

ARN QUÉBEC
(the "**Corporation**")

GENERAL BY-LAWS

BY-LAW ONE
INTERPRETATION

1. INTERPRETATION

In the present By-laws, words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine gender; and words importing persons shall include an individual, firms, associations, companies, corporations, partnerships, trust and unincorporated organizations when the context allows such interpretation.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

In the present by-laws, and all other by-laws of the Corporation, 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 articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) "*Board*" or "*Board of Directors*" means the Board of Directors of the Corporation;
- (d) "*By-law*" means these general by-laws and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "*Director*" means a member of the Board of Directors of the Corporation;
- (f) "*Meeting of Members*" includes an annual meeting of members of the Corporation or a Special Meeting of Members;
- (g) "*Ordinary resolution*" means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution;
- (h) "*Regulations*" means the regulations made under the Act, as amended, restated or in effect from time to time;

- (i) "*Special Meeting of Members*" includes a meeting of any class or classes of members of the Corporation and a special meeting of all members entitled to vote at an annual meeting of members of the Corporation; and
- (j) "*Special resolution*" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

BY-LAW TWO
NAME AND REGISTERED OFFICE

1. NAME

The name of the Corporation is ARN QUÉBEC.

2. REGISTERED OFFICE

The registered office and principal place of business of the Corporation is located in Quebec City, Province of Quebec, Canada.

The Corporation may establish and maintain, in addition to its registered office and principal place of business, such other offices, places of business, branch offices and agencies elsewhere, within or outside the province of Quebec, as the Board of Directors may determine, from time to time, by resolution.

BY-LAW THREE
MEMBERS

1. MEMBERSHIP CONDITIONS

Subject to the Articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The Directors may recommend for adoption the creation of other classes of members at a Special Meeting of Members duly called for that purpose. The Board of Directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of membership shall apply:

A. Class A Members

- (i) Class A voting membership shall be available to persons who have applied and have been accepted for Class A voting membership in the Corporation.
- (ii) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

- (iii) As set out in the Articles, each Class A voting member is entitled to receive notice of, attend and vote at all Meetings of Members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

B. Class B Members

- (i) Class B non-voting membership shall be available to persons who have applied and have been accepted for Class B non-voting membership in the Corporation.
- (ii) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- (iii) Subject to the Act and the Articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at Meetings of the Members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special resolution of the members is required to make any amendments to this Article of the By-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

2. TRANSFERRING MEMBERSHIP

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a Special resolution of the members is required to make any amendment to add, change or delete this Article of the By-laws.

3. ANNUAL MEETINGS

One annual meeting of the members shall be held on such date (not later than fifteen (15) months after holding the preceding annual meeting and no later than four months after the fiscal year-end of the Corporation) as the Board of Directors may determine, from time to time, by resolution.

4. SPECIAL MEETINGS

The Board of Directors shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

A Special Meeting of Members shall be held at the registered office of the Corporation or at any other place in Quebec or virtually as previously determined by the By-laws or by resolution of the Board of Directors.

Any motions or resolutions put forward at a Special Meeting require support of at least two thirds (2/3) of the eligible voting members for approval.

5. NOTICE OF MEMBERS MEETING

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:

- (i) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (ii) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special resolution of the members is required to make any amendment to this Article of the By-laws to change the manner of giving notice to members entitled to vote at a Meeting of Members.

6. ABSENTEE VOTING AT MEMBERS' MEETINGS

Pursuant to Section 171(1) of the Act, a member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it 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 or, in Quebec, signed by the member or by their agent or mandatary:
 - a. at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - b. with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that 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 Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an

alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;

- (iv) if a form of proxy is created by a person other than the member, the form of proxy shall:
 - a. indicate, in bold-face type,
 - the meeting at which it is to be used,
 - that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and
 - instructions on the manner in which the member may appoint the proxyholder,
 - b. contain a designated blank space for the date of the signature,
 - c. provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder,
 - d. provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of Directors,
- (v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors, and
- (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (vii) 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 not provided in accordance with subparagraph (iv)d. 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;
- (viii) 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
- (ix) 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 the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a Special resolution of the members (and if Section 199 applies, a Special resolution of each class of members) is required to make any amendment to the Articles or By-laws of the Corporation to change this method of voting by members not in attendance at a Meeting of Members.

