

VIKING SKI CLUB INC.

BY-LAWS

(transcribed from original texts / October 1999)

I. Name and Incorporation

The club, having been founded in 1929, was incorporated under the name Viking Ski Club Inc. by letters patent dated 7 March 1947 under Part III of the Quebec Companies Act.

II. Headquarters

The headquarters of the club shall be at the club house near the village of Morin Heights, in the County of Argenteuil, in the Province of Quebec.

III. Seal

The seal of the club shall be a design formed of two noncentric circles, between which shall be the name of the club, and the seal will bear the year of incorporation of the club.

IV. Membership

V. Admission

VI. Entrance Fees, Annual Dues and Assessments

(Original By-Law texts amended and replaced by By-Law XX, articles 1.0 to 6.0 incl.)

VII. Fiscal Year

The fiscal year of the club shall terminate on 30 April of each year.

VIII. Meetings of Members

A. Annual General Meeting

The annual general meeting of the members shall be held on such date and at such time and place as may be determined by the Board of Directors, but not later than 31 October of each year. The order of business at each annual meeting shall be:

- 1) To receive the report of the directors for the past year.*
- 2) To receive the financial statements for the past year, together with the auditor's report thereon.*
- 3) To elect a Board of Directors for the current year.*
- 4) To appoint an auditor or auditors for the current year.*
- 5) To transact each other business as may properly come before the meeting.*

B. Special General Meeting

Special general meetings of members entitled to vote may be called at any times:

- 1) By the President.*
- 2) By resolution of the Board of Directors.*
- 3) By the President on written request to him signed by at least fifteen members entitled to vote.*

The only business which may legally be transacted at a special general meeting is the subject matter of business as set forth in the notice calling the meeting.

IX Notice of Meetings

Notices of annual and special general meetings shall be mailed to members by ordinary mail to their addresses as they appear in the records of the club, at least seven days before the dates fixed for the meetings. The notices shall specify the places, dates and hours of the meetings.

Notices of meetings of directors shall be given at least two days before the dates fixed for the meetings, and may be given in writing, or by telephone or telegraph.

X Quorums

Fifteen members entitled to vote, present personally, shall constitute a quorum at any annual or special general meeting.

Five directors, present personally, shall constitute a quorum at a meeting of the Board of Directors.

XI Board of Directors

The affairs of the club shall be managed by a Board composed of nine directors, who shall be elected at each annual general meeting from among the members entitled to vote.

Should a vacancy occur in the board during the year, each vacancy may be filled by appointment by the board of an eligible member.

The Board of Directors shall meet as often as the business of the club may require, including a meeting to approve the financial statements before their submission to the annual general meeting, and one following the annual general meeting at which they shall appoint the officers of the club. The Board shall also appoint such committees and/or chairmen thereof as they may deem advisable from time to time to govern the various activities of the club.

The Board shall from time to time promulgate such Rules and Regulations as they deem advisable, concerning the various activities of the club.

The Board may from time to time make such further appointments as they may deem necessary and may terminate the appointment of any officer or committee member at any time.

XII.

Officers

The officers of the club shall be:

- a) President*
- b) Vice-President*
- c) Secretary*
- d) Treasurer*

The President, Vice-President and Treasurer shall be chosen from the Board of Directors. The offices of Secretary and Treasurer may be held by the same person.

The President shall preside at all meetings of members and of directors, and shall exercise general supervision over the affairs of the club.

The Vice-President shall assist the President in the general supervision of the affairs of the club, and shall in the absence of the President preside in his place at meetings.

The Secretary shall cause the minutes of meetings of members and of directors to be kept in books provided for such purpose. He shall keep the seal of the club, he shall ensure that all notices are duly given in accordance with the by-laws or as required by law, and shall ensure that all books, reports, certificates or other documents and records required by law are properly kept and filed.

The Treasurer shall have custody and charge of the accounting and business records of the club, collect all monies due from members and others, have custody of the funds belonging to the club, and pay all bills and accounts due by the club. He shall cause proper accounting of the business of the club to be recorded in books kept for that purpose, and such books and records to be audited.

XIII.

Property and Assets

All property and assets evidenced by titles or deeds or kept in a bank account shall be in the name of the club.

All safe-deposit boxes shall be in the name of the club, and access thereto shall be granted only to persons appointed by resolution of the Board of Directors.

