

LAC NOTRE-DAME AND USHER LAKE ASSOCIATION

CONSTITUTION

Preamble:

The Lac Notre-Dame and Usher Lake Association was incorporated by letters patent issued by the Province of Quebec under Part III of the Corporations Act, Laws of Quebec, c.C-38 on September 29, 2004 under the serial number 1162516299. The mission of the Association is to promote, protect and preserve the quality of Lac Notre Dame and Usher Lake (the "**Lakes**") and the watershed environment of the Lakes to ensure their continued use and enjoyment by all.

Article 1. Name

The Association shall be called Association des Lacs Notre-Dame et Usher/ Lac Notre-Dame and Usher Lake Association (the "**Association**").

Article 2. Mission/Objectives

The Objectives and mandate of the Association are as follows:

- (a) to establish and operate a not for profit association for the benefit of members who are owners or users of property on or in the vicinity of the Lakes for the purpose of monitoring water quality and conditions affecting the environment of the Lakes and to contribute to the maintenance and enhancement of the well being of the local environment and the quality of life on the Lakes for both seasonal and permanent residents;
- (b) to acquire a thorough knowledge of the Lakes and their systems and associated watersheds for the purpose of promoting their continued protection and preservation;
- (c) to foster awareness of the importance and techniques for maintaining and improving the quality of the Lakes and to provide a forum for the sharing of information and experiences on scientific, administrative, legal, and financial aspects of lake, wetland, and watershed management;
- (d) to monitor all factors that could have a negative impact on the water

quality of the Lakes and to implement measures designed to maintain and improve the environment of the Lakes and their watershed;

- (e) to organize and promote social, educational and fund-raising activities that will benefit the quality of the Lakes, the watershed environment of the Lakes and/or the Association and users of the Lakes;
- (f) to foster the development of lake restoration and protection programs in accordance with appropriate management strategies and techniques;
- (g) to communicate with and solicit the assistance and participation of government and private agencies on behalf of the members as required in furtherance of the mission and Objectives of the Association;
- (h) to receive real or personal property, grants, donations, inheritances, and other monetary contributions of a similar nature (collectively, "Donations") and to administer these Donations, to organize fund-raising activities for the purpose of achieving the Objectives of the Association;
- (i) generally, to pursue the achievement of the Objectives of the Association.

Article 3. Jurisdiction

The Association is not affiliated with any other organization or association in or around the Lakes. The Association is empowered to collaborate with other lake associations and to join organizations of lake associations committed to the pursuit of goals similar to the Objectives of the Association. The Association shall be non-partisan, non-sectarian, and shall abstain from any affiliations or endorsements of candidates for public office. The Association shall be representative of the members on or in the vicinity of the Lakes including within the watershed of the Lakes in the Municipality of La Peche, in the Province of Quebec in respect of the pursuit of the Objectives of the Association.

Article 4. Membership

Membership is open to all persons 18 years of age or older who are owners, occupants or tenants of a residence, cottage or property located on or in the vicinity of the Lakes, including the watershed of the Lakes, and who have paid the annual membership fee. Each membership carries with it the right to vote at any duly convened meeting of members, but there shall not be more than two votes per property cast on any matter. Multiple owners or occupants of a property, or owners of multiple properties may subscribe for and pay membership fees for each person who otherwise qualifies for membership, but in no event shall there be more than two votes per property or multiple

properties owned by the same person or related group of persons cast on any matter irrespective of the number of members using the property or the number of properties owned by such person or related group of persons. Rules and regulations regarding membership shall be contained in the By-Laws of the Association. A "member in good standing" of the Association is one who meets the qualifications for membership, has paid the annual membership fee as prescribed by the Board of Directors, and is qualified to vote on any matter of the Association.

Article 5. Annual and other General Meetings

An Annual General Meeting ("AGM") of the members shall be held every year on a date to be fixed and announced in advance by the Board of Directors. The purpose of this meeting is to receive reports, elect Directors, and to transact any other business relating to the affairs of the Association as determined by the chairperson of the AGM. Other meetings of the Association may be convened, and all meetings of the Association shall be conducted in accordance with the rules and procedures set out in the By-Laws of the Association. Ten members in good standing may, in accordance with the By-Laws of the Association, petition the Board of Directors to call a meeting, and in the event of failure of the Board of Directors to convene the meeting within 70 days, the petitioning members may call and hold a meeting of the members.

