



CATARAQUI
GOLF & COUNTRY CLUB
BY-LAWS 1

As amended & approved by Shareholders, 2021.May.27

THE CATARAQUI GOLF AND COUNTRY CLUB,
LIMITED By-Law No.1
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THE CATARAQUI GOLF AND COUNTRY CLUB, LIMITED
By-Law No.1

1. Definitions and Interpretation

1.1 Definitions:

In this By-Law, unless the context otherwise requires:

- (a) "Act" means the *Corporations Act*, R.S.O. 1990, c. C.38 and the Regulations thereto, as amended from time to time and any successor legislation that may hereafter be substituted therefore, as from time to time amended;
- (b) "Board" means the Board of Directors of the Corporation;
- (c) "Business Day" means any day the administration office of the Corporation is open for business;
- (d) "By-Law" means any by-law of the Corporation from time to time in force and effect;
- (e) "Chair" and "Board Chair" have the meanings attributed to them in Section 7 of this By-Law;
- (f) "Committee" means a Committee appointed or approved by the Board;
- (g) "Corporation" means The Cataraqui Golf and Country Club, Limited;
- (h) "Club" means the Corporation and its related land, buildings and facilities;
- (i) "Directors" means the Directors of the Corporation;
- (j) "Letters Patent" shall mean the letters patent of the Corporation and any supplementary letters patent of the Corporation;
- (k) "Member" means a member in good standing of the Club, whether or not a Shareholder of the Corporation;
- (l) "Shareholder" means a person holding a Common Share or Preferred Share of the Corporation;

- (m) "Terms of Reference" means, when used in relation to the Board or a Committee, the terms of reference for the Board or that Committee as prepared by the Board or such Committee, reviewed and proposed by the Governance Committee and approved by the Board from time to time;
- (n) "Transfer Agent" means the transfer agent engaged by the Corporation from time to time to keep and administer its share transfer register and to provide related services;
- (o) "Vice Chair" and "Vice President" have the meanings attributed to them in Section 7 of this By-Law.

1.2 *Interpretation*

In all By-Laws and special resolutions of the Corporation the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations. 'She' shall include 'he' and vice versa. Whenever reference is made in any By-Law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

2. **Corporate**

2.1 *Objects of the Corporation*

The objects of this Corporation are as follows:

The establishment and operation of a golf, curling, country, sporting and social club for the purposes of:

- (a) promoting interest and participation in the sports of golf and curling,
- (b) arranging tournaments and competitions and establishing and granting prizes, awards and distinctions,
- (c) providing dining, meeting, changing and equipment rooms and other facilities for Members and their guests, and
- (d) such other complementary purposes not inconsistent with these objects.

2.2 *Head Office*

The head office of the Corporation shall be in the City of Kingston, in the Province of Ontario and at such place therein as the Board may from time to time determine.

2.3 *Corporate Seal of the Corporation*

The Corporate Seal of the Corporation shall be in the form impressed hereon.

2.4 *Amendments to or Approval of New By-Laws*

- (a) The Board may by resolution, repeal, vary or rescind any provision of this By-Law, or enact new By-Laws, including By-Laws regarding the admission of Members and annual fees; but any such change unless in the meantime confirmed by two-thirds (2/3) of the votes cast by Shareholders at a Special General Meeting, shall have force only until the next Annual General Meeting, and if not then confirmed by two-thirds (2/3) of votes cast by Shareholders in respect thereof at such Annual General Meeting, shall thereafter cease to be in force.
- (b) Notice in writing of any change in the By-Laws of the Corporation to be proposed by the Board of the Corporation at any Annual General Meeting or Special General Meeting must be left with the Secretary at least twenty (20) Business Days before such Meeting and the Secretary shall give notice of such proposed change with the notice calling such Meeting.

3. Membership

3.1 *Admission of Members*

A person making application to become a Member of the Corporation, shall be admitted as a Member only with the approval of the Chief Operating Officer in consultation with the chair of the Membership, Marketing and Communications Committee or in the absence of the chair, the vice chair of that Committee if the vice chair is a Board member. The person's application shall state the person's place of residence and the other information required to complete the application. Subject to paragraph(s) 3.4 and 9, upon approval as a Member, the person shall be declared admitted and he or she shall immediately be subject to the By-Laws and rules and regulations of the Corporation. Any fees due in accordance with the prevailing schedule of fees must accompany the person's application, or else the application for membership will not be acted upon.

3.2 *Rights, Privileges and Duties of Members*

Only Members, guests of Members and guests of the Club shall be entitled to the privileges of the Clubhouse and grounds. All Members who have been approved for admission to the Club shall be deemed to have submitted to and agreed to be bound by the By-Laws and other rules and regulations of the Corporation.

