

**Cowichan Golf and Country Club**  
**Policy Manual**

Revised November, 2017

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# **PREFACE**

## **Mission Statement and Vision**

Our mission is to provide the finest environment for enjoyable recreational and competitive golf.

Our vision is to become "ENJOYABLE GOLF"

Our mission and vision are reviewed every two years by involving as many members as possible in research and strategic planning. Our Board of Directors are pro-active in ensuring that all of its business and policy decisions are made to support and further our mission and vision.

The policies contained in this manual are intended to carry out our mission and should be in agreement with, and read in conjunction with, our Constitution and Bylaws.

## Part 1. Membership

1.1 Application - A person or corporation who wishes to become a member of the club shall make a written application to the club, in the form and subject to the requirements as are approved by the board .Upon receipt of an application, undertaking and a fee, the board shall on motion decide whether to accept or reject the application and that decision shall be final and binding.

1.2 Categories - The membership shall be divided into voting and non-voting classifications as defined in the bylaws.

All members with full playing privileges must belong to the RCGA (BCGA) or CLGA.

Voting Classifications are:

a)Regular -Regular (playing) member, shall be 19 years of age or over, a playing member in good standing and shall be eligible to hold any office of the club. Regular(playing)member shall be entitled to full use of golf course without payment of green fees, official handicap index, priority booking of tee times, and any other privileges granted by the Board from time to time.

b)Corporate- A Corporate membership may be obtained by any duly registered company of the Province of British Columbia which has been admitted to the membership by the board pursuant to the requirements of the policy manual. The Corporate member will be entitled to one vote through a single individual whom the company may name as its representative to the club from time to time. The individual so named by the company shall also be entitled to serve in any office of the club. The authorized representative is entitled to the same rights and privileges as a Regular(playing) member for use of the club facilities, golf course and club house. Inactive category is not permitted.

c) Intermediate - An Intermediate Member shall be between the ages of 19 and 45 at the time of application for membership or renewal thereof and shall be subject to the rules, regulations and conditions as are contained in the Policy Manual. An Intermediate Member is entitled to all the playing privileges of a Regular (playing) member including the right to vote at general meetings of the membership.

d) Intermediate II- An Intermediate II member shall be between the ages of 45 and 50 at the time of application for membership. An Intermediate II member shall be subject to the rules regulations, and conditions as are contained in the Policy Manual. An Intermediate II member is entitled to all the playing privileges of a Regular (playing) member including the right to vote at general meetings of the membership.

e) Inactive- Inactive member is a member of any classification listed in this section who has paid an initiation fee but has applied to the board to be granted inactive status for a period of one year or extensions thereto in order to retain his membership. All rights and privileges accorded a Regular(playing) member shall be suspended upon transfer to Inactive status. Any application for adjustment of dues, including medical, transfers, etc. may be considered by the Board, at its sole discretion, on the merits of the application. The Board will not entertain an application for medical transfer from November 1st to March 31st with the exception of full play female members which may be granted maternity leave at any time. The Board must be satisfied that the application is genuine and supported by acceptable evidence. Dues for inactive members will be the same charged to a Regular(playing) member for the next succeeding year (Form Appendix "I" in Administrative Manual).

Non- Voting Classifications are:

b)Non-Resident- A non-resident is any member who shall not have his permanent residence on Vancouver Island and who shall be subject to the rules, regulations and conditions as are contained in the club policy manual.

c)Junior- A Junior member shall be 18 years of age or under at the time of application for membership or renewal thereof and shall be subject to the rules, regulations and conditions as are contained in the club policy manual. A Junior is entitled to the rights and privileges of a Regular(playing) member, except they cannot make priority tee time bookings prior to 1:00 P.M. on the date of play, and they CANNOT vote at general meetings of the membership.

e)Student- A Student member shall be any person who is a full time registered student at any recognized post secondary institution of higher learning and shall be subject to the rules, regulations and conditions as are contained in the club policy manual. A Student is entitled to all rights and privileges of a Regular(playing) member, except they do NOT have the right to vote at general meetings of the membership.

Transfers Between Membership Categories- Transfers between membership categories may be initiated by a member with a full explanatory written application to the Board (Form Appendix "J" in Administration Manual). All transfers between membership categories shall be approved by the Board at its sole discretion. Payment of any required fees must be made upon transfer to a new category.

