



# **BREEZY BEND COUNTRY CLUB**

## **BY-LAWS**

AS AMENDED TO DECEMBER 1998

REVISED DECEMBER 2000

REVISED DECEMBER 2002

REVISED JANUARY 2007

REVISED JANUARY 2009

REVISED JANUARY 2013

REVISED JANUARY 2016

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Breezy Bend Country Club

(the 'Club')

## **By-Law No. 1 (1998)**

### GENERAL BY-LAW

Being a general By-law relating to the Regulation of the business and affairs of the Club

The following is hereby enacted as a By-law of the Club:

#### **ARTICLE I – SHAREHOLDERS**

1. All right, title and interest in the Club property assets and effects shall be retained exclusively for shareholders, and shareholders shall alone have the right to attend and vote at business meetings of the Club and shall alone be entitled to be elected Governors of the Club.
2. A shareholder must maintain a membership in accordance with Article II and a shareholder shall not be entitled to any of the privileges of the Clubhouse or grounds unless and until such person has become a Member of the Club pursuant to the By-laws, rules and regulations of the Club whereupon the shareholder's entitlement shall be in accordance with the privileges accorded the shareholder's membership category.

#### **ARTICLE II - MEMBERSHIP**

1. MEMBERSHIP - Categories of Membership in the Club shall be determined each year by the Board of Governors with the assistance of the Membership Committee. Qualification for and admittance to each membership category shall be determined by the Board of Governors. Each membership category may have restricted golf course privileges based on age, annual fees or other factors as determined by the Board of Governors from time to time.

(Revised October 3, 2023)

2. AGE - For the purpose of this Article, age shall be determined as of March 1.
3. BOARD OF GOVERNORS - Only Members who are holders of a share of the capital stock of the Club can be elected to the Board of Governors.
4. ORDINARY MEMBER - An ordinary member of the Club shall consist of each member, who having reached nineteen (19) years of age, is a holder of a share of the capital stock of the Club or whose family member is a holder of a share of capital stock of the Club, who has been approved by the Board of Governors as provided in Article V and who has made payment of the applicable membership category fees.

(Revised January 12, 2016)

5. INACTIVE MEMBER - There shall be three classes of Inactive Membership:

(Revised October 3, 2023)

- a) A member who has ceased to reside within three hundred (300) kilometers or less from the City of Winnipeg and within ninety (90) days thereafter indicates, in writing, to the Board of governors that they will henceforth be making only infrequent use of the Club, may make application to the Board of Governors to become an Inactive Member.
  - b) An Inactive Member, upon taking up residence in the City of Winnipeg or within three hundred (300) kilometers thereof, and upon written request to the Board of Governors within ninety (90) days of their so taking up residence, shall be reaccepted to Ordinary Membership forthwith without payment of any further entrance fee. Failing such request within ninety (90) days, such right of inactive membership and right of re-entry shall terminate.
  - c) A member may request inactive status for health reasons that may prevent them from golfing or attending the Club for an extended period of time.  
(Revised October 3, 2023)
  - d) A member may apply for inactive membership status at any time. The application must be in writing to the Board of Governors and outline the reason(s) for such application. Upon approval by the Board of Governors, the Member will be responsible for the fee, as determined by the Board of Governors, that is applicable to each application. Upon the Board of Governors, by resolution approving of their application but subject to payment of all assessments that may be assessed or charged against the Inactive Member from time to time by the Board of Governors, they shall become an Inactive Member.  
(Revised October 3, 2023)
  - e) The spouse or child of any member approved for Inactive membership may continue to hold their existing membership by paying the applicable fees.
  - f) An Inactive Member shall pay annual dues and green fees in such amounts as shall be determined by the Board of Governors from time to time and shall thereby be entitled to all the privileges of the Club except the right of election to the Board of Governors. The Board of Governors shall determine the number of golf games Inactive members are entitled to play during any golf season by virtue of being an Inactive Member.
  - g) Annual written application must be made to maintain an Inactive Membership status.
6. CLUBHOUSE MEMBER - There shall be two classes of Clubhouse Membership, all of which shall enjoy all the privileges of the Club except the right to play golf (except as a guest in accordance with Article III) which classes shall be as follows:  
(Revised October 3, 2023)  
(Revised March 9, 2024)

