

Aylmer Health COOP
By-Laws (No. 1)

*[French-language copy
stamped "Official version"]*

BY-LAWS
OF THE
AYLMER HEALTH CARE MULTI-STAKEHOLDER COOPERATIVE

PREAMBLE

The Aylmer Health Care Multi-Stakeholder Cooperative is a free and voluntary association of men and women whose mission is to improve access to health care services for its members and the people of the Aylmer sector of the city of Gatineau and surrounding area.

1. DEFINITIONS

In these by-laws, the following expressions shall have the following meaning:

(For the purposes of simplification, the masculine gender is intended to include both women and men.)

“Cooperative” means the Aylmer Health Care Multi-Stakeholder Cooperative ;

“Coop” means the Aylmer Health Care Multi-Stakeholder Cooperative ;

The “Act” means the *Cooperatives Act*, R.S.Q. c. C-67.2.

“Board” means the board of directors of the Cooperative.

“Worker” means an individual who may perform any type of work for the Cooperative or for any organization wholly or partially owned by the Cooperative.

“User-member” means an individual or organization belonging to the Cooperative for the purpose of using its services. Minor children of a user-member may access the Cooperative’s services as auxiliary members.

“Worker-member” means a physical person who performs any type of remunerated work for the Cooperative or for any organization wholly or partially owned by the Cooperative.

“Supporting member” means a person or corporation that has an economic and/or social interest in the achievement of the Cooperative’s purpose. Under the Act, supporting members may not make up more than one-third of the board of directors.

“Auxiliary member” means a minor physical person whose parent or guardian is a user-member or a worker who has not completed the probationary period of 180 non-consecutive days of work

Aylmer Health COOP

By-Laws (No. 1)

for the Cooperative. Auxiliary members do not have voting rights and are not eligible for any positions.

“In writing” is to be interpreted broadly and means any document or notice given in written form, regardless of the format or method of transmission.

“Simple majority” means 50% plus one (1) vote.

2. OBJECTIVES

Whereas the Cooperative is a multi-stakeholder Cooperative whose purpose is to provide services to its user-members and work for its worker-members in the field of health and social services,

The Coop aims to achieve the following objectives:

- ◆ Promote cooperation between our resources and the existing resources in the sector;
- ◆ Create a representative strength whose goal is to meet the health needs of its members;
- ◆ Contribute to the continuous improvement in health services, thus ensuring that our members receive preventive, curative and follow-up care, through:
 - improved technical level
 - the introduction of priority services requested by members
 - the recruitment of doctors and health professionals
 - the development of an interesting and stimulating work environment

3. VALUES

In accordance with the values upheld by the cooperative system, the Coop respects the principles of participatory democracy, by granting its members voting rights on a strictly equal basis. Members therefore have only one vote in the elections for administrative positions in the Coop, regardless of the number of shares they have in the Coop. The right to vote is strictly individual, personal and non-transferable.

The Coop advocates and promotes solidarity and the cooperative spirit among its members. The Coop therefore pledges to support, in so far as its capacities permit, and within the limits of its mission and objectives, all initiatives that are beneficial to the *health and social welfare* of the community. This desire for openness to the community is aimed at both individuals and cooperatives, businesses or organizations active or involved in the field of health and social services.

Aylmer Health COOP

By-Laws (No. 1)

4. MEMBER RIGHTS

Members shall have the right to take part in all the Coop's activities, to receive notices of and attend members' meetings and to vote thereat.

CAPITAL STOCK (Reference: sections 37 to 49.4 and 226.4 of the Act)

5. QUALIFYING SHARES

To become a member, a physical or legal person shall purchase the number of qualifying shares corresponding to the appropriate member category, as follows:

Category	Common Shares	Total Amount
User-member	Five at \$10 each	\$50
Worker-member	Five at \$10 each	\$50
Supporting member	Ten at \$10 each	\$100

6. TERMS OF PAYMENT

Payment shall accompany the membership application form. User-members shall have the option of paying for their qualifying shares in five (5) instalments of \$10.

7. TRANSFER OF COMMON SHARES

Common shares shall be transferred only with the authorization of the board in response to a written request from the transferor.

Common shares shall only be transferred to another member of the Cooperative.

Any acquisition by a member shall go towards completing that member's qualifying shares.

