



GENERAL REGULATIONS

Proposed for adoption at the May 29th, 2019 General Assembly

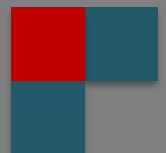
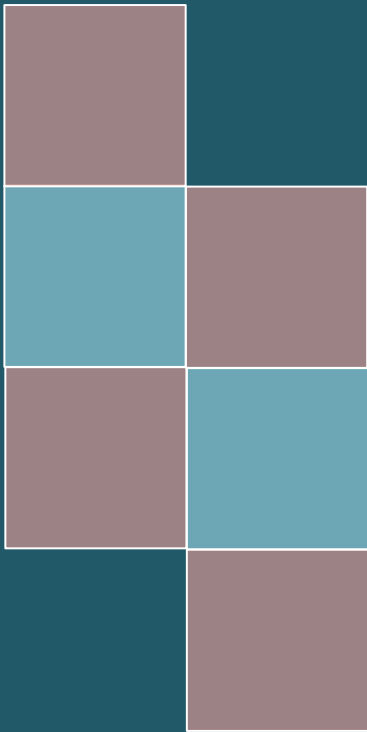


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I GENERAL PROVISIONS

Article 1

- **Name and purpose**

« AloT Canada »

This corporation, known as "AloT Canada" is incorporated as a "not-for-profit corporation" under the Canada Not-for-Profit Corporations Act, SC 2009, c. 23, dated April 07, 2019 under the organization number: 1134374-2 and the company number: 701732281RC0001.

In the following regulations, the word "organization" means: AloT Canada

Article 2

- **Territory and head office**

The organization operates throughout Canada or at any other place designated by the board of directors.

The head office of the body is situated at the place specified in the body's constituting act and at the address determined by the board of directors or at any other address designated in accordance with the Law.

Article 3

- **Seal of the organization**

The seal of the organization, whose form is determined by the board of directors, may be used only with the consent of the president or the secretary. It is authenticated by the signature of the president or the secretary

Article 4

• Mission

The mission of AIoT Canada is to promote and accelerate the adoption of Internet of Things and Artificial Intelligence technologies in Canada, to ensure the economic reach of its members, to support the development and promotion of best operational practices and support the training of the digital talents of tomorrow.

More specifically, AIoT Canada's mission is to:

- Facilitate the development and use of IoT and AI solutions and technologies in the Canadian market;
- Contribute to the upgrading of knowledge and expertise through an offer of support, training and certification in the field of IoT and AI;
- Ensure the development of an ecosystem with technological, industrial and academic partners to increase Canada's economic and social competitiveness in the international marketplace.
- Promote Sustainable Development through the use of IoT and AI technologies
- Hold events and other communication activities aimed at advancing public and social policies in the areas of digital technology, the Internet of Things and Artificial Intelligence.

II MEMBERSHIP

Article 5

- **Categories of members**

The organization is authorized to establish a category of Class A members and a category of Class B members as follows:

(1) Class A Members (Active Members or Founding Members) are entitled to receive notice of and attend all meetings of the members of the organization. In addition, each Class A member has a vote at these meetings with the exception of meetings where only members of a particular category are entitled to vote.

(2) Class B members (or Honorary Members) are not entitled to receive notice of meetings of members to attend and vote at meetings. However, they can attend meetings if they are invited.

Article 6

- **Class A – Active Members**

Any natural person interested in the mission and the activities of the organization can become an active member by complying with the following conditions:

- be 18 years old and over;
- have been physically present at least in one meeting and have asked to participate in the democratic life of the association;
- Have paid the annual membership fee determined by the annual meeting of members.

Active members in good standing are entitled to participate in all activities of the organization, to receive notice of, attend and vote at meetings of members.

