

GENERAL BY-LAWS
of
GATINEAU FISH AND GAME CLUB INC.

SECTION 1. The Corporation shall be known as Club chasse et pêche Gatineau Inc./Gatineau Fish and Game Club Inc. (hereinafter referred to as "the Club").

SECTION 2. The purposes of the Club are: to carry on fishing, hunting and other sporting activities; to protect and enhance the quality of the environment, including woodlands and watersheds, to limit lands available for development and to promote responsible environmental stewardship; to enhance the quality of community and civic life in the region and to play a constructive role in local affairs of interest or concern to the Corporation; to provide social and recreational facilities for the use of members; to provide general services to members; and to provide and carry on such other incidental objects.

SECTION 3. The head office of the Club shall be at the Club House located at Point Comfort, Quebec.

SECTION 4. There shall be two categories of membership: Regular and Honorary.

- (i) Regular Member: A Regular Member is any family or individual proposed and seconded by two Regular Members in good standing, recommended by the Membership Committee (appointed annually by the President), and elected by a two-thirds vote of the directors; any legacy member as defined and accepted by the Board of Directors, or any person elected by a vote of not less than seven-eighths of those present in person at any duly constituted meeting of the Regular Members of the Club, provided that twenty-one days' notice of such meeting has been given and the names of the candidates for regular membership have been mentioned in the notice.
- (ii) Honorary Member: An Honorary Member is a person to whom the privileges of membership are extended under terms and conditions to be set by the Board of Directors from time to time.

MEMBERSHIP PRIVILEGES

SECTION 5.

- (i) A Regular Member shall have all the privileges of the Club including voting rights. Provided that no member shall have or be entitled to any equity interest of any kind in the event of
 - (a) a winding up of the Club, or
 - (b) a sale of all or substantially all of the assets of the Club or upon the termination of operations of the Club.

A Regular Member may also introduce guests to the Club, its members, facilities and services. Members introducing guests will be responsible for the conduct of

those guests.

- (ii) An Honorary Member shall have all the privileges of the Club but shall not have voting rights or any equity interest of any kind in its assets. Use of the facilities will be in conformity with the rules of the Club as established by the Directors.

SECTION 6. Resignations from membership in the Club shall be in writing and signed by the member, and mailed to the Club Secretary prior to the end of the Club's fiscal year. Any member whose notice of resignation is postmarked subsequent to the end of the fiscal year shall be liable for the then current assessments and dues, unless such assessments and dues are excused by the Board of Directors.

MEETINGS

SECTION 7. The annual General Meeting of the Club shall be held on a date to be set by the Board of Directors, and written notice of said meeting shall be mailed to the membership not less than twenty-one days before the meetings or shall be given by electronic means not less than twenty-one (21) days before the meetings.

SECTION 8. The Board of Directors, acting on its own initiative may, or upon the written request of seven Regular Members in good standing shall, call a Special General Meeting of the members at any time.

SECTION 9. Ten Regular Members in good standing shall constitute a quorum for the transaction of any business at Annual and Special General Meetings of members. In the event of there not being a quorum, the meeting shall be adjourned to a date not more than sixty days following said adjournment, to be fixed by the Directors.

SECTION 10. Written notice of the time, place and purpose of every General Meeting of members shall be mailed or given by electronic means, at least twenty-one days before the meeting, to each member in good standing at his or her last-known address.

SECTION 11. As soon as possible, but not later than sixty days following each Annual or Special General Meeting, there shall be mailed or sent by electronic means, to each member in good standing, a summary of the minutes of such meetings.

SECTION 12. A family member is entitled to only one vote at a meeting of members.

SECTION 13. Except where otherwise provided, any decision at a meeting of members shall be by majority vote of those members present who are in good standing.

BOARD OF DIRECTORS

SECTION 14. The affairs of the Club shall be managed by a Board of Directors consisting of a minimum of three and a maximum of eleven members of the Club, for whose services there will be no remuneration and who shall be elected in the following manner:

- (i) The Board shall be elected by a majority vote of those members present and

voting at the Annual General Meeting.

- (ii) Each year at the Fall Director's meeting, the President shall appoint a Nominating Committee, consisting of the President ex-officio, and three members of the Board in good standing. This committee shall prepare a slate in accordance with the policies of the Board for presentation at the next Annual General Meeting of the Membership. No director shall serve on this Committee for more than three consecutive years.
- (iii) The Chairperson of the Nominating Committee shall present the proposed slate at the Annual General Meeting. Additional nominations may be made on the motion of two Regular Members provided that written notice of such nomination is filed with the Secretary at least fifteen days before said Meeting, and that this notice includes evidence that the proposed nominee consents to serve if elected.
- (iv) In order to insure a continual renewal of the Board of Directors, and to ensure that the Board reflects the widest possible spectrum of the membership, the Nominating Committee, in its discretion and subject to the decision of the Board of Directors, may annually include on its proposed slate at least two persons who have not served on the Board in the year immediately preceding. If the required two vacancies do not occur by resignation, they shall be created by the retirement of the two members with the longest continuous service on the Board. It shall be the nominating Committee's duty to determine who the retiring Directors shall be and notify them in advance of the General Meeting. In addition, any Director who has more than 20 percent unexcused absences at Board meetings over a two-year period can be removed from the Board, subject to the discretion of the Board of Directors.

