

GENERAL ADMINISTRATIVE BY-LAWS OF INTERNATIONAL SOCIETY FOR TRACTOGRAPHY

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GENERAL ADMINISTRATIVE BY-LAWS OF
INTERNATIONAL SOCIETY FOR TRACTOGRAPHY

These administrative by-laws of the Corporation have been passed by resolution of the directors and ratified by the members, in compliance with the provisions of the Act.

B. DEFINITIONS

1. Definitions in the by-laws

Unless there exists an express provision to the contrary or unless the context clearly indicates otherwise, in the by-laws of the Corporation, in the minutes of the meetings of the board of directors, of the committees of the board of directors and in the resolutions of the directors, of the committees of the board of directors as well as in the minutes of the meetings of the members and the resolutions of the members, the term or the expression:

"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;

"articles" means original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival;

"body corporate" includes a company or other organization with legal personality wherever or however incorporated;

"by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

"Corporation" means International Society for Tractography;

"entity" means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;

"juridical day" means any Monday, Tuesday, Wednesday, Thursday or Friday, provided that such day is not a non-juridical day;

"meeting of members" includes an annual meeting of members or a special meeting of members;

"member" means any person satisfying the requirements for any of the classes conferring membership in the Corporation;

"non-juridical day" means any of the following days: any Saturday or Sunday; New Year's Day (January 1st); Good Friday; Easter Monday; the birthday or the day fixed by proclamation for the celebration of the birthday of the reigning Sovereign; Victoria Day; Dominion Day or Dollard-des-Ormeaux Day; Saint-Jean Baptiste Day (June 24th); Canada Day or Confederation Day (July 1st) or July 2nd if July 1st falls on a Sunday; the first Monday in September designated as Labour Day; the second Monday in October designated as Thanksgiving Day; Remembrance Day (November

11th); Christmas Day (December 25th); any day proclaimed of the Governor-General of Canada as a day of general prayer or mourning or day of public rejoicing or thanksgiving; in the Province of Quebec, any of the following additional days, any day proclaimed of the Lieutenant-Governor as a public holiday or as a day of general prayer or mourning or day of public rejoicing or thanksgiving within the province, and any day which shall be a non-juridical day by virtue of an act of the legislature of the province as well as any day which shall be fixed to be observed as a civic holiday by resolution of the council or of any other authority charged with the administration of the civic or municipal affairs of a city, town, municipality or other organized district. In addition, the 26th day of December shall be considered a non-juridical day, as shall be the 2nd day of January;

"officer" means an individual appointed as an officer, the president, a vice-president, the secretary, the treasurer, the comptroller, the general counsel, the general manager or a managing director of the Corporation, or any other individual who performs functions for the Corporation similar to those normally performed by an individual occupying any of those offices;

"public accountant" means the public accountant of the Corporation and shall include, in particular, a partnership of public accountants within the meaning of the Civil Code of Quebec and a legal person composed of public accountants;

"Regulations" means the Regulations made under the Act as amended from time to time, and any Regulation which may be substituted therefore. In the event of such substitution, any reference in the by-laws of the corporation to a provision of the Regulations shall be interpreted as a reference to the provision replacing it in the new Regulations;

"simple majority" means more than fifty percent of the votes cast at a meeting of the board of directors or at a meeting of the members;

2. Definitions in the Act and in the regulations

Subject to the above definitions, the definitions provided for in the Act or in its Regulations shall apply to the terms and expressions used in the by-laws of the Corporation.

C. INTERPRETATION

3. Rules of interpretation

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

4. Precedence

In case of contradiction between the Act, the unanimous member agreement, the articles or the bylaws of the corporation, the Act prevails over the unanimous member agreement, the articles and the by-laws, the unanimous member agreement prevails over the articles and the by-laws and the articles prevail over the by-laws.

5. Titles

The headings used in these by-laws are for reference purposes only and they shall not be considered in the interpretation of the terms, expressions or provisions contained in these by-laws.

6. Time limits

If the date set for doing something, in particular the sending of a notice, falls on a non-judicial day, such thing may be validly done on the next judicial day. In computing any time limit set by these bylaws, the day which is the starting point is not counted, but the day of the deadline is. Non-judicial days are counted but, when the last day is a non-judicial day, the time limit is extended to the next judicial day.

7. Powers

Powers of the directors, the members and the officers of the Corporation are subject to the Act, the Regulations, the unanimous member agreement, the articles and the by-laws of the Corporation and any reference to the exercise of a power in the by-laws of the Corporation is subject to the limits, restrictions or conditions stated.

D. DIRECTORS

8. Mandataries

A director shall be considered to be a mandatary of the Corporation. He shall have the powers and the duties set out in the Act and the Regulations, in the unanimous member agreement, in the articles and in the by-laws as well as those which are inherent in the nature of his office. In the discharging his duties, he shall respect the duties with which he is charged under the Act and the Regulations, the unanimous member agreement, the articles and the by-laws and he shall act within the limits of the powers granted to him. The director is not, in that capacity, trustee for any property of the corporation, including property held in trust by the Corporation.

9. Remuneration and expenses

Directors of the Corporation shall not be entitled to any remuneration for their services, subject to their right to be reimbursed for reasonable expenses incurred in the exercise of their functions.

