



Bylaws

Adopted by the AGM on 31 May 2010



**The Province of Quebec Society for the Protection of Birds
La Société Québécoise de Protection des Oiseaux, Inc.**

BYLAWS OF THE SOCIETY

NAME AND OBJECTIVES

1. The name of the society is *The Province of Quebec Society for the Protection of Birds, Inc. - La Société Québécoise de Protection des Oiseaux, Inc.* The operational name is *Bird Protection Quebec – Protection des oiseaux du Québec*, hereinafter referred to as BPQ.
2. BPQ is a registered charity with the following objectives:
 - a) To elicit and foster the interest of the public in general and citizens of the Province of Quebec in particular, in the birds that frequent the said Province and to instruct and educate them as to the importance of protecting bird life;
 - b) In connection therewith and to that end:
 - i. To encourage the study of birds and their habits;
 - ii. To hold meetings, public lectures and exhibitions;
 - iii. To publish and distribute literature;
 - iv. To assist in the enforcement of existing laws for the protection of birds, and to secure further legislation to that end;
 - v. To promote and assist in the establishment of bird sanctuaries;
 - vi. And in all or any of these things to co-operate with the Federal and Provincial Governments and with other societies and organizations having similar or analogous objects.

MEMBERSHIP

3. a) Conditions of membership

Shall be members any persons interested in furthering the objectives of BPQ and whose application for admission as a member has received the approval of the Board of Directors.

The different categories of membership shall be determined and defined by resolution of the Board of Directors.

The annual dues of the members of BPQ shall be paid at such times and places and in such amounts as may be determined by resolution of the Board of Directors.

Any member may be required to withdraw by a resolution of the Board of Directors.

b) Meetings

The annual meeting of members of BPQ shall be held on such date as may be determined by resolution of the Board of Directors but no later than 120 days from the end of the fiscal year.

A special general meeting of members may be called at any time upon the order of the President with the consent of the Board of Directors or upon the request of ten (10) directors or upon the written request of twenty-five (25) members of BPQ.

c) Notice of Meetings

Notice of meetings of members, specifying the place, date and time of the meeting, shall be given by the Secretary of the Society to each member at least fourteen (14) days prior to the date of the meeting and shall be directed to the most current electronic or postal address recorded with BPQ. The failure or omission to give such notice of any meeting to any member shall not invalidate any resolution passed or business transacted at such meeting. The notice of any meeting shall state generally the nature of the business to be transacted thereat in sufficient details to allow members to make a reasoned decision and no business shall be transacted at such meeting unless the same shall have been referred to in the said notice.

d) Quorum

Thirty (30) of the members in good standing of the Society shall constitute a quorum at any meeting of BPQ. If there be no such quorum, a majority of the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally called.

e) Voting

Each member in good standing and over 18 years of age shall be entitled to one (1) vote on each question arising at any special or general meeting of the members.

Unless otherwise required by law or these bylaws, all questions at meetings of members shall be decided by a majority in number of the votes cast by the members present in person. Voting shall be by show of hands unless a majority of members present require by secret ballots as each meeting shall determine. In case the number of votes is equal, the chair of the meeting shall have a casting vote. All resolutions of members shall be passed at duly convened meetings. A declaration by the chair of the meeting of members to the effect that a resolution has been carried or lost, as to the number of votes cast, or as to the majority for or against, shall be conclusive evidence thereof.

f) Resolution in lieu of meeting

Except as otherwise provided in Part III of the *Companies Act* (Québec) (the “Act”),

- i) a resolution in writing signed in person or via email or web-based communications by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members;
- ii) a resolution in writing dealing with all matters required to be dealt with at a meeting of members by the Act and signed in person or via email or web-based communications by all the members entitled to vote at the meeting, satisfies all the requirements of the Act relating to meetings of members.

