



*FEDERATION OF RUNNING EVENTS  
OF HEAVY TRUCKS IN QUEBEC  
(FECCLQ)*

*COMPANIES ACT - PART III*

**GENERAL REGULATIONS  
OF THE CORPORATION**

**Adopted 2012**

**Carried as amended**

**February 20, 2024**

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## **GENERAL PROVISIONS**

### **ARTICLE 1. INTERPRETATION**

In this Regulation, unless the context otherwise indicates:

1. "Corporation" means this non-profit corporation, formed by petition and memorandum of agreement;
2. "Board" means all directors in office forming a quorum and acting collectively;
3. "Act" means the Companies Act, R.S.Q. c. 38, as amended from time to time;
4. "Person" means and includes, in addition to any natural or legal person, a company, association, group, estate, trust or independent patrimony;
5. "Headquarters" means the registered office of the Corporation;
6. The masculine gender includes the feminine and the singular includes the plural and vice versa in both cases.

### **ARTICLE 2. PRIORITY**

In the event of a conflict between their provisions, the Act takes precedence over the articles and regulations; The articles of association take precedence over the by-laws.

## **ADMINISTRATIVE PROVISIONS**

### **ARTICLE 3. SEAT**

The Council, by simple resolution, establishes or modifies the address of the Head Office within the limits of the Province of Quebec and gives notice thereof by filing a declaration to that effect with the Registraire des entreprises.

### **ARTICLE 4. FISCAL YEAR**

The fiscal year of the Corporation shall end on the THIRTY-FIRST DAY (31) of December in each year, or such other date as the Board may be pleased to fix.

### **ARTICLE 5. SEAL**

The council may adopt a seal of the corporation, specify its form and content, and change it by simple resolution.

## **MEMBERS**

### **ARTICLE 6. CLASSES**

The corporation has two (2) categories of members, namely active competitive members, partners. .

### **Competitive Members**

Members who have paid their membership are entitled to participate in all the activities of the organization, to receive notices of meetings of members, to attend and vote at such meetings. They are eligible to serve as directors of the organization.

### **Partner Members**

Paid partner (event) members are entitled to participate in all activities of the organization, to receive notices of members' meetings, to attend and vote at these meetings. They are eligible to serve as directors of the organization.

***For partner members outside the territory, they are included in this category, without having the status of events .***

## **ARTICLE 7. ACTIVE MEMBERS**

The signatories to the Motion for Incorporation and the Memorandum of Agreements are active members of the Corporation. Any other person may become an active member, upon request for that purpose and upon acceptance by the Council, subject to the provisions of this by-law relating to the suspension, expulsion and resignation of members.

## **ARTICLE 8. CONTRIBUTIONS**

The Corporation shall be free to determine the weekly, monthly or other contributions to be paid to it by its active members, in accordance with the terms and conditions established by resolutions of the Board.

## **ARTICLE 9. MEMBERSHIP CARDS**

It shall be open to the Council, on such terms as it may determine, to provide for the issue of cards to any active member in good standing. To be valid, these cards must bear the signature of the secretary in office.

## **ARTICLE 10. SUSPENSION AND EXPULSION**

The Board may, by resolution, suspend, for such period as it determines, or permanently expel any active member who neglects to pay his contributions when due, or who contravenes any provision of the by-laws of the corporation, or whose conduct or activities are deemed injurious to the corporation. The Council is authorized to determine the procedure to be adopted and followed in this matter.

## **ARTICLE 11. RESIGNATION**

Any active member may resign as such, by sending written notice to the current secretary of the corporation. Any resignation thus submitted shall take effect upon receipt of the notice. The resignation of an active member shall not release him from the payment of any contribution due to the corporation until the day on which the resignation takes effect.

## **MEMBERS' MEETINGS**

### **ARTICLE 12. ANNUAL MEETING**

The Annual General Meeting of Members shall be held on the date to be fixed by the Board each year following the end of the fiscal year of the THIRTY-FIRST (31) December of the Corporation. It shall be held at the head office of the Corporation or at such other place as may be determined by the Board within the Province of Quebec.

