

C A N A D A

PROVINCE OF QUEBEC

ELIZABETH THE SECOND, By the Grace of God of the United Kingdom, Canada and Her Other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith.

TO ALL WHOM THE PRESENT LETTERS MAY CONCERN OR WHO MAY SEE THEM,

GREETINGS:

LETTERS PATENT INCORPORATING)
LAKE BARRON CITIZENS ASSOCIATION)
Recorded the)
10th of August 1962)
Libro 1134)
Folio 112)
(sgd) Raymond Douville)
Deputy Provincial Registrar)

WHEREAS Part Third of the Quebec Companies' Act, provides that the Lieutenant-Governor may, by Letters Patent issued under the Great Seal, grant to three or more persons, petitioning therefor, a charter constituting them a corporation for objects of a national, patriotic, religious, philanthropic, charitable, scientific, artistic, social, professional, or sporting character or the like, but without pecuniary gain;

WHEREAS the persons hereinafter designated have filed a petition praying for a charter constituting them a body corporate and politic for the purposes hereinafter described;

WHEREAS the said persons have complied with the conditions precedent to the granting of the desired charter, and the objects of the undertaking of the proposed company are amongst those for which the Lieutenant-Governor may grant a charter under Part Third of the Quebec Companies' Act;

NOW KNOW YE, that We have, in virtue of the powers conferred upon Us by the said Part Third of the Quebec Companies' Act constituted and by these present Letters Patent do constitute the following persons, to wit:

Donald Lorne Campbell, salesman of the Town of Hampstead,
Henry A. Vallières, customs broker, of the Town of Mount Royal,
Dan Anderson, executive, of the Town of Montreal West, William Edgar
Field, operations manager, of the Town of Pierrefonds, Mark Cave,
insurance adjuster, of the Town of Rosemere, -----

at the meeting until a quorum shall be present. At any such adjourned meeting, provided a quorum is present, any business may be transacted which might have been transacted at the meeting adjourned.

Article 9. VOTING. At all meetings of Members each Member in good standing and entitled to vote shall have the right to cast one vote. All decisions of the meeting of Members shall be by a majority vote. In case of a tie vote, the Chairman of the meeting shall have the deciding vote.

Any member in arrears of annual dues and social assessments for a period of more than eight months shall not be considered in good standing.

Article 10. PROCEDURE. Recourse shall be had to Parliamentary Procedure to decide questions of procedure and order not provided for by the laws of the Province of Quebec, the letters patent or the Association by-laws.

BY-LAW THREE

BOARD OF DIRECTORS.

Article 1. BOARD OF DIRECTORS. The general direction and management of the affairs of the Association shall be vested in a Board of Directors consisting of fifteen (15) directors.

Article 2. ELECTION. The Directors shall be elected from the Members at the Annual General Meeting of the Members of the Association by a majority of the votes of the Members cast at such meeting. Voting for the election of Members of the Board of Directors need not be conducted by ballot unless prior to the taking of the vote voting by ballot is requested by at least two (2) members present at the meeting.

Article 3. TERM. Each director shall hold office for a term of one year or until his successor is elected.

Article 4. RESIGNATIONS. Any member of the Board of Directors may resign at any time upon giving not less than thirty (30) days' notice of his intention so to do to the Secretary of the Association. No resignation shall be effective unless and until it is accepted by the Board of Directors.

Article 5. VACANCIES. The Board of Directors may, by majority vote, fill for the remainder of the term any vacancy in the Board of Directors howsoever caused from the membership of the Association.

Article 6. POWERS. The Board of Directors shall have full power and authority over the affairs of the Association and may

regulate, do or procure the doing of all acts and things and the signing and execution of all agreements, documents, instruments and writing which the Board of Directors may from time to time deem necessary, useful or expedient for the purpose of carrying out and achieving the purposes and objects for which the Association has been formed including, without limiting the generality of the foregoing, the acceptance of applications for membership, the fixing and collection of annual dues, supervision and control of receipts, expenditures and accounts, employees and agents and the determination of their duties, remuneration, term of employment and other provisions, the determination of policy, and, in general, the administration, management, supervision and control of the property, assets, operations and affairs of the Association.