DIRECTORS

4. a) Number and quorum

The property and business of the Society shall be managed by a Board of six (6) to twenty-five (25) directors of whom a majority shall constitute a quorum.

b) Election and term of office

The directors shall be elected by the members of the Society at the annual general meeting assembled and shall hold office for a term of two (2) years or until their successors are elected or appointed and shall be eligible for re-election.

The Board of Directors shall consist of directors having staggered terms of whom up to fifteen (15) shall be elected in any one year. No director shall serve a term of office longer than ten (10) consecutive years before being required to step down for a period of a least one (1) year.

For the directors elected prior to 2010, they shall hold office for three (3) years or until their successors are elected or appointed and shall be eligible for re-election. For more certainty, and in order to assure the conformity of these bylaws with Article 88 of the Act, regarding their

third year of mandate, the directors shall “continue in office” as described at Article 85 of the Act.

The election shall be by secret ballot. A plurality of votes cast shall determine elections of directors.

c) Meetings

Meetings of the Board of Directors may be held at such time and place as the directors may determine by resolution or may be called by the President or by three (3) directors provided that 48 hours written notice of such meeting shall be given, other than by mail to each director. Meetings called by the President or by three (3) directors shall be held at such time and place as the President or the three (3) directors may determine. Meetings of directors may be held at any time or place without notice if all the directors are present and consent to such meeting and if all directors waive notice in writing of the time, place and purpose of such meeting.

If all directors of the Society consent thereto in writing, a director may participate in a meeting of directors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other and a director participating in such manner is deemed to be present at that meeting.

d) Voting

All questions at meetings of the Board of Directors shall be decided by a majority vote and each director shall have one (1) vote. In case the number of votes is equal, the chair of the meeting shall have a deciding or casting vote. A declaration by the chair of the meeting of the Board of Directors to the effect that a resolution has been carried or lost, as to the number of votes cast, or as to the majority for or against, shall be conclusive evidence thereof.

e) Qualifications

No one shall be elected as a director or appointed as a director to fill a vacancy unless he or she is at least 18 years of age and a member in good standing on the books of the Society.

f) Vacancies

Any vacancy in the Board of Directors occurring during the year may be filled by the Board of Directors, and such appointment shall continue until the expiry of the term of the person so replaced, or thereafter until his or her successor is duly elected.

g) Removal and disqualifications

Any director may be removed from office upon the vote of a majority of the members at a meeting duly called for such purpose and may be replaced by the same meeting which so removes him or her but the director so replacing him or her shall hold office only for the remainder of the term of office of the director he so replaces.

h) Disclosure of interest

Subject to the provisions of this subsection, it is the duty of a director of the Society who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Society to declare his interest at a meeting of directors of the Society.

In the case of a proposed contract the declaration required by this subsection to be made by a director shall be made at the meeting of directors at which the question of entering into the contract is first taken into consideration, or, if the director is not at the date of that meeting interested in the proposed contract, at the next meeting of the directors held after he becomes so interested, and, in a case where the director becomes interested in a contract after it is made, the said declaration shall be made at the first meeting of directors held after the director becomes so interested.

A general notice that a director is a member of any specified partnership, company or corporation and is to be regarded as interested in any subsequent transaction with such partnership, company or corporation shall be sufficient disclosure under the preceding paragraph of this subsection and after such general notice it shall not be necessary to give any special notice relating to any particular transaction with such partnership, company or corporation.

No director shall vote in respect of any contract or proposed contract in which he is so interested as aforesaid and if he does so vote his vote shall not be counted, but this prohibition does not apply:

- i) in the case of any contract by or on behalf of the Society to give to the directors or any of them security for advances or by way of indemnity;
- ii) where there is no quorum of directors in office who are not so interested; or
- iii) in the case of any contract between the Society and any other company where the interest of the director in the last mentioned company consists solely in his being a director or officer of such last mentioned company, and the holder of not more than the number of shares in such last mentioned company requisite to qualify him as a director.

