

## REGULATION NUMBER 2



# *FEDERATION OF RACING EVENTS OF HEAVY TRUCKS IN QUEBEC (FECCLQ)*

*COMPANIES ACT - PART III*

**GENERAL REGULATIONS  
OF THE CORPORATION**  
Regulation number 1 Adopted 2012

**Regulation number 2 Adopted  
by the board of directors on October 19, 2023**

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### **GENERAL PROVISIONS**

#### **ARTICLE 1. INTERPRETATION**

In this Regulation, unless the context indicates otherwise:

1. “Corporation” means this non-profit legal entity, formed by petition and memorandum of agreements;
2. “Board” means all directors in office forming a quorum and acting collectively;
3. “Law” means the Companies Act, RSQ c. 38, as amended from time to time;
4. “Person” designates and includes, in addition to any natural or legal person, a company, an association, a group, an estate, a trust or an independent asset;
5. “Headquarters” means the head 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 contradiction between their provisions, the Law prevails over the statutes and regulations; the statutes take precedence over the regulations.

### **ADMINISTRATIVE PROVISIONS**

#### **ARTICLE 3. HEADQUARTERS**

The Council, by simple resolution, establishes or modifies the address of the Headquarters within the limits of the province of Quebec and gives notice by filing a declaration to this effect with the Business Registrar.

#### **ARTICLE 4. FINANCIAL YEAR**

The financial year of the Corporation ends on December THIRTY-ONE (31st) of each year, or on any other date that the Council may determine.

#### **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 will comprise one category of members, namely active members.

The corporation will include three (3) categories of members, namely active competitor, partner and expert members.

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### Competitor members

Competitor members who have paid their membership fees have the right to participate in all activities of the organization, to receive notices of meetings of members, to attend these meetings and to vote there. They are eligible as directors of the organization.

### Partner members

Partner members (events) having paid their membership have the right to participate in all the activities of the organization, to receive notices of meetings of members, to attend these meetings and to vote there. They are eligible as directors of the organization.

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

### Expert members

Expert members (recognized expertise and position accepted by the Board of Directors) have the right to participate in all activities of the organization, to receive notices of meetings of members, to attend these meetings and to vote there. They are eligible as directors of the organization and must fulfill their role on a voluntary basis only, since no contribution is obligatory. Representation and travel expenses may be allocated.

## ARTICLE 7. ACTIVE MEMBERS

The signatories of the application for incorporation as a non-profit legal entity and the memorandum of agreements are active members of the Corporation. Any other person may become an active member, upon request for this purpose and upon acceptance by the Council, all subject to the provisions of these regulations relating to the suspension, expulsion and resignation of members.

## ARTICLE 8. CONTRIBUTIONS

The Corporation will be free to determine weekly, monthly or other contributions which must be paid to it by its active members, according to the terms established by resolutions of the Council.

## ARTICLE 9. MEMBERSHIP CARDS

It will be open to the Council, on the conditions 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 current secretary.

## ARTICLE 10. SUSPENSION AND EXPULSION

The Council may, by resolution, suspend, for the period it determines, or definitively expel any active member who neglects to pay his contributions when due or who contravenes any provision of the regulations of the Corporation or whose conduct or activities are deemed harmful to the legal entity. The Council is authorized to determine the procedure to adopt and follow in this matter.

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### **ARTICLE 11. RESIGNATION**

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

## **MEMBERS' MEETINGS**

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

The annual general meeting of members will be held on the date which the Council will set each year following the end of the financial year of December THIRTY-ONE (31st) of the corporation. It will be held at the head office of the Corporation or at any other location determined by the Council, within the province of Quebec.

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

All special general meetings of members will be held at the head office of the Corporation, or at any other location determined by the Council, within the province of Quebec. It will be open to the President of the Council to convene any such meetings. In addition, the secretary will be required to convene a special general meeting of members upon request for this purpose, in writing, signed by at least one tenth (1/10) of the active members in good standing and this, within ten (10) days following receipt of such a written request which must specify the goals and objects of such special meeting. If the secretary fails to convene such meeting within the stipulated time, it may be convened by the signatories themselves of the written request.

### **ARTICLE 14. NOTICE OF CONVOCATION**

The notice of meeting is transmitted by the secretary or, if he refuses or is unable to act, by the president or the president of the Council or by any other interested party, by means of a written notice delivered or transmitted to the residence usual or at the place of work of the members, by post or by courier, fax or electronic mail and must indicate the date, place and time of the meeting and be sent with the agenda and all documents necessary to enable members to make an informed decision.

The notice period is SEVEN (7) days, unless the president or a majority of the directors judges that there is an emergency, in which case, the notice period is reduced to FORTY-EIGHT (48) hours.