- a) The spouse/companion of Members who have paid dues as determined by the Board of Governors from time to time may be granted a Clubhouse Membership without payment of any additional fees.
- b) A person may apply for a Clubhouse Membership and upon approval of the Board of governors and payment of the applicable membership fee for this category be granted a Clubhouse Membership. This shall include applicants on the waiting list.  
(Revised October 3, 2023)  
(Revised March 9, 2024)

Becoming a Clubhouse member shall not change the prospective member's priority on the waiting list for entry into the desired membership category.

(Revised March 9, 2024)

7. HONORARY LIFE MEMBER - As a mark of respect and appreciation, the Board of Governors may, with the approval of ninety percent (90%) of its number, confer on any person the right and distinction of being an Honorary Life Member. Such right may be conferred in view of services rendered to the Club or for such other good reason as meets with the approval of the Board of Governors. Such membership shall be without dues and shall embrace all the privileges of the Club except the right of election to the Board of Governors.

### **ARTICLE III – GUESTS**

1. A member may introduce friends as guests to the Club. Limited golfing privileges will be extended to those registered guests upon payment by the Member/Guest of such green fees as shall be set forth by the Board of Governors from time to time.
2. Guests of the Club as set forth in the preceding paragraph must at all times be accompanied at the Club by the Member introducing them, the member shall sign the register, and shall be responsible for such guests and their behaviour and for all debts, liabilities and engagements incurred or entered into by such guests with the Club.
3. Guests may be introduced by the General Manager for the purpose of promotion or recruitment.  
(Revised March 9, 2024)
4. Notwithstanding the foregoing, the admission of guests to the Club as aforesaid may be restricted at any and all times at the discretion of the Board of Governors and an additional admission fee for guests may be fixed by the Board of Governors for any occasion or period the Board may determine.
5. The Board of Governors and the General Manager shall be allowed to open the Club to unaccompanied guests during the offseason (November 1 to March 31), who wish to utilize the Clubhouse dining facilities.  
(Revised October 3, 2023)

#### **ARTICLE IV - RECIPROCAL PRIVILEGES**

The Board of Governors shall have power from time to time to arrange for a reciprocal exchange of privileges with such other Clubs as it considers desirable and upon such terms as may be mutually agreed with such other Clubs. The Board of Governors defers the negotiation of such agreements to the discretion of the General Manager.

(Revised March 9, 2024)

#### **ARTICLE V - APPLICATION AND ELECTION**

1. Applications for membership shall be in writing and in such form as the Board of Governors shall from time to time determine. Membership applications are submitted to the General Manager, who will then forward the application to the Membership Committee. After further review, the application will be presented to the Board of Governors for final approval. Application for membership shall in all cases be accompanied by such entrance fee, if any, as may from time to time be fixed by the Board of Governors in accordance with Article VI of this By-Law.

(Revised April 12, 2021)

2. The Board of Governors shall have the power to approve or reject the applications for membership if, at its discretion, it determines it is in the best interests of the Club.

(Revised October 3, 2023)

3. In the event that the class of membership applied for is filled, the names of applicants shall be entered on the waiting list in the order in which the applications are received by the General Manager. Vacancies occurring in any membership category will be allocated to the applicant whose name has been on the waiting list the longest except as provided in Article II.

(Revised October 3, 2023)

4. Upon the approval of any person as a Member, they shall be notified in writing, and upon payment of the entrance fee and annual fees as and when due but not before, such person shall be entitled to such privileges of the Club as the category of membership provides.

5. All Members must immediately notify the Secretary of any change of address. Failure to do so shall be deemed a waiver of the notice called for under the By-Laws and rules of the Club.

