


T.K. SPARKS

GENERAL BYLAWS OF THE COMOX GOLF CLUB

ARTICLE 1- INTERPRETATION

1. In these bylaws, unless the context otherwise requires;
 - "Board" means the Board of Directors of the Club;
 - "Directors" means the Directors of the Club for the time being;
 - "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - "registered address" of a member means his address as recorded in the register of members;
 - "Member" is a member of the Comox Golf Club;
 - "special resolution" shall be a resolution of which due notice has been given and which is passed by seventy-five (75) percent of those members present at the meeting and entitled to vote.

2. The interpretations in the Society Act on the date these by-laws become effective shall apply to these by-laws.

3. Words importing the singular include the plural and vice-versa, and words importing a male person include a female person, and vice-versa.

ARTICLE 2 - MEMBERSHIP

4. The members of the Club are those persons who have become members in accordance with these bylaws or any bylaws in effect since the incorporation of the Club, who have not ceased to be members. The Comox Golf Club guarantees access to any recreational facility which is constructed in part or in whole with funds received from Her Majesty in the Right of the Province of British Columbia, to any person or persons who wish to use it in accordance with the purpose of the facility; the charge for using said facility to those members of the public who are not members of the association shall be either a daily or hourly charge, or other such charge, as agreed upon between the Association and the Ministry of the Provincial Secretary and Government Services, or the Ministry of Government charged with this responsibility. This clause shall be unalterable.

5. The following classifications are voting members who shall be entitled to vote at the general meeting of the Club and shall have playing and clubhouse privileges as established by the Board of Directors and outlined in the policy book;

A Regular Member shall be nineteen years of age or over. A Regular Member in good standing shall be eligible to hold any office of the club and shall be entitled to all privileges of the clubhouse.

No Membership is transferable.

6. Membership classifications that are non-voting and not eligible to hold office will be offered as per the **Board of Directors and outlined in the policy book.**

No membership is transferable.

7. (1) The initiation fee, annual dues, and assessments for each class of membership shall be the same for male and female. Annual dues shall be payable as follows;

(a) Each regular member shall pay their annual dues by one of the following methods:

(i) Total dues on or before January 31st of the year involved.

(ii) In four quarterly payments (by post dated cheque) the first day of the months January, April, July and October of the year involved. A service charge of 4% will apply to this option.

(iii) Twenty five (25%) percent on January the first and the balance on the first day of the next eleven months - in equal payments (by post dated cheque) of the year involved. A service charge of 4% will apply to this option.

(iv) Each member shall pay in one sum a minimum of one-half of their annual dues by January 31 for the year involved and the second half in one sum be March 31 for the year involved.

(2) (a) Upon receiving a written request from a members descendents, the Board of Directors may authorize the refunding of a portion of the deceased members paid dues as per the policy and procedures governing this section (see policy book, section Membership Refund and Credit Policy).

(2) (b) Upon receiving a written request from a member, the Board of Directors may authorize the crediting of a portion of their paid dues as per the policy and procedures governing this section (see policy book, section Membership Refund and Credit Policy).

8. A person shall cease to be a member of the club:

- (1) By delivering or mailing his resignation in writing to the Club;
- (2) On being expelled.

9. All members are in good standing except a member who has failed to pay his current annual membership fee, or any other subscription or debt due, owing by him to the Club and he is not in good standing, so long as the debt remains unpaid. Any member who fails to pay any indebtedness to the Club at the end of the month after it has become due may be suspended from playing and clubhouse privileges.
10. The Board reserves the right, however, upon written application of the delinquent member, and for good cause, to permit a member to pay his delinquent dues and charges in such a manner and upon terms as it may deem equitable.
11. The Board of Directors shall have the power to suspend or expel any member of the Club for any violation of the By-Laws or for any conduct unbecoming to a lady or gentleman or which may be prejudicial to the best interests of the Club, by the vote of at least a majority of the Board of Directors at a regular constituted meeting, providing one(1) weeks previous notice of the said meeting has been given to the accused member, and such accused member has been given the right thereafter to be heard in his own defence before the Board.
12. Every Member shall uphold the constitution and comply with these bylaws or any other rules laid down by the Board from time to time.
13. Any Member so expelled under section 11 or 12 shall not have any claim or right of action against the Society or the Directors thereof.
14. The maximum number of members of the Club will be determined by the Board of Directors based solely on operational considerations such as pace of play and course wear and tear.