All negotiable or bearer securities of the club shall be kept in safekeeping at the bank where the club has its bank account from time to time.

All insurance policies shall be in the name of the club, and the proceeds thereof shall be made payable to the club except as may be required under the terms of any deed securing a bond, debenture or mortgage.

XIV. Resignations

(Original By-Law text amended and replaced by By-Law XX, article 7.0.)

XV. By-Law Amendments

In addition to the present By-laws, the Board of Directors may from time to time make further By-laws for the regulation and management of the business and affairs of the club and may likewise from time to time repeal or amend the present By-laws, but every such By-law and every repeal or amendment, unless in the meantime confirmed at a general meeting of the club duly called for that purpose shall only have force until the next annual meeting of the club and in default of confirmation thereat, shall, at and from that time, cease to have force or effect.

However, such By-law and every repeal or amendment shall come into force only from the date of the publication in the Quebec Official Gazette of a notice of their approval by the Provincial Secretary, pursuant to the provisions of section 225 of the Quebec Companies Act.

XVI. Discipline and Expulsion

(Original By-Law text amended and replaced by By-Law XX, article 8.0.)

XVII. Declarations

The President, Vice-President, Secretary or Treasurer is authorized and empowered to make answer for the club to all writs, to answer all questions with regard to all writs of attachment by way of garnishment, and to make all affidavits and declarations in connection therewith or in connection with any judicial proceedings to which the club is a party.

The President, Vice-President, and the Treasurer are authorized and empowered to sign all documents, declarations, deeds and other documents on behalf of the club.

XVIII. Signing Authority

All cheques, drafts, notes, bonds, debentures, deeds and other documents or instruments binding or obligating the club in any way shall be signed for and on behalf of the club by one director together with either the Secretary or the Treasurer.

XIX.

Borrowing

The Directors may, by Resolution, from time to time when they deem it expedient:

- a) Borrow money upon the credit of the club on such terms and conditions as to repayment, payment of interest, or otherwise as they may deem advisable;*
- b) 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 expedient;*
- c) Exercise all the powers of the club (whether under the Companies Act, Special Corporate Powers Act, or under any other law, or statute) to hypothecate, mortgage, pledge, and/or cede or transfer, to such extent as they may deem advisable, any property of the club moveable or immoveable, present or future, to secure in whole or in part any such debentures, securities, loans and undertakings of the club.*

The Directors may, from time to time, authorize any Director or Directors, officer or officers, to make arrangements in regard to the borrowing of money, terms and conditions for repayment, the payment of interest, and in regard to the documents to be signed, executed and delivered by the club to evidence any obligations incurred by it in connection with such borrowing; authorize any of the foregoing to sign, execute and deliver any documents on behalf of the club necessary or desirable for the purposes aforesaid; and authorize any of the foregoing to modify and/or amend the terms and conditions relating to any borrowing aforesaid and on behalf of the club to give additional securities and/or guarantees in respect thereof.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the club possessed by its Directors or officers independently of a borrowing By-law.

VIKING SKI CLUB INC.

Mr. David Toole moved that in accordance with By-Law XV the Members sanction, ratify and confirm that the By-Laws of the Club be modified to clarify the administration of membership criteria, and to reflect the practises that have arisen over the past few years by:

- 1) deleting By-Laws numbered IV., V., VI., XIV., XVI.*
- 2) adding By-Law XX. as circulated to the Members prior to the Annual General Meeting.*

(This page and subsequent pages relating to By-Law XX texts (undated) are reproduced herewith as originally written and presented.)

VIKING SKI CLUB INC.
BY-LAW XX.
MEMBERSHIP

1.0 CLASSES

1.1 *The membership of the Club shall consist of the following classes: Members, Honorary Life Members, Junior Members, Non-Resident Members, Associate Members, and Special Members, subject to the age of the members, and payment of entrance fees and annual dues as determined by the Directors from time to time.*

1.2 Members

Members shall be persons 18 or more years of age. Members in good standing shall enjoy the full privileges of the Club, shall be eligible to become Officers of the Club or Directors, and shall be entitled to full voting privileges.

1.3 Honorary Life Members

Honorary Life Members shall be a Member to whom the freedom of the Club for life has been presented for exceptional services rendered the Club. Honorary Life Members shall be exempt from annual dues and other financial and service demands for life. Such membership may be granted by the Directors from time to time by their unanimous vote.