Handover of common shares shall be recorded through an entry in the register or members' file.

Preferred shares may be transferred under conditions set out by the Board in accordance with section 46 of the Act.

Aylmer Health COOP
By-Laws (No. 1)

8. REPAYMENT OF COMMON SHARES

Subject to the conditions set out in section 38 of the Act, shares shall be repaid in the following order of priority:

- a) death of a member
- b) retirement
- c) resignation
- d) expulsion

Shares shall be repaid in chronological order of requests subject to the above-mentioned order of priority.

9. PREFERRED SHARES

The board shall be authorized to issue preferred shares on behalf of the Cooperative in one or more classes for which the certificate sets out the amount, redemption conditions, preferences, rights and restrictions.

10. PARTICIPATING PREFERRED SHARES

The board shall be authorized to issue participating preferred shares to non-members of the Cooperative, in accordance with the by-law(s) adopted at the general meeting.

11. REDEMPTION OR REPAYMENT OF PREFERRED SHARES

Subject to the restrictions set out in section 38 of the Act, preferred shares shall be redeemable or reimbursable under the conditions outlined by the board in accordance with section 46 of the Act.

12. ANNUAL CONTRIBUTION

The board may, by resolution, set the amount of the annual contribution members shall pay to the Coop to receive specific services as well as the date on which it is to be paid. Any such contribution shall not be reimbursable.

Aylmer Health COOP By-Laws (No. 1)

13. RESIGNATION

Members may resign at any time, by giving 30 days' notice of resignation in writing to the secretary of the Cooperative. The board may accept the resignation prior to the expiry of the 30 days' notice.

14. SUSPENSION AND EXPULSION

The board may, by resolution, suspend for a period that it shall determine or expel any member who:

- fails or refuses to work for the Cooperative for one fiscal year (in the case of a worker-member);
- fails or refuses to pay for qualifying shares according to the terms and conditions stipulated;
- fails to pay the contribution, where applicable;
- infringes the Cooperative's by-laws;
- contravenes the Act in performing his duties or in his relationship with the Cooperative;
- contravenes his member contract;
- contravenes the standards and policies of the Cooperative.
- where applicable, no longer qualifies according to the eligibility criteria included in the definition of member or acts in a fashion that is harmful to the Cooperative.

The member in question may request a review of the board's decision at the next general meeting. Before proceeding with suspension or expulsion of a member, the board shall give the person the opportunity to be heard and notify him of when his case will be reviewed.

15. SUSPENSION OF THE RIGHT TO VOTE

The board shall be authorized to suspend a worker-member's right to vote at a meeting if he has not performed 60 days of work for the Cooperative during the previous fiscal year, unless a dispensation has been previously agreed to by the board.

16. WORK OFFERS

a) The Cooperative shall offer work first to its worker-members, taking into consideration the nature of the work to be done and the technical qualifications required.

Aylmer Health COOP
By-Laws (No. 1)

b) In the event that it is impossible for the Cooperative to provide work for all its members, the Cooperative shall call on members according to the required qualifications and the seniority policy established by the board.

c) If a member refuses or fails to answer an offer of work from the Cooperative within the time frame set by the board, that person shall not subsequently take the place of any other member or worker who may have accepted the offer.

17. MEMBER CONTRACT

Every member shall sign a member contract.

18. CONDITIONS FOR ADMISSION AS AN AUXILIARY MEMBER (workers and users)

To become an auxiliary member of the Cooperative, individuals shall be required to:

- a) be able to participate in fulfilling the purpose for which the Cooperative was created;
- b) apply for admission as an auxiliary member and be admitted as such by the board;
- c) in the case of a worker, agree to a maximum probationary period of 180 non-consecutive days of work for the Cooperative, except in the case of a founding member;
- d) in the case of a minor physical person, have a parent or legal guardian who is a user-member of the Cooperative;
- e) where applicable, take part in a technical and Cooperative training meeting;
- f) agree to comply with the Cooperative's by-laws;
- g) buy qualifying shares in accordance with section 5 of these by-laws, except in the case of an auxiliary user-member.

19. RIGHTS OF AUXILIARY MEMBERS

Auxiliary members shall be given notice of members' meetings and may attend and speak thereat.