7. ANNUAL FINANCIAL STATEMENTS

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

8. MEMBERSHIP DUES

As the case may be, Class A and Class B members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within three (3) calendar months of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

9. TERMINATION OF MEMBERSHIP

A membership in the Corporation is terminated when:

- (i) the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- (ii) a member fails to maintain any qualifications for membership described in the Article 1 of this By-law;
- (iii) the member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- (iv) the member is expelled in accordance with any discipline of members provisions or is otherwise terminated in accordance with the Articles or By-laws;
- (v) the member's term of membership expires; or
- (vi) the Corporation is liquidated or dissolved under the Act.

10. EFFECT OF TERMINATION OF MEMBERSHIP

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.

11. 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:

- (i) violating any provision of the Articles, By-laws, or written policies of the Corporation;
- (ii) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (iii) 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 president, 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 president, 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 president, the president, 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 Article, 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.

12. PROPOSALS NOMINATING DIRECTORS AT ANNUAL MEMBERS' MEETINGS

Subject to the Regulations under the Act, any proposal may include nominations for the election of Directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

13. COST OF PUBLISHING PROPOSALS FOR ANNUAL MEMBERS' MEETINGS

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by Ordinary resolution of the members present at the meeting.

14. PLACE OF MEMBERS' MEETING

Subject to compliance with Section 159 (Place of Members' Meetings) of the Act, Meetings of the Members may be held at any place within the Quebec province determined by the Board or, if all of the members entitled to vote at such meeting so agree, elsewhere in Canada.

15. PERSONS ENTITLED TO BE PRESENT AT MEMBERS' MEETINGS

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 public accountant 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 resolution of the members.

16. CHAIR OF MEMBERS' MEETINGS


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.

17. QUORUM AT MEMBERS' MEETINGS

A quorum at any Meeting of the Members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the meeting or 25 such members, whichever is greater. 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.

18. VOTING AT MEMBERS' MEETINGS

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 questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.



19. PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this Article who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

20. MEMBERS' MEETING HELD ENTIRELY BY ELECTRONIC MEANS

If the Directors or members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

BY-LAW FOUR **BOARD OF DIRECTORS**

1. NUMBER OF DIRECTORS

The Board shall consist of no less than three (3) but not more than fifteen (15) Directors. The members of the Corporation hereby delegate to the Board of Directors, in accordance with section 133(3) of the Act, the power to modify, from time to time, by resolution, the number of Directors composing the Board of Directors within the aforementioned limits. The Board shall have space to allow for one Director from each of the major universities in Quebec (Defined as: McGill University, Université de Montréal, Université de Sherbrooke, Université Laval, Université du Québec or Concordia University). This accounts for at least 5 positions on the Board, ensuring representation from the academic sector. Two members should be nominated from the industry. This ensures that the board includes perspectives and expertise from the private sector, particularly those industries relevant to ARN Québec's interests and activities. A maximum of eight at-large Directors may also be elected to the Board from the different RNA communities in Quebec. These positions allow for broader representation from various stakeholders within the RNA communities, encompassing a diverse range of interests, expertise, and backgrounds. The principles of Equity, Diversity, and Inclusion (EDI) should be considered throughout the nomination and election process. This is crucial for ensuring that the board reflects a balanced representation of gender and minority groups, fostering an inclusive environment that values and respects diverse perspectives. Representatives from key stakeholders may be invited to attend and participate in Board meetings (except for In Camera sessions) whenever deemed advisable by the Board of Directors, as non-voting, ex-officio advisors.

2. ELECTION OF DIRECTORS

The Directors shall (except as herein otherwise provided) be elected at an annual Meeting of Members or at a duly called Special Meeting of Members, by a simple Majority of the votes of the members cast in respect of such election. The candidates to such election shall be chosen from a list compiled by the committee or individual empowered by the Board of Directors to such effect. It shall not be necessary that the voting for the election of the Directors of the Corporation be conducted by ballot, unless voting by ballot is requested by someone present and entitled to vote at the meeting at which such election takes place.