Subject to the foregoing, a director of the Society may be or become a shareholder of any company in which the Society may be interested as vendor, purchaser, shareholder or otherwise and no such director shall be accountable for any benefits received as shareholder or director of such company.

i) Remuneration and expenses

The directors shall serve without compensation, and no director shall, directly or indirectly, receive any profit from his or her position as such but any director who is engaged or is a member of a firm who is engaged in any business or profession may act for and be paid the usual professional fees and charges for any professional business required to be done in

connection with the administration of the affairs of the Society. Reasonable expenses incurred by any director in the performance of his or her duties may be paid at the Board's discretion.

j) Powers

In addition to the general powers of management and the powers and authorities of the Society expressly conferred upon them by the bylaws, the Board of Directors may exercise all such powers of the Society and do all such lawful acts and things as are not by statute, letters patent, supplementary letters patent or bylaws of the Society directed or required to be exercised or done by the members of the Society in general meeting assembled.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Society, for such consideration and upon such terms and conditions as they may deem advisable.

k) Delegation of powers

The directors may from time to time entrust to and confer upon any one or more of the directors or any standing or special committee or any officer or officers of the Society for the time being or any corporation or person or attorney or agent or trustee, either within or without Canada, such of the powers exercisable by the directors as they think fit and for such purpose the directors may appoint any person or corporation, either within or without Canada, to be the attorney or agent or trustee of the Society and the directors may confer such powers, for such terms and conditions and with such restrictions as they may think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the directors on their behalf and may from time to time revoke, withdraw, alter or vary all or any of such powers.

l) Resolution in lieu of meeting

A resolution in writing signed in person or via email or web-based communications by all the directors entitled to vote on that resolution at a meeting of directors is as valid as if it had been passed at a meeting of directors. The original of these resolutions shall be kept with the minutes of the meetings of the Board of Directors.

OFFICERS

5. a) General

The officers of the Society shall consist of a President, a first vice-President, a second vice-President, a secretary and a treasurer. The same director may hold more than one office, except the office of President. The President and the vice-Presidents shall be elected among the directors by the Board of Directors at its first meeting following the annual meeting of members

and will hold office for a period of two (2) years. The secretary and the treasurer, if not elected among the directors of the Society, shall be appointed by the Board of Directors and shall hold office for a term of two (2) years. They may also elect or appoint such other officers as the Board of Directors may, from time to time, deem necessary.

b) President

The President will chair all meetings of the Society and all meetings of the Board of Directors. The President will be the Chief Executive Officer and will act as the Society's official representative. The President will be an ex-officio member of all committees. The President will have the deciding vote in the event of a tie at all meetings of the Board of Directors. The President will have such other powers and duties as the Board of Directors by resolution determine.

c) First Vice-President

The first vice-President will have such powers and perform such duties as may be assigned by resolution of the Board of Directors. In the event of the absence or disability of the President, the first vice-President will exercise the powers and perform the duties of the President. In the event of a vacancy in the office of the President for any reason, the first vice-President will become the President for the duration of the President's unexpired term.

d) Second vice-President

The second vice-President will have such powers and perform such duties as may be assigned by resolution of the Board of Directors.

e) Secretary

The secretary shall keep the minute books and the corporate records of the Society, be the custodian of the corporate seal, give or cause to be given all required notices, have such other powers and duties as are usual to the office and in addition shall perform such other duties as he or she may from time to time be directed to perform by resolution of the Board of Directors or by the President.

f) Treasurer

The treasurer shall keep or cause to be kept complete and accurate books of account, have such other powers and duties as are usual to the office and in addition shall perform such other duties as he or she may from time to time be directed to perform by resolution of the Board of Directors or by the President.

g) Other officers

The directors may create such other offices and appoint such other persons to hold same as in their discretion they deem necessary. The duties of such officers of the Society shall be such as the terms of their engagement call for or the Board of Directors requires of them.

h) Removal

Any officer elected or appointed by the directors may be removed at any time, at the pleasure of the Board of Directors, by resolution passed at a meeting thereof called for the purpose of considering same.

