

**BY-LAW NO. 1**  
**OF**  
**IDYLWYLDE GOLF AND COUNTRY CLUB**  
**(the “Corporation”)**

BE IT ENACTED as a By-law of the Corporation as follows:

**ARTICLE I**  
**Interpretation**

**Section 1.01 Definitions.** In the By-laws of the Corporation, unless the context otherwise requires:

“**Act**” means *the Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

“**Articles**” means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special act;

“**Board**” means the board of directors of the Corporation;

“**By-laws**” means this By-law No. 1 and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

“**Chair**” means the chair of the Board;

“**Director**” means an individual elected or appointed to the Board;

“**Member**” means a member of the Corporation as described in Article III and “**Members**” means all of the Members of the Corporation; and

“**Officer**” means an officer of the Corporation.

**Section 1.02 Other Definitions.** Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders. Paragraph and other headings contained in this By-law are for reference purposes only and are in no way intended to describe, interpret, define, or limit the scope, extent or intent of this By-law or any provision hereof.

**Section 1.03 Conflict with Applicable Law or Articles.** This By-law is enacted subject to any applicable law and the Articles. Whenever this By-law may conflict with any applicable law or the Articles, such conflict shall be resolved in favour of such law or Articles. If any provision of this

By-law or the application thereof to any person or circumstance shall, to any extent, be invalid or unenforceable, the remainder of this By-law or the application of such provision to persons or circumstances other than those to which it is held invalid or unenforceable, shall not be affected thereby and each provision of this By-law shall be separately valid and enforceable to the fullest extent permitted by law.

## **ARTICLE II General Provisions**

**Section 2.01 Purpose.** The purpose of the Corporation, as set out in the Articles, shall be the operation of a golf, curling and social club for the purposes of promoting interest and participation in the sports of golf and curling.

**Section 2.02 Books and Records.** The Directors shall see that all necessary books and records of the Corporation required by the Act, the By-laws, or by any applicable statute or law are regularly and properly kept.

## **ARTICLE III Members and Member Meetings**

**Section 3.01 Membership.** In accordance with the Articles, there shall be four (4) classes of Members: Legacy Voting Members, Regular Voting Members, Legacy Non-Voting Members and Regular Non-Voting Members. The categories of club participation of each class of membership of the Corporation and the golf, curling and social privileges associated with each category shall be determined from time to time at the discretion of the Board.

The following conditions of membership shall apply:

### **Legacy Voting Members**

Each Legacy Voting Member shall be those individuals who held shares of the Corporation and were members of the Corporation immediately before the continuance under the Act and have been admitted as a Legacy Voting Member by Board resolution or in such other manner as may be determined by the Board on or after the date of continuance under the Act.

In accordance with the Articles, each Legacy Voting Member shall be entitled to receive notice of, attend and vote at all Members' meetings and each such Legacy Voting Member shall be entitled to two (2) votes at such meetings. For certainty, each Legacy Voting Member shall have two (2) votes regardless of how many categories of voting membership such Member belongs to.

All Legacy Voting Members shall have ten (10) lifetime green fee vouchers (off-peak tee times only). The Board will determine peak and off-peak tee times.

### **Regular Voting Members**

Each Regular Voting Member shall be:

- (a) those individuals who did not hold shares of the Corporation but were members of the Corporation immediately before the continuance under the Act in the voting categories of membership determined by the Board and have been admitted as a Regular Voting Member by Board resolution or in such other manner as may be determined by the Board on the date of continuance under the Act; and
- (b) those individuals who have applied for and been admitted as a Regular Voting Member by Board resolution or in such other manner as may be determined by the Board after the date of continuance under the Act.

In accordance with the Articles, each Regular Voting Member shall be entitled to receive notice of, attend and vote at all Members' meetings and each such Regular Voting Member shall be entitled to one (1) vote at such meetings. For certainty, each Regular Voting Member shall have one (1) vote regardless of how many categories of voting membership such Member belongs to.