SECTION 15. The following shall constitute the powers and responsibilities of the Board of Directors.

- (i) The Board shall have full power and authority to administer and shall have the management of the business and affairs of the Club. It may from time to time appoint such committees and sub-committees from among the members of the Board or the membership at large, at the discretion of the Board, and delegate to or vest the same with such powers as may be deemed advisable. In addition to the powers and authority expressly conferred upon them by these By-Laws, the Board of Directors may exercise all such powers as are conferred by the Quebec Companies Act and do all such lawful acts and things as are not by statute or these By-Laws required to be exercised or done by the members of the Club at General Meetings.
- (ii) Without prejudice to the general powers above mentioned, and the powers otherwise conferred by the Quebec Companies Act, by the Letters Patent of the Club and by other By-Laws, it is hereby expressly provided that the Board of Directors shall have the following powers, that is to say:

- (a) To purchase, lease or otherwise acquire for the Club any property, rights privileges, stock, bonds, debentures or other securities which the Club is authorized to acquire at such price or other consideration and generally on such terms and conditions as they think fit.
- (b) At their discretion, to pay for any property, rights, privileges, stocks, bonds, debentures or other securities acquired by the Club, either wholly or partly in money, stock, bonds, debentures or other securities owned by the Club.
- (c) To sell, lease or otherwise dispose of any immovable property, assets, interest or effects of the Club for such price or consideration, and generally on such terms and conditions as the Board of Directors may think fit.
- (d) To appoint any person or corporation to accept and hold in trust for the Club any property belonging to the Club or in which it is interested or for any other purpose, and to execute and do all such deeds and things as may be requisite in relation to any such trust.
- (e) Borrow money on the credit of the Club subject to approval by the membership.
- (f) Issue debentures or other securities of the Club, and pledge or sell the same for such sums and at such prices as may be deemed necessary, subject to approval by the membership.
- (g) Notwithstanding the provisions of the Civil Code, hypothecate, mortgage or pledge the movable or immovable property, present or future, of the Club, to secure any such debentures, or other securities or give part only of such guarantee for such purposes; mortgage or pledge above-mentioned, by trust deed, in accordance with Sections 23 and 24 of the Special Corporate Powers Act (Chap. 275), or in any other manner, subject to approval by the membership.
- (h) Hypothecate or mortgage the immovable property of the Club, or pledge or otherwise affect the movable property, or give all such guarantees, to secure the payment of loans made otherwise than by the issue of debentures, as well as the payment of performance of any other debt, contract or obligation of the Club, subject to approval by the membership.
- (i) The limitations and restrictions contained in this Section shall not apply to the borrowing of money by the Club on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Club.
- (j) To select such depositories as they shall deem proper for the funds of the Club. All cheques and drafts against such deposited funds and all promissory notes or other undertakings for the payment of money shall be

signed by such person or persons and in such manner as may from time to time be designated by the Board of Directors.

- (iii) Notwithstanding clause (i) or (ii) hereof, a resolution of the Directors authorizing the winding up of the Club, a sale of all or substantially all of the assets of the Club, or the termination of operations of the Club, shall require to be valid the ratification thereof by a vote of not less than 75 percent of the members in good standing present in person, or by proxy, at a special general meeting of members called for that purpose by notice in writing specifically declaring the purpose of the meeting and providing all relevant information related thereto.

SECTION 16. When any Director ceases to be a member, his/her office shall automatically become vacant. The Board may appoint a successor from among the Regular Members of the Club. A Director so appointed shall hold office until the next Annual General Meeting of the members, or until relieved by the election of his/her successor.

SECTION 17. Meetings of the Directors shall be held at the call of the President, or in the event that the President is not available, of a Vice-President or of any three Directors, or of the Executive Committee, to be held at such place and time as the Directors may designate. Notices of meetings of the Board of Directors shall be mailed to each Director at least twenty-one days before the meeting date; provided, however, that if a Director be present at a meeting, or in writing waives notices thereof before or after the meeting, such notice is not necessary.

SECTION 18. Five Directors shall constitute a quorum for a meeting of the Board of Directors. Except where otherwise provided, any decision at a meeting of directors shall be by majority vote.

SECTION 19. The Board of Directors is empowered from time to time to revise the Rules and Regulations of the Club, consistent with the laws of the Province of Quebec and of Canada. Changes in the Rules and Regulations shall be posted forthwith at the Club and reported to the members as soon as convenient thereafter.

SECTION 20. Directors shall cause to be kept a record of their proceedings during the year, which shall form the basis of a written report to the members.

OFFICERS

SECTION 21. Officers shall be elected and appointed.

- (i) At the first meeting of the Board of Directors following the Annual General Meeting, which shall be held without notice, the Directors shall elect from among their number a President and one or more Vice Presidents and shall appoint a Secretary and a Treasurer. The officers shall serve during the ensuing year and until their successors are elected and qualified. This meeting shall be presided over by the current Chair of the Nominating Committee.
- (ii) The Board of Directors may elect as Honorary Chair of the Board any Director of long standing who, over his/her years of service, has contributed outstanding

service to the Club. Section 14(iv) shall not apply to an Honorary Chair.

