



**ROSSMERE GOLF & COUNTRY CLUB LIMITED**

**BYLAWS**

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## **ARTICLE 1 - Preamble**

### **1.1 The Corporation**

The name of the Corporation shall be "Rossmere Golf & Country Club", which may also be known or referred to as Rossmere or the Corporation.

### **1.2 The Bylaws**

The following articles set forth the Bylaws of the Rossmere Golf & Country Club.

### **1.3 Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

## **ARTICLE 2 – Definitions and Interpretations**

### **2.1 Definitions**

In these Bylaws, the following words have these meanings.

- 2.1.1** Act means The Corporations Act (Manitoba), The Rossmere Golf and Country Club Limited Additional Powers Act, and any statute that may be substituted therefore, as from time to time amended.
- 2.1.2** Ad-hoc Committee means any committee, other than a Standing Committee, established by the Board to perform a certain task.
- 2.1.3** Annual General Meeting means the annual general meeting of the Corporation as described in Article 6.1.
- 2.1.4** Appoint includes Elect and vice versa.
- 2.1.5** Bylaws means the Bylaws of the Corporation as amended.
- 2.1.6** Board means the Board of Directors of the Corporation. The Board is the main governing and policy-making body of the ROSSMERE GOLF & COUNTRY CLUB, as elected or appointed pursuant to these Bylaws.
- 2.1.7** Corporation means the Corporation incorporated and named Rossmere Golf & Country Club Limited.
- 2.1.8** Director means any person elected or appointed to the Board.
- 2.1.9** Ex Officio Member means any person serving on a committee because of another position they hold.
- 2.1.10** Executive Committee means the selected Directors who are authorized to act for the Board in the time between Board meetings.
- 2.1.11** Executive Member means an individual elected or appointed to serve on the Executive Committee pursuant to these Bylaws.
- 2.1.12** Fiscal Year means a period of 12 consecutive months chosen by the Corporation as its accounting period.
- 2.1.13** General Manager means the employee who presides over the day-to-day operations of the Corporation.
- 2.1.14** General Meeting means the Annual General Meeting and a Special General Meeting.
- 2.1.15** Member means a Member of the Corporation, who applies for membership, is accepted for membership, and pays the required dues to the Corporation; member shall include all categories of membership pursuant to these Bylaws.
- 2.1.16** Member in Good Standing means a Member of the Corporation who has paid his dues, has not ceased to be a Member, has not been suspended or expelled from membership and is not subject to a disciplinary investigation or action of the Corporation.
- 2.1.17** Officer means an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
- 2.1.18** Ordinary Resolution means a resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given.
- 2.1.19** Policy means a deliberate decision made by the Board that provides guidance for addressing identified objectives and concerns.

- 2.1.20 Proxy means the authority or power given by one voting member to another voting member.
- 2.1.21 Quorum means the minimum number of people, as specified in the bylaws, required at each Board meeting, general meeting, or special meeting for business to be legally carried out.
- 2.1.22 Register of Members means the register maintained by the Board of Directors containing the names of the Members of the Corporation.
- 2.1.23 Shareholder means an individual registered with the Corporation as a shareholder and who owns one (1) share of the Corporation. A shareholder may or may not be a member.
- 2.1.24 Signing Officer means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Article 8.3 or by a resolution passed pursuant thereto.
- 2.1.25 Special Meeting means the special general meeting described in Article 6.2.
- 2.1.26 Special Resolution means:
  - a) a resolution passed at a General Meeting of the membership of this Corporation. There must be twenty-one (21) days' notice for this meeting. The notice must state that proposed resolution. There must be approval by a vote of 75% of the Voting Members who vote in person;
  - b) a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree unanimously; or
  - c) a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.
- 2.1.27 Standing Committee means any Standing Committee that may be established by the Board.
- 2.1.28 Voting Member means a Shareholder entitled to vote at the meetings of the Corporation.

## 2.2 Interpretations

The following rules of interpretation must be applied in interpreting these Bylaws.

- 2.2.1 Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.3 Words stating the male gender shall include the female gender, and vice-versa.
- 2.2.4 Liberal Interpretation: these Bylaws must be interpreted broadly and generously.

## 2.3 Ruling on Bylaws

Except as provided in these Bylaws, the Board shall have the authority to interpret any provision of these Bylaws which is contradictory, ambiguous or unclear.