### **Legacy Non-Voting Members**

Each Legacy Non-Voting Member shall be those individuals who held shares of the Corporation but who were not members of the Corporation immediately before the continuance under the Act; and have been admitted as a Legacy Non-Voting Member by Board resolution or in such other manner as may be determined by the Board on or within one (1) year after the date of continuance under the Act, except that former Legacy Voting Members shall be automatically admitted as Legacy Non-Voting Members upon termination of their membership, but, for certainty, shall not have an additional ten (10) lifetime green fee vouchers.

In accordance with the Articles, each Legacy Non-Voting Member shall not be entitled to receive notice of, attend or vote at Members' meetings.

All Legacy Non-Voting Members shall have the entitlements of the social category of membership with the following club privileges:

- (a) Lifetime access to dining and clubhouse facilities with no minimum chit;
- (b) Ten (10) lifetime green fee vouchers (off-peak tee times only) **OR** two 2023/2024 curling membership vouchers for one-league for non-current curling members (chit applicable, first come first serve based on registration).

The Board will determine peak and off-peak tee times.

### **Regular Non-Voting Members**

Each Regular Non-Voting Member shall be:

- (a) those individuals who did not hold shares of the Corporation but were members of the Corporation immediately before the continuance under the Act in the categories of non-voting membership determined by the Board and have been admitted as a Regular Non-Voting Member by Board resolution or in such other manner as may be determined by the Board on the date of continuance under the Act; and
- (b) those individuals who have applied for and been admitted as a Regular Non-Voting Member by Board resolution or in such other manner as may be determined by the Board after the date of continuance under the Act.

In accordance with the Articles, each Regular Non-Voting Member shall not be entitled to receive notice of, attend or vote at Members' meetings.

**Section 3.02 Fees and Assessments.** The Board may require Members to make an annual contribution or pay annual dues or fees to the Corporation and may determine the manner in which the contribution is to be made or the dues are to be paid. The Board may also require Members, other than Legacy Non-Voting Members, to pay a special assessment fee, provided that the amount of such special assessment fee each year shall be limited to twenty-five percent (25%) of the annual contribution, dues or fees to the Corporation.

**Section 3.03 Transferability of Membership.** Except as otherwise provided for in this By-law, a membership may only be transferred to the Corporation. Upon the death of a Legacy Voting Member or a Legacy Non-Voting Member, the membership held by such Member may be transferred to its estate and the estate can distribute it to a beneficiary; however, if the transfer of membership has not occurred and has not been registered with the Corporation within three (3) years, or such longer period of time as may be determined at discretion of the Board, of the death of the Legacy Non-Voting Member, then the membership shall be automatically transferred to the Corporation. In order to register the transfer of the membership, the Corporation must receive, subject to the discretion of the Board:

- (a) proof of death,
- (b) the original grant of probate or of letters of administration, or a copy thereof certified to be a true copy by,
  - (i) the court that granted the probate or letters of administration,
  - (ii) a trust corporation incorporated under the laws of Canada or a province, or
  - (iii) a lawyer or notary acting on behalf of the person; or
- (c) together with, an affidavit or declaration of transmission made by the person stating the particulars of the transmission.

**Section 3.04 Termination of Membership.** The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) subject to Section 3.03 above, the Member dies or resigns;

- (b) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or this By law; or
- (c) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles or By-laws, upon any termination of membership, the Member's rights, including any rights in the Corporation's property, automatically cease to exist.

**Section 3.05 Member Discipline or Expulsion.** The Board shall have the power to discipline or expel a Member in the following circumstances:

- (a) the Member violates any provision of the Articles, By-laws or policies; or
- (b) the Member is carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (c) the Member's conduct damages the Corporation's property, or the property of a Member, Director, Officer, employee, contractor or agent of the Corporation, or the property of a user of the Corporation's facilities or a participant in the Corporation's programs; or
- (d) the Member fails to promptly report to the Corporation any damage to property described above, whether material or otherwise; or
- (e) the Member interferes with the membership entitlements of other Members or the rights and privileges of users of the Corporation's facilities or participants in the Corporation's programs; or
- (f) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

All disciplinary action or expulsion of a Member shall be done in good faith and in a fair and reasonable manner.

