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BY-LAW ONE

A by-law relating generally to the conduct of the affairs of

Loyola High School Alumni Association/
Association des Anciens de l'École Secondaire Loyola
(the "**Association**")

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I. GENERAL

Section 1 Definitions

In this By-Law and all other by-laws and resolutions of the Association, unless the context otherwise requires:

a) "**Act**" means the *Canada Not-for-profit Corporations Act,* S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

b) "**Articles**" means the original or restated letters patent, articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Association;

c) "**Board**" means the Board of directors of the Association, and "**Director**" means a member of the Board;

d) "**By-Law**" means this By-Law and all other by-laws of the Association as amended and which are, from time to time, in force and effect;

e) "**High School**" means Loyola High School in Montreal, Quebec;

f) "**Meeting of the Members**" includes an Annual General Meeting of the Members and a Special General Meeting of the Members; "**Special General Meeting of the Members**" means a special meeting of all Members entitled to vote at an Annual General Meeting of the Members;

g) "**Member**" means a member of the Association;

h) "**Officer**" means an officer of the Association;

i) "**ordinary resolution**" means a resolution passed by a majority of not less than fifty per cent (50%) plus one (1) of the votes cast on such resolution;

j) "**public accountant**" means the public accountant of the Association and shall include, in particular, a partnership of public accountants within the meaning of the relevant provincial legislation and a legal person composed of public accountants;

k) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

l) "**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

Section 2 Interpretation

In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law shall have the meaning ascribed to them under the Act;

b) words importing the singular number only shall include the plural and vice versa;

c) the word "including" (or "include") shall mean "including (or include) without limitation";

d) the word "person" shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;

e) the headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and

f) reference to a gender includes all genders.

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Section 3 Banking

The banking business of the Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time by ordinary resolution. The banking business or any part of it shall be transacted by an Officer or Officers and/or other persons as the Board may by ordinary resolution from time to time designate, direct, or authorize.

Section 4 Invalidity of any Provisions of this By-Law

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

II. PURPOSE

The purpose of the Association is to promote the interests, welfare, and educational aims of the High School and its alumni, to establish and maintain a mutually beneficial relationship between the High School and its alumni, and to foster and encourage the Jesuit ideal of “men and women for others”.

III. OBJECTIVES

The objectives of the Association are:

a) To encourage the fellowship of alumni of the High School through social, educational, cultural, and professional means.

b) To disseminate information among alumni of the High School relating to the development of the High School.

c) To promote the High School through continued alumni interest and to share their knowledge and experience, both academic and otherwise, with current students of the High School.

d) To strive to establish and maintain through appropriate resourcefulness a continuous, uninterrupted, long-term link with all alumni as well as with the High School and the community-at-large.

IV. REGISTERED OFFICE

The registered office of the Association is located in the province indicated in the Articles, in such premises as shall from time to time be fixed by the Board.

V. SEAL

The Association may, but need not, have a corporate seal. If adopted, the seal of the Association shall be in the form that the Directors may approve.

The seal of the Association shall not be used without sanction of the President, the Vice-President, the Secretary, the Treasurer, or such other Officer as the Board may appoint.

VI. FINANCIAL YEAR

The financial year of the Association shall end on the thirtieth (30^{th}) day of June in each year, or at such other time as may be determined by the Board.

VII. MEMBERSHIP

Section 1 Conditions of Membership

Any former student of the High School shall, upon the graduation of such person’s class, become a Member.

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Section 2 Transferability of Membership

A membership may only be transferred to the Association.

Section 3 Termination of Membership

The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

a) the Member dies or resigns;

b) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles; or

c) the Association is liquidated or dissolved pursuant to the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Association, automatically cease to exist.

Section 4 Resignation

Any Member may resign as a Member by delivering a written resignation to the Association and such resignation becomes effective when received by the Association or at the time specified in the resignation, whichever is later.

Section 5 Place of Meetings

Meetings of the Members may be held at any place within Canada determined by the Board.

