By-Laws

JUNE 2026

éducaloi

Values and expertise

Our by-laws are a way to affirm our values: rigor, creativity, neutrality, independence, and collaboration.

This document reflects our expertise in clear legal communication.

Governance

These by-laws contain Éducaloi's main governance rules.

They define, among other things, the powers and responsibilities of partner members, the board of directors, its committees and our management team.

Rules of operation

These by-laws also set out the rules for how Éducaloi operates, for example:

- the timeframe for calling an annual meeting,
- the quorum and majority needed for a resolution to be adopted by the board of directors,
- the date of the end of the financial year, and how the organization is managed.

Adoption and ratification

Adopted by the board of directors on April 13, 2026, and ratified at the annual meeting on June 9, 2026.

A bit of history!

Éducaloi was founded in 2000 on the initiative of the Barreau du Québec.

In 2009, we amended our governance to name three partner members: the **Barreau du Québec** (our founding member), the **Chambre des notaires du Québec**, and the **Société québécoise d'information juridique (SOQUIJ)**.

Since then, we have relied on the support of all our partner members to develop and sustain our mission of improving access to justice.

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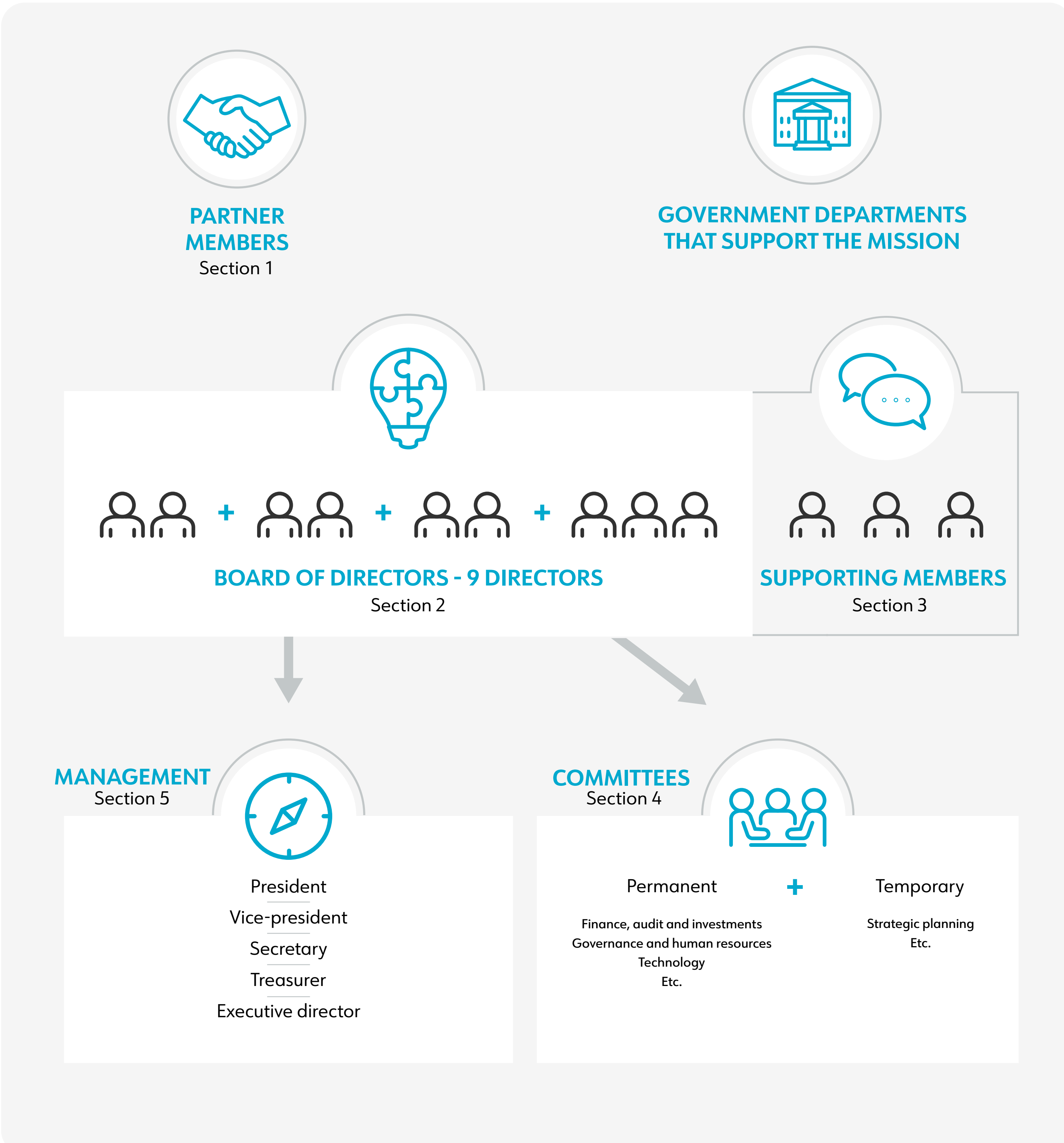
APPENDICES

Éducaloi's Governance Structure



The People Who Bring Our Governance to Life

Overview of the roles

Partner members are organizations that play a key role in Éducaloi's activities. They provide financial support to help Éducaloi carry out its mission and elect members of its board of directors.

The **board of directors** guides and oversees the management of Éducaloi's activities and affairs. Each year, the board of directors presents an overview of Éducaloi's finances and achievements to our partner members.

Members of the **board of directors' committees** assist the board in fulfilling its duties, such as those related to Éducaloi's finances and governance. Some committee members also serve on the board of directors.

Support members act as advisors to the board of directors. For example, they can share their experience and expertise on specific topics. Support members are not directors. In some organizations, support members are referred to as "observers".

Members of the management team perform the duties set out in the by-laws and those determined by the board of directors. Management positions include the president of the board and the executive director. Some management members are also directors. In some organizations, members of the management team are referred to as "officers".

1. Partner Members

Partner members are Éducaloi's sole category of members. **Appendix A** provides a list of our partner members.

1.1. Role of partner members

Partner members:

- share Éducaloi's mission and vision, and help promote them and Éducaloi's activities,
- provide financial support for Éducaloi's mission, and
- nominate candidates and then elect the directors.