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

The accidental omission to send the notice of meeting to one or more people does not have the effect of rendering null the decisions taken at the convened meeting. Likewise, any error or technical or purely formal irregularity in the notice of meeting does not render it null and void.

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### **ARTICLE 16. QUORUM**

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

### **ARTICLE 17. VOTING 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.

The declaration by the chairman that a resolution has been adopted and an entry made to that effect in the minutes of the meeting constitute, prima facie, proof of that fact, without it being necessary to prove the quantity or the proportion of votes cast in favor of or against this resolution.

Before or even after a vote by show of hands, any person qualified to vote has the right to demand a vote out loud or by ballot, so that the votes can be counted in favor of a proposition or against it. Such a request may be withdrawn at any time before voting begins. The ballot cannot be requested after a voice vote has been held.

#### **ARTICLE 17.2. VOTE ALoud**

During a vote by voice, each member has the right to vote by expressing his name and in the manner in which he exercises his 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 the manner determined by the president of the assembly who acts as presiding officer. The secretary acts as scrutineer and counts the ballots.

## **BOARD OF DIRECTORS**

### **ARTICLE 18. NUMBER**

The corporation is administered by a Council made up of NINE (9) directors, elected by active members, within the limits provided for in the statutes. This number may be modified in accordance with section 87 of the law.

#### **ARTICLE 18.1 MEMBERS CONSTITUTING THE BOARD**

The board of directors will be made up of five (5) competing members (minimum one (1) member of Class A, one (1) member of Class B and one (1) member of Class C (strongly recommended)), three (3) partner members and one (1) expert member.



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If the filled positions do not find any candidacy by a member of each category of active members, it will be possible to fill the remaining vacant positions, during the nomination process, with active members of the organization entitled to the status of administrators.

### **ARTICLE 19. FIXATION AND MODIFICATION**

Within the limits provided for in the statutes, 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 administrators is filled by active members. The adoption of a by-law or resolution reducing the number of directors does not terminate the mandate of the directors then in office.

### **ARTICLE 20. QUALIFICATIONS**

A minor person, an adult benefiting from protective supervision or in respect of whom a mandate in the event of incapacity has been approved, a person having the status of undischarged bankrupt, a person cannot be a director of the Corporation. declared incapable by a court in Canada or elsewhere or any person to whom the function of director is prohibited by a court.

### **ARTICLE 21. ELECTION AND DURATION OF MANDATE**

All directors take office at the close of the meeting during which they were nominated or elected by the active members.

To ensure a good transition, mandates of 2 years per election, odd year FIVE (5) directors, even year FOUR (4) directors.

The positions of interim administrator, if applicable, must be ratified by the active members during the scheduled elections.

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

At a meeting, the election of directors is done by show of hands, upon simple verbal proposal, unless an open vote or ballot is requested by a person qualified to vote.

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

A director may resign at any time by submitting his resignation in writing to the President, the Secretary or the Council. Any director may be removed by a majority vote of active members in good standing at a special meeting called for this purpose, in accordance with the Act. The notice convening the meeting must mention that such an administrator is liable to dismissal as well as the main fault with which he is accused. A director who is dismissed may be replaced at the same meeting or by the Board.

### **ARTICLE 24. VACATION**

The position of an administrator who loses the required qualifications, dies, is dismissed or whose resignation takes effect, automatically becomes vacant.

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### **ARTICLE 25. REPLACEMENT**

A vacancy may be filled by resolution of the Council and the replacement remains in office for the remainder of his predecessor's term. 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. NOTICE**

Within THIRTY (30) days following any change in the composition of the Council, the prescribed declaration must be sent to the Business Registrar.

### **ARTICLE 27. REMUNERATION**

Administrators are not paid for their services. However, they are entitled to reimbursement of expenses incurred in the exercise of their function. Representation and travel expenses may be allocated, according to the internal policy of the organization adopted by the board of directors.

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

Any director must report to the Board as soon as possible and have recorded in the minutes any interest he holds in a Person or other company likely to place him in a situation of conflict of interest, as well as any right he may exercise. assert against the Corporation. He cannot vote, attend or participate in deliberations on any matter where he is in a conflict of interest.

### **ARTICLE 29. PROSECUTION AND COMPENSATION**

The Corporation assumes the defense and may, if the law permits, take up the cause of its directors or officers in any civil, administrative, penal or criminal prosecution or investigation of which they are the subject for an act carried out in the exercise of their function (hereinafter "prosecution").

At the first opportunity, the director or officer who is the subject of a lawsuit must, 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 its defense.

It is the director or manager who must be responsible for his defense until the Corporation sends him a written notice confirming its decision to assume responsibility. The director or officer must cooperate fully with the Corporation in defending the action.

Where applicable, the Corporation pays 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 transaction, as well as reasonable attorneys' fees incurred by the director or officer since the institution of the action.