3. GENERAL POWERS OF DIRECTORS

The Directors shall manage the business and affairs of the Corporation in all respects and make or cause to be made for the Corporation, in its name, any description of contract which the Corporation may lawfully enter into and generally, save as hereinafter provided, may exercise all such other powers and do all such other acts and things as the Corporation is, by its Articles or By-laws or otherwise, authorized to exercise and do.

The Directors shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the purpose of the Corporation.

The Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, contributions, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the purpose of the Corporation.

All acts done by any meeting of the Directors or by any person acting as a Director, so long as a successor shall not have been duly elected or appointed, shall, notwithstanding that it be afterwards discovered that there was some defect in the election of the Directors or of such person acting as a Director or that they or any of them were disqualified, be as valid as if the Directors or such other person, as the case may be, had been duly elected and were or was qualified to be Directors or a Director of the Corporation.

4. TERM OF OFFICE OF DIRECTORS

Directors shall be elected for a three (3) year term or until the election of their successor, unless such Director resigns or their office becomes vacant by death, removal or other cause, so that approximately one-third (1/3) of the Directors then in office shall be elected in each year. A Director may hold office for two (2) consecutive three-year terms or a maximum of three (3) terms total.

5. DIRECTOR VACANCIES

Upon written request by a director, and acceptance of the request by the remaining directors, a director may relinquish that office at any time during their term. Should a vacancy occur mid-term a replacement Director will be appointed until the next annual Meeting of Members. If the vacant position is not scheduled for election at the next Annual General Meeting, a special election will be called to fill the remainder of the term.

6. CALLING OF MEETINGS OF BOARD OF DIRECTORS

Meetings of the Board may be called by the President, Chair of the Board, the Vice-chair of the Board or any two (2) Directors at any time. If the Corporation has only one Director, that Director may call and constitute a meeting.

7. NOTICE OF MEETING OF BOARD OF DIRECTORS

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this Article on giving notice of meeting of Directors to every Director of the Corporation not less than ten (10) business days before the time when the meeting is to be held by telephonic, electronic or other communication type. Notice of a meeting shall not be necessary if all of 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. Unless the By-laws otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

8. REGULAR MEETINGS OF THE BOARD OF DIRECTORS

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. Meetings of the Board of Directors must occur, at minimum, quarterly. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

9. VOTING AT MEETINGS OF THE BOARD OF DIRECTORS

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

10. COMMITTEES OF THE BOARD OF DIRECTORS

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 the Regulations and the Act or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

BY-LAW FIVE **OFFICERS**

1. APPOINTMENT OF OFFICERS

The officers of the Corporation shall consist of the Chair of the Board of Directors, the Vice-Chair of the Board of Directors, the President, the Secretary, and the Treasurer. The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, 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. An officer may, but need not be, a Director unless these By-laws otherwise provide. The Chair and President may not hold more than one office.

2. OFFICERS OF THE CORPORATION

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:

- (i) Chair of the Board – The Chair of the Board shall be chosen from amongst the elected Directors. The Chair of the Board, when present, shall preside at all meetings of the Board of Directors and of the members. The Chair shall have such other duties and powers as the Board may specify. The Chair of the Board shall be elected by the current Board members each year, following the Annual General Meeting. A Chair may hold office for a maximum of three (3) year term.
- (ii) Vice-Chair of the Board – The Vice-Chair of the Board, if one is to be appointed, shall be chosen from amongst the elected Directors. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, when present, preside at all meetings of the Board of Directors and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify. The Vice-Chair of the Board shall be elected by the current Board members each year, following the Annual General Meeting. A Vice-Chair may hold office for a maximum of three (3) year term.

- iii) President – The President may be chosen from among the elected Directors or the Board may appoint and compensate a professional President who then serves as a non-voting, ex-officio member of the Board. The President shall serve a renewable three (3) year term. The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall have authority to hire and/or appoint administrative staff, subject to Board approval. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- iv) Secretary – If appointed, the Secretary shall attend and be the secretary of all meetings of the Board, members and committees of the Board. 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, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall serve a renewable three (3) year term.
- v) Treasurer – If appointed, the Treasurer shall maintain the budget, bank account, and all other financial operations. The Treasurer shall also be responsible for the keeping and filing of all financial records, reports, certificates and other documents required by law to be kept and filed by the Corporation. The Treasurer shall present a statement of accounts on a yearly basis. The Treasurer shall serve a renewable three (3) year term.