Article 7. REMUNERATION. The Directors shall not be entitled to receive any remuneration for their services as such.

Article 8. MEETINGS AND NOTICE. Meetings of the Board of Directors shall be held at such place and at such time as shall be determined by the President or one of the Vice-Presidents or the Secretary of the Association. In the event that the President, Vice-President or Secretary shall fail to call a meeting of the Board of Directors when requested so to do by two (2) members of the Board of Directors, such Members of the Board of Directors may themselves call such meeting.

Notice specifying the place, day and hour of each meeting of the Board of Directors shall be served upon each of the members of the Board of Directors or left at his usual residence or usual place of business, or shall be mailed, postage prepaid, or sent by telegram or cable, addressed to each of the Members of the Board of Directors at his address as it appears in the records of the Association at least twenty-four (24) hours prior to the date fixed for the meeting.

Any meeting of the Board of Directors may be held at any time and place and for any purpose, without notice, whether prescribed by law or by the By-laws, when all the directors are present or when all Directors not present shall, in writing or by telegraph or cable filed with the records of the meeting waive notice of the meeting. Any director may waive notice of any meeting either before or after the meeting is held. Notwithstanding the foregoing the Board of Directors shall meet at least once in each six months of the year.

Article 9. QUORUM. The Board of Directors may, from time to time, fix by resolution the quorum for its meetings, but until otherwise fixed five (5) directors in office from time to time shall constitute a quorum.

BY-LAW FOUR

OFFICERS

Article 1. OFFICERS. The officers of the Association shall consist of a President, one(1) or more Vice-Presidents, a Secretary and a Treasurer, provided that the offices of Secretary and Treasurer may be combined and vested in a Secretary-Treasurer. All officers of the Association shall be elected from the Members of the Board of Directors by a majority of the votes cast by the Members at the annual general meeting of members, except that the Secretary and the Treasurer need not be Members of the Association. All officers shall hold office until their successors are chosen. All officers shall respectively perform such duties, in addition to those specified in the by-laws of the Association, as shall, from time to time, be prescribed by the Board of Directors.

Article 2. PRESIDENT. The President shall be elected by the Members from among the Directors of the Association. He shall preside at all meetings of the Members and at all meetings of the Board of Directors. He shall be the chief executive officer of the Association and shall exercise a general control and supervision over its affairs, subject always to the direction of the Board of Directors. He shall have such other powers and duties as the Board of Directors may from time to time determine.

Article 3. VICE-PRESIDENT OR VICE-PRESIDENTS. The Vice-President or Vice-Presidents shall be elected by the Members from among the Directors of the Association. The Vice-President or Vice-Presidents shall have such powers and duties as may be assigned to him or them from time to time by resolution of the Board of Directors. In case of absence or disability of the President, one of the Vice-Presidents may exercise the powers and perform the duties of the President and, if such Vice-Presidents exercise any of the powers and perform any of the duties of the President, the absence or disability of the President shall be presumed.

Article 4. SECRETARY. The Secretary shall be an officer of the Association and shall receive such remuneration, if any, as the Board of Directors may determine, subject to ratification by a majority vote of the Members at a meeting of the Members. The Secretary shall attend to the giving and service of all notices of the Association and shall keep the minutes of all meetings of the Members and of the Board of Directors in a book or books to be kept for that purpose. He shall keep in safe custody the corporate seal of the Association. He shall have charge of the records of the Association and of the Directors, together with copies of all reports made by the Association, and such other books and papers as the Board of Directors may direct. He shall prepare and file with the Secretary of the Province of Quebec on or before the first day of September in each year, duly signed by two Directors, a detailed Return, required to be filed by the Association in accordance with the provisions of the Quebec Companies' Information Act.

He shall be responsible for the keeping and filing of all books reports, certificates and other documents required by law to be kept and filed by the Association.

Article 5. TREASURER. The Treasurer shall deposit all moneys and other valuable effects of the Association in the name and to the credit of the Association in such banks or other depositaries as the Board of Directors may from time to time designate by resolution, and shall render to the Board of Directors, whenever directed by the Board of Directors, an account of the financial condition of the Association and of all his transactions as Treasurer; and as soon as possible after the close of each financial year he shall make and submit to the Board of Directors a like report for such financial year. He shall have charge and custody of and be responsible for the keeping of books of account required to be kept pursuant to the laws governing the Association. He shall be under the supervision of the Board of Directors and shall perform such other duties as appertain to his office or as may be required by the Board of Directors.