ARTICLE 3 - MEETINGS OF MEMBERS

15. (1) There shall be a general meeting of the Society held in each year at the Clubhouse or at such other place in Comox as the Board shall decide, to be known as the Annual General Meeting, which shall be held during the month of March and of which 14 days electronic or written notice shall be given to:
 - (a) every member shown on the register of members that is entitled to vote on the day notice is given;
 - (b) the auditors
- (2) No other person is entitled to receive a notice of the general meeting, and no person who is not a Regular Member with voting privileges is entitled to attend the general meeting without the written invitation of the Board.
- (3) The Directors may call a Special Meeting of which notice shall be given in the same manner as for the Annual General meeting when any matter of importance shall occur, and shall be bound to do so on receiving a requisition signed by forty (40) voting regular members of the Society.

ARTICLE 4 - PROCEEDINGS AT GENERAL MEETINGS

16. The business to be transacted at the Annual General Meeting shall, except as hereinafter mentioned, be limited to the following:
 - (1) Reading of the unconfirmed minutes or proceeding meetings;
 - (2) The adoption of reports and accounts;
 - (3) Special resolutions;
 - (4) Election of Directors;
 - (5) Appointment of Auditors;
 - (6) General Business.
17. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting shall be conducted at a general meeting when a quorum is not present.
 - (2) If at any time during a general meeting there ceases to be a quorum present the progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) **Thirty (30)** members present shall constitute a quorum.
18. If, within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
19. Subject to bylaw 21, the President, Vice-President, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
20. If at a general meeting:
 - (a) there is no President, Vice-President, or other Director present within 15 minutes after the time appointed for holding the meeting or
 - (b) the President and all the other Directors present are unwilling to act as chairman, the members present shall choose one of their numbers to be chairman;
21. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 20 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

22. In the case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he is entitled as a member and the proposed resolution shall not pass.
- 23 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by a show of hands, except for election of officers, which shall be a vote by one ballot and the nominees receiving the highest number of votes shall be declared elected. If 2 or more candidates tie in votes for the last place or places on the Board of Directors, the place or places shall be filled as follows;
- (a) The vote by ballot shall take place immediately at the said meeting by the membership.
- (3) Voting by proxy is not permitted.

ARTICLE 5 - DIRECTORS AND OFFICERS

24. The Board of Directors shall consist of **a minimum of six and a maximum of eight directors**, directors, including:

(a) One member of the Courtenay Golf Club Limited so designated by the Board of the Courtenay Golf Club Limited as its representative on the Comox Golf Club Board of Directors, with full voting power.

(b) and between five and seven other Directors who shall be elected for two **(2)** year terms. **In the event there is no election, all members standing for election shall become Directors by acclamation.** The representative from the Courtenay Golf Club Limited is not subject to a **four year limit** and may serve on the Comox Golf Club Board of Directors as long as the Courtenay Golf Club Limited chooses to appoint him/her to that position.

(i) Only regular members of one year standing shall be eligible for election to the Board of Directors.

(ii) At any one time, only one member of an immediate family may serve on the Board, and no person shall serve as a Director if a member of their immediate family is an employee of the club. "Immediate family" means the spouse, parent, child, or other relative of that person or relative of the spouse of that person who resides in the same home as that person.

(iii) A nominating committee, of not less than three in number, consisting of one director and two or more members selected from the members at large who are not presently directors shall propose candidates for election as members of the Board. A member may also nominate a fellow member (who has signified his/her consent to run) by delivering a written nomination to the nominating committee or President. Nominations shall close one week before the annual meeting.

(iv) The names of candidates for the Board of Directors and their sponsors and seconders, shall be posted in the clubhouse at least seven (7) days before each election.

(v) The voting shall be as set out in article 4-23 (2).

(c) Captains;

(i) There shall only be a Ladies' Captain and a Men's Captain and these officers are elected at their respective Annual Meetings.

25. The officers of the Club shall consist of a President, Vice President, Finance Directors, and Secretary, who shall be elected by ballot by the Board of Directors, from the Board of Directors, at the first meeting of the Board of Directors following the annual general meeting, and such other officers as the Board of Directors may determine. To stand for election as President, the candidate must have served as Director for one year.