### **ARTICLE 13. SPECIAL MEETINGS**

All special general meetings of members shall be held at the head office of the Corporation, or at such other place as may be determined by the Board, within the Province of Quebec. It shall be open to the President of the Council to convene all such meetings. In addition, the Secretary shall be required to call a special general meeting of members upon requisition for this purpose, in writing, signed by at least one-tenth (1/10) of the active members in good standing, within ten (10) days of receipt of such written request, which shall specify the purposes and objects of such special meeting. If the secretary fails to convene such a meeting within the stipulated period, it may be convened by the signatories themselves of the written request.

### **ARTICLE 14. NOTICE OF MEETING**

The notice of the meeting shall be given by the Secretary or, if the Secretary refuses or is unable to act, by the Chair or Chair of the Board or by any other interested person, by written notice delivered or delivered to the ordinary residence or place of work of the members, by mail, courier, facsimile or electronic mail and shall state the date, the place and time of the meeting and be sent with the agenda and all necessary documents to allow members to make an informed decision.

The notice period is SEVEN (7) days, unless the President or a majority of the directors deems it urgent, in which case, the notice period is reduced to FORTY-EIGHT (48) hours.

### **ARTICLE 15. IRREGULARITY AND LACK OF NOTICE**

The accidental failure to send the notice of meeting to one or more persons does not have the effect of rendering null and void the decisions made at the meeting called. Similarly, any error or technical or purely formal irregularity in the notice of meeting does not have the effect of vitiating nullity.

### **ARTICLE 16. QUORUM**

Quorum is reached when TWENTY PERCENT (20%) active members are present in person or any other means available and authorized by the Board. No business shall be transacted at a meeting unless a quorum is present at the opening of the meeting of members.

### **ARTICLE 17. VOTE BY SHOW OF HANDS**

Voting by show of hands is the general rule and the approval or rejection of a proposal is determined by the number of hands raised.

A declaration by the Chair that a resolution has been passed and an entry made to that effect in the minutes of the meeting is, prima facie, proof of that fact, without it being necessary to prove the quantity or proportion of the votes cast for or against the resolution.

Before or even after a vote by show of hands, any person entitled to vote has the right to demand a vote aloud or by ballot for the counting of votes for or against a proposal. Such a request may be withdrawn at any time before voting begins. The vote cannot be requested after a vote has been held by a loud vote.

#### **ARTICLE 17.2. VOTING ALOUD**

In a loud vote, each member has the right to vote by expressing his or her name and in the manner in which he or she exercises his or her right: The president directs the vote and the secretary compiles the votes cast.

#### **ARTICLE 17.3. BALLOT**

When required, the vote must be taken by ballot in a determined manner by the president of the assembly who acts as presiding officer. The secretary acts as deputy returning officer and counts the votes.

## **THE BOARD OF DIRECTORS**

### **ARTICLE 18. NUMBER**

The Corporation shall be administered by a Board consisting of nine (9) directors, elected by the active members, within the limits provided for in the articles. This number may be changed in accordance with Article 87 of the Act.

#### **BY-LAW 18.1 MEMBERS OF THE BOARD**

The Board of Directors will be made up of NINE (9) members including SIX (6) competitive members (minimum ONE (1) Class A member, ONE (1) Class B member and ONE (1) Class C member) TWO (2) partner members (**highly recommended**).

If the positions to be filled are not nominated by a member of each category of active members, it will be possible to fill the remaining vacancies, at the time of nomination, with active members of the organization who are entitled to the status of directors.

### **ARTICLE 19. FIXING AND MODIFICATION**

Within the limits set out in the statutes, the active members may at any time set or modify the number of directors, by simple resolution. Any position created by an increase in the number of directors is filled by the active members. The adoption of a by-law or a resolution reducing the number of directors does not terminate the term of office of the directors then in office.

### **ARTICLE 20. QUALIFICATIONS**

A person who is a minor, an adult under protective supervision or in respect of whom a mandate in case of incapacity has been homologated, a person with the status of an

undischarged bankrupt, a person declared incapable by a court in Canada or elsewhere or any person who is prohibited from acting as a director by a court may not be a director of the corporation.