Article 6. RESIGNATIONS. Any officer may resign at any time upon giving not less than thirty (30) days' notice of his intention so to do to the Secretary of the Association. No resignation shall be effective unless and until it is accepted by the Board of Directors.

Article 7. REMOVAL. Any officer of the Association may be removed by a majority of the votes cast at a meeting of the Board of Directors.

Article 8. VACANCIES. The Board of Directors may, by majority vote, fill for the remainder of the term any vacancy in the officers of the Association howsoever caused.

BY-LAW FIVE

FINANCIAL YEAR, ACCOUNTS AND AUDIT

Article 1. FINANCIAL YEAR. Unless otherwise determined by resolution of the Board of Directors, the financial year of the Association shall end on the thirty-first (31st) day of December in each year commencing with the year nineteen hundred and sixty-two.

Article 2. ACCOUNTS. The Board of Directors shall cause to be kept proper books of account with respect to all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place, the assets and liabilities of the Association and all other financial transactions affecting the financial position of the Association.

The books of account shall be kept at the head office of the Association or at such other place in the Province of Quebec

as the Board of Directors think fit, and shall at all times be open to inspection by the Directors.

Article 3. AUDIT. One or more auditors shall be elected at the Annual General Meeting. At least once in every financial year the accounts of the Association shall be examined and the correctness of the statement of income and expenditures and of the balance sheet ascertained by the auditor or auditors. The auditors need not be members of the Association and shall hold office until their successors are chosen.

BY-LAW SIX

CONTRACTS, CHEQUES, DRAFTS, BANK ACCOUNTS

All agreements, deeds, documents, cheques, drafts, vouchers, notes, bills of exchange or other negotiable instruments or other instruments requiring execution by the Association shall be signed by the President or any Vice-Presidents and the Secretary or the Treasurer. Save as aforesaid or as otherwise provided in the By-laws of the Association, no Member of the Board of Directors, officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit.

The funds of the Association may be deposited from time to time to the credit of the Association with such bank or banks or trust company or trust companies or with such bankers as the Board of Directors may approve, from time to time, by resolution by endorsing thereon "for deposit only to the credit of the Lake Barron Citizens Association" by imprint of a rubber stamp.

BY-LAW SEVEN

ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

The Members may, from time to time, by a vote of not less than two-thirds of the members present at a general meeting or a special general meeting of the Association duly called for that purpose, enact or pass by-laws not contrary to law or to the charter of the Association for the purposes indicated in the laws governing the Association and may repeal or amend by-laws of the Association provided, however, that every such by-law and every repeal or amendment thereof shall come into force only from the date of the publication in the Quebec Official Gazette of notice of the approval thereof by the Provincial Secretary pursuant to the provisions of Section 225 of the Quebec Companies' Act. Notwithstanding anything contained in the by-laws to the contrary no meeting of members shall be competent to enact, amend or repeal any by-law unless notice setting out in full the proposed enactment, amendment or repeal has been given as provided in By-law 2, Article 7.

BY-LAW EIGHT

GENERAL

Wherever in these By-laws the context requires it, words importing the masculine gender shall include the feminine gender and words importing persons shall include firms, associations and corporations and vice-versa, and words importing the singular member shall include the plural, and vice-versa.

BY-LAW NINE

INDEMNIFICATIONS OF DIRECTORS AND OFFICERS

Every Director and every officer of the association and his heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of the Association, from time to time and at all times, from and against (a) all costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him of or in respect of any act, deed, matter or thing whatsoever, hereto fore or hereafter made, done or permitted by him, in or about the execution of the duties of his office; and (b) all other costs, charges, and expenses which he sustains or incurs, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own fault; and the Association hereby consents to the indemnification provided for herein.

BY-LAW TEN

BORROWING

The Board of Directors is hereby authorized from time to time:

(a) To borrow money and obtain advances upon the credit of the Association from any bank, upon such terms, covenants and conditions at such time, in such sums, to such an extent and in such manner as the Board of Directors in its discretion, may deem expedient.