ARTICLE 6 - PROCEEDINGS OF DIRECTORS AND DUTIES OF OFFICERS

26. The President shall be the Chairman of the Board of Directors and shall preside at all meetings of the members of the Board. The past President shall remain a member of the Board of Directors in an advisory position for one (1) year.
27. The Vice-President shall carry out the duties of the President during his absence or inability to act.
28. The Finance Director shall, (with the assistance of a bookkeeper or other staff person that may be hired), be responsible for the financial records, including books of account, necessary to comply with the requirements of the Society Act, and render financial statements to the Directors, members, and others when required.
29. The Secretary shall, (with the assistance of a bookkeeper or other staff person that may be hired), conduct the correspondence of the Club; issue notices of meetings of the Club and Directors; keep minutes of the Club and Directors; have custody of all records and documents of the Club except those required to be kept by the Finance Director; have custody of the common seal of the Club; maintain the register of members of the Club;
30. **Four** members of the Board of Directors shall constitute a quorum for the transactions of all manner of business.
31. In the absence of the secretary (or hired assistant) from a meeting, the Board shall appoint another Director to act as secretary at the meeting.
32. (a) The Board of Directors shall meet monthly at a time and place to be determined by the President or in his absence, the Vice — President. Notice of all such meetings shall be given to each Director at least five (5) days prior to the day of the meeting. If, in the opinion of the President or in his absence, the Vice - President, urgent business is required to be disposed of, one (1) days notice to each Director shall be sufficient.

(b) The Board of Directors may grant leave of absence to a member of the Board who expects to be away for any reason satisfactory to the Board, but a member who misses three consecutive regular monthly meetings without leave may be removed by the remaining members of the Board.

(c) The Board of Directors shall fill any vacancy in the Board by appointment, said appointment will last only to the next annual meeting, when the remaining term of office, if any will be deemed to be open for nomination and election. The Board shall, when necessary, appoint and Acting President or Acting Vice - President.

(d) In all manner of business arising before the Board, the Chairman shall be entitled to vote, and in the event of a tie vote, the proposed resolution shall not pass.

(e) The Board of Directors shall have the power, from time to time to appoint and dismiss a Club Professional, a Greens Superintendent, and such other staff as required, and to prescribe their respective powers and duties and to fix the amount of their salaries. Such appointments and salaries are to be reviewed annually.

(f) Daily green fees and reciprocal green fees shall be such as are fixed from time to time by the Board of Directors.

(g) Initiation Fees, assessments, and members dues shall be determined by the Board of Directors.

(h) Directors shall be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Club.

(i) A Director may be removed from office by special resolution and another director may be elected, or by ordinary resolution appointed, to serve the balance of the term.

(j) No act or proceeding of the Directors is invalid only by shall be reimbursed for all reason of there being less than the prescribed number of Directors in office.

(k) The Ladies' Captain and the Man's Captain shall schedule and organize their respective programs for the golfing year. They, or their respective representative, **may** also attend the meetings of the Board of Directors, if they choose.

(i) Each Captain is responsible to their own provincial and national organization. They receive, reply and disseminate correspondence from their organizations and also are responsible for applying the golf standards to their respective organizations.

(ii) No Captain shall be remunerated for being or acting as Captain.

(l) Indemnity: Subject to the Society Act. every Director or Officer and former Director or Officer of the club shall be deemed to have assumed office on the express

understanding and agreement and condition that every Director or Officer of the Club and one's heirs, executors, administrators and assigns shall at all times be indemnified and save harmless out of the funds of the club from and against all costs, charges and expenses whatsoever which is brought, commenced or prosecuted against for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by one or any Director or Officer, in or about the execution of their duties as a Director or Officer of the club and also from and against all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs therefore except such costs, charges or expenses as are occasioned by their own wilful fraud, neglect or default.

(m) The Board of Directors will approve and attain approval from the Director appointed by the Courtenay Golf Club Ltd. Before proceeding with any permanent construction improvements or the cutting of any trees, the planting of any trees, or the making of any important changes to any greens, bunkers, pits, hazards, or the water system. Should the cost of these improvements exceed \$75,000.00, then a special meeting will be called pursuant to paragraph 16(3).

ARTICLE 7 - BORROWING POWERS

33. The Directors shall, for the purpose of carrying out the objects of the Society, have the power to raise or secure payments of money on security of the whole or any part of the property and assets of the Society whether present or future and, to grant, execute, seal or deliver mortgages, bonds, bills of sale, debentures, and other securities for the same and to mortgage the assets of the Society by way of collateral security for any money borrowed by any person or corporation to assist in achieving the objects of the Society.
34. In no case shall debentures be issued without a special resolution as defined by the Society Act, and furthermore the Board is limited in the amount of money to be borrowed or leased on behalf of the Club to not more than \$75,000.00 (seventy-five thousand dollars) per year without seeking the approval of the members entitled to vote, and the majority required for each borrowing shall be seventy-five (75) percent of the members voting.
35. The Directors shall also, for the purpose of carrying out the objects of the Society, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.