#### **ARTICLE VI - FEES AND TRANSFERS**

1. The fees payable and categories shall be such as may be determined by the Board of Governors from time to time.

2. The Board of Governors may determine that an entrance fee shall be payable upon application for shareholder membership.

(Revised October 3, 2023)

3. All annual fees shall be paid according to the payment structure as set out by the Board of Governors each year.

(Revised April 12, 2021)
4. No transfer of any share of the Club shall be made except with the approval of the Board of Governors; all shares shall be transferred on the books of the Club in such manner and subject to such restrictions and regulations as may be imposed by the By-Laws of the Club.
5. When a shareholder transfers their share (except when transferring to a spouse included in a family or spousal membership), such shareholder shall thereupon cease to be a member of the Club and cease to be entitled to enjoy the privileges and activities of the Club whether or not annual fees for the year may have been paid. The Board of Governors may refuse to register or approve the transfer of a share from a shareholder or their estate if the transferee already owns a share or if the Board of Governors, in its discretion, determines it is not in the best interests of the Club to so do.

(Revised March 8, 2024)
6. When a shareholder who has paid their annual fee for the year, transfers their share to any person and the transferee is elected a member, such transferee shall not be required to pay an annual fee until such time as they renew their membership the following year.

(Revised October 3, 2023)
7. Statements of the accounts of Members for any indebtedness incurred shall be rendered monthly on the last day of the month in which they were incurred and shall become due and payable on the 15<sup>th</sup> day of the succeeding month. Such statements may be rendered in electronic form and made available to members via the Club's account management software system. The statements may be sent via electronic mail, dependent on the capabilities of such system.

(Revised October 3, 2023)
8. In the event that any member fails to pay their annual dues by the deadline established by the Board of Governors as documented in the Breezy Bend Policy Manual the member shall be subject to a late fee added on to the annual dues as may be determined by the Board of Governors from time to time and shall automatically lose all privileges of the club. Such loss of privileges to remain in force until payment of all arrears has been received. In the event payment has not been made by March 15 the member shall be deemed to have left the Club. Notification will be provided to the member by ordinary mail or electronic mail at the member's last known address.

(Revised October 3, 2023)  
(Revised March 9, 2024)
9. In the event that any member fails to pay any other indebtedness to the club within 60 days of the end of the month in which the indebtedness was incurred, the General Manger shall have the right upon notification to the member, to suspend the privileges of the member until satisfactory arrangements have been made to retire the indebtedness by the member. Interest, at a rate established by the Board of Governors from time to time, will be charged on accounts that are 30 days or more overdue.

(Revised October 3, 2023)

10. All rights of membership of any Member and all their right, title and interest and claim in and to any and all of the privileges and rights of the Club shall cease upon the death, resignation, dismissal or expulsion, of such Member, and if a shareholder ceases to be a Member of the Club by resignation, dismissal or expulsion, they or in the case of death, their personal representative, shall have no right to attend shareholders' meetings or to vote thereat or take any part in the management or control of the affairs of the Club or to membership therein unless duly elected.
11. Each year a representative of the Club shall mail or send by electronic mail to the last known address of each shareholder a statement setting forth the annual fees payable by such shareholder for the coming season, and unless such shareholder gives notice to the Secretary within 30 days, in writing, of change in registration, the fees so set forth shall be payable by such shareholder accordingly. The Club may choose to provide such statements electronically while at the same time providing instructions to the member on how to complete the registration process.

(Revised October 3, 2023)

12. All debts, which shall include the annual fee, liabilities and engagements due to and subsisting with the Club by or on the part of any and every shareholder shall at all times and in all cases be a first and paramount lien on each and every share of such shareholder and the Board of Governors may and they are hereby empowered to sell and dispose of such share or shares, either wholly or in part, as the case may seem to require, by way of or towards satisfaction of such debts, liabilities or engagements. Such sale may be made by tender or privately, and the Secretary or Treasurer for the time being is authorized and empowered to transfer any share so sold to the purchaser, whereupon such transferee shall become the absolute owner of such share. The Board of Governors may refuse to register a transfer of any share or shares upon which the Club has a lien.
13. In the event of the death of a shareholder or other reason to transfer their share to their spouse or child, the General Manager shall have the right to waive or to refund a part or all of the membership fee deemed to be unused by the shareholder. The transfer fee of the shareholder's share may be waived or reduced if transferred to the shareholder's spouse or child.