10. Conflict of interest

No director may mingle the property of the Corporation with his own; nor may he use, for his own profit or for that of a third party, any property of the Corporation or any information which he obtains by reason of his duties, unless he is authorized to do so by the members of the Corporation. A director shall avoid placing himself in a position of conflict of interest between his personal interest and his duties as director. He shall declare to the Corporation any interest which he holds in an enterprise or in a body corporate which is likely to place him in a position of conflict of interest as well as any right which he may set up against it, indicating, as the case may be, its nature and its value. This disclosure of interest shall be done according to the provisions of this by-law regarding disclosure of interests.

POWERS OF DIRECTORS

E. PROTECTION OF DIRECTORS, OFFICERS AND REPRESENTATIVES

11. Reasonable diligence

A director is not liable under section 145 or 146 of the Act, and has complied with his or her duties under subsection 148(2) and (3) of the Act, if the director exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances, including reliance in good faith on financial statements of the Corporation presented to the director by an officer of the Corporation or in a written report of the public accountant of the corporation fairly to reflect the financial condition of the corporation, or a report of a person whose profession lends credibility to a statement made by that person.

12. Indemnification

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 the 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.

13. Restriction

The Corporation may not indemnify an individual as indicated above unless the individual acted honestly and in good faith with a view 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, 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.

14. Right to indemnification

An individual referred to in paragraph 12 is entitled to indemnity from the Corporation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defense of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with the Corporation or other entity as described hereinabove, if the individual seeking indemnity was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done, and fulfils the conditions set out in paragraph 12.

15. Insurance

The Corporation may purchase and maintain insurance for the benefit of an individual referred to in paragraph 12 against any liability incurred by the individual in his capacity as a director or an officer of the Corporation, or in his 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.

16. Indemnification after term

The indemnification provided for in the preceding paragraphs may be obtained even after the person has ceased to hold the office of director, of officer or of representative of the Corporation or, as the case may be, of the entity. In the event of death, the compensation may be paid to the heirs, legatees, liquidators, transferees, mandataries, legal representatives, successors, assigns or rightful claimants of such person. Such compensation may also be combined with any other recourse which the director, the officer, the representative, one of his predecessors as well as his heirs, legatees, liquidators, transferees, mandataries, legal representatives, successors, assigns or rightful claimants may have.

F. MANAGEMENT

17. Management

Subject to the Act, the unanimous member agreement and the articles of the Corporation, the directors manage or supervise the management of the activities and affairs of the Corporation.

18. Number of directors

The Corporation shall have between three (3) and eleven (11) directors.

19. Qualifications

The directors must be individuals of at least 18 years of age. They have not been declared incapable by a court in Canada or in another country and they do not have the status of a bankrupt.

20. Term

Unless otherwise decided by the members, half plus one of the directors shall hold office for a term of three (3) years, unless the term of office of the director ends prematurely. The other half of the directors shall hold office for a term of two (2) years, unless the term of office of the director ends prematurely. A director whose term of office has ended may be re-elected.

21. Resignation

A director may resign from office by forwarding a letter of resignation to the registered office of the Corporation. The resignation shall become effective on the date when the letter of resignation shall have been received by the Corporation or on the date specified in the letter of resignation if the latter is subsequent.

22. Removal

Any director may be removed from office prematurely by way of a resolution passed, at a special meeting called for this purpose, by a majority of the members entitled to elect him. Notwithstanding the fact that the director has been removed from office prematurely, without a serious reason and at an inopportune moment, the Corporation shall not be liable for any prejudice caused to a director by his removal from office. The director against whom a request for removal from office is directed must be notified of the place, of the date and of the time of the

meeting within the same time frame as that provided for the calling of the meeting. He may, in a written statement, put forth the reasons for which he opposes the resolution proposing his removal from office and the corporation notifies without delay the members of the existence of such a declaration. Furthermore, at the same meeting, the members may, by way of a resolution, fill a vacancy caused by the removal from office of the director.

23. End of term

A director ceases to hold office when he becomes disqualified from being a director of a Corporation, resigns or is removed from office. His mandate also terminates upon the bankruptcy of the Corporation.

24. Replacement

The directors, if a quorum exists, may fill a vacancy in their numbers on the board of directors. If the vacancy cannot be so filled by the directors, the latter must call, within thirty (30) days, a special general meeting of the members in order to fill this vacancy. If there are no longer any directors sitting on the board of directors or if the directors fail to call such a meeting within the prescribed time limit, then any member may call such a meeting. Vacancies on the board of directors shall then be filled by way of a resolution of the members. A director appointed to fill a vacancy shall complete the unexpired portion of his predecessor's term and shall remain in office until his successor or his replacement shall have been appointed or elected.

