



Fondation Pearson Pour l'Éducation Pearson Educational Foundation

Bylaw 2016-2 to establish the number of Directors

Adopted by resolution of the Board of Directors number 2016.11.30 – 2.1

Approved by resolution of the members number 2016.11.30 – 3.1

In reference to By-Law 2016-1 clause 11.

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1. This by-law establishes the number of Directors on the Board of Directors of the Pearson Educational Foundation at nine (9).
 2. The present by-law may be modified by a majority vote of the Directors of the Board of Directors but shall not be valid unless it be approved by the vote of at least two-thirds of the members present at a special general meeting called for considering the by-law, nor until a copy of such by-law, certified under the seal of the company, has been deposited with the enterprise registrar (sections 87 and 224 of the *Companies Act*).
 3. A modification to the number of Directors on the Board of Directors as defined in the present by-law accordingly brings a modification to clause 11 of By-law 2016-1 of the Pearson Educational Foundation or subsequent amendments to By-law 2016-1, subject that all legal requirements be met as per clause 2 of the present by-law.