MEMBERS (Reference: sections 51 to 60.2 and 226.1 of the Act)

20. CONDITIONS FOR ADMISSION AS A MEMBER

To become a member of the Cooperative, individuals shall be required to:

- a) subscribe the minimum number of shares as stipulated in section 5 of these by-laws and pay for them in accordance with section 6;

Aylmer Health COOP By-Laws (No. 1)

- b) be a worker, user or supporting member within the meaning of section 1 of the by-laws;
- c) in the case of workers, have completed a probationary period of 180 non-consecutive days as an auxiliary member for the Cooperative following application for admission as an auxiliary member, except in the case of a founding member;
- d) comply with the provisions of section 51 of the Act, excluding paragraph 1 in the case of supporting members.

MEETING OF THE MEMBERS (Reference: sections 63 to 79 of the Act)

21. GENERAL MEETING

All general meetings shall be held at the location, on the date and at the time set by the board, subject to sections 77, 78 and 85 of the Act. The date set shall be no later than 120 days following the close of the fiscal year of the Cooperative. The annual meeting shall be held at the headquarters of the Coop or another location as may be determined by the board.

22. NOTICE OF MEETING

Notice of a meeting shall be given in writing (ideally by electronic mail) at least seven (7) working days prior to the date set for the meeting.

Decisions made at a general meeting may not be reversed on the pretext that the members did not receive or read the notice of meeting.

Any meeting of the members may be called by letter or electronic mail sent to all members who have a right thereto, at their latest known address. The notice of meeting for a special meeting shall also indicate the date, time and location of the meeting, and the matter(s) to be discussed; only the matter(s) indicated shall be discussed. Attendance at a meeting shall be a waiver of any failure to give notice to that member.

23. VOTING

Voting shall occur by a show of hands, unless the majority of members present at the meeting decide otherwise.

Aylmer Health COOP
By-Laws (No. 1)

24. SPECIAL MEETINGS

Special meetings of members shall be held at a location set by the board or by the person(s) calling the meeting. The decision to call such meetings shall lie with the chairperson or the board, if he or it deems it expedient for the proper administration of the Coop's affairs. However, if a request in writing, signed by at least one-quarter (25%) of active members, is made, the board shall call a special meeting of members within ten (10) days of receipt of the request, which shall specify the purpose and goals of the special meeting. If the board fails to call a meeting within the prescribed time period, the signatories of the request in writing shall have the authority to do so.

MEETING CHAIRPERSON AND SECRETARY

Members' meetings shall be chaired by the president of the Coop, and the secretary of the Coop shall act as the secretary for the meetings. In their absence, the members shall choose a chairperson and/or a secretary for the meeting.

25. MEETING PROCEDURE

The chairperson for the meeting shall ensure the meeting goes smoothly and in general conduct the proceedings in every respect.

BOARD OF DIRECTORS (Reference: sections 80 to 106.1 and 226.1 of the Act)

26. ELIGIBILITY OF MEMBERS

To be eligible for a position on the board, a member shall be required to:

- have paid the instalments due for his shares or any other amount due;
- in the case of worker-members, have performed at least 60 days of work as a member during the previous fiscal year (except in the case of a founding member during the first year of the Coop).

28. ELIGIBILITY OF NON-MEMBERS

Subject to the provisions of the Act, an individual who is not a member of the Cooperative and who is recommended by the board shall be eligible for a position on the board.

Aylmer Health COOP
By-Laws (No. 1)

29. BOARD COMPOSITION

The affairs of the Coop shall be administered by a board comprising 14 members.

One (1) of the 14 board members may be a non-member of the Coop.

Division into Groups

For the formation of the board, the members of the Coop shall be divided into three (3) groups corresponding to the three (3) member categories mentioned in section 1.1, plus one (1) non-member, in accordance with section 29. Each group shall have the right to elect the following numbers of directors:

Categories:

User-members: 9

Worker-members: 2

Supporting members: 2

Non-member: 1

The non-member shall be elected by the general meeting on the recommendation of the board.

30. TERM OF OFFICE OF DIRECTORS

The term of office of the directors shall be three (3) years.

31. ROTATION OF DIRECTORS

- a) For the first three (3) years of existence of the Coop, the term of office of the directors shall be determined as follows: five (5) directors shall be up for re-election after the first year, five (5) after the second year and four (4) after the third year;
- b) A draw shall be used to determine which positions will be re-elected after the first and second years (or voluntary departure);
- c) Directors elected thereafter shall have a term of office of three (3) years.