3. OFFICER VACANCIES

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:

- (i) the officer's successor being appointed;
- (ii) the officer's resignation;
- (iii) such officer ceasing to be a Director (if a necessary qualification of appointment); or
- (iv) 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.

4. METHOD OF GIVING NOTICE

Any notice (which term includes any communication or document), other than notice of a Meeting of Members or a meeting of the Board of Directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, Director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with Section 128 (Notice of Directors) or 134 (Notice of change of Directors) of the Act;
- (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (iv) if provided in the form of an electronic document in accordance with Part 17 of the Act.

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 transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. 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 of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

BY-LAW SIX **COMMITTEES**

1. COMMITTEES

In addition to the two (2) committees identified hereunder, the Board of Directors may create other committees, notably permanent or special committees, provided that with respect to each committee, the governing resolution pertaining thereto indicates the size, term of mandate of members of the concerned committee as well as the objectives and powers of such committee if not otherwise provided for in this

By-law. Each committee of the Corporation shall be composed of at least four (4) members appointed by the Board of Directors on the advice of the Executive Committee.

(i) Executive Committee

The Board of Directors shall establish an Executive Committee that shall be composed of the officers of the Corporation as described in By-Law 5. The objective of such committee shall be to exercise the full authority of the Board of Directors in the management of the business and affairs of the Corporation between meetings of the Board of Directors; provided, however, that the powers of the executive committee shall be limited as provided in the foregoing Article 2 of this By-law. The Executive Committee shall exercise any other powers and duties as the Board of Directors may determine, from time to time, by resolution, subject to the provisions of the Act, the Articles and the By-laws, as the case may be. The Executive Committee shall be comprised of no less than three (3) but not more than five (5) members. At least two (2) members of the executive committee shall serve for a two (2) year term. The President of the Corporation shall preside at all meetings and serve as the Chair of the Executive committee. Meetings of the executive committee shall occur not less often than once each calendar quarter and may be called on not less than a seven (7) day notice by the Chair of the Board of Directors, the Vice Chair of the Board of Directors, the President and Chief Executive Officer, or any two (2) members of the Executive Committee.

(ii) International Science and Industry Advisory Committee

The Board of Directors shall establish an international science and industry advisory committee. The Board of Directors shall appoint to such committee persons of high international standing in research on RNA and in related fields that are dealing at arm's length with the Corporation. For the purpose of this By-law, the expression "*arm's length*" has the meaning that it has for purposes of the *Income Tax Act* (Canada). The objective of such committee shall be to assist in the independent evaluation of the scientific programs and activities of the Corporation. The international science and industry advisory committee shall exercise any other powers and duties as the Board of Directors may determine, from time to time, by resolution, subject to the provisions of the Act, the Articles and the By-laws, as the case may be.

2. RESTRICTION OF AUTHORITY OF THE MEMBERS OF ANY COMMITTEE

Any committee, to the extent provided for in the resolution of the Board of Directors creating such committee, and the committees identified in 0 of this By-law, may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation. A committee (including the committees identified in 0 of this By-law) does not have the power or authority to amend the Articles, change the objectives of the Corporation, approve the budget of the Corporation, adopt an agreement of merger or consolidation, recommend to the Board of Directors the sale, lease or exchange of all or substantially all of the

Corporation's property and assets, recommend to the Board of Directors a dissolution or winding-up of the Corporation or a revocation of a dissolution, amend any by-law of the Corporation including these By-laws, fill vacancies in the Board of Directors, remove Directors or fix compensation of the members for serving on the Board of Directors or on a committee thereof.

3. COMMITTEE MEMBERS

Subject to the provisions of 0 of this By-law to the contrary, any member or Director may be appointed to a committee by the Board of Directors. In the event of a vacancy, the Board of Directors shall designate another member or Director of the Corporation in order to fulfill the mandate. Additional members may be appointed to each committee by the Board of Directors at the request of the Chair of the relevant committee. Any member of any Committee shall serve at the pleasure of the Board of Directors.