3.3 *Fees and Assessments*

The Board shall have the power, from time to time, to fix the terms of payment of and amounts of all fees and dues, and to levy assessments and impose minimum spending requirements upon every Member of the Club.

3.4 Membership Qualifications

Each Member shall be a Shareholder of the Corporation, save and except the following categories of Members:

- (a) Junior Members;
- (b) Six (6) month curling Members;
- (c) Intermediate Members;
- (d) Honourary Members;
- (e) Corporate Members;
- (f) Dining Club Members; and
- (g) Those Members who, prior to the 2004 Annual General Meeting, satisfied the then applicable share ownership requirement. (In the case of husband and wife, or a family, who were Members before the 2004 Annual General Meeting, ownership of one Share by one of them shall be treated as fulfilling of this requirement.)

The categories of Members, additional qualifications for membership of each category, and the number of Members in each category shall be determined by the Board from time to time.

3.5 Redemption of Preferred Shares

If a holder of Preferred Shares of the Corporation ceases to be a Member of the Club, or transfers or changes his or her membership in the Club to one of the categories set out in paragraphs (a) to (g) above, the Corporation shall redeem all of the Preferred Shares of the Corporation held by that Shareholder at face value, and the Shareholder shall tender his or her Preferred Share to the Corporation for redemption, all in accordance with the Letters Patent of the Corporation.

4. Directors

4.1 Board of Directors

The affairs of the Corporation shall be managed by a Board consisting of nine (9) Directors. The Directors may exercise all such powers and do all such acts and things as may be required for the management of the Corporation, except to the extent the Directors are restricted from exercising any such authority or power by the By-Laws, by any special resolution of the Corporation, by statute, or to the extent that such power or authority is expressly directed or required to be exercised by the Corporation with the approval of the Shareholders.

4.2 *Powers of the Board*

- (a) Without limiting the generality of the foregoing, the Board shall have the unrestricted power and authority to govern and manage the Corporation and its affairs, finances, and property and, without limitation, shall have the power and authority:
 - (i) To appoint such officers and form such Committees as it may deem advisable, from time to time, and to prescribe their duties. The action of such officers and Committees shall be at all times subject to the Board's supervision and control.
 - (ii) To fill vacancies that may occur in any office, and to appoint or dismiss any officer of the Corporation and to hire and dismiss employees and agents or contractors of the Corporation.
 - (iii) To make rules and regulations for the proper management and control of the Corporation's affairs, and to enforce due observance of the By-Laws and any such rules and regulations, provided pursuant to the By-Laws and to enforce and prescribe penalties; and,
 - (iv) With the approval of not less than a majority of Directors present at a duly held meeting of the Board, to confirm or vary the terms of, the expulsion or suspension from membership of any Member whose conduct, whether on the Club's premises or elsewhere, shall have been considered by the Code of Conduct Committee to have been improper, unbecoming, or likely to endanger the welfare, interest, or character of the Corporation, or in violation of any the Club's Code of Conduct or By-Law, rule, or regulation;
 - (v) To suspend or expel any Member, without a hearing, who is in arrears on his or her Club account or other fees or dues for a period of more than sixty (60) days, as provided in any policy of the Board, or based on the recommendation of any officer designated by the Board for the purpose of managing payments to the Corporation by Members.

- (vi) To make and execute contracts on behalf of, and in the name of the Corporation, or to authorize its officers or Committees to do so; and
 - (vii) To set green fees, stock transfer fees and general fees, including entrance, annual fees, and other charges, to set the terms of payment thereof for each category of membership and to prescribe the terms and privileges of each category of membership.
- (b) With respect to any meeting of the Board called to confirm or vary the terms of expulsion or suspension of a Member, the Member shall be given notice of the meeting which shall include notice of the decision of the Code of Conduct Committee. Notification shall be sufficient if mailed to the Member's last known place of address by registered letter or personal delivery or by electronic means to the Member's last known email address at least ten (10) days prior to such meeting.

4.3 *Qualifications of Directors*

Every Director shall be eighteen (18) or more years of age and shall be a Shareholder of the Corporation, in good standing. No undischarged bankrupt shall be a Director. If a Director becomes bankrupt, he or she then ceases to be a Director.