(Revised October 3, 2023)

#### **ARTICLE VII - GENERAL**

1. The Club shall not be responsible for any damage or injury or loss of property happening to any shareholder or to any member of the Club or to any guest or visitor taken or introduced to the Club premises, whether such damage, injury or loss happened by reason of the negligence or otherwise of the Club, its officers, employees, servants or agents, or of any other person, and every member of the Club and every guest or visitor taken or introduced to the Club shall use the Club premises at their own risk.
2. Except as hereinafter otherwise expressly stated or as authorized by resolution of the Board of Governors, no Member shall receive any profits, salary or emolument from the Club.



This rule shall not prevent any member of the Club from selling to, or purchasing from the Club any property, goods, stock or any securities for money. Provided, further, that the Board of Governors or General Manager shall have the power to engage any shareholder Member of the Club and to pay them such salary or salaries or other remuneration as the Board of Governors may deem advisable.

(Revised October 3, 2023)

3. Unless pursuant to permission granted as authorized in paragraph 6 of this Article, no Member of the Club as hereinbefore defined, shall have, bring or consume, or shall cause or procure to be had, brought or consumed, in, on, upon or about the premises of the Club, or any part of parts thereof, any liquor or cannabis products of any nature or kind which is intoxicating. Any member committing a breach of this Section may be disciplined by the Board of Governors and may be suspended for such period as the Board of Governors in its absolute discretion may determine, and any such Member committing a breach of this Section on any further occasion or occasions in the absolute discretion of the Board of Governors may either be suspended for such period as they may determine or be expelled from the Club. The terms "liquor" and "cannabis products" where used in these By-Laws shall be as described in the Manitoba Liquor, Gaming and Cannabis Control Act.

(Revised March 9, 2024)

4. Unless pursuant to permission granted as authorized in paragraph 6 of this Article, no Member of the Club as hereinbefore defined shall knowingly allow any guest or visitor of such Member to have, bring, or consume, or to cause or procure to be had, brought or consumed in, on, upon or about the premises of the Club any liquor or cannabis products. Any Member committing a breach of this Section may be disciplined by the Board of Governors and may be suspended for such period as the Board of Governors in its absolute discretion may determine, and any such Member committing a breach of this Section on any further occasion or occasions shall on each such further occasion or occasions in the absolute discretion of the Board of Governors either be suspended for such period as they may determine or be expelled from the Club.

(Revised March 9, 2024)

5. In case any guest or visitor as hereinbefore defined by these by-laws, shall have, bring or consume, or shall cause or procure to be had, brought or consumed, in, on, upon or about the premises of the Club, or any part or parts thereof, any liquor or cannabis products as aforesaid, contrary to the provisions of this Article, the Board of Governors may in its discretion prohibit any such guest or visitor from entering upon or using the premises of the club in any manner whatsoever for such period as the Board of Governors may determine.

(Revised March 9, 2024)

6. Notwithstanding the foregoing, the Board of Governors may authorize the appropriate officers of the Club to obtain a banquet permit under "The Liquor, Gaming and Cannabis Control Act" allowing liquor to be served at special functions and may serve and permit Members or their guests to consume liquor at such functions in the Club premises. Notwithstanding the forgoing, Members and their guests may purchase and consume

liquor in such areas of the Club as are licensed under “The Liquor, Gaming and Cannabis Control Act” of Manitoba.

