

COMMUNITY PERSPECTIVE IN MENTAL HEALTH (West Island)

English interpretation of the GENERAL REGULATIONS (the following text is a translation of 'PERSPECTIVE COMMUNAUTAIRE EN SANTÉ MENTALE (W.I.)' **RÈGLEMENTS GÉNÉRAUX**, and in case of discrepancy, the original text written in French will be referred to as the correct text)

Pointe-Claire, January 18, 1989

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Adopted by the BOARD OF DIRECTORS on May 12, 2016,

AND Adopted AT THE ANNUAL & SPECIAL GENERAL MEETING on June 4, 2016

And amended AT THE SPECIAL GENERAL MEETING on September 15th 2016

CHAPTER 1

GENERAL PROVISIONS

Article 1 COMPANY NAME

This Organization is known and designated as the "Perspective Communautaire en Santé Mentale (W.I.)" (Community Perspective in Mental Health) or "PCSM" (CPMH) is incorporated as a nonprofit organization under the third part of the Companies Act (Québec) December 15, 1988 under the registration number 2630-9096.

In these General Regulations the words "agency, organization, and PCSM abbreviation" mean "Perspective Communautaire en Santé Mentale (W.I.)." (Community Perspective in Mental Health – CPMH)

Article 2 TERRITORY AND HEAD OFFICE

The organization operates on the West Island of Montreal, Province of Quebec.

The head office of the Organization will be located in the West Island of Montreal in the Province of Quebec or any other address determined by the Board or to any other address designated in accordance with the Law.

Article 3 SEAL OF ORGANIZATION

The seal of the organization is determined by the Board, and cannot be used without the consent of the President or Secretary. It is authenticated by the signature of the President or Secretary.

Article 4 GOALS AND ACTIVITIES

The Organization has been constituted for the following reasons: For solely charitable and social purposes without monetary gain for its members.

- 1) To offer people with mental health issues services to support their day-to-day life and to foster their well being in the community.
- 2) To promote the development of community resources/activities in order to improve the quality of life of people with mental health issues.
- 3) To defend and promote the interests of people with mental health issues in the West Island region.
- 4) Facilitate access for people with mental health issues to community services that meet their needs; reduce the most possible cost of these activities, and when possible seek to make them free.
- 5) To promote volunteer activities
- 6) To receive donations, bequests and other contributions in the form of money, real estate or securities, and to manage said donations, bequests and contributions. To organize fundraising events in order to raise funds for charitable purposes.

The Organization cannot constitute an institution within the meaning of the Act Respecting Health and Social Services.

The objectives of the Organization do not permit it to provide services that are the exclusive domain of a profession as specified by Law in the Province of Quebec.

CHAPTER II

MEMBERS

Article 5 MEMBERSHIP CATEGORIES

There are three (3) categories of membership: Individual Members, Associated Members and Honorary/Employee Members.

Article 5.1 INDIVIDUAL MEMBER

Any individual interested in the goals and activities of the organization may become a member in accordance with the following conditions:

- ° be 18 years and over;
- ° support the goals of the organization;
- ° make a written request to the Director or the Board;
- ° has paid his dues as a member, if applicable;
- ° meet any other condition regulated by the Board of Directors.

There are two (2) categories of Individual Members:

- 1 Individuals who receive or have received the organization's services and their immediate families;
- 2 others (including, without limitation, volunteers and representatives of Associated Members)

Article 5.1.1 CLIENTS and IMMEDIATE FAMILY

Clients and immediate family:

Clients of PCSM are individuals who have benefited in the past or currently benefit from the services offered by the organization.

Immediate family of clients such as parents, children and married spouse or common-law partner are also eligible to be recognized as Individual Members of PCSM.

Client and family / Employee Members are exempt from paying dues to become a member.

Article 5.1.2 OTHER

Other Members are any person who wishes to become a member of the organization who is interested in its goals and activities and include an individual designated by another organization as its representative.

The contribution payable by an Other Member will be determined annually by the Board of Directors. A person designated by a corporation, association or legal body as its representative does not have to

pay dues.