In the event a disciplinary or expulsion action is taken against a Member, the Member shall be given at least fifteen (15) days' notice of said disciplinary action or termination, with reasons; and be given an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before the disciplinary action or termination of membership becomes effective. The provisions of this section are in addition to any policies adopted by the Board from time to time.

**Section 3.06 Place of Meetings.** Meetings of the Members of the Corporation shall be held at such place in Ontario and, subject to the Act, on such time and day as the Board may determine.

**Section 3.07 Virtual Attendance of Meetings.** Any person entitled to attend a meeting of the Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A person so participating in a meeting is deemed to be present at the meeting. Members' meetings may be held entirely by telephonic or electronic means that permits all participants to communicate adequately

with each other during the meeting. Members entitled to vote at a Members' meeting may vote by mail or by telephonic or electronic means in accordance with the Act.

**Section 3.08 Annual Meetings.** Subject to the Act, the annual meeting of Members shall be held within six (6) months of the fiscal year end and not later than fifteen months after the last annual meeting. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Articles.

**Section 3.09 Special Meetings.** The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of a group of Members who hold at least 10 per cent of the votes that are entitled to be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise. The only business that may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

**Section 3.10 Adjournments.** The chair presiding at a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting decides, adjourn the meeting from time to time and from place to place. Any meeting of the Members, annual or special, may be adjourned from time to time to reconvene at the same or some other place, if any. If the adjournment is for less than 30 days, the Corporation need not give notice of the adjourned meeting if the time, place, if any, thereof and the means of remote communication, if any, are announced at the original meeting which is adjourned. If the adjournment is for more than 30 days, a notice of the adjourned meeting shall be given to each Member entitled to vote at the meeting. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

**Section 3.11 Notice of Meetings.** A notice of any meeting of the Members, annual or special, stating the purpose, time and place where it is to be held, shall be published or served by mail or electronically upon each Member entitled to vote at such meeting not less than ten (10) calendar days or more than fifty (50) calendar days before the meeting. If the notice is served by mail, the notice shall be directed to each Member entitled to notice at the address which appears on the books and records of this Corporation, unless that Member has filed with the Secretary of this Corporation a written request that notices intended for that Member be mailed to some other address, in which case it shall be mailed to the address designated in such request. Notice of a special meeting must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting.

**Section 3.12 Quorum.** Twenty-five (25) Members entitled to vote present in person, including persons present by telephonic or electronic means if permitted by the By-law, or by proxy at a Members' meeting will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

**Section 3.13 Conduct of Meetings.**

- (a) The Chair of a meeting of the Corporation shall be the Chair of the Corporation, or in his or her absence, the Vice Chair, or in his or her absence, a Chair elected by the Members present.
- (b) All motions at meetings, except as otherwise provided for, shall be decided by simple majority of the votes cast.
- (c) The Chair shall not cast a deciding vote in the event of a tie.
- (d) The manner of voting shall be by show of hands, however, a vote shall be taken by secret ballot if such is requested by a majority of the Members.

**Section 3.14 Proxies.** The Corporation may send, or otherwise make available, a proxy in the form required by the Act to each Member who is entitled to receive meeting notice concurrently with or before giving the Members' meeting notice. Directors may, by resolution, fix a time (not exceeding 48 hours, excluding Saturdays and holidays) before any meeting or continuance of an adjourned Members' meeting before which time proxies to be used at that Members' meeting must be deposited with the Corporation, and such time shall be specified in the meeting notice.

