

BE IT RESOLVED THAT the following By-law, being By-law of the Corporation, be and the same is hereby enacted;

BY-LAW

A by-law relating generally to the transaction of the business and affairs of ROSSMERE GOLF & COUNTRY CLUB LIMITED.

SECTION 1 – INTERPRETATION

1.01 **Definitions** – In the by-laws of the Corporation, unless the context otherwise requires:

- a) “Act” means *The Corporations Act (Manitoba)* and any statute that may be substituted therefore, as from time to time amended;
- b) “appoint” includes “elect” and vice versa;
- c) “article” means the articles of the Corporation as from time to time amended or restated;
- d) “Board” means the Board of Directors of the Corporation;
- e) “by-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effects;
- f) “Corporation” means the Corporation incorporated and named ROSSMERE GOLF & COUNTRY CLUB LIMITED;
- g) “meeting of shareholders” means an annual meeting of shareholders and a special meeting of shareholders; “special meeting of shareholders” means a special meeting of all shareholders entitled to vote at an annual meeting of shareholders;
- h) “non-business day” means Saturday, Sunday, and any other day that is a holiday as defined in “*The Interpretation Act*” (*Manitoba*);
- i) “recorded address” means in the case of a Shareholder his address as recorded in the securities register; and in the case of joint Shareholders the address appearing in the securities register in respect of such joint holding or the first address so appearing if there are more than one; and in the case of a Director, Officer, Auditor, or Member of a committee of the Board, his latest address as recorded in the records of the Corporation;
- j) “signing officer” means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by *Section 2.04* or by a resolution passed pursuant thereto;

save as aforesaid, words and expressions defined in *the Act* have the same meanings when used herein, and

words importing the singular include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

- 1.02 Purpose – The purposes of the Corporation are to promote, organize, conduct and manage a golf, curling, country and social club, in the City of Winnipeg, in Manitoba. All funds received from members or earned from the operation of the Corporation shall be held by the Corporation and expended solely for the aforesaid purposes and related administrative expenses.

SECTION 2 – BUSINESS OF THE CORPORATION

- 2.01 Registered Officers – Until changed in accordance with *the Act*, the registered office of the Corporation shall be in the City of Winnipeg, in the Province of Manitoba and at such location therein as the Board may from time to time determine.
- 2.02 Corporate Seal – Until changed by the Board, the corporate seal of the Corporation shall be in the form impressed. (SEAL)
- 2.03 Financial Year – Until changed by the Board, the financial year of the Corporation shall end on the last day of October in each year.
- 2.04. Execution of Instruments – Deeds, transfer, assignments, contracts, obligations certificates and other instruments may be signed on behalf of the Corporation by two persons who hold the offices of the President, General Manager, Vice-President, Secretary, Treasurer or any other individual authorized by resolution of the Board. In addition, the Board may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument required the same.
- 2.05 Banking Arrangements – The banking business of the Corporation including, without limitation, the borrowing of money and the giving of security therefore shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

- 2.06 Voting Rights in Other Bodies Corporate – The signing officers of the Corporation may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments, certificates or other evidence shall be in favour of such person or persons as may be determined by the officers executing such proxies or arranging for the issuance of voting certificates or such other evidence of the right to exercise such voting rights. In addition, the Board may from time to time direct the manner in which the persons or persons by whom any particular voting rights or class of voting rights may or shall be exercised.
- 2.07 Withholding Information from Shareholders – Subject to the provision of *the Act*, no shareholder shall be entitled to discovery of any information respecting any details or conduct of the Corporation’s business which, in the opinion of the Board, it would be inexpedient in the interests of the Shareholders of the Corporation to communicate to the public. The Board may from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts, records and documents of the Corporation or any of them shall be open to the inspection of Shareholder and no Shareholder shall have any right of inspecting any account, record or document of the Corporation except as conferred by *the Act* or authorized by the Board of by resolution passed at a General Meeting of Shareholders.

SECTION 3 – BORROWING AND SECURITIES

- 3.01 Borrowing Power – Without limiting the borrowing powers of the Corporation as set forth in *the Act*, the Board may from time to time;
- a) borrow money upon the credit of the Corporation;
 - b) issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Corporation, whether secured or unsecured, and
 - c) mortgage, hypothecate, pledge or otherwise create an interest in or charge upon all or any property (including the undertaking and rights) of the Corporation, owned or subsequently acquired, by way of mortgage, hypothec, pledge or otherwise, to secure payment of any such evidence of indebtedness or guarantee of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn accepted or endorsed by or on behalf of the Corporation.

