

*The Forest and Stream Club
Dorval, Quebec*



*Constitution and Regulations
July 5, 2018*



THE FOREST AND STREAM CLUB

DORVAL, QUEBEC

CONSTITUTION AND REGULATIONS

(LAST AMENDED JULY 5, 2017)

Constitution

The Forest and Stream Club was incorporated by Act of the Legislature of Quebec (51-52 Victoria, chap. 68) assented to on July 12, 1888.

Prior to that date an association of persons had been in existence "in the district of Montreal" under the same name and, in 1888, the said persons petitioned the legislature asking that they be incorporated. Accordingly, by the statute:

"Andrew Allan, Richard B. Angus, Louis Joseph Forget, Hector Mackenzie, Hartland St. Clair Macdougall, Charles Cassils, Henry Joseph, Hugh Paton, Francis Stephen and H. Montague Allan, all of the city of Montreal, and James P. Dawes, of Lachine, and such other persons as now are or hereafter shall become members of the said association..."

were declared to be a body politic and corporate in deed and in name, under the name "The Forest and Stream Club".

Among other things the corporation, by such name, was declared to have perpetual succession and, "at all times hereafter" to

"..... be able and capable to purchase, acquire, hold, possess, enjoy and have, exchange, take and receive, to them and their successors, any lands, tenements and hereditaments and real and immovable property and estate, to hold, lease and acquire lands, lakes and rivers within the Province of Quebec, necessary for the actual use and occupation of the corporation, or for the purpose of sporting,

hunting and fishing thereon, and the said property to hypothecate, sell, alienate and dispose of and to acquire others instead thereof, whensoever the said corporation shall deem it proper so to do..."

The statute also declared that the constitution, rules and regulations then in force

"... touching the admission and expulsion of members, and the management and conduct generally of the affairs and concerns of the said association, in so far as they are not inconsistent with the laws of this Province, ..."

were to be the constitution, rules and regulations of the said corporation: provided that the corporation could from time to time, alter, repeal and change, in whole or in part, such constitution, rules and regulations as it saw fit.

The corporation was also given power

"... to appoint such committees, officers, administrators and servants as may be required for the due management of its affairs, and to allow them, respectively, a reasonable and suitable remuneration.

All the officers so appointed may exercise such other powers and authorities, for the due management and administration of the affairs of the corporation, as may be required of them by the constitution, rules and regulations of the corporation".

Regulations

1. The membership of "The Forest and Stream Club" (the "Club") shall consist of not more than two hundred and fifty voting members and an unlimited number of non-voting members. Voting rights are accorded exclusively to members in the categories Ordinary, Ordinary Senior, Honorary Senior, Intermediate, Spousal and Corporate (Primary member). Non-voting categories include Non-Resident, Honorary, Seasonal, Family Legacy, Corporate – Associate and Commercial and such other categories of non-voting members as may be determined by the Board from time to time.
2. A candidate for admission to membership in the Club may be elected as a Non Resident Member if both his residence and principal place of business, if any, are situated more than 150 air kilometers from the Club.
3. (a) All applications for membership shall be referred to the Administration who shall forward a copy to the Marketing Committee Chairman and Ambassadors Club (AC) Chairman to make such enquiries as they deem necessary.
(b) The AC Chairman will proceed with scheduling a meeting with the candidate and with 2 Ambassadors, and promptly report their findings and make their recommendations to the Board.
- (c) The Board, when satisfied as to the suitability of the candidate for admission to membership, shall direct the Secretary to notify all members that the candidate has been proposed for admission giving the names of the proposer and seconder and stating the class of membership requested. Such notice shall be given by ordinary mail or email, and shall be posted in the Club for a period of fourteen days, during which time any member knowing any fact affecting the suitability of the candidate for membership shall so advise the Chairman of the Board either in writing or verbally but in either event in strict confidence. Following the expiry of the fourteen days from the date of posting in the Club, the Board shall declare whether or not the candidate is eligible for membership.
- (d) When a candidate has been declared eligible the Secretary shall notify them of his acceptance and shall furnish a copy of the Constitution, Regulations and Rules of the Club and shall request them to pay the entrance fee and subscription, upon payment of which the candidate becomes a member of the Club.
4. (a) Prior to the commencement of each Club year, the Board shall fix the entrance fee, if any, and the annual subscription for each class of membership which will become effective for the said Club year.