1.3 Rights and Obligations of Members- All members of the club, whether voting or non-voting shall;

a) Be entitled to all clubhouse and golf course privileges in accordance with the rules, regulations, and conditions contained in the Bylaws and the Club Policy Manual.

b) Comply with the bylaws, their undertaking of

membership and all club policies as are contained in the club documents.

c) Comply with the Code of Conduct for members of the club as contained in the club documents and agree to forgive and release the club, its Directors and officers from any claims arising from disciplinary action.

d) Pay all annual membership dues, assessments, and charges levied by the club, promptly and in accordance with the amounts for each classification, dates and method of payment as established by board from time to time.

1.4 Termination- Membership and all privileges of membership shall terminate:

a) On receipt by the club office of a resignation in writing from the member.

b) On the death of an individual member.

c) On a Corporate member failing within a reasonable time to appoint a representative for the purpose of voting or holding office in the club.

d) On failing to pay dues, assessments, charges, or costs in breach of terms for payment, rules and regulations of the club policy manual or as may be determined in the sole discretion of the Board. All dues, assessments and fees are due January 1st and payable on January 31st of each year, unless the member elects to use the "Monthly Payment Plan". Any member who fails to pay such indebtedness at the end of one month after it is due, shall be suspended from playing and clubhouse privileges. A person shall cease to be a member on having been a "member not in good standing" for two(2) months.

If a member has elected to use the "Monthly Payment Plan" and submits his resignation in writing, he is still responsible for three (3) months of monthly dues. If the

member reapplies for membership in the future, he becomes responsible for payment of the remainder of the monthly dues for the year he resigned.

f) If within three (3) months of losing membership privileges a person desires to be reinstated, he/she may apply to the Board. Upon approval, he/she will pay, in addition to the outstanding debt, twenty percent (20%) of said debt.

## **PART 2 - Code of Conduct**

2.1 Rules of Golf- The RCGA Rules of Golf, including Section 1 "Etiquette", shall govern all play, except where modified by local rules as determined by the Board.

The Club Captain or the Club Professional is authorized to enforce compliance with these rules.

Members must post all scores in the computer located in the Pro Shop to establish a certified handicap. Any member without a certified handicap will not be able to enter handicap events. It is the reserved right of the Club Captain to adjust any member's handicap he may deem necessary( he will consult with the member affected before the adjustment is made).

2.2 Pro Shop and Golf Course - All players must report to the Pro Shop to tee off, unless prior arrangements have been approved. Members are entitled to priority starting times under a booking system operated by the club.

Putting and chipping practice shall be restricted to the designated areas, and no practice whatsoever is allowed on permanent greens, fairways, or bunkers.

As the practice range is limited in size, hitting balls deliberately outside its boundaries is prohibited. Anyone entering the confines of the practice range does so at their own risk.

All carts must remain twenty (20) feet from the tees and greens and outside of bunkers and must follow all pathways and/or posted signs. Riding carts must remain on cart paths when so posted.

Use of a power cart shall not, under any circumstances, be construed as giving a player any special right or privilege on the course.

Pets will not be permitted on golf course property unless on a leash.

2.3 Course Closure- All or any part of the course may, at any time, be closed to play and use of power carts, power caddies, and pull carts may be restricted or suspended. Course Superintendent and/or Head Professional shall, at their sole discretion, determine when to open or close the course for play.

2.4 Dress Code- Members and guests and green fee players shall comply with the following dress code while in the clubhouse or on the golf course:

a) Gym shorts or sweat pants are not allowed. Short sleeved shirts are the minimum requirement. No muscle shirts are permitted.

b) Blue jeans are permitted but must not be patched, frayed, or with holes.

c) Shirts bearing numbers, slogans, or offensive illustrations are not permitted.

d) For women, sleeveless shirts with a collar or collarless shirts with sleeves are the minimum requirement. No tank tops, halter tops, or spaghetti strap shirts are allowed.

2.5 Golf shoes with metal spikes shall not be worn in any upper level areas of the clubhouse except at the exterior snack window.

2.6 The Head Professional and Professional staff are empowered to enforce the above rules and make discretionary decisions when necessary.