Article 7

- Class A – Founding Members**

Some individuals who have contributed significantly to the creation of the organization are considered as founding members and will benefit for a specific period of time from the following specific advantages:

Exemption from individual membership fees;

- a reserved place on the board of directors or the advisory council, at the member's choice;
- the privileged display of their company's name and logo (or his personal name) on the organization's website and marketing materials as a "Founding Member";
- Exemption from entry fees or participation in events or services organized or offered by the organization.

The list of founding members is established as of the date of the first general meeting of the members and cannot be modified later. The benefits are individual and irrevocable, for the duration indicated below.

The founding members identified are:

Last, First name	Company	Length period
Breyel, René	Claridion Inc.	20 years
Cimmino, Salvatore	Claridion Inc.	10 years
Janosz, Éric	Kankai Group	8 years

Article 8

- Class B – Honorary Members**

The board of directors, by resolution, may, at any time, appoint an honorary member of the organization, any person who has rendered service to the latter by their work or their donations or who has shown their support for the purposes pursued by the organization. All founding members are included in this category.

Honorary members can participate in the organization's activities and attend membership meetings. They do not have the right to vote at meetings and they cannot be elected to the board of directors. Honorary members are not required to pay membership fees or contributions to the organization.

Article 9

- **Membership rights and annual fees**

The board of directors may, if it deems it appropriate, fix the membership fee and the annual contribution amount of the active members of the body and the time and method of payment. The membership fee and the annual membership fee must be approved by the annual meeting of members. If applicable, a notice of assessment must be sent at least 30 days before the annual general meeting of the members.

Article 10

- **Membership card**

The board of directors may, if it deems it appropriate, issue membership cards.

Article 11

- **Withdrawal of a member**

Any member may withdraw at any time by serving notice of withdrawal or resignation, preferably in writing, to the secretary of the organization. Such withdrawal or resignation shall take effect on the date of receipt of such notice or on the date specified therein. No application for reimbursement of the membership fee or annual membership fee may be accepted.

Article 12

- **Removal, suspension, expulsion**

The board of directors may, by resolution, strike off any member who fails to pay (if applicable) the fees to which they are liable. The board may also, by resolution, suspend or expel for a specified period or definitively strike off any member who refuses or fails to comply with the provisions of these by-laws, who acts contrary to the interests of the organization or whose conduct is deemed prejudicial to the organization. In particular, the following

constitutes detrimental conduct:

- being charged or convicted of an offense under the Criminal Code;
- to criticize the organization untimely and repeatedly;
- make false and false accusations against the organization;
- breach corporate laws or fail to act as a director.

In this matter, the board of directors is authorized to adopt and follow the procedure that it has established and agreed, provided that the member concerned is informed of the exact nature of the act or omission of which he/she is charged, that the opportunity to be heard on this subject is granted and that the final decision is taken fairly and objectively.

III ASSEMBLY OF THE MEMBERS

Article 13

- **Annual assembly of the members**

The annual meeting of the members of the organization shall be held on the date fixed by the board of directors each year; this date shall be established, as much as possible, within one hundred and twenty (120) days from the end of the organization's fiscal year. The annual meeting is held at the head office of the organization or at any other place determined by the board of directors.

Any annual meeting may also constitute a special meeting to hear and dispose of any matter that may be referred to a special meeting of the members.

Article 14

- **Special or extraordinary assemblies**

Meetings of members are held at the place determined by the board of directors or by the person or persons who call these special assemblies. It is the responsibility of the chairperson or the board of directors to convene such meetings, as they deem appropriate for the proper administration of the affairs of the organization.

The Board is required to convene such a special meeting of members within ten (10) days of receipt of the written request, specifying the purpose and objectives of such meeting, and signed by at least one-tenth of the active members. In the event the board of directors fails to convene such meeting within the stipulated period, the meeting may be convened by the signatories of the written request themselves.

Article 15

- **Notice of meeting**

Notice of any annual meeting of members is sent to all members who are entitled to attend. The notice period for meetings of members is at least ten (10) calendar days. However, the annual meeting may, as per the by-laws, fix any other method of convocation.