- (b) The annual subscription for all Members is payable in advance on the first day of May in each year but any such member may be granted the privilege of paying his subscription in equal semi-annual installments, each in advance, on the first days of May and November in each year. The annual subscription of each newly elected Member for the Club year in which they are elected shall be payable in advance and shall be an amount equal to one-twelfth of the **annual rate for each month remaining in the Club year** commencing with that month in which they were elected to membership.
 - (c) The annual subscription for Non-Resident Members is payable in advance on the first day of May in each year.
 - (d) A Non-Resident Member who ceases to be so qualified shall promptly advise the Secretary and thereupon they shall cease to be entitled to be a Non-Resident Member.
 - (e) If during a Club year, a member who joined as a Non Resident Member becomes qualified to be transferred into another category, the transfer from one class of membership to the other shall only take effect following approval by the Board and after payment of the difference then existing between the entrance fee for a Non-Resident Member and the entrance fee for the other category of membership, plus a pro-rata amount of the difference then existing between the annual subscription fixed for the two classes of membership.
 - (f) No member shall be entitled to vote or enjoy any privileges of the Club until they shall have paid whatever entrance fee or subscription may be due by them.
 - (g) The Board is authorized at its discretion to allow a person who resigned as a member in good standing to rejoin without the notification of all members by mail and the posting of a notice in the Club as described in Regulation 3 (c) above, subject however to such other requirements as the Board may deem expedient under the circumstances.
5. (a) The Board shall have the power, in its discretion, to invite and appoint as an Honorary Member of the Club anyone who has distinguished himself in the service of his country, for notable contributions in Literature, in Science or in Art, or who has rendered noteworthy services to the Club.
- (b) Any person so invited and appointed an Honorary Member of the Club by reason only of the public office held by him at the time of his appointment shall cease to be an Honorary Member and to enjoy the privilege of that membership when he ceases to hold such office.
 - (c) Honorary Members shall have all the rights and privileges of Ordinary members except that of voting, and shall not be subject to the payment of an entrance fee, annual subscription or assessment.
 - (d) Honorary Senior Members shall have all the rights and privileges of Ordinary Members including that of voting, and shall be subject to the payment of an entrance fee (if applicable), annual subscription or assessment.
6. (a) The Board may, at its discretion admit as a Privileged Member -
- i. any Ambassador or any Consul general or any Consul wholly engaged in the service of his country who may be stationed in Canada for an indefinite period; or
 - ii. any other person who shall satisfy the Board that his residence in Canada is temporary and precarious and subject to termination by circumstances beyond his control.
- (b) Any such Privileged member shall pay an annual subscription in an amount fixed by the Board and shall enjoy the privileges of the Club except those of holding office or of voting upon the affairs of the Club.
7. (a) The affairs of the Club shall be governed by a Board consisting of eight voting Members elected at the Annual General Meeting of the members. The initial term of a director shall be for two years, with the possibility of being extended for an additional year, taking into account the director's performance, involvement and attendance, and at the discretion of the Board and with the approval of the Chairman. No member of the Board may act on the Board for more than three consecutive years except the Chairman incumbent and such other members as recommended at the Annual General Meeting, in which case the term of this member can be expanded to no more than five consecutive years. The Board shall have power to fill any vacancy that may occur during its period of office.
- (b) The Board shall elect one of its members to be Chairman and that person shall preside at all meetings of the Board and at the Annual General Meeting of members. In the absence of the Chairman, the members of the Board present shall elect one of their number to preside at any meeting.
 - (c) Board members may participate in a Board meeting by means of teleconference or videoconference or other communications equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
 - (d) The election of the Chairman of the Board and the appointments of Honorary Treasurer, the chairmen of sub-committees and other officers from among the elected members of the Board shall take place annually at the first meeting to be held immediately following the Annual General Meeting of the members. The Board shall appoint a Secretary and such officers as it may see fit, shall fix remuneration, if any, and shall regulate their duties.
 - (e) The Board shall meet at the call of the Chairman, but any three members of the Board may request a meeting of the Board and in such event the Secretary shall give seven day's notice of the meeting to all members of the Board.
 - (e) Three members shall constitute a quorum for the transaction or business at a meeting of the Board.
 - (f) The Board shall have general charge of the property and assets of the Club and full power, subject to the Constitution of the Club and these Regulations, to manage and administer the affairs of the Club in all things.
 - (g) The Board shall have power, at any meeting called specially for the purpose, to suspend for a period not exceeding two months, any member who shall have infringed the rules and regulations or the Club, or to expel any member whose conduct shall be pronounced, by a vote of two-thirds of the members of the Board present at the meeting, to have endangered the welfare, interest or character of the Club. Any such member must be given notice of the Board's intended action, when the meeting is to take place, and be permitted to attend. Any member so expelled may appeal the decision of the Board to an extraordinary general meeting of the members.
 - (h) All discussions on the subject of admissions to or exclusions from membership and all votes taken shall be held in secrecy by each member of the Board.
 - (i) The Board shall not sell, alienate or otherwise dispose of all or any part of the real and immovable property owned by the Club nor shall it sell, alienate or otherwise dispose of any single object d'art owned by the Club which has a value of more than five thousand dollars (\$5,000) unless authorized so to do, in **either case, by at least two-thirds of the votes cast at an** extraordinary general meeting of the members duly called for considering the proposed sale, alienation or disposal.

