

OTHER PROVISIONS (Alternate Versions)

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1- Calling of Shareholders Meetings

Annual or special meetings of shareholders of the Corporation shall be called by the secretary of the Corporation by way of a written notice sent to each shareholder entitled to attend to such meeting, by registered mail, at least THIRTY (30) days before the date of the meeting.

2- Decision of the Shareholders (TWO-THIRDS (2/3))

Subject to the provisions of the law and of any unanimous shareholder agreement, any resolutions, decisions or other measures to be passed by the shareholders shall be approved by two-thirds (2/3) of the votes cast by the shareholders at a meeting called for that purpose.

3- Decision of the Shareholders (THREE-QUARTERS (3/4))

Subject to the provisions of the law and of any unanimous shareholder agreement, any resolutions, decisions or other measures to be passed by the shareholders shall be approved by THREE-QUARTERS (3/4) of the votes cast by the shareholders at a meeting called for that purpose.

4- Decision of the Shareholders (Unanimous)

Subject to the provisions of the law and of any unanimous shareholder agreement, any resolutions, decisions or other measures to be passed by the shareholders shall be approved by all the shareholders at a meeting called for that purpose.

5- Place of Shareholders Meetings (Canada)

Annual or special shareholders meetings of the Corporation shall be held at any place within Canada designated by the directors of the Corporation.

6- Place of Shareholders Meetings

Annual or special shareholders meetings of the Corporation shall be held at any place within or outside Quebec [or Canada] designated by the directors of the Corporation.

7- Place of Shareholders Meetings

Annual or special shareholders meetings of the Corporation shall be held at any place within or outside Quebec [or Canada] designated by the directors of the Corporation, conditional that all the shareholders entitled to attend to such meeting agree thereto.

8- Place of Shareholders Meetings

Annual or special shareholders meetings of the Corporation shall be held at any place in Quebec designated by the directors of the Corporation.

9- Place of Shareholders Meetings

Annual or special shareholders meetings of the Corporation shall be held at the head office of the Corporation.

10- Participation to Shareholders Meetings

The shareholders entitled to attend to annual or special shareholders meetings of the Corporation may participate to such meetings by any means allowing participants to communicate with each other.

11- Quorum at Shareholders Meetings

Subject to the provisions of the law and of any unanimous shareholder agreement, a quorum is present at a shareholders meeting if at least TWO (2) persons are present in person or by proxy holder and hold or represent by proxy holder SIXTY-SIX AND TWO-THIRDS PERCENT (66 2/3%) of the shares giving their holder the right to vote at such meeting.

12- Quorum at Shareholders Meetings

Subject to the provisions of the law and of any unanimous shareholder agreement, a quorum is present at a shareholders meeting if at least TWO (2) persons are present in person or by proxy holder and hold or represent by proxy holder SEVENTY-FIVE PERCENT (75%) of the shares giving their holder the right to vote at such meeting.

13- Quorum at Shareholders Meetings

Subject to the provisions of the law and of any unanimous shareholder agreement, a quorum is present at a shareholders meeting if all the shareholders entitled to vote at such meetings are present in person or by proxy holder.

14- Casting Vote

At any annual or special shareholders meeting of the Corporation, the president shall have no right to a second vote or casting vote in the event of a tied vote.

15- Restriction on the Voting Right of the Shareholders

No shareholders indebted to the Corporation and whose obligations are in arrears shall have voting rights at any shareholders meetings.

16- Number of Shareholders

The number of shareholders of the Corporation shall be limited to FIFTY (50), exclusive of present or former employees of the Corporation or a subsidiary.

17- Lien on Share

The Corporation has a lien on shares registered in the name of a shareholder or the shareholder's legal representative for any debt of that shareholder to the Corporation.

18- Fractional Share

A holder of a fractional share is entitled to exercise voting rights in respect of such fractional share and may receive a dividend in respect of such fractional share.

19- Method of Election of Directors

The directors of the Corporation are elected at the annual meeting of the shareholders or at any special meeting called for that purpose. The election of the directors shall proceed in the same manner as the adoption of any other resolution, decision or measure by the shareholders and such election does not have to be by ballot.