G. MEETINGS OF THE BOARD OF DIRECTORS

25. Calling of meeting

The president of the board of directors, any Vice-President, the Secretary or any two (2) directors may call a meeting of the board of directors at any time and the Secretary of the Corporation shall call the meeting when so directed or otherwise authorized to do so. Such meetings shall be called by way of a notice sent by email or by any other electronic means, to the current address appearing in the Corporate Records Book. The notice of the meeting shall specify the place, the date, and the time of such meeting and, subject to these by-laws, be received at least fourteen (14) clear juridical days prior to the date set for the meeting when such notice is sent by email. Such notice need not specify the purpose or the agenda of the meeting, but it shall indicate any question respecting the powers which the directors are obliged to exercise themselves and any questions specified in paragraph 138(2) of the Act. A director shall be deemed to have received such notice within the normal time for delivery for the method of communication used, unless there are reasonable grounds for believing that the notice was not received on time or that it was not received at all. If the address of a director does not appear in the Corporate Records Book, such notice may be sent to the address where, in the judgment of the sender, it is most likely to be received promptly by the director.

26. Regular meetings

Regular meetings of the board of directors shall be held at the place, the date and the time determined by the directors. A copy of the minutes recorded at a meeting of the board of directors fixing the place, the date and the time of these regular meetings shall be sent to each director immediately after its passage but no further notice of a regular meeting shall be required, unless

a question relating to the powers which the directors are obliged to exercise themselves or a question referred to in paragraph 138(2) of the Act must be dealt with or settled at that meeting.

27. Annual meeting

Each year, immediately after the annual general meeting of the members, a meeting of the board of directors made up of the newly-elected directors shall be held, provided that a quorum exists, for the purposes of appointing the officers, if such be the case, and the other representatives of the Corporation, and to deal with any question which may be raised thereat. Such meeting shall be held without notice unless a question respecting the powers which the directors are obliged to exercise themselves or a question referred to in paragraph 138(2) of the Act must be dealt with or settled at that meeting.

28. Emergency meeting

A meeting of the board of directors may be called by any means, at least three (3) hours before the meeting, by one of the persons who have the power to call a meeting of the board of directors, if, in the opinion of such person, it is urgent that a meeting be held. In determining the validity of a meeting so called, such notice shall be considered sufficient in itself.

29. Waiver of notice

Any director may, verbally or in writing, waive his right to receive notice of a meeting of the board of directors or of a change in such notice or in the time indicated therein. Such waiver may be given validly before, during or after the meeting in question. The attendance of a director at the meeting, in itself, shall constitute a waiver, except where he indicates that he is attending the meeting for the express purpose of objecting to the proceedings because, among other reasons, the meeting was not validly called.

30. Place of meeting

Meetings of the board of directors shall be held at the registered office of the Corporation or at any other place, in Canada or elsewhere, fixed by the directors. Meetings of the board of directors can also be held by technological means.

31. Quorum

Subject to the Act, the unanimous member agreement, the articles and the by-laws of the Corporation, the quorum at a meeting of the board of directors shall be a simple majority of the directors then in office. If a quorum is not attained within fifteen (15) minutes after commencement of the meeting, the directors may only decide on an adjournment thereof. The quorum shall be maintained for the duration of the meeting.

32. Procedure

The president shall be responsible for the proper conduct of the meeting, shall submit to the directors the proposals which must be put to a vote and, generally, shall establish reasonable and impartial rules of procedure to be followed, subject to the Act, the unanimous member agreement, the by-laws of the Corporation or the rules of procedure usually followed by deliberating assemblies.

33. Vote

Each director may cast one vote and all questions submitted to the board of directors shall be decided by a simple majority vote of the directors in attendance and voting. Voting shall be by a show of hands unless the president or a director in attendance requests a ballot. If a ballot is held, the secretary of the meeting shall act as scrutineer and count the ballots. In both cases, if one or more directors participate in a meeting by way of technical means, they shall indicate verbally to the secretary the manner in which they shall be casting their vote. Voting by proxy shall not be permitted at meetings of the board of directors. The president shall not have a second or casting vote in the event of a tie vote. Except if a ballot is requested, the inscription in the minutes of the meeting indicating that the president declared a resolution passed or rejected is evidence, subject to evidence to the contrary, of this fact, without necessity to prove the number or the proportion of votes in favor or against the resolution.

34. Technical means

All the directors, or one or more directors with the consent of all the other directors of the Corporation, given before the meeting, in a specific manner for a given meeting or in a general manner for all subsequent meetings, may participate in a meeting of the board of directors by way of telephonic or electronic means of communication, which enable all participants to communicate adequately among them. In such cases, these directors shall be deemed to have attended the meeting, which shall be deemed to have been held at the registered office of the Corporation.

35. Validity

Decisions made during a meeting of the board of directors shall be valid notwithstanding any irregularity, discovered thereafter, in the election or in the appointment of one or more directors or their inability to serve as directors. No person shall act for an absent director at a meeting of the directors.

36. Written resolutions

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of directors or of a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors. A copy of these resolutions is kept with the minutes of the meetings of directors.

H. OFFICERS AND REPRESENTATIVES

37. Mandataries

The officers and the representatives shall be considered to be mandataries of the Corporation.

38. Appointment

Subject to the provisions of the unanimous member agreement, of the articles or of the by-laws, the directors may appoint any qualified person, who, unless otherwise provided in the by-laws,

need not necessarily be a member or a director of the Corporation, to the office of President, of Vice-President, of Treasurer or of Secretary, and they may provide for assistants to such officers. The directors, or the President of the board of directors with the consent of the directors, may create any other office and appoint thereto qualified persons, whether they be members of the Corporation or not, to represent the Corporation and to discharge the duties which the directors may determine.