1.2. Rights of partner members

Rights	Conditions
Partner members can attend meetings where they can speak and vote.	Each partner member must appoint two representatives to attend meetings and act on its behalf. For more details, read **subsection 1.3** *Representatives of partner members.*
Partner members have the right to receive: • Éducaloi's annual financial statements.	To receive or consult a document, partner members must submit a written request to the secretarial team.

Partner members have the right to consult: • the minutes of the members' meetings, • the written resolutions (**subsection 13.9**).	Under all circumstances, partner members must preserve the confidentiality of documents and information they receive or consult.

Partner members also have other rights, which are outlined elsewhere in our by-laws. Among others, they have the right to:

- elect the directors (sections **2** and **6**),
- dismiss a director (subsection **2.5**),
- submit an application to fill a vacancy (subsection **2.6**),
- ratify a regulation adopted, modified or repealed by the board of directors (section **6**),
- appoint the independent auditors and set their remuneration (section **6**),
- consent (or object) to the holding of a meeting without notice (section **9**).

1.3. Representatives of partner members

Each partner member must appoint two representatives to attend meetings and act on their behalf.

Selection criteria	The appointed persons must be physical persons (individuals). They cannot be members of Éducaloi's board of directors.
Appointment of representatives	Each partner member must specify the types of management or board positions within their organization that qualify an individual to act as its representative. They do this through a general resolution. The resolution may designate more than two positions.

	If a partner member wishes to appoint someone whose position is not mentioned in the general resolution to represent them at Éducaloi's meetings, they must adopt a specific resolution to that effect. Each year in April, the executive director or secretarial team of each partner member must submit a communication to Éducaloi, specifying the names and positions of the two individuals who will represent the partner member at meetings throughout the year, in accordance with the partner member's current resolutions.
Submission of resolutions and other communications	Partner members must send the general resolution, specific resolutions and related communications to Éducaloi's secretarial team or to any other authorized person. They can be sent by any means, as long as there's proof of receipt.
Rights	At meetings, representatives have the same rights as the partner member who appointed them. Each representative can vote on behalf of the partner member. Therefore, each partner member is entitled to a maximum of two votes.
Length of validity for resolutions	A general or specific resolution is valid until amended by another resolution.

1.4. Individual partnership agreements and payment of contributions

Each year, partner members must pay a contribution to Éducaloi. The amount and payment terms are determined based on individual partnership agreements concluded with each partner member and approved by Éducaloi's board of directors.

1.5. Addresses of partner members and sending of notices

Each partner member must provide Éducaloi with a mailing address and an email address where all corporate notices and documents may be sent to or served on them.

Éducaloi sends corporate notices and documents intended for partner members in this order of priority:

1. email addresses provided,
2. mailing addresses provided,
3. any other appropriate email or mailing address that allows the member to be contacted quickly.

1.6. Adding partner members and membership conditions

Written document: Any document in paper or electronic form (email, PDF, Word document, etc.).

Any organization can submit a request to become a partner member. This request must be sent in **writing** to the president of Éducaloi's board of directors.

If the board of directors approves the request, it must conclude a partnership agreement with the organization in question.

To reach its decision, the board of directors must ensure that the organization requesting to become a partner member meets the following membership conditions:

- It exercises all or part of its activities in Quebec.
- It has a mission that is aligned with Éducaloi's mission and goals.
- It commits to remain a partner member for at least two years.
- It commits to share Éducaloi's mission and vision, and to help promote them and Éducaloi's activities.
- It makes an annual financial contribution determined in the partnership agreement.

Éducaloi's executive director or secretarial team informs the partner members of any new membership.

The new partner member must decide whether they wish to nominate candidates for board positions and must inform the board of directors of their decision.

Éducaloi must allow each partner member to nominate two persons to be directors.

The arrival of a new partner member may therefore require changing the authorized number of directors. In this case, the by-laws must be amended, then ratified by the partner members. Éducaloi's board of directors may also request additional letters patent to reflect the change.

1.7. Withdrawal or resignation of a partner member

Partner members can withdraw from Éducaloi. However, they must respect the conditions set out in the partnership agreement in effect at that time. They must also send a written notice to Éducaloi's secretarial team or executive director at least six months before the end of the partnership agreement in effect at that time.

The board of directors can require the resignation of a partner member who:

- does not comply with the partnership agreement signed with Éducaloi, in particular failing to pay the contribution according to the terms set out in the agreement,
- does not comply with Éducaloi's by-laws,
- acts in a way that is contrary to Éducaloi's interests,
- no longer meets the conditions required to be a partner member.

Before making its decision, the board of directors must:

- inform the partner member of the exact nature of the issue raised against them,
- give the partner member an opportunity to be heard on the matter.

However, a partner member who withdraws or is forced to resign can maintain its role and rights as a partner member until the end of the ongoing financial year. In all cases, it is not entitled to the reimbursement of contributions already paid out and must pay the balance of the contributions for the ongoing financial year.

2. Members of the Board of Directors

2.1. Number of directors, candidates and elections

The board of directors is composed of nine directors elected at the annual meeting.

Each partner member can nominate a candidate for up to two positions on the board of directors.