(b) To limit or increase the amount to be borrowed.

Provided, however, that notwithstanding any provisions with respect to the borrowing of money and the giving of security contained in the Letters Patent incorporating the Association, the Board of Directors of the Association shall not, with the exception of bank loans, borrow money from any person, firm or corporation, without first obtaining the approval of the Members of the Association evidenced by a resolution passed by at least two thirds of the votes cast at a special general meeting duly called and held for the purpose.

and any others who are or shall become members of the corporation, a corporation for the following purposes.

1. To promote, foster, encourage and procure the development, improvement, preservation, maintenance and upkeep of the Community of Lake Barron, Township of Gore, in the Province of Quebec, and the area comprising the valley of the said lake and the territories adjacent thereto. - - - - -

2. To protect and promote the interests of the proprietors and residents of property located in said area and territories. - - -

3. To cooperate or join with and assist any other persons or organizations with similar objects in respect of the said area and territories. - - - - -

4. To promote, recommend and support the enactment, enforcement and observance of laws, regulations and by-laws, provincial and municipal, relating to zoning, construction, police and fire protection, sanitary conditions, traffic, bridges and all other matters pertaining to the development, improvement, preservation, maintenance and upkeep of the said area and territories.

The corporate name of the corporation to be

LAKE BARRON CITIZENS ASSOCIATION

The head office of the corporation will be at Montreal, in the District of Montreal, - - - - - in Our said Province.

The amount to which the value of the immoveable property which the corporation may hold, is to be limited, is one hundred thousand dollars (\$100,000.00). - - - - -

The following persons are named provisional directors of the corporation, to wit: The Applicants. - - - - -

IN TESTIMONY WHEREOF, We have caused these Our Letters to be made Patent, and the Great Seal of Our said Province of Quebec to be thereunto affixed; Witness: Our trusty and well beloved the Honourable ANDRE TASCHEREAU, LL.D., D.C.L., Justice of the Court of Queen's Bench, Administrator of the Government of the Province of Quebec, represented by Mr. Jacques Prémont, in conformity with Section 2, Chapter 276, Revised Statutes of Quebec, 1941.

Given at Our Government House, in Quebec, this seventeenth day of July in the year of Grace, one thousand nine hundred and sixty-two and of Our Reign the eleventh.

By Command,

(sgd) Raymond Douville
Assistant Provincial Secretary

BY-LAW ONE

NAME OF ASSOCIATION, SITUATION OF HEAD
OFFICE AND CORPORATE SEAL

Article 1. NAME. The corporate name of the Association is
LAKE BARRON CITIZENS ASSOCIATION

(hereinafter referred to as the "Association").

Article 2. SITUATION OF OFFICES. The head office and chief
place of business of the Association shall be in the City and
District of Montreal.

Article 3. SEAL. The Corporate seal of the Association
shall be circular in form and shall bear the name of the
Association and the year of its incorporation. The President, any
Vice-President, the Secretary and any other officer or member of
the Board of Directors of the Association designated by the Board
of Directors shall each and all have authority to affix the corpor-
ate seal of the Association to any document requiring the same.

BY-LAW TWO

MEMBERS

Article 1. MEMBERSHIP. Membership in the Association shall
comprise regular, associate and junior members. In addition to
the applicants for incorporation any owner of or any resident
occupying property located in the Lake Barron District designated
as Zone No. 1 of the Township of Gore, shall be eligible for member-
ship in the Association as regular members. Regular members shall
have full privileges of membership with the right to vote at all
meetings of the members and to hold office. Associate members shall
have full privileges of membership except the right to vote or hold
office. Junior members shall have full privileges of membership
except the right to attend meetings of the membership, right to vote
or right to hold office. Application for membership shall be made
on the form prescribed by the Board of Directors of the Association
and must be approved by the vote of a majority of the members of the
Board of Directors and no owner or resident shall be a member of the
Association without such approval.