(Revised March 9, 2024)

7. In case the conduct of any Member as hereinbefore defined either in or out of the Club premises, shall in the opinion of the Board of Governors be injurious to the character, interest or good order of the Club, the Board of Governors may request such Member to resign, and if they consent, an appropriate portion of the annual fee of the current Club season, if paid, shall be returned, but if they do not resign within fourteen (14) days from the date of such request, the Board of Governors may by resolution suspend or expel the offending member who shall thereupon cease to be a Member of the Club. The suspended or expelled Member shall have the right to appeal against the decision of the Board of Governors in writing. Such appeal shall be reviewed by the Executive Committee of the Board of Governors, in accordance with Article VIII, and the General Manager. The Committee may meet with the Member to discuss the appeal further. Their decision shall be final.

(Revised March 9, 2024)

#### **ARTICLE VIII – MANAGEMENT**

1. The Club shall be managed by a board consisting of up to fifteen (15) Shareholders which board shall be known as the “Board of Governors”. Shareholders shall be elected at each annual general meeting to serve a two (2) year term on the Board of Governors. The Governors shall continue in office until their successors are elected. Any vacancies occurring on the Board of Governors during the year may be filled from among the shareholders, and such shareholder so appointed shall act until the term of the member whose vacancy they are filling has expired.

(Revised January 15, 2007)

(Revised January 12, 2009)

(Revised January 14, 2013)

2. The Club may at any Special or Annual Meeting of shareholders by resolution remove any Governor before the expiration of their period of office, and may appoint another person in their stead to fill the balance of their term.
3. At all meetings of the Board of Governors, five shall form a quorum.
4. The Board of Governors may by resolution from time to time make regulations not consistent with these By-Laws to carry out the powers conferred upon it by “The Corporations Act”, and this By-Law.
5. At the first meeting of the Board of Governors after the Annual General meeting, the new board shall be introduced. The President, Vice-President, Treasurer, and Secretary shall comprise the Executive Committee which convenes at the call of the President. The Executive Committee shall have such powers of the Board as may be conferred upon it by the Board save and except the power to amend the By-laws.

(Revised January 15, 2007)

6. Regular meetings of the Board of Governors shall be called from time to time upon notice by the Secretary. Special meetings of the Board may be called by the President or a Vice-President at any time, and shall be called by any of them upon written request of three members of the Board of Governors. Notice of Special Meetings shall be given either personally or by email to all members of the Board of Governors at least twenty-four (24) hours previous to the holding thereof, and in such notice the time and place of holding the same, and the general nature of the business to be transacted shall be stated.

(Revised March 9, 2024)

7. Notwithstanding the foregoing, a meeting of the Board of Governors may be held at any time and place without any notice of same if all the governors are present thereat, or if the absent Governors signify their assent in writing via email to such meeting and their inability to attend, or ratify in writing the proceedings at such meeting and the resolutions and by-laws passed thereat. Provided further that if it shall be deemed expedient or necessary, any meeting of the Board of Governors may be properly called by a notice given to the Governors by telephone or otherwise at least one (1) hour previous to the time appointed for holding such meeting. Provided further that it shall not be necessary to give any notice of any Board of Governors meeting to any Governor who is at the time temporarily absent from Metropolitan Winnipeg.

(Revised March 9, 2024)

8. If all the Governors consent, a Governor may participate in a meeting of the Board of Governors by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Governor participating in the meeting by that means is deemed, for the purpose of The Corporations Act, to be present at the meeting.

9. Motions raised by any Governor at any meeting of Governors shall be decided by a majority of votes, The chairman of the meeting shall not have a vote on any such questions except in the event of an equality of votes, the chairman of the meeting shall have a casting vote as if they were a Governor only and not chairman of the meeting.

