

# GENERAL BY-LAWS (No. 1) (QBCA)

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# GENERAL BY-LAWS (No. 1) (QBCA)

..... (Corporate name)  
(hereinafter the “Corporation”)

## GENERAL BY-LAWS (NO. 1)

### 1.00 INTERPRETATION

#### 1.01 Definitions

Unless otherwise indicated herein or inconsistent with the context, capitalized words and expressions appearing in this agreement and in any other by-laws of the Corporation will be interpreted as set out below. Moreover, words and expressions may also be defined elsewhere in the agreement and in any other by-laws of the Corporation, in which case they will have the meaning expressly set out in the section or subsection in which they are defined or in any other by-laws of the Corporation.

##### 1.01.01 Act

refers to the Quebec *Business Corporations Act*, CQLR c S-31.1, including any amendments and regulations adopted thereunder;

##### 1.01.02 Activities

means, with regard to the Corporation, ..... (describe its principal business activities);

##### 1.01.03 Articles

refers to the Corporation’s articles, including articles of incorporation, amendment, amalgamation, continuation, reorganization and dissolution as well as any amendments appended to such articles of incorporation, amendment, amalgamation, continuation, reorganization and dissolution;

##### 1.01.04 Auditor

refers to the auditor of the Corporation, including an auditor that is a legal entity;

##### 1.01.05 Board

refers to the board of directors of the Corporation;

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## 1.01.06 Books

refers to the minute book that the Corporation keeps at its Head Office in which are kept:

- a) all Articles;
- b) all By-laws including any subsequent amendments;
- c) any Unanimous Shareholder Agreement [**OR** the declaration by the sole Shareholder];
- d) minutes of all Shareholder Meetings, Board meetings, and meetings of committees created by the Board, as well as written resolutions and resolutions adopted at such Shareholder Meetings, and Board and committee meetings;
- e) a securities register showing in respect of each class or series of Shares, *i)* the names and last known addresses of all holders or previous holders of such Shares, *ii)* the number of Shares held by each shareholder, *iii)* the date and details of the issuance or transfer of each Share and *iv)* if applicable, the amount owing on each Share, in accordance with section 33 of the Act;
- f) a Directors' register, setting out the names and addresses of current Directors and former directors, including the start and end dates of their term in office;
- g) an Officers' register, setting out the names and addresses of current Officers and former officers, including the start and end dates of their term in office;
- h) original Share certificates or copies thereof;

## 1.01.07 By-laws

refers to this general by-law and includes any amendments that may be made in accordance with Part 10.00 herein;

## 1.01.08 Director(s)

refers to any member(s) of the Board and includes, if applicable, a sole director;

## 1.01.09 Important Documents

refers to all cheques, bills of exchange, promissory notes, contracts, charges, debentures as well as any other commercial paper or banking instruments concerning the Corporation;

## 1.01.10 Officer