4. NOTICE OF MEETINGS OF COMMITTEES

Subject to provision of 0 of this By-law to the contrary, meetings of a committee may be held at any time and place to be determined by the members of such committee provided that written notice of such meeting shall be either delivered to the residence of each members of such committee, or sent by mail, electronic mail, postage prepaid, telegram or fax machine, to his latest address or fax number as shown on the books of the Corporation, not less than ten (10) days prior to the date fixed for such meeting, the day upon which such notice is sent and the day upon which such meeting is to be held not to be counted in determining the delay of such notice.

However, if, in the opinion of the members of a committee, there is a matter of urgency, a meeting may be called by sending a notice to each members of such committee at least forty-eight (48) hours prior to the date and time fixed for such meeting. Meetings of any committee may be held at any time, at any place and for any given business to be transacted, without prior notice, when all members thereof are present, or when those who are absent have waived in writing notice of such meeting, either before or after the holding thereof.

A member of a committee may in any manner waive notice of a meeting of the concerned committee, either before or after the holding thereof. Attendance by any such member is a waiver of notice of the meeting, except where he attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

No error or omission in giving notice of any meeting of any committee or any adjourned meeting thereof shall invalidate such meeting or make void any proceedings taken thereat and any member of the concerned committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

5. MEETINGS OF COMMITTEES HELD BY ELECTRONIC MEANS

Any member of any committee may attend and participate in a meeting of a committee in accordance with the applicable laws, the Articles and the By-laws, as the case may be, by means of a telephonic, electronic or other communication facility such as teleconference, that permits all members of a committee to communicate adequately and in a secured manner with each other during the meeting, if (i) the Corporation makes available such a communication facility by resorting to an independent recognized company providing such services; (ii) a majority of the members consent in advance to such method of communication; and (iii) such members have equal access thereto. A member of a committee attending to and participating in a meeting thereof by such means is deemed for the purposes of the Act to be present at the meeting and the quorum remains present by a number of members equal to fifty per cent (50%) plus one (1) of the total number of members of the concerned committee in office from time to time present at the opening of a meeting.

If the members of a committee call a meeting thereof pursuant to this By-law, those members may determine that the meeting shall be held, in accordance with the applicable laws, the Articles and the By-laws, as the case may be, entirely by means of a telephonic, electronic or other communication facility that permits all members to communicate adequately with each other during the meeting of the concerned committee.

Despite the provisions of paragraph 2 of Article 8 of this By-law, any member of a committee attending and participating to a meeting thereof held by electronic means and entitled to vote at that meeting may, in accordance with the applicable laws, the Articles and the By-laws, as the case may be, cast his vote orally thereat and by means of the telephonic, electronic or other communication facility, such as teleconference, that the Corporation has made available for that purpose.

6. CHAIR OF THE MEETINGS OF COMMITTEES

Subject to provision of 0 of this By-law to the contrary, on the advice of the Executive Committee, the Board of Directors shall define the Terms of Reference, as well as appoint a Chair and a Vice-Chair of the committee. The Chair of any meeting of a committee shall be entitled to vote as a member thereof in respect of any matter submitted to the vote of the meeting, but, in the event of an equality of votes, he shall be entitled to cast a second or casting vote in respect of any matter submitted to the vote of the meeting.

7. RIGHT TO VOTE OF COMMITTEE MEMBERS

Each member of any committee is authorized to exercise one (1) vote. Proxy voting is prohibited.

8. QUORUM VOTING AND ADJOURNMENTS RESPECTING MEETINGS OF COMMITTEES

A majority (fifty per cent (50%) plus one (1)) of the members of a committee in office from time to time present at the opening of a meeting shall constitute a quorum for any meeting of any committee. If a quorum is present at the opening of a meeting of any committee, the members of such committee present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. Any meeting of any committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by the Act and other applicable laws, as the case may be, or under the Articles, the present By-laws or by any resolution of the Board of Directors establishing the concerned committee, for the time being vested in or exercisable by the members of a committee generally.

Business to be transacted at the meeting of any committee shall be decided by the affirmative vote of a majority of its members attending thereto and participating therein and constituting quorum thereat. Voting at such a meeting shall be by show of hands.