## ARTICLE 3 – Objects of the Corporation

- 3.1 The objects 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.

## ARTICLE 4 - Registered Office

- 4.1 The registered office of the ROSSMERE GOLF & COUNTRY CLUB shall be at the City of Winnipeg, in the Province of Manitoba. Another place may be established at the Annual General Meeting or by resolution of the Board

## ARTICLE 5 - Membership

### 5.1 Categories of Membership

- 5.1.1 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 have the right to create categories of membership based upon age and/or sex.

**5.1.2** 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.

## **5.2 Honorary Life Member**

- a) An Honorary Member shall be any current or formerly active member who has shown dedication and outstanding contribution to the Corporation.
- b) An Honorary Member shall have all rights and privileges of Full Members but shall not be required to pay any membership fees.
- c) An Honorary Life Member shall be entitled to a vote at meetings of the Corporation, but shall not hold office as a voting member of the Board.
- d) An individual may become an Honorary Life Member if the Voting Members at a General Meeting pass a resolution recognizing the contributions of the individual to the Corporation or its objects.

## **5.3 Admission of Members**

Any individual may become a Member in the appropriate category by meeting the requirements in Article 5.1 and 5.2, and be approved by the Board. The individual will be entered as a Member under the appropriate category in the Register of Members.

## **5.4 Membership Fees**

### **5.4.1 Membership year**

The membership year is November 1 to October 31.

### **5.4.2 Setting Membership Fees**

The Board decides annual membership fees for each category of Members.

### **5.4.3 Payment Date for Fees**

The annual membership fees are paid annually as determined by the policies set out by the Board.

## **5.5 Rights and Privileges of Members**

### **5.5.1 Any Member in good standing is entitled to:**

- a) Receive notice of meetings of the Corporation;
- b) Attend any meeting of the Corporation;
- c) Speak at any meeting of the Corporation;
- d) Exercise other rights and privileges given to Members in these Bylaws.

### **5.5.2 Voting Members**

The only Members who can vote at the meetings of the Corporation are:

- a) Shareholders in good standing who are at least eighteen (18) years old;
- b) Honorary Life Members in good standing.

### **5.5.3 Number of Votes**

A Voting Member is entitled to one (1) vote at a meeting of the Corporation.

### **5.5.4 Member in Good Standing**

A Member is in good standing when:

- a) The Member has paid membership fees or other required fees to the Corporation; and
- b) The Member is not suspended as a Member as provided for under Article 5.6.

## **5.6 Discipline Committee - Suspension of Membership**

**5.6.1** 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.

**5.6.2** When the conduct of a Member, either in or out of the Club premises, is in the judgment of the General 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 General 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 General Manager in all Incidents of Misconduct shall make a formal report, in writing, to the Discipline Committee. The General 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.

**5.6.3** All complaints by Members or employees of the Club, concerning an Incident of Misconduct, shall be made either orally to the General Manager or in writing to the Discipline Committee.

**5.6.4** Upon the receipt of a complaint, either from the General 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 General 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 General Manager, prior to such determination, shall be valid and binding, until the decision of the Discipline Committee has been made.

**5.6.5** Any Member against whom a complaint has been made shall be given written notice, sent by registered mail, or delivered in person, 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.

**5.6.6** 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.

## **5.7 Termination of Membership**

### **5.7.1 Resignation**

**5.7.1.1** Any Member may resign from the Corporation by sending or delivering a written notice to the Secretary or President of the Corporation.

**5.7.1.2** Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

### **5.7.2 Death**

The membership of a Member is ended upon his death.

### **5.7.3 Deemed Withdrawal**

**5.7.3.1** If a member has not paid the annual membership fees within three (3) months following the date the fees are due, the Member is considered to have submitted his resignation.

**5.7.3.2** In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

### **5.7.4 Expulsion**

**5.7.4.1** The Corporation may expel any Member for any cause which is deemed sufficient in the interests of the Corporation.

**5.7.4.2** This decision is final.

**5.7.4.3** On passage of the decision to expel, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

## **5.8 Transmission of Membership**

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Corporation.

## **5.9 Continued Liability for Debts Due**

Although a Member ceases to be a Member by death, resignation or otherwise, he is liable for any debts owing to the Corporation at the date of ceasing to be a Member.