## **ARTICLE 21. ELECTION AND TERM OF OFFICE**

Every director shall take office at the close of the meeting at which he or she was appointed or elected by the active members.

In order to ensure a smooth transition, 2-year terms per election, odd-numbered year FIVE (5) directors, even-numbered year FOUR (4) directors.

The positions of Interim Director, if applicable, will have to be ratified by the active members at the scheduled elections.

## **ARTICLE 22. METHOD OF ELECTION**

At a meeting, the election of directors shall be made by a show of hands, on a simple verbal proposal, unless the vote by open vote or the ballot is requested by a person qualified to vote.

## **ARTICLE 23. RESIGNATION AND DISMISSAL**

A director may resign at any time by submitting his or her resignation in writing to the President, the Secretary or the Board. A director may be removed by a majority vote of the active members in good standing at a special meeting called for that purpose, in accordance with the Act. The notice of the meeting must state that such a director is liable to removal and the principal misconduct of which he or she is accused. A director who is removed from office may be replaced at the same meeting or by the Board.

## **ARTICLE 24. VACANCY**

The position of a director who loses the required qualifications, dies, is removed or whose resignation takes effect becomes automatically vacant.

## **ARTICLE 25. REPLACEMENT**

A vacancy may be filled by resolution of the Board and the replacement shall remain in office for the remainder of the term of his predecessor. The Board may, however, continue to act despite one or more vacancies, provided that the number of directors in office remains equal to or greater than five (5) directors.

## **ARTICLE 26. OPINION**

Within thirty (30) days of any change in the composition of the Council, the prescribed declaration must be sent to the Registraire des entreprises.



## **ARTICLE 27. REMUNERATION**

Directors are not compensated for their services. However, they are entitled to reimbursement of expenses incurred in the performance of their duties. Hospitality and travel expenses may be allocated, depending on the organization's internal policy adopted by the Board of Directors.

## **ARTICLE 28. CONFLICTS OF INTEREST**

Every director shall promptly report to the Board and cause to be recorded in the minutes any interest he or she has in a Person or other company that may place him or her in a conflict of interest, as well as any rights that he or she may assert against the Corporation. He may not vote, attend or participate in deliberations on any matter where he or she is in a conflict of interest.

## **ARTICLE 29. LAWSUIT AND INDEMNIFICATION**

The Corporation shall assume the defence and may, if permitted by law, take up the cause of its directors or officers in any civil, administrative, penal or criminal prosecution or investigation to which they are subject for an act committed in the exercise of their duties (hereinafter referred to as the "prosecution").

At the earliest opportunity, the director or officer who is the subject of a lawsuit shall, by written notice given to the president or the board, denounce the lawsuit, give details of his involvement in the facts on which it is based and ask the corporation to assume his defence.

The director or officer must defend the director or officer until such time as the Corporation sends him or her a written notice confirming its decision to assume the defence. The director or officer must cooperate fully with the corporation in the defence of the lawsuit.

If any, the Corporation shall pay all damages, penalties, fines, costs and other expenses resulting from the acts of a director or officer, including punitive or exemplary damages awarded by judgment or resulting from a settlement, as well as reasonable attorneys' fees incurred by the director or officer since the institution of the action.

Notwithstanding the foregoing rules, the Corporation shall have no obligation to its directors or officers and the directors or officers shall reimburse the Corporation for all amounts incurred in their defence, and, if applicable, the amount of any conviction or out-of-court settlement in principal, interest and additional indemnity where:

- (a) they have breached their duty of loyalty to the company; or
- (b) they have been grossly or wilfully wrong; or
- (c) the fault or act complained of was not committed in the performance of their duties for the Corporation; or
- (d) in the case of an administrative, penal or criminal prosecution, they had reasonable grounds to believe that their conduct was not in accordance with the law.

The corporation may take out a policy of insurance covering the liability of its directors or officers. The above provisions also apply in respect of any person who, at the request of the corporation, acts as a director or officer of a Person of which the company is a shareholder or creditor.