1.4 Junior Members

Junior members shall be persons under 18 years of age. Persons under 25 years of age who are full time students during the Club financial year shall be eligible for membership as Junior Members. Junior Members are not entitled to voting privileges. Directors may, at any time, upon facts considered sufficient by them, declare such a person not eligible for Junior membership.

1.5 Non-Resident Members

Non-Resident Members shall, subject to paragraph 6.2, be Members whose residence and whose principal place of business has been moved to more than 160 kilometres from the Club House. Directors may, at any time, upon facts considered sufficient by them, declare such a Member to be a resident Member.

1.6 Associate Members

The Directors may, subject to paragraph 6.2, grant Associate membership to any Member who may apply. This provision may be invoked only under extenuating circumstances for a limited period of time.

1.7 Special Members

The Directors may, at their discretion, elect Special Members for such period or periods as it may determine. Such Members shall include persons granted complimentary membership and official transients, and shall be granted such Club privileges as the Directors may determine.

2.0 FAMILY MEMBERSHIP

- 2.1 *Family Membership recognizes the desire of the Club to promote family participation in the activities of the Club. Members, Honorary Life Members, Non-Resident Members, Associate Members and Special Members who so elect may upon payment of the appropriate dues and fees, include as Members their spouse and as Junior Members their children who would qualify as Junior Members in their own right. A spouse is a person who is married to a Member or a person who has been living together with a Member in a conjugal relationship for at least one year. The spouse and children so included are entitled to the full privileges of their respective class of membership. The families of Non-Resident Members, and Associate Members so included are subject to the limitations of privileges which apply to their class of Membership. Family Members are responsible for their children and shall ensure that they are under proper supervision at all times while using Club facilities.*
- 2.2 *The surviving spouse of a deceased Member who had elected Family Membership and who was in good standing at the time of their death may, upon request with a reasonable length of time after the death of their spouse, be admitted as a Member (with Family Membership benefits as appropriate) without payment of any entrance fee.*
- 2.3 *In the event of the divorce or separation of a couple who had elected to take advantage of the provisions of Family Membership, each Member will be continued as an individual Member (or one of them as a family Member if so desired) without the payment of additional entrance fees provided the Member continues to pay the annual dues appropriate for their class of membership.*

3.0 PRIVILEGES

- 3.1 *Members, Honorary Life Members, and Junior Members are entitled to the full use of the Club and its facilities. Non-Resident Members shall be entitled to the full use of the Club and its facilities for one period of not more than nine consecutive days in any one financial year of the Club. Associate Members shall not be entitled to the use of Club facilities at any time. Junior Members shall be subject to such special restrictions and regulations as may be determined by the Directors. Associate Members shall not enjoy the club privileges nor represent the Club in any outside events or functions.*
- 3.2 *Non-Resident and Associate Members may reinstate themselves as Members, and may take advantage of the provisions of family membership, upon payment of the appropriate annual dues.*
- 3.3 *A Member other than a Junior or Associate Member may introduce guests at the Club provided that no guest may be introduced on more than 2 daily occasions except as provided in the paragraph hereunder.*
- 3.4 *On the request and responsibility of a Member or Junior Member, and subject to such fees and regulations as may be imposed from time to time by the Directors, a guest who neither resides nor has his place of employment within a radius of 160 kilometres of the*

Club House may, upon application to the Directors, be granted the privileges of the Club for a limited period not to exceed 9 consecutive days.