**Section 3.15 Proposals.**

- (a) At least sixty (60) days before an annual meeting, a Member entitled to vote may give notice to the Corporation of a matter that the Member proposes to raise at the meeting. The Corporation shall include the proposal in the notice of meeting.
- (b) Upon the request of the Member who submits a proposal, the Corporation shall include in the notice of meeting a statement in support of the proposal by the Member and the name and address of the Member. The statement and the proposal must together not exceed the maximum number of words or characters prescribed in the regulations under the Act.
- (c) A Member who submits a proposal shall pay any cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented.
- (d) A proposal may include nominations for the election of Directors if the proposal is signed by not less than 5 per cent of the Members of the Corporation entitled to vote at the meeting.
- (e) A Member entitled to vote may also raise a matter at the meeting and it will be discussed as if the Member had submitted a proposal.

**Section 3.16 Errors and Omissions.** No inadvertent error or omission in giving notice of any meeting of the Members shall invalidate such meeting or make void any proceedings taken thereat, or make void any business conducted thereat. The Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

**Section 3.17 Contact Information.** Each Member shall be responsible for keeping his or her contact information up to date and shall inform the Secretary of the Corporation upon any change in the Member's contact information.

## **ARTICLE IV Board of Directors**

**Section 4.01 General Powers and Duties.** The Board shall manage or supervise the management of the activities and affairs of the Corporation. Every Director and Officer in exercising their powers and discharging their duties to the Corporation shall,

- (a) act honestly and in good faith with a view to the Corporation's best interests; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**Section 4.02 Number and Qualifications.**

- (a) Until changed in accordance with the Act, the Board shall consist of that number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the number of Directors of the Corporation and the number of Directors to be elected at the annual Members' meeting must be the number determined from time to time by special resolution or, if a special resolution empowers the Directors to determine the number, by Board resolution. All Directors shall satisfy the criteria set out in Section 4.02(c) and shall be elected by the Members entitled to vote in accordance with Section 4.03.
- (b) The Corporation shall endeavor to constitute a Board of Directors that is gender balanced and is inclusive and representative of the Members and who possess diverse skills and experience that complement the Board and conform to the needs of the Corporation. The Board will assess the skills and experience required on the Board annually and will seek nominations from Members who address these gaps and who possess a range of the following competencies and experience: Governance, Strategic Planning, Corporate Performance, Risk Management, Capital Planning, Property & Project Management, Corporate Communications, Financial & Human Resource Accountability, Hospitality, and Financial Accounting. The Board reserves the right to present a slate of candidates for consideration based on the above skills and experience assessment. Board committees will further stipulate in their terms of reference the specific skills/experiences or professional designations required for robust committee work.
- (c) No person who is not an individual, who is under 18 years old, has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property, who has been found to be incapable by any court in Canada or elsewhere, or who has the status of bankrupt shall be a Director. No person shall be eligible for election or appointment as Director unless at the time of



his or her election or appointment he or she is a Member of the Corporation entitled to vote and in good standing.

**Section 4.03 Term of Office.**

- (a) At each annual meeting, the Members shall elect Directors for three-year terms to fill the vacancies in the Board of Directors resulting from the expiry of the term of Directors previously elected.
- (b) An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.
- (c) Each Director shall be eligible for re-election for two further consecutive, three-year terms. No person may be a Director for more than nine consecutive years. Where a Director was appointed to fill an unexpired term of a Director such partial term shall be included in the calculation of the maximum years of service.
- (d) In case of vacancy on the Board of Directors, the Board shall fill by appointment within sixty (60) days, such vacancy so long as a quorum of Directors remains in office. The new Director shall serve the remainder of the unexpired term of the Director's predecessor.
- (e) A Director's term of office shall end on the day of the annual meeting of the Corporation in the year in which the term expires, at the moment of election of such Director's successor.

**Section 4.04 Resignation and Removal.** The office of a Director shall be vacated if:

- (a) the Director ceases to be a Member entitled to vote and in good standing;
- (b) the Director resigns his or her office by notice in writing to the Corporation;
- (c) the Members entitled to vote in an election of Directors remove the Director from office at any time, with or without cause, by ordinary resolution; or
- (d) the Director dies, becomes bankrupt or is found by a court to be incapable of managing property.

A Director is not entitled to give the Corporation a statement giving reasons for resigning or for opposing the removal of the Director if a meeting is called for that purpose.