4.4 *Nomination and Election of Directors and Term of Office*

4.4.1 *Nomination of Directors*

- (a) No later than one hundred and twenty (120) days prior to the Annual General Meeting of Shareholders, the Board shall appoint a Nominating Committee consisting of no fewer than three Shareholders who shall nominate no fewer than three Shareholders for election to the office of Director at the ensuing Annual General Meeting of Shareholders. Shareholders shall be informed of the appointment of the Nominating Committee and its members by the posting of a notice in a public area of the Club, or in such other manner as is determined appropriate by the Board. Shareholders interested in being considered for election to the office of Director shall give written notice to the Nominating Committee to stand for nomination as a Director. The Nominating Committee shall act pursuant to its Terms of Reference and the nominating procedures as defined in such Terms of Reference approved by the Board from time to time.
- (b) No later than sixty (60) days before the date of the Annual General Meeting, the names of the nominees nominated by the Nominating Committee shall be communicated to the Shareholders by the posting of the nominees selected by the Nominating Committee, the names of the Directors to retire at the end of the next Annual General Meeting, attaching copies of Sections 4.3 and 4.4.1(c) of this By-Law.

- (c) No later than thirty (30) Business Days before the date of the Annual General Meeting, Shareholders may make additional nominations for Director by delivering to the Secretary a written nomination, accepted in writing by the nominee.

4.2.1 Election of Directors

- (a) At each Annual General Meeting of Shareholders three (or a higher number if required to fill a vacancies or vacancies) Directors shall be elected, each for a term of three years. Notice of this meeting and the required information circular, shall be mailed at least twenty (20) days prior to the Annual General Meeting of Shareholders.
- (b) The names of the nominees for election to the Board approved by the Nominating Committee, together with the names of the nominees put forward in additional nominations properly received from other Shareholders, shall be included in the materials sent to Shareholders for the next Annual General Meeting of Shareholders as nominees standing for election to the Board.
- (c) If, at any Annual General Meeting, fewer than the required number of Directors to fill vacancies occurring has been nominated, the Shareholders properly nominated shall be declared by the chair of such meeting elected.
- (d) If, at any Annual General Meeting, more than the required number of Directors to fill vacancies has been nominated, the Shareholders shall vote on those persons so nominated to fill the vacancies. Shareholders present may vote in the election for the Directors. Shareholders represented by a non-discretionary proxy may vote in the election for the Directors, on the condition that the information circular contains the name and a description of the education, skills and training for each Shareholder properly nominated in good faith for the position of Director.

4.2.2 Term of Office

- (a) Directors are elected for one term of three years. Directors shall not be permitted to serve more than two consecutive terms as Director.
- (b) Retiring Directors shall be eligible for re-election if otherwise qualified, and retiring Directors shall continue in office until their successors shall have been duly elected or appointed. In considering a term of years in relation to the length of time a Director may serve, a year shall be measured from the date of the Annual General Meeting at which the Director is elected to the date of the next succeeding Annual General Meeting.
- (c) Directors shall continue in office until their successors shall have been duly elected or appointed. Provided that all present members of the Board shall complete their term of

office, the term of office of Directors shall be so arranged that those holding office of Directors shall retire in rotation, three at the end of the first year, three at the end of the second year, and three at the end of the third year and so on from year to year.

- (d) From time to time, in the event of any vacancy, however caused, occurring in the Board (except through an increase in the number of Directors) such vacancy may, as long as there is a quorum of Directors then in office, be filled by the Directors from among the qualified Shareholders of the Corporation, otherwise such vacancy shall be filled at the next Annual General Meeting of Shareholders. Any Director appointed or elected to fill any vacancy shall hold office,
 - (i) for the unexpired term of the Director who ceased to be a Director and who caused such vacancy, or
 - (ii) until the next Annual General Meeting if the vacancy occurred at the end of the term of the Director who ceased to be a Director and caused the vacancy.

4.3 *Vacation of Office*

The office of a Director of the Corporation shall be vacated and the person holding such office shall cease to be a member of the Board of the Corporation:

- (a) if he or she becomes bankrupt or suspends payment or makes a compromise with his creditors or makes an authorized assignment or is declared insolvent.
- (b) if he or she is found to be mentally incompetent or becomes of unsound mind.
- (c) if he or she is convicted of any criminal offence, subject to the discretion of the Board to waive this provision.
- (d) if by notice in writing to the Secretary of the Corporation he or she resigns his or her office; or
- (e) if he or she fails to attend a minimum of seventy-five percent (75%) of regularly scheduled meetings of the Board or fails to attend regularly scheduled Board meetings on three consecutive occasions without notification or just cause, which shall be determined at the absolute discretion of the Board.

4.4 *Removal of Directors*

The Shareholders of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast at a duly called special or general meeting of Shareholders in respect of which notice specifying the proposal to pass such resolution has been given, remove any Director before the expiration of his or her term of office and may, by a majority of the

votes cast at such a meeting, elect any person in his or her stead for the remainder of his or her term.