## **5.10 Limitation on the Liability of Members**

No Member is, in his individual capacity, liable for any debt or liability of the Corporation.

# **Article 6 – Meetings of the Corporation**

## **6.1 The Annual General Meeting**

**6.1.1** The Corporation holds its Annual General Meeting no later than January 31 of each calendar year, in Winnipeg, Manitoba. The Board sets the place, day and time of the meeting.

### **6.1.2 Notice**

**6.1.2.1** The Secretary mails, e-mails or delivers a notice to each Shareholder at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

#### **6.1.2.2 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.

#### **6.1.3 Agenda for the Meeting**

The Annual General Meeting deals with the following matters:

- a) adopting the agenda;
- b) adopting the minutes of the last Annual General Meeting;
- c) considering the Board reports;
- d) reviewing the financial statements setting out the Corporation's income, disbursements, assets and liabilities and the auditor's report;
- e) appointing the auditors;
- f) electing the members of the Board;
- g) considering matters specified in the meeting notice;
- h) other specific motions that any member has given notice of before the meeting is called.

#### **6.1.4 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.

### **6.2 Special General Meeting of the Corporation**

#### **6.2.1 Calling of Special General meeting**

A Special General meeting may be called at any time:

- a) by a resolution of the Board of Directors to that effect; or
- b) on the written request of at least five (5) Directors. The request must state the reason for the Special General meeting and the motions(s) intended to be submitted at this Special General Meeting; or
- c) on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motions(s) intended to be submitted at such Special General Meeting.

#### **6.2.2 Notice**

**6.2.2.1** The Secretary mails, e-mails or delivers a notice to each Shareholder at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting.

#### **6.2.2.2 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.

#### **6.2.3 Agenda for Special General Meeting**

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.



#### **6.2.4 Procedure at the Special General Meeting**

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. (refer to 6.3.5.1.)

### **6.3 Proceedings at the Annual or a Special General Meeting**

#### **6.3.1 Persons Entitled to be Present**

The only persons 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 Chairperson of the meeting or with the consent of the meeting.

##### **6.3.1.2 Attendance by the Public.**

General Meetings of the Corporation are not open to the public.

#### **6.3.2 Failure to Reach Quorum**

The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

#### **6.3.3 Presiding Officer**

**6.3.3.1** The President chairs every General Meeting of the Corporation. The Vice-President chairs in the absence of the President.

**6.3.3.2** If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General meeting, the Members present choose one (1) of the Members to chair.

#### **6.3.4 Adjournment**

**6.3.4.1** The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

**6.3.4.2** No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

**6.3.4.3** The Corporation must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

#### **6.3.5 Voting**

**6.3.5.1** Subject to the provisions of *the Act*, at any meeting of shareholders in respect of which the Corporation has prepared the list referred to in Articles 6.1.2.2 and 6.2.2.2, every person who is named in such list shall be entitled to vote the shares shown thereon opposite his name. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) Voting Members request it.

**6.3.5.2** The President does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

##### **6.3.5.3 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 to the requirements of the Act.

#### **6.3.5.4 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, if 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.

**6.3.5.5** A majority of the votes cast on the question of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

**6.3.5.6** The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.

**6.3.5.7** Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

**6.3.5.8** Members may withdraw their request for a ballot.

**6.3.5.9** The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

#### **6.3.6 Failure to Give Notice of Meeting**

No action taken at a General Meeting is invalid due to:

- a) accidental omission to give any notice to any Member;
- b) any Member not receiving any notice; or
- c) any error in any notice that does not affect the meaning.

#### **6.3.7 Written Resolution of All the Voting Members**

All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General meeting. It is not necessary to give notice or to call a General meeting. The date on the resolution is the date it is passed.

## **ARTICLE 7 – Governance of the Corporation**

### **7.1 The Board of Directors**

#### **7.1.1 Governance and Management of the Corporation**

The Board governs and manages the affairs of the Corporation. The Board may hire a paid administrator (General Manager) to carry out management functions under the direction and supervision of the Board.

#### **7.1.2 Powers and Duties of the Board**

The Board has the powers of the Corporation, except as stated in *the Act*.

