

Constitution of Ampleton Inc.

Adopted: March 2026

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Article I — Name and Identity

§ I.1. Corporate Name

The name of the corporation shall be “**Ampleton Inc.**” (Ampleton), hereinafter referred to as “the Company.”

§ I.2. Domain

The Company is incorporated under the laws of Québec, Canada and operates in accordance with its founding documents.

Article II — Statement of Purpose

§ II.1. Mission

The Company exists to build things that matter — products, services, and experiences that serve real communities. Beginning as a creative sticker studio, Ampleton is designed to grow into whatever form serves its mission best, whether that is consumer goods, software, hardware, or technology serving industries such as healthcare and engineering.

§ II.2. Values

The Company is guided by three enduring values:

- (a) **Community** — we build for and with the people around us.
- (b) **Craft** — we take quality seriously in everything we make.
- (c) **Ownership** — every member bears a genuine stake in what the Company builds and is accountable for their part in it.

§ II.3. Future-Proofing

No article of this Constitution shall be interpreted to limit the Company to any single product category, industry, or business model. The Company retains the right to pivot, expand, or restructure its operations as opportunities arise.

Article III — Membership

§ III.1. Members

Membership in the Company consists of all individuals who have signed a current employment or equity agreement with the Company and have been formally admitted by the Executive.

§ III.2. Member Rights

Members in good standing have the right to:

- (a) Participate in General Assemblies;
- (b) Receive transparent reporting on Company finances and operations;
- (c) Raise proposals for consideration by the Leadership Council;
- (d) Appeal decisions affecting their standing per Article XI.

§ III.3. Member Responsibilities

Members are expected to:

- (a) Act in the best interests of the Company and its community;
- (b) Honour commitments made in their employment or equity agreements;
- (c) Treat all members, partners, and clients with respect;
- (d) Maintain confidentiality on sensitive Company matters.

Article IV — Conduct and Behaviour

§ IV.1. Standards of Conduct

All members and officers are expected to conduct themselves with honesty, professionalism, and respect — both within the Company and when representing the Company externally.

§ IV.2. Prohibited Conduct

The following are grounds for disciplinary action or removal:

- (a) Misappropriation of Company funds, assets, or intellectual property;
- (b) Harassment, discrimination, or intimidation of any member or partner;
- (c) Knowingly misrepresenting the Company's products, finances, or standing;
- (d) Wilful breach of a signed agreement with the Company;
- (e) Any conduct that materially damages the Company's reputation or relationships.

§ IV.3. Confidentiality

Members shall not disclose proprietary information, trade secrets, or internal deliberations to outside parties without written authorisation from the Executive.

Article V — Officers

§ V.1. Mandatory Officer

The Company shall at all times have a **President**, who serves as the principal officer and legal representative of the Company.

§ V.2. Optional Officers

The Executive may, as the Company grows, establish additional officer roles including but not limited to:

- Director of Operations
- Director of Finance
- Director of Creative
- Director of Technology
- Secretary

Officer roles shall be created, modified, or dissolved by resolution of the Executive.

§ V.3. Officer Duties

All officers are expected to:

- (a) Act in the best interests of the Company;
- (b) Maintain accurate records relevant to their portfolio;
- (c) Report to the Executive on matters within their responsibility;
- (d) Avoid and disclose any conflict of interest.

Article VI — The Executive

§ VI.1. Composition

The Executive consists of the President and any co-founders or senior officers designated by the President at founding or thereafter by mutual agreement of existing Executive members.

§ VI.2. Authority

The Executive holds supreme authority over the strategic direction, finances, and governance of the Company. Decisions of the Executive supersede those of the Leadership Council.

§ VI.3. Responsibilities

The Executive shall:

- (a) Set the long-term vision and direction of the Company;
- (b) Approve budgets, major expenditures, and contracts;
- (c) Appoint, supervise, and if necessary remove officers and members;
- (d) Ensure compliance with applicable law and this Constitution.

§ VI.4. Decision-Making

Executive decisions require unanimous agreement among Executive members unless a written resolution signed by a majority of Executive members is adopted to govern a specific class of decisions otherwise.

Article VII — Leadership Council

§ VII.1. Composition

The Leadership Council consists of all officers and any members appointed by the Executive to serve in an advisory or operational capacity.