4.5 *Remuneration of Directors*

The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

4.6 *Indemnities to Directors*

Every Director or officer of the Corporation and their heirs, executors and administrators, and estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- (a) All costs, charges, and expenses whatsoever which such Director or officer suffers or incurs in or about any action, suit, or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) All other costs, charges and expenses which he or she suffers or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

4.7 *For the Protection of Directors and Officers*

No Director or officer for the time being of the Corporation shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other Director, officer, or employee;
- (b) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation, for or on behalf of the Corporation;
- (c) the insufficiency or deficiency of any security in or upon which any of the monies of, or belonging to, the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any monies, securities or effects shall be lodged or deposited;
- (d) any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall

happen by or through his or her own wrongful and willful act or through his or her own wrongful and willful neglect or default.

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. No payment of any account or obligation by or on behalf of the Corporation shall be made except in accordance with the Club's Procurement Policy, from time to time, in effect or on the authority of the Board.

If any Director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a Director or officer or shall be a member of a firm, or a shareholder director or officer of a company which is employed by or performs services for the Corporation, the fact of him or her being a Director or officer of the Corporation shall not disentitle such Director or Officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

4.8 *Conflict of Interest*

A Director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make disclosure of that interest in the manner required by the Act. Except as provided by the Act, no Director with such an interest, shall vote on any resolution to approve that contract. Subject to the Act, no Director shall be disqualified as a Director, or vacate his or her office as a Director by reason of being a paid employee or officer of the Corporation or by reason of being otherwise in any way directly or indirectly interested in a contract with the Corporation. As long as the requirements of the Act for such a contract are complied with, no contract or arrangement entered into by or on behalf of the Corporation in which any Director shall be in any way directly or indirectly interested shall be voided or voidable and no Director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

5. **Meetings of Directors**

5.1 *Place of Meeting and Notice*

Meetings of the Board may be held at the head office of the Corporation or at any place designated by the Board. A meeting of Directors may be convened at any time by the President, or in his or her absence, by the Vice-President, or in their absence, any two Directors, upon such notice as the Board may from time to time direct. Meetings may be convened without notice if all members of the Board are present and consent thereto, or if those signify their consent.

5.2 *Quorum*

A majority of the authorized number of Directors fixed in Section 4.1 shall constitute a quorum.

5.3 *Voting*

Questions arising at any meeting of Directors shall be decided by a simple majority of votes except where approval of a greater percentage or number of votes of Directors is expressly required under this By-Law. All votes other than a simple majority must be by ballot or recorded vote. The chair of any such meeting shall be entitled to one vote on all matters, but will not have an additional or casting vote.

5.4 *Means of Meeting*

Where all Directors present at or participating in the meeting consent, a meeting of Directors or of a committee of Directors may be held by such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed to be present at the meeting.

5.5 *Error or Omission in Giving Notice*

Subject to paragraph 5.4, no error or accidental omission in giving notice of any meeting of Directors shall invalidate such meeting or make void any proceedings taken at such meeting.

5.6 *Adjournment*

Any meeting of Directors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting, to a fixed time and place. Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at the meeting. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

6. Meetings of Shareholders

6.1 *Annual General Meetings*

The Annual General Meeting of the Corporation shall be held at the Club, or at another location in the City of Kingston not later than May 31st, following the end of each financial year of the Corporation. At each Annual General Meeting the business of the meeting shall include the election of Directors, the appointment of an Auditor, the receipt of the audited financial statements for the Corporation for the most recently completed financial year, the delivery of any reports by the President or other officers of the Corporation, and the transaction of any such other matters as may properly be brought before the meeting as required by the Act or the Board. Twenty (20) days' notice shall be given to each Shareholder entitled to vote at any Annual General Meeting of Shareholders in the manner specified in Section 11.1.

6.2 *Special General Meetings*

- (a) The Board may at any time call a special general meeting of the Shareholders for the transaction of any business, the general nature of which is specified in the notice calling the meeting.
- (b) Shareholders holding not less than one-tenth (1/10th) of the issued and outstanding Common Shares and Preferred Shares of the Corporation may in writing request that the Board call a meeting of the Shareholders for any purpose connected with the affairs of the Corporation which is specified in that written request, and that is not inconsistent with the Act. The Directors shall call and hold a meeting within twenty-one (21) days of the deposit of the such request.

6.3 *Notice of Special General Meeting*

Ten (10) days written notice of a special general meeting shall be given in the manner specified in Section 11.1 to each Shareholder entitled to vote at any special general meeting of Shareholders. Notice of any meeting where special business will be transacted shall contain sufficient information to permit Shareholders to form a reasonable judgment on the decision to be taken.