2.7 Disciplinary Action- "Disciplinary Action" means:

- a) revocation of membership of the member, with or without the right to re-apply for membership after a specified date.
- b) suspension of the membership of a member upon such terms and for such a period as when the Discipline Committee or the Board in their absolute discretion may determine.
- c) Placing a member on probation upon such terms and for such a period as the Discipline Committee or the Board in their absolute discretion may determine.
- d) Issuing a reprimand or warning to a member concerned.
- e) Imposing a monetary penalty in the amount of any costs incurred by the club as a consequence of the improper conduct of the member, including the cost of any investigation.

"Improper Conduct" means:

- a) failure of a member to comply with an undertaking, standards of membership, or any other requirements set forth in the bylaws or Policy Manual of the club.
- b) any conduct by a member which in the opinion of the Board does not meet the standards of membership of the club, or is injurious to the character, reputation, or interests of the club.

"Probation" means that the member concerned continues to enjoy the rights and privileges of membership subject to any terms imposed by either the Discipline Committee or the Board.

"Suspension" means the member concerned is not entitled to the rights and privileges of membership in the club for the period of suspension subject to the terms imposed by either the Discipline Committee or the Board.

"Discipline Committee" shall be designated a Standing Committee, shall be chaired by the Vice-President and shall be composed of two (2) other members. The Vice-President and one other member of the committee shall be a quorum. If any vacancies occur on the Discipline Committee, the board shall appoint such further members as are necessary.

The Discipline Committee has the power:

- (a) to consider complaints from members of the club or from the general public concerning alleged improper conduct of members.
- (b) of its own motions, or at the request of the Board, to consider any allegation of improper conduct.
- (c) to provide notice to the member concerned in accordance with this Code.
- (d) to conduct meetings in accordance with this code.
- (e) to make a decision as to whether a member has engaged in improper conduct, and to impose disciplinary action.

Where a complaint is made by a member of the club or by a member of the general public, the Club Captain shall act only on the receipt of the complaint in writing setting out the nature of the alleged improper conduct and particulars in support of the complaint (referred to as "the complaint")

When a complaint is received, the Club Captain may investigate and/or consider the complaint to determine if it should be referred to the Discipline Committee, the Club Captain may in his sole discretion deal with the member and the complainant to see if the complaint can be resolved to the satisfaction of all parties by way of informal proceedings without proceeding to a formal hearing of the committee.

If in the opinion of the Club Captain, the complaint cannot be resolved informally, or is of sufficient gravity to require a meeting of the Discipline Committee, the complaint shall be referred to the said committee for a hearing. Notice in writing shall be given to the member concerned, providing particulars of the alleged improper conduct and requiring the member to attend the meeting of the Discipline Committee to be held at least fifteen (15) days after the notice has been given.

A meeting of the Discipline Committee shall be conducted in the following manner:

The Club Captain shall present the nature of the complaint and any information received as the result of the investigation. The member either orally or in writing shall be afforded an opportunity to make full response to the particulars of the complaint. The members of the Discipline Committee may ask questions to the member in respect of the particulars of the complaint. No matter other than the specific complaint of which particulars have been given in the notice to the member shall be addressed or considered at the meeting.

At any meeting of the Discipline Committee in respect of a complaint, the committee has the power, subject to the requirements of this code, to proceed in such a

manner as in its absolute discretion it sees fit, and is not bound by the rules of evidence or other legal rule.

Without limiting the generality of the foregoing, the Discipline committee has the power:

(a) to summon before it any member and require the member to produce such documents and records as it may request.

(b) to adjourn the hearing or meeting from time to time and

(c) to receive evidence otherwise than under oath.

When the member concerned fails to attend a meeting of the Discipline Committee after having been sent the required notice the committee may proceed to consider and determine the complaint in the absence of the member.

Where the member accused of improper conduct is a member of the Discipline Committee, such member is not entitled to consider or determine a complaint. In such an event the board shall appoint a special member to the Discipline committee to hear and determine the complaint. The special member shall cease to be a member of the Discipline Committee as soon as the matter is concluded.

The Discipline Committee shall consider all of the information and submissions given to it at the said meeting or hearing and determine whether in its opinion the member has engaged in improper conduct and impose such disciplinary action as the committee deems advisable. The decision shall be approved by a majority of the Discipline Committee in attendance at the meeting to hear the complaint. The committee need not

deliver its reasons for its decision in writing unless a written request is made by the member.