**Section 4.05 Fees and Expenses.** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from the position as such, provided that Directors may be paid reasonable expenses incurred in the performance of their duties.

**Section 4.06 Regular Meetings.** Meetings of the Board shall normally be held on a monthly basis on a designated day each month, unless some other day is decided by the Board. At no time shall there be fewer than seven (7) meetings in any one year.

**Section 4.07 Special Meetings.** A special meeting may be held on the call of the Chair, or at the request of any five (5) Directors.

**Section 4.08 Virtual Attendance of Meetings.** If all the Directors have consented, a Board meeting or a meeting of a committee of Directors may be held by such telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in the meeting by those means is deemed to be present at the meeting.

**Section 4.09 Adjourned Meetings.** A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. No notice shall be required of any such adjournment. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

**Section 4.10 Notices.** The Secretary shall give notice of all meetings to each Director. Notice of a regular meeting of the Board shall be delivered to each Director at least five (5) calendar days before the meeting. Notice of a special meeting of the Board shall be delivered to each Director at least one (1) day before the meeting. Such notice shall in any case, state the purposes of the special meeting. Business transacted at all special meetings shall be confined to the subjects stated in the notice.

**Section 4.11 Conduct of Meetings.**

- (a) The Chair of a meeting of the Board shall be the Chair of the Corporation, or in his or her absence, the Vice Chair, or in his or her absence, a Chair elected by the Directors present.
- (b) All motions at meetings shall be decided by simple majority. Each Director is entitled to one (1) vote at a meeting of the Board, regardless of whether the Director is entitled to two (2) votes or (1) vote at a meeting of the Members.
- (c) The Chair may vote on any motion and when there is a tie, the motion is defeated.
- (d) The manner of voting shall be by show of hands, however, a vote shall be taken by secret ballot if such is requested by any Director present.

**Section 4.12 Quorum of Directors.** A quorum for the transaction of business at a Board meeting is a majority of the Directors entitled to vote at the meeting.

**Section 4.13 Errors and Omissions.** No inadvertent error or omission in giving notice of any meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat, or make void any business conducted thereat. The Board may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

**Section 4.14 Limitation of Liability.** Every Director and Officer of the Corporation, in exercising his or her powers and discharging his or her duties, shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, omissions, failures, neglects or defaults of any other Director, Officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach thereof.

**Section 4.15 Indemnity.**

- (a) Subject to the Act, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Director or Officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation may advance monies to a Director, Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 4.15(a). The individual shall repay the monies if he or she does not fulfill the conditions of Section 4.15(c).
- (c) The Corporation shall not indemnify an individual under Section 4.15(a) unless the individual (i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which he or she acted as a Director or Officer or in a similar capacity at the Corporation's request, and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
- (d) The Corporation shall also indemnify the individual referred to in Section 4.15(a) in such other circumstances as the Act or the law permits or requires. Nothing in

this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

**Section 4.16 Conflict of Interest.**

- (a) The Directors and Officers shall comply with the conflict of interest provisions of the Act and any policies.
- (b) No Director, and no spouse/partner, child, parent, sibling of a Director, and no spouse/partner of any such child, parent, sibling shall enter into any business arrangement requiring Board approval with the Corporation in which any one of them is interested directly or indirectly except on a written and competitive sealed quotation basis.
- (c) The Director so interested directly or indirectly shall declare any interest therein and shall not attend any part of a meeting during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.
- (d) Any Director who perceives a fellow Director to have a conflict of interest in a matter under consideration by the Board shall disclose the nature of that conflict to the Chair at the first opportunity. A vote shall be conducted by the Chair and a majority will determine whether a conflict of interest has been declared. In the event of a majority vote, the Director shall remove themselves from the meeting and from any further participation in the discussion.
- (e) Where a Director believes that there is a personal conflict of interest, whether or not specifically covered by the guidelines, the Director has an obligation to declare such conflict.
- (f) The minutes shall record any declared conflict of interest.