COMMITTEES

6. The Board of Directors may establish standing committees, including those described below. Each committee shall consist of no fewer than three (3) persons and the chair or one of the co-chair of each committee must be a member of the Board of Directors. Any committee member may be removed by a majority vote of the Board of Directors. Committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty upon a resolution of the Board of Directors.

a) Executive Committee

The directors of the Society shall elect among themselves members on the executive committee and each member shall be eligible for re-election.

Any vacancy on the Executive Committee occurring during the year may be filled by the Board of Directors and such appointment shall continue until the expiry of the term of the person so replaced, or thereafter until his or her successor is duly elected.

Any member of the Executive Committee may be removed from office upon the vote of a majority of the directors at a meeting duly called for such purpose and may be replaced by the same meeting which so removes him or her but the director so replacing him or her shall hold office only for the remainder of the term of office of the director he so replaces.

The Executive Committee shall have all the powers of authority of the Board of Directors between meetings of the Board, provided that the executive committee shall take no action inconsistent with any policy established or approved by the Board of Directors and shall report all its actions after each meeting at the next meeting of the Board of Directors and any actions or proceedings of the Executive Committee shall be subject to approval by the Board of Directors at such a meeting.

The members of the Executive Committee shall discharge such other duties and functions as may be specified herein and assigned from time to time by the Board of Directors.

b) Elections and Nominations

The committee on elections and nominations shall encourage members to stand election to replace those directors whose terms are about to expire. Directors in office, whose terms are about to expire will be eligible for nomination and re-election as provided by article 4 b).

Each nomination shall be supported by a proposer and a seconder and shall be filed with the committee not later than six weeks prior to the annual meeting of members. No additional nomination may be received after this date. After the list of nominees has been compiled, it shall be delivered to the Secretary no later than four weeks prior to the annual meeting of members. The committee will also be charged with the duty of making preparations for and promoting attendance at this meeting.

c) Membership Services

The membership services committee shall be responsible for the solicitation and proposal of members. It shall also pass on the qualifying representatives for admission, voting and other purposes.

d) Special committees

There shall be such special committees as from time to time may be appointed by the Board of Directors.

***HONORARY AND/OR EX OFFICIO DIRECTORS
OR OFFICERS AND HONORARY MEMBERS***

7. The Board of Directors may from time to time appoint such honorary or ex officio directors, honorary or ex officio officers, and honorary members as it may deem advisable.

INDEMNITY OF DIRECTORS OR OFFICERS

8. Every director or officer of the Society and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- 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 or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office;
- all other costs, charges and expenses which he or she sustains or incurs, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

BOOKS

9. Unless otherwise permitted by law, the Society shall maintain at its head office a book or books containing the following:

- a) the letters patent, supplementary letters patent, if any, memorandum of agreement, if any, and all bylaws of the Society. the names and addresses of all persons who are or have been members of the Society.
- b) the names and addresses of the directors and the dates upon which they became and ceased to be directors.
- c) minutes of all meetings of directors and members, certified by the chair or the secretary of the meeting at which the proceedings were held or by the chair or the secretary of the next succeeding meeting.
- d) a register of mortgages in which shall be recorded particulars of all mortgages and charges affecting property of the Society, if any.
- e) details as to the receipts and the disbursements of the Society and the matters to which each of them relates as well as details of its financial transactions and its assets and liabilities.

RIGHTS OF INSPECTION

10. No member shall, in virtue of the fact of his or her being a member, have any rights of inspection of the books and registers of the Society or access to any information pertinent to the Society other than as provided by statute.

DONATIONS

11. The Society may receive donations from all sources that will be part of the general funds of the Society, except if its use was specified by the donor. In such cases, the Board of Directors can in absolute discretion accept or refuse the donation, but can only use the funds as per the donor's instruction.

FINANCIAL YEAR

12. The financial year of the Society shall terminate on the last day of February in each year and the financial statements of the affairs of the Society for presentation to the members at the annual general meeting thereof shall be made up to that date.

