



# **By-Laws**

Amended Effective *December 4<sup>th</sup>, 2016*

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# BY-LAW I

## GENERAL

### *NAME*

1. The name of the Club is The Brockville Country Club.

### *HEAD OFFICE*

2. The Head Office of the Club shall be in the Township of Elizabethtown, in the County of Leeds, and Province of Ontario, and at such place therein as the Directors may from time to time determine.

### *SEAL*

3. The seal, an impression of which is stamped upon the Minutes of the Meeting of the Directors held on the second day of February 1976 shall be the corporate seal of the Club, to be used whenever it is necessary for a seal to be affixed.

### *BADGE*

4. The badge, an impression of which is stamped on the cover of the Book of By-Laws of the Club, shall be the emblem of the Club.

### *COLOURS*

5. The Club colours shall be Blue and Gold.

### *PURPOSE*

6. The purpose of the Club is to carry on and conduct a golf, curling, country, sporting and social club.

### *ADMINISTRATION*

7. The Club affairs shall be administered by a Board of Directors, assisted by a Golf Committee, Green Committee and Curling Committee responsible to the Board for the Golf Play, Golf Course and Curling Branches respectively.

# BY-LAW II

## BOARD OF DIRECTORS

### *MEMBERSHIP*

1. The affairs of the Club shall be managed by a Board of Directors consisting of 13 directors: 3 elected to represent the Golf members, 4 elected to represent the curling members, and 2 representing the members of the Club at large (may be Social Members) together with the Chairmen of the Golf and Curling branches, the Green Chair, and the immediate past president of the Club. A person shall not be disqualified to represent the Members of the Club at large merely because that person is also a Golf or Curling member.

### *TERM OF OFFICE*

2. Directors shall normally hold office for a term of two years or until the second annual meeting of the Club following that at which they were elected. Initially, however, two Directors shall be elected at the Annual General Meeting (AGM) as Golf members, two as Curling members and one as a member of the Club at large for one year only or until the second annual meeting of the Club. The other five Directors will be elected for a two year term. Should all or a majority of the Board resign at one time the same plan will be followed as was done initially.

### *VACANCIES*

3. Should a vacancy occur on the Board of Directors, the Directors shall have power to elect an eligible member to fill such vacancy until the next Annual General Meeting of the Club. Such vacancy includes any vacating Director who has been serving on the Executive Committee. If the term of