Section 6 Annual General Meetings

An Annual General Meeting of the Members shall be held each year at a time set by the Board not later than fourteen (14) months after the last Annual General Meeting of the Members and not later than six (6) months after the end of the Association's preceding financial year, to (a) receive and consider the financial statements with a report from the Treasurer, (b) elect Directors, (c) appoint a public accountant, if required under Part 12 of the Act, and (d) to consider, deal with, and dispose of other business as may properly come before an Annual General Meeting of the Members or is required under the Act.

Section 7 Special General Meetings

Special General Meetings of the Members may be called at any time by order of the President, the Executive Committee, or the Board.

It shall be incumbent upon the Directors to call a Special General Meeting of the Members whenever required to do so by a written requisition signed by no fewer than twenty-five (25) Members, which requisition shall state the general nature of the business to be transacted at such meeting. Such meetings must be called within two (2) weeks of receipt of such requisition and be held not less than twenty-one (21) days thereafter.

Section 8 Notice

Notice of an Annual General Meeting or Special General Meeting of the Members shall be given to each Member and shall be provided in accordance with the requirements of Article XX.

All notices shall specify in general terms the nature of the business to be transacted at the applicable Meeting of the Members.

Section 9 Chair

The President or, in their absence, the Vice-President, or, in their absence, another member of the Executive Committee shall preside at Meetings of the Members.

Section 10 Quorum

Ten (10) Members present shall constitute a quorum for any Annual or Special General Meeting of the Members.

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Section 11 Voting

Each Member shall be entitled to receive notice of, attend, and vote at all Meetings of the Members and each Member shall be entitled to one (1) vote at all Meetings of the Members. Any questions submitted to any Meeting of the Members may be decided either by a show of hands of those present or, in the event of contestation, by secret ballot.

Section 12 Procedure at Meetings

The Chair of any Meeting of the Members shall conduct the procedure and their decision on all matters or things shall be conclusive and binding upon the Members, save where a decision of the Chair shall be overruled by a vote of the majority of the Members present following an appeal from such decision.

A declaration of the Chair of any Meeting of the Members that a resolution has been carried unanimously or by any particular majority shall be conclusive evidence of that fact.

Section 13 Scrutineers

The Chair at any Meeting of the Members may appoint two (2) persons (who may but need not be Members) to act as scrutineers at such meeting.

Section 14 Persons Entitled to be Present

The only persons entitled to be present at a Meeting of the Members shall be those entitled to vote at such meeting, the Directors, and the public accountant and such other persons who are entitled or required under any provision of the Act, Articles, or By-Law to be present at such meeting. Any other person may be admitted only on the invitation of the Chair or with the consent of such meeting.

Section 15 Participation at Meetings by Telephonic or Electronic Means

Any person entitled to attend a Meeting of the Members may participate in such meeting using telephonic, electronic, or other communications means that permit all participants to communicate adequately with each other during such meeting, if the Association makes available such a communication facility or the person in question has access to such a communication facility. A person participating in such meeting by any such means shall be deemed to have been present at such meeting. A person participating by telephonic, electronic, or other communication facility may vote by any means, including by ballot if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how a particular Member voted.

Section 16 Meetings Held by Telephonic or Electronic Means

Notwithstanding Article VII, Section 5, a Meeting of the Members may be held entirely by means of a telephonic, electronic, or other communications facility that permits all participants to communicate adequately with each other during such meeting.

Section 17 Adjournment

The Chair may, with the consent of a Meeting of the Members, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members, provided the adjourned meeting takes place within thirty-one (31) days after the original meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Section 18 Votes to Govern

All questions proposed for consideration of the Members shall be determined by ordinary resolution of the Members. In case of an equality of votes, the Chair shall have a tie-breaking vote.

