

**RESOLUTION OF THE BOARD OF DIRECTORS OF CITADEL FOUNDATION  
HELD VIA EMAIL  
APRIL 24, 2020  
IN THE CITY OF QUEBEC**

---

**CITADEL FOUNDATION**

**Section 24. Members' Meeting Held Entirely by Electronic Means**

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

**By-Law # 2020-1**

**Amending Section 24 of By-Law # 1 of Citadel Foundation**

**WHEREAS** it is advisable that in the event of pandemics or other events affecting the health or safety of persons or involving exceptional circumstances, that meetings of members may be held entirely by electronic means rather than in person.

**BE IT RESOLVED:**

**THAT** Section 24 the By-Law #1 be amended to read as follows:

**24. Members' Meeting Held Entirely by Electronic Means**

Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

Meetings of members may be held entirely by telephonic, an electronic or other communication facility, if in the opinion of the board of directors, expressed by resolution, a meeting in person is not advisable because of a pandemic or other health or safety concern or for any other serious reason deemed sufficient by the Board.

**THAT** this by-law be effective as of the date it is adopted by the board of directors and be submitted for ratification to the members at the next meeting of members.

**CERTIFIED** to be By-Law # 2020-1 of the Corporation, as enacted by the directors of the Corporation by resolution on April 24, 2020.

Dated as of April 24, 2020.

On a motion by Debra Stowe, seconded by Gail Quinn, the amendment to section 24 of By-Law 1 of the Foundation hereby was adopted.



Laurent Després, Chairman



Michael Boden, Secretary-Treasurer