- 3.02 Delegation – The Board may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the Board all or any of the powers conferred on the Board by *Section 3.01* or by *the Act* to such extent and in such manner as the Board shall determine at the time of each such delegation.

SECTION 4 – DIRECTORS

- 4.01 Number of Directors and Quorum – Until changed in accordance with *the Act*, the Board shall consist of up to twelve (12) voting directors, each director or their spouse shall hold at least one share of common voting stock in the Corporation. The quorum for the transaction of business at any meeting of the Board of Directors shall consist of seven (7) directors, or such greater number of directors as the Board may from time to time determine.
- 4.02 Qualification – No person shall be qualified for election as a director if he is less than 18 year of age; if he is of unsound mind and has been so found by a court in Canada or elsewhere; if he is not an individual; or if he has the status of bankrupt. Notwithstanding anything contained herein, the spouse of a shareholder may be a director. A majority of the directors shall be resident of Canadians.
- 4.03 Election and Term – The election of directors shall take place at each annual meeting of shareholders and all the directors whose terms expire at said annual meeting, then in office shall retire but, if qualified, shall be eligible for re-election. The number of directors to be elected at any such meeting shall be four (4) directors for three (3) year terms. The election shall be by resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.
- 4.04 Removal of Directors – Subject to the provisions of *the Act*, the Shareholders may by resolution passed at a special meeting remove any director from office and the vacancy created by such removal may be filled at the same meeting failing which it may be filled by the Directors.
- 4.05 Vacation of Office – A Director ceases to hold office when he dies; he is removed from office by the shareholders; he ceases to be qualified for election as a director; or his written resignation is sent or delivered to the Corporation, or if a time is specified in such resignation, at the time so specified, whichever is later.
- 4.06 Vacancies – Subject to *the Act*, a quorum of the Board may fill a vacancy in the Board. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Shareholders to elect the minimum number of directors, the Board shall forthwith call a special meeting of shareholders to fill the vacancy. If the Board fails to call such meeting or if there are no such directors then in office, any shareholder may call the meeting.
- 4.07 Action by the Board – The Board shall manage the business and affairs of the Corporation. Subject to *Sections 4.08* and *4.09*, the powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board. Where there is a vacancy in the Board, the remaining directors may exercise all the powers of the Board so long as a quorum remains in office.

- 4.08 Canadian Majority – The Board shall not transact business at a meeting, other than filling a vacancy in the Board, unless a majority of the Directors present are resident Canadians, except where;
- a) a resident Canadian Director who is unable to be present, approved in writing or by telephone or other communications facilities the business transacted at the meeting, and
 - b) a majority of resident Canadians would have been present had that Director been present at the meeting.
- 4.09 Meetings by Telephone – If all the Directors consent, a Director may participate in a meeting of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board held while a director holds office.
- 4.10 Place of Meetings – Meetings of the Board shall be held in the City of Winnipeg, in Manitoba.
- 4.11 Calling of Meetings – Meetings of the Board shall be held from time to time and at such places as the Board, the General Manager, the President or any two (2) Directors may determine.
- 4.12 Notice of Meetings – Notice of the time and place of each meeting of the Board shall be given in the manner provided in *Section 11.01* to each director not less than forty-eight (48) hours before the time when the meeting is to be held. A notice of meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where *the Act* requires such purpose or business to be specified, including any proposal to:
- a) submit to the Shareholders any questions or matter required approval of the shareholders;
 - b) fill a vacancy among the Directors or in the office of auditor;
 - c) issue securities;
 - d) purchase, redeem or otherwise acquire shares of the Corporation;
 - e) approve a management proxy circular;
 - f) approve any annual financial statements, or
 - g) adopt, amend or repeal by-laws.