## **COUNCIL MEETING**

### **ARTICLE 30. HOLDING AND CONVENING**

Meetings of the Council shall be held as often as the President or the majority of the Ministries deems necessary. The notice of meeting shall be given by the secretary or, if the secretary refuses or is unable to act, by the president or by any other interested person, by written notice delivered or delivered to the ordinary residence or place of work of the directors, by mail, courier, facsimile or electronic mail. The notice must indicate the date, day and time of the meeting and be sent with the agenda and, as the case may be, all necessary documents to enable the directors to make an informed decision.

The notice of meeting shall be three (3) days, unless the Chairman of the Board or a majority of the directors deems it urgent, in which case the notice period shall be reduced to TWENTY-FOUR (24) hours.

### **ARTICLE 31. WAIVER OF NOTICE**

A meeting may be held without prior notice if all absent directors consent to the meeting being held without notice.

The attendance of a director at a meeting constitutes a waiver of notice unless the director attends the meeting for the express purpose of objecting to the meeting being held on the ground that the meeting was not properly called.

The meeting of the Board immediately following the annual meeting of shareholders may be held without notice.

### **ARTICLE 32. IRREGULARITY AND LACK OF NOTICE**

An accidental failure to send the notice of meeting to one or more persons does not have the effect of rendering null and void the decisions made at the meeting called. Similarly, any error or technical or purely formal irregularity in the notice of meeting does not have the effect of rendering it null and void.

### **ARTICLE 33. PLACE**

Meetings of the Board shall be held at the Company's Headquarters or at such other place as may be determined by the Board.

## **ARTICLE 34. QUORUM**

The quorum for the holding of the meetings of the Board shall be a simple majority of the directors in office. A quorum must be present for the duration of the meetings.

## **ARTICLE 35. PRESIDENT AND SECRETARY**

Meetings shall be chaired by the President or, if the latter is unable to act either, by the Vice-President. The Secretary of the Corporation acts as the Secretary of the Meetings. If these officers are unable to act in either capacity, the directors shall select from among them a chairperson or a meeting secretary or both.

## **ARTICLE 36. PROCEDURE**

The chair of the meeting ensures that it runs smoothly, receives and presents the proposals on which a vote is to be taken, and generally directs all deliberations. All duly seconded proposals must be heard and the Chair decides in what order they are heard.

## **ARTICLE 37. VOTE**

Each director is entitled to one vote and all matters must be decided by a majority of the votes cast. Voting shall be taken by a show of hands, unless a director requests a vote. Proxy voting is not permitted and the chair of the meeting is not entitled to a second or casting vote in the event of a tie.

A declaration by the chairman of the meeting that a resolution has been passed and an entry made to that effect in the minutes constitute prima facie proof of that fact without need to prove the quantity or proportion of the votes cast for or against the resolution.

If a poll is held, the secretary of the meeting acts as deputy returning officer and counts the vote.

### **ARTICLE 37.1. VOTE BY SHOW OF HANDS**

Voting by show of hands is the general rule and the approval or rejection of a proposal is determined by the number of hands raised.

A declaration by the Chair that a resolution has been passed, and an entry to that effect in the minutes of the meeting, is prima facie proof of that fact, without it being necessary to prove the quantity or proportion of the votes cast for or against the resolution.

### **ARTICLE 37.2. VOTING ALOUD**

In a loud vote, each director has the right to vote by expressing his or her name and the manner in which he or she exercises his or her right. The president directs the vote and the secretary compiles the votes cast.

### **ARTICLE 37.3. BALLOT**

When required, the vote must be taken by ballot in a determined manner by the president of the assembly who acts as presiding officer. The secretary acts as deputy returning officer and counts the votes.

### **ARTICLE 38. APPROVAL AND DISSENT**

A director who is present at a meeting is deemed to have approved all decisions made at the meeting unless the director has requested that his or her dissent be recorded in the minutes. A director who is absent from a meeting is presumed not to have approved the resolutions or participated in the actions taken.

### **ARTICLE 39. WRITTEN RESOLUTIONS**

Written resolutions, signed by all directors entitled to vote on such resolutions at meetings of the Board, shall have the same force and effect as if they had been adopted at meetings of the Board. A written resolution must be inserted in the minute book of council meetings.