The powers and duties of the Board include:

- a) Promoting the objects of the Corporation;
- b) Promoting membership in the Corporation;
- c) Maintaining and protecting the Corporation's assets and property;
- d) Approving an annual budget for the Corporation;
- e) Paying all expenses for operating and managing the Corporation;
- f) Paying persons for services and protecting persons from debts of the Corporation;
- g) Investing any extra monies;

- h) Financing the operations of the Corporation, and borrowing or raising monies;
- i) Making policies for managing and operating the Corporation;
- j) Approving all contracts for the Corporation;
- k) Maintaining all accounts and financial records of the Corporation;
- l) Appointing legal counsel as necessary;
- m) Making policies, rules and regulations for operating the Corporation and using its facilities and assets;
- n) Selling, disposing of, or mortgaging any or all of the property of the Corporation; and
- a) Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the paid administrator of the Corporation.

### **7.1.3 Composition of the Board**

The Board consists of:

- a) Twelve (12) voting Directors, each holding at least one share of common voting stock in the Corporation, elected at the Annual General Meeting from among the Voting Members.

**7.1.3.1** 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. A majority of the Directors shall be resident Canadians.

### **7.1.4 Election of the Directors**

**7.1.4.1** At the Annual General Meeting of the Corporation, the Voting Members elect the following Directors:

Four (4) Directors; each serving a three (3) year term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected.

All the Directors whose terms expire at said annual meeting, if qualified, shall be eligible for re-election. 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.

### **7.1.5 Resignation, Death or Removal of a Director**

**7.1.5.1** A Director, including the President, may resign from office by giving one (1) months' notice in writing. The resignation takes effect either at the end of the months' notice, or on the date the Board accepts the resignation.

**7.1.5.2** Voting Members may remove any Director, including the President, before the end of his term. There must be a majority vote at a Special General Meeting called for this purpose.

**7.1.5.3** If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term.

**7.1.5.4** Where there is a vacancy on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

### **7.1.6 Meetings of the Board**

**7.1.6.1** The Board holds at least eleven (11) meetings each year.

**7.1.6.2** The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

**7.1.6.3** Ten (10) days' notice for Board meetings is mailed to each Board member. There may be five (5) days' notice by telephone, fax, or email. Board Members may waive notice.

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.

- 7.1.6.4 The quorum for the transaction of business at any meeting of the Board of Directors shall consist of seven (7) Directors.
- 7.1.6.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least five (5) Directors present at this later meeting is a quorum.
- 7.1.6.6 Each Director, including the President, has one (1) vote. Every question shall be decided by a majority of the votes cast on the question.
- 7.1.6.7 The President does not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 7.1.6.8 Meetings of the Board are not open to Members or Shareholders of the Corporation, unless invited by the Board. In this case only Board members may vote. Invited Members or Shareholders are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Board members present may ask any other Members, Shareholders, or other persons present, to leave.
- 7.1.6.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or to call a Board meeting. The date on the resolution is the date it is passed.
- 7.1.6.10 A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- 7.1.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.
- 7.1.6.12 A Director may waive formal notice of a meeting.

## **7.2 Officers**

- 7.2.1 The Officers of the Corporation are the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice President, Secretary and Treasurer.
- 7.2.2 At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers for the following year.
  - 7.2.2.1 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.
- 7.2.3 The Officers hold office until re-elected or until a successor is elected.

## **7.3 Duties of the Officers of the Corporation**

- 7.3.1 The President:
  - Shall be the Chief Executive Officer and, subject to the authority of the Board, shall have general supervision of the business of the Corporation,
  - Supervises the affairs of the Board,
  - When present, chairs all meetings of the Corporation, the Board and the Executive Committee;
  - Is an *ex officio* member of all Committees, except the Nominating Committee;
  - Acts as the spokesperson for the Corporation;
  - Chairs the Executive Committee; and
  - Carries out other duties assigned by the Board.
- 7.3.2 The 1<sup>st</sup> Vice President:
  - Presides at meetings in the President's absence. If the 1<sup>st</sup> Vice President is absent, the 2<sup>nd</sup> Vice President shall preside. If no such Officer is present, the Directors elect a Chairperson for the meeting.