6.4 *Omission and Waiver of Notice*

- (a) The accidental omission to give notice of any meeting or the non-receipt of any notice by a Shareholder shall not invalidate any resolution passed at or any proceedings of any meeting.
- (b) A Shareholder and any other person entitled to attend a meeting of Shareholders may in any manner waive notice of that meeting of Shareholders and attendance of any such Shareholder at that meeting of Shareholders shall constitute a waiver of notice of that

meeting, by such Shareholder or such person, except where such Shareholder or such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that that meeting is not lawfully called.

6.5 *Voting*

Every question submitted to any meeting of Shareholders shall be decided in the first instance by a show of hands and, in the case of an equality of votes, the chair of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote or votes to which such chair may be otherwise entitled.

At any meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, shall be conclusive evidence of the fact.

6.6 *Chair*

In the absence of the President and the Vice-President, the Shareholders present at any meeting of Shareholders shall choose another Director as chair and if no Director is present or if all the Directors present decline to act as chair, the Shareholders present shall choose one of their number to be chair.

6.7 *Polls*

If at any meeting a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other matter or question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

6.8 *Adjournments*

The chair may with the consent of the meeting, adjourn the meeting from time to time and place to place. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. No notice of the continuation of an adjourned meeting shall be required.

6.9 *Quorum*

- (a) Twenty-five (25) Shareholders personally present shall form a quorum for a meeting of Shareholders.

- (b) If a quorum is not present at the time appointed for a meeting of Shareholders or within such reasonable time after the time so appointed as the Shareholders present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Section 11.1 with regard to notice shall apply to such adjournment.

6.10 Proxies

- (a) Every Shareholder entitled to vote at a meeting of Shareholders may by means of a proxy, appoint a proxy holder or one or more alternate proxy holders who need not be Shareholders to attend and act at the meeting in the manner, to the extent authorized by the proxy and with the authority conferred by the proxy. A proxy shall be in writing and executed by the Shareholder or by his or her attorney authorized in writing or if the Shareholder is a corporation by an officer or attorney of such corporation duly authorized in writing. Subject to the requirements of the Act, the instrument may be in such form as the Directors from time to time prescribe or in such other form as the chair of the meeting may accept as sufficient. It shall be deposited with the Secretary of the meeting before any vote is taken under its authority or at such earlier time and in such manner as the Board may prescribe, subject to the provisions of Sections 6.10 (b) and (c).
- (b) Any discretionary authority contained in any proxy shall not apply to the election or appointment of Directors or Auditor. In addition to any other applicable requirements under the Act, a proxy shall contain the date thereof and the appointment and name of the nominee and may contain the revocation of a former proxy and any restrictions, limitations or instructions as to the manner in which the shares in respect of which the proxy is given are to be voted. A proxy holder shall have the right to vote on any questions to be decided by a show of hands or by poll.
- (c) The Directors may fix a time not exceeding forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays, preceding any meeting of Shareholders before which proxies must be deposited with the Secretary. The Directors may from time to time make regulations regarding:
 - (i) The lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of Shareholders is to be held;
 - (ii) The particulars or contents of any proxies which are to be sent by facsimile or other electronic transmission, or otherwise in writing before the meeting or adjourned meeting to the Corporation;
 - (iii) Specifying any agent of the Corporation for the purpose of receiving such particulars; and

- (iv) Providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting; and votes given in accordance with such regulations shall be valid and shall be counted.
- (d) The Board and management of the Corporation shall comply with the Act in the solicitation of proxies, including the delivery of a management information circular to Shareholders in the form required by the Act with the notice of the Shareholders meeting for which such proxies are solicited.
- (e) No Shareholder, Member, Director, officer or other person shall solicit any proxy from any Shareholder except in compliance with the Act. No Shareholder, Member, Director, officer of the Corporation or other person shall solicit proxies for any meeting of Shareholders from more than fifteen (15) Shareholders (where two or more persons who are joint registered owners of one or more shares being counted as one Shareholder) without preparing and sending each Shareholder so solicited an information circular prepared and sent in compliance with the Act.

6.11 Scrutineers and Scrutineers' Report

At each meeting of Shareholders one or more scrutineers shall be appointed by a resolution of the meeting or by the chair with the consent of the meeting to serve at the meeting. Such scrutineers need not be Shareholders of the Corporation.

At the time of the reading of the scrutineers' report on quorum at any meeting of Shareholders, the chair shall advise the meeting of:

- (i) the number of Shareholders present;
- (ii) the number of votes represented by Shareholders present in person;
- (iii) the number of persons present holding proxies;
- (iv) the number of votes represented by proxy; and
- (v) confirmation that, to the knowledge of the scrutineers, no proxyholder has solicited proxies in contravention of Section 6.10.