20- Election of the Directors by Alternate Years

The election of the directors shall be conducted by alternate years as follows. The directors are divided in TWO (2) groups. The term of the first group of directors shall be TWO (2) years and shall end at the closing of the second annual meeting following their election. The first directors of that group shall be elected at the organization meeting of the shareholders of the Corporation. The term of the second group of directors shall also be TWO (2) years and shall end at the closing of the second annual meeting following their election. The first directors of that group shall be elected at the first annual meeting of the shareholders of the Corporation.

21- Borrowing Power of the Directors

The directors of the Corporation may, on behalf of the Corporation:

- (a) borrow money;
- (b) issue, reissue, sell or hypothecate its debt obligations;
- (c) enter into a suretyship to secure performance of an obligation of any person;
- (d) hypothecate all or any of its property, owned or subsequently acquired, to secure any obligation.

However, any decision to that effect taken by the directors of the Corporation shall first be confirmed by a majority of the votes cast by the shareholders of the Corporation at a meeting called for that purpose.

Nothing in this section shall limit or retrain the loans contracted by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by the Corporation or on its behalf.

22- Borrowing Power

The directors of the Corporation may, on behalf of the Corporation:

- (a) borrow money;
- (b) issue, reissue, sell or hypothecate its debt obligations;
- (c) enter into a suretyship to secure performance of an obligation of any person;

- (d) hypothecate all or any of its property, owned or subsequently acquired, to secure any obligation.

However, any decision to that effect taken by the directors of the Corporation shall first be confirmed by TWO-THIRDS (2/3) of the votes cast by the shareholders of the Corporation at a meeting called for that purpose.

Nothing in this section shall limit or restrain the loans contracted by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by the Corporation or on its behalf.

23- Borrowing Power

The directors of the Corporation may, on behalf of the Corporation:

- (a) borrow money;
- (b) issue, reissue, sell or hypothecate its debt obligations;
- (c) enter into a suretyship to secure performance of an obligation of any person;
- (d) hypothecate all or any of its property, owned or subsequently acquired, to secure any obligation.

However, any decision to that effect taken by the directors of the Corporation shall first be confirmed by THREE-QUARTERS (3/4) of the votes cast by the shareholders of the Corporation at a meeting called for that purpose.

Nothing in this section shall limit or restrain the loans contracted by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by the Corporation or on its behalf.

24- Borrowing Power

The directors of the Corporation may, on behalf of the Corporation:

- (a) borrow money;
- (b) issue, reissue, sell or hypothecate its debt obligations;
- (c) enter into a suretyship to secure performance of an obligation of any person;

- (d) hypothecate all or any of its property, owned or subsequently acquired, to secure any obligation.

However, any decision to that effect taken by the directors of the Corporation shall first be confirmed by all the shareholders of the Corporation entitled to vote on such decision at a meeting called for that purpose.

Nothing in this section shall limit or retrain the loans contracted by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by the Corporation or on its behalf.

25- Limited Borrowing Power

The directors of the Corporation may, on behalf of the Corporation:

- (a) borrow money;
- (b) issue, reissue, sell or hypothecate its debt obligations;
- (c) enter into a suretyship to secure performance of an obligation of any person;
- (d) hypothecate all or any of its property, owned or subsequently acquired, to secure any obligation.

However, when the loan amount exceeds DOLLARS (\$), any decision to that effect taken by the directors of the Corporation shall first be confirmed by a majority of the votes cast by the shareholders of the Corporation at a meeting called for that purpose. Nothing in this section shall limit or retrain the loans contracted by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by the Corporation or on its behalf.

26- Limited Borrowing Power

The directors of the Corporation may, on behalf of the Corporation:

- (a) borrow money;
- (b) issue, reissue, sell or hypothecate its debt obligations;
- (c) enter into a suretyship to secure performance of an obligation of any person;
- (d) hypothecate all or any of its property, owned or subsequently acquired, to secure any obligation.