Section 19 Absentee Voting

Subject to compliance with the Act, in addition to voting in person, every Member entitled to vote at a Meeting of the Members may vote by any of the following means:

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a) by appointing a proxyholder or one (1) or more alternate proxyholders who are required to be Members as such Member's nominee to attend and act at such meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:

   i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

   ii) a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member:

      (A) at the registered office of the Association no later than the last business day preceding the day of the meeting, or the last business day preceding the day of the continuation of such meeting after an adjournment of such meeting, at which such proxy is to be used, or

      (B) with the Chair on the day of such meeting or the day of the continuation of such meeting after an adjournment of such meeting;

   iii) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of the Members in respect of any matter, to vote by way of ballot at such meeting, to demand a ballot at such meeting, and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one (1) Member, to vote at such meeting by way of a show of hands;

   iv) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is provided only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;

   v) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and

   vi) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before such meeting must contain a specific statement to that effect.

b) by using a mailed-in ballot in the form provided by the Association, provided that the Association has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted; or

c) by means of a telephonic, electronic, or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

Section 20 Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members, publish a notice to the Members stating that the annual financial statements and documents provided in subsection 172(1) of the Act are available at the registered office of the Association and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

VIII. BOARD OF DIRECTORS

Section 1 Powers and Duties

The Board shall exercise full charge and control and have responsibility for all activities, projects, policies, and finances of the Association and shall be accountable therefor to the Members.

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Section 2 Number of Directors

The Board shall consist of a number of Directors within the range specified in the Articles and more particularly fixed at the Annual General Meeting of the Members.

The President of each Chapter shall be a member of the Board of Directors. The President of a Chapter may appoint, from time to time, a delegate from the Executive Committee of that Chapter to attend a Meeting of the Board in their stead.

The immediate past President of the Association (the "**Immediate Past President**") shall be an ex-officio member of the Board with full speaking right but with no right to vote. The Immediate Past President is responsible for assisting the President in the accomplishment of their duties and supplying to the Board administrative continuity.

The High School's designated representative for alumni relations (the "**Alumni Relations Representative**") shall be an ex-officio member of the Board with full speaking right but with no right to vote.

Section 3 Election and Term of Office

Directors shall be elected by the Members in accordance with Article X, Section 6 for a two (2)-year term of office that ends at the adjournment of the second (2nd) Annual General Meeting of the Members next following their election.

Section 4 Qualifications

The following persons are disqualified from being a Director:

a) anyone who is less than eighteen (18) years of age;

b) anyone who has been declared incapable by a court in Canada or in another country;

c) a person who has the status of bankrupt; and

d) anyone who is not a Member.

Section 5 Consent

A Director who is elected or appointed must consent to hold office as a Director:

a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office; and

b) if not present at the meeting at which the election or appointment takes place, by either:

   i) consenting to hold office in writing before the election or appointment takes place or within ten (10) days thereafter; or

   ii) by acting as a Director after such person's election or appointment.

Section 6 Vacancies

The office of Director shall be automatically vacated:

a) if a Director shall resign their office by delivering a written resignation to the Secretary, specifying the time when such resignation becomes effective, at the time so indicated;

b) if at a Special General Meeting of the Members a special resolution is passed by the Members that they be removed from office; or

c) on death.

The Board shall have the power to fill a vacant position. The Directors, by majority vote, may, by appointment, fill the vacancy with a Member, and such appointee shall hold office until the next Annual General Meeting of the Members. If such Annual General Meeting of the Members marks the half-way point of the term of the office of the Director in respect of which the vacancy occurred, the Members may

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elect a Member to serve as Director for the remaining year of such term of office following the procedures herein provided.

Section 7 Place of Meetings

Meetings of the Board may be held at the registered office of the Association or at any other place within or outside of Canada as the Board may determine. Meetings of the Board may be held entirely by means of a telephonic, electronic, or other communications facility that permits all participants to communicate adequately with each other during such meeting.

Section 8 Number of Meetings

There shall be held during each year a minimum of four (4) meetings of the Board, held at such times and places as the Board may determine. Meetings of the Board may be called by or on the order of the President or of a majority of the members of the Executive Committee, or by or on the order of five (5) Directors.

Section 9 Procedure at Meetings

The Chair of any meeting of the Board shall conduct the procedure and their decision on all matters or things shall be conclusive and binding upon the Directors, save where a decision of the Chair shall be overruled by ordinary resolution following an appeal from such decision.

A declaration of the Chair of any meeting of the Board that a resolution has been carried or carried unanimously or carried by any particular majority shall be conclusive evidence of that fact.