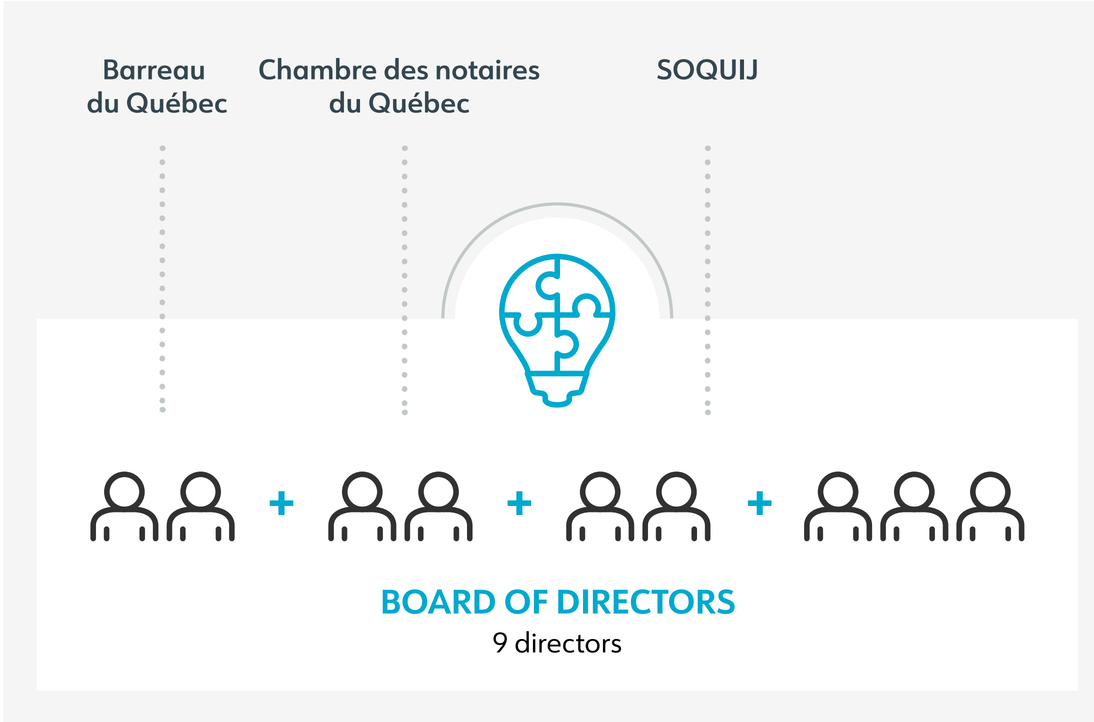
The board of directors can nominate candidates for up to three positions on the board of directors.

The number of directors elected each year alternates in two-year cycles. This is known as the staggered term system. In even years, partner members elect four directors. In odd years, partner members elect the remaining five directors. The number of candidates each partner member and the board can nominate each year is adjusted accordingly.

To ensure that elections run smoothly, the list of candidates must be shared with partner members at least one week before the annual meeting.

If a partner member does not wish to exercise their right to nominate candidates, they can waive this right every year by informing Éducaloi's secretarial team or executive director at least two months before the planned date of the meeting or election. In such cases, the board of directors will be responsible for nominating candidates for the board positions affected by the waiver of this right.

To elect directors, voting is done according to the rules set out in **section 13**.



Note
The list of directors is available on the **Governance** page of our website.

2.2. Role, responsibilities, powers and delegation abilities of the board of directors

The board of directors guides, oversees and supervises the management of Éducaloi's activities and affairs.

Thus, the board of directors' role includes the following responsibilities:

- It ensures that Éducaloi's mission, vision and values are respected. It specifies and defines them, if needed.
- It adopts the strategic plan and budget, and ensures that they are implemented. It also adopts Éducaloi's annual report.
- It ensures that appropriate measures are in place to identify, manage, and reduce strategic, operational, financial, legal, organizational, social, and political risks.

- It establishes effective, efficient, and transparent governance policies and practices and monitors their implementation.
- It ensures a clear division of roles and responsibilities between the board of directors and the executive director.
- It oversees, guides, and supports the executive director, sets their compensation, and monitors their performance.
- It enters into contracts on behalf of Éducaloi and adopts resolutions that bind the organization.

The responsibilities and powers of the board of directors are further outlined in other sections of these by-laws where they address specific matters.

The board of directors **can delegate** certain responsibilities and powers to the management team (including the executive director). When the board of directors delegates its responsibilities or powers, it must oversee their management by the persons it appoints (**section 28** *Delegation of powers*).

However, the board of directors **cannot delegate** the following responsibilities and powers:

- submitting to partner members matters that require their approval (for example, asking them to ratify changes made to the by-laws),
- filling vacant positions on the board of directors or filling the position of an independent auditor,
- appointing the executive director, the president of the board of directors, or members of the management team,
- establishing the compensation of the executive director,
- approving the audited financial statements presented at annual meetings,
- adopting, amending or repealing by-laws,
- adopting amendments to the letters patent.

2.3. Eligibility requirements

Each director must meet the following requirements:

- be a physical person (individual),
- have a professional background that allows them to play a significant role in Éducaloi's development and outreach.

The following persons are not eligible to sit on the board of directors:

- a minor,
- a person who is 18 years or older who is under tutorship or has a homologated protection mandate,
- a person declared incapacitated by a decision rendered by a foreign court,
- a person in bankruptcy who has not received a discharge,
- a person who has been prohibited from serving as a director by a court,
- a person employed by a partner member,
- a person serving on the board of directors of a partner member.

2.4. Term of office of directors

A director's mandate lasts two years from the date of their election.

Directors remain in office until the end of this two-year period or until another person is elected to replace them.

A director can also be re-elected to serve another mandate, provided they do not serve on the board for more than a continuous period of seven years. A person may serve on the board of directors for more than seven years in total, as long as there is a break period of at least two years between any two terms of service.

2.4B Special rules for the 2025 and 2026 elections

The special rules under this subsection take precedence over the rules mentioned in **subsections 2.1** and **2.4**.

In June 2025, the mandates of all directors expired. The staggered term system was implemented as of the annual meeting in June 2025.

At this meeting, exceptionally, partner members elected four directors for a one-year period, and five directors for a two-year period.

The directors elected at the June 2025 annual meeting will remain in office until one of the following occurs:

- the end of the one or two-year term for which they were elected, as applicable,
- a successor is elected to replace them.

At the June 2026 annual meeting, partner members elected four directors for two-year terms, to fill the positions of those who were elected for one-year terms in June 2025.

2.5. Vacancy of a position

A position becomes vacant when the board of directors determines that one of its directors:

- has notified the president of the board of directors, in writing, of their resignation,
- has a physical or mental challenge rendering them incapable of holding the position,
- has died,
- is in bankruptcy,
- is unable to fulfil their mandate for other reasons.

A position also becomes vacant when a director is removed, on sufficient grounds, at a special meeting of the partner members convened for this purpose. Absence from three or more consecutive board meetings may be considered sufficient grounds for removal.

In all cases, a director whose position becomes vacant must be informed that their mandate is terminated.

2.6. Filling positions that become vacant during a mandate

The board of directors must, within a reasonable time, fill any position that becomes vacant during the course of a mandate by appointing a new person to the position.

The new candidate must be nominated by the same organization that nominated the candidate or director whose position is vacant.

A special meeting of the partner members may be convened if the board of directors is unable to appoint someone to fill a vacancy. This meeting can be called by a partner member or a director.