Without regard to the above rules, the Corporation has no obligation towards its directors or officers and the latter must reimburse it all sums incurred for their defense, and where applicable, the amount of any conviction or any settlement outside of court in capital, interest and additional compensation when:

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- a) they failed in their duty of loyalty to the company; Or
- (b) they committed gross negligence or intentional misconduct; Or
- c) the fault or act complained of was not committed in the exercise of their function 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 an insurance policy covering the liability of its directors or officers. The above provisions also apply to any person who, at the request of the Corporation, acts as director or manager of a Person of which the company is a shareholder or creditor.

## **BOARD MEETING**

### **ARTICLE 30. ATTENDANCE AND CONVOCATION**

Meetings of the Council take place as often as the president or the majority of ministers deems necessary. The notice of meeting is transmitted by the secretary or, if he refuses or is unable to act, by the president or any other interested party, by means of a written notice delivered or transmitted to the usual residence or to the place of work of administrators, by post or by courier, fax or e-mail. The notice must indicate the date, day and time of the meeting and be sent with the agenda as well as, as the case may be, all the necessary documents to allow the directors to make an informed decision.

The notice period must be three (3) days, unless the president of the Board or a majority of the directors judges that there is an emergency, in which case, the notice period is reduced to TWENTY-FOUR (24) hours.

### **SECTION 31. WAIVER OF NOTICE**

A meeting may be held without prior notice if all the absent directors give their assent to its holding without notice.

The presence of a director at a meeting constitutes a waiver of the notice of meeting, unless he attends it for the express purpose of objecting to its holding on the ground that it has not been duly called.

The meeting of the Board which immediately follows the annual meeting of shareholders may take place without notice of meeting.

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

The accidental omission to send the notice of meeting to one or more people does not have the effect of rendering the decisions taken at the meeting null and void. summoned. Likewise, any

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error or technical or purely formal irregularity in the notice of meeting does not render it null and void.

### **ARTICLE 33. LOCATION**

Board meetings are held at the company's headquarters or at any other location determined by the Board.

### **ARTICLE 34 . QUORUM**

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

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

The meetings are chaired by the president or, if the latter cannot act either, by the vice-president. The secretary of the Corporation acts as secretary of the meetings. If these officers cannot act in one capacity or the other, the directors choose from among themselves a chairman or a secretary of the meeting or both.

### **ARTICLE 36. PROCEDURE**

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

### **ARTICLE 37. VOTING**

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

The declaration by the chairman of the meeting that a resolution has been adopted and an entry made to this effect in the minutes constitute prima facie proof of this fact without it being necessary to prove the quantity or proportion of the votes expressed in favor of this resolution or against it.

If a vote is held, the secretary of the meeting acts as scrutineer and counts the votes.

#### **ARTICLE 37.1. 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.

The declaration by the Chairman that a resolution has been adopted and an entry made to that effect in the minutes of the meeting constitute, prima facie, proof of that fact, without it being necessary to prove the quantity or the proportion of votes cast in favor of this resolution or against it.

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### **ARTICLE 37.2. VOTE ALoud**

During a voice vote, each director has the right to vote by expressing his name and the manner in which he exercises his 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 the manner determined by the president of the assembly who acts as presiding officer. The secretary acts as scrutineer and counts the ballots.

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

A director present at a meeting is deemed to have approved all the decisions taken therein unless he has asked to record his dissent in the minutes. A director 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 qualified to vote on these resolutions at meetings of the Board, have the same value as if they had been adopted during its meetings. A written resolution must be inserted in the board meeting minutes book.

### **ARTICLE 40. MODE OF COMMUNICATION**

The directors may, if all agree, participate in a meeting of the Board by allowing all participants to communicate orally with each other, in particular by telephone. The minutes of such meetings, duly signed by the president or secretary of the meeting upon approval of the directors, provide proof of the discussions and decisions then taken.

### **ARTICLE 41. ADJOURNMENT**

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

## **LEADERS**

### **ARTICLE 42. QUALIFICATION**

All officers of the Corporation must have the same qualifications as those required of directors under section 21 of these regulations.

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

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

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### **ARTICLE 44. CUMULATION OF FUNCTIONS**

Only the functions of secretary and treasurer can be combined by the same person.

### **ARTICLE 45. DURATION OF MANDATE**

The Council may set the term of office of the officers it appoints. Despite the expiration of their mandate, all officers hold office until their resignation, dismissal or replacement or until they lose the required qualifications.

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

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

### **ARTICLE 47. REMUNERATION**

Administrators are not paid for their services. However, they are entitled to reimbursement of expenses incurred in the exercise of their function. Representation and travel expenses may be allocated, according to the internal policy of the organization adopted by the board of directors.

