

BY-LAW NO.1 (Being the General By-laws)

**A by-law relating generally to the conduct of the affairs of DÉPÔT ALIMENTAIRE NDG / NDG FOOD
DEPOT (the Corporation)**

**Revised and Approved by the Board of Directors on May 28, 2024 and [ratified by the membership
on June 13, 2024]**

TABLE OF CONTENTS

Section 1 GENERAL	1
Section 2 FINANCIAL AND OTHER MATTERS	2
Section 3 MEMBERSHIP	3
Section 4 MEMBERSHIP DUES, TERMINATION AND DISCIPLINE	3
Section 5 MEETINGS OF MEMBERS	4
Section 6 DIRECTORS	5
Section 7 COMMITTEES OF THE BOARD OF DIRECTORS	6
Section 8 MEETINGS OF DIRECTORS	7
Section 9 OFFICERS	8
Section 10 DISSOLUTION/WINDING UP	9
Section 11 AMENDMENT TO BY-LAWS	9
Section 12 EFFECTIVE DATE	9

BE IT ENACTED as a by-law of the Corporation as follows:

Section 1 GENERAL

1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means Part III of the Quebec *Companies Act* 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 articles of incorporation or articles of amendment, amalgamation, continuance, reorganization or arrangement of the Corporation;
- c. "board" means the board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution; and
- g. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings

when used in these by-laws.

1.3 Head Office

The head office and principal place of business of the Corporation shall be in the City of Montreal, at 6450 rue Somerled or at any other place in the City of Montreal that the board may determine from time to time.

The Corporation may establish elsewhere, within and outside Quebec, in addition to its head office and its principal place of business, any other establishments that the board may determine from time to time.

Section 2 FINANCIAL AND OTHER MATTERS

2.1 Fiscal Year

The Corporation's fiscal year shall end on March 31 of each year, or at any other date determined from time to time by resolution of the board.

2.2 Auditor

There shall be one or more auditors of the corporate accounts. The auditor shall be appointed each year by the members, at their annual meeting. The auditors' remuneration shall be determined by the board.

No director or officer of the Corporation or any person in partnership with them may be appointed auditor.

If the auditor dies, resigns, ceases to be qualified or becomes incapable of performing their duties before their term expires, the board may fill the vacancy and appoint a replacement, who will remain in office until the term expires.

2.3 Execution of Documents and Financial Instruments

Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be signed by any one director, or staff authorized to do so by the board by resolution. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

All cheques, drafts or orders from the payment of money and all notes and acceptances and bills of exchange shall be signed by one officer or director or other persons whether or not an officer or a director designated in such manner as the board may from time to time determine by resolution.

The board will develop policies to deal with the delegation of this authority.

2.4 Deposits

The Corporation's funds shall be deposited to the credit of the Corporation with any bank(s), caisses populaire(s) or trust company or companies that the board will designate by resolution.

2.5 Borrowing Powers

The directors of the Corporation may, without authorization of the members:

- a. borrow money on the credit of the Corporation;
- b. limit or increase the amount to be borrowed;
- c. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- d. issue debentures or other securities of the Corporation;
- e. pledge or sell such debentures or other securities for such sums and at such prices as may be

deemed expedient; and

- f. secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge, guarantee or pledge of all or any currently owned or subsequently acquired real and personal, moveable and immovable property of the Corporation, and the undertaking and rights of the Corporation.

The directors may, by resolution, and subject to any limitations in the Act, delegate the foregoing powers to a director, a committee of directors or an officer within a set limitation and time-frame.

Section 3 MEMBERSHIP

3.1 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. The board shall approve a policy which sets out the various categories of membership, the criteria for belonging to a category, including dues, where applicable. Each member shall be entitled to receive notice of, attend and vote at all meetings of members.

3.2 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, at least fifteen (15) days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, at least ten (10) days before the day on which the meeting is to be held.

A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

3.3 Honorary Members

The board can bestow on any person deemed fit, the title of 'Honorary Member'. Honorary Members do not have the right to vote. This title is given until such time that the person renounces it or the board revokes it.

Section 4 MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

4.1 Membership Dues

Members shall be notified in writing of the membership dues, if applicable, payable by them and, if any are not paid within one (1) calendar month of the membership renewal date, the members in default shall automatically cease to be members of the Corporation.

4.2 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a company, partnership, trust or other legal person, such person is dissolved;
- b. a member fails to maintain any qualifications for membership described in Section 3.1 of these by-laws;

- c. the member resigns by delivering a written resignation to the chair of the board in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 4.3 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

4.3 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the executive director, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the executive director, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the executive director, the executive director, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

Section 5 MEETINGS OF MEMBERS

5.1 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the external auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

5.2 Chair of the Meeting

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.3 Quorum

Ten (10) members of the Corporation shall constitute the quorum for any membership meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

5.4 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, a decision shall be deemed not to have been reached.