32. PROCEDURE FOR NOMINATING AND ELECTING DIRECTORS

The president and secretary of the Coop shall be the election chairperson and secretary, unless they themselves are up for election.

Aylmer Health COOP By-Laws (No. 1)

- a. The meeting shall appoint two returning officers and, if applicable, an election chairperson and secretary; by agreeing to act in that capacity, these people also agree not to be candidates for election;
- b. The election chairperson shall read the names of the directors whose term of office has ended;
- c. The election chairperson shall then inform the meeting of the following:
- d. Directors whose term of office has ended shall be eligible for re-election;
- e. Members may nominate as many candidates as they desire;
- f. Candidate nominations shall be closed upon a motion duly seconded and not contested;
- g. The chairperson shall ensure that each candidate is approved upon nomination. Any refusal shall automatically disqualify the candidate;
- h. Following the disqualification process, an election shall take place if there are more candidates than vacant positions. If the number of candidates is equal to the number of vacant positions, the candidates shall be elected by acclamation;
- I. In the event of an election, it shall be done by secret ballot. A ballot shall be given to each member, who shall then enter the names of the candidates of their choice. The number of names on the ballot must equal the number of vacant positions;
- j. The returning officers shall count the votes received by each candidate and give the results to the election chairperson;
- k. The chairperson shall declare elected the candidates who receive the most votes, without revealing the number of votes received by each candidate;
- l. In the event of a tie for the last seat, there shall be a second ballot in respect of the tied candidates only;
- m. If there is still a tie after the second ballot, the successful candidate shall be chosen by means of a draw;
- n. A recount shall be held if at least one-third of the members of the group in question so request. In that case, the candidates in question shall attend the recount;
- o. The ballots shall be destroyed by the election secretary immediately following the vote;
- p. Any decision by the chairperson regarding the proceeding shall be binding on the meeting unless the meeting reverses the decision with a majority of votes of the members in attendance;
- q. There shall be two (2) returning officers for each general meeting location.

33. BOARD MEETINGS

The board shall meet as often as deemed to be in the interest of the Coop.

Notice shall be given in writing (ideally by electronic mail) at least seven (7) days prior to the date set for the meeting.

Aylmer Health COOP By-Laws (No. 1)

For an emergency meeting, the notice shall exceptionally be reduced to 24 hours and notice shall be given by telephone.

An emergency meeting may only be held if every member is informed.

Any documents executed or resolutions passed at a board meeting shall be deemed to be valid and proper, even if it is later revealed that the appointment of a director was irregular or that one of the directors is no longer qualified to sit on the board.

Electronic voting shall be allowed.

Meetings of the board shall be called by the secretary or the president, either upon instruction of the president or at the written request of at least two (2) directors. They shall be held at the Coop headquarters or any other location designated by the president or the board.

34. VACANCIES

Any director whose office has been declared vacant may be replaced by a resolution of the Board, but the replacement shall remain in office only for the remaining term of office of the predecessor. Where there is a vacancy on the board, it shall be within the discretion of the remaining directors as to whether or not to fill the position by appointing someone with the same qualifications as those of the predecessor and, in the interim, they may continue to perform the duties of their office so long as a quorum remains.

35. WITHDRAWAL OF A DIRECTOR

Any director shall cease to be a member of the board and to perform his duties when he:

- a) submits a letter of resignation in writing to the board;
- b) dies, goes bankrupt or is not discharged from bankruptcy, or is interdicted;
- c) no longer has the required qualifications.

36. REMUNERATION

Board members shall not be remunerated for performing the duties of their office. Only expenses incurred on behalf of the corporation shall be approved in advance and shall be reimbursable upon submission of receipts. Members may, however, receive remuneration for services rendered to carry out certain mandates if the Cooperative or one of its organizations uses their services.

Aylmer Health COOP
By-Laws (No. 1)

Any decision regarding the awarding of a contract to a member of the board shall be made through a board resolution.