- (j) Prior to any capital expenditure to improve the Club's facilities should such capital expenditure exceed an amount of \$25,000, the Board shall prepare a budget of the proposed expenditures and present it to the membership for discussion and approval.
8. (a) The financial year of the Club (the Club year) shall end on the 30th day of April in each year.
- (b) The Annual General Meeting of the members shall be held within 90 days of the fiscal year end on a day to be determined by the Board and shall be held at the Club or at such other place designated in the notice calling the meeting. Ten days notice of the meeting shall be sent by mail or email, to each member.
- (c) Five members shall constitute a quorum for the transaction of business at any general meeting of members.
- (d) At each Annual General Meeting the Board elected for the previous year shall present its report on the Club's affairs and shall submit the audited financial statements for the year ended April 30th. In addition, the meeting shall elect eight voting Members to serve on the Board until the next Annual General Meeting and shall transact such other business as may properly be brought before the meeting of which notice, if required, shall have been given in the notice calling the meeting.
- (e) The Board, or any ten voting Members, may call an extraordinary general meeting of the members by delivering a request in writing or by email to the Secretary/General Manager who shall then send ten days' notice to each member, the said notice to specify the object of such meeting. A copy of the notice shall be posted in the Club House for ten days preceding the day of the meeting. No business other than that specified in the notice shall be transacted at such extraordinary general meeting.
9. The spouse of a member residing in his house may entertain in the Club.
10. Payments to the Club
- (a) House Accounts: Member's accounts shall be mailed to them at the beginning of each month or such other period as determined by the Board and shall be due and payable upon receipt of such mailing.
- (b) Delay in Payments:
- (i) The Board may withdraw all privileges of any member who fails to pay on the date payable his or her entrance fees, or any installment thereof or special assessments, or his or her annual subscription or house account.
- (ii) If any member fails to pay the entrance fee due on his or her election, such member's name may then be posted in the Club and, if such failure continues for a further period of 15 days, such member shall, upon adoption by the Board of a resolution to that effect, cease to be a member of the Club. However such member may be re-instated by the Board. Upon the posting of a member's name and until payment is made, the member shall not receive credit and may not vote or take part in the discussion of any motion or question before the Club, and such member's privileges shall be suspended.
11. (a) Any member whose dues for the current year are all paid may withdraw from the Club by giving his written resignation to the Secretary before the annual subscription for the next club year becomes payable.
- (b) Any member who withdraws, resigns or is expelled shall cease to be a member of the Club and ipso facto shall forfeit all rights as a member as well as any claim in or to the property or funds of the Club.
12. No member shall, on any pretence or in any manner whatsoever receive any profit, salary or emolument from the funds of the Club, nor shall any member give any money or gratuity to any servant of the Club, upon any pretence whatever, with the exception outlined below where a member may make a donation through the Secretary of a sum of money to be distributed to the gratuity fund.
13. (a) On December 1, 1973, the club established, and has since maintained, a Retirement Plan for long service employees. The rules and conditions of the Plan have been established by the Board.
- (b) A written description of the Plan benefits and applicable employee conditions shall be supplied to each employee-member of the Plan. Contributions to such Retirement Plan may be made by the employee member of the Plan, and, as the Board shall decide.
- (c) The Board shall review and approve on a regular basis salaries, employee fringe benefits, group insurance benefits, and bonuses of all employees as well as the pension plan. This can be delegated to a sub-committee for review but recommendations of the sub-committee must be approved by the Board.
14. Any cause for complaint that may arise and inattention or improper conduct of a member of the staff is to be stated in a letter addressed to the Secretary over the signature of the member making the complaint and must be laid before the Board at its next meeting.
15. These Articles or any of them may be repealed, amended, or suspended at any time by the resolution at a meeting of the Board, but any such repeal, amendment or suspension made by the Board unless in the meantime sanctioned and confirmed at an extraordinary general meeting of members specially called for the purpose, shall only have force and effect until the next Annual General Meeting of the members, and in default of confirmation thereafter shall, from that time only, cease to have force and effect.
16. Questions of interpretation as to the meaning of these Regulations or any Rules made by the Board or of any notice posted by the Board shall be summarily and finally decided by a majority of the Board.
17. Every member of The Board and his heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of The Forest and Stream Club, from time to time and at all times, from and against,
- (a) all costs, charges and expenses whatsoever with such member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever, heretofore or hereafter made, done or permitted by him, in or about the execution of the duties of his office.
- (b) all other costs, charges and expenses which they sustained or incurred, in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.
18. All Regulations and Rules of the Club (or "Articles of the Constitution" if known as such) enacted by the members prior to July 12, 2016 are hereby repealed but such repeal shall not affect any act done or any right acquired, accrued or accruing under such repealed Regulations, Rules and Articles or any of them.