The mandate of the new person appointed or elected is valid until the end of the mandate of the director being replaced.

The board of directors may validly continue to exercise its duties until the new person is appointed or elected to fill the vacancy.

2.7. Obligations of directors

Directors must respect the obligations the *Civil Code of Québec* imposes on the directors of a legal person. This is because Éducaloi is a legal person within the meaning of the *Civil Code of Québec*. These obligations may be modified by Part III of the *Companies Act*.

In performing their duties, directors must act:

- with prudence and diligence,
- with honesty and loyalty, in the interests of Éducaloi.

2.8. Conflicts of interest

Directors must avoid placing themselves in a situation of conflict of interest.

Concept of conflict of interest	A director is in conflict of interest when a situation is objectively of a nature that compromises their independence or impartiality in performing their duties. A director is in conflict of interest even if their personal interest has not actually influenced a board decision. There may thus be an apparent conflict of interest if the situation reasonably suggests that the director's personal interest could influence a decision of the board of directors. A conflict of interest can result from a financial advantage, a moral advantage, an appointment, a position or a role in another organization.
Conflict of interest disclosure	Directors who find themselves in a situation of actual, potential or apparent conflict of interest must disclose this situation to the president of the board of directors. If the president is in such a situation, they must disclose it to Éducaloi's secretarial team. Conflicts of interest are recorded in the minutes of board meetings and in a registry of conflict of interest disclosures.

Non-participation in board decisions	Directors who find themselves in an actual, potential or apparent situation of conflict of interest must abstain from voting on matters related to their conflict of interest. If the quorum needed to adopt a resolution affected by a conflict of interest is not achieved due solely to this context, quorum then corresponds to the number of directors who are present and authorized to vote. Here's an example. > Five out of nine directors are present to a meeting where a vote must be held on a matter involving a conflict of interest. The director who is in a conflict of interest is not allowed to vote on the matter. Normally, this would result in a loss of quorum. However, under the special rule, the four remaining directors who are present constitute the quorum needed to hold the vote and make a decision. Case of necessity: A director with a real, potential, or perceived conflict of interest may still vote if their vote is essential for Éducaloi to pass a resolution. For example, this would be the case when unanimity is required.
Contracts with Éducaloi	Éducaloi can enter into any type of contract with the following persons or entities: • one or several members of Éducaloi's board of directors, • any enterprise, legal person or association where one or several members of Éducaloi's board of directors acts as: – members, – staff, – directors, – shareholders. The director concerned must immediately disclose the situation to the president of the board of directors and specify the nature and value of their interest in the contract. Additionally, the general rules regarding conflict of interest disclosure and non-participation in the decisions of the board of directors must be respected.

Code of ethics and conduct	The board of directors may adopt a code of ethics and conduct that further clarifies the general principles set out in this section.

2.9. Code of ethics and conduct

As soon as a director is elected or appointed, they receive a copy of the code of ethics and conduct that is in force and must sign it.

Afterwards, directors whose mandates are renewed must sign the code of ethics and conduct again.

Directors must respect the code of ethics and conduct:

- during their entire mandate,
- for certain obligations: during any additional period specified in this code.

2.10. Validity of actions taken by the board of directors

Actions taken by the board of directors or a director are valid under the following circumstances and conditions.

Validity of actions	Conditions of validity
All actions taken by the board of directors or a director are valid, even if it comes to light that: • there was an irregularity in the election process of the director, or • that the director was not eligible for the position.	The actions of the board of directors or a director taken before an irregularity is discovered are valid. When an irregularity is discovered, the board of directors must correct the situation within a reasonable time. In particular, the board of directors may appoint new persons to serve on the board of directors. The actions that the board of directors or a director must take, from the time the irregularity was discovered to the time it is corrected, are also valid.

2.11. Compensation and reimbursement of expenses

Directors receive no compensation from Éducaloi for performing their duties for the organization.

Directors who incur reasonable expenses while performing their duties may, however, request reimbursement. These directors must submit their request to Éducaloi's secretarial team or executive director with the necessary supporting documents, in accordance with Éducaloi's policies.

Good to know

Éducaloi is committed to reimburse and protect directors under certain conditions. For details, see **section 30** *Protection and reimbursement.*

2.12. Directors' addresses and sending of corporate notices

All directors must provide Éducaloi with a mailing address and an email address that can be used to send them or serve them with any corporate notices and documents intended for them.

Éducaloi sends corporate notices and documents intended for directors using the following means, in this order of priority:

1. email addresses provided,
2. mailing addresses provided,
3. any other email or mailing address where the person can be quickly reached.

3. Supporting Members

Every governmental organization that financially supports Éducaloi's mission can nominate a supporting member. The board of directors examines the proposals and appoints the supporting members.

Appendix B provides a list of supporting member organizations and persons that have been appointed. Éducaloi's board of directors must ensure that **Appendix B** is updated to reflect the addition or removal of a supporting member.

Good to know

Supporting members are often referred to as "observers" on the board of directors.

Éducaloi's staff do not appoint any supporting members. This is to preserve sufficient distance between Éducaloi's operations and its governance.

3.1. Role of supporting members

Supporting members play a consulting role on the board of directors, for example:

- sharing their points of view, experiences and expertise on specific matters, such as the strategic plan,
- answering any requests made by the board of directors.

Once they are appointed, supporting members must sign and comply with the code of ethics and conduct.

3.2. Rights of supporting members

Supporting members have the right to	Supporting members do not have the right to
• attend meetings of the board of directors, • participate in deliberations on matters submitted to the board of directors, • serve on a committee of the board of directors and participate in this committee's deliberations, • participate in annual and special meetings and speak at these meetings.	• vote at meetings of the board of directors, • vote at annual and special meetings.

3.3. Withdrawal or resignation of a supporting member

A supporting member may at any time withdraw by sending a notice to the president of the board of directors.

The board of directors may require the resignation of a supporting member who fails to respect the code of ethics and conduct.

The organizations that nominated a candidate or supporting member who withdraws or who must resign can nominate a new person to fill the vacancy.

4. Members of the Board of Directors' Committees

The committees of the board of directors help the board perform its duties, notably in the following areas:

- finance, auditing, and investments,
- governance,
- human resources.