- Replaces the President at various functions when asked to do so by the President or the Board;
- Chairs the Human Resources Committee;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

**7.3.3** The 2<sup>nd</sup> Vice President:

- Presides at meetings in the absence of the President and 1<sup>st</sup> Vice President. If no such Officer is present, the Directors elect a Chairperson for the meeting.
- Chairs the Nominating Committee;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

**7.3.4** The Secretary:

- Attends all meetings of the Corporation, the Board and the Executive Committee;
- Keeps accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Makes sure a record of names and addresses of all Members of the Corporation is kept;
- Makes sure all notices of various meetings are sent;
- Keeps the Seal of the Corporation;
- Carries out other duties assigned by the Board.

**7.3.5** The Treasurer:

- Makes sure all monies paid to the Corporation are deposited in a financial institution chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure an audited statement of the financial position of the Corporation is prepared and presented to the Annual General Meeting;
- Chairs the Finance Committee of the Board;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

**7.4 Board Committees**

**7.4.1** Establishing Committees

The Board may appoint committees to advise the Board.

**7.4.2** General Procedures for Committees

**7.4.2.1** A Board Member chairs each committee created by the Board.

**7.4.2.2** The Chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the Chairpersons of all other committees
- provides reports to each Board meeting at the Board's request.

**7.4.2.3** The meeting Notice must be mailed or e-mailed five business days before the scheduled date of the meeting. The notice states the date, place and time of the committee meeting. Committee members may waive notice.

**7.4.2.4** A majority of the committee members present at a meeting is a quorum.

**7.4.2.5** Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

**7.5 Standing Committees**

The Board establishes these standing committees:

- a) Executive Committee;
- b) Human Resources Committee;
- c) Finance Committee;
- d) Nominating Committee;
- e) Discipline Committee;
- f) Capital Asset Replacement Fund (CARF) Committee;
- g) Golf Course Committee;
- h) Golf Program Committee;
- i) Curling Program Committee;
- j) Marketing & Communications Committee;
- k) House Committee;
- l) Food, Beverage, & Social Committee; and
- m) Membership Committee.

**7.5.1** The Executive Committee:

- a) Consists of the President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Treasurer, and one other Director.
- b) Is responsible for:
  - planning agendas for Board meetings;
  - carrying out emergency and unusual business between Board meetings;
  - reporting to the Board on actions taken between Board meetings;
  - providing organizational direction on behalf of the Board and advising the Board on decisions and business matters ranging from strategy planning, policy, investment and risk; and
  - carrying out other duties as assigned by the Board.
- c) Meets at least four (4) times each year. The meetings are called by the President or on the request of any two (2) other Officers. They must request the President in writing to call a meeting and state the business of the meeting.
- d) All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.
- e) A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting.
- f) Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee.
- g) An Officer may waive formal notice of a meeting.

**7.5.2** The Human Resources Committee:

- a) Consists of the 1<sup>st</sup> Vice-President, who is the Chairperson, and two (2) other Members appointed by the Board;
- b) Is responsible for:
  - recommending a job description, qualifications, and performance appraisal system for the General Manager;
  - interviewing applicants for the position of General Manager of the Corporation and recommending an appointment to the Board;
  - recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits;
  - acting as a mediator for personnel problems;
  - recommending personnel policies for volunteers;
  - reporting on the year's activities at the Annual General Meeting; and
  - carrying out other duties assigned by the board.

**7.5.3** The Finance Committee:

- a) Consists of the Treasurer (Finance Director), who is the Chairperson, and two (2) other Members appointed by the Board.
- b) Is responsible for:
  - recommending budget policies to the Board;
  - investigating and making recommendations to the Board for acquiring funds and property;

- recommending policies on disbursing and investing funds to the Board;
- establishing policies for Board and committee expenditures;
- arranging the annual audit of the books;
- reporting on the year's activities at the Annual General Meeting; and
- carrying out other duties assigned by the Board.

**7.5.4** The Nominating Committee:

- a) Consists of the 2<sup>nd</sup> Vice President, who is the Chairperson, and two (2) other Members appointed by the Board.
- b) Is responsible for:
  - preparing a slate of nominees for each vacant Director position;
  - orienting new Board members; and
  - presenting its recommendations to the Annual General Meeting.