The member concerned shall be given the decision of the committee in writing and the reasons therefore if requested. The member shall be given notice that he has the right to have a decision of the Discipline Committee considered by the Board, and that he may exercise that right by notifying the board in writing within twenty-one (21) days after the decision has been sent to him, that he wished to make a written submission to the Board and/or to attend a Board meeting to make oral submission.

If the member concerned fails to request that a decision of the Discipline committee be considered by the Board within the time prescribed by this code, the decision and disciplinary action of the committee shall become final and binding upon the member concerned.

Where the member concerned request that a decision of the Discipline Committee be considered by the Board, the member shall make a submission in writing as to why the decision should not be upheld, and may at his own request appear before the Board to make oral submission to the Board. When such a request is made, the Vice-President shall provide the Board with a copy of the decision and the written reasons therefore and shall give the Board an oral summary of the reasons for the decision. The Board has the power upon a 2/3 majority vote of those present to make any decision as in its absolute discretion it sees fit, concerning whether a member has engaged in improper conduct, and what, if any disciplinary action should be take which may

include action more or less severe than that imposed by the Discipline Committee.

The Decision of the Board shall be final and binding upon the member concerned. The member shall not be entitled to written reasons for the decision of the Board.

Where the member concerned is a member of the Board he, along with the Vice-President may not attend at that part of the board meeting, other than to make the oral submissions referred to in this code, and both or either of them shall not be entitled to vote on the board decision.

Upon termination of membership in the club, the member concerned shall have no further interest in, or claim to any asset of the club.

## **PART 3- Dues and Assessments**

3.1 Initiation Fees- The Board has the authority to set any initiation fees. An adult family member (spouse, son, daughter, father, or mother) of a Regular(playing) member in good standing qualifies for a 50% reduction of the current initiation fee. The initiation fee shall be paid in full upon the Board's acceptance of the application for membership. The Board, at its sole discretion, may permit an applicant to pay the initiation fee in five (5) equal payments over five (5) years plus an annual administration charge. Initiation fees are non-refundable after the Board's acceptance of an application for membership.

### 3.2 Annual Dues -

Regular (playing) Member	\$2,149.13 incl. GST
Corporate Member	\$2,149.13 incl. GST
Non-Resident Member	\$1,303.12 incl. GST
Intermediate Member	\$ 967.12 incl. GST
Intermediate II	\$1,284.00 incl. GST
Junior Member	\$ 191.40 incl. GST
Student Member	\$ 410.62 incl. GST
Inactive Member	\$ 417.50 incl. GST

### 3.3 Annual Dues Payment Plan- The annual dues can be paid by:

a) All dues are owing January 1st and no penalties will apply if paid in full by January 31st.

b) Pre-authorized debit of 12 equal monthly payments plus an administrative fee set by the Board. Forms must be completed and accompanied by a voided blank cheque. In the event that a bank reports N.S.F. payment, the member will have the opportunity to pay the remaining balance of dues and administration fees in full immediately or relinquish their membership. Members using this method of payment must give a three (3) months notification of their resignation, and are responsible for the payments for those three months.

3.4 The Board, at its sole discretion, may refund part or all of a member's annual dues.

### 3.5 Annual Assessments -

RCGA Membership for all male members

with full playing privileges(incl. GST) \$ 33.00

CLGA Membership plus District 1 fees for all

female playing members \$ 25.00

Hole-in-One Insurance (except Junior,

Inactive, Social) \$ 4.73

Capital Improvement Plan (CIP) Fund (Regular, Corporate, Inactive, Non-Resident) (incl. GST)	\$157.50
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3.6 Other Annual Fees-

	Gasoline Cart Storage (subject to availability) (incl. GST)	
\$125.00	Electric Cart Storage (subject to availability) (incl. GST)	
\$180.00	Trackage, whether cart is stored at the Club or not (incl. GST)	
\$180.00	A cart is defined as any powered ride on cart with either single or multiple seating.	