Should a quorum not be present at any meeting of a committee, the members of such committee attending thereto and participating therein shall have the power to adjourn the meeting to the place, date and hour fixed by them by resolution.

Providing that notice of this second meeting or adjourned meeting be subsequently given to all members of the concerned committee, in the manner and within the delay provided for in Article 4 of this By-law, the quorum, at this second meeting or adjourned meeting of the concerned committee, shall consist solely of the members attending thereto and participating therein. At this second meeting or adjourned meeting, any business may be transacted which might have been validly transacted at the original meeting.

9. ADDRESSES OF COMMITTEE MEMBERS

Each committee member shall furnish to the Corporation an address, an electronic mail address and a fax number where all notices intended for such committee member shall be mailed or served upon him, and, if any committee member does not furnish such addresses or fax number, any such notice may be addressed to him at any other address or fax number of such committee member at that time appearing in the books of the Corporation. If no address and fax number appear in the books of the Corporation, such notice may be mailed to such address as the person sending the notice may consider to be the most likely to result in such notice promptly reaching such committee member.

10. REMOVAL OF COMMITTEE MEMBERS

The Board of Directors may from time to time, by ordinary resolution adopted at a special meeting called for that purpose, remove and discharge any member from these committees, with or without cause, and another qualified person may, by

resolution, be appointed in its place. The person so elected shall hold office for the unexpired term of his predecessor.

11. RESIGNATION

Any member of any committee may, at any time, tender his resignation in his capacity as member of the concerned committee, by written notice, addressed to and deposited with the Secretary of the Corporation. It is not necessary that his decision be justified; the concerned member of any such committee shall not incur any responsibility towards the Corporation because of his resignation, even if not justified, for as long as such resignation does not cause any prejudice to the Corporation because given at an inopportune moment.

12. REMUNERATION

Members of the committees shall not, as such, receive any stated remuneration for their services. However, the Corporation shall pay the expenses incurred by the members of committees in the performance of their duties.

Any member of a committee, who, upon request, performs special services for the Corporation may be paid such reasonable remuneration as the Board of Directors may determine, from time to time, by resolution.

BY-LAW SEVEN **FISCAL YEAR, ACCOUNTS AND AUDIT**

1. FISCAL YEAR

The fiscal year of the Corporation shall be designated by resolution of the Board of Directors.

2. FEES

The Board of Directors may, if it is deemed necessary, determine by resolution the amounts of dues and fees owing by the members of the Corporation for each year. Such resolution of the Board of Directors shall be ratified by resolution of the members.

3. ACCOUNTS

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

The books of account shall be kept at the registered office of the Corporation or at such other reasonable place as the Board of Directors deems fit, and shall, at all reasonable times, be open to inspection by any Director.

BY-LAW EIGHT
CONTRACTS, CHEQUES, DRAFTS, DEPOSITS AND BANKING AFFAIRS

1. CONTRACTS

All deeds, documents, transfers, contracts, engagements, bonds, debentures and other instruments requiring execution by the Corporation shall be signed by the Chair of the Board of Directors, the Vice-Chair of the Board of Directors, the President, or any Director or officer and countersigned by the Secretary of the Corporation. The Board of Directors may authorize, from time to time by resolution, any other individual to sign on behalf of the Corporation. Any such authorization may be general or confined to specific instances. Save as aforesaid or as otherwise provided in the present By-laws, no Director, officer, agent or employee shall have any power or authority either to bind the Corporation by any contract or engagement or to pledge its credit.

Subject to the provisions of Section 141 of the Act, as amended from time to time, the Corporation may enter into contracts or transact business with one or more of its Directors or officers or with any firm of which one or more of its Directors or officers are members or employees or with any other corporation or partnership of which one or more of its Directors are shareholders, directors, officers or employees. Such contracts or transactions are not invalid or otherwise affected by the sole fact that a Director of the Corporation has or may have a conflict of interest with the Corporation, even if the vote of the Director in conflict of interest is necessary to bind the Corporation by such contract when paragraph 141(5) of the Act, as amended from time to time, permits the said Director to vote on the said contract, provided that, in that event, such Director has declared or made known its conflict of interest to the Board of Directors.