**Section 4.17 Confidentiality.** Board and committee members have a duty to protect the confidentiality of any information of a confidential nature received by the Board or its committees and to ensure that all such confidential information will be used only as authorized by the Board. Such confidential obligations shall continue after individuals cease to be Directors or members of committees.

**Section 4.18 Member Approval of Major Changes.** The Board, without the approval of the Members entitled to vote by ordinary resolution, shall not undertake any transaction or enter into any agreement that would have extraordinary major effects on the affairs or assets of the Corporation or which would change significantly the general nature of the Corporation.

**ARTICLE V**  
**Officers**

**Section 5.01 Positions and Election.** The Board shall elect the Officers of the Corporation annually at the first Board meeting following the annual meeting of the Corporation and shall include a Chair (who must be a Director), a Vice Chair (who must be a Director), a Treasurer and a Secretary. The Chair shall also be Chair of the Board for the purposes of the Act. The Board, in its discretion, may also elect other Officers who shall have such authority and shall perform such duties as the Board may prescribe from time to time. Any two or more offices may be held by the same individual.

**Section 5.02 Term.** Each Officer of the Corporation shall hold office until such Officer's successor is elected and qualified or until such Officer's earlier death, resignation or removal. Any Officer elected or appointed by the Board may be removed by the Board at any time with or without cause by resolution of the Board. Any Officer of the Corporation may resign at any time by giving written notice of their resignation to the Chair or the Secretary. Should any vacancy occur among the Officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

**Section 5.03 Chair.** The Chair shall have general supervision over the business of the Corporation and shall:

- (a) chair all meetings of the Board;
- (b) chair the Executive Committee;
- (c) chair the annual meeting of the Corporation;
- (d) report to the annual meeting of the Corporation concerning the operation of the Corporation;
- (e) represent the Corporation at public or official functions;
- (f) oversee the General Manager evaluation process which shall include a yearly performance review with recommendations;
- (g) perform such other duties as may from time to time be determined by the Board as per the volunteer description.

**Section 5.04 Vice Chair.** The Vice Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair, together with such other duties, if any, as may from time to time be determined by the Board.

**Section 5.05 Secretary.** The Secretary shall:

- (a) attend meetings of the Board and committees as required by the Board;
- (b) keep a record of the minutes of all meetings;
- (c) attend to correspondence;
- (d) prepare all reports required under any Act or Regulation of the Province of Ontario;
- (e) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act;
- (f) be the custodian of the seal of the Corporation;
- (g) perform such other duties as may from time to time be determined by the Board as per the volunteer description.

**Section 5.06 Treasurer.** The Treasurer shall:

- (a) be the custodian of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act;
- (b) submit a financial statement at each regular meeting of the Board indicating the financial position of the Corporation at the close of the preceding month;
- (c) have all the accounts audited by the auditor chosen by the membership at the annual meeting;
- (d) chair the Finance Committee;
- (e) review and approve the General Manager expenses based on existing policies;
- (f) perform such other duties as may from time to time be determined by the Board as per the volunteer description.

**Section 5.07 Past Chair.** The Past Chair shall perform such duties as may from time to time be determined by the Board as per the volunteer description.

**Section 5.08 General Manager** The Board shall appoint a General Manager of the Corporation who shall be paid at a rate to be recommended by the Executive Committee and set by the Board of Directors and who shall:

- (a) be responsible to the Board for the general administration, organization and management of the Corporation in accordance with policies established by the Board;
- (b) attend meetings of the Board and committees as required by the Board;
- (c) manage all employees of the Corporation;
- (d) be responsible for the payment of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget, or otherwise as may be established from time to time by the resolution of the Board; and
- (e) report to the Board any matter about which he or she should have knowledge.

**Section 5.09 Duties of Officers May be Delegated.** In case any Officer is absent, or for any other reason that the Board may deem sufficient, the Chair or the Board may delegate for the time being the powers or duties of such Officer to any other Officer or to any Director.