Section 10 Chair

The President or, in their absence, the Vice-President, or, in their absence, another member of the Executive Committee, shall preside at each meeting of the Board.

Section 11 Quorum

Seven (7) Directors shall constitute a quorum for the transaction of business at a meeting of the Board.

Section 12 Voting

a) Show of Hands

With the exception of the procedures herein provided relating to the election of Officers and others, all other questions submitted to any meeting of the Board shall be decided by ordinary resolution in the first instance by a show of hands.

b) Secret Ballot

i) Right to Vote by Secret Ballot: After a show of hands, the Chair may require, or any Director present may demand, a vote by secret ballot.

ii) Withdrawal of Demand: A demand for a vote by secret ballot may be withdrawn at any time prior to the taking of the vote by secret ballot.

iii) Procedure: A vote by secret ballot on the question shall be taken in such manner as the Chair of the meeting of the Board shall direct.

c) Electronic

A Director participating by telephonic, electronic, or other communication facility may vote by any means, including by ballot if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Board without it being possible for the Board to identify how a particular Director voted.

d) One Vote per Director

Each Director has the right and is entitled to only one (1) vote.

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Section 13 Recording of Vote

Unless a vote by secret ballot be so required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried by a particular majority, or not carried, and an entry to that effect in the minutes of the proceedings at such meeting shall be sufficient evidence of the fact without proof of the number in proportion of votes recorded in favour of or against such resolution.

Any Director present may require that a vote by show of hands be recorded in the minutes indicating the number of votes recorded in favour and against a resolution.

All votes by secret ballot shall be recorded in the minutes indicating the number of votes recorded in favour and against a resolution

Section 14 Resolutions in Writing

A resolution in writing signed by all the Directors entitled to vote on such resolution at a meeting of the Board or of a committee of the Board shall be as valid as if it had been passed at a meeting of the Board or committee of the Board. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or committee of Directors.

Section 15 Participation at Meeting by Telephonic or Electronic Means

A Director may participate in a meeting of the Board or of a committee of the Board using telephonic, electronic, or another communication facility that permits all participants to communicate adequately with each other during such meeting, if the Board makes available such a communication facility or the person in question has access to such a communication facility. A Director participating in such meeting by such means shall be deemed for the purposes of the Act to have been present at such meeting.

Section 16 Votes to Govern

In case of an equality of votes cast by the Directors, the Chair shall have a tie-breaking vote. Directors may not appoint proxies to attend meetings in their stead.

Section 17 Delegation

The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by ordinary resolution of the Board.

Section 18 Remuneration and Expenses

The Directors shall not, except as otherwise provided in this Section 18, receive any remuneration in their capacity as a Director. Any Director may receive reimbursement for their expenses incurred on behalf of the Association in their capacity as a Director. In addition, a Director may receive reasonable remuneration and expenses for any services to the Association that are performed in a capacity other than as a Director, Officer, or Member.

Section 19 Borrowing Powers

The Directors may, without authorization of the Members:

a) borrow money on the credit of the Association;

b) issue, reissue, sell, pledge, or hypothecate debt obligations of the Association;

c) give a guarantee on behalf of the Association to secure performance of an obligation of any person; and

d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Association, owned, or subsequently acquired to secure any debt obligation of the Association.

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IX. EXECUTIVE COMMITTEE

Section 1 Members

There shall be an executive committee (the "**Executive Committee**") consisting of the President, the Vice-President, the Secretary, and the Treasurer. The Immediate Past President and the Alumni Relations Representative shall be ex-officio members of the Executive Committee with full speaking right but with no right to vote.

Section 2 Meetings

The Executive Committee shall meet at least twice a year at the call of the President or of a majority of the members of the Executive Committee. The President or, in their absence, the Vice-President, or, in their absence, another member of the Executive Committee, shall preside at each meeting of the Executive Committee.

Section 3 Duties

The Executive Committee shall have the charge of the administration of the Association and, between Meetings of the Board, may exercise all the powers and perform all the duties and responsibilities of the Board, subject to ratification by the Board of any acts that it performs in the discharge of its duties, and subject to such limitations, if any, as may from time to time be imposed by the Board.