2. CHEQUES AND DRAFTS

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued, accepted or endorsed in the name of the Corporation shall be signed by such Director or Directors, officer or officers, agent or agents of the Corporation and in such manner as shall be determined, from time to time, by resolution of the Board of Directors. Any one of such Directors, officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for that purpose. Any one of such Directors, Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid

cheques and vouchers and sign all the banks' forms of settlement of balance and release on verification slips.

3. DEPOSITS

The funds of the Corporation may be deposited, from time to time, to the credit of the Corporation with such bank or banks or trust company or trust companies or with such bankers as the Board of Directors may approve, from time to time, by resolution.

4. BANKING ARRANGEMENTS

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in the province of Quebec or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

BY-LAW NINE **DECLARATIONS**

Any Director and officer or person nominated for the purpose by the Board of Directors are, and each of them is, authorized and empowered to appear and make answer for, on behalf and in the name of the Corporation, to all writs, orders and interrogatories upon articulated facts issued out of any court and to declare for, on behalf and in the name of the Corporation, and answer to writs of attachment by way of garnishment in which the Corporation is garnishee and to make all affidavits and sworn declarations in connection therewith or in connection with any and all judicial proceedings to which the Corporation is a party and to make demands of abandonment or petition for winding-up or bankruptcy orders upon any debtor of the Corporation and to attend and vote at all meetings of creditors of the Corporation's debtors and grant proxies in connection therewith.

BY-LAW TEN **ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS**

The Board of Directors may, from time to time, enact, pass, repeal, amend or re-enact By-laws not contrary to the Act or not included in the Articles, concerning any matters related to the governing provisions of the Corporation. However, any such By-law must be duly approved, ratified, sanctioned and confirmed by Ordinary resolution of the members of the Corporation, except for By-laws relating to matters referred to under Section 197 of the Act, which have to be duly approved, ratified, sanctioned and confirmed by Special resolution of the members of the Corporation.

Furthermore, the Board of Directors may, from time to time, enact or adopt By-laws relating to the management and operation of the Corporation, as it may deem

expedient. Any such By-laws must be approved, ratified, sanctioned and confirmed by Ordinary resolution of the members of the Corporation.

BY-LAW ELEVEN
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation may indemnify a present or former Director or officer of the Corporation, or another individual who acts or acted at the Corporation's request as a Director or an 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 the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity, if such individual:

- (i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Corporation's request; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

except such costs, charges and expenses as are occasioned by such individual's own wilful neglect or default.

Furthermore, but subject to the limitations contained in the applicable laws, as the case may be, no Director or officer for the time being of the Corporation shall be liable for the acts, discharges, neglect or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be deposited or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any individual or person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his office or trust or in relation thereto, unless the same shall happen by or through his own willful neglect or default.

The Corporation may purchase and maintain insurance for the benefit of an individual referred to hereabove against any liability incurred by the individual:

- (i) in the individual's capacity as a Director or an officer of the Corporation; or

- (ii) in the individual's capacity as a Director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

BY-LAW TWELVE **INVALIDITY OF PROVISIONS**

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

BY-LAW THIRTEEN **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 Corporation has provided notice in accordance with the By-laws 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.

BY-LAW FOURTEEN **DISPUTES OR CONTROVERSIES AMONG MEMBERS**

1. MEDIATION AND ARBITRATION

Disputes or controversies among members, Directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in this By-law.

2. DISPUTE RESOLUTION MECHANISM

In the event that a dispute or controversy among members, Directors, officers, committee members or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, Directors, officers, committee members, employees or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (i) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators

so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- (ii) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (iii) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this Article shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Article shall be borne by such parties as may be determined by the arbitrators.

BY-LAW FIFTEEN
BY-LAWS AMENDMENT OR REPEAL AND EFFECTIVE DATE

Subject to the Articles, the Board of Directors may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected or amended by the members by Ordinary resolution. If the 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. The By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next Meeting of Members or if it is rejected by the members at the meeting.

This Article does not apply to a By-law that requires a Special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such By-law amendments or repeals are only effective when confirmed by members.

Duly approved by the Board of Directors as of _____.

Duly ratified by the members as of _____.

Chair of the Board of Directors

Secretary

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