst themselves, including by email, videoconference, conference call or other electronic means. They are then deemed to have attended the meeting so long as there is evidence of it.

5.07 Dismissal

Any Member of the Board of Directors may be dismissed through a resolution of the Board of Directors after three (3) consecutive absences from meetings of the Board of Directors.

The Board of Directors may fill this position in accordance with subsection 128(8) of the Act.

5.08 Available Position

If a position of a Member of the Board of Directors becomes available during the year, the Board of Directors may appoint an acting Member until the next Annual General Meeting.

5.09 Remuneration

The directors are not compensated as such for their services. However, expenses incurred within the scope of their duties may be reimbursed with the agreement of the Board of Directors and according to the conditions and criteria set by it.

5.10 Expenses

Apart from the following exception, all expenses must be approved beforehand by the Board of Directors. However, the President may proceed with a maximum expenditure of \$300 with the authorization of two other directors, if this expenditure is already set out in the scheduling of the Association.

5.11 Indemnities

Any director, their heirs and claimants, shall be, from time to time and always, indemnified and saved harmless out of the funds of the corporation, from and against:

- Any and all costs, charges and expenses that this director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the performance of their duties;
- All other costs, charges and expenses they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

SECTION 6 - DIRECTORS

6.01 Description of Positions

Unless otherwise specified by the Board of Directors (who can, subject to the provisions of the Act, amend, restrict or increase these duties and powers), if positions are created within the organization and directors are appointed within it, the incumbents perform the following duties and powers:

1. **President** -The President is the President and General Manager of the organization. The President is responsible for implementing strategic plans and policies of the organization. Subject to the authority vested in the Board of Directors, the President ensures the overall monitoring as coordinator of the activities of the organization. The President shall preside over all meetings of the Board of Directors and of the Association. The President may choose a substitute among the Members of the Board of Directors when they are absent or unable to perform their duties.
2. **Vice-Presidents** represent the interests of the Members for their respective sector. Either for a lake of the watershed, for a sector of Lac du Poisson Blanc or for a pressure group made up of Members of the Association. They can:

- Subject to the bylaws or directives arising from the Board of Directors, the Vice-President may put together a committee for their sector of influence. This committee may establish its internal procedural rules.
 - The Vice-President may choose a Secretary among its Members. The Secretary cannot be a Member of the Board of Directors.
 - The Vice-President and its Secretary have the duty of recruiting Association Members in their respective sectors.
 - Vice-Presidents must consult Members of their sector regularly to learn about their concerns through informal meetings, emails and other means and report to the Board of Directors and/or at the next General Meeting. An amount of money may be requested of the Board of Directors for these meetings or consultations.
 - If there is any political action or other actions stemming from this committee, it must be approved by the Board of Directors.
3. **Secretary** – the Secretary attends all the meetings of the Board of Directors and of its committees. The Secretary shall enter or cause to be entered in the minute book, minutes of all proceedings at such meetings; the Secretary shall give or cause to be given, as and when instructed, notices to Members, directors, auditors and Members of committees. The Secretary is the custodian of all books, papers, records, documents and other instruments belonging to the organization.
4. **Treasurer** – The duties and powers of the Treasurer are determined by the Board of Directors. The Treasurer is responsible for all the financial transactions of the Association, and for all the financial files required by the Board of Directors. Subject to the Act, the Board of Directors may amend, increase or restrict these duties. Additionally:
- The Treasurer may be supported by a resource person who is a Member of the Association.
 - All cheques and other bank transactions must have the signatures of two of the following directors: President, Secretary or Treasurer.
 - Must ensure that the expenses shall not be allowed except for ends approved by the Board of Directors.
 - The Treasurer ensures that the Association does not incur a budget deficit and notifies the Board of Directors if applicable.
 - The Treasurer (and the Board of Directors) cannot authorize a financial loan.
5. **Counselor** – With the agreement of the Board of Directors, a counselor may be appointed, but is not mandatory.

SECTION 7 – DISPUTE SETTLEMENT

7.01 Mediation and Arbitration

To the extent possible, disputes or controversies between Members, directors or volunteers of the organization are resolved in accordance with the mechanism of mediation or arbitration set out in section 7.02 of this bylaw.

7.02 Mechanism of Dispute Settlement

If a dispute or a controversy between Members, directors or volunteers of the organization arising from the articles or the bylaws or related to them or arising from any aspect of the operation of the organization is not resolved within the framework of private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, directors or volunteers of the organization as set out in the articles, bylaws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy is settled by a process of dispute resolution as follows:

1. The dispute or controversy shall first be submitted to a group of mediators. One party appoints one mediator and the other party (or if applicable the Board of Directors of the organization) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators shall then meet with the parties in question to mediate a resolution between the parties.
2. The number of mediators may be reduced from three to one or two upon agreement of the parties.
3. If the parties are not successful in resolving the dispute through mediation, then the parties agree to settle the dispute by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the head office of the organization is located or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration are kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator is final and binding and not be subject to appeal on a question of fact, law or mixed fact and law.
4. All costs of the mediators appointed in accordance with this section are borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section are borne by such parties as may be determined by the arbitrators.

SECTION 8 – EFFECTIVE DATE – UPCOMING AMENDMENT

8.01 Effective date

Subject to matters requiring a special resolution, these bylaws are effective as of their adoption by the Board of Directors and formalized with a majority vote during a Special Meeting of the Members of the Association.

8.02 Amendment

The Board of Directors may amend a bylaw or bylaws by submitting the amendment proposals to the Members at least thirty (30) days before the meeting during which the Members are asked to decide on said amendments. To be accepted, the amendments must be supported (50%+1) by the Members in attendance of the meeting.

Approved on _____

Signature of the President of the Association in office on this date