3.7 Other Fees and Charges-

Green Fees, before 1:30 PM.	\$56.00
Twilight Fees, after 1:30 PM	\$46.00
Member Guest Rate	\$32.00
Tournament Rate	\$30.00
Evening Fees after 6:00 PM	\$32.00
Junior Fees (under 18 years)	\$20.00
Winter Rate	\$22.00
( GST included in the above amounts)	

## **PART 4- Meetings**

4.1 General meetings of the club shall be held at the clubhouse or at such other place in the Cowichan Valley Regional District as the board may decide.

4.2 The annual general meeting shall be held within 4 months of the end of each fiscal year of the club.

4.3 Every general meeting, other than an annual general meeting, is a special general meeting.

4.4 The board may, when it thinks fit, and it shall on written requisition of 10 percent of those members entitled to vote,

proceed to convene a special general meeting of the club. Notice of a general meeting shall specify the place, day, and hour of meeting, and in case of special business, the general nature of that business. Notice of the annual general meeting shall also contain the names of the Directors whose term of office expires at the date of the meeting. The accidental omission to give notice to or the non-receipt of notice by a member does not invalidate proceedings at that meeting.

4.5 A notice may be given to voting members by any of the usual accepted methods. A notice shall be deemed to have been given on the fifth Business day following that on which the notice is distributed .

Fourteen (14) days notice of a general meeting shall be given to:

- a) every member shown on the register of members that is entitled to vote on the day notice is given.
- b) the auditor or audit committee.

No other person is entitled to receive a notice of a general meeting.

4.6 Proceedings at General Meetings- The business of general meetings shall consist of "Ordinary Business" or "Special Resolution Business" as outlined in the notice for the meeting.

"Ordinary Business" would include:

- a) adoption of rules of order
- b) consideration of financial statements of the Club
- c) reports of the directors or auditors
- d) election of directors
- e) appointment of auditors
- f) business arising out of a report of the directors not requiring the passing of a special resolution

Approval of ordinary business shall be by simple majority of voting members present at the meeting.

"Special Resolution" Business would include all business not included as Ordinary Business, including;

- a) alter, change, or replace any portion of the Constitution or Bylaws of the Club
- b) any financial borrowing
- c) any "Special Resolution" properly documented and proposed by the Board or the membership

Approval of any "Special Resolution" would require a 2/3 approval of voting members present at the meeting.

No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

A quorum is forty-five (45) members personally present and entitled to vote.

If within one hour from the time appointed for a general meeting other than the Annual General Meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting, a quorum is not present within one hour from the time appointed for the meeting, the members present shall constitute a quorum.

The President of the club, the Vice-President or in the absence or inability to act of both, one of the other Directors present, shall preside as chairman of a general meeting. If at a general meeting:

- (a) there is no President Vice-President or other director present within 15 minutes after the time appointed for holding the meeting; or

b)the President, Vice-President, and all the other Directors present are unwilling to act as a chairman, the members present and entitled to vote shall choose one of their number to be chairman.

A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except as provided in the bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

At all general meetings of the club, each voting member in good standing personally present and entitled to vote shall have one vote. No proxy votes shall be allowed.

At any meeting, unless a poll is demanded as hereinafter provided, every resolution shall be decided by a show of hands. The chairman of the meeting shall be entitled to one vote and shall have the sole discretion as to when he shall cast his vote.

In the case of an equality of votes cast for and against a resolution, the resolution is lost. A declaration by the chairman that a resolution has been passed or carried by sufficient majority or lost, as the case may be, and an entry to that effect in the minute book of the club shall be conclusive evidence of the fact without proof of the number of votes recorded in favour of, or against, such resolution.

If at any meeting a poll is demanded by a least five members present and entitled to vote, a poll shall be taken by the secret ballot as the chairman shall direct.

4.7 Rules of Order - Parliamentary procedure shall govern all meetings of the club, the Board and its committees, and all proceedings shall be governed by the bylaws and as set forth in Robert's Rules of Order including all amendments and revisions up to the date of the said meeting.

## Part 5- Board of Directors

### 5.1 The Powers of the Directors are:

- a) To direct the management, supervision, business affairs, and property of the club and in so doing, to exercise all of the powers of the club in accordance with the bylaws, the Society Act and the Policy and/or Administrative manuals or the club.
- b) To carry out their mandate subject to rules, not being inconsistent with the bylaws which are made from time to time by members in general meeting. No rule made by the members in general meeting invalidates a prior act of the board that would have been valid if that rule had not been made.
- c) To delegate some, but not all, of their powers to a Standing Committee, or a committee from time to time as the board may in its sole discretion decide.