6.12 Invalidity and Exclusion of Proxies

For certainty, the chair of any meeting of Shareholders shall have the power and discretion to treat as invalid, exclude from voting and participating in any one or more meetings of Shareholders for which any proxy is purported to be given, and to treat as void, any and all proxies that he or she determines to have been solicited or obtained without an information circular or otherwise in contravention of the Act or this By-Law.

7. Officers of the Corporation

7.1 *Officers and Election of Officers*

The Board shall, at its first meeting following the Annual General Meeting, elect from among the Directors a President, a Vice-President and a Treasurer. The Board shall also appoint a Secretary and such other officers as may be deemed necessary, and such officers shall hold office until their successors are elected or appointed. The Directors shall also elect, from among themselves, a Chair of the Board, who shall be the same person elected as President, so that one person shall be both President and Chair of the Board. The Directors shall also elect, from among themselves, a Vice-Chair, who will be the same person as the Vice-President. All duties of the President shall be, on the election of the Chair of the Board, automatically assigned to the Chair of the Board and the President, being the same person as the Chair, shall have the same duties as the Chair.

7.2 *Remuneration and Removal of Officers*

The Directors may fix the remuneration (if any) to be paid to officers of the Corporation who are not Directors. All such officers in the absence of any agreement to the contrary shall be subject to removal by resolution of the Board at any time with or without cause

7.3 *Delegation of Duties*

In case of the absence or inability of the President, Vice-President or any other officer of the Corporation to act on any matter or for any reason that the Directors deem necessary, the Directors may delegate all or any of the powers of such President, Vice-President or officer to any other officer or to any Director for the time being.

7.4 *Board Chair and President*

The President shall, when present, preside at all meetings of the Directors and Shareholders; he or she shall sign such contracts, documents or instruments in writing, including share certificates, as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incumbent to his or her office. The President shall be an ex-officio member of all Committees.

7.5 *Board Vice-Chair and Vice-President*

The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal of the President to act as the President. The Vice - President shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board.

7.6 *Secretary*

The Secretary shall, when present, act as Secretary of all meetings of the Board and Shareholders, and shall have charge of the minute books of the Corporation and the documents and registers, including the share transfer register as required to be kept by the Act. He or she shall sign such contracts, documents or instruments in writing, including share certificates, as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. He or she shall further have custody of the seal of the Corporation.

7.7 *Treasurer*

Subject to the provision of any resolution of the Board, the Treasurer shall have the power and authority to keep care and custody of the financial records, funds and securities of the Corporation and to delegate those duties to the Chief Operating Officer and/or such other officers or employees of the Corporation the Treasurer determines appropriate. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office.

7.7 *Chief Operating Officer*

- (a) The Board may from time to time appoint a Chief Operating Officer and delegate to him or her full authority to manage and direct the business and affairs of the Corporation, (except such matters and duties as by law must be transacted or performed by the Board or by the Shareholders) and to employ and discharge agents contractors, and employees of the Corporation or may delegate to him or her any lesser power.
- (b) The Chief Operating Officer shall not have the authority to dismiss any employee designated as a member of the senior management team by the Board, without the prior approval of the Board.
- (c) The Chief Operating Officer shall
 - (i) carry out all lawful orders given by the Board;
 - (ii) at all reasonable times give to the Directors or any of them all information that may be requested regarding the affairs of the Corporation: and
 - (iii) promptly provide the Directors all information that may have a material effect on the Corporation.

- (d) Without limiting the generality of the forgoing, the Chief Operating Officer shall:
 - (i) Collect all fees, dues, subscription and monies due to the Corporation, and deposit the same to the credit of the Corporation with its banker: and
 - (ii) Keep in the books of the Corporation regular account of the transactions, finances, assets and liabilities of the Corporation subject to examination by the Treasurer, Auditor and the Board.

7.9 *Vacancies*

Each incumbent officer shall continue in office until the earliest of:

- (a) That officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
- (b) The appointment of a successor;
- (c) That officer ceasing to be a Director if such is a necessary qualification of appointment;
- (d) The meeting at which the Directors annually appoint the officers of the Corporation;
- (e) That officer's removal; and
- (f) That officer's death.

If the office of any officer of the Corporation shall be or become vacant the Directors by resolution may appoint a person to fill such vacancy.

8. Committees

8.1 *Constitution of Board Committees*

- (a) Within a reasonable time following each Annual General Meeting of Shareholders, the Board of Directors shall elect, at a Directors meeting from among its members, the chairs of the following Board Committees: Audit, Executive, Finance, Governance, Membership, Marketing & Communications, and Strategic and Long-Range Planning. The chair of the Nominating Committee may be elected at a future meeting.
- (b) The chairs shall, as soon as is practicable, select from among the Members of the Corporation who are Shareholders in good standing (according to Committee Terms of

Reference), Members for appointment and approval by the Board to the respective Committees.