**Section 5.10 Vacancies.** In case there is a vacancy in any office of the Corporation, whether caused by failure to elect, resignation, or otherwise, such vacancy may be filled by vote of the Board at any regular or special meeting.

## **ARTICLE VI Standing Committees**

**Section 6.01 Committees.** The Board shall appoint the Chairs of the following standing committees:

- (a) Executive Committee;
- (b) Finance Committee;
- (c) Membership Committee;
- (d) Club Captain Committee;
- (e) Long Range Planning & Property Committee;
- (f) Greens Committee;
- (g) Curling Operations Committee.

**Section 6.02 Special Committees.** The Board may, at any meeting, appoint such special committee(s) as it may determine advisable and name the Chair and prescribe its terms of reference.

**Section 6.03 Committee Dissolution.** The Board may, by majority resolution, dissolve any committee at any time.

**Section 6.04 Terms of Reference.** The Board shall approve terms of references for all committees. The terms of reference for all committees shall be contained in the Board Policy Manual.

**Section 6.05 Executive Committee.**

- (a) The Executive Committee shall include the Chair, who shall be the Chair of the Executive Committee, the Vice Chair, the Treasurer, the Secretary and the Past Chair.
- (b) The Chair, the Vice Chair, the Treasurer, the Secretary and the Past Chair shall nominate Directors to serve as Officers and additional members of the Executive Committee and shall recommend these to the Board at the first Board meeting following the annual meeting.
- (c) On a motion of the Board at its last meeting before the summer, the Executive Committee may be empowered to act as the Board for the summer and shall report back to the Board on any actions taken at the first Board meeting in the fall.
- (d) The Executive Committee shall oversee the General Manager performance evaluation process and report to the Board prior to each annual meeting with recommendations including salary and any potential bonus.
- (e) Despite Section 6.05(c), the Directors may not delegate the following powers:
  - i. To submit to the Members any question or matter requiring the approval of the Members;
  - ii. To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;
  - iii. To appoint additional Directors;
  - iv. To issue debt obligations except as authorized by the Directors;
  - v. To approve any financial statements under Section 83 of the Act;
  - vi. To adopt, amend or repeal By-laws; or
  - vii. To establish contributions to be made, or dues to be paid, by Members.

**Section 6.06 Audit Committee**

The following provisions shall apply to any Audit Committee:



- (a) A majority of the members of the Audit Committee must not be Officers or employees of the Corporation or of any of its affiliates;
- (b) The Audit Committee shall review the Corporation's financial statements before they are approved by the Directors; and
- (c) The auditor or person appointed to conduct a review engagement is entitled to notice of the time and place of any Audit Committee meeting.

## ARTICLE VII Finance

**Section 7.01 Auditor.** The Corporation shall, at each annual meeting, appoint an auditor, who shall be independent of the Corporation, its affiliates, and the Directors and Officers of the Corporation and its affiliates, and who must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004* (Ontario), to hold office until the next annual meeting of the Corporation.

**Section 7.02 Auditor's Powers and Duties.** The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

**Section 7.03 Financial Year.** The fiscal year of this Corporation shall be October 31.

**Section 7.04 Banking.** The General Manager and finance staff or the Chair, or Vice Chair, or Treasurer, jointly are hereby authorized for and in the name of the Corporation:

- (a) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and order for payment of money;
- (b) to receive all monies and to give a quittance for the same;
- (c) subject to the approval of the Board, to assign and transfer to the bank of the Corporation all or any stocks, bonds and other securities;
- (d) generally, for and in the name and on behalf of the Corporation, to transact with the said bank any business they may think fit.

**Section 7.05 Banking Authority.** Any Officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized or may be authorized on behalf of the Corporation:

- (a) To negotiate with, deposit with, endorse or transfer to the said bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable papers;
- (b) From time to time, to arrange, settle, balance, and certify all books and accounts between the Corporation and the said bank;

- (c) To receive all paid cheques and vouchers;
- (d) To sign the said bank's form of settlement of balances and release.