(Revised March 9, 2024)

10. A Governorship shall automatically become vacant by reason of death, resignation, bankruptcy or judicial determination of mental incompetency. Additionally any Governor is subject to removal from office by reason of just cause, including any failure to attend and without prior notice to and permission from the Board, three consecutive meetings of the Board of Governors. The following procedure must be followed in order to remove a Governor from office for just cause:

- a) a motion to remove for cause must be presented at the meeting of the Board prior to the meeting at which the motion is to be considered
- b) the Governor who is the subject of the motion shall receive notice of the motion and the date of the meeting at which the motion will be considered

- c) the meeting at which the motion is considered must have a quorum exclusive of the Governor who is the subject of the motion and the Governor who made the motion
- d) neither the Governor who is the subject of the motion nor the Governor who made the motion shall vote on the motion
- e) the motion to remove shall be voted on by secret ballot and shall require a two thirds (2/3) majority for passage

(Revised March 9, 2024)

11. The Board of Governors may from time to time hire a General Manager or Manager and may delegate to them authority to manage and direct the business and affairs of the Club (except such matters as by law must be transacted or performed by the Board of Governors and/or by the shareholders). The General Manager or Manager shall conform to all lawful orders given to them by the Board of Governors and shall provide to the Governors or any of them all information which may reasonably be required regarding the business and affairs of the Club.

#### **ARTICLE IX - MEETINGS OF SHAREHOLDERS**

1. The Annual Meeting of Shareholders shall be held at the Clubhouse or at such other place as the Board of Governors shall direct on the call of the Board of Governors not later than the 31st day of April at 8:00 o'clock p.m. Not less than twenty one (21) days' notice of the Annual Meeting, and the place of holding same, shall be given by standard or electronic mailing notice to the Shareholders at the addresses or email addresses mentioned in the register of shareholders kept for that purpose.

(Revised April 12, 2021)

2. Unless a shareholder shall have notified the Secretary, in writing, of a more specific address, it shall be sufficient to state Winnipeg as the proper post office address. In addition to the notice calling the meeting there shall be included the report from the nominating committee and a notice of the time at which the nominations for election to the Board of Governors shall close. No Shareholder shall be entitled to more than one vote. Votes may be given personally or by proxy. At the annual and all other meetings of the shareholders a quorum shall be not less than twenty (20) shareholder members present in person at such meeting. No business shall be transacted at any meeting unless the quorum requisite be present at the commencement of the business.

(Revised January 12, 2009)

(Revised January 9, 2017)

3. Special General Meetings of the Shareholders may be called at any time (a) by the President; (b) on resolution of the Board of Governors; (c) on written requisition to the President signed by not less than twenty (20) shareholders in good standing.
4. The order, requisition or resolution shall specify the general nature of the business to be transacted at such Special General Meetings. It shall be the duty of the President on receipt of such resolution or requisition to cause a Special General Meeting to be called by the Secretary of the Club. If the President should refuse, neglect or be unable to call

- such meeting, the Governors voting for such resolution or the shareholders signing such requisition, as the case may be, may at the expiration of seven (7) days after the President has been notified of such resolution or requisition, themselves call such meeting or cause the same to be called by the Secretary of the Club.
5. Three (3) days notice of all general meetings of the shareholders, except the Annual Meeting, shall be given by standard or electronic mailing to the shareholders at the address mentioned in the register of the shareholders to be kept for that purpose. Unless the shareholder shall have notified the Secretary in writing of a more specific address it shall be sufficient to state Winnipeg as the proper post office address.  
(Revised April 12, 2021)  
(Revised March 9, 2024)
  6. At all meetings of Shareholders, every motion shall be decided, in the first instance, by show of hands unless a poll thereon be required by the chairman or be demanded by any Shareholder present or represented by proxy and entitled to vote. Upon a show of hands, every person present and entitled to vote shall have one vote. After a vote by a show of hands has been taken upon any motion, any shareholder present or represented by proxy and entitled to vote may then demand a poll thereon. Whenever a vote by a show of hands shall have been taken upon a motion, unless a poll thereon be so demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried, and an entry to that effect in the minutes of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against any resolution or proceeding in respect of the said question.  
(Revised March 9, 2024)
  7. Every motion at any meeting will be decided by a majority of votes, unless any by-law requires otherwise. If the vote is tied, a second vote will be called. If the vote remains tied, the motion will be defeated.  
(Revised March 9, 2024)
  8. All meetings of the Club and of any Committee of the Club shall be ruled by Robert's Rules of Order, Newly Revised.