39. Cumulative duties

The same person may hold two or more offices within the Corporation, provided that they are not incompatible with each other.

40. Term of office

The term of office of the officers and the representatives of the Corporation shall begin with their acceptance of the office. Their term of office shall continue until their successors or their replacements are appointed by the directors, unless their term of office ends prematurely.

41. Remuneration and expenses

Officers and representatives of the Corporation shall not be entitled to any remuneration for their services, subject to their right to be reimbursed for reasonable expenses incurred in the exercise of their functions.

42. Powers

Subject to the unanimous member agreement, the articles and the by-laws, the directors shall determine the powers of the officers and the representatives of the Corporation. The directors may delegate to them all their powers, except the powers which the directors are obliged to exercise themselves or those which require the approval of the members. The officers and the representatives shall also have the powers inherent in the Act or which normally relate to their office.

43. Duties

The officers and the representatives shall, in carrying out their duties, act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and within the limits of their respective offices and they shall avoid placing themselves in a position of conflict of interest between their personal interest and that of the Corporation. They shall be deemed to have acted within the limits of their offices when they carry out their duties in a manner which is most advantageous for the Corporation. They shall be held liable to the Corporation for things performed alone which they were only authorized to carry out in conjunction with one or more other persons unless they acted in a manner which turned out to be more advantageous for the Corporation than that which had been agreed upon. In making a decision, they may rely in good faith on the opinion or the report of a person whose profession lends credibility to a statement made by that person and, in such a case, shall be deemed to have acted prudently, diligently, honestly and faithfully in the best interests of the corporation.

44. Signature of documents

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the President alone or by two persons holding the office of Vice-President, Secretary, Treasurer or by their duly authorized assistants and all contracts, documents or instruments in writing so signed shall bind the Corporation without the necessity of any other authorization or formality. The directors may also authorize any other person to sign and to deliver on behalf of the corporation all contracts, documents or instruments in writing and such authorization may be given by way of resolution in general or in specific terms.

45. Mechanical reproduction of signature

Subject to the Act, the directors may allow the contracts, documents or instruments in writing which are issued by the Corporation to bear mechanically reproduced signatures.

46. Resignation

Any officer or representative may resign from office by forwarding a letter of resignation to the registered office of the Corporation by courier or by email. The resignation shall become effective upon receipt of the letter of resignation by the Corporation or at any later date specified therein.

47. Revocation

The directors may remove from office any officer or representative of the Corporation and may choose the successor or the replacement of such person.

48. End of term

The term of office of an officer or a representative shall end upon his death, his resignation, his removal from office, upon expiry of his term of office as officer or representative, if he is declared incapable by a court of law in another province, in another territory, in another state or in another country or political subdivision thereof, if he becomes an undischarged bankrupt, upon appointment of his successor or of his replacement, by the institution of a regime of protective supervision in his respect or by one of the common causes of extinction of obligations provided for by law.

I. COMMITTEE OF THE BOARD OF DIRECTORS

49. Appointment

The board of directors may appoint one or more committees of the board of directors.

50. Powers

Subject to the restrictions contained in the by-laws, the committee of the board of directors shall exercise, under the control of the directors, all the powers of the directors with regard to the management and control of the business and of the affairs of the Corporation, except for the powers which the directors are obliged to exercise themselves and for those powers which require the approval of the members. The committee of the board of directors shall report on its activities to the directors who may reverse or modify the decisions of the committee of the board of directors, subject to the rights of third parties. The committee of the board of directors shall consult with and assist the officers and representatives in all matters concerning the Corporation and its management.

51. Meetings

The directors or any person appointed by them may call meetings of the committee of the board of directors at any time. These meetings shall be chaired by the President of the board of directors, or, in his absence, by a chairperson selected by the members of the committee of the board of directors in attendance at the meeting from among their number. The Secretary of the Corporation shall also act as the secretary of the committee of the board of directors, unless the committee of the board of directors decides otherwise. The rules applicable to meetings of the board of directors shall apply, with all necessary changes, to meetings of the committee of the board of directors, and in particular those rules with respect to the notice of a meeting. The quorum at meetings of the committee of the board of directors shall be a simple majority of the members of the committee of the board of directors.

52. Remuneration

Members of the committee of the board of directors shall not be entitled to any remuneration for their services, subject to their right to be reimbursed for reasonable expenses incurred in the exercise of their functions.

53. Resignation

Any members of the committee of the board of directors may resign from office by forwarding a letter of resignation to the registered office of the Corporation by courier or by email. The resignation shall become effective upon receipt of the letter of resignation by the Corporation or at any later date specified therein.

54. Revocation and replacement

The directors may remove from office any member of the committee of the board of directors or any other committee. The directors may fill any vacancy which occurs on any committee at a meeting called for this purpose.

55. End of term

The term of office of a member of the committee of the board of directors or of any other committee shall end by reason of his death, of his resignation, of his removal from office by the directors, upon expiry of his term of office, if he is declared incapable by a court of law in another

province, in another territory, in another state or in another country or political subdivision thereof, if he becomes an undischarged bankrupt, if he becomes disqualified from serving as a director or as a member of the committee of the board of directors or of any other committee, upon appointment of his successor or of his replacement, by the institution of a regime of protective supervision in his respect or by one of the common causes of extinction of obligations provided for by law.