**7.5.5** The Discipline Committee:

- a) Consists 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. 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) Is responsible for:
  - following Discipline Committee procedures as outlined in Article 5.6;
  - receiving complaints by Members or employees of the Club, concerning an Incident of Misconduct, either in or out of the Club premises;
  - handling investigations regarding misconduct complaints and/or discipline matters;
  - ruling on discipline matters by:
    - Reprimanding a Member;
    - Suspending a Member for any length of time it deems advisable;
    - Expelling a Member
  - reporting to the Board all Discipline Committee decisions;

**7.5.6** The Capital Asset Replacement Fund (CARF) Committee:

- a) Consists of the CARF Director, who is the Chairperson, the Finance Director, the Golf Director, and at least three (3) other Members appointed by the Board.
- b) Is responsible for:
  - following the Corporation's Capital Asset Replacement Fund Policy;
  - planning and making recommendations to the Board concerning all eligible capital asset projects at Rossmere, as defined in the CARF Policy;
  - developing short and long term strategies for capital asset projects;
  - making policy recommendations to the Board concerning all aspects of the Capital Asset Replacement Fund; and
  - overseeing and managing the CARF account.

**7.5.7** The Golf Course Committee:

- a) Consists of the Golf Director, who is the Chairperson, the Golf Course Superintendent, and two (2) other Members appointed by the Board.
- b) Is responsible for:
  - assisting the Golf Superintendent with the improvement and maintenance of the golf course;
  - developing and implementing short and long-range plans;
  - working with the Golf Superintendent regarding cart-related needs and policies, water conservation, course amenities, etc.
  - The Course – Design: The establishment and updating of a relevant planning guideline for course development setting standards for all foreseen physical changes to the course infrastructure which would then be recommended for the Board consideration;
  - The Course – Maintenance: Reviewing existing maintenance systems and methods as well as keeping updated on current maintenance systems and methods which would be recommended for Board consideration;
  - Maintenance Equipment: The establishment and updating of an inventory of all existing maintenance equipment combined with life expectancy and anticipated replacement cost;

- recommendations to the Board for acquiring new equipment and the best way to acquire such equipment (which may be done in conjunction with the Finance Director); and
- Maintenance Staff: Reviewing the current organizational system and recommending changes for Board consideration.

**7.5.8 The Golf Program Committee:**

- a) Consists of the Course Captain, who is the Chairperson, and two (2) other Members appointed by the Board.
- b) Is responsible for:
  - making recommendations to the Board concerning all aspects of golfing activities at Rossmere other than those areas which fall within the area of responsibility of the Golf Director
  - making policy recommendations to the Board of Directors governing conduct of all golfers, including the review and enforcement of a dress code;
  - making recommendations to the Board of Directors concerning play on the golf course including tee-off and pace of play policies; and
  - ensuring the Club Tournaments are held and that adequate arrangements are in place to ensure that they will be conducted in a proper manner.

**7.5.9 The Curling Program Committee:**

- a) Consists of the Curling Director, who is the Chairperson, and two (2) other Members appointed by the Board.
- b) Is responsible for:
  - coordinating curling activities at Rossmere;
  - reviewing conditions and maintenance related to curling operations and making recommendations for consideration by the Board of Directors;
  - in conjunction with the Membership Director, making recommendations concerning fees charged for curling at Rossmere for consideration by the Board of Directors;
  - generally representing the interests of persons who curl at Rossmere before the Board of Directors.

**7.5.10 The Marketing & Communications Committee:**

- a) Consists of the Marketing & Communications Director, who is the Chairperson, and two (2) other Members appointed by the Board.
- b) Is responsible for:
  - developing and maintaining an annual marketing plan;
  - making recommendations to the Board concerning all aspects of marketing and communications at Rossmere; and
  - liaising as necessary with the Head Golf Professional, Golf Program Director, Curling Program Director, Food Beverage and Social Director, Membership Director and General Manager to develop and/or coordinate marketing and communications activities.

**7.5.11 The House Committee:**

- a) Consists of the House Director, who is the Chairperson, and two (2) other Members appointed by the Board.
- b) Is responsible for:
  - reviewing the on-going and preventative maintenance practices in place to ensure that they are adequate;
  - reviewing the condition of existing facilities and equipment to make recommendations for consideration by the Board of Directors;
  - making recommendations to the Board of Directors respecting new capital acquisitions for the clubhouse facility; and
  - reviewing the physical layout of the clubhouse facility and make recommendations for consideration by the Board of Directors to improve the lay-out, access and appearance of the facility.