These committees can be permanent or temporary.

4.1. Formation of committees and rules of operation

The board of directors can establish a committee when it deems necessary.

The board of directors can determine the mandates of these committees. It can also adopt and amend their operating rules. The person who chairs a committee must apply these rules and ensure the proper functioning of the committee.

4.2. Composition of committees

The board of directors appoints the members of the different committees while respecting the following conditions:

- In all cases, the members must be physical persons (individuals).
- Each committee is composed of at least two directors.
- Supporting members and the executive director cannot be appointed committee chairs.

4.3. Expenses and debts

Committees must receive authorization from the board of directors in order to incur any expense, debt or other obligation.

4.4. Reporting to the board of directors

Each committee must report to the board of directors at the end of a financial year and before the annual meeting of the partner members.

This report presents a summary of the findings and the work carried out by the committee during the financial year that is ending. The report can be presented in writing or verbally.

Good to know

Éducaloi is committed to reimburse and protect committee members under certain conditions. For details, see **section 30** *Protection and reimbursement.*

5. Members of the Management Team

The management team performs the duties set out in the by-laws and the duties determined by the board of directors.

5.1. Appointment and duties

Mandatory members	Optional members, based on needs
• President • Vice-president • Secretary • Treasurer • Executive director	• Assistant secretary • Assistant treasurer

The board of directors appoints the members of the management team.

The president and vice-president of the board of directors must be directors. The other members of the management team do not have to be directors or supporting members.

The same person can hold more than one position in the management team. However, the president of the board of directors may not hold any other management position within the organization.

5.2. Obligations of the members of the management team

As agents of Éducaloi, members of the management team must, in particular, perform their duties:

- with prudence and diligence,
- with honesty and loyalty, in the interests of Éducaloi.

Good to know

Éducaloi is committed to reimburse and protect members of the management team under certain conditions. For details, see **section 30** *Protection and reimbursement*.

5.3. Conflicts of interest

Members of the management team must avoid placing themselves in a situation of conflict of interest. A member of the management team is in conflict of interest when they have an opportunity to put their personal interests, or those of a related person or organization, ahead of the interests of Éducaloi.

A member of the management team is in conflict of interest even if their personal interest has not actually influenced a decision of the management team. There may thus be an apparent conflict of interest if the situation reasonably suggests that the member's personal interest could influence a decision.

A conflict of interest can result from a financial advantage, a moral advantage, an appointment, a position or a role in another organization.

Members of the management team who find themselves in a situation of actual, potential or apparent conflict of interest must disclose this situation to the president of the board of directors as soon as they have the opportunity to do so. Conflicts of interest are recorded in the minutes of board meetings and in a registry of conflict of interest disclosures.

5.4. President of the board of directors

The board of directors appoints a person to act as the president of the board of directors.

This person chairs the meetings of the board of directors and meetings of the partner members.

The president also holds all powers and performs all the duties determined by the board of directors.

5.5. Vice-president of the board of directors

The board of directors appoints a person to act as vice-president of the board of directors.

The vice-president of the board of directors exercises the powers and duties of the president if the position is vacant. The vice-president may also exercise the powers and duties of the president if the president is absent or refuses, is unable, or fails to act.

In addition, the vice-president may exercise any powers and perform any duties determined by the board of directors or delegated by the president from their own functions and powers.

5.6. Executive director

The board of directors appoints a person to act as the executive director of Éducaloi. This person is the chief executive officer and is responsible for Éducaloi's general affairs. This person also holds all powers and performs all the duties determined by the board of directors.

The executive director must follow the instructions given to them by the board of directors. They also provide the board with any information it may request about Éducaloi's affairs.

This person cannot be a director.

5.7. Treasurer or assistant treasurer (treasury)

The board of directors appoints a person to act as Éducaloi's treasurer. It can also appoint one or several persons to act as assistant treasurer.

The treasurer is responsible for the financial management of Éducaloi. In particular, this person oversees asset management and bookkeeping in accordance with governing laws. This person also has custody of accounting records.

The treasurer must report to the board of directors on Éducaloi's financial situation, as follows:

- at each quarter of the financial year,
- as soon as possible after the end of each financial year,
- upon request by the board of directors.

This person performs all other treasury-related tasks determined by the board of directors.

Assistant treasurers perform all of the treasury-related tasks that the board of directors or the treasurer asks them to perform. They may also exercise the powers and duties of the treasurer if the treasurer is absent or refuses, is unable, or fails to act.

5.8. Secretary, assistant secretary (secretarial team)

The board of directors appoints a person to act as Éducaloi's secretary. It can also appoint one or several persons to act as assistant secretary.

The secretary performs all tasks that fall under secretarial responsibilities and those determined by the board of directors. Among other things, the secretary must:

- send all corporate notices and related documents,
- oversee the drafting of the minutes of partner members' meetings and board meetings, and ensure that the minutes are kept in a book reserved for this purpose,

- keep the books that contain the names and addresses of the partner members and directors,
- keep all other documents submitted by the board of directors.

The assistant secretaries perform all of the secretarial tasks that the board of directors or the secretary asks them to carry out. They may also exercise the powers and duties of the secretary if the secretary is absent or refuses, is unable, or fails to act.

Good to know

Éducaloi's secretarial team is composed of the secretary and, if persons are appointed to this position, the assistant secretaries.

Notices and documents that must be sent to the secretarial team can validly be sent to one of these persons, except if the by-laws identify one of them in particular.

5.9. Compensation

The board of directors can adopt measures for the executive director to receive compensation from Éducaloi. Other members of the management team do not receive compensation, except if they are also members of Éducaloi's staff.

5.10. Dismissal

When a meeting is called for this purpose, the board of directors can dismiss one or several members of Éducaloi's management team. The board must inform the person(s) concerned and make sure to respect any work contract that may be in effect.

5.11. Resignation

A member of the management team may resign from their position at any time by giving notice to the president of the board of directors. If the person is also an Éducaloi employee, they must respect the terms of their employment contract.

A director who resigns from a management position and also wishes to resign from the board of directors must state this in their notice to the president. Otherwise, the person remains a directors, even if they have resigned from their management team position.