Section 4 Quorum

Three (3) members of the Executive Committee shall constitute a quorum for the conducting of business of the Executive Committee.

X. ELECTION OF DIRECTORS

Section 1 Composition of the Nominating Committee

A nominating committee (the "**Nominating Committee**") shall be appointed by the Board each year in which the term of office of one (1) or more Directors is scheduled to expire and shall consist of at least five (5) Members, including, if they are willing to serve, the Immediate Past President, one (1) other past President, two (2) current Directors not seeking an officer's position and one (1) Member at large. The members of the Nominating Committee shall be chosen to reflect as nearly as possible the profile of the Association.

Section 2 Chair of the Nominating Committee

The Immediate Past President shall be the Chair of the Nominating Committee. If the Immediate Past President does not wish to serve on or chair the Nominating Committee, the other members of the Nominating Committee shall elect a Chair from among themselves.

Section 3 Quorum of the Nominating Committee

Four (4) members of the Nominating Committee shall constitute a quorum for the conducting of business of the Nominating Committee.

Section 4 Duties of the Nominating Committee

The principal duties of the Nominating Committee shall be to solicit and present to the Members the names of candidates for election to the Board. Every year, it will canvass all Directors whose term of office expires within such year about whether they wish to continue to serve as a Director for another term. The Nominating Committee may then consider, in connection with persons who are serving as Directors, in addition to other appropriate criteria, the attendance record and level of participation of such persons in connection with meetings of the Board and such persons' length of service as Directors.

Section 5 Procedure

The Secretary shall issue a written communication to all Members each year in which the term of office of one (1) or more Directors is scheduled to expire, which communication shall include the procedure respecting the nomination of Directors, and the date on which nominations shall cease. Upon publication

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of this communication, any Member may nominate themselves or another Member for the office of Director provided that a written notice of such nomination shall include the name and signature of one (1) other Member who supports the nomination and be received by the Chair of the Nominating Committee no later than the date on which nominations cease. The written notice must indicate either: (a) that the nomination is for the consideration of the Nominating Committee only or (b) that the nomination is for the consideration of the Nominating Committee but that the name of the Member being nominated be placed on the final ballot even if the name of such Member being nominated is not proposed by the Nominating Committee.

The Nominating Committee, after obtaining the consent of each candidate, shall transmit to the Secretary: (a) the names of Members whom they propose as candidates and (b) the names of the Members whom they have not proposed but have been nominated under the second method of the first paragraph of this Section 5. The Members proposed as candidates by the Nominating Committee need not have been nominated under the procedure described in the first paragraph of this Section 5. The number of candidates proposed by the Nominating Committee shall not exceed the number of Directors to be elected. There shall be no limit to the number of candidates on the final ballot, should an election be required.

The Secretary shall issue a written communication to all Members, which communication shall include the names of the Members proposed by the Nominating Committee as candidates, and, if any, the names of Members not expressly proposed by the Nominating Committee but who have been nominated under the second method referred to in the first paragraph of this Section 5. If the aggregate number of candidates exceeds the number of Directors to be elected, the written communication shall also include a ballot and the procedure respecting the election of Directors.

Section 6 Election Procedure

If the aggregate number of candidates does not exceed the number of Directors to be elected, the candidates shall be elected as Directors by acclamation at the applicable Annual General Meeting of the Members in the presence of those Members present at such meeting. If the aggregate number of candidates exceeds the number of Directors to be elected, Directors shall be elected by the ordinary resolution at the applicable Annual General Meeting of the Members. Ballots for the election of Directors shall include the names of all candidates in alphabetical order. The words “Nominating Committee’s proposal” shall follow the names of candidates proposed by the Nominating Committee.

Section 7 Assumption of Duties

The newly elected Directors shall assume their duties at the first meeting of the Board following the Annual General Meeting of the Members at which they are elected.

XI. OFFICERS

Section 1 Qualifications and Composition

Only Directors shall be qualified to be Officers.

The Officers shall be a President, Vice-President, Secretary, and Treasurer.