- A Director may in any manner waive notice of or otherwise consent to a meeting of the Board.
- 4.13 First Meeting of New Board – Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of shareholders at which such board is elected.
- 4.14 Adjourned Meeting – Notice of an additional meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 4.15 Regular Meeting – The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meeting shall be required for any such regular meeting except where *the Act* requires the purpose thereof or the business to be transacted thereat to be specified.
- 4.16 Chairman – The Chairman of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: President, Vice-President in order of seniority (ie. 1st Vice-President, 2nd Vice-President, etc.), Secretary or General Manager. If no such officer is present, the Directors present shall choose one of their number to be chairman.
- 4.17 Votes to Govern – At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the Chairman of the meeting shall be entitled to a second or deciding vote.
- 4.18 Conflict of Interest – A Director or Officer who is a party to, or who is a Director or Officer of or has a material interest in any person who is a party to, a material contract or proposed material contract with the Corporation shall disclose the nature and extent of his interest at the time and in the manner provided by *the Act*. Any such contract or proposed contract shall be referred to the Board or Shareholders for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board or Shareholders, and a director interested in a contract so referred to the Board shall not vote on any resolution to approve the same except as provided by *the Act*.
- 4.19 Remuneration and Expenses – The Directors shall be paid such remuneration for their services as the Shareholders may from time to time determine. The Directors shall also be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the Board or any committee thereof. Nothing herein contained shall preclude any director from serving the Corporation in any other capacity and receiving remuneration therefor.

SECTION 5 – COMMITTEES

- 5.01 Committee of Directors – The Board may appoint a committee of directors, however, designated and delegate to such committee any of the powers of the Board except those which, under *the Act*, a committee of directors has no authority to exercise. A majority of the Members of such committee shall be resident Canadians.
- 5.02 Transaction of Business – The powers of a committee of Directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the Members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee shall be held in the City of Winnipeg, in Manitoba.
- 5.03 Advisory Committees – The Board may from time to time appoint such other committees as it may deem advisable, but the functions of any such other committees shall be advisory only.
- 5.04 Procedure – Unless otherwise determined by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members to elect its chairman and to regulate its procedure.
- 5.05 Discipline Committee
- a) The Board of Directors shall appoint a Discipline Committee, each and every year. The Discipline Committee shall serve a term expiring on the date of the next Annual General Meeting. The Discipline Committee shall be comprised of six (6) Directors of the Club of whom three (3) shall be appointed as Designated Committee Members and three (3) shall be appointed as Alternate Committee Members. The Alternate Committee Members shall be called upon, on a rotating basis, in situations where a Designated Member or Members, are unable to sit on the Discipline Committee by reason of unavailability, incapacity, illness or conflict of interest. At no time shall there be more or less than three (3) Members sitting as the Discipline Committee in determination of any reference made to it. At the time of any meeting of the Discipline Committee, a chairman shall be elected from amongst the three (3) Members sitting at that time.
 - b) When the conduct of a Member, either in or out of the Club premises, is in the judgment of the Club Manager prejudicial to the Club, or injurious to the character, interest of good order of the Club (hereinafter referred to as the “Incident of Misconduct”), the Club Manager is authorized to temporarily suspend such Member’s rights and privileges, for a period of not exceeding two (2) weeks from the date of the occurrence and to cause such Member to be removed from the Club premises. The Club Manager in all Incidents of Misconduct shall make a formal report, in writing, to the Discipline Committee. The Club manager may, at his discretion, refer Incidents of Misconduct directly to the Discipline Committee, by way of formal report, without taking any action to suspend the Member.

- (c) All complaints by Members or employees of the Club, concerning an Incident of Misconduct, shall be made either orally to the Club Manager or in writing to the Discipline Committee.
- (d) Upon the receipt of a complaint, either from the Club Manager or any Member or employee of the Club, the Discipline Committee shall meet, as soon as reasonably possible, to review the complaint. The Discipline Committee shall have the power to require the attendance of the complainant Member or employee and/or the Member alleged to have committed the Incident of Misconduct. The Discipline Committee shall have the power to:
 - i) Reprimand a Member;
 - ii) Suspend a Member for any length of time it deemed advisable;
 - iii) Expel a Member, with forfeiture of his or her share, and with or without the return of the proportionate share of the annual dues and assessments, if any, paid by such Member for the current year.

Any suspension by the Club Manager shall not be binding upon the Discipline Committee and it shall be entitled to substitute its own decision. However, any action taken by the Club Manager, prior to such determination, shall be valid and binding, until the decision of the Discipline Committee has been made.