Other Members have the right to participate in all activities of the organization, to receive notices of member meetings, to attend these meetings and to vote. They are eligible as Board members of the organization subject to the conditions described in the Regulations regarding the eligibility of Board members and the composition of the Board.

Article 5.2 ASSOCIATED MEMBERS

Associated Members of the organization include any corporation, association or legal body who support the purposes and activities of PCSM. The Board of Directors can approve a corporation, association or legal body to become an Associated Member following a written request to the Director or the Board of Directors and following the payment of the amount determined for this type of membership.

Associated members, do not have the right to attend member meetings, as such, but they can, in a letter to the Secretary of the organization, appoint a representative, who will automatically become an Individual Member and will be granted all the rights and powers permitted by the Regulations to Individual Members of the organization, including those to attend and vote at member meetings and to be elected as Board members of the organization, subject to the conditions described in the Regulations regarding the eligibility of Board members and the composition of the Board.

Any Associated Member may at any time remove its representative by notifying said member and the Secretary of the Board of the organization of such removal, and replace this representative by another person, by letter sent to the Secretary of the BBoard of Board Directors of PCSM.

There are two (2) categories of Associated Members

1. Organizations, associations or legal bodies whose status and goals are legally recognized as non-profit.

The membership fee of the members of this sub-category will be set annually by the Board of Directors and approved at the General Meeting by its members.

2. Organizations, associations or legal persons whose status and goals are lucrative.

The membership fee of members of this sub-category will be set annually by the Board of Directors and approved at the General Meeting by its members.

Article 5.3 HONORARY AND EMPLOYEE MEMBERS

The Board of Directors may by resolution appoint honorary membership of any individual or corporate body which will have distinguished themselves through their service to the organization through their work, their donations, or who have demonstrated support for the organization in another way.

Employees of the organization, excluding the direction, may also become members of the organization.

Honorary Members and employee members may participate in the organization's activities and attend member meetings; they may participate in a consultative role but they do not have the right to vote at such meetings. Honorary are not eligible as Board members.. Employee members are eligible to become a board member uniquely for the position for an administrator reserved for an employee.

Honorary and Employee members are not required to pay dues or contributions to the organization

An Honorary Member may waive his status if he wishes to be an Individual Member or designated representative of an Associated Member.

Article 6. RIGHT TO MEMBERSHIP AND ANNUAL DUES

Article 6.1 MEMBERSHIP REQUESTS

All requests to become a member of the organization must be done through a written request between the 1st of July and the 15th of May

Article 6.2 RENEWAL

The membership is granted on an annual basis and is renewed:

-Upon written request

or

- By the member's presence at the Annual General Meeting,

and

- By the payment of the annual dues, if applicable.

Article 6.3 MEMBERSHIP REGULATIONS & DUES

The Board may, if it judges appropriate, revise the membership regulations and annual due amounts for each of the membership categories and sub-categories , as well as the time, place and method of becoming a member. Membership regulation revisions and annual dues must be approved by the Annual General Meeting of members or by the Board of directors in accordance to the resolution of the members.

Article 7 MEMBERSHIP CARD

The Board may, if it deems appropriate, issue cards or letters identifying members.

Article 8 WITHDRAWAL OF A MEMBER

Any member may withdraw their membership at any time by indicating his withdrawal or resignation, preferably in writing, to the Secretary of the Board of the organization. Withdrawal or resignation takes effect on the date of receipt of such notice or the date specified in the said notice. No reimbursement of annual dues will be issued.

Article 9 DISQUALIFICATION, REMOVAL, SUSPENSION, EXPULSION

A member who does not act in the interest of the organization or the pursuit of its goals may be disqualified as a member by a majority decision of the the Board of Directors.

A member with the status of designated representative of an Associated Member is automatically disqualified as a member should:

a) A request for his withdrawal by their organization be presented or

b) the withdrawal or disqualification of the Associated Member who appointed the representative.