### 5.2 The duties of the Directors are:

- a) To act honestly with integrity and in good faith in the best interests of the club.
- b) To exercise the care, diligence and skill of a reasonably prudent person in exercising his powers and performing his function as a Director.
- c) To act in unison and harmony with the other Directors of the club, and to respect and gracefully accept the majority decisions democratically made by the board as a group.
- d) To respect the confidentiality of the proceedings of the board.
- e) To confine and channel their efforts into the making of policy in the best interests of the club and in general, to comply at all times to the guidelines and rules as are contained in the Policy manual of the club.
- f) To chair various Standing Committees or committees of the club as the board or the bylaws may require or direct from time to Time.
- g) To ensure that the work of the Standing Committees is ongoing from year to year, and that the Standing Committees are fully and competently directed in the ongoing best interests of the club.
- h) To ensure that the club carries out, reviews and is proactive in the area of strategic planning by involving as many members

and management staff as possible, and by updating such planning sessions at least once in every 24 month period.

5.3 Nomination of Directors -On or before the 1<sup>st</sup> day of February each year, the Directors shall appoint a nominating committee consisting of (3) three members of whom two shall not be Directors. Two members of this committee shall form a quorum. It shall be the duty of the nominating committee to place in nomination, with the consent of each nominee, as many candidates as there are members desirous of being so nominated and shall insure that the nomination at least equal the number of vacancies on the board and if possible shall exceed the number of vacancies on the board.

Members eligible to be elected to the board at the Annual General Meeting as Directors shall be nominated and seconded by written nomination delivered to the club office for referral to the Nominating Committee at least ten (10) days before the meeting together with the written consent of the nominee to accept office if elected. In the case of insufficient nominations being received by the committee, the members at the Annual General Meeting shall have the right to make further seconded nominations, with the agreement of each nominee so proposed. Upon receipt of a nomination the nominating committee shall cause to be posted in the clubhouse the name of the nominee and the names of his mover and seconder.

5.4 Term of Office -The board shall consist of (10) ten Directors, who shall be voting members of the club in good standing. Members elected as Directors shall be elected for a three year term and shall be eligible for re-election. No member shall serve as a Director for more than six (6) consecutive years. Following an absence of at least one year, a member may stand again for re-election.

5.5 Termination-Members of the board shall hold office until their successors are elected unless sooner terminated by reason of disqualification as set forth in the bylaws.

5.6 Vacancy -Should a vacancy on the board of Directors occur the directors may appoint an eligible member as a Director to fill a vacancy on the board. A director so appointed to fill a vacancy shall hold office only until the election of Directors occurs at the next following annual general meeting of the club, but is

eligible for election at such meeting, subject to the terms and conditions of the bylaws.

No act or proceeding of the board is invalid by reason of there being less than the proscribed number of Directors in office.

5.7 Remuneration of Directors -No Director shall be remunerated for being or acting as a Directors but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engage in the affairs of the club.

5.8. Recall of Directors- The members by Special Resolution at a properly constituted meeting of the members, remove a director before expiration of his term in office and may elect a successor to complete the term of office.

5.9 Conflict of Interest- A Director is in a conflict of interest situation if:

- a)the Director has any debt, fees, dues, assessments, demands or claims payable to the club which are in default.
- b)the Director is in a position to receive or has received any personal benefit from the club, except such benefit as may be approved by the board or is earned by the director.
- c) the Director or any person to whom he is related by blood or marriage or to whom he is associated in a business of personal relationship enters into any contract or is proposed for any contract with the club which would provide directly or indirectly a benefit of any kind or description to the Director, his relatives or associate.

In all cases of conflict of interest arising as defined in this section the Director must declare the possible conflict of interest promptly to the board and must absent himself from any discussions, proceedings, or vote concerning the said matter.

5.10 Disqualification of Directors- A Director is disqualified and may be removed from office if:

a) He is in the opinion of the board in breach of his “Duties of Director”.

b) He fails to declare a conflict of interest situation to the board.

c) He becomes an undischarged bankrupt, judged mentally incompetent or is convicted of an indictable offence to which the appeal period has expired.

d) He becomes an auditor or employee of the club.