MEMBERS

J. STATUS OF MEMBER

56. Classes of members

The classes of members and the rights of each class of members are described in Annex A hereof.

57. Application for membership

Each application for Class B membership shall be forwarded to the secretary of the Corporation. Class B membership is always conditional upon payment of the fee which has been set by the directors. The directors may require any additional document or information to be provided with the application for membership. The directors shall examine each application separately and make their recommendations. In the event of a negative recommendation, the directors shall communicate such recommendation to the applicant in a timely fashion so as to enable the latter to withdraw his application.

58. Certificate of membership

The directors may issue cards or certificates of membership and approve the form and the contents thereof.

59. Fees

The directors may set the membership fee and the annual assessment for each class of members. If such be the case, the annual assessment shall be due before the date of the annual general meeting of the members of the Corporation. The directors may change these amounts provided they send a notice at least four (4) weeks prior to the effective date of such change to each of the members advising them of such amendment and thus enabling them to consult the members at a general meeting.

60. Transfer of membership

A membership may only be transferred to the Corporation.

61. Members in good standing

A member shall be in good standing with the Corporation when he shall have paid the membership fee and the annual assessment in accordance with the fee structure and due date set up by the directors for his class.

62. Resignation

A member may resign by sending a written notice to the registered office of the Corporation. His resignation shall be effective upon acceptance thereof by the directors. However the member is obliged to pay to the Corporation any annual fees due before his resignation takes effect. When a person has ceased to be a member before the expiry of the period covered by his annual fees, the portion of these annual fees relating to the period during which the person was no longer a member of the Corporation cannot be claimed, however the directors may grant such a refund if they see fit to do so.

63. Expulsion

A member may be obliged to explain and to justify his actions, if, in the view of the board of directors, his conduct may be contrary to the objects or purposes of the Corporation or its by-laws. If the member refuses or is unable to provide such justification, the board of directors may call for his resignation. If the member refuses to resign, he may be expelled from the Corporation only after the board of directors has given a notice demanding the expulsion of the member. This notice of expulsion shall be considered at the following meeting of the board of directors and a copy of the notice shall be given to the member whose expulsion is requested, thus enabling the latter to prepare a written response. Where a written response has been provided in time, it shall be appended to the notice. Lastly, the member in question shall be entitled to be heard at the meeting. Expulsion shall only be made by way of an ordinary resolution of the board of directors at a special meeting called for this purpose.

K. MEETINGS OF MEMBERS

64. Annual meetings

Annual meetings of the members of the Corporation shall be held within eighteen (18) months following the incorporation of the Corporation, and then, once in each calendar year and not later than fifteen (15) months following the last preceding annual meeting, within six (6) months following the end of the financial year of the Corporation. The directors shall determine the place, the date and the time of the annual meeting. At such meetings, the members shall receive and to take notice of the financial statements of the Corporation and of the report of the public accountant, elect directors, appoint one or more public accountants and take notice of, and decide on, any other matter which the annual meeting may legally consider. The annual meeting may be called by the President of the Corporation or by any director.

65. Special meetings

Special meetings of the members may be called at any time by the President of the Board of Directors, by the President of the Corporation or by two (2) directors by way of a notice of meeting.

66. Calling of meetings

The notice of meeting must indicate the date, the time and the place of the meeting and must be sent to each member by one of the following methods by email or courier to each member, during a period of 21 to 60 days before the day on which the meeting is to be held. If the meeting is held by technological means, the notice of meeting shall indicate the link to join the meeting.

67. Calling of meeting by members

A meeting of the members shall be called at the request of members who, on the date of the filing of the request, hold at least five percent (5%) of the votes at a general meeting. Such request shall set out, in general terms, the business to be discussed at the meeting so requested, be signed by the petitioners and be filed at the registered office of the Corporation. Upon receipt of such a request, it shall be incumbent on the President of the Corporation or the Secretary to call the meeting in accordance with the by-laws of the corporation. If they fail to do so, any director may call such a meeting. If such meeting is not called within twenty-one (21) days of the date upon which the request was filed at the registered office of the corporation, one or more members holding at least five percent (5%) of the votes at a general meeting, whether or not they be signatories to such request, may call such meeting themselves.

68. Technical means of participation

If the Corporation elects to implement any telephonic, electronic or other means of communication enabling all participants to communicate adequately among themselves at a meeting of the members, any person authorized to attend the meeting may participate by any such means or by any other manner provided for by the Act. A person participating in a meeting by such a means is considered to be present at the meeting. Except if these by-laws otherwise provide, any person participating in a meeting and entitled to vote at the meeting may do so by any telephonic, electronic or other means provided by the corporation for this purpose. The meetings of members may be held entirely by telephonic, electronic or other means of communication.

69. Notice of meeting

A notice of the calling of any meeting of the members shall be sent to each member entitled to attend such meeting. This notice shall be sent by email or by courier to his last-known address, as indicated in the Corporate Records Book, at least twenty-one (21) days prior to the date set for the meeting. If the address of any member does not appear in the Corporate Records Book, the notice may be delivered by courier or by email to the address where, in the opinion of the sender, it shall most likely be promptly received by this member. It shall not be necessary to give notice of the calling of a meeting in the case of the continuance of an adjourned meeting of the members.