5.12. Filling management team positions that become vacant

Vacant positions	Obligations of the board of directors
• President of the board of directors • Vice-president of the board of directors • Secretary • Treasurer • Executive director	Fill a vacancy that occurs during the course of a mandate within a reasonable time.
• Assistant secretary • Assistant treasurer	If necessary or if beneficial for the proper functioning of Éducaloi, fill the vacancy when the time is right.

Meetings

6. Annual Meetings

At annual meetings, the partner members:

- receive and examine Éducaloi's annual financial statements and the report of its independent auditors,
- elect directors whose positions needs to be filled,
- examine and ratify, if deemed appropriate, any regulation adopted, amended or repealed by the board of directors,
- appoint independent auditors and set their remuneration or authorize the board of directors to set their remuneration,
- examine or resolve any matter under their responsibility and validly placed on the agenda,
- can hold a special meeting if necessary to examine, address or resolve any other matter.

Good to know

Since all meetings are "general," Éducaloi chooses to use the expressions "annual meeting" and "special meeting."

6.1. Date of annual meetings

Every year, the board of directors must adopt a resolution to set the date for the annual meeting. The annual meeting must be held within four months of the end of Éducaloi's financial year.

6.2. Location of annual meetings

Annual meetings are held at Éducaloi's head office. The notice of meeting can provide that the annual meeting will take place at any other location in the province of Quebec.

7. Special Meetings

7.1. Voluntary calling of a special meeting

The board of directors or its president can call a special meeting if deemed necessary for the proper administration of Éducaloi's affairs.

7.2. Mandatory calling of a special meeting

A partner member can submit a request to the board of directors to hold a special meeting. This request can also be submitted by two directors. In all cases, the request must be in writing and signed. It must also state the objectives of the special meeting.

The board of directors must call the special meeting within 21 days of receipt of the request. If it does not respect this time limit, the special meeting can be called by the persons who submitted the request.

7.3. Location of special meetings

Special meetings are held at Éducaloi's head office. The notice of meeting can stipulate that the meeting will take place at any other location in the province of Quebec.

8. Meeting Formats

Meetings can be held in person.

Meetings can also be remote. Any means of telecommunication can be used, provided that the partner members and other persons who are called to the meeting can communicate verbally. Participating in a meeting using a means of telecommunication is sufficient to prove the presence of the members.

9. Notice of Meetings

Whom to send the notice to	In all cases, the notice of meeting is sent to: • partner members, • directors. For the annual meeting, the notice is also sent to: • independent auditors, • former independent auditors, if their presence at the meeting is required or beneficial.
Deadline for sending the notice	The notice is sent at least 10 days before the date set for the meeting. In calculating this timeframe, the day the notice is sent and the day the meeting is held are not counted.
Rules for sending the notice	The notice of meeting is sent according to the rules applicable to sending corporate notices (**subsection 1.5** *Addresses of partner members and sending of notices*).
Content of the notice	The notice of meeting must always indicate the date, time, and location of the meeting. If an annual meeting is held for one of the following reasons, the reason must be mentioned in the notice: • to ratify, amend or reinstate a by-law, • to deal with an issue that is usually addressed during a special meeting. In the case of a special meeting, the notice must indicate, in general terms, all the matters that will be discussed at the meeting.

Urgent meetings	If the president of the board of directors considers that a meeting is urgent, they can decide that one business day is sufficient notice of the meeting. The vice-president can also make this decision if the president is absent or refuses, is unable, or fails to act.
Meeting without notice	A meeting can be held without notice if all partner members and directors are present at the meeting. The same applies if all partner members and directors who are absent have consented to the meeting being held. However, a meeting cannot be held without notice if one or several partner members or directors attend the meeting for the sole purpose of opposing the meeting on the grounds that it was not called in the usual manner.
Waiver of notice	A person who has the right to be notified of a meeting can waive their right to receive notice of that meeting. The waiver must be sent to Éducaloi's secretarial team, in writing. This can be done before or after the meeting is held. Any person who is present at the meeting is deemed to have waived their right to receive notification of that meeting. This rule does not apply if this person attends the meeting solely to oppose the holding of the meeting on the grounds that it was not called in the usual manner.

10. Validity of Meetings

A meeting remains valid even if one of the following circumstances arises, provided that the partner members and directors concerned have consented to the meeting being held:

- The content or sending of the notice of meeting does not comply with the by-laws.
- One or more partner members did not receive the notice of meeting.
- For some involuntary reason, the notice of meeting was not sent out.

11. Quorum of Meetings

Quorum is reached at annual and special meetings if at least the majority of representatives of the partner members are present.

Quorum must be maintained for the full duration of the meetings.

12. Chairing of Meetings

The following persons can chair members' meetings, in this order of priority:

- the president of the board of directors,
- the vice-president of the board of directors,
- a representative appointed by a resolution of the partner members present.

13. Procedure for Meetings

The person chairing the members' meeting determines the procedure to follow throughout the meeting. Their decisions regarding the procedure are final and binding on the partner members.

The person chairing the meeting must allow partner members to speak and discuss, within a reasonable timeframe, matters that meet the following conditions:

- Their main focus concerns Éducaloi's internal activities or affairs.
- They do not concern a personal claim or reparation for personal harm against:
  - Éducaloi,
  - one or several directors,
  - one or several members of the management team,
  - one of several partner members.

Partner members can at any time remove and replace a person who is chairing the meeting if they fail to faithfully carry out their responsibilities.

13.1. Voting rights

Only partner members have voting rights. They exercise those rights through their representatives, in accordance with **subsection 1.3.**

13.2. Majority rule

Questions submitted to a meeting are decided by a simple majority (50% + 1) of the valid votes cast. If the law requires a different majority, that requirement must be followed.

13.3. Casting vote

In the event of an equality of votes, the person chairing the meeting has the following rights, depending on the circumstances:

- If the person chairing the meeting is entitled to vote at that meeting, they have a casting vote.
- If the person chairing the meeting would not otherwise be entitled to vote at that meeting, they are granted the right to vote.

13.4. Voting by show of hands

When a question or resolution is put to a vote, voting is conducted by a show of hands. The person chairing the meeting counts the votes based on the number of hands raised.

13.5. Voting by secret ballot

A vote may be conducted by secret ballot at the request of the person chairing the meeting or of two representatives of a partner member who are present at the meeting.