Article 2. DUES. Dues shall be assessed annually by the
Board of Directors in such amounts and proportions as shall be
determined by the Board of Directors in accordance with the needs
of the Association and shall be payable on the first day of
January in each year. Any excess of receipts over expenditures
shall not be returned to the Members. Notwithstanding the foregoing
the annual dues payable by any Members shall not exceed \$10.00
unless a greater amount shall have been previously approved at a

meeting of the Members specially called for the purpose. Special assessments may be levied at a meeting of the Members specially called for that purpose anything herein contained to the contrary notwithstanding.

Article 3. RESIGNATIONS. Any Member may at any time, by notice in writing resign membership in the Association. In no event shall any Member so resigning be entitled to a refund or repayment of any annual dues paid or assessments or any donations made to the Association prior to such resignation.

Article 4. SUSPENSION.

(a) Any Member in arrears of annual dues and special assessments for a period of more than eight months shall by reason of that fact be automatically suspended until such time as such arrears are paid and such Member is reinstated by the vote of a majority of the Members of the Board of Directors.

(b) By a majority vote of the Members of the Board of Directors any Member of the Association may be suspended for cause provided, however, that such Member shall have been given an opportunity to present his case to the Board of Directors. Suspended members may be re-instated by the vote of a majority of the members of the Board of Directors upon the presentation of satisfactory proof that the cause of such suspension no longer exists. Any suspended Members shall forthwith upon such suspension cease to be a member of the Board of Directors and/or officer of the Association.

Article 5. The resignation or suspension of any Member of the Association shall not relieve him from his liability for annual dues and assessments accrued and unpaid at the time of such resignation or suspension.

Article 6. MEETINGS. Meetings of the Members of the Association shall be held at such time and place as shall be determined by the Board of Directors or by its President or one of its Vice-Presidents.

Not less than one general meeting shall be held during each Association year.

Notwithstanding the foregoing ten (10) members entitled to vote at the meeting proposed to be held, may request the Board of Directors to call a general meeting of the Members for any purpose connected with the affairs of the Association. The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of the Association and may consist of several documents in like forms signed by one or more requisitionists. Upon deposit of the requisition, the Board of Directors shall call forthwith a general meeting of the Members for the transaction of

the business stated in the requisition, the Board of Directors does not within fourteen (14) days from the date of deposit of the requisition call and hold such meeting, any of the requisitionists may call such meeting which shall be held within thirty (30) days from the date of the deposit of the requisition. A meeting called under this article shall be called as nearly as possible in the same manner as meetings of Members are called by the Board of Directors. Any reasonable expenses incurred by the requisitionists by the failure of the Board of Directors to call such meeting shall be repaid to the requisitionists by the Association.

The annual General Meeting of the Members of the Association shall be held during the month of February in each year and at such time and at such place, within the Province of Quebec, as shall be determined by the Board of Directors or by its President or one of its Vice-Presidents to receive the annual report of the Board of Directors, the balance sheet, the general statement of income and expenditures and the report of the auditor or auditors of the Association, to elect Members of the Board of Directors, to elect officers, to sanction and confirm the repeal, amendment or enactment of any By-Laws requiring sanction or confirmation, to elect an auditor or auditors, and to transact such other business as may properly come before the meeting.

Article 7. NOTICE OF MEETINGS. Notice specifying the place, day and hour of each meeting of the Members shall be mailed, postage prepaid, addressed to the Members at their respective addresses as they appear in the records of the Association at least seven clear days prior to the date fixed for such meeting.

Irregularities in the notice or in the giving thereof as well as the accidental omission to give notice of any meeting to or the non-receipt of any such notice by any of the Members shall not invalidate any resolution passed at any such meeting.

No notice of the time, place or purpose of any meeting of Members whether prescribed by law or by the By-laws need be given to any Members who attend in person or to any Member who in writing filed with records of the meeting, either before or after the holding thereof waives such notice.

Article 8. QUORUM. Fifteen (15) regular members shall constitute a quorum for any meeting of the Members of the Association. The act of the majority of the Members present at any such meeting shall be the act of the Members, except where the vote or consent of a greater number of Members is required or directed by the laws of the Province of Quebec or by the Letters Patent incorporating the Association or Letters Patent supplementary thereto or by these by-laws.

Should a quorum not be present at any meeting of the Members those present shall have the power to adjourn the meeting from time to time without notice other than announcement