



GENERAL REGULATIONS

1. GENERAL PROVISIONS

1.1. Definitions and interpretation

Unless otherwise expressly provided or the context otherwise requires, in these by-laws:

"Incorporation" means the memorandum of agreements, letters patent, supplementary letters patent of the corporation, by-laws adopted pursuant to sections 21 and 87 of the Act and notices under section 32;

"Directors" means the members of the Board of Directors;

"Officers" means the President, Vice-President and Secretary-Treasurer of the legal person;

"Act" means the Companies Act (R.S.Q., c. C-38), as amended from time to time;

"Legal Person" means the Laval Youth Center Foundation;

"By-laws" means these by-laws and all other by-laws of the legal person in force from time to time.

The By-laws of the corporation shall be interpreted in accordance with Part III of the Act.

Words and expressions defined in the Act have the same meaning for the purposes of this by-law.

Words importing the singular number include the plural and vice versa, and words importing the masculine gender include the feminine and vice versa.

In the event of any inconsistency between the Act, the Constitution and the By-laws,

the Act shall prevail over the Constitution and the By-laws and the Constitution shall prevail over the By-laws.

The headings used in the By-laws are for reference purposes only and are not to be considered in interpreting the terms or provisions of the By-laws.

Where the By-laws confer discretionary power on the directors, such power may be exercised as and when deemed appropriate in the best interests of the corporation.

1.2. Head office

The Board of Directors, by resolution, fixes the address of the head office of the legal entity within the area indicated in the Letters Patent.

1.3. Corporate seal

The Board of Directors may, at its discretion, adopt a corporate seal.

1.4. Aims and objectives of the legal entity

For purely social purposes and with no intention of financial gain for its members, to collect and manage donations, charitable bequests, grants and other contributions made to the Laval Youth Center.

2. MEMBERS OF THE LEGAL ENTITY

2.1. Qualifications required

A member is any person accepted by the Board of Directors whose occupation, profession, training, experience, dedication or sense of responsibility can be deemed to make him or her suitable to contribute to the achievement of the aims and objectives of the Corporate Entity.

2.2. Members' activities

All members of the Corporate Entity agree and undertake to the best of their ability to participate in the activities of the Corporate Entity and to promote its aims and philosophy. All members must undergo a criminal background check prior to appointment by the Board of Directors. The potential member must authorize this check in writing. Only the President is informed of the results.

2.3. Resignation

Any member may resign by giving written notice to that effect to the Secretary-Treasurer. Resignations will take effect upon receipt.

2.4. Withdrawal and expulsion

The Board of Directors may, by duly adopted resolution:

- a) notify in writing all persons who have lost interest or no longer have an interest in the legal entity that they are no longer members of the legal entity;
- b) expel from the corporate entity any member whose conduct or activities are deemed harmful or incompatible with its interests or objectives.

The decision of the Board of Directors is final and without appeal.

3. MEMBERS' ASSEMBLIES

3.1. Annual General Assembly

At the end of each fiscal year, an annual assembly of members must be held at a date, time and place to be determined by the Board of Directors. The purpose of the assembly is to review the financial statements and elect the directors of the legal entity.

3.2. Special assembly

- 3.3. A special assembly of members may be called at any time by the President or the Board of Directors by written notice specifying the purpose and objectives of such special assembly.

3.4. Notice of convocation

Any meeting of members will be convened by written notice stating the date, time, place and purpose of the meeting. In the event of a special meeting, the notice shall specify the business to be transacted.

The notice period for any meeting shall be at least ten (10) days, except in cases of emergency, when it may be as short as 48 hours. The presence of a member at any meeting shall cover the failure to give notice with respect to that member.

Irregularities in the notice of meeting or in the sending thereof, the accidental omission to give such notice, or the non-receipt thereof by any member, shall in no way affect the validity of proceedings at any meeting.

3.5. Quorum

A majority (50% plus one) of members in good standing constitutes a quorum for any annual or special meeting of members.

3.6. Voting rights

At any meeting of members, all members shall be entitled to vote, each member being entitled to only one vote. Proxy votes are not valid.

At all meetings, votes are taken by open ballot or, at the request of a member, by secret ballot. Questions submitted are decided by a majority of the votes cast by the members present. In the event of a tie, the Chairman has a second or casting vote.

3.7. Meeting-equivalent resolution

A resolution, by-law or decision approved in writing by all members is as valid and legal as if it had been adopted at a regular meeting of members, and any minutes of a meeting adopted by all members are valid and legal for all purposes as if the meeting had been duly convened and held.