### **ARTICLE 40. METHOD OF COMMUNICATION**

Directors may, if all agree, participate in a meeting of the Board using the Interactive Broadcasting Authority. The minutes of such meetings, duly signed by the chair or secretary of the meeting with the approval of the directors, shall be evidence of the discussions and decisions taken at that time.

### **ARTICLE 41. ADJOURNMENT**

A meeting of the Board may be adjourned at any time by the Chair of the meeting or by a majority vote of the Directors present. Such a meeting may then be resumed on the date and place announced at the time of the adjournment, without notice of the meeting, provided that a quorum is present at the time of the adjournment.

## **LEADERS**

### **ARTICLE 42. QUALIFICATION**

All officers of the corporation shall possess the same qualifications as are required of directors under section 21 of this by-law.

### **ARTICLE 43. ELECTION AND APPOINTMENT**

The directors elect a president from among themselves. They shall also elect or appoint a secretary and, if they deem it appropriate, one or more vice-presidents, a treasurer and such other officers as they shall determine by resolution.

### **ARTICLE 44. ACCUMULATION OF FUNCTIONS**

Only the functions of secretary and treasurer may be held by the same person.

#### **ARTICLE 45. DURATION OF THE TERM OF OFFICE**

The Board may determine the term of office of the officers it appoints. Despite the expiration of their term of office, all officers hold office until they resign, dismiss or replace them or until they lose the required qualifications.

#### **ARTICLE 46. RESIGNATION AND DISMISSAL**

An officer may resign at any time by submitting his or her resignation in writing to the President, the Secretary or the Board. Officers may be removed at any time, for or without cause, by resolution of the Board, subject to any agreement in writing to the contrary binding on the company.

#### **ARTICLE 47. REMUNERATION**

Directors are not compensated for their services. However, they are entitled to reimbursement of expenses incurred in the performance of their duties. Hospitality and travel expenses may be allocated, depending on the organization's internal policy adopted by the Board of Directors.

#### **ARTICLE 48. POWERS AND DUTIES OF OFFICERS**

In addition to the powers expressly provided for below, the officers have all the powers and duties delegated or imposed on them by resolution by the Board.

#### **ARTICLE 49. CONFLICTS OF INTEREST**

The rules set out in section 28 of this Regulation concerning the disclosure of conflicts of interest by directors also apply to all officers.

#### **ARTICLE 50. PRÉSIDENT**

Les réunions du Conseil sont présidées par le président. Ce dernier préside les assemblées des membres. Il signe tous les documents qui requièrent sa signature. Il surveille, administre et dirige les affaires de la Corporation, sous le contrôle du Conseil.

#### **ARTICLE 51. VICE-PRÉSIDENT**

Si le président est absent ou ne peut agir, c'est le vice-président, désigné par le Conseil s'il y en a plus d'un en fonction, qui exerce ses pouvoirs et assume ses obligations. Si le vice-président est dans l'incapacité d'agir, l'administrateur ayant le plus d'ancienneté au Conseil peut agir.

#### **ARTICLE 52. SECRÉTAIRE**

Le Secrétaire a la garde des documents et des livres de la Corporation. Il agit comme secrétaire aux réunions du Conseil et aux assemblées des membres. Il signe les procès-verbaux ainsi que les résolutions écrites dont il certifie les extraits ou les copies, les avis de convocation ainsi que tous autres avis aux administrateurs et aux membres. Il exécute les mandats confiés par le président ou par le Conseil. Il a la garde du sceau de la Corporation, de son livre et de tout autre registre corporatif.

## **ARTICLE 53. TRESORIER**

Le trésorier est responsable du dépôt des sommes d'argent et des autres valeurs à l'institution financière choisies par le Conseil. Il doit maintenir les livres et comptes de la Corporation et les laisse examiner par les administrateurs. Il signe les documents qui requièrent sa signature.

## **ARTICLE 54. DIRECTEUR GÉNÉRALE**

Le Conseil peut nommer un directeur général et lui déléguer tous les pouvoirs nécessaires pour diriger les affaires et pour retenir ou mettre fin aux services de tous agents de la Corporation. Il peut aussi lui déléguer des pouvoirs moindres. Le directeur général doit se conformer aux instructions du président ou du Conseil et fournir les renseignements qu'ils peuvent exiger sur les affaires de la Corporation.