37. INDEMNIFICATION

Every director, his heirs and assigns shall from time to time and at all times be indemnified and held harmless, out of the funds of the Coop, from and against:

- a) all costs, charges and expenses that such director sustains or incurs in or about any action, suit or proceeding that is brought against him for or in respect of any act, deed, matter or thing whatever made, done or permitted by him in or about the execution of the duties of his office;
- b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Cooperative, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

37. QUORUM AND VOTING

Quorum for board meetings shall be a simple majority. Questions shall be decided by a majority of votes, with the chairperson exercising the casting vote in the event of a tie.

38. MEETING CHAIRPERSON AND SECRETARY

The president of the Coop shall chair all board meetings and the secretary shall act as the secretary for the meetings. In the absence of the chairperson, a vice-chair or the secretary, the directors shall select a chairperson and secretary.

39. PROCEDURE

The meeting chairperson shall ensure the meeting goes smoothly and, in general, conduct the proceedings in all respects.

40. SIGNED RESOLUTION

A written resolution signed by all the directors shall be valid and have the same effect as if it were adopted at a board meeting. Such a resolution must be included in the Coop's minute book, following the date entry, in like manner as the regular minutes.

Aylmer Health COOP
By-Laws (No. 1)

41. ATTENDANCE BY TELEPHONE

Directors may attend board meetings via technical means, such as the telephone, allowing them to communicate instantaneously and simultaneously with the others in attendance at the meeting. Should the link with the director be interrupted, the meeting shall remain valid as long as quorum is maintained.

OFFICERS: POWER AND DUTIES OF THE EXECUTIVE OFFICERS OF THE COOP
(Reference: sections 112.1 to 117 of the Act)

42. DESIGNATION

The executive officers of the Coop shall be the president, two vice-presidents, the secretary, the treasurer and the manager, as well as any other officer whose title and office may be determined by a board resolution.

43. ELECTION

The board shall, at its first meeting following the annual members' meeting, and thereafter whenever circumstances dictate, elect or appoint the executive officers of the Coop.

Executive officers shall be elected for a period of one year.

44. REMUNERATION

The executive officers of the Coop shall not be remunerated as such for their services (with the exception of the manager or general manager).

45. RESIGNATION AND WITHDRAWAL

Any executive officer may resign at any time by submitting his resignation in writing to the board.

46. POWERS AND DUTIES OF EXECUTIVE OFFICERS

The executive officers shall have all the powers and duties inherent in their offices, subject to the provisions of the Act or the by-laws, and also have the powers and duties that the board delegates or assigns to them.

Aylmer Health COOP
By-Laws (No. 1)

47. PRESIDENT

The president shall:

- a) Chair all general meetings and board meetings;
- b) Ensure compliance with the by-laws;
- c) Oversee the implementation of the decisions made at general meetings and board meetings;
- d) Represent the Cooperative in external relations.

The president shall be the de facto chairperson for all board and members' meetings and sign all documents requiring the president's signature.

48. VICE-PRESIDENTS

If the president is absent or incapacitated, the first vice-president shall have the powers and assume the obligations of the president.

If the president and vice-president are absent or incapacitated, the second vice-president shall have the powers and assume the obligations of the president.

49. SECRETARY

The secretary shall:

- a) Be responsible for taking minutes at general meetings and board meetings;
- b) Be responsible for maintaining and have custody of the coop's minute book and archives;
- c) Send notices of meeting for general meetings and board meetings;
- d) Automatically be the secretary of the board and send out to the various organizations whatever is required by law.

The secretary shall attend members' and board meetings and take minutes. The secretary shall perform all duties assigned by these by-laws or by the board.

50. TREASURER

The treasurer shall:

- a) Be in charge and have custody of the Cooperative's funds and books of account;

Aylmer Health COOP
By-Laws (No. 1)

- b) Keep a precise record of assets and liabilities and revenues and expenses of the Cooperative in one or more proper books for that purpose;
- c) Deposit the Cooperative's funds with a financial institution as may be determined by the board;
- d) Present the audited financial statements of the Cooperative at the annual general meeting;
- e) Perform such other duties as are normally required of a treasurer.

In addition, the treasurer shall allow the directors to examine the books and accounts of the Cooperative.