The Board may from time to time elect another Officer or other Officers from among their number, for a term of office not to extend beyond the last day of the then-current term of office of the Officers named herein, whose title(s) and duties shall be determined by the Directors.

The same person may not hold more than one (1) office.

Section 2 Term of Office and Election

The Board shall elect a President, Vice-President, Secretary, Treasurer, and any other such Officer as the Board may determine, as the case may be, for a two (2)-year term at the first (1st) meeting of the Board following every Annual General Meeting of the Members at which a term of office of an Officer expires. Voting shall be conducted by secret ballot and only Directors shall be qualified to vote.

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Section 3 Vacancies

The office of an Officer shall be automatically vacated:

a) if an Officer shall resign their office by delivering a written resignation to the Secretary, specifying the time when such resignation becomes effective, at the time so indicated;

b) if at a meeting of the Board by a special resolution that they be removed from office;

c) if at an Annual or Special General Meeting of the Members by a special resolution that they be removed from office; or

d) on death.

The Board shall have the power to fill a vacant office. The Directors, by ordinary resolution, may fill the vacancy with a Director, for a term of office not to extend beyond the last day of the then-current term of office of the other Officers.

Section 4 Duties

The duties of the Officers shall be as follows:

The **PRESIDENT** is the principal executive officer of the Association and as such is responsible for the administration of all the affairs of the Association under this By-Law, for overall leadership in the development of policy, organization, and the achievements of the Association's objectives. Specifically, the President shall:

a) Preside at Annual and Special General Meetings of the Members and at meetings of the Board and Executive Committee.

b) Have the right to attend all committee meetings as an ex-officio member.

c) Have the right to convene any committee of the Association at their discretion.

d) Act as the official representative between the Association and the High School administration and act in a similar capacity on all other such occasions where it is customary for an Officer to do so.

e) Act as a signing officer of the Association.

f) Perform such duties as may be assigned by the Board.

The **VICE-PRESIDENT** is responsible for assisting the President in carrying out the objectives of the Association, and acting for and on behalf of the President in the event of their inability or refusal to act. Specifically, the Vice-President shall:

a) Act for and on behalf of the President when so required.

b) Act as the special representative for Chapters or Constituent Associations in order to provide direct communication between these bodies and the Executive Committee as well as the Board.

c) Act as coordinating officer of all committees of the Association.

d) Perform such other duties as may be assigned by the President or Board.

e) Act as a signing officer of the Association.

The **SECRETARY** acts as custodian of all Association records and handles all official correspondence. Specifically, the Secretary shall:

a) Maintain a copy of this By-Law.

b) Act as a custodian of the records and the seal of the Association.

c) Record the minutes of all Annual and Special General Meetings of the Members and of the meetings of the Board and Executive Committee and ensure that minutes of these meetings are distributed to the Members, Directors, or Officers, as the case may be.

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d) Maintain records of each Director, showing attendance at meetings, offices held, and committee assignments.

e) Handle official correspondence as directed by the President or the Board, including the issuance of meeting notices.

f) Perform such other duties relating to their office as may be requested by the Board.

g) Ensure that all motions and resolutions are properly moved and seconded and such actions are duly noted.

h) Act as a signing officer of the Association.

The **TREASURER** is responsible for the collection, the safe keeping, and the disbursement of the funds of the Association. Specifically, the Treasurer shall:

a) Prepare, in collaboration with the President, a budget for the year's operation and submit it to the Board for approval.

b) Receive all monies from activities together with adequate substantiating details as to source.

c) Review the Association's bank account, and all monies received from various sources.

d) Maintain an adequate record of all receipts and disbursements, with enough supporting detail to meet audit requirements.

e) Act as a signing officer of the Association.

f) Present financial reports at every meeting of the Board. Such reports to clearly indicate the financial position of the Association.

g) Present a financial report and financial statements to the Members at the Annual General Meeting of the Members.

h) Perform such other duties relating to their office as may be requested from time to time by the Board.

XII. PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS

Section 1 Standard of Care

Every Director and Officer, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer shall comply with the Act, the Regulations, the Articles, and this By-Law.