Members who are current staff of the Corporation have the right to vote as long as they represent less than half of all voting members present at a meeting. If they represent half or more of all voting members, they must abstain from voting at that meeting.

Section 6 DIRECTORS

6.1 Number of Directors

The board shall consist of twelve (12) directors.

A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the number of directors.

6.2 Qualifications of Directors

Directors are required to be members of the Corporation and to have a commitment to the Corporation's mission and vision. They must be at least eighteen (18) years old and have the power at law to contract. A member who is a current member of staff of the Corporation shall not be eligible to be a member of the board.

6.3 Election of Directors and Term of Office

Members shall, by ordinary resolution at each annual meeting at which an election of directors is required, elect directors to hold office for a term of up to two (2) years or as proposed by the board. Except as otherwise set forth in this Section 6.3, directors shall be eligible for re-election for a maximum of three (3) consecutive terms. A former director shall be eligible for re-election to the board after a minimum of one year absence from sitting as a member of the board, provided, however, that such one year absence requirement may be waived by the board and ratified by the members by ordinary resolution.

Notwithstanding the limitation set out above, the chair, at the expiry of their third consecutive term, may serve for an additional maximum two (2) year term in order to continue as chair.

6.4 Remuneration

The members of the board shall not receive any remuneration for their services, but reasonable expenses, approved by the chair of the Board, related to their attendance at meetings or conferences may be paid.

Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation in that capacity.

6.5 Ceasing to Hold Office

A director ceases to hold office when the director dies, resigns, is removed in accordance with the following paragraph, or becomes disqualified in accordance with the Act.

6.6 Removal of Directors

The members of the Corporation may by ordinary resolution at a special meeting remove any director or directors from office by reason of the director's membership in the Corporation is ended by expulsion for violating any provision of the articles, by-laws, or written policies of the Corporation or carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion.

6.7 Vacancy in Office

A quorum of directors may fill any vacancy among the directors by appointment. A director appointed or elected to fill a vacancy holds office until the next meeting of members.

6.8 Indemnification

Any director (or their heirs and assigns) shall be held harmless and indemnified, as needed and at any time, from the Corporation's funds:

- a. from and against all costs, charges and expenses that this director bears or incurs during or on the occasion of an action, suit or proceeding instituted against him/her, regarding or due to acts committed or things accomplished or permitted by this director in or for the performance of his/her duties; and
- b. from and against all other costs, charges and expenses that this director bears or incurs during or on the occasion of the Corporation's business or relating to this business, except those resulting from his/her own negligence or willful omission.

No director or officer of the Corporation shall be liable for the acts, encashments, negligence or defaults of another director, officer, functionary or employee, nor for any loss, damage or expenses occasioned to the Corporation by the insufficiency or a defect of title of any property acquired for the Corporation by order of the directors, or the insufficiency or weakness of any security on which the Corporation has relinquished or invested money or other property, or any loss or damage resulting from the bankruptcy, insolvency or wrongful acts of any person, firm or legal entity with whom or which money, securities or items have been lodged or deposited, or any other loss, damage or misfortune of any nature that may occur in the performance of or in relation to his/her duties, unless these have occurred due to his/her willful act or default.

The directors of the Corporation are hereby authorized to indemnify, from time to time, any director or other person who has assumed or is on the verge of assuming, in the normal course of business, any responsibility for the Corporation or for any company controlled by the latter, and to secure such director or other person against a loss by pledging all or part of the Corporation's movable or immovable property, by the creation of a hypothec or any other real right to all or part thereof, or in any other manner.

Section 7 COMMITTEES OF THE BOARD OF DIRECTORS

7.1 Committees

The board shall have the authority to appoint such standing or special committees as it may deem necessary and may establish ad hoc sub-committees or advisory groups from time to time to oversee or consult on matters relating to the Corporation. All standing committees, including the Finance and Audit Committee, the Human Resources Committee, the Governance Committee, the Nominations and Election Committee and such other standing committees as may be established by the board, will be governed by terms of reference.

Section 8 MEETINGS OF DIRECTORS

8.1 Calling of Meetings

The directors shall meet as often as necessary, but no less than five (5) times a year.

8.2 Notice and Place of Meeting

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

They shall be held at the Corporate Head Office, by electronic means, or at any other place designated by the chair or the board of directors.