The notice for a special meeting must be respect a delay of at least forty-eight (48) hours

and mention, in addition to the date, time and place of the meeting and the subjects to be discussed; only these subjects can be debated.

A meeting may be held without prior notice if all members are present or if the absentees have given their consent to the holding of such a meeting without notice. The presence of a member at a meeting covers the failure to give notice to that member. The accidental omission of this notice or the non-knowledge of this notice by any person does not have the effect of nullifying the resolutions adopted at this meeting.

Article 16

• **Agenda**

The agenda for the annual meeting must contain at least the following topics:

- reading and adoption of the agenda;
- reading and adoption of the minutes of the last annual meeting;
- approval of the budget;
- the appointment of an auditor (if applicable);
- the ratification of the by-laws (new or amended) adopted by the Board of Directors since the last annual meeting;
- the election or re-election of the directors of the organization;
- Membership fees for the following year.

The agenda of any meeting of members (annual, special) must at least cover the points mentioned in the notice of meeting.

Article 17

• **Quorum – Members assemblies**

The quorum for the meetings of the members is 50% of the members present at the beginning of the meeting + 1. This quorum must be maintained throughout the meeting.

Only the full members of the assembly should be included in the calculation of the quorum, which excludes guests and honorary members.

The formal acknowledgement of a lack of quorum by the President terminates the meeting and renders the continuation of the proceedings invalid. It does not, however, affect decisions prior to that acknowledgement.

Article 18

- **Adjournment**

If at least two members are present, a meeting of the members may be adjourned at any time by majority vote to that effect, and such meeting may be held as adjourned without the necessity of reconvening it. Upon the resumption of the adjourned meeting, any business that could have been transacted at the meeting at which the adjournment was voted may be validly transacted.

Article 19

- **President and assembly secretary**

In general, the president or another officer of the organization chairs the annual meeting and the special meetings. However, it is possible for the members present to nominate between them a chairperson of the meeting. The proceedings of a meeting must be recorded by a secretary. If the secretary is absent or refuses to act, the meeting must elect a secretary for the session in progress. The secretary of the organization or any other person appointed for that purpose by the board of directors or elected by the members present may act as secretary of the assembly of the members.

Article 20

- **Vote – Members assemblies**

At a member's assembly, active members in good standing present, including the chair of the meeting, are entitled to one vote each.

Unless otherwise stipulated by law or by these rules, all questions submitted to the meeting of members shall be decided by a simple majority (50% + 1) of the votes validly cast;

The vote is taken by show of hands, unless three (3) members present demand the secret ballot. In this case, the president of the assembly appoints one or two tellers who distribute and collect the ballot papers, compile the results and submit them to the president.

When the chair of the meeting declares that a resolution has been adopted either unanimously, by a specified majority or otherwise rejected, and that an entry is made to that effect in the minutes of the meeting, that will be sufficient proof of the adoption or rejection of this resolution without it being necessary to establish the number or proportion of the votes cast.

IV BOARD OF DIRECTORS

Article 21

- **Number of administrators**

The affairs of the organization are administered by a board of directors composed of a minimum of three (3) members to a maximum of sixteen (16) members.

The number of administrators can be altered. It may be increased or decreased whilst respecting a minimum of three (3) directors. A copy of the change duly approved by 2/3 of the members voting at the general meeting and submitted to the appropriate government authorities will affirm this change.

Article 22

- **Executive council**

Constituting the Executive Council is possible, by means of a by-law adopted by a simple majority (50% + 1) of the members voting in general assembly.

Article 23

- **Eligibility**

All members in good standing (with voting rights) are eligible as directors. The outgoing administrators are eligible for re-election.

Article 24

- **Duration of functions**

Each director takes office at the closing of the meeting at which he was appointed or elected. The term of office is two (2) years, but 50% of the positions must be re-elected each year.