Section 2 Limitation of Liability

Provided that the standard of care required of the Director or Officer under the Act and this By-Law has been satisfied, no Director or Officer shall be liable for the acts, receipts, neglects, or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the money of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the money, securities, or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on such Director or Officer's part, or for any other loss, damage, or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by such Director's or Officer's own wilful neglect or default or otherwise result from such Director's or Officer's failure to act in accordance with the Act or the Regulations.

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Section 3 Indemnification of Directors and Officers

The Association may indemnify a Director or an Officer, a former Director or Officer, or another individual who acts or acted at the Association's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Association or other entity if:

a) such individual acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which such individual acted as Director or Officer or in a similar capacity at the Association's request; and

b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such individual had reasonable grounds for believing that such conduct was lawful.

The Association may indemnify such individual in all such other matters, actions, proceedings, and circumstances as may be permitted by the Act or the law. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

Section 4 Insurance

Subject to the Act, the Association may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Association pursuant to the immediately preceding Article XII, Section 3 against any liability incurred by the individual in such individual's capacity as a Director or an Officer; or in such individual's capacity as a director or officer, or in a similar capacity, of another entity, if such individual acts or acted in such capacity at the Association's request.

Section 5 Advances

With respect to the defence by a Director or Officer or other individual of any claims, actions, suits, or proceedings, whether civil or criminal, for which the Association is liable to indemnify a Director or Officer pursuant to the terms of the Act, the Board may authorize the Association to advance to such Director or Officer or other individual such funds as may be reasonably necessary for the defence of such claims, actions, suits, or proceedings upon written notice by such Director or Officer to the Association disclosing the particulars of such claims, actions, suits, or proceedings, and requesting such advance. Such Director or Officer shall repay the money advanced if such Director or Officer does not fulfill the conditions of Section 151(3) of the Act.

XIII. AFFIDAVITS, DECLARATIONS, ETC.

The Officers and such other person or persons as the Board may appoint, or any of them, or any member of the Board, are authorized and empowered to appear and make answer for the Association to all writs, orders, and interrogatories upon articulated facts issued out of any court, to declare for on behalf of the Association in answer to writs of attachment by way of garnishment in which the Association is garnishee, to make all affidavits and sworn declarations in connection therewith or in connection with any and all judicial proceedings to which the Association is a party, to make petitions in bankruptcy, or for winding up orders upon any of the debtors of the Association, to attend and vote at all meetings of creditors, and grant proxies in connection therewith.

XIV. CONTRACTS, AGREEMENTS, CHEQUES, ETC.

All contracts, agreements, deeds, and other documents required for the purpose of the Association's business may be signed on behalf of the Association by: (a) any Officer or (b) any other person appointed specially for the purpose by the Board.

Cheques, drafts, promissory notes, and other instruments of a similar nature shall be signed or endorsed by such Officer or Officers or such other persons as the Board shall from time to time direct by resolution.

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XV. COMMITTEES

Except for the Executive Committee and the Nominating Committee, committees shall be the ones designated by the Board from time to time.

XVI. CHAPTERS

Section 1 Requirements

Members, residing in a given geographic area (city, province or state, area, or country) outside of the Montreal metropolitan area may form a local organization which, upon approval of the Board, may be enrolled as a "Chapter" (each, a "**Chapter**"); provided, however, that the by-laws or other constitutive documents by which such Chapter shall be governed shall not conflict with this By-Law.

Section 2 Structure

A Chapter is an officially recognized organization which has a minimum three (3)-member executive which organizes at least one (1) event or activity in a calendar year and represents a minimum of twenty (20) Members in such geographical area.

XVII. REGIONAL REPRESENTATIVES

Any Member residing in a given geographic area may act as a regional representative (each, a "**Regional Representative**") upon appointment by the Alumni Relations Representative (in consultation with the Board). The Regional Representatives shall work in partnership with the Alumni Relations Representative and shall follow the policies and guidelines established by the Association and the High School for the ongoing operations of the Regional Representative program.