4. BOARD OF DIRECTORS

4.1. Composition

The affairs of the Corporation shall be administered by a Board of Directors composed of eleven (11) members elected by the Members' Assembly in accordance with the provisions of the present by-law. One (1) position will be reserved for a representative of CISSS de Laval General Administration.

4.2. Eligibility criteria

Anyone who is a member in good standing of the legal entity at the time of the annual general meeting of members is eligible to sit on the Board of Directors.

4.3. Term of office

Each member of the Board of Directors shall take office at the close of the meeting at which he is appointed or elected. He shall remain in office until the next Annual General Assembly or until his successor has been appointed or elected, unless in the meantime he has resigned or has been removed or expelled in accordance with these by-laws.

4.4. Election

Members of the Board of Directors are elected each year by the membership at the Annual General Assembly. Any member retiring from office is eligible for re-election.

Any vacancy occurring in the Board of Directors, for whatever reason, may be filled by the Board members remaining in office, by resolution, for the unexpired period of the term for which the Board member thus ceasing to hold office had been elected or appointed.

4.5. Compensation

Members of the Board of Directors, whether officers or directors, will not be remunerated for their services, but travel and entertainment expenses incurred in the performance of their duties or on behalf of the corporate entity will be reimbursed upon request in accordance with the policy in effect at the Quebec Ministry of Health and Social Services.

4.6. Powers of the Board of Director

The Board of Directors administers the affairs of the Legal Entity and exercises all its powers, except those specifically vested in the Annual General Assembly by law. By way of illustration, the principal powers and responsibilities of the Board are :

- a) To administer the affairs of the Legal Entity and to enter into, in its name, any contract permitted by the Act;
- b) To perform all acts necessary for the realization of the objects of the Legal Entity as described in the Memorandum of Association and, if necessary, to adopt the resolutions required for their realization;
- c) To raise the funds necessary for the proper operation of the Legal Entity;
- d) To purchase or lease the movable and immovable property necessary for the operation of the Legal Entity;
- e) Designate authorized signatories for the signing of cheques, bills of exchange, commercial paper, electronic transactions and other bank instruments;
- f) Hire the corporate entity's liaison officer, and determine his or her salary and dismissal;
- g) Approve the financial statements and budget estimates to be presented at the annual assembly;
- h) To convene the members to any meeting of the Corporate Entity, and to determine the place, date, time and agenda to be proposed;
- i) Form any committee it deems necessary and give them any mandate to assist it in carrying out its responsibilities;
- j) Authorize expenses to be incurred for the purposes of the Corporation's activities.

5. BOARD MEETINGS

5.1. Meeting dates

The directors will meet as often as necessary.

5.2. Convocation

Board meetings are convened either by the Chairman or at the written request of the majority of Board members. Meetings are held at a location designated by the Chairman.

5.3. Notice of convocation

A notice specifying the date, time, place and business to be transacted at the meeting must be sent by e-mail or mail or delivered to each director at least 10 (ten) days prior to the meeting. In the event of an emergency, this period shall

be at least forty-eight (48) hours. If all members are present at a meeting or consent in writing, any meeting may be held without prior notice.

5.4. Participation by communication media

A director may participate in a meeting of the directors by means of a communications medium that permits all persons participating in the meeting to communicate with each other and, as a result, a director is deemed to be present at that meeting. Directors may hold a board meeting by means of a conference call.

5.5. Quorum

Une majorité (50% plus un) des membres en exercice du conseil d'administration devra être présente à chaque réunion pour constituer le quorum requis pour la réunion.

5.6. Vote

All matters are decided by majority vote, with each Board member entitled to one vote. The Chairman, or where applicable the Vice-Chairman, has the casting vote in the event of a tie.

5.7. Decision equivalent to a meeting

A resolution, by-law or decision approved in writing by all the directors is as valid and legal as if it had been adopted at a regular meeting of the Board of Directors, and any minutes of a meeting adopted by all the directors are legal and valid for all purposes as if the meeting had been duly called and regularly held.

6. THE OFFICERS

6.1. Designation

The officers of the Corporation shall be the President, Vice-President and Secretary-Treasurer.

6.2. Election

The Board of Directors shall, at its first meeting following the Annual General Meeting of members, and subsequently as circumstances require, elect from among its members the officers of the Legal Entity.

6.3. Compensation

Officers will not be remunerated for their services, but their travel and entertainment expenses will be reimbursed on request in accordance with the policy in effect at the Quebec Ministry of Health and Social Services.

6.4. President

The President is the officer who presides at all meetings of the Board of Directors and the members. The president ensures that the decisions of the Board of Directors are carried out, signs all documents requiring his or her signature, and exercises all powers that may be assigned to him or her from time to time by the Board of Directors. He is also generally responsible for the corporate entity's external relations.