- (e) Any Member against whom a complaint has been made, shall be given written notice, sent by registered mail, which specifies:
 - (i) the nature of the complaint;
 - (ii) a statement that the Discipline Committee is empowered to reprimand, suspend or expel a Member;
 - (iii) the date of the Discipline Committee meeting set for the determination of the complaint (which date cannot be sooner than seven (7) days from the date of mailing such notice), and
 - (iv) a statement that the Member is entitled to submit in writing, or orally with the permission of the Discipline Committee, an explanation for the Incident of Misconduct.
- (f) In the event of a Discipline Committee decision to expel a Member, such Member shall have the right to appeal against the decision of the Discipline Committee to the next meeting of the Board of Directors. The Board of Directors in its sole discretion shall determine all manner of proceedings by which the appeal is to be heard and determined.

SECTION 6 – OFFICERS

- 6.01 Appointment – The Board may from time to time appoint a President, one or more Vice-Presidents (to which title may be added words indicating seniority or function), a Secretary, a Treasurer and such other officers as the Board may determine, including one or more assistants to any of the Officers so appointed. The Board may specify the duties of and, in accordance with this by-law and subject to the provisions of *the Act*, delegate to such officers powers to manage the business and affairs of the Corporation. Subject to *Sections 6.02* and *6.03*, an Officer may but need not be a Director and one (1) person may hold more than one (1) office.
- 6.02 General Manager – The Board may from time to time appoint a General Manager who shall be a resident Canadian. If appointed, he shall be subject to the authority of the Board, shall have general supervision of the business and affairs of the Corporation; and he shall, subject to the provisions of *the Act*, have such other powers and duties as the Board may specify. The General Manager shall be permitted to attend all Board of Directors meetings and shall receive notice of all such meetings. The General Manager may participate in any discussions of the Board of Directors but shall be a non-voting member of the Board of Directors (ie. In addition to the twelve (12) Voting Directors).
- 6.03 President – If appointed, the President shall be the Chief Operating Officer and, subject to the authority of the Board, shall have general supervision of the business of the Corporation; and he shall have such other powers and duties as the Board may specify.
- 6.04 Vice-Presidents – Two (2) Vice-Presidents shall be elected, a first Vice-President and second Vice-President and shall have such powers and duties and be subject to the authority of the Board as the Board may from time to time specify.
- 6.05 Secretary – The Secretary shall attend and be the Secretary of all meetings of the Board, Shareholders and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given, as and when instructed, all notices to Shareholders, Directors, Officers, Auditors and Members of committees of the Board, he shall be the custodian of the stamp or mechanical devise generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other Officer or Agent has been appointed for that purpose; and he shall have such other powers and duties as the Board or the Chief Executive Officer may specify.
- 6.06 Treasurer – The Treasurer shall keep proper accounting records in compliance with *the Act* be responsible for the safekeeping of securities and the disbursement of the funds of the Corporation; he shall render to the Board whenever required an account of all his transactions as treasurer and of the financial positions of the Corporation; and he shall have such other powers and duties as the Board or the Chief Executive Officer may specify.

- 6.07 Powers and Duties of Other Officers – The powers and duties of all other officers shall be such as the terms of their engagement call for or as the Board may specify. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.
- 6.08 Variation of Powers and Duties – The Board may from time to time and subject to the provisions of *the Act*, vary, add to or limit the powers and duties of any Officer.
- 6.09 Term of Office – The Board, in its discretion, may remove any officer of the Corporation, without prejudice to such Officer’s rights under any employment contract. Otherwise each Officer appointed by the Board shall hold office until his successor is appointed.
- 6.10 Terms of Employment and Remuneration – The terms of employment and the remuneration of officers appointed by the Board shall be settled by the shareholders from time to time.
- 6.11 Conflict of Interest – An Officer shall disclose his interest in any material contract or proposed material contract with the Corporation in accordance with *Section 4.18*.
- 6.12 Agents and Attorneys – The Board shall have power from time to time to appoint agents or attorney for the Corporation in or outside Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.
- 6.13 Fidelity Bonds – The Board may require such officers, employees and agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their powers and duties, in such form and with such surety as the Board may from time to time determine.

SECTION 7 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

- 7.01 Limitation of Liability – Subject to the provisions of *the Act*, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or other act for conformity, or of any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or of any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own willful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with *the Act* and the regulations thereunder or from liability for any breach thereof.