Article 25

- **Elections**

Half of the directors are elected each year by the active members at the annual meeting and according to the election procedure described below:

Application Members wishing to apply for a position on the Board of Directors must submit their application by e-mail in response to the notice of meeting, at least one (1) week before the date of the general meeting.

Election procedure The assembly appoints or elects a returning officer, an election clerk and one or more deputy returning officers.

In case the number of candidates does not exceed the number of positions available, the election will be by acclamation; if there are more candidates than director positions, the election may occur by secret ballot, by means of simple majority.

Article 26

- **Withdrawal of an administrator**

A director ceases to be a member of the board and resigns from their functions if :

- He/she presents, preferably in writing, his/her resignation to the board of directors, either to the president or secretary of the organization or to a meeting of the board of directors;
- dies, is sick, becomes insolvent or banned;
- does not possess the required qualifications any longer;
- has missed more than two consecutive meetings of the organization without valid motivation;
- is dismissed in accordance with the present Guidelines.

Article 27

- **Vacancies**

Any director whose office has been declared vacant may be replaced by resolution of the board of directors, but the successor shall remain in office only for the remainder of the unexpired term of his or her predecessor.

When a vacancy occurs on the board of directors, it is at the discretion of the directors remaining in office to fill it by appointing to the vacant position a person corresponding to the criteria defined in the by-laws. In the meantime, they may validly continue to perform their duties, provided that a quorum remains. If a quorum no longer exists, by vacation or withdrawal, a member of the council, or, failing that, a member may exceptionally call a special meeting to proceed to the elections.

Article 28

• **Dismissal**

A director may be removed by members in good standing by means of a written notice to such director and the board of directors.

The board of directors does not have the power to dismiss any of its directors, but has the power to strike off, expel or suspend an active member of its board or to remove a director under the various articles of the present Guidelines.

The dismissal of an administrator, like his or her election, is at the discretion of the members; it may be carried out at any time at a special meeting of the members in accordance with the reasons given in the by-laws or for any other special reason.

A founding member may be removed from his or her position as a director without losing the benefits conferred on him by these rules. They will then automatically become a member of the Advisory Council.

Article 29

• **Remuneration**

The directors are not remunerated as such for their services. However, the Board of Directors may adopt a resolution to reimburse directors for expenses incurred in the performance of their duties. They may also receive any remuneration and fees owed to them for services rendered to the organization as an employee or consultant.

Article 30

• **Compensation**

Any director, officer or representative of the organization (or their heirs and right holders) will be compensated, if approved, for:

- a) any costs, charges and expenses that such director incurs in the course of, or in connection with, any action, suit or proceeding against him in respect of or as a result of any acts or things done or permitted by him in the exercise or execution of his duties, and
- b) any costs, charges and expenses incurred by or in the course of or in connection with the affairs of the organization or in respect of those matters, except those arising out of their own negligence or by willful omission.

For the purpose of paying these amounts, the organization must purchase insurance for the benefit of its directors, to provide adequate and sufficient coverage.

Article 31

• Conflicts of interest

No director may misperceive the property of the organization with his/her own or use for his/her benefit or for the benefit of a third party. The information obtained by reason of his/her duties, unless it is expressly and specifically authorized to do so by the members of the organization, are not to be used for their interest.

Directors must avoid to be placed in a situation of conflict between their personal interest and their duties as directors of the organization. They must immediately denounce to the organization any interest they have in an enterprise or an association likely to place them in a situation of conflict of interest, as well as the rights they may claim against the organization by indicating what their nature and value may be.

Directors may, even in the performance of their duties, acquire, directly or indirectly, rights in the property of the organization or contract with it, provided that they inform the organization immediately, indicating the nature and the value of the rights acquired, and requests that this fact be recorded in the minutes of the Board's deliberations.