SEAL

13. The corporate seal of the Society shall be circular in form and shall bear the name of the Society. The directors may from time to time, by resolution, make provision for the use of duplicates of the corporate seal of the Society.

HEAD OFFICE

14. The head office of the Society will be situated in Montreal, Province of Quebec. The Society may, in addition to the foregoing, establish other offices, agencies or places of business elsewhere in Canada or elsewhere as the directors may from time to time determine.

CONTRACTS, DOCUMENTS AND DECLARATIONS

15. All documents and returns required to be submitted to or filed with governmental authorities, customs and excise declarations and returns, affidavits, statutory declarations, proofs of claim or loss and general or partial releases relating to same, waivers or claims of lien or privilege and discharges of same and declarations in respect of garnishment proceedings involving the Society or interrogatories upon articulated facts may be signed and executed under seal or otherwise by any officer or director for or in the name of and on behalf of the Society and, if signed and executed as aforesaid, shall be binding upon and enforceable against the Society.

Save for the documents referred to in the preceding paragraph of this bylaw and all other documents in connection with the ordinary course of the business of the Society which may also be signed and executed under seal or otherwise by any officer or director for or in the name of and on behalf of the Society with the same effect, all documents not in the ordinary course of business of the Society to be signed and executed by the Society shall be signed and executed in the name of and on behalf of the Society by the President or any vice-President and the secretary, the treasurer or any director (save that the President or a vice-President cannot sign in two capacities) or by such person or persons, including, officers, directors or employees of the Society or attorneys as may be determined from time to time by resolution of the Board of Directors and, if required, the corporate seal of the Society shall be attached thereto.

BYLAWS

16. The directors may from time to time make, repeal, amend or re-enact bylaws of the Society and every such bylaw and every such repeal, amendment or re-enactment thereof, shall be sanctioned and confirmed at a special general meeting of the members of the Society duly called for that purpose.

BANKING AND NEGOTIABLE INSTRUMENTS

17. The directors may from time to time by resolution authorize the opening and maintaining of a bank account or accounts at such banks as they may select and authorize any director or directors, officer or officers, clerk, employee or agent to transact banking business of the Society with such bank or banks and to sign, make, draw, accept, endorse or execute in the name of or on behalf of the Society all cheques, promissory notes, bills of exchange or other negotiable instruments. Any and all such documents so signed or executed shall be binding upon the Society.

BORROWING OF MONEY

- 18.**
- a) The directors of the Society may from time to time:
 - i) borrow money upon the credit of the Society;
 - ii) issue debentures or other securities of the Society, and pledge or sell the same for such sums and at such prices as may be deemed expedient;
 - iii) hypothecate the immovable or moveable or otherwise affect the moveable property of the Society.
 - b) The directors may by resolution delegate to a director, a committee of the Board of directors or an officer of the Society, the powers granted under paragraph a).
 - c) The powers hereby conferred shall be and be deemed to be in supplement of and not in substitution for any powers possessed by the directors or officers of the Society independently of this by-law.

NOTICE

19. When by statute or by the letters patent, supplementary letters patent, if any, or bylaws of the Society notice is required to be given, personal notice is not meant unless expressly so stated and any notice so required shall be deemed to be sufficient if delivered by electronic courier addressed to the person entitled thereto at his or her last known address as recorded in the books of the Society and such notice when so given shall be sufficient and shall be deemed to have been given on the day after it is sent.

DISSOLUTION

20. In the event of the dissolution or winding up of the Society or surrender of its charter, all of its remaining assets, after payment of its liabilities, shall be distributed to one or more recognized non-profit organizations in Canada having similar objects or to any similar organization as may be selected by the Board of Directors.

Enacted by the Board of Directors on the twenty-ninth day of March, 2010 and sanctioned and confirmed by the members of the Society as required by law on the thirty-first day of May, 2010.

Secretary

President