70. Content of notice

Any notice of the calling of a meeting of the members shall indicate the place, the date and the time of the meeting. A notice of the calling of an annual general meeting need not necessarily specify the purposes of the meeting, unless the meeting is called to pass or to confirm a by-law or to decide on any other matter which ordinarily would be submitted to a special meeting of the members. A notice of the calling of a special meeting shall specify, in general terms, any matter on the agenda which must be decided upon at this meeting. A notice of the calling of a meeting in which special matters are to be deliberated upon shall provide the members with sufficient details so as to permit the members to make an informed judgement on such matters. The notice of the calling of a meeting may be signed manually or may contain a mechanically-reproduced signature.

71. Waiver of notice

A meeting of the members may be validly held at any time and for any purpose without the notice required by the Act or the by-laws of the Corporation, if all the members entitled to attend and vote at the meeting waive notice of the meeting in any manner whatsoever. Such waiver of notice may take place before, during or after the holding of the meeting. Moreover, the attendance of a member or of any other person entitled to attend such meeting shall constitute a waiver of notice of the meeting on his part, unless he declares that he is attending for the express purpose of objecting to the proceedings because, among other reasons, the meeting was not validly called.

72. Irregularities

Irregularities affecting the notice of a meeting or the sending thereof, the accidental omission to give such notice or the non-receipt of the notice by a member or by any other person entitled to attend the meeting shall in no way affect the validity of a meeting of the members. The accidental failure to refer in the notice of a meeting to one or more of the matters to be submitted to such meeting, even though reference thereto is required, shall not prohibit the meeting from considering this matter unless it is prejudicial to a member or unless there is a risk of his interests being damaged. A certificate from the Secretary, from an officer or from another duly authorized representative of the Corporation shall constitute irrefutable proof of the sending of a notice of the meeting to the members and shall be binding upon each of the members.

73. Persons entitled to attend

The only persons entitled to attend a meeting of the members shall be the members in good standing, the directors, the public accountant of the Corporation and other persons who, pursuant to the Act, the unanimous member agreement, the articles or the by-laws of the Corporation, are entitled or obliged to attend a meeting of the members. Any other person may be admitted to a meeting of the members if so invited by the President of the board of directors or if a simple majority of the members present agrees thereto.

74. Quorum

Subject to the Act, the unanimous member agreement, the articles and the by-laws of the Corporation, the attendance of at least two (2) members entitled to vote shall constitute a quorum at the meeting for the purpose of choosing a chairperson of the meeting, and if such be the case, of pronouncing the adjournment of the meeting. For any other purpose, a quorum at a meeting of the members shall be attained, no matter how many persons are actually in attendance when, within fifteen (15) minutes after the time set for the meeting, the members representing a simple majority of the votes are in attendance or represented. Where a quorum is attained at the opening of a meeting of the members, the members present may proceed with the business of the meeting notwithstanding the fact that the quorum is not maintained throughout the entire meeting. A simple majority of the members present at a meeting shall decide on all matters, unless there is a provision to the contrary in the Act or in the by-laws of the Corporation.

75. Adjournment

One or more Class A members attending a meeting and constituting a quorum for the purposes of adjourning the meeting may adjourn any meeting of the members. The chairperson of a meeting of the members may, if he deems it appropriate, with the consent of the members

attending the meeting and entitled to vote thereat, adjourn said meeting and continue it at a specified place, date and time. Notice of the continuance of a meeting to a date less than thirty (30) days later shall be given by an announcement made before the meeting is adjourned. If a meeting of the members is adjourned one or more times for a total of thirty (30) days or more, notice of the continuance of such meeting shall be given in the same manner as the notice of the original meeting. In the event that the continuance of a meeting is held, it may validly consider any matter that the adjourned meeting could consider provided that a quorum is attained. The persons who constituted the quorum at the adjourned meeting are not required to constitute the quorum at the continuance of the meeting. If a quorum is not attained at the continuance of a meeting, the meeting shall be deemed to have ended immediately after the adjournment thereof.

76. Chairperson and secretary

The President of the Corporation or, failing him, any Vice-President, shall chair the meetings of the members. The Secretary of the Corporation shall act as the secretary of meetings of the members. In the absence of these persons, the members attending the meeting shall designate any person to act as chairperson or secretary of the meeting. It shall not be necessary to appoint a chairperson and a secretary in the event of an adjournment.

77. Procedure

The chairperson of a meeting of the members shall be responsible for the proper conduct of the meeting, shall submit to the members the proposals which must be put to a vote and shall establish reasonable and impartial rules of procedure to be followed, subject to the Act, the articles, the by-laws of the Corporation and the rules of procedure usually followed by deliberating assemblies. He shall decide on any matter including, but without restricting the generality of the foregoing, issues relating to the right of members to vote. His decisions shall be final and binding on the members. Except if a ballot is requested, the inscription in the minutes of the meeting indicating that the chairperson declared a resolution adopted or rejected is proof thereof, except evidence to the contrary, without necessity to prove the number or the proportion of votes in favour or against the resolution.