Directors thus interested in an acquisition of property or a contract must, unless necessary, abstain from deliberating and voting on the matter. If they vote, their voice should not be counted. This rule does not apply, however, to matters relating to the compensation of the directors or their conditions of employment.

At the request of the chairperson or any director, the director concerned must leave the meeting while the board of directors deliberates and votes on the acquisition or the contract in question.

Neither the organization nor any of its members may dispute the validity of an acquisition of property or a contract involving the organization and, directly or indirectly, a director, for the sole reason that the director is an interested party, as long as the director has proceeded without delay and correctly informed the board according to these regulations.

Article 32

• Duties of the directors

The board of directors is elected to administer all the day-to-day affairs of the organization. The board of directors is elected to ensure the sustainability of the organization and in full respect of its original mission as mentioned in its letters patent.

The board has an internal structure by appointing among the elected directors a president, a vice-president, a secretary and a treasurer, and administrators, as the case may be.

It shall do all things necessary to achieve the purposes of the organization in accordance with the law and guidelines, adopt new by-laws or amend them, if necessary, and pass the necessary resolutions, in order to achieve the goals of the organization.

Without in any way derogating from the foregoing, the board of directors is expressly authorized at any time to purchase, lease or otherwise acquire, sell, exchange, or otherwise dispose of movable and immovable property, real, personal or mixed property, as well as any right or interest relating thereto, for the price and according to the terms and conditions that it deems just.

The board of directors makes the decisions regarding the commitment of the employees, the purchases and the expenses that it can authorize, as well as the contracts and the bonds where it can commit. An annual budget must be tabled at the annual meeting of members.

It determines the conditions of admission of members according to the general guidelines.

They see to it that the regulations are applied, and the resolutions executed.

Article 33

• Meetings of the Board of Directors

Date. Directors meet as often as necessary, but at least once a year.

Convocation and place. The secretary sends or gives notices of convocation. The chair, in consultation with the other directors, sets the date of the meetings. If the President neglects

this duty, the majority of the directors may, upon written request to the secretary, order a meeting of the council and fix the date, time and place thereof and set the order of the day. The date can also be set at the end of a board meeting; in this case, the secretary is only required to notify directors who are absent from the latter. Meetings are normally held at the head office of the organization or at any other location designated by the chair or board of directors.

Notice of Meeting. The notice of a meeting of the board of directors may be written or verbal. This notice may also be given by fax or by e-mail to the last known address of the administrator. Unless otherwise stated, the notice period is at least two (2) clear days before the meeting. Any verbal or telephone summons must be followed by a written waiver. If all the directors of the board are present, they may, if they agree, order that there be a formal meeting and then the notice of meeting is not necessary, the members all signing a waiver to this effect to avoid doubts about the value of this meeting. The meeting of the board of directors held immediately after the annual meeting of members may be held without notice of meeting. The presence of a director at a meeting covers the failure to give notice to that director.

Quorum. The quorum for holding meetings of the board of directors is 50% of the directors plus one (1). The quorum must be maintained for the duration of the meeting.

President and Secretary of Assembly. The meetings of the board of directors are chaired by the president of the organization or, in his absence, by the vice-president. It is the secretary of the organization who acts as secretary of the assemblies. In their absence, the directors choose from among themselves a chairperson and a secretary for the meeting.

Procedure. The president of the assembly ensures the smooth running of the assembly and, in general, conducts the proceedings in all respects. It submits to the board of directors the proposals on which a vote must be taken. The agenda of any meeting of the board of directors is presumed to provide a period during which the directors may submit their proposals. If the chairperson of the meeting fails to fulfill his duties faithfully, the directors may at any time replace them.

Vote. Each director is entitled to one vote and all questions must be decided by a simple majority. The vote shall be taken by show of hands, unless the chairperson or a director requests the vote by ballot, in which case the vote shall be taken by ballot. If the vote is taken by ballot, the secretary of the meeting shall act as scrutineer and count the ballot. Proxy voting is not allowed. If there is a tie in a vote, the chair is authorized to postpone it to a next meeting, if it is deemed appropriate.