**Section 7.06 Borrowing Power.**

The borrowing power of the Corporation pursuant to any By-law passed and confirmed in accordance with Section 17 of the Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Corporation shall not be so limited if it borrows on the security of real or personal property.

The Directors may, without authorization of the Members,

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

**Section 7.07 Investments.**

- (a) The Board, the Treasurer, the Finance Committee and their delegates shall invest the Corporation's money in accordance with the Corporation's Investment Policy.
- (b) The Board may invest only in securities authorized by the *Trustee Act* (Ontario) all endowment monies bequeathed in trust to the Board for the use of the Corporation and all Corporation monies not required for operating expenses.
- (c) The Board may, in its discretion, retain investments not authorized by the *Trustee Act* (Ontario) which are given or bequeathed, to the Corporation specifically designated in specie.

**Section 7.08 Endowments and Trusts.**

- (a) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or for the use of the Corporation.
- (b) No benefit given, devised, or bequeathed in trust to or for the use of the Corporation for endowment purposes shall be used as surety, transferred, or assigned to obtain credit or to receive funds.

**Section 7.09 Signing Officers.**

- (a) All cheques shall be signed by any two (2) of the Chair, Vice Chair, Treasurer or General Manager or the controller of the Corporation.
- (b) All contracts, agreements, conveyances, mortgages, or other documents, as may be required and as authorized by the Board, shall be signed by any two (2) of the Chair, Vice Chair, Treasurer, General Manager or the controller and the corporate seal shall be affixed.
- (c) Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

**Section 7.10 Deposit of Securities for Safekeeping.** The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn only in accordance with the Corporation's Investment Policy. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

**Section 7.11 Bonding.** Directors, Officers and employees of the Corporation, as the Board may designate and if designated, shall secure from a guarantee company a bond of fidelity in an amount approved by the Board. At the discretion of the Board, the requirements may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy of insurance. The Corporation shall pay the expense of any fidelity bond or insurance policy secured under this Section.

**ARTICLE VIII  
Amendment and Repeal**

**Section 8.01 Amendment.** Subject to the Act and the Articles and any resolution of the Board and the Members, the Board may, by resolution, make, amend or repeal any By-law. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next annual meeting where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. Such By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next annual meeting or if it is rejected by the Members at the meeting.

**Section 8.02 Repeal.** All previous By-laws of the Corporation are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any By-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made under, or the validity of any Articles or

predecessor charter documents of the Corporation obtained under, any such By-law before its repeal. All Officers and persons acting under the provisions of this By-law, and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

*(Signature page follows)*

DRAFT

**ENACTED** by the Board effective the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Chair of the Board

\_\_\_\_\_  
Secretary

**CONFIRMED** by the Members effective the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Secretary

DRAFT

## Appendix 1 – List of Voting Member Categories

Immediately on corporate restructuring, and further approved annually by the Board of Directors, the list of Voting Members are as follows based on the current member categories:

<b>Legacy Voting Members</b>	<b><u>Golf Membership</u></b> Full Men (2) Full Lady (2) Couple (2) Young Adult 31-40 (2) Young Adult 26-30 (2) Intermediate 19-25 (2) Super Senior (2) Corporate (2) Flex (2) Non-Resident (2) Learn to Golf (2)  <b><u>Curling Membership</u></b> Adult 2+ Leagues (2) Adult 1 League (2) Trial 2+ Leagues (2) Trial 1 League (2) Fall 2+ League (2) Fall 1 League (2) Winter 2+ Leagues (2) Winter 1 League (2)
<b>Regular Voting Members</b>	<b><u>Golf Membership</u></b> Full Men (1) Full Lady (1) Couple (1) Young Adult 31-40 (1) Young Adult 26-30 (1) Intermediate 19-25 (1) Super Senior (1) Corporate (1)  <b><u>Curling Membership</u></b> Adult 2+ Leagues (1) Adult 1 League (1) Trial 2+ Leagues (1) Trial 1 League (1) Fall 2+ League (1) Fall 1 League (1) Winter 2+ Leagues (1) Winter 1 League (1)