The person chairing the meeting then appoints two individuals to act as scrutineers for the meeting. These individuals do not need to be representatives of partner members. The scrutineers distribute and collect the ballots, count the votes, and report the results to the person chairing the meeting.

13.6. Adopting or rejecting resolutions

The person who is chairing the meeting must declare that a proposed resolution has been adopted or rejected. This declaration is mentioned in the minutes of the meeting. The declaration is sufficient to prove the adoption or rejection of the resolution.

13.7. Meeting adjournments

The person chairing a meeting can, at any time, adjourn the meeting with the consent of the representatives of the partner members present. They can also adjourn the meeting *ex officio*, meaning on their own initiative, if they deem that it is impossible to hold the meeting in an orderly manner.

To adjourn a meeting, an announcement must be made during the meeting and the following rules must be respected.

Notice of meeting	In principle, it is not necessary to send a notice of meeting for the resumption of a meeting. However, if the adjournment lasts 30 days or more, a notice of meeting must be sent for the resumption of the meeting, as if it were a new meeting. A notice of meeting must also be sent if several consecutive adjournments last 30 days or more in total.

Reconvening a meeting and quorum	The meeting is validly resumed if the following two conditions are met: • The meeting is held according to the date, time and location announced during the initial meeting or in the new notice of meeting. • Quorum is reached. If quorum is not reached when the meeting resumes, the initial meeting is deemed to have ended at the time it was adjourned.
Matters that can be examined	Any matter that could have been examined or resolved at the initial meeting can be examined or resolved when the meeting resumes.

13.8. Keeping voting ballots and other documents

The secretarial team must keep the documents appointing representatives of partner members, as well as voting ballots, for a minimum of three months following the meeting.

A partner member who is entitled to vote during the meeting can consult and verify these documents at no cost. Their representatives can also do so.

13.9. Written resolutions

Partner members can adopt written resolutions that take the place of meetings. These resolutions have the same value as if they had been adopted during a meeting, provided that all the partner members eligible to vote on such resolutions sign them. In practice, the designated representatives of the partner members at the time the resolution is to be adopted are the ones who vote on and sign the written resolutions.

Written resolutions are kept in the book that contains the minutes of meetings and the resolutions of the partner members.

14. Adoption, Amendment and Revocation of By-Laws

The board of directors has the power to amend or revoke any provision in these by-laws. Such amendment or revocation remains in effect until the next annual meeting. However, a special meeting of the members can be held before that in order to ratify the amendment or revocation.

If the amendment or revocation is not ratified by the simple majority of votes (50% + 1) cast during the annual meeting or a special meeting, it ceases to be in effect as of the day of that meeting.

Meetings of the Board of Directors

15. First Meeting

A first meeting of the board of directors is held immediately after the annual meeting. The purpose of this meeting is to:

- appoint certain members of Éducaloi's management team,
- address any matters raised during the meeting.

This first meeting can be held without a notice of meeting and with the sole presence of the directors who attended the annual meeting. However, quorum must be reached. If quorum is not reached, the meeting must be postponed and called with a notice of meeting in accordance with the rules applicable to regular meetings (**section 19** *Notice of meetings*).

If it is impossible to appoint certain members of the management team at the first meeting, the positions in question do not necessarily become vacant. These appointments can take place at a later date and the outgoing members who still have the necessary qualifications can remain in their positions until this time.

16. Regular Meetings

The board of directors holds regular meetings at such times as it may determine, and at least four times per financial year.

17. Special Meetings

The board of directors can hold special meetings, in addition to regular meetings. Special meetings can be called by the president, vice-president or two directors.

18. Location of Meetings

In person

The board of directors can hold its meetings in person, at any location in the province of Quebec.

Remote

The board of directors can also hold its meetings remotely. Any telecommunication means can be used, provided that the directors are able to communicate verbally. Participating in a meeting using a means of telecommunication is sufficient to prove the presence of the directors.

19. Notice of Meetings

Who should receive the notice	The directors, supporting members and members of the management team have the right to receive a notice of all meetings of the board of directors.
Timeframe	The notice of meeting must be sent at least two days before the date set for the meeting. The day on which the notice is sent and the day of the meeting are not counted. If the president of the board of directors considers that a meeting is urgent, they can decide that one working day is sufficient notice of the meeting. The vice-president can also make this decision if the president is absent or refuses, is unable, or fails to act.
Rules for sending the notice	The notice of meeting is sent according to the rules applicable to sending corporate notices (**subsection 2.12** *Directors' addresses and sending of corporate notices*).

Waiver of notice	A director or member can waive their right to receive notice of meeting in either of the following ways: **1.** By attending the meeting of the board of directors. However, this rule does not apply if the director or member attends the meeting for the sole purpose of opposing the holding of the meeting on the grounds that it was not called in the usual manner. **2.** By sending the waiver to the secretary, in writing. This can be done before or after the meeting is held.
Content of the notice	The notice of meeting indicates the date, time and location of the meeting.

20. Quorum of Meetings

Quorum is reached at board meetings if at least the majority of directors are present.

Quorum must be maintained for the full duration of the meetings of the board of directors.

21. Meeting Adjournments

The person chairing a board meeting can, at any time, adjourn the meeting with the consent of the directors present. They can also adjourn the meeting ex officio, meaning on their own initiative, if they deem that it is impossible to hold the meeting in an orderly manner.

It is not necessary to send a new notice of meeting for the resumption of the meeting. However, the person chairing the adjourned meeting must announce the date, time and location of the meeting.

The meeting is validly resumed if it is held according to the date, time and location announced and if quorum is reached. If quorum is not reached when the meeting resumes, the initial meeting is deemed to have ended at the time it was adjourned.

22. Chairing of and Voting at Meetings

The president of the board of directors chairs all the meetings of the board of directors.

If the president is absent or refuses, is unable, or fails to act, the following persons can chair the meeting, in this order of priority:

- the vice-president of the board of directors,
- a director designated for this purpose during the meeting.

22.1. Right to vote

Every director is entitled to vote on any matter submitted to the board of directors.

The directors present at the meeting of the board of directors are deemed to have given their consent to all resolutions adopted during this meeting. This rule does not apply if the directors express an opposing view in one of the following ways:

- Their opposition is recorded in the minutes of the discussion.
- Their opposition is submitted to the secretary, in writing, before the end of the meeting.
- Their opposition is submitted to the president of the board of directors, in writing, immediately after the meeting in one of the following ways:
  - in person,
  - by any means that can prove the date of receipt.