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than (five) 5 days before the time when the meeting is to be held by one of the following methods:

- a. delivered personally to the latest address as shown in the last notice that was sent by the Corporation;
- b. mailed by prepaid ordinary mail to the director's address as set out in (a);
- c. by telephonic, electronic or other communication facility at the director's recorded address for that purpose.

Notice of a meeting shall not be necessary if all the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No notice of meeting need specify the purpose or the business to be transacted at the meeting unless otherwise required by the law.

8.3 Meeting Chair and Secretary

Meetings of the board shall be chaired by the chair of the board or, failing this, by a vice- chair. The corporate secretary shall act as meeting secretary. Failing this, the directors shall choose a meeting chair and/or secretary from among themselves.

8.4 Quorum and Vote.

Quorum for the holding of meetings of the board of directors is the majority of the directors entitled to vote. A quorum shall be present for the duration of such meetings.

8.5 Votes to Govern

Each director shall exercise one (1) vote. Resolutions will be passed by a majority of the participating directors by an oral vote recorded by the secretary. In case of an equality of votes, a decision shall be deemed not to have been reached.

8.6 Resolution in writing

A resolution in writing, signed in person or electronically, or authorized electronically, by all the directors entitled to vote on that resolution at a meeting of directors or committee of directors, shall be as valid as if it had been passed at a meeting of directors or committee of directors.

8.7 Participation by Telephone

The directors, if all agree, may attend a meeting of the board of directors by means allowing all the participants to communicate with each other orally, notably by telephone or videoconference. They shall then be deemed to have attended the meeting.

8.8 Minutes

Minutes shall be kept at all meetings of the board. Minutes of each board meeting shall be submitted to all board members prior to the next board meeting for their approval.

8.9 General

Meetings of the board may, in the discretion of the board, be open to such other persons as the board from time to time determines can be present by resolution, providing that no one other than a director shall have the right to vote at any board meeting.

Where matters confidential to the Corporation are to be considered at a meeting of the board, the part of the meeting concerning such matters may be held in camera. In addition, where a matter of a personal nature concerning a person may be considered at a meeting of the board, the part of the meeting concerning the person shall be held in camera, unless there is mutual agreement to the contrary by the board and such person.

Section 9 OFFICERS

9.1 Appointment of Officers

The officers of the Corporation, which may include the offices of chair, vice-chair, secretary and treasurer (or in lieu a secretary-treasurer), the executive director, and any such other offices as the board may determine, shall be appointed by resolution of the board at the first meeting of the board following the annual meeting of members in which the directors are elected. A person may hold more than one office.

The board may, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. The chair and the vice-chair shall be chosen from among the directors. This qualification is not required for the other officers.

The officers of the Corporation shall hold office for one (1) year.

9.2 Description of Offices

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** - The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board and of the members. The chair, or such other person as may be designated from time to time by the chair, shall act as spokesperson on behalf of the Corporation respecting matters within the board's role. The chair shall have such other duties and powers as the board may specify.
- b. **Vice-Chair of the Board** - The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. **Executive Director** - The board may from time to time appoint an executive director as the chief executive officer, and may delegate to that person full power to manage and direct the business

and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the board and/ or by the members) in accordance with its vision, mission, and policies, and to employ and discharge agents and employees of the Corporation or may delegate to that person any lesser authority. The executive director shall conform to all lawful orders given by the board of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation. The executive director shall work with the board on strategic planning and policy development and shall implement those directives within board guidelines and shall provide leadership and direction to the Corporation's staff and volunteers.

- d. **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the board and members. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors and the public accountant; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- e. **Treasurer** - If appointed, the treasurer will maintain an overview of the organization's financial affairs, ensuring its viability and ensuring that proper financial records and procedures are maintained. The board may create finance and audit committee(s) to assist with these responsibilities. The treasurer shall have such other powers and duties as the board may specify.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

9.3 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

Section 10 DISSOLUTION/WINDING UP

10.1 Distribution of property

In the event that the Corporation goes out of business or is dissolved or wound up, all the remaining property of the Corporation shall be donated to a registered charity or charities in accordance with the Income Tax Act. The choice of the organizations shall be at the discretion of the board.

Section 11 AMENDMENT TO BY-LAWS

11.1 Amendments

The board shall have the power to repeal or amend any provision of these by-laws, but any such repeal or amendment shall not be in force unless, in the interim, it is ratified at a special meeting of members or special or annual meeting of members, and if this repeal or amendment is not ratified by a simple majority of the votes cast at this special or annual meeting of members, it shall cease to be in force, but from that day only.

Section 12 EFFECTIVE DATE

12.1 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 28th day of May, 2024 and confirmed by the members of the Corporation by resolution on the 13th day of June, 2024.

Dated as of the 13th day of June, 2024.

Peter Guay, Board Chair