- 7.02 Indemnity – Subject to the limitations contained in *the Act*, the Corporation shall indemnify a director or officer, a former director or officer, or a person who acts or acted at the Corporation’s request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Corporation or such body corporation, if;
- a) he acted honestly and in good faith with a view to the best interest of the Corporation, and
 - b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
- 7.03 Insurance – Subject to the limitations contained in *the Act*, the Corporation may purchase and maintain such insurance for the benefit of its directors and officers as such, as the Board may from time to time determine.

SECTION 8 – SHARES

- 8.01 Allotment – No share shall be issued until it is fully paid as prescribed by *the Act*.
- 8.02 Registration of Transfer – Subject to the provisions of *the Act*, no transfer of shares shall be registered in the securities register except upon presentation of the certificate representing such shares with a transfer endorsed thereon or delivered therewith duly executed by the registered holder or by his attorney or successor duly appointed, together with such reasonable assurance or evidence of signature, identification and authority to transfer as the Board may from time to time prescribe upon payment of all applicable taxes and any fees, prescribed by the Board.
- 8.03 Transfer Agents and Registrars – The Board shall maintain a central securities register in the Province of Manitoba and may from time to time appoint a registrar to maintain the securities register and a Transfer Agent to maintain the Register of transfers but one person may be appointed both Registrar and Transfer Agent. The Board may at any time terminate any such appointment.

- 8.04 Lien for Indebtedness – The Corporation shall have a lien on shares registered in the name of a shareholder indebted to the Corporation, such lien may be enforced by the sale of the shares thereby affected or by any other action, suit, remedy or proceeding authorized or permitted by law or by equity and, pending such enforcement, may refuse to register a transfer of the whole or any part of such shares.
- 8.05 Non-recognition of Trusts – Subject to the provisions of *the Act*, the Corporation shall treat as absolute owner of any share the person in whose name the share is registered in the securities register as if that person had full legal capacity and authority to exercise all rights of ownership, irrespective of any indication to the contrary through knowledge or notice or description in the Corporations’ records or on the share certificate.
- 8.06 Share Certificate – Every holder of one or more shares of the Corporation shall be entitled, at his option, to a share certificate, or to a non-transferable written acknowledgement of his right to obtain a share certificate, stating the number and class or series of share held by him as shown on the securities register. Share certificates and acknowledgements of a shareholder’s right to a share certificate, respectively, shall be in such form as the Board shall from time to time approve. Any share certificate shall be signed in accordance with *Section 2.04* and need not be under the corporate seal; provided that, unless the Board otherwise determines, certificates representing shares in respect of which a transfer agent and/or registrar has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent and/or registrar. The signature of one of the signing officers or, in the case of share certificates which are not valid unless countersigned by or on behalf of a transfer agent and/or registrar, the signatures of both Signing Officers may be printed or mechanically reproduced in facsimile upon share certificates and every such facsimile signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be binding upon the Corporation. A share certificate executed as aforesaid shall be valid notwithstanding that one or both of the officers whose facsimile signature appears thereon no longer holds office at the date of issue of the certificate.
- 8.07 Replacement of Share Certificates – The Board or any officer or agent designated by the Board may in its or his discretion direct the issue of a new share certificate in lieu of and upon cancellation of a share certificate that has been mutilated or in substitution for a share certificate claimed to have been lost, destroyed or wrongfully taken on payment of such fee, and on such terms as to indemnify, reimbursement of expenses and evidence of loss and of title as the Board may from time to time prescribe, whether generally or in any particular case.
- 8.08 Deceased Shareholders – In the event of the death of a holder, of any share, the Corporation shall not be required to make any entry in the securities register in respect thereof or make payment of any dividends thereon except upon production of all such documents as may be required by law and upon compliance with the reasonable requirements of the Corporation and its transfer agents.