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

In addition to the powers expressly provided for below, the directors have all the powers and duties that the Council delegates to them or imposes on them by resolution.

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

The rules provided for in article 28 of these regulations concerning the disclosure of conflicts of interest by directors also apply to all managers.

### **ARTICLE 50. PRESIDENT**

Council meetings are chaired by the president. The latter chairs the meetings of members. He signs all documents that require his signature. He monitors, administers and directs the affairs of the Corporation, under the control of the Council.

### **ARTICLE 51. VICE-PRESIDENT**

If the president is absent or unable to act, it is the vice-president, designated by the Council if there is more than one in office, who exercises his powers and assumes his obligations. If the vice-president is unable to act, the director with the most seniority on the Board may act.

### **ARTICLE 52. SECRETARY**

The Secretary has custody of the documents and books of the Corporation. He acts as secretary at Council meetings and members' assemblies. He signs the minutes as well as the written resolutions of which he certifies extracts or copies, notices of meetings as well as all other notices to directors and members. He carries out the mandates entrusted by the President or by the Council. He has custody of the seal of the Corporation, its book and any other corporate register.

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### **ARTICLE 53. TREASURER**

The Treasurer is responsible for depositing sums of money and other assets at the financial institution chosen by the Council. He must maintain the books and accounts of the corporation and allow them to be examined by the administrators. He signs your documents that require his signature.

### **ARTICLE 54. GENERAL DIRECTOR**

The Council may appoint a general director and delegate to him all the powers necessary to direct the affairs and to retain or terminate the services of any agents of the Corporation. He can also delegate lesser powers to him. The general manager must comply with the instructions of the president or the Council and provide such information as they may require on the affairs of the Corporation.

## **BOARD COMMITTEES**

### **ARTICLE 55. CONSTITUTION**

Subject to the provisions of the Act relating to the creation and appointment of an executive committee, the Council may, by resolution, create committees to assist it in its task and delegate to these committees the duties and functions that it determined.

### **ARTICLE 56. APPOINTMENT**

The Council appoints the members of the committees with or without a fixed term, but it can dismiss them at any time, without notice, by simple resolution. Subject to the provisions of the Act, the status of director or officer is not required to be a member of a committee.

### **ARTICLE 57. REMUNERATION**

Committee members are not paid for their services. However, they are entitled to reimbursement of expenses incurred in the exercise of their function. Representation and travel expenses may be allocated, according to the internal policy of the organization adopted by the board of directors.

### **ARTICLE 58. COMMITTEE MEETINGS**

The provisions of this by-law concerning Council meetings apply to all meetings of Council committees with the necessary adaptations.

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### **FINANCIAL ARRANGEMENTS**

#### **ARTICLE 59. BOOKS AND ACCOUNTING**

The council will cause to be kept by the treasurer of the Corporation or under his control, one or more accounting books in which will be entered all the funds received or disbursed by the Corporation, all the property held by the Corporation and all its obligations, same as all other financial transactions of the Corporation. This book or books will be kept at the head office of the Corporation and will be open at all times for examination by the members of the board of directors.

#### **ARTICLE 60. VERIFIER**

The books and financial statements of the Corporation will be audited each year, as soon as possible after the expiration of each financial year, by an auditor appointed for this purpose at each annual general meeting of members.

#### **ARTICLE 61. BANK INSTRUMENTS**

All checks, notes and other bank instruments of the Corporation shall be signed by such persons as may be designated from time to time for this purpose by the Council.

#### **ARTICLE 62. BORROWING**

The Council may, when it deems it appropriate:

- Borrow funds on the credit of the Corporation;
- Issue bonds or other securities of the Corporation and give them in guarantees or sell them for prices and sums deemed appropriate;
- Mortgage buildings and furniture or otherwise impose a charge any movable property of the Corporation.

#### **ARTICLE 63. CONTRACTS**

Contracts and other documents requiring the signature of the Corporation will be approved in advance by the Council, and, upon such approval, will be signed by the president or vice-president and by the secretary or treasurer.

#### **ARTICLE 64. ACTIONS**

The Corporation may acquire, hold, sell or otherwise dispose of shares of business corporations.

#### **ARTICLE 65. PROCEDURES**

Any officer may respond to any writ of seizure before or after judgment and to any summons from the Corporation to respond to facts relating to a dispute to which it is a party, sign any affidavit or solemn affirmation in support of legal proceedings, record plea in any criminal action or file a defense in any civil proceeding against the company, file a bankruptcy action or petition against any debtor of the company, attend and vote at meetings of creditors and grant proxies for this purpose. The Council may also mandate any other person for the same purposes.



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### **ARTICLE 66. ENTRY INTO FORCE**

This regulation comes into force upon its adoption by the Council.