#### **ARTICLE X - ELECTIONS**

1. The Past President shall chair a Nominating Committee which shall consist of three (3) Shareholder Members of the Club in good standing.  
(Revised January 15, 2007)
2. The Nominating Committee shall select from the members of the Club, in good standing, a sufficient number of candidates to fill the vacancies on the Board (having first obtained their consent to be nominated).
3. The Nominating Committee shall make a report in writing to the Secretary of the Club setting out the names of such candidates not less than 21 days before the Annual Meeting.  
(Revised March 9, 2024)

4. In addition to the power of nomination hereby granted to the Nominating Committee, any two members of the Club in good standing may nominate any member in good standing for election by a letter in writing addressed to the Secretary, provided that the member so nominated must endorse their consent to nomination upon the said letter.
5. All such nominations must be filed with the Secretary of the Club, at the offices of the Club, 21 days before the Annual Meeting, and no nominations shall be received after such time.

(Revised March 9, 2024)

6. Nominations shall close not less than fourteen (14) days prior to the Annual General Meeting.

(Revised March 9, 2024)

7. As soon as the time for nominations has elapsed (provided that more nominations have been received than there are Governors to be elected), the Board of Governors shall cause a ballot to be prepared containing the names of those selected by the Nominating Committee, together with all those nominated by the members at large under paragraphs (4) and (5) hereof, and such ballot shall be the ballot used at the Annual Meeting of the Shareholders.

#### **ARTICLE XI – DUTIES OF OFFICERS**

1. The President, and in their absence a Vice-President, shall preside at all meetings of the Club and of the Board of Governors. In their absence from any meeting, the shareholders or the Board of Governors may elect its own presiding officer. The President with the Secretary sign all deeds, conveyances, share certificates, or other instruments required by law to be executed under seal, and shall exercise such power as may from time to time be prescribed by the Board of Governors. In the absence or inability of the President, a Vice-President shall perform the duties and exercise the powers of the President. In the absence of the Secretary any other Governor may exercise the powers of the Secretary.
2. The Secretary shall keep a record of the proceedings of the meetings of the Club and of the Board of Governors. They shall have the custody of the seal of the Club and shall sign with the President all instruments required by law to be executed under seal and shall affix the seal thereto. They shall keep a register of shareholders, shall be custodian of the Club's books, documents and papers. The Board of Governors may, if deemed necessary, provide for and appoint an assistant Secretary and/or Club Manager, prescribe their duties and fix their compensation.
3. The Treasurer shall receive the moneys of the Club, and keep an account of the same. They shall deposit all the Club moneys in the bank to be selected by the Board of Governors in the name of the Club. They shall make a report to the Club at the annual meeting and to the Board of Governors from time to time as required. The Board of Governors may if it deems necessary, appoint an Assistant Treasurer, prescribe their duties and fix their compensation.

### **ARTICLE XII – SEAL**

The Club shall have a corporate seal of the design impressed on the margin of these By-Laws.

### **ARTICLE XIII – BANK ACCOUNT**

1. The Club's bank account shall be kept in such chartered bank(s) or credit union(s) as the Board of Governors may by resolution from time to time determine. Cheques on the Club's bank account, drafts drawn or accepted by the Club and promissory notes given by it may be signed, drawn or accepted, as the case may be by such officers or persons as the Board of Governors may by resolution from time-to-time name for the purpose.  
(Revised January 15, 2007)

2. Bills of exchange, promissory notes, cheques, electronic transfers, or orders for money may be endorsed for deposit to the credit of the Club's bank account by such officer or person as the Board of Governors may by resolution from time-to-time name for that purpose.

(Revised April 12, 2021)

### **ARTICLE XIV – FISCAL YEAR**

The fiscal year of the Club shall end on the 31<sup>st</sup> day of October in each year.

### **ARTICLE XV – HEAD OFFICE**

The Head Office of the Club shall be in the Rural Municipality of Headingley at such location as the Board of Governors may by resolution determine.