**7.5.12 The Food, Beverage, & Social Committee:**

- a) Consists of the Food, Beverage & Social Director, who is the Chairperson, and two (2) other Members appointed by the Board.
- b) Is responsible for:



- reviewing the food and bar operations, including banquet operations, at Rossmere and where required, making recommendations to the Board of Directors concerning such operations;
- making policy recommendations to the Board of Directors governing conduct of all members and guests, including the review and enforcement of a dress code;
- making suggestions to the General Manager on matters of interest to customers of the food and bar operations including menu items; and
- coordinating a review of the equipment used in food and bar operations and making recommendations to the Board of Directors concerning acquisition of new equipment.
- coordinating all social activities at Rossmere;
- publicizing social events; and
- liaising as necessary with the Head Golf Professional, Golf Program Director, and Curling Program Director to develop and/or coordinate activities that will be of general interest to all categories of membership.

**7.5.13** The Membership Committee:

- a) Consists of the Membership Director, who is the Chairperson, and two (2) other Members appointed by the Board.
- b) Is responsible for:
  - reviewing the membership categories for all activities at Rossmere and make recommendations for consideration by the Board of Directors;
  - make recommendations for consideration by the Board of Directors for fees to be charged for all membership categories at Rossmere with curling fees to be recommended in conjunction with the Curling Director;
  - in conjunction with the Marketing & Communications Director, coordinating membership recruitment activities for all categories of membership including advertising;
  - keeping current with membership recruitment activities at competitor clubs; and
  - ensuring that an adequate database system is in place which includes all members.

**7.6 Ad-hoc Committees**

The Board may establish Ad-hoc committees to perform certain tasks, appoint their members, assign staff persons as non-voting members, prescribe the duties of Ad-hoc Committees and delegate to any Ad-hoc Committee any of its powers, duties and functions except where prohibited by these Bylaws. Such Ad-hoc committees shall be dissolved upon completing their tasks or upon being discharged by the Board.

**7.7 The General Manager**

**7.7.1** The Board may from time to time hire a General Manager who shall be a resident Canadian. If hired, 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.

**7.7.2** The General Manager reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The General Manager does not vote at any meeting.

**7.7.3** The General Manager acts as the administrative officer of the board in:

- attending Board, and other meetings, as required;
- hiring, supervising, evaluating and releasing all other paid staff;
- interpreting and applying the Board's policies;
- keeping the Board informed about the affairs of the Corporation;
- maintaining the Corporation's books;
- preparing budgets for Board approval;
- planning programs and services based on the Board's priorities; and
- carrying out other duties assigned by the Board.

**7.7.2** The terms of employment and the remuneration of the General Manager shall be determined by the Board of Directors from time to time.

## **7.8 The Course Captain**

**7.8.1** The Board may appoint a Course Captain to advise the Board.

**7.8.2** The Course Captain, in conjunction with the General Manager and under the general supervision of the Board of Directors, shall be responsible for:

- acting as chairperson of the Golf Program Committee which will consider and make recommendations concerning all aspects of golfing activities at Rossmere other than those areas which fall within the area of responsibility of the Golf Director;
- liaise with the various golf groups including senior and junior golfers;
- make recommendations to the Board of Directors governing conduct of all golfers including the review and enforcement of a dress code;
- make recommendations to the Board of Directors concerning play on the golf course including tee-off and pace of play policies;
- ensuring the Club Tournaments are held and that adequate arrangements are in place to ensure that they will be conducted in a proper manner; and
- liaising as required with the General Manager and the Head Golf Professional to ensure that the interests of golfers at Rossmere are properly represented.

## **ARTICLE 8 – Finance and other Management Matters**

### **8.1 Finance and Auditing**

**8.1.1** The fiscal year of the Corporation shall end on October 31 in each year.

**8.1.2** There must be an audit of the books, accounts and records of the Corporation at least once each year. A qualified accountant appointed at each Annual General Meeting must do this audit. At each Annual General Meeting of the Corporation, the auditor submits a complete statement of the books for the previous year.