4.0 FEE STRUCTURE

- 4.1 *The entrance fees and annual dues applicable to the various classes of membership shall be determined by the Directors from time to time.*
- 4.2 *Junior Members shall not be subject to entrance fees.*
- 4.3 *The entrance fee for a Member who wishes to include their family under the provisions of Family Membership as Members and/or Junior Members shall be an amount equal to 0.8 times twice the entrance fee for a Member. A Member who has paid an entrance fee and who now wishes to include their family under the provisions of Family Membership may do so by paying the difference in entrance fees, that is an additional amount for entrance fees equal to 0.6 times the entrance fee for a Member. This additional entrance fee is payable in full upon transfer.*
- 4.4 *The entrance fee and annual dues of a new Member of any class shall, subject to Articles 4.5 and 4.6 be payable with the membership application.*
- 4.5 *Annual dues for a Member of any class and for family membership will be payable on or before the first day of November of each year.*
- 4.6 *Entrance fees become a liability of the Member upon joining, but may be paid in not more than three equal instalments over a period of three years.*
- 4.7 *A Member joining on or after the 15th day of February shall be liable for the entrance fee, plus fifty (50) percent of the applicable annual dues.*
- 4.8 *The entrance fee of a person who has been a Junior Member for 3 or more years, who has lost eligibility for that class of membership and who wishes to become a Member or take advantage of the provisions of Family Membership, shall be reduced by 50% provided the person elects to become a Member in the year following loss of eligibility for Junior membership.*
- 4.9 *The annual fee for a Member who has been a Member for more than 5 years and who on November 1 of the year is over 65 years of age shall be reduced by 50 percent. Members over 70 years of age who have been a Member for more than five years are not required to pay any annual fees. Members who have elected to include their spouse under the provisions of Family Membership may not apply for these seniors' discounts to be applicable to the Family Membership category unless both the family members meet the qualifications of this paragraph.*
- 4.10 **Assessments**
In the event that the audited financial statements of the Club for any financial year should reflect a cash deficit in excess of \$5,000 expenditure over revenue for such year, then the Members of the Club of each class except Junior Members and Honorary Life Members (hereinafter referred to as Assessable Members) shall pay such amount as may

be levied by the Directors as a special assessment, provided the aggregate amount so levied by the Directors shall not substantially exceed the amount of the year's deficit. Should an extraordinary operating expense arise during the course of the year, which expense the Club is liable to pay with no discretion, the Directors may levy a special assessment on the Assessable Members should the expense, in the opinion of the Directors, be foreseen to cause a cash deficit in excess of \$5,000 for the year. Should an extraordinary expenditure in excess of \$5,000, capital or operating, arise during the course of the year, which expenditure the Club is not liable to pay, but which is discretionary in nature, the Directors shall seek the approval of the Members at a Special or Annual General Meeting before committing to such expenditure.

5.0 ELECTION TO MEMBERSHIP

- 5.1 Each candidate for membership shall complete an application, which shall be submitted to the Directors for acceptance at their discretion.*

6.0 TRANSFERS

- 6.1 A Junior Member, upon becoming ineligible for their class by reason of age or academic situation, shall be transferred to the class of Member upon the payment of the appropriate entrance fee and annual dues, all subject to paragraph 4.8.*
- 6.2 Transfers by Members to Non-Resident or Associate membership shall be made only upon written application by the Member to the Directors establishing their eligibility by a statement of the supporting facts. Associate memberships are valid for one year, and must be renewed by written application to the Directors.*
- 6.3 A Member may elect to include their family under the provisions of Family Membership upon payment of an additional entrance fee.*

7.0 RESIGNATIONS

- 7.1 A Member may resign from the Club at any time on giving notice to the Directors in writing to that effect provided all his or her indebtedness to the Club is paid. A Member resigning after the 1st of November shall be liable for annual dues for that year and for any unpaid entrance fee.*

8.0 DISCIPLINE

- 8.1 A person shall not be entitled to enjoy any right of membership until the due portion of their entrance fee and annual dues shall have been paid.*
- 8.2 A Member in arrears shall not be entitled to enjoy any privileges of the Club.*
- 8.3 Subject to any regulation of the Directors, the name of any Member whose annual dues for the current year shall remain unpaid at the date of the Annual General Meeting of the Club, and after due notice has been mailed to the last address known to the membership secretary, may be distributed to the Members and posted in the Club. If the annual dues shall remain unpaid on the 1st of September, the name of such Member may be dropped from the list of Members, in which event membership in the Club shall cease and he or she shall be notified by the membership secretary to that effect. Such Member may be reinstated by the Directors in their discretion at any time before the end of the financial year upon application and payment of arrears and all amounts due to the Club and a penalty of 15% of the amount due.*

- 8.4 *The Directors shall have the power to admonish, fine, deprive of any of the privileges of the Club, suspend or expel any Member that it, in its sole discretion, shall deem guilty of breaking any By-Law, rule or regulation of the Club, or guilty of conduct which is detrimental to the charter or interests of the Club.*
- 8.5 *Penalties may be imposed pursuant to paragraph 8.4 only by a majority vote of the Directors present at a meeting of the Board. The Member subject to the penalty shall have at least ten (10) days notice of the charge against them and of the place, date and hour of the meeting, and may be heard in their own defence.*