Article 6. Board of Directors and Officers

6.1 The affairs of the Association shall be managed and administered by a Board of Directors (hereafter "**Board**") consisting of seven Directors who appropriately represent the various sectors around Lac Notre-Dame, including at least one representative from Usher Lake. A Director must be a member in good standing of the Association. All members in good standing of the Association who are registered property owners, or full-time residents, or spouses of registered property owners or full time residents, are eligible for election to the Board. A Director's term of office shall be two years, but no Director may serve for more than three consecutive terms.

6.2 The Board shall consist of the following officers: the President, the past President (if there is one, and if not, a Director-at-Large), a Vice President, the Secretary, the Treasurer, and the remaining persons shall be Directors-at-Large (representing to the extent possible different sectors of the Lakes). The President, Secretary, and Treasurer shall also comprise the Association's Executive Committee. The Board shall appoint the Officers from its members.

6.3 The Board shall be empowered to:

- (a) transact all business relating to the operation of the Association;

- (b) develop and amend By-Laws required from time to time for the efficient operation of the Association;
- (c) authorize expenditures governing the distribution of Association funds;
- (d) develop initiatives and special projects in pursuit of the Association's Objectives as stated in this Constitution, including fund-raising activities to pay for the implementation of such initiatives and projects;
- (e) establish annual membership fees;
- (f) establish such standing or ad hoc committees as may be required for the purpose of achieving the Objectives of the Association.

6.4 Between Annual General Meetings, the general management and administration of the affairs, funds and property of the Association shall be vested in the Directors, the conduct of such management and administration being subject to the provisions and intent of the Constitution and By-Laws. Between meetings of the Board, the affairs of the Association shall be conducted by the Executive Committee, subject to the directives of the Board and subject to the provisions and intent of the Constitution and By-Laws. Decisions of the Executive Committee shall be in writing and submitted to the Board for ratification.

6.5 The Board shall make every reasonable effort to meet at least three times per year.

6.6 By-laws passed by the Board shall not be effective unless and until ratified by a two-thirds (67%) majority vote of the members in good standing of the Association who are present or represented by proxy at any duly convened AGM or special meeting provided that notice of the proposed By-law or amendment has been mailed or delivered to the last known address or coordinates of each member at least twenty-one (21) days prior to the date of such meeting.

Article 7. Duties of Officers and Directors

7.1 The duties and governances of the Directors and Officers shall be set out in the By-Laws of the Association. The Directors, generally, shall strive to achieve the Objectives of the Association. Each Director shall act upon the business of the Board in a thoughtful, conscientious, financially responsible and transparent manner. Directors are expected to take an active role in the promotion and development of the Objectives of the Association. Each Director, excluding the President and Vice President, shall serve as a

liaison for a specific area of the Lakes, and his/her responsibilities shall include coordinating activities and communications between the Association and its members of the sector he/she represents.

7.2 Every Director shall make every reasonable effort to attend meetings of the Board and of the Association, and must attend at least two Board meetings annually.

Article 8. Indemnification

All Directors and Officers of the Association and their heirs, executors, administrators and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds and assets of the Association for the acts of such Directors and Officers within the scope of the authority and powers granted to such persons as provided in the By-Laws, and the Association shall take out and maintain insurance coverages as determined by the Board from time to time in this regard.

Article 9. Financial Year

9.1 The financial year of the Association shall commence August 1 and end July 31 in every calendar year.

9.2 There must be an annual statement and report of the financial operation of the Association either by a chartered accountant or by signed statement of the Treasurer supported by two signatures of members of the Board.

Article 10. Amendments and Dissolution

This Constitution may be amended by a three-quarters majority (75%) vote of all registered members in good standing of the Association at any duly convened AGM or special meeting provided that notice of the proposed amendment has been mailed or delivered to the last known address or coordinates of each member at least twenty-one (21) days prior to the date of such meeting. The Association may be dissolved by a ninety (90%) vote of all registered members in good standing of the Association at any duly convened AGM or special meeting provided that notice of the proposed dissolution has been mailed or delivered to the last known address or coordinates of each member at least twenty-one (21) days prior to the date of such meeting. Upon dissolution of the Association and after payment of all debts and liabilities, its remaining property and assets shall be distributed and disposed of to lake associations or organizations which have objectives compatible with the Objectives of the Association.