51. MANAGER

The manager shall:

- a) Administer, direct and control the affairs of the Coop, under the direct supervision of the board;
- b) Have immediate responsibility for the personal and real property of the Coop;
- c) Have custody of the portfolio, funds and books of account and be responsible for the bookkeeping, under the supervision of the treasurer;
- d) Present a monthly management report to the board;
- e) Submit all books in his custody for annual audit and any inspections required by law, under the supervision of the treasurer;
- f) Within three (3) months of the end of each fiscal year, oversee preparation of the annual report, as provided by section 132 of the Act, cooperate with the auditor and submit the annual report to the board for approval;
- g) Comply with all board instructions and provide the board with any and all information it requests;
- h) Perform such other duties as may be assigned by the board.

COMMITTEES

52. EXECUTIVE COMMITTEE

The board shall be authorized to form an executive committee made up of executive officers of the Cooperative.

- a) The chairperson, vice-chairs, secretary and treasurer of the board shall automatically be the chairperson, vice-chairs, secretary and treasurer of the executive committee.

Aylmer Health COOP
By-Laws (No. 1)

- b) The board shall fill any vacancy on the executive committee. The new executive officer shall remain in office for the unexpired portion of the term.
- c) The executive committee shall meet as often as necessary upon receiving notice from the chairperson or two members of the executive committee.
- d) Notice of a meeting may be given orally or by email at least 24 hours prior to the start of the meeting.
- e) Quorum for the executive committee shall be three (3) directors.
- f) Unless otherwise provided, decisions shall be made by a simple majority of votes.
- g) In the event of a tie, the chairperson shall exercise the casting vote.
- h) Voting shall generally take place by a show of hands. However, if an executive officer so requests, the voting may be done by secret ballot.
- I) Third parties invited by a committee member shall be authorized to attend committee meetings. The committee shall then decide whether the third parties have the right to speak.
- j) Directors shall have the right to appear and speak at committee meetings, but shall not have the right to vote.

53. SPECIAL COMMITTEES

Special committees shall be formed by the board from time to time for specific periods and specific purposes. Such committees shall deal with the topics for which they were formed, shall be accountable to the board and shall report to it upon request. They shall immediately be dissolved at the conclusion of their mandate.

54. REMUNERATION

Members of special committees shall not be remunerated for their services.

FINANCIAL PROVISIONS (Reference: sections 90, 128 to 134 of the Act)

55. HEADQUARTERS

The headquarters and the main place of business of the Coop shall be determined by the board.

The Coop may also establish, aside from the headquarters and the main place of business, any other office or service point within or outside Quebec that the board may from time to time determine.

Aylmer Health COOP
By-Laws (No. 1)

56. FISCAL YEAR

The fiscal year shall begin on January 1 and end on December 31 of each year.

57. EXTERNAL AUDITOR

An external auditor shall be appointed by the members each year at the annual meeting to audit the Coop's accounts. The members or the board, if this power is delegated to it by the members, shall set the auditor's remuneration.

58. CONTRACTS

Unless the board by resolution designates one or more people to sign documents in particular for and on behalf of the Coop, contracts and other documents shall be signed by the authorized individuals in accordance with the level of signing authority determined by board by-law.

59. INSURANCE

Liability Insurance

The Cooperative shall purchase and maintain insurance for the benefit of its directors, executive officers or representatives, or their predecessors as well as their heirs, legatees, liquidators, assignees, mandataries, legal representatives or successors in interest, against any liability incurred in their capacity of director, executive officer or representative of the Cooperative or, at the request of the latter, a legal person whose corporation is or was a member or creditor. However, this insurance may not cover liability arising from a failure by the insured person to act with prudence, diligence, honesty and loyalty in the best interests of the Cooperative, or from gross negligence or personal fault separable from the exercise of the person's office, or from the fact that the insured person was placed in a conflict of interest between his personal interests and the interests of the Cooperative.

Personal and Real Property Insurance, Civil and Employer Liability

The Cooperative shall purchase and maintain for the benefit of the Cooperative personal and real property insurance as well as civil and employer liability insurance.

60. REMUNERATION OF WORKERS

The board shall set the rate of remuneration and other compensation for all workers of the Cooperative.

**Aylmer Health COOP
By-Laws (No. 1)**

61. COMMENTS AND GRIEVANCES

All comments or grievances regarding the operations of the organization shall be submitted to the manager.

62. ENTRY INTO FORCE

These by-laws shall enter into force on December 10, 2003, replacing and repealing the previous by-laws adopted on March 26, 2002.

December 10, 2003

Date

[signed]

Pierre Joanis

Secretary of the Cooperative