L. RIGHTS OF MEMBERS

78. General rule

Subject to the articles and the by-laws of the Corporation, each Class A member shall be entitled to one single vote at meetings of the members. This right shall belong to the Class A members whose names appear in the register of members on the date of the notice of the meeting or, failing that, at the close of business on the eve of the date of notice, or, if no notice is given, on the date of the meeting. However, any Class A member in arrears in respect of his membership fee or of his annual assessment shall not be entitled to vote at a meeting of the members.

79. Majority vote

Subject to the Act, the articles and the by-laws of the Corporation, any decision at a meeting of members may be made by simple majority of the votes. The declaration of the chairperson that a simple majority of the votes was or was not obtained is evidence thereof. Any member attending the meeting may request that a vote be taken.

80. Vote by show of hands and casting vote

Any question submitted to a meeting of the members shall be decided upon by a vote by a show of hands, unless a ballot is requested or unless the chairperson of the meeting prescribes another voting method. The chairperson of the meeting shall not be entitled to a second or casting vote in the event of a tie vote. At any meeting, a statement by the chairperson of the meeting to the effect that a resolution has been passed or defeated unanimously or by a specified majority shall constitute conclusive evidence thereof without it being necessary to prove the number or the percentage of votes cast in favour of, or against, the proposal.

81. Vote of a legal person

The Corporation shall permit any individual authorized by a resolution of the board of directors or of the governing body of a body corporate which is a member of the Corporation to represent the body corporate at meetings of the members of the Corporation. An individual so authorized may exercise, on behalf of the body corporate which he represents, all the powers which it could exercise if it were an individual member. This person authorized by a resolution of the board of directors or of the governing body of a body corporate which is a member of the Corporation shall be the general manager or a member of the board of directors of this corporate.

82. Vote by ballot

Voting at a meeting of the members shall be by ballot if the President of the Corporation or at least five percent (5%) of the Class A members present so request. Each member shall deliver to the scrutineer of the meeting a ballot on which he has written his name and the manner in which he shall be casting his vote. A vote by ballot may be requested before or after any vote by a show of hands. Such request may also be withdrawn before the ballot is taken. A vote by ballot shall take precedence over a vote by a show of hands.

83. Vote of absent members

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by proxy by designating a proxyholder, and one or more alternate proxyholders, who must be members, to attend the meeting and to act within the limits of the proxy and the powers granted by the proxy.

M. PUBLIC ACCOUNTANT

84. Appointment of public accountant

The members of the Corporation shall appoint a public accountant to serve until the close of the next annual general meeting, by way of a resolution, at the first meeting of the members of the Corporation following its incorporation and at each subsequent annual general meeting. If the members fail to appoint a public accountant at a meeting, the incumbent public accountant shall remain in office until the appointment of his successor or of his replacement. The members may also appoint more than one public accountant.

85. Dispensing with public accountant

Members of a designated Corporation may resolve not to appoint a public accountant, but the resolution is not valid unless all the members entitled to vote at an annual meeting of members consent to the resolution. The resolution is valid until the following annual meeting of members.

86. Vacancy

The directors may fill an unforeseen vacancy in the office of public accountant.

87. Remuneration

The members of the Corporation shall fix the remuneration of the public accountant unless this power has been delegated to the directors. .

88. Qualifications of public accountant

In order to be a public accountant of a corporation, a person shall be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province, meet any qualification under an enactment of a province for performing any duty that the person is required to perform under the Act, and, except if an order of a court provides otherwise, be independent as indicated in the following paragraph.

89. Revocation of public accountant

The public accountant may be removed at any time by the members of the Corporation at a general meeting or by resolution. A vacancy created by the removal of the public accountant may be filled by the members at the meeting at which or in the resolution in which it was decided to remove him or, if the vacancy is not so filled by the members, by the directors. Any other vacancy in the position of public accountant shall be filled by the directors. The person appointed to replace the public accountant shall hold the position for the unexpired term of his predecessor.

90. Right to attend meetings

The public accountant of the Corporation has the right to attend all meetings of the members of the Corporation, to receive on his subject any notices or other communications that a member is entitled to receive, unless he has waived such right, and when he attends a meeting, to be heard on any matter which interests him as the public accountant.

91. End of term

The term in office of the public accountant shall end upon his death, his resignation, his removal in accordance the provisions of the these by-laws, upon expiry of his term of office, if he is declared incapable by a court of law in another territory, in another state or in another country or political subdivision thereof, if he becomes an undischarged bankrupt, if he becomes disqualified from practicing as an public accountant in the province where the registered office of the Corporation is located, upon appointment of his successor or of his replacement, by the institution of a regime of protective supervision in his respect or by one of the common causes of extinction

of obligations provided for by law. The resignation of the public accountant shall take effect on the date on which written notice of his resignation is received by the Corporation or on any later date which is specified therein. However, the public accountant shall be liable for any damage suffered by the Corporation by his resignation if he submits it without a serious reason and at an inopportune moment.

92. Audit committee

The directors may create an audit committee made up of not less than one (1) director of the Corporation, a majority of whom shall be made up of directors who are neither officers nor employees of the Corporation or of bodies corporate which are members of the corporation. Each member of the audit committee shall hold office until he is replaced by the directors or, if such be the case, until he ceases to be a director. The directors may fill any vacancy on the audit committee.