### **ARTICLE XVI – AMENDMENTS**

The Board of Governors shall have power to alter or amend these By-Laws, and to enact new By-Laws, but every such By-Law and every repeal, amendment and re-enactment thereof, unless in the meantime confirmed at a general meeting duly called for that purpose, shall only have force until the next Annual Meeting. All By-changes changes made by the Board of Governors must be ratified At the Annual Meeting to remain in force.

(Revised April 12, 2021)

### **ARTICLE XVII – DISSOLUTION**

Upon its liquidation, winding-up or dissolution, and after payment of all debts and liabilities, and after repayment to its Shareholders of all the paid up capital of all issued and outstanding shares in the Club, the Club shall pay or transfer all remaining property and assets of the Club to the Shareholders of record at that time providing they are not in default in the payment of any monies due to the Club, whether on account of membership fees, special assessments or levies, accounts incurred for the purchase of goods and services or otherwise.

(Revised December 11, 2000)

### **ARTICLE XVIII – CAPITAL STOCK**

No shareholder shall hold or own more than one share in the capital stock of the Club and the Board of Governors shall not approve any subscription or transfer of any share or shares in the capital stock in the Club in contravention of the foregoing.

### **ARTICLE XIX – INTERPRETATION**

In this and any other by-law, the following rules apply unless the context indicates otherwise:

- (a) Singular words include the plural.
- (b) Gender specific words are to be taken as gender neutral.
- (c) Reference to persons includes corporate entities.
- (d) Reference to any by-law, statute or law includes any later amendment or reenactment of the by-law, statute, or law
- (e) In writing notification or mail, includes electronic or hard copy.

(Revised April 12, 2021)

(Revised March 9, 2024)



Effective as of the date of enactment hereof, By-Law No. 1 of the Club, as supplemented and as amended from time to time, is hereby repealed and replaced.

ENACTED THIS 15<sup>th</sup> day of April, 2024

WITNESS the corporate seal of the Club

David Kazina  
President

Tom Reimer  
Vice President

Keith Pitzel  
Treasurer

Mike Moore  
Secretary

## BY-LAW NO.2 (1990)

1. The Board of Governors may and they are hereby authorized from time to time to:
  - (a) borrow money upon the credit of the Club;
  - (b) limit or increase the amount to be borrowed;
  - (c) issue bonds, debenture stock or other securities of the Club;
  - (d) pledge or sell such bonds, debentures, debenture stock or other securities for such sums and at such prices as may be deemed expedient;
  - (e) mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Club to secure any such bonds, debentures, debenture stock or other securities or any money borrowed or any other liability of the Club;
  - (f) give indemnities to any Governor or other person who has undertaken or is about to undertake any liability on behalf of the Club to secure such Governor or other person against loss by giving them a mortgage or charge upon the whole or any part of the real or personal property of the Club by way of security;
  - (g) authorize any Governor or Governors, Officer or Officers, employee of the Club or other person or persons, whether connected with the Club or not, to sign, execute and give on behalf of the Club all documents, agreements and promises necessary or desirable for the purposes aforesaid.
2. The Governors may from time to time by resolution delegate to the President and the Secretary or to any two Officers of the Club (including the President or Secretary) all or any of the power conferred on the Governors by paragraph 1 of this By-Law to the full extent thereof or such lesser extent as the Governors may in such resolution provide.
3. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Club possessed by its Governors or Officers independently of a borrowing By-Law.
4. Effective as of the date of enactment hereof, By-Law No. 2 of the club is hereby repealed and replaced.

Effective as of the date of enactment hereof, By-Law No. 1 of the Club, as supplemented and as amended from time to time, is hereby repealed and replaced.

ENACTED THIS 15<sup>th</sup> day of April, 2024

WITNESS the corporate seal of the Club

David Kazina  
President

Tom Reimer  
Vice President

Keith Pitzel  
Treasurer

Mike Moore  
Secretary