XVIII. CLASS REPRESENTATIVES

Any Member may act as a class representative for their graduating class (each, a "**Class Representative**") upon election by their classmates or, where appropriate, appointment by the Alumni Relations Representative (in consultation with the Board). The Class Representatives shall work in partnership with the Alumni Relations Representative and shall follow the policies and guidelines established by the Association and the High School for the ongoing operation of the Class Representative program.

XIX. CONSTITUENT ASSOCIATIONS

Any ten (10) Members with a shared connection to the High School through a particular athletic team, extra-curricular club, or interest group may form an association which, upon approval of the Board, shall be a "Constituent Association" (each, a "**Constituent Association**"); provided, however, the by-laws or other constitutive documents by which such Constituent Association shall be governed shall not conflict with this By-Law and the Constituent Association follows the policies set forth by the Association for the ongoing operation of Constituent Associations.

XX. NOTICES

Section 1 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served) pursuant to the Act, the Articles, this By-Law, or otherwise, to a Member, Director, Officer, or member of a committee of the Board or to the public accountant shall be sufficiently given:

a) in the case of notice to a Member, (i) if delivered by mail, courier, or personal delivery to such Member's postal address as shown in the records of the Association or High School or published in *Loyola Today* (or any other publication or digital communication of the Association that is sent to Members), in each case during a period of twenty-one (21) to sixty (60) days before the day on which

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the applicable Meeting of the Members is to be held; or (ii) if delivered by electronic, telephonic, or other communication facility to such Member's electronic address or facsimile number as shown in the records of the Association or the High School during a period of twenty-one (21) to thirty-five (35) days before the day on which the applicable Meeting of the Members is to be held; or

b) in the case of notice to a Director, Officer, or member of a committee of the Board or to the public accountant, (i) if delivered by mail, courier, or personal delivery to such person's postal address as shown in the records of the Association or the High School not less than five (5) business days before the day on which the applicable meeting is to be held; or (ii) if delivered by electronic, telephonic, or other communication facility to such person's electronic address or facsimile number as shown in the records of the Association or the High School not less than forty-eight (48) hours before the day on which the applicable meeting is to be held.

Section 2 Notice Delivery

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer to any notice or other document to be given by the Association may be written (including by electronic means or electronic technologies), stamped, typewritten, or printed or partly written (including by electronic means or electronic technologies), stamped, typewritten, or printed.

Section 3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board, or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with this By-Law or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 4 Waiver of Notice

Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

XXI. SPECIAL RESOLUTIONS

For greater certainty, a special resolution is required to make any amendment to this By-Law or to the Articles to:

a) change the Association's name;

b) change the province in which the Association's registered office is situated;

c) add, change, or remove any restriction on the activities that the Association may carry on;

d) create a new class or group of Members;

e) change a condition required for being a Member;

f) change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;

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g) divide any class or group of Members into two (2) or more classes or groups and fix the rights and conditions of each class or group;

h) add, change, or remove a provision respecting the transfer of a membership;

i) subject to Section 133 of the Act, increase or decrease the minimum and maximum number of Directors fixed by the Articles;

j) change the statement of the purpose of the Association;

k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Association;

l) change the manner of giving notice to Members entitled to vote at a Meeting of the Members;

m) change the method of voting by Members not in attendance at a Meeting of the Members; or

n) add, change, or remove any other provision that is permitted by the Act to be set out in the Articles.

XXII. BY-LAW AMENDMENT AND EFFECTIVE DATE

Subject to the Articles, the Board may, by ordinary resolution, make, amend, or repeal any by-law that regulates the activities or affairs of the Association. Any such by-law, amendment, or repeal shall be effective from the date of the resolution of the Board until the next Meeting of the Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If such new by-law or by-law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. Such new by-law or by-law amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of the Members or if it is rejected by the Members at such meeting.

As set out in Article XXI, this Article XXII does not apply to a by-law that requires a special resolution because such new by-laws or by-law amendments or repeals are only effective when confirmed by the Members.

[Signature page follows]

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ENACTED this day of November 11, 2026.

DocuSigned by:
Pino Di Ioia
480CE60505E6453...
President

Signed by:
Olivier La Forge
58C2C428CEED49E...
Secretary