§ VII.2. Role

The Leadership Council supports the Executive in implementing strategy, managing day-to-day operations, and maintaining communication across the Company.

§ VII.3. Meetings

The Leadership Council shall meet at least once per month. Meetings may be held in person or remotely. A majority of Council members constitutes quorum.

§ VII.4. Limits

The Leadership Council may not override decisions of the Executive, commit the Company to financial obligations above a threshold set by the Executive, or admit new members without Executive approval.

Article VIII — External Representation

§ VIII.1. Authority to Represent

Only the President, or an officer expressly authorised in writing by the President, may enter into binding agreements on behalf of the Company.

§ VIII.2. Public Statements

All public statements, press releases, and communications made on behalf of the Company must be approved by the Executive or an officer designated for that purpose.

Article IX — Partnerships

§ IX.1. Entering Partnerships

The Company may enter into partnerships, sponsorships, collaborations, or affiliation agreements with other organisations. All such agreements must be approved by the Executive and documented in writing.

§ IX.2. Termination

Partnerships may be terminated by the Executive at any time. The terms of termination shall follow whatever is stipulated in the signed agreement, or by mutual consent of both parties.

Article X — Finances

§ X.1. Fiscal Year

The Company's fiscal year runs from January 1 to December 31.

§ X.2. Financial Records

The Company shall maintain accurate financial records and make them available to Executive members and, in summary form, to all members in good standing.

§ X.3. Expenditures

Expenditures above a threshold set by the Executive require Executive approval. Day-to-day operational expenditures may be approved by an authorised officer.

§ X.4. Surplus

Any surplus funds shall be reinvested in the Company's operations or distributed as determined by the Executive.

Article XI — Dispute Resolution

§ XI.1. Principle

The Company is committed to resolving disputes fairly, quickly, and with as little disruption to operations as possible.

§ XI.2. Process

Disputes between members, or between a member and the Company, shall be resolved through the following steps in order:

- Step 1. Direct Resolution** — The parties attempt to resolve the matter between themselves within seven (7) days of the dispute arising.
- Step 2. Officer Mediation** — If unresolved, either party may request mediation by a neutral officer. The officer shall facilitate a resolution within fourteen (14) days.
- Step 3. Executive Review** — If still unresolved, the matter is escalated to the Executive, who shall render a binding decision within thirty (30) days after hearing from all parties.
- Step 4. External Arbitration** — If a party disputes the Executive’s decision and the matter involves a legal right or financial claim, the parties may pursue arbitration under the applicable laws of Québec.

§ XI.3. Removal

A member or officer may be removed from the Company for cause (see Article IV) by the following procedure:

- (a) The Executive shall provide written notice of the grounds for removal;
- (b) The affected individual shall have fourteen (14) days to respond in writing;
- (c) The Executive shall review the response and render a final decision;
- (d) The affected individual may appeal to external arbitration if the matter involves a legal or financial right.

Article XII — General Assemblies

§ XII.1. Annual Assembly

The Company shall hold at least one General Assembly per year, open to all members in good standing.

§ XII.2. Agenda

The annual General Assembly shall include:

- (a) A report from the Executive on operations and strategy;
- (b) A summary of the Company’s financial position;
- (c) An opportunity for members to raise questions and proposals.

§ XII.3. Special Assemblies

A special General Assembly may be called at any time by the Executive, or upon written request of at least one-third of the membership.

Article XIII — Affiliations**§ XIII.1. Industry Affiliations**

The Company may seek affiliations with industry bodies, student organisations, accelerators, incubators, or other institutions that further its mission.

§ XIII.2. Approval

All affiliations must be approved by the Executive and shall not bind the Company to obligations beyond what is expressly stated in the relevant agreement.

Article XIV — Adoption and Amendments**§ XIV.1. Adoption**

This Constitution comes into force upon signature by the founding Executive member(s).

§ XIV.2. Constitutional Amendments

Amendments to this Constitution require:

- (a) A written proposal submitted to the Executive;
- (b) Approval by unanimous vote of the Executive;
- (c) Written notification to all members within fourteen (14) days of adoption.

§ XIV.3. Notification of Changes

All members shall be notified of amendments to this Constitution in writing within fourteen (14) days of their adoption.