- (iii) The Board of Directors may elect an Executive Committee consisting of the President, Vice President, and Treasurer. The purpose of the committee is to carry out the instructions of the Board and to give the manager(s) regular and direct supervision.

SECTION 22. The President, or in his or her absence a designated Vice President, shall preside at all meetings of the members or Directors, and may vote on all questions under discussion.

SECTION 23. The President, or in his or her absence any Vice President, shall sign, with the Secretary, all contracts and other necessary documents, which have been approved by the Directors or authorized for signature under the By-Laws of the Club.

SECTION 24. The President shall be the chief executive officer of the corporation. He/she shall perform such other duties as are prescribed by the By-Laws, Rules and Regulations of the Club, or which may be decided upon from time to time by the Directors.

SECTION 25. In his or her absence, the President may designate a Vice President or a Director to perform the duties of his or her office with full authority to act on all matters.

SECTION 26. The President may assign certain responsibilities involving the operation of the Club to a Manager, who need not be a member of the Club, whose appointment and remuneration shall be subject to the approval of the Board of Directors at its next meeting. The President shall be informed of actions taken by the Manager and shall incorporate this information in his/her annual report to the members.

SECTION 27. The offices of Secretary and Treasurer may be held by the same person. These officers need not be members of the Club and may be remunerated as the Directors may determine. If the Directors should so decide, the Treasurer shall give a bond of a specified amount for the faithful discharge of his/her duties.

SECTION 28. The Secretary and the Treasurer shall have such powers and duties as usually pertain to their respective offices, except as otherwise specified by the Board of Directors, and shall have such additional powers and duties as may be conferred upon them by the Board of Directors from time to time.

SECTION 29. The By-Laws and Rules and Regulations of the Club shall be available to all members.

SECTION 30. Upon admission into the Club, and in addition to any dues and assessments for which he or she may hereinafter become liable, every new Member shall pay an initiation fee to be fixed by the Board of Directors, unless such fees have been waived for an indefinite period by the Board of Directors.

ANNUAL DUES, ASSESSMENTS, ACCOUNTS

SECTION 31. The annual dues for all categories of membership shall be fixed by the Board of

Directors. The annual dues shall be payable when billed. Any member who has failed to pay his/her dues, assessments and accounts, may be denied all privileges of the Club. The Board of Directors, after investigating, may thereafter instruct that the name of the defaulting Member be struck from the membership list and a notice to this effect be posted in the clubhouse.

SECTION 32. Special assessments may be levied upon members of the Club, in addition to their annual fees. Special assessments shall be subject, however, to the approval of a majority of the members of the Club present in person at the Annual General Meeting or at a Special General Meeting called for that purpose.

SECTION 33. Interest, at such rate as established by the Board of Directors, shall be payable on all accounts including annual dues, special assessments, house accounts and other charges. The grace period before the charge is applied shall be determined from time to time by the Board of Directors.

SECTION 34. Members elected after the first day of August in any year shall be required to pay the initiation fee, and may be required to pay one-half the annual dues and one-half of any special assessment for the current year, at the discretion of the Board of Directors.

FINANCIAL ARRANGEMENTS

SECTION 35. The fiscal year of the Club shall be the calendar year.

SECTION 36. The Directors shall cause a review to be made of the accounts of the Secretary-Treasurer before the Annual General Meeting, and the result of this review shall be presented at such meeting.

SECTION 37. The Board of Directors shall establish a tariff of charges pertaining to the clubhouse, boat slips, cottages, boats, outboard motors, guides and other services, which shall have the force and effect of a By-law until cancelled or amended.

SECTION 38. Copies of the tariff established annually by the Board of Directors shall be posted on the Club Notice Board and mailed to the membership.

SECTION 39. Monies forming part of the Memorial Fund shall not be paid out or committed except on resolution passed by an affirmative vote of at least two-thirds (2/3) of those members present and voting at a General Meeting of members duly called for the purpose.

DISCIPLINARY POWERS

SECTION 40. The President may, on his/her own initiative and discretion, temporarily suspend any member from all membership privileges, such suspension to have effect only until the next meeting of the Board of Directors. The Board of Directors may suspend, expel or penalize any member, but the Secretary shall give each member thirty days' notice of any meeting at which the Directors intend to consider such action, advising him/her that he/she may be heard at such meeting.

AMENDMENT OF BY-LAWS

SECTION 41. The Directors may repeal, amend or re-enact the By-Laws of the Club but every such repealed, amended and re-enacted By-Law (except By-Laws made respecting the appointment, functions, duties and removal of all agents, officers and servants of the Club, the security to be given by them to the Club and their remuneration) and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed by a two-thirds vote of the Regular Members present and voting at a Special General Meeting of the Club duly called for that purpose, shall have effect only until the next Annual General Meeting of the Club, and, in default of confirmation thereat, shall cease to be in force.