The Board may, by resolution, terminate any member who fails to pay his dues (if required) . It may also, by resolution, suspend or expel for a specified period or indefinitely suspend or expulse any member who refuses or fails to comply with the provisions of the Regulations and / or Code of Conduct of the organization, who acts contrary to the interests of the organization or whose behavior is deemed detrimental to the organization. Actions which can constitute a member acting in opposition to the interests of the organization include:

- ° Recklessly and repeatedly propagating defamatory comments towards the organization;
- ° Making false and misleading accusations against the organization;
- ° Violating laws concerning legal persons;
- ° Seriously lacking in their role as a member;

The Board of Directors is authorized to adopt and act upon the procedure they determine to address these cases, provided that: the member concerned is informed of the exact nature of the act or omission alleged against him, that the member has an opportunity to be heard on this matter, and that the decision be taken impartially. The decision of the Board of Directors for this purpose shall be final and binding.

CHAPTER III

MEMBER MEETINGS

Article 10 ANNUAL GENERAL MEETING

10.1 The Organization shall hold an annual General Meeting of its members as much as possible within ninety (90) days following the close of its financial year.

10.2 The General Meeting consists of the members of the organization in good standing invited and physically present on the date & location decided upon for the Meeting by the Board of Directors

10.3 The agenda for the Annual General Meeting must contain:

- a) The possibility to add elements to varia (excluding subjects of a personal nature) before the adoption of the agenda
- b) Adoption of the agenda
- c) An activity report for the Organization
- d) Adoption of the minutes of the previous General Meeting
- e) Submission of the financial statements
- f) The appointment of one or more auditors for the next financial year
- g) The election or re-election of members to the Board of Directors, preceded by a limited question period about the profile of the candidates
- h) Varia
- i) Any other subject regarding the Organization proposed by the Board of Directors

Article 11 SPECIAL GENERAL MEETINGS

Special general meetings may be convened based on requirements either by request from:

- a) The Board of Directors
- b) Five (5) members of the Board of Directors or at least six (6) active members via a signed request outlining the reasons and specifying the objectives of the special general meeting, addressed to the Secretary or President of the Organization.

A special general member meeting must be convened within fifteen (15) calendar days following receipt of the request and must be held within twenty one (21) days following the notice, failing which the requesters may be able to organize a meeting themselves in accordance with Article 99 of the Companies Act. (RLRQ, chap. C-38)

Only the matters specified in the notice may be discussed in a special meeting.

Article 12 NOTICE OF AMENDMENT TO THE GENERAL REGULATIONS

The Board of Directors may adopt, amend or revoke one or more provisions in the

Organization regulations provided that any adoption, amendment or revocation be ratified during the next general meeting; *50% plus one* of the votes of individual members present are required in order for the changes to be adopted into the general regulations.

Should the changes not be ratified during this meeting, any additions, modifications or removals shall cease to be valid as of that date.

A notice of amendment containing the original text and the text being proposed must accompany the notice of the general meeting during which the changes are to be ratified.

Article 13 NOTICE OF MEETING

All meetings shall generally be convened through a simple letter or any other means of communication available to the Board of Directors at least (10) days before the date of said meeting. This dated notice of meeting is sent to all members and must specify the date, time and location of this meeting, and, in the case of a special meeting, must include the agenda.

Article 14 DATE, TIME AND LOCATION OF MEETINGS

The Board of Directors shall determine the dates, times and locations of meetings in accordance with the regulations.

Article 15 QUORUM AT THE GENERAL MEETING & SPECIAL MEETING

A presence of 10% of individual members constitute quorum for a general meeting and special meeting

Article 16 MEETING PRESIDENT AND SECRETARY

In general, the President of the Board or an Officer of the Organization presides over the annual general and special meetings. However, it is possible for those present to designate a meeting chairman. The Secretary of the organization or any other person appointed for that purpose by the Board of Board members or elected by the members present may act as Secretary of the meetings of members.

Article 17 VOTING

Every member has the right to vote and must be present to have this privilege. Vote by proxy is prohibited.

Unless otherwise stipulated within the Law or these General Regulations, all matters submitted to the meeting of members will be decided by a simple majority (50% + 1) of the valid votes cast.

Voting is by show of hands, orally unless the secret ballot is requested by more than two thirds of the members present. In this case, the chairman shall appoint one or two tellers to distribute and collect ballots, compile the results and hand them to the meeting chairman.

Article 18 Adjournment

A meeting of members may be adjourned at any time by a majority vote to that effect, and this meeting may be held as adjourned without having to reconvene. Upon the resumption of the adjourned meeting, any business which might have been transacted at the meeting at which the adjournment was voted

may be reconvened.