Directors who propose, second or vote in favour of adopting a resolution cannot subsequently express opposition.

When a director is absent from a meeting, it is presumed that they did not approve the resolutions and did not participate in the measures taken during this meeting. To avoid any ambiguity, the director can express their opposition to these resolutions or measures within seven days of the time they became aware of them, and no later than the day before the next board meeting.

22.2. Absence of a casting vote

In the event of equality of votes, the person chairing the meeting is not entitled to a second vote or to a casting vote. As a result, the proposed resolution is rejected.

23. Resolutions of the Board of Directors

23.1. Majority rule

The board of directors makes decisions by adopting resolutions. It adopts the resolutions by a majority vote of the directors present at the meeting.

23.2. Written resolutions

The board of directors can adopt written resolutions that take the place of a meeting of the board of directors. These resolutions have the same value as if they had been adopted during a meeting, provided that all the directors eligible to vote on such resolutions sign them.

Written resolutions are kept with the minutes of the meetings of the board of directors.

Managing Éducaloi's Affairs

24. Financial Year

Éducaloi's financial year ends on March 31 each year. The board of directors can change this date.

25. Authorization to Bind Éducaloi

Any person must be authorized by these by-laws or by a resolution of the board of directors to:

- bind Éducaloi under any contract or obligation,
- take on financial obligations on behalf of Éducaloi.

This authorization can be general or limited to specific cases.

26. Sums of Money and Assets Received on Behalf of Éducaloi

At any time, the board of directors can accept, collect and receive for and on behalf of Éducaloi:

- subscriptions,
- donations,
- inheritances,
- bequests,
- contributions,
- benefits, indemnities and allowances,
- movable and immovable property,
- interests in property or in special-purpose assets.

27. Loans, Advances and Security

27.1. Authorization for loans and advances

The board of directors is authorized to borrow sums of money and obtain advances on Éducaloi's credit from the following persons and entities:

- financial institutions,
- legal persons,
- physical persons (individuals),
- associations,
- unincorporated enterprises.

The board of directors must approve the different parameters of the loans and advances, namely:

- the amount,
- the terms and conditions,
- the timing of the loans or advances.

This borrowing power can be amended while respecting the specific legal requirements that apply to the adoption of by-laws relating to loans and security (for example, relating to the required proportion of votes from partner members).

27.2. Authorized security

Property and assets that the board of directors is authorized to provide as security	Any of Éducaloi's property or assets, whether: • movable or immovable, • present or future.
Valid reasons	To secure the repayment or performance of Éducaloi's loans, advances on credit and other debts, contracts, undertakings or obligations.
Permitted types of security	Hypothecs or security interests, among others.

Persons and entities for whom security may be provided	• a financial institution • a legal person • a physical person (individual) • an association • an unincorporated enterprise
Renewal, amendment and substitution	The board of directors can renew, amend or replace any security.

28. Delegation of Powers

The board of directors can delegate its powers to borrow, obtain advances and provide security, in part or in whole. It therefore determines the conditions under which these powers can be exercised.

In all cases, the board of directors can only delegate such powers to the following persons:

- a director,
- a member of the management team,
- a member of the management committee,
- a member of any other committee composed of managers.

The powers to borrow, obtain advances and provide security are considered permanent powers. They can therefore be exercised for as long as the provisions of **section 27** *Loans, advances and security* are in effect.

29. Declarations Under Oath

The following persons can sign a declaration under oath related to legal proceedings that Éducaloi is involved in:

- a director,
- a member of the management team,
- a person authorized for this purpose by a director or a member of the management team.

30. Protection and Reimbursement

Éducaloi is committed to reimburse and protect directors, committee members and management team members under the conditions described below. The board of directors is authorized to make decisions in this regard on behalf of Éducaloi.

Who can be protected and reimbursed	• directors • members of the board of directors' committees • members of the management team • the succession, heirs and successors of a director or of a member of the management team
Conditions	**First situation: lawsuit, proceeding, or other legal or administrative matter** To provide protection and reimbursement, the board of directors must ensure that the following conditions are met: 1. The director, committee member or management team member is facing a lawsuit, proceeding, or other legal or administrative matter. 2. This lawsuit, proceeding or matter alleges that the person did, permitted or failed to do something as part of their duties. 3. The alleged acts or omissions do not constitute gross or intentional misconduct. **Second situation: other costs, expenses or losses** To provide protection and reimbursement, the board of directors must ensure that the following conditions are met: 1. The director, committee member or management team member covers or incurs the costs, expenses or losses as part of Éducaloi's affairs. 2. These costs or expenses meet the following two conditions: a They are not covered in the first situation. b They do not result from the fault of the director, committee member, or management team member.

Costs covered	**First situation:** • The costs and expenses that the director or member covers or incurs due to a lawsuit, proceeding or other legal or administrative matter. **Second situation:** • The other costs, expenses and losses covered or incurred by the director or member as part of their duties.
Means of protection or reimbursement	• The board of directors determines how the persons concerned will be protected or reimbursed. • If Éducaloi has taken out insurance under **section 31**, Éducaloi's secretarial team must contact the insurer before the board of directors makes a decision regarding protection or reimbursement.

31. Insurance Coverage

Éducaloi can take out insurance to cover the liability of the following persons:

- directors,
- members of the board's committees,
- members of the management team,
- Éducaloi's other mandataries,
- any other person who acts or has acted as a mandatary of Éducaloi or who, at their request, acts or has acted as a mandatary for another association.

APPENDIX A

List of Partner Members

As of June 9, 2026

Barreau du Québec

Chambre des notaires

SOQUIJ

APPENDIX B

List of Provincial and Federal Departments that Support Éducaloi's Mission and Supporting Member Individuals

As of June 9, 2026

The following provincial ministries and federal organizations support Éducaloi's mission:

- Department of Justice Canada
- Ministère de la Justice du Québec
- Ministère de l'Éducation

Éducaloi's board of directors has appointed the following supporting members after reviewing the candidates nominated by the above-mentioned organizations:

- Maître Valérie Tardif, Regional Director General of Justice Canada,
- Maître Julien-Maurice Laplante, Director, Development of Access to Justice, Ministère de la Justice du Québec.