

Annual and Special General Meeting

MINUTES

of the members of the Society
held at Hotel Saskatchewan on June 8, 2018 at 4:00 pm.

ATTENDING MEMBERS: Schedule attached. QUORUM

In accordance with the general by-laws of the Society, the quorum was met and the meeting declared regularly constituted. CHAIRMAN AND SECRETARY

Lois-Anne Brebner was appointed Chairman of the meeting and Terrence Hutchinson, Secretary of the meeting.

NOTICE

The notice of the meeting, duly sent to all the members of the Society, was read and the Secretary is instructed to insert such notice in the minute book of the Society, immediately before the minutes of this meeting.

ANNUAL REPORT

Lois-Anne Brebner delivered the Annual Report of the activities of the Society for the past year.

FINANCIAL STATEMENTS

Barry Wilson presented the Financial Statements for the 2017 fiscal year.

APPOINTMENT OF AUDITORS

Moved by Barry Wilson and seconded by Stan Thompson that Raymond, Chabot, Grant Thornton be appointed auditors for the next fiscal year.

ELECTION OF DIRECTORS

Moved by Gerry Armstrong, seconded by Bill Podolsky that the following slate of Directors be nominated:

John Birdgeneau, Lois-Anne Brebner, David Conway, Carol Fitzwilliam, Terrence Hutchinson, Twyla Laakso, Neil McClughan, Paul Reimer, Stan Thompson, Barry Wilson.

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By show of hands, the nominees were elected unanimously. The Chairman declared the foregoing persons to have been elected directors of the Corporation for the ensuing year or until their successors are elected or appointed or they otherwise cease to hold office.

APPROVAL OF BY-LAW N° 1 - 2018 CONCERNING THE AMENDMENT OF THE NUMBER OF DIRECTORS

WHEREAS as the date hereof, the number of directors registered in the Letters Patent of the Society is seven (7);

WHEREAS it is in the interest of the Society to increase the number of directors registered in the letters patent to ten (10), in accordance with the provisions of section 87 of the Companies Act (Quebec);

WHEREAS the board of directors of the Society has adopted the by-law n° 1 – 2018 to increase the number of directors registered in the letters patent to ten (10), in accordance with the provisions of section 87 of the Companies Act (Quebec);

WHEREAS such by-law has to be approved by at least two thirds (2/3) of the votes of the members of the Society present at a special general meeting duly called and held;

Upon motion duly made by Terrence Hutchinson and seconded by Doug Clement, it was unanimously resolved that:

1. the by-law n° 1 – 2018 be and the same is hereby approved, the whole in accordance with the terms set forth in the by-law n° 1 – 2018 duly adopted by the directors of the Society and that a copy thereof be inserted in the minute book of the Society; 2. the president or the secretary of the Society is therefore authorized, empowered and directed to execute and deliver all documents and to take all other action as may be appropriate and requisite for the purpose of carrying into effect the foregoing resolutions.

REGULARIZATION WHEREAS since June 1st, 1978, the number of directors registered in the Letters Patent of the Society is seven (7);

WHEREAS the number of directors of the Society elected on the board of directors from June 1st, 1978 to the date hereof, may, from time to time, have been more or less than seven (7);

Upon motion duly made by Terrence Hutchinson and seconded by Steve Delaney, it was unanimously resolved that:

1. all acts, deeds, documents, by-laws, resolutions, appointments or other decisions signed, passed, adopted, enacted, done, taken or transacted by the board directors of the Society from June 1st, 1978 to the date hereof be and the same are hereby approved, ratified and confirmed, notwithstanding the fact that such board of directors may not have been, from time to time, regularly formed;

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2. the President or the Secretary of the Society is therefore authorized, empowered and directed to execute and deliver all documents and to take all other action as may be appropriate and requisite for the purpose of carrying into effect the foregoing resolutions. TERMINATION OF THE MEETING

Upon motion duly made by Terrence Hutchinson and seconded by Barry Wilson, the meeting ended at 4:45 pm.

Lois-Anne Brebner, Chairman

Terrence Hutchinson, Secretary