Article 19 MINUTES

The minutes of all General Meetings of members can be consulted at the registry kept at the Organization's head office, and copies shall be made available to members upon request within the 30 days following an annual general assembly.

English versions of minutes are made available upon request.

CHAPTER IV BOARD OF DIRECTORS

Article 20 COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors of the Organization consists of 9 Board members

Two (2) of the nine (9) Board members are primarily reserved to members from the category / clients and families, however one such seat must necessarily be occupied by a client who, at the time of his election, is a person who benefits of the organization's services;

One (1) of the nine (9) Board Members is primarily reserved for an employee member;

Most of the six (6) remaining positions on the Board should be occupied by people who are directly or indirectly involved in the health or social services community and live in the territory that CPMH services.

When required by the Board of Directors, management will participate in the Board meeting on the Board as a resource person, invited in an advisory capacity only and does not have the right to vote.

Article 21. ELIGIBILITY

Only individual members in good standing are eligible as Board members of the organization, preferably are bilingual, and must be able to converse in the two official languages (French and English). They must be able to work with documents written in French to be eligible as an administrator in the organization.

Employee members of the organization are eligible only for a single position on the Board, that which is reserved for an Employee member. Spouses of employees, and their immediate family members are not eligible to be Board Members of the organization.

Two (2) persons of the same family or spouses may not hold positions as Board members at the same time.

In the event that the positions reserved primarily for the client and employee members are vacant, they may be left vacant until they are able to be filled by another members of these membership categories in good standing who meets the requirements of the position.

Article 22 TERMS OF OFFICE AND REMUNERATION

Each Board member takes office at the close of the meeting at which he was appointed or elected. The term of office is two (2) years, ending at the close of the meeting taking place two (2) years after his appointment.

Outgoing Board members may be re-elected. Board members may serve a maximum of four (4) consecutive mandates, after which the member must wait ten (10) months before being eligible for election.

The members of the Board of Directors are not paid for their duties or for the work they do; only expenses authorized the organization may be reimbursed.

Article 23 ELECTION PROCEDURE

23.1 The Board of Directors shall appoint a nomination committee within the sixty (60) days preceding the annual general meeting.

The mandate of the nomination committee shall be to retain and propose candidates for the Board member positions, which will be presented at the annual general meeting.

The Nomination Committee must be made up of at least two (2) members, one of them being a member of the Board of Directors, and the other being neither a Board member nor a candidate for a position in the year to come.

The Nomination Committee report must include:

- The names of the outgoing Board members who have completed their two (2) year mandate.
- The name of the outgoing Board members who have completed their mandate and wish to stand as candidates for potential re-election.
- The name and title of the new candidates presenting a letter of motivation, if applicable.

(election procedure at annual meeting)

23.2 A returning officer as well as a Secretary for the elections shall be chosen and named from the people attending the annual general meeting in order to ensure that the elections run smoothly.

By accepting the duties inherent in these positions, these two (2) people cannot be candidates in the election and cannot exercise their right to vote even if they are members of the Organization.

23.3 a) The returning officer shall ask the Nomination Committee to present its report and the proposed candidates

b) the returning officer shall ask the voting members if they have other candidates to be proposed;

c) the returning officer shall ensure that each candidate is a member in good standing and eligible as a Board member and accepts or refuses their nomination.

b) the returning officer will list the names of the candidates who remain and then declare that the nominations are closed by a duly seconded and uncontested

proposal.

If the number of candidates does not exceed the number of vacant seats, the President shall then declare the candidates elected by acclamation. If there are more candidates than vacant seats, an election will be held by secret ballot.

Article 24 EMPTY POSITION (former Article 25)

Any Board member whose position becomes vacant following a death, resignation, disqualification or other may be replaced by a simple resolution of the Board of Directors, or by majority vote by the other Board members. The Board member named as a replacement shall only remain in place until the next election of Board members at an annual general meeting.