Signed resolution. A written resolution, signed by all the directors, is valid and has the same effect as if it had been passed at a meeting of the board of directors duly convened and held. Such a resolution must be inserted in the organization's minutes book, according to its date, in the same way as a regular report.

Remote participation. If all directors consent, they may attend a meeting of the board of directors using means allowing all participants to communicate with each other, ideally by video conference, via internet (chat) or by telephone. They are then regarded as to have attended the meeting. If a vote by ballot is requested, the organization should use an electronic voting platform to ensure the confidentiality of the vote.

Minutes. Only the directors of the organization can view the minutes of board meetings.

Adjournment. Whether or not there is a quorum, a meeting of the board of directors may be adjourned at any time by the chair of the meeting or by a majority vote of the directors present, and such meeting may be considered as adjourned without having to summon it again.

Agenda. The agenda must be limited to the subjects mentioned in the notice of meeting. It must be known by all directors prior to the meeting.

V OFFICERS

Article 34

- **Organization's officers**

Designation. The officers of the organization are the president, the vice-president, the secretary, the treasurer and any other director whose title and functions may be determined by resolution of the board of directors. The same person can combine several officer positions.

Election. The board of directors shall, at its first meeting following the annual meeting of the members, and thereafter when the circumstances so require, elect or appoint the officers of the organization.

Qualification. The president, the vice-president, the secretary and the treasurer must be elected from among the members of the board of directors.

Remuneration. Officers are not remunerated as such for their services. However, such an option remains possible as specified in these guidelines.

Mandate's duration. The officers of the organization are elected as specified in these guidelines. Each officer shall be in office from the time of his election until the first meeting of the board of directors following the next election of the directors or until his successor is elected or appointed and qualified.

Dismissal. Officers are subject to dismissal by a majority of the board of directors according to these guidelines.

Withdrawal of an officer and vacancy. Any officer may resign or resign at any time by delivering a written notice to the president or the secretary or at a meeting of the board of directors. Any withdrawal or vacancy in an officer's position may be filled at any time by the board of directors, in accordance with the provisions specified in this by-law; the officer so appointed shall remain in office for the unexpired portion of the term of the person he or she replaces.

Powers and Duties of Officers. The officers have all the powers and duties ordinarily inherent to their office, subject to the provisions of the law or the regulations, and they have in addition the powers and duties that the board of directors delegates to them. The powers of the officers may be exercised by any other person specially appointed by the board of

directors for this purpose, in case of inability to act of these officers.

President. He/she presides all the meetings of the board of directors and those of the members, unless in this last case a president of assembly is appointed and carries out this function. The president of the organization is automatically a member of all the study committees and services of the association. He/she supervises, administers and directs the activities of the organization, sees to the execution of the decisions of the board of directors. It is the president who usually signs with the secretary or the treasurer all documents requiring a signature and fulfills all the duties which may from time to time be attributed to the role by the board of directors. The president is also appointed to handle the public relations of the organization.

The vice president. The Vice-President replaces the President when absent or unable to act. He/she then exercises all the prerogatives of the president. If there are several vice-presidents, then there will be a first and a second vice-president who, in order, can replace the chair.

The Secretary. The secretary attends the meetings of the members and the board of directors, and writes all the minutes. He/she fulfills all the functions assigned to its role by the present regulations or by the board of directors. He/she has custody of the archives, the books of the minutes, the seal of the organization and all the other corporate registries. They are responsible for sending notices of meeting to the directors and members. The secretary signs contracts and documents for the organization's engagements with the president, drafts the reports required by various laws and the organization correspondence. All or part of the secretary's duties may be delegated by the board of directors to an employee of the organization. However, the secretary is still responsible.