### **8.2 Seal of the Corporation**

**8.2.1** The Board may adopt a seal as the Seal of the Corporation.

**8.2.2** The Secretary has control and custody of the seal, unless the Board decides otherwise.

**8.2.3** The Seal of the Corporation can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

### **8.3 Cheques and Contracts of the Corporation**

**8.3.1** The Officers of the Board sign all cheques drawn on the monies of the Corporation. Two signatures are required on all cheques.

**8.3.2** All contracts of the Corporation must be signed by two Officers or other persons authorized to do so by resolution of the Board.

### **8.4 The Keeping and Inspection of the Books and Records of the Corporation.**

**8.4.1** The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

**8.4.2** The Secretary keeps the original Minute Books at the Registered Office of the Corporation. This record contains minutes from all meetings of the Corporation, the Board and the Executive Committee.

**8.4.3** The Board keeps and files all necessary books and records of the Corporation as required by the Bylaws or any other statute or laws.

**8.4.4** A Member wishing to inspect the books or records of the Corporation must give reasonable notice to the President or the Secretary of the Corporation of his intention to do so.

- 8.4.5** Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Corporation, during normal business hours.
- 8.4.6** All financial records of the Corporation are open for such inspection by the Members, during normal business hours and with reasonable notice.
- 8.4.7** Other records of the Corporation are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

## **8.5 Borrowing Powers**

- 8.5.1** The Corporation may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.
- 8.5.2** The Corporation may issue debentures to borrow only by resolution of the Board confirmed by a Special Resolution of the Corporation.

## **8.6 Payments**

- 8.6.1** No Member, Director or Officer of the Corporation receives any payment for his services as a Member, Director or Officer.
- 8.6.2** Reasonable expenses incurred while carrying out duties of the Corporation may be reimbursed upon Board approval.

## **8.7 Protection and Indemnity of Directors and Officers**

- 8.7.1** Each Director or Officer holds office with protection from the Corporation. The Corporation indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Corporation. The Corporation does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 8.7.2** No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or Corporation dealing with the Corporation. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Corporation, unless the act is fraud, dishonesty or bad faith.
- 8.7.3** Directors or Officers can rely on the accuracy of any statement or report prepared by the Corporation's independent reviewer. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **ARTICLE 9 – Shares**

### **9.1 Allotment**

- 9.1.1** No share shall be issued until it is fully paid as prescribed by *the Act*.

### **9.2 Registration of Transfer**

- 9.2.1** 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.

### **9.3 Transfer Agents and Registrars**

- 9.3.1** 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.

#### **9.4 Lien for Indebtedness**

- 9.4.1** 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.

#### **9.5 Non-recognition of Trusts**

- 9.5.1** 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.

#### **9.6 Share Certificate**

- 9.6.1** 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 8.3.2* 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.

#### **9.7 Replacement of Share Certificates**

- 9.7.1** 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.

#### **9.8 Deceased Shareholders**

- 9.8.1** 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.

### **ARTICLE 10 – Amending the Bylaws**

- 10.1** The Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General Meeting or Special Meeting of the Corporation.
- 10.2** The twenty-one (21) days' notice of the Annual General Meeting or Special Meeting of the Corporation must include details of the proposed resolution to change the Bylaws.

- 10.3** The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting of the Corporation.

## **ARTICLE 11 – Distributing Assets and Dissolving the Corporation**

- 11.1** The Corporation does not pay any dividends or distribute its property among its Shareholders or Members.
- 11.2** If the Corporation is dissolved, any funds or assets remaining after paying all debts and obligations are to be paid to a non-profit organization with objects that have objects similar to those of Rossmere Golf & Country Club.
- 11.3** Members are to select the organization to receive the assets by special resolution. In no event do any Shareholders or Members receive any assets of the Corporation.

## **ARTICLE 12 – Policies**

- 12.1** The appendices attached to these bylaws are the working policies of Rossmere Golf & Country Club. They shall be considered binding on all members. The policies of Rossmere Golf & Country Club may be amended by a majority vote of the Board subject to ratification at the next General Meeting.

Revised January 18, 2016

**ROSSMERE GOLF & COUNTRY CLUB Policies & General Handbook**  
**(updated January 2016)**

*These are the working policies of Rossmere Golf & Country Club. They shall be considered binding on all members.*

**[INSERT POLICIES HERE]**

**REVISED January, 2016**