## **COMITÉS DU CONSEIL**

### **ARTICLE 55. CONSTITUTION**

Sous réserve des dispositions de la Loi relatives à la création et à la nomination d'un comité exécutif, le Conseil peut, par résolution, créer des comités pour l'assister dans sa tâche et déléguer à ces comités les devoirs et fonctions qu'il détermine.

### **ARTICLE 56. NOMINATION**

Le Conseil nomme les membres des comités avec ou sans terme fixe, mais il peut les destituer en tout temps, sans préavis, par simple résolution. Sous réserve des dispositions de la Loi, la qualité d'administrateur ou de dirigeant n'est pas requise pour être membre d'un comité.

### **ARTICLE 57. RÉMUNÉRATION**

Les membres des comités ne sont pas rémunérés pour leurs services. Toutefois, ils ont droit au remboursement des frais encourus dans l'exercice de leur fonction. Des frais de représentation et de déplacement peuvent être alloués, selon la politique interne de l'organisation adoptée par le conseil d'administration.

### **ARTICLE 58. RÉUNIONS DES COMITÉS**

Les dispositions du présent règlement concernant les réunions du Conseil s'appliquent à toutes les réunions des comités du Conseil en faisant les adaptations nécessaires.

## **DISPOSITIONS FINANCIÈRES**

### **ARTICLE 59. LIVRES ET COMPTABILITÉ**

Le conseil fera tenir par le trésorier de la Corporation ou sous son contrôle, un ou des livres de comptabilité dans lequel ou lesquels seront inscrits tous les fonds reçus ou déboursés par la Corporation, tous les biens détenus par la Corporation et toutes ses obligations, de même que toutes autres transactions financières de la Corporation. Ce livre ou ces livres seront tenus au

siège social de la Corporation et seront ouverts en tout temps à l'examen pour les membres du conseil d'administration.

### **ARTICLE 60. VÉRIFICATEUR**

Les livres et états financiers de la Corporation seront vérifiés chaque année, aussitôt que possible après l'expiration de chaque exercice financier, par le vérificateur nommé à cette fin lors de chaque assemblée générale annuelle des membres.

### **ARTICLE 61. EFFETS BANCAIRES**

Tous les chèques, billets et autres effets bancaires de la Corporation seront signés par les personnes qui seront de temps à autre désignées à cette fin par le Conseil.

### **ARTICLE 62. EMPRUNTS**

Le Conseil peut, lorsqu'il le juge opportun :

- Faire des emprunts de deniers sur le crédit de la Corporation;
- Émettre des obligations ou autres valeurs de la Corporation et les donner en garanties ou les vendre pour les prix et sommes jugés convenables;
- Hypothéquer les immeubles et meubles ou autrement frapper d'une charge quelconque les biens meubles de la Corporation.

### **ARTICLE 63. CONTRATS**

Les contrats et autres documents requérant la signature de la Corporation seront préalablement approuvés par le Conseil, et, sur telle approbation, seront signés par le président ou le vice-président et par le secrétaire ou le trésorier.

### **ARTICLE 64. ACTIONS**

La Corporation peut acquérir et détenir des actions de sociétés par actions, les vendre ou autrement en disposer.

### **ARTICLE 65. PROCÉDURES**

Tout dirigeant peut répondre à tous brevets de saisie avant ou après jugement et à toute assignation de la Corporation à répondre à des faits se rapportant à un litige auquel elle est partie, signer tout affidavit ou affirmation solennelle à l'appui de procédures judiciaires, enregistrer un plaidoyer dans toute action pénale ou produire une défense dans toute procédure civile contre la compagnie, déposer une action ou une pétition de faillite contre tout débiteur de la compagnie, assister et voter aux assemblées de créanciers et accorder des procurations à cet effet. Le Conseil peut aussi mandater toute autre personne aux mêmes fins.

### **ARTICLE 66. ENTRÉE EN VIGUEUR**

Le présent règlement entre en vigueur dès son adoption par le Conseil.

Adopté tel que modifié le 20 février 2024 par le conseil d'administration