5.11 Proceedings of the Board of Directors- The Board may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meeting and proceedings as they see fit.

Meetings of the Board, of which every Director shall have due notice, shall normally be held at least ten times in a year or more often if necessary.

For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at the Annual general Meeting, or a special general meeting, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s) for the meeting to be constituted, if a quorum of the Board is present. A quorum of the Board shall be six (6) members personally present.

The President shall be chairman of all meetings of the Board, but if at a meeting the President is not present within fifteen (15) minutes after the time appointed for holding the meeting the Vice-President shall act as chairman; but if neither is in attendance or declines to act, the Directors present shall choose one of their number to be chairman at the meeting.

The President, Vice-President, or any two Directors, may at any time request a meeting of the Board, and the

Secretary shall convene such a meeting of the Board as soon as is practicable but in any event within ten (10) days.

Except as herein otherwise provided every question at a meeting of the Board shall be determined by a majority of the votes of the Directors present, each Director including the chairman having one vote. In the event of an equality of votes at any such meeting, the motion or resolution being voted on is lost.

A resolution determined without a meeting of the Board and evidence by writing under the hands of all Directors shall be as valid and effectual as a resolution duly passed at a meeting of the Board.

Any act done at a meeting of the Board shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of a Director or that he was disqualified, be as valid as if every person had been duly elected or appointed and was qualified as a Director.

Pursuant to these bylaws, the Board may delegate any, but not all, of their powers to standing or other committees consisting of one or more Directors of whom one shall be named chairman, together with any other members or employees of the club as the Board may deem necessary.

The Standing Committees of the Board and any other committees so formed in the exercise of the powers delegated them from the board shall conform to terms of reference or any other rules and regulations imposed on them by the board or under the Policy Manual and shall report every action or thing done in exercise of those powers to the earliest meeting of the Board to be held next after it has been done.

The meetings of the Standing Committees and other

committees appointed by the Board shall take place on what frequency the Board may designate in its sole discretion. However, the members of the committee may adjourn meetings from time to time as they may think proper.

The President of the club shall be an ex officio member of all committees and Standing Committees.

If at a committee meeting the chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present who are members of the committee shall choose one of their number to be chairman of the meeting.

## **Part 6- Officers of the Board of Directors**

The Officers of the Board of Directors, and their responsibilities are as follows:

- 6.1 President- The President shall normally preside as chairman at all meetings of the members of the Board. As ex officio member of all Standing and ordinary committees the President shall give his best efforts to attending as many meetings of the committees and Standing Committees as may be reasonably possible having regard to the frequency of such meetings.
- 6.2 Vice President - The Vice-President shall carry out the duties of the President during his absence or inability to act. The Vice-President shall also act as chairman of the Discipline Committee.
- 6.3 Treasurer- The Treasurer shall:
- a) keep the financial records, including books of account, necessary to comply with the requirements of the Society Act.
  - b) render financial statements including an annual budget to the Directors, member and others when required.
  - c) work in close harmony with the auditor or audit

committee of the club.

6.4 Secretary- The Secretary shall:

- a) conduct correspondence of the club.
- b) issue notices of meetings of the club and Directors.
- c) supervise all minutes of all meetings of the club and Directors and may appoint a recording secretary with the approval of the board to actually keep minutes of all such meetings.
- d) have custody of all records and documents of the club except those required to be kept by the Treasurer.
- e) have custody of the common seal of the club.
- f) maintain the register of members of the club and all addresses of the members of the club in current condition for the purpose of forwarding documents to such members.

6.5 Club Captain- The Club Captain shall in general be in charge of the application of the rules of golf to the members of the club, in charge of all club operated tournaments and shall be the disciplinarian of the members of the club. The Club Captain shall be the chairman of the Match Committee.

6.6 Member at Large- Board members are required and in compliance with the bylaws shall perform such duties and exercise such powers and functions as may be from time to time assigned to them by the Board or in accordance with any rules, regulations or policy contained in the Policy Manual and the Administrative Manual of the club. These requirements are in addition to and not in derogation of any provision of the Society Act or a rule of law or equity relating to the duties or liabilities of Directors of a society.