Article 25 WITHDRAWAL

25.1 The following cease to be part of the Board of Directors:

- a) Any Board member who gives the Secretary of the Organization a letter of resignation addressed to the President of the Board of Directors
- b) Any Board member with at least three (3) consecutive unexcused absences from a meeting unless a resolution voted in by the Board of Directors excuses these repeated absences. The Board of Directors may then find a replacement in accordance General Regulations
- c) Any Board member who dies, becomes incapacitated, insolvable or is legally prohibited
- d) Any Board member who is expelled by a resolution duly presented by the majority of the other members of the Board of Directors: For poor conduct, for violating the regulations of the Organization or for committing a shameful act or an act that is against and adverse to the mission or goals set by the Organization.
- e) is dismissed in accordance to article 25.2 of the present regulations

25.2 A Director may be removed by a majority vote of the members at a special meeting or the general meeting of members.

The Board has the authority to cancel, suspend or expel a member of his organization who is a Board member in accordance with Articles 25.1 a), c), d), e)

The Board may also remove a Board member under Article 25.1.b) of this Regulation.

25.3 Right to appeal a decision

If a person disagrees with a decision of the Board of Directors concerning a suspension or expulsion, this person may appeal the decision at a special general meeting.

25.4 Right of speech and notice of discussion

A member who is to be the subject of a discussion, a decision of suspension or of expulsion, must be informed of the date and location of the meeting, and has the right to speak to the Board of directors before they take a decision. A member who is suspended or expelled must be informed of their right to appeal this decision.

Article 26 DIRECTOR COMPENSATION (former article 27)

The Board members shall carry out their mandates free of charge and are not paid. While the Board members are indeed working in a context of volunteering, they have the right to the reimbursement of certain reasonable expenses incurred in the course of their duties for the services rendered to the Organization, provided that these expenditures are in line with the internal policies of the Organization, provided and have been previously approved by resolution during a meeting of the Board of Directors. Supportive documentation should be presented to the Treasurer and found in the Organization's accounting books.

Article 27 CONFLICTS OF INTEREST

No Board Member, employee or volunteer may confound the good of the Organization with his own nor use to his benefit or the benefit of a third party, the organization's property or information he obtains by reason of his duties, unless that it is expressly and specifically authorized to do so by members of the organization.

Each Board Member shall avoid placing himself in a conflict between his personal interest and his obligations as an administrator of the organization. He/she must disclose without delay to the organization any interest in a company or association likely to place him in a situation of conflict of interest and declare the potential nature and value of this conflict.

All administrators must sign and respect the conditions outlined in CPMH's 'Agreement of confidentiality and declaration of conflict of interest' document

CHAPTER V

MEETINGS OF THE BOARD OF DIRECTORS

Article 28 GENERAL POWERS

The Board of Directors has full rights as allowed under the laws for administrating Organization business. If so desired, it can appoint committees or subcommittees made up of members of the Board of Directors active members, and/or volunteers, and grant them powers that it deems useful while assuring that these powers can be legally delegated.

In addition to the powers that have been expressly conferred upon it under these general regulations, the Board of Directors may exercise any other power in the Organization and carry out any other action that the Law or said general regulations do not attribute to the general meeting of Organization members.

Article 29 DUTIES OF DIRECTORS

A Board member shall act with prudence and diligence, care, honesty and loyalty in the best interest of the organization.

The Board is elected to manage the affairs of the organization.

To this objective:

- a) It can give an internal structure by appointing among the Board members elected a President, Vice President, sSecretary and TTreasurer;
- b) It can perform all actions necessary and useful to the goals and mission of the organization in accordance with the Law , the General Regulations and adopt resolutions that are needed to accomplish these goals and Mission;
- c) Without deviating from the above, the Board of Directors is expressly authorized at any time to buy, lease or acquire goods in any capacity; movable and immovable property, real, personal or mixed, as, for the price and on such terms and conditions as it considers just.
- d) It can make decisions about employee hiring, contract staff, purchases and expenses, contracts and obligations it has the right to authorize.
- e) Prepares and submits an annual budget at the Annual General Meeting of members.
- f) It shall determine the conditions of admission of members in accordance with the General Regulations.
- g) Ensures that the regulations and Organization policies are implemented and enforced.
- h) It can hire staff for the general management of the organization and delegate all powers and duties as it deems useful to delegate, except those exclusively reserved to the Board by law.
- i) It shall annually conduct an evaluation of the General Director in office;
- j) The Board may invite any person whose participation is deemed useful to sit EX OFFICIO at various meetings in an advisory capacity only.
- k) For all written requests submitted by a member, a response or a notice of reception must be issued in the 60 days following and if necessary, the request will be discussed during the following meeting of Board members

Article 30 ADMINISTRATORS AND DELEGATION OF POWERS

All Board members assist and advise the other members of the Board of Directors. They participate in all decisions of the Board of Directors and carry out all mandates given to them.