93. Duties of audit committee

The audit committee shall review the financial statements of the Corporation before their approval in accordance with the Act. It shall also receive notification of any errors or misstatements contained in financial statements of the Corporation which are the subject of a report by the public accountant or by one of his predecessors. Any director or officer of the Corporation shall notify the audit committee immediately if he becomes aware of any errors or misstatements in financial statements which have been the subject of a report by the public accountant or by one of his predecessors.

94. Meetings of audit committee

Meetings of the audit committee shall be subject, with all necessary changes, to the rules and to the procedures which govern the meetings of the board of Directors.

95. By-laws and coming into force

Subject to any unanimous member agreement and to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws regulating the activities or the affairs of the Corporation. Such by-laws, amendments or repeals are effective from the date of the resolution of the directors and remain in force until the next meeting of the members where the by-laws, the amendments or the repeals will be confirmed, rejected or amended by the members by ordinary resolution. If the by-laws, the amendments or the repeals are confirmed or confirmed as amended by the members, they remain in force as confirmed. The by-laws, the amendments or the repeals cease to be in force if they are not submitted to the members at the next meeting or if they are rejected by the members at the meeting. This provision does not apply to the by-laws requiring an extraordinary resolution of the members pursuant to subsection 197(1) of the Act regarding the fundamental changes.

General by-laws passed this November 3th, 2023

DocuSigned by:
Laurent Petit
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Laurent Petit, secretary

ANNEX A

CLASSES OF MEMBERS

As indicated in the articles, the corporation has two classes of members, being Class A members having the right to vote and Class B members not having the right to vote.

Class A members

Class A members are persons who act as directors of the Corporation or who have ceased to act as such within the last two (2) years for a reason other than his revocation from the board of directors. Class A members are entitled to receive notice of all meetings of members of the Corporation, to attend and participate in such meetings, to make proposals, to speak and to vote on all proposals. Each Class A member has one vote at these meetings.

Class B members

Class B members are students and researchers with expertise in tractography or related fields of anatomy and imaging of living organisms, regardless of the species, organ, data-producing technique or resolution for which the tractography is intended. Application for membership shall be accepted by the directors in accordance with paragraph 57 below and, unless otherwise provided in the articles, the directors shall determine the membership fee and the number of years during which this person shall be considered to be a member of the Corporation. Class B members are entitled to receive notice of all meetings of the members of the Corporation, to attend and participate in such meetings and to speak on all proposals. However, they are not entitled to vote on proposals.

DocuSigned by:

Laurent Petit

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Laurent Petit, secretary

ANNEX B

PERTAINING TO THE BORROWING POWERS OF THE CORPORATION

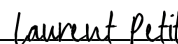
Unless otherwise provided in the Act, in a unanimous member agreement, in the articles or in the bylaws of the Corporation, the board of directors of the Corporation may, without the authorization of the member, when they deem opportune:

- (1) Borrow money;
- (2) Issue, reissue, sell or hypothecate its debt obligations;
- (3) Enter into a suretyship to secure performance of an obligation of any persons; and
- (4) Hypothecate all or any of its property, owned or subsequently acquired, to secure any obligation.

The board of directors may, by resolution, delegate the hereinabove described powers to a director, to a committee of directors or to an officer.

No provisions limits nor restricts the borrowing powers of the Corporation on bills of exchange or promissory note made, drawn, accepted or endorsed by or in the name of the Corporation.

DocuSigned by:



Laurent Petit, secretary

ANNEX C

BANKING BY-LAW OF
INTERNATIONAL SOCIETY FOR TRACTOGRAPHY

The following banking by-law has been passed by a resolution of the directors and confirmed by a resolution of the members, in accordance with the Act.

1. The directors of the Corporation shall be authorized to borrow money from a bank or from a financial institution upon the credit of the Corporation, for the required amounts and by way of overdraft loan or otherwise.
2. All promissory notes or other negotiable instruments, including partial or complete renewals covering such loans as well as the agreed-upon interest accruing therefrom, given to the said bank or financial institution, and signed in the name of the corporation by the officers of the corporation authorized to sign these negotiable instruments shall be binding on the Corporation.
3. The directors shall be authorized to grant a hypothec or a mortgage, even a floating hypothec or mortgage, on a universality of property, movable or immovable, present or future, corporeal or incorporeal, of the Corporation to secure the repayment of the loans contracted by the Corporation with the bank or with the financial institution or the performance of any other obligation assumed by the Corporation vis-à-vis the bank or the financial institution; and any hypothec or mortgage so granted and signed by the officer or by the officers authorized to sign negotiable instruments on behalf of the corporation shall be binding on the Corporation.
4. All contracts, deeds, documents, concession and guarantees reasonably required by said bank or financial institution or by its legal advisers, for one of the purposes stated above, shall be executed, completed, and delivered by the duly authorized officers of the Corporation.
5. The present by-law shall remain in force until another by-law repealing it has been confirmed by the members and until a copy thereof has been delivered to the said bank or financial institution.

Banking by-law passed this November 3th 2023.

DocuSigned by:

Laurent Petit

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Laurent Petit, secretary