Treasurer. The treasurer is in charge of the funds of the organization and its accounting books. Their role is to oversee the financial administration of the organization, to sign cheques and other bills, and co-signed with the president or vice-president, and make the deposits. Any cheque payable to the organization must be deposited in the organization's account. The treasurer must allow the books and accounts of the organization to be examined by the administrators. The board of directors may designate any other member of the board to perform this function. All or part of the treasurer's duties may be delegated by the board of directors to an employee of the organization. However, the treasurer always remains responsible.

Article 35

- **Committees and Professional Resources**

Commissions, committees or subcommittees. Commissions, committees or subcommittees are parts of the organization that may be formed by the board of directors to carry out certain mandates or studies deemed useful and necessary for the smooth running of the day-to-day affairs of the organization. At the time of their creation, the board of directors sets their mandates and determines the operating procedures. Commissions, committees or subcommittees are dissolved as soon as their mandates are fulfilled. The board of directors is not required to act on the recommendations of the commissions, committees or subcommittees, but it must allow all members of the organization to read the report that was commissioned. Any person holding a position on behalf of the organization must be mandated by the board of directors to fulfill this mandate and must submit a report to that effect.

Contractors. If it deems it necessary, the board of directors may, by simple resolution, call upon professionals (i.e. notary, architect, lawyer, engineer, technician and any other specialist) to help it achieve the goals of the organization. A call for proposals will be used so that the Board can select the best contractor. The final selection of the contractor will be made by a majority of the members of the board.

Article 36

- **Executive committee**

Composition. The board of directors is entitled to form an executive committee and define the number of its members. The executive committee of the organization must be composed of at least the president, the vice-president, the secretary and the treasurer and may be supplemented, if necessary, by other elected directors.

Election. The election of the members of the executive committee is done annually, at the first meeting of the board of directors immediately following the annual meeting of the members. The previously elected members of the Executive Committee resign on that occasion, but they are eligible for re-election.

Disqualification. A member of the executive committee who ceases to be a director of the organization is automatically disqualified as a member of the executive committee.

Dismissal. The members of the executive council are subject to dismissal by the majority of the board of directors.

Withdrawal of a member and vacancy. Any member of the executive council may resign or resign at any time by delivering a notice in writing to the president or the secretary or at a meeting of the board of directors. Any withdrawal or vacancy in an officer's position may be filled at any time by the board of directors. The officer so appointed shall remain in office for the unexpired portion of the term of the person he/she replaces.

Meetings. Meetings of the executive committee may be held without notice, at such time and place as the President or Vice President, who have authority to convene the meeting, so chooses.

Presidency. Meetings of the executive committee are chaired by the president of the organization or, in his/her absence, by the vice-president or by a president of the meeting, which the members present may choose from among themselves.

Quorum. The quorum at meetings of the executive committee is 50% plus one (1).

Procedure. The procedure at the meetings of the executive committee is the same as the one for the meetings of the board of directors.

Minutes. The directors of the organization may consult the minutes and resolutions of the executive committee.

Powers. The executive committee has the authority to exercise the powers conferred by the board of directors for the day-to-day administration of the affairs of the organization, except the powers which, by law, must be exercised by the board of directors as well as those that the board of directors can expressly reserve for itself. The executive committee reports on its activities to each meeting of the board of directors and the board may then reverse or modify the decisions taken, inasmuch as the rights of third parties are not affected.

Remuneration. Executive Board members are not remunerated as such for their services. They are entitled to the same remuneration as that provided for in the present guidelines.

VI FINANCIAL REGULATIONS

Article 37

- **Fiscal year**

The fiscal year of the organization ends on **May 31 of each year** or on any other date fixed by resolution of the board of directors.

Article 38

- **Auditors**

The financial statements may be audited annually by an auditor or auditors appointed for that purpose at the annual meeting. If applicable, the remuneration of this or these persons is fixed by the members or by the board of directors, if this power is delegated by the members. No director or officer of the organization or any person who is their partner may be appointed as auditor. Note that such audit remains optional for the organization.