ARTICLE 8 - ACCOUNTS

36. The Directors shall cause true accounts to be kept of all receipts, credits, payments, expenditures, stock-in-trade, property, assets and liabilities of the Society and of all matters necessary for the showing the true state and conditions of the Society and the accounts shall be kept in such books and in such manner as the Directors think fit, and to the satisfaction of the auditors.
37. The books and accounts shall be kept at the registered office of the Society or such other places as the Directors think fit, and shall always be open to inspection by the

Directors.

38. The books and records of the Society may be inspected by any regular member of the Society during office hours at the Club or in the board room.
39. The fiscal year for the Club shall be the year ending on the 31st day of December in each year
40. A bank account or accounts shall be kept in the name of the Club at such chartered banks, credit unions or trust companies as the Board may from time to time determine and all sums be paid by cheque.

No employee shall have signing authority on any cheque drawn on the Club bank accounts. All cheques drawn upon the Club bank accounts must be signed by any two officers of the Board.

ARTICLE 9 – AUDITOR

41. At each annual general meeting the Society shall appoint an auditor to hold office until the next annual general meeting. An auditor may be removed by ordinary resolution and shall be informed in writing of appointment or removal.
42. No Directors and no employee of the Society shall be the auditor.
43. The auditor may attend the general meetings.

ARTICLE 10 – COMMITTEES

44. FINANCE COMMITTEE

(a) The Board of Directors shall appoint from its own members a chairman (designated as Finance Director) and one additional Director (designated as Secretary) to act as the Finance Committee. The Chairman shall have the power to appoint an additional member for the membership at large. The Committee shall have supervision of the club finances including development and implementation of the annual and capital budgets. It shall make recommendations thereon to the Board, either on its own initiative or at the request of the Board and shall prepare the budget as early as practical in the fiscal year for submission to the Board with actual expenditures under the various headings for one or more previous years for the purpose of comparison.

(b) It shall be the duty of the Chairman, or in his/her absence, of the Acting Chairman of the Finance Committee to approve before payment all bills and accounts of the club.

(c) The Committee shall have the power to initiate and modify methods of accounting and of handling the Club finances.

(d) The Committee shall approve and recommend the form of monthly/ quarterly and annual financial reports to the Board.

45. **MATCH COMMITTEE**

The Board of Directors shall, at its first meeting after the annual meeting, appoint from its own members, one (1) member to act as the chair of the Match Committee. The Men's and Ladies' Captains shall also be members of the Match Committee. **The General Manager will be a member of the Match Committee.** The Chair shall have the power to appoint additional members from the members at large.

The Match Committee shall regulate and control all golfing activities of the Club, including competitions and matches, selection of teams to represent the Club and the maintenance and checking of handicaps for all members. The Committee shall make recommendations to the Board in these respects.

The Match Committee shall establish the bounds of the Golf Course and make such rules as are not inconsistent with the rules of the RCGA. They shall be arbitrators of any controversy that may arise concerning these rules and their decision shall be final. They shall also make rules for the government and compensation of caddies, subject to Board approval.

46. The Board of Directors can establish any other Committees as necessary.

(a) Board approval is required before a committee may hire or terminate an employee, or engage in or terminate a contract.

ARTICLE 11 - BYLAWS

47. On being admitted to membership, each member is informed that a copy of the constitution and by-laws of the Society is available in the locker rooms and the office.

48. No by-laws of the Club shall be repealed or altered save by a majority of three-fourths (3/4) of the members present at a general meeting, and fourteen (14) days notice shall be given of the intention to repeal or alter any by-law or to propose any new by-law, by notice to that effect sent to the members entitled to vote as outlined in Article 3-15 (1)(a) above along with notice of general meeting.

ARTICLE 12 - RULES AND REGULATIONS

49. The Board of Directors may adopt such rules and regulations as may be deemed advisable to carry out the purpose of these by-laws, or for the good of the Club.

50. All previous by-laws of the Club are hereby rescinded and these by-laws date August 10, 1993, and resolved by Special Resolution on August 10, 1993, will become effective upon being filed and registered with the Registrar of Companies.

ARTICLE 13 - BUSINESS DISSOLUTION

51. In the event of the winding up and/or dissolution of the Comox Golf Club, any assets remaining, after all debts have been paid or provision for payment has been made, shall be transferred to the Comox Valley Foundation.