SECTION 9 – MEETINGS OF SHAREHOLDERS

- 9.01 Annual Meeting – The annual meeting of shareholders shall be held at such time in each year and, subject to *Section 9.03*, at such place as the Board may from time to time determine, for the purpose of considering the financial statements and reports required by *the Act* to be placed before the annual meeting, electing directors, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.
- 9.02 Special Meetings – The Board, the General Manger, the President or the Secretary shall have power to call a special meeting of shareholders at any time.
- 9.03 Place of Meetings – Meetings of shareholders shall be held at the registered office of the Corporation or elsewhere in the municipality in which the registered office is situate or, if the Board shall so determine, at some other place in Manitoba.
- 9.04 Notice of Meetings – Notice of the time and place of each meeting of shareholders shall be given in the manner provided in *Section 11.01* not less than fourteen (14) nor more then fifty (50) days before the date of the meeting to each director, to the auditor and to each shareholder who at the close of business on the record date, if any, for which notice is entered in the securities register as the holder of one or more shares carrying the right to vote at the meeting. Notice of a meeting of shareholders called for any purpose other than consideration of the financial statements and audit or's or accountant's report, election of directors and reappointment of the incumbent auditor or accountant shall state the nature of such business in sufficient detail to permit the shareholder to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting.
- 9.05 List of Shareholders Entitled to Notice – For every meeting of shareholders, the Corporation shall prepare a list of shareholders entitled to receive notice of the meeting, arranged in alphabetical order and showing the number of shares entitled to vote at the meeting held by each shareholder. If a record date for the meeting is fixed pursuant to *Section 9.06*, the shareholders listed shall be those registered at the close of business on a day not later than ten (10) days after such record date. If no record date is fixed, the shareholders listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given, or where not such notice is given, the day on which the meeting is held. The list shall be available for examination by any shareholder during usual business hours at the registered office of the Corporation or at the place where the central securities register is kept and at the meeting of the shareholders for which the list was prepared.
- 9.06 Record Date for Notice – The Board may fix in advance a record date, preceding the date of any meeting of shareholders by not more than fifty (50) days and not less than fourteen (14) days for the determination of the Shareholders entitled to notice of the meeting. If no record date is so fixed, the record date for the determination of the Shareholders entitled to notice of meeting shall be the close of business on the day immediately preceding the day on which the notice was given.

- 9.07 Chairman, Secretary and Scrutineers – The Chairman of any meeting of shareholders shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: President, General Manager, a Vice President who is and shareholder, or a Secretary who is a shareholder. If no such officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairman. If the Secretary of the Corporation is absent, the Chairman shall appoint some person, who need not be a Shareholder, or act as Secretary of the meeting. If desired, one or more scrutineers, who need not be shareholders, may be appointed by a resolution or by the Chairman with the consent of the meeting.
- 9.08 Persons Entitled to be Present – The only person entitled to be present at a meeting of Shareholders shall be those entitled to vote thereat, the Directors and Auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of *the Act* or the articles of by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting.
- 9.09 Quorum – A quorum for the transaction of business at any meeting of shareholders shall be twenty-five (25) shareholders present in person, being a Shareholder entitled to vote thereat or a duly appointed proxyholder for an absent shareholder so entitled, and together holding or representing by proxy not less than ten percent (10%) of the outstanding shares of the Corporation entitled to vote at the meeting. If a quorum is present at the opening of any meeting of shareholders, the Shareholders present or represented by proxy may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of shareholders, the Shareholders present or represented by proxy may adjourn the meeting to a fixed time and place but may not transact any other business.
- 9.10 Right to Vote – Subject to the provisions of *the Act* as to authorized representatives of any other body corporate, at any meeting of shareholders in respect of which the Corporation has prepared the list referred to in *Section 9.05*, every person who is named in such list shall be entitled to vote the shares shown thereon opposite his names except, where the Corporation has fixed a record date in respect of such meeting pursuant to *Section 9.06*, to the extent that such person has transferred any of his shares after such record date and the Transferee, upon producing properly endorsed Certificates evidencing such shares or otherwise establishing that he owns such shares, demands not later than ten (10) days before the meeting that his name be included to vote the transferred shares at the meeting. In the absence of a list prepared as aforesaid in respect of a meeting of shareholders, every person shall be entitled to vote at the meeting who at the time is entered in the securities register as the holder of one or more shares carrying the right to vote at such meeting.