The organization's books will be kept up-to-date throughout the year and audited as soon as possible at the end of each fiscal year. These books can be consulted on site, by appointment with the treasurer, by all active members who request them from the organization.

Article 39

- **Bank instruments**

All checks, notes, drafts, bills of exchange and other banking instruments, bills of lading, endorsements and other bills of exchange, contracts, deeds and documents requiring the signature of the organization shall be signed by the chairperson or vice-chairperson jointly with the secretary or the treasurer, two signatures being necessary. However, the board of directors may designate, by resolution, any other member of the board to perform this function.

Any signatory director no longer occupying this position will no longer have the right to sign. As a result, after each election of the board of directors, the list of signatories must be updated.

Any check payable to the organization must be deposited to the credit of the organization with the bank or banks, credit unions or trust companies that the board of directors will designate by resolution to the secretary or treasurer of the organization.

VII OTHER REGULATIONS

Article 40

- **Declarations in court**

The president, the vice-president, the secretary or the treasurer, or one of them, or any other director or person to that effect authorized by the board of directors, are authorized and empowered to answer for the organization all writs, orders and interrogations on facts and articles issued by any court, to answer on behalf of the organization any garnishment and to declare on behalf of the body any garnishment in which the body is a third party seizure, to make any affidavit or sworn declaration in connection with such garnishment or in connection with any proceedings to which the organization is a party, to make requests for the transfer of property or petitions for liquidation or sequestration orders against any the debtor of the organization, and to be present and vote at any meeting of creditors of the debtors of the organization and to grant powers of attorney proxy.

Article 41

- **Registry declarations**

The declarations to be filed with the Registraire des entreprises du Québec under the Act respecting the legal publicity of sole proprietorships, partnerships and legal persons are signed by the president, any director of the organization or any other person authorized for that purpose by resolution from the administration board.

Any director who ceases to hold this position as a result of his/her withdrawal, resignation, dismissal or otherwise is authorized to sign on behalf of the organization and to file an amending declaration to the effect that he/she has ceased be a director, starting 15 days after the date on which the cessation occurred, unless he/she receives proof that the organization has filed such a declaration.

Article 42

- **Modifications to the general guidelines**

The board of directors has the power to repeal or amend any provision of this by-law, which will be effective from the time of its adoption until the next annual meeting.

In accordance with the provisions of the Companies Act, any repeal or amendment must subsequently be ratified by two-thirds (2/3) of the members present, entitled to vote, at the annual general meeting of the organization - unless it is ratified, in the meantime, at a special meeting of members convened for that purpose.

The text of any amendment to the letters patent or by-laws of the organization must be sent with the notice of the meeting at which it will be submitted to the members for ratification.

If the repeal or amendment to the by-laws is rejected or not ratified at the said meeting, it will cease to be in force, but only from the day of the assembly.

Article 43

- **Dissolution and liquidation**

The dissolution of the organization must be approved and adopted by two-thirds (2/3) of the voting members at a special meeting convened for that purpose. At this meeting, the members will have to define the terms of dissolution and liquidation of the properties of the organization in accordance with this article, the third law on companies as well as the obligations to be filled with the Registraire des entreprises, this, after payment of debts.

In the event of the closing down of the NPO, AIoT Canada commits to dispose of the remaining assets to another charitable organization in Canada with a social mission to adopt connected objects. The directors will be responsible for the organization(s) at the time of dissolution.

Article 44

- **Procedural rules**

Subject to the constitution and by-laws of the organization, the board of directors may adopt any regulation to govern the procedure of any meeting of the board of directors. In the absence of procedural rules on a given point, the Morin Code of Procedure applies to any meeting instances of the organization.

Adopted this _____ day of _____, 20____

Ratified this _____ day of _____, 20____

President

Secretary