6.5. Vice-president

In the event of the Chairman's absence or inability to act, the Vice-Chairman replaces him and exercises all his powers and duties.

6.6. Secretary-treasurer

The secretary-treasurer attends all meetings of the members and of the Board of Directors, and performs all other duties assigned to him by these by-laws or by the Board of Directors. He is custodian of the corporate seal, minute book and all other corporate records.

He is in charge of the corporate entity's funds and accounting records. He keeps an accurate record of the assets and liabilities, receipts and disbursements of the Legal Entity in a book or books appropriate for this purpose. He deposits the corporate entity's funds in a financial institution determined by the Board of Directors. At each Annual General Meeting, he files the financial report for the previous year and any other report required by the Board of Directors.

6.7. Powers

The officers have all the powers and assume all the responsibilities traditionally associated with their position, subject to any provisions of the Act, the Articles, the By-laws and any resolution of the Board of Directors.

6.8. Delegation of powers

In the event of the absence, incapacity or refusal to act of any officer of the Legal Entity or for any reason the Board of Directors deems sufficient, the Board of Directors may delegate, for the time necessary, all or part of the powers of such officer to another officer or director.

6.9. Resignation and dismissal

Any officer may resign at any time by delivering a written resignation to the Board of Directors. Any officer may be removed at any time by a resolution passed by two-thirds of the directors.

If any office becomes vacant, the Board of Directors may, by resolution, appoint another person to fill such vacancy, and such officer shall hold office for the unexpired term of the officer so replaced.

7. COMPENSATION

7.1. Limitation of liability

Every director of the Legal Entity, their successors or assigns shall at all times be indemnified out of the funds of the Legal Entity against all costs, charges and expenses whatsoever which he sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of their office, and also for all other costs, charges and expenses whatsoever which they sustain or incur in or about or in relation to any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of their office, and also for all other costs, charges and expenses which they sustain or incur in or about or in relation to the execution of the duties of their office, matter or thing done or permitted by them in or about the execution of the duties of their office and also for all other costs, charges and expenses sustained or incurred by them in, about or in relation to the affairs of their office, except such costs, charges and expenses as are occasioned by their own wilful neglect or default.

7.2. Compensation

Without limiting the generality of the foregoing, the persons referred to in paragraph 7.1 may claim from the Legal Entity compensation for their costs and expenses incurred as a result of civil, criminal or administrative actions to which they were a party by reason of their duties if they acted honestly and in good faith with a view to the best interests of the Legal Entity and had good reason to believe that their conduct was in compliance with the Act.

7.3. Directors' and officers' insurance

The Legal Entity shall maintain for the benefit of the persons referred to in paragraph 7.1, with the exception of liability arising from failure to act honestly and in good faith with a view to the best interests of the Legal Entity.

8. FINANCIAL PROVISIONS

8.1. Financial year

The Corporation's financial year ends on December 31 of each year.

8.2. Books and accounting

The Board of Directors shall cause the secretary-treasurer, or under his supervision, to keep the books of account of the Legal Entity in which shall be entered all funds received or disbursed from the Legal Entity, all property held, and all debts or obligations, as well as the financial transactions of the Legal Entity. The books of account of the Legal Entity shall be kept at its registered office.

The minute book and contractual or other documents will be kept at the registered office of the Legal Entity.

8.3. Verification

Les livres et les états financiers de la Personne morale 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.

8.4. Bank bills

All cheques, bills, electronic transactions and bank instruments of the Legal Entity shall be signed by such persons as may be designated for that purpose by the Board of Directors.

8.5. Contracts

Contracts and other documents requiring the signature of the Legal Entity shall be approved in advance by the Board of Directors and, upon such approval, shall be signed by the President or Vice-President and by the secretary-treasurer.

9. ADOPTION, REPEAL AND AMENDMENT OF BY-LAWS

The Board of Directors may, from time to time, adopt new by-laws or repeal or amend the present by-laws. The by-laws so adopted, repealed or amended must conform to the Letters Patent of the Legal Entity.

Any amendment to the by-laws of the Legal Entity must be passed by a majority vote of the members of the Board of Directors and duly endorsed at an annual general assembly or a special assembly duly called for that purpose.

10. ENTRY INTO EFFECT

The present by-law replaces by-law number 1 of the Laval Youth Center Foundation duly adopted at a meeting of the directors held on September 16, 1996 and approved by a majority of the members present at an annual general meeting convened for this purpose and held on September 16, 1996.

The present by-law comes into force on the day of its ratification by the members, in accordance with the provisions of the Act.

PASSED by the Board of Directors on October 13th, 2021



Danièle Dulude
Presidente