- 9.11 Proxies – Every Shareholder entitled to vote at a meeting of shareholders may appoint a Proxy Holder, or one or more Alternate Proxy Holders, who must be Shareholders, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy shall be in writing executed by the Shareholder or his attorney and shall conform with the requirements of *the Act*.
- 9.12 Time for Deposit of Proxies – The Board may specify in a notice calling a meeting of Shareholders a time, preceding the time of such meeting by not more than forty-eight (48) hours exclusive of non-business days, before which time proxies to be used at such meeting must be deposited. A proxy shall be acted upon only if, prior to the time so specified, it shall have been deposited with the Corporation or an agent thereof specified in such notice or, of no such time is specified in such notice, unless it has been received by the Secretary of the Corporation or by the Chairman of the meeting or any adjournment thereof prior to the time of voting.
- 9.13 Votes to Govern – At any meeting of Shareholders every question shall, unless otherwise required by the articles of by-laws or by by-laws, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the Chairman of the meeting shall be entitled to a second casting vote.
- 9.14 Show of Hands – Subject to the provisions of *the Act*, any question at a meeting of Shareholders shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one (1) vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the Chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Shareholders upon the said question.
- 9.15 Ballots – On any question proposed for consideration at a meeting of shareholders, and whether or not a show of hands has been taken thereon, any Shareholder or Proxy Holder entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chairman shall direct. A requirement or demand for a ballot taken each person present shall be entitled, in respect of the shares which he is entitled to vote at the meeting upon the question, to that number of votes provided by *the Act* or the articles, and the result of the ballot so taken shall be the decision of the Shareholders upon the said question.
- 9.16 Adjournment – If a meeting of shareholders is adjourned for less than thirty (30) days it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of shareholders is adjourned by one or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

- 9.17 Omission – The accidental omission to give notice of any meeting of shareholders shall not invalidate any resolution passed at such meeting.

SECTION 10 – MEMEBERSHIP

- 10.01 The Board shall establish from time to time categories of membership for participation in golf and curling, including without limited the generality of the foregoing, the commencement and finalization dates, times of play, age categories, rate assessments and such other rules and regulation as may be necessary and incidental thereto. The Board notwithstanding any applicable provincial, federal or municipal government regulations, shall be the right to create categories of membership based upon age and/or sex.
- 10.02 The Board shall have the right to determine the usage of the Corporation's facilities, in particular for weddings, banquets, tournaments, bonspiels and other social activities. The Board shall also have the right to negotiate with federal, provincial and municipal authorities for use of the Corporation's facilities by individuals who are not shareholders and to determine the rules and regulations for use of the facilities by the public.

SECTION 11 – NOTICES

- 11.01 Method of Giving Notices – Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to *the Act*, the regulations there under, the articles, the by-laws or otherwise to a Shareholder, Director, Officer, Auditor or Member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid ordinary airmail or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been received at the time it would have been delivered in the ordinary course of mail. The Secretary may change or cause to be changed the recorded address of any Shareholder, Director, Officer, Auditor or Member of a committee of the Board in accordance with any information believed by him to be reliable.
- 11.02 Computation of Time – In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.
- 11.03 Undelivered Notices – If any notice given to Shareholders pursuant to *Section 11.01* is returned on three (3) consecutive occasions because he cannot be found, the Corporation shall not be required to give any further notices to such shareholder until he informs the Corporation in writing of his new address.

- 11.04 Omissions and Errors – The accidental omission to give any notice to any Shareholder, Director, Officer, Auditor or Member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 11.05 Persons Entitled by Death or Operation of Law – Every person who, by operation of law, transfer, death of a shareholder of any other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect to such share which shall have been duly given to the Shareholder from whom he derives his title to such share prior to his name and address being entered on the securities register (whether such notice was given before or after the happening of the event upon which he became so entitled) and prior to his furnishing to the Corporation the proof of authority or evidence of his entitlement prescribed by *the Act*.

SECTION 12 - AUDITORS

- 12.01 Appointment – The Auditor shall be appointed by resolution of the Shareholders at the time of the Annual General Meeting of the Shareholders of the Corporation.
- 12.02 Holding Office – He shall hold office until the next Annual General Meeting after being appointed, or until his successor is appointed unless previously removed by resolution of the Shareholders in General Meeting or by the Board of Directors.
- 12.03 Remuneration – The remuneration of the Auditor shall be such as may be agreed upon between the Auditor and the Board of Directors.
- 12.04 Fiscal Report – The Auditor shall make an annual report to the Shareholders upon the balance sheet and accounts at the Annual General Meeting, and in every such report he shall state whether in his opinion the financial statement as submitted to the Shareholders is properly drawn up so as to exhibit a true and correct view of the state of the Corporation's affairs.

SECTION 13 – EFFECTIVE DATE

- 13.01 Effective Date – This by-law shall come into force when confirmed by the Shareholders in accordance with *the Act*.