The Organization may hire permanent or contractual staff to fulfill its mandates *through delegation by the Board of Directors*.

The Board of Directors is responsible, if applicable, for hiring, laying off, evaluating and applying disciplinary measures if necessary to the general management, and also defines the working conditions for all personnel paid by the Organization.

Article 31 DIRECTOR GENERAL

Upon invitation, management shall act as person of resource for the Organization, Boards of Directors, and the Executive Committee and other ad-hoc committees. It provides recommendations and regularly participates in all meetings, receiving the powers of delegation allowed under the law, authorized by the Board of Directors, it carries out all mandates given to it, and prepares reports each time requested or required as part of its mission.

Article 32 MEETINGS OF THE BOARD OF DIRECTORS

Meetings of the Board of Directors shall be held regularly as often as deemed necessary by the Board of Directors, with a minimum number of six (6) meetings a year. It sets the dates and locations of the meetings at its convenience, and notice of meeting preferably in writing, or using any other available means of communication, must be addressed to each Board member-member at least five (5) days before the meeting is held, based on the contact information on the mailing list for the Board members.

An exception to the rule is the meeting of the Board of Directors that must be held within seven (7) days following the annual general meeting, which can be convened following this said meeting Article

In the event of an emergency or immediate need deemed relevant by the President of the Board of Directors, Board of Director meetings may also be held without notice provided that members waive the notice thereof in the minutes at the beginning of the meeting.

The very presence of Board members at an emergency meeting of the Board of Directors is tantamount to the tacit acceptance of the notice of waiver to hold this meeting.

ARTICLE 33 QUORUM

Quorum of any meeting of the Board of Directors is set at five (5) members of the Board of Directors

Should there be a failure to reach quorum, the Board members present may adjourn the meeting by a simple majority vote of the members in attendance after a period of thirty (30) minutes have passed the time set for the start of the meeting and set up a new meeting within the following thirty (30) days.

Should a quorum not be reached, the Board members may however decide to hold the meeting and deal with the items on the agenda for current affairs, but without holding a vote or election, nor making duly validated resolutions in the absence of a quorum.

Any Board Member can be considered validly present by their presence on the phone, computer connection or other means should the other Board members consent.

Article 34 VOTING

Each Board member has the right to a single vote, and all resolutions are adopted by simple majority vote. Should there be a tie, the President may conduct a second election or vote, or cast the deciding vote.

On request of the President of the Board, a resolution may be validly enacted by electronic message should all Board Members vote and that the vote is unanimous. In the event that the vote is not unanimous, the resolution may be resubmitted for discussion and voted at a future meeting of the Board

Article 35 MINUTES

Minutes must be kept of the Board of Directors meeting and possible committees and stored at the registry of the Organization, and with the Secretary. Copies of the adopted resolutions must be given to all Board members of the Organization.

Copies or excerpts, or resolutions in the minutes of the Board of Directors shall not be distributed without the prior approval of the members of the Board of Directors.

CHAPTER V

EXECUTIVE COMMITTEE AND OFFICERS

Article 36 COMPOSITION AND ELECTION

For its first meeting following the annual general meeting, and within the period stipulated in Article (32), the Board of Directors shall choose from its Board members at least a President, a Secretary and a Treasurer, and potentially a Vice President to form the Executive

Committee of the Board of Directors, in which the office of the Organization's general management automatically takes part.

The Executive Committee shall meet each time it is deemed necessary at the request of the President or General Management, and has the essential role of preparing for the next meetings and manage current or urgent business of the Organization. General Management also attends upon invitation in a consulting capacity.