- (c) Committee Members at large and named Committee members are to be appointed yearly subject to their appointment and renewal being approved by the Board of Directors, provided that no Committee member shall serve for more than six (6) consecutive years on a given Committee unless approved by the Board in special circumstances.
- (d) The Committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit provided, however, that a majority of the members of each Committee shall constitute a quorum thereof for the transaction of business.
- (e) Questions arising at any meeting of a Committee shall be decided by a majority of votes. In case of an equality of votes the chair shall not have a second or casting vote.

8.2 *Duties of Board Committees*

On behalf of and overseen by the Board:

- (a) The Audit Committee shall have the primary responsibility for regulatory financial reporting and recording of transactions in compliance with generally accepted accounting principles.
- (b) The Finance Committee shall have the primary responsibility to monitor the financial affairs of the Corporation relative to the its approved financial policies.
- (c) The Governance Committee:
 - (i) shall have the primary responsibility for all of the Club's governance structure and procedures including the preparation of the Terms of Reference for each Committee, and any amendments it deems relevant; and
 - (ii) shall make recommendations with respect to such Terms of Reference and such amendments to the Board.
- (d) The Membership, Marketing & Communications Committee shall have the primary responsibility for matters related to membership, marketing and communications with Members.
- (e) The Nominating Committee shall have primary responsibility for nomination matters.

- (f) The Strategic and Long-Range Planning Committee shall identify, prioritize and plan for long term strategic, operational and capital requirements consistent with the mission, vision, values and strategic plan of the Corporation.

8.3 *Executive Committee*

Subject to the Act and in the event that the number of Directors on the Board is greater than six (6), the Directors may elect from among their number an Executive Committee consisting of not fewer than three (3) Directors (who shall be the President, the Vice-President and the Treasurer of the Corporation) and may delegate to such Executive Committee any of the powers of the Board, subject to the restrictions, if any, contained in the By-Laws or imposed from time to time by the Board. Subject to the By-Laws and any resolution of the Board, the Executive Committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or regulations in this regard, provided, however, that if the Executive Committee is authorized to fix its quorum, such quorum shall not be less than a majority of its members. Subject to the Act, except to the extent otherwise determined by the Board or, failing such determination, as determined by the Executive Committee, the provisions of Sections 4 and 5 of this By-Law, shall apply, with necessary modifications to the Executive Committee.

The Executive Committee will review the performance of the Chief Operating Officer and compensation recommended by the Chief Operating Officer for all key management positions, including as they affect the Chief Operating Officer.

8.4 *Operating / Activity Committees*

To assist management, the Board may from time to time constitute such other operating or activity Committees, as it deems necessary and shall prescribe their duties. Committees may include, among others, Curling, Facilities and Property, Golf, Greens, Hospitality & Social. The chairs and vice chairs of the operating or activity Committees shall be selected by the Board Chair. The chairs shall, as soon as practicable, select from among Members in good standing, Members for appointment and approval by the Board to their respective Committees.

8.5 *Authority of Board Committees*

Save and except for the Executive Committee, which may be given such power by the Board, no committee or member thereof shall have power or authority to make any contract in the name of or incur any liability or obligation on behalf of the Corporation, and no committee shall have power to make any rule or regulation which shall be binding upon the Members, unless the same shall have been first submitted to and approved by the Board. The duty of the committees shall be to make such recommendations as they

deem proper to the Board, and to see that any recommendations adopted by, or contract made by the Board on behalf of the committee, is duly observed and performed.

9. Shares and Certificates

9.1 Shares, Transfers and Share Certificates Allotment and Issuance

- (a) Common Shares of the Corporation may be allotted and issued from time to time by resolution of the Board on such terms and conditions and to such persons as the Board may determine.
- (b) Preferred Shares of the Corporation shall be issued and redeemed in accordance with the Letters Patent, these By-laws and any policy approved by the Board of the Corporation from time to time.

9.2 Certificates

Share certificates and the form of share transfer power on the reverse side thereof shall, subject to compliance with the Act, be in such form as the Board may from time to time, by resolution, approve and such certificates shall be signed by the President or Vice-President and the Secretary holding office at the time of signing.

9.3 Transfer of Shares

- (a) The transfer of shares of the Corporation shall be subject to those restrictions set out in the Letters Patent.
- (b) The Directors may decline to register a transfer of shares belonging to a Shareholder who does not comply with the restrictions set out in the Letters Patent of the Corporation.
- (c) The Directors may decline to register a transfer of shares belonging to a Shareholder who is indebted to the Corporation.
- (d) No transfer of shares shall be recorded or registered unless or until the certificate representing the shares to be transferred has been surrendered or canceled.
- (e) Common Shares of the Corporation shall be transferable by a Shareholder (or his or her duly authorized attorney or personal representative) only on the share transfer register of the Corporation kept by the Transfer Agent.
- (f) The transfer of Preferred Shares of the Corporation shall be prohibited except to the extent expressly permitted in the Letters Patent.