6.7 Election of Officers - Within a reasonable period following the Annual General Meeting the board shall meet and elect from their number a President, a Vice-President, a

Secretary, a Treasurer, and a Club Captain who shall each hold office for one year, but shall be eligible for re-election.

## **Part 7- Budget, Accounting, Records, and Financial Auditing**

7.1 Annual Budget- At the end of each fiscal year, the Board shall establish the club's annual operations and capital budget for the next following year, and shall include a copy of this budget with the financial report to each member prior to the annual general meeting.

7.2 Books and Records- The books and records of the club including all accounting records shall be kept at the registered office of the club and shall be open to inspection by the members of the club at any time at the registered office of the club during regular business hours. Written extract of any part of the books, records or accounting records of the club shall be provided to any voting member who may apply for such abstracts upon written application providing reasonable notice to the Board.

7.3 Financial Auditing- The fiscal year for the club shall be the year ending on the 31<sup>st</sup> day of December in each calendar year. At each annual general meeting the members shall appoint one or more auditor or an Audit Committee for the ensuing year.

It shall be the duty of the club's auditors or Audit Committee to examine the accounts of the club in accordance with the requirements of the Societies Act and to report to the members on the financial statements of the club, and submit their report together with recommendations they may have, to the Board thirty (30) days before the society's Annual General Meeting.

7.4 Policy Manual- The Board shall maintain and update as required, a Policy manual for the better governance of the

club. The Board may adopt such rules, regulations and club policies including amounts for dues, fees and assessments as the Board may in its absolute discretion deem advisable to carry out the purpose of the bylaws or for the good and best interest of the club. Amendment of the Policy Manual shall be accomplished by simple majority of members or directors present.

## **PART 8- General Rules**

8.1 Borrowing Powers- In order to carry out the objectives and purposes of the club the Board may, on behalf of and in the name of the club, raise or secure the payment or repayment of money in the manner they decide, and in particular, but without limiting the foregoing, by the issue of debentures.

No debentures shall be issued unless approved by the special resolution of members.

The members may by special resolution restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.

8.2 Amendment of Bylaws - The club may alter, change or replace its bylaws by special resolution of its members and with a 2/3 majority of voting members present at a general meeting . The resolution is effective on the date it is accepted by the registrar of the appropriate government authority as being in compliance with the Society Act and is duly registered.

8.3 Fiscal Year- The fiscal year for the club shall be the year ending on the 31<sup>st</sup> day of December in each calendar year.

8.4 Not for Profit- The club is a not-for-profit Society comprised of members, board of Directors, and Standing or other committees. No dividend or income of the club will be paid to any member except to pay for services rendered.

No monies will be paid to members to return unused portions of financial contribution made by members. On liquidation, bankruptcy or winding up of the club, any surplus or assets shall be paid to such similar or charitable organizations as the Board may think fit or otherwise in compliance with the Society Act.

8.5 Hours of Operation- Opening and Closing hours shall be determined by the Board and/or Management and will be posted accordingly.

8.6 Alcohol Consumption- Alcohol of any type is prohibited anywhere on the premises, unless acquired at the Club as governed by the Liquor Control Board Act.

8.7 Guests and Private Events- At all times, members are responsible for the conduct of their guests while on Club property and must ensure that they abide by all Club rules. Members who sponsor private events will be fully responsible for all indebtedness, damages, and conduct of their guests. Children (other than Junior members) must be accompanied and under the supervision of an adult at all times while on Club property.

8.8 Special Events- Approval of the Head Professional must be secured, in advance, for any private use of the facility which would deny the normal use by the membership. The engagement of entertainment for service in the Club must have approval of the Head Professional.

8.9 Parking- Automobiles must be parked in the designated areas. The Club is not responsible for any damage to automobiles or personal property in the parking areas.

8.10 Employees- Members, guests, and green fee players are not permitted, under any circumstances, to reprimand employees. Employees may not be sent off Club property for any purpose, except by management. Any complaint

about employees or operations must be made to the Head Professional, in writing.

8.11 Non Smoking Area-The entire indoor area of the clubhouse is a Non-Smoking area. Members who contravene the Non-Smoking rules will be subject to disciplinary action according to the bylaws and Policy Manual. Non-members that contravene the Non-Smoking rules will be barred from the premises.