Article 37 PRESIDENT AND VICE PRESIDENT

37.1 The President is the director and executive guarantor of the Organization, or, in his absence or incapacity, the Vice-President, and shall preside over all meetings of members of the Organization as well as all meetings of the Board of Directors and Executive Committee. In general, he monitors and manages all Organization business.

In the event of absence, incapacity or refusal to act on the part of the President and Vice-President, the Board of Directors should appoint one of its members to the position of meeting chair.

37.2 The meeting chair for all meetings of the members of the Organization or the Board of Directors can conduct a second vote or deciding vote for any issue.

37.3 The President is an ex-officio member of all committees except for the Nomination Committee.

37.4 In the event of absence or incapacity of the President, the Vice-President shall carry out all duties and exert all powers of the president and fulfill any other duty that shall be assigned from time to time by the Board of Directors.

Article 38 SECRETARY

The Secretary is responsible for:

- a) Keeping the minutes and resolutions of meetings of members and the Board of Directors in the Organization registers.
- b) Providing or having someone provide all notices stipulated by the general regulations and by the Law.
- c) Keep all books, reports, certificates and other documents and registers that the Organization is legally required to keep and produce.
- d) Fulfill all duties that are part of his responsibilities as well as any other duty that could be given to him by the Board of Directors.

Article 39 TREASURER

The Treasurer must:

- a) Ensure that the funds, securities, books, supporting documents and other documents of the Organization other than those that fall under the responsibility of the Secretary, are secured. He must also ensure that the funds and securities are deposited on behalf of the Organization at any bank, trust company or other deposit institution that the Board members may choose.
- b) Regularly submit a cash flow statement showing fund debits and credits as well as any information related to the Organization's financial situation that the Board members may require.
- c) Submit an audited and detailed report of the financial statements of the Organization during the Board of Directors meeting prior to the annual meeting of members as well as any other audited or other report that the Board of Directors may require.
- d) Receive and provide receipts for all sums due to or by the Organization, from any source whatsoever, or oversee these tasks when they are delegated.
- e) In general, fulfill all duties that are part of his responsibilities as well as any other duty that could be given to him by the Board of Directors.

Article 40 SIGNING BANK NOTES AND DOCUMENTS

All cheques, documents or other bank notes requiring the signature of the Organization are signed jointly by two (2) appointed Board members and/or the general management. The Board of Directors reserves the right to authorize a single signatory for all transactions including electronic use of a maximum pre-set amount every financial year by resolution of this Board of Directors.

CHAPTER VI

OTHER GENERAL PROVISIONS

Article 41 FINANCIAL YEAR FINANCIER

The Organization's financial year ends on March 31 of each year or at any other date as required and set by the Board of Directors.

Article 42 AUDITOR

The external and independent auditor(s) for the Organization accounts are annually appointed during the annual meeting. No Board member or Officer of the Organization is eligible to carry out this function.

Article 43 INTERPRETATION

As part of these regulations and for all other documents that the Organization may adopt, the terms using the masculine gender also encompass the feminine and vice versa.

Article 44 RESERVE FUND

A permanent reserve fund is established for the Organization, which, over the years, shall be equivalent to one (1) month of the operating budget to be used only in the case of a serious and urgent lack of funds and/or to develop additional services.

The cumulated annual interest shall be added to the initial Reserve Fund deposited in a separate bank account from the current accounts of the Organization.

The decision to use part or the entire reserve fund shall be approved by unanimous resolution of the Board of Directors.

Article 45 DISSOLUTION

The Organization can only be dissolved by a vote of *50% plus one (Corporate Act QC #28) of the active members* in good standing with the Organization, during an extraordinary general meeting convened for this purpose, with a notice of thirty (30) calendar days given to each member in good standing.

If dissolution is voted in, the Board of Directors must complete with the competent authorities any formalities stipulated under the law *within the time required*.

In the event of the dissolution of the Organization, all its property shall be given as a priority to a local and/or regional community organization with similar objectives. Should no such organization be available, the property shall be given to any other local community organization according to the needs.

Article 46 REGULATIONS

These regulations constitute a contract between the organization and its members, and between the members themselves. All parties involved shall be deemed to have notice of this.