9.4 *Joint Shareholders*

Where two or more persons hold the same share or shares jointly, one of those holders present at a meeting of Shareholders may in the absence of the others vote the shares, but if two or more of such persons who are present in person or by proxy vote, they shall vote as one on the shares jointly held by them.

10. **Financial Governance**

10.1 *Borrowing Power*

The Board may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- (d) Delegate the powers conferred on the Board under this Section to such officer or officers of the Corporation and to such extent and in such manner as the Directors shall determine.

The powers conferred in this Section shall be deemed to be in addition to and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or officers independently of this By-Law.

10.2 *Auditor*

- (a) The Auditor of the Corporation shall be appointed by resolution of the Shareholders at the Annual General Meeting, and shall hold office until the next Annual General Meeting or until their successor is appointed, unless previously removed by a resolution passed by not less than two thirds (2/3) of the votes cast at a Special General Meeting of Shareholders duly called for that purpose. Despite the above, the Board shall have the authority to fill a casual vacancy of the Auditor arising between Annual General Meetings of the Shareholders. If no such appointment to fill a casual vacancy is made, the Auditor in office shall continue to serve until a successor is appointed.
- (b) It shall be the duty of the Auditor to examine and audit all books, vouchers and accounts of the Corporation, and all documents having reference to the business thereof. The

Auditor shall be supplied with a list of all books kept by the Corporation, and shall have access to the same, and shall be supplied with a copy of the balance sheet; an abstract of the affairs of the Corporation, and it shall be their duty to examine the same and make a report thereon to the Shareholders at the Annual General Meeting, and such further reports as the Directors may from time to time require, and do such further and other matters as may be required by the Board.

10.3 Cheques, Drafts and Notes

- (a) All bills of exchange, promissory notes, cheques and orders for the payment of money on behalf of the Corporation shall be signed by any two of the President, Vice-President, Treasurer, Secretary or the Chief Operating Officer, or any other officer included as a signing officer with any of the foregoing officers as designated by the Board from time to time. The Board may from time to time by resolution limit the signing authority and officers (in the case of payments not in the ordinary course of business or in the case of any payments exceeding a specific monetary amount) to the President, Vice-President, or Treasurer and the Secretary, Chief Operating Officer and or such other officer or officers designated by the Board from time to time.
- (b) In addition to the above, the Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation to sign any bills of exchange, promissory notes, cheques and orders for payment of money on behalf of the Corporation and/or to fix limits on the authority of any officer or officers to do so, even if that resolution is contrary to the provisions of Section 10.3(a) above.
- (c) Any action taken by the Board under paragraphs 10.3 (a) or (b) shall be consistent with the Corporation's Procurement Policy from time to time in effect.

10.4 Execution of Contracts

- (a) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by the President or Vice-President and the Secretary or Treasurer. All contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- (b) The corporate seal of the Corporation may when required, be affixed to contracts, documents or instruments in writing signed as provide above or by any officer or officers, person or persons, appointed by the Board.

- (c) The term "contracts, documents or instruments in writing" shall include deeds, mortgages, hypothecs, charges, conveyances, transfers, and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

10.5 Financial Year

The financial year of the Corporation shall commence on the first (1st) day of October in each year and terminate on the thirtieth (30th) day of September of the following year, or on such other date as the Board may from time to time by resolution determine.

11 Notices

11.1 Service of Notices

Any notice or other document required by the Act, the Regulations, the Letters Patent, or the By-Laws to be sent to any Shareholder, Member, Director or to the Auditor shall be delivered personally or sent by prepaid mail, or shall be sent by facsimile or an email sent to the email address the Shareholder has provided to the Corporation or other form of written electronic communication where there is a record that such notice or other document has been sent, to any such Shareholder, Member or Director at their latest address as shown in the records of the Corporation and to the Auditor at their business address, or if no address be given therein then to the last address of such person known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to notice.

11.2 Signatures to Notices

The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

11.3 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-Laws or Letters Patent the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

11.4 Proof of Service

A certificate of the President, Vice-President, Secretary; Treasurer, or of any other officer of the Corporation in office at the time of making of the certificate as to facts in relation to

the mailing or delivery of any notice to any Shareholder, Director, officer or Auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Shareholder, Director, officer or Auditor of the Corporation, as the case maybe.

ENACTED this XXth day of , 2021

WITNESS the seal of the Corporation.

Club President

Secretary of the Club