

**ORDINARY RESOLUTION FOR REVISIONS TO EXISTING BY-LAWS AS REGISTERED UNDER
THE CANADA NOT-FOR-PROFIT CORPORATIONS ACT.**

The Canada Not-for-profit Corporations Act (NFP Act) came into force on October 17, 2011 and replaced the legislation previously governing the Corporation (McGregor Lake Association).

Articles of Continuance were filed in 2013 to continue as a federal incorporation, containing the following:

1. That the corporation be known as Association du lac McGregor Lake Association
2. That there are a minimum of 12 and a maximum of 18 Directors
3. That the statement of purpose be

"To promote and encourage interest in the protection of McGregor Lake and its surrounding environment, including the relevant watershed, for the continued benefit of the members and their properties; to collaborate with organizations and government authorities and agencies that share a similar purpose in the betterment of said area; to promote better relations and understanding among the residents and property owners of said area and generally to further the common interests of the members."

4. That there be only one class of members, and
5. That upon liquidation of the association, after discharge of liabilities, that any remaining property be distributed to one or more not-for-profit organizations sharing a similar purpose to that of the association.

By-laws were also filed with Corporations Canada as reproduced below, with proposed amendments in **bold**.

Members are asked to consider, and approve, with or without variation, the following Ordinary Resolution. Approval of an Ordinary Resolution requires a simple majority affirmative vote of the voting members present.

WHEREAS the Corporation is currently governed under the Canada Not-for-profit Corporations Act; **AND WHEREAS** for reasons of simplicity of communication, and membership information and inclusion, the following by-law amendments are presented;

BE IT RESOLVED THAT:

1. The Corporation is authorized to amend by-laws as shown in **bold** to simplify day-to-day board management of the Corporation:

A by-law relating generally to the conduct
of the affairs of

Association du lac McGregor Lake Association

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definition

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Execution of Documents

As authorized by the board, deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

4. Financial Year

The financial year end of the Corporation shall be December 31 in each year.

5. Borrowing Powers

If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the corporation may from time to time:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation; and

- iii. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the corporation.

6. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, provide copies to members at the Annual General Meeting and, in addition, any member may, on request, obtain a copy of the annual financial statement free of charge by prepaid mail.

7. Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals who have properties on the lake or have access to the lake by virtue of property ownership adjacent to the lake and are interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

8. Membership Transferability

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

9. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by electronic or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

10. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 10% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

11. Membership Dues

Members shall be notified by electronic or other communication facility of the membership dues at any time payable by them and, if any are not paid within three (3) calendar months of the membership renewal notice the members in default shall automatically cease to be members of the Corporation. ~~If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.~~

12. Termination of Membership

A membership in the Corporation is terminated when:

- a. a member resigns;
- b. a member fails to pay membership dues, in accordance with paragraph 11 above; or
- c. the Corporation is liquidated and dissolved under the Act.

13. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

14. Proposals Nominating Directors at Annual Members' Meetings

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors, if the proposal is supported by not less than 50% plus one (1) of members present at the meeting at which the proposal is presented. Only members may be nominated for election.

The board of directors may, by resolution of the board, add one or more directors during a term up to the maximum authorized under Article 23.

15. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

16. Place of Members' Meeting

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within reasonable proximity to McGregor Lake, Val-des-Monts, Quebec as determined by the board.

17. Persons Entitled to be Present at Members' Meetings

Members, non-members, directors and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

18. Chair of Members' Meetings

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

19. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 10 percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

20. Votes to Govern at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a

show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

21. Participation by Electronic Means at Members' Meetings

Participation at meetings of members may not be by telephone, or by an electronic or other remote communication facility ***other than when a meeting is held entirely by that communication facility as authorized in Article 22.***

22. Members' Meeting Held Entirely in Person or by Electronic Means

Meetings of members may ~~not~~ be held entirely **in person or** by telephone, or an electronic or other communication facility.

23. Number of Directors

The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution.

The board of directors may, by resolution of the board, determine the number of directors.

24. Term of Office of Directors

The directors shall be elected to hold office for an **annual** term expiring not later than the close of the next annual meeting of members following the election. ***During a term, where a director fails to attend 3 meetings of the board of directors, having been notified of said meetings in accordance with Article 26 and having failed to advise the Chair of such absences, the board of directors may remove that director, by resolution of the board.***

25. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time. If the Corporation has only one director, that director may call and constitute a meeting.

26. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director and officer of the Corporation not less than 10 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors and officers are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

27. Votes to Govern at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

28. Committees of the Board of Directors

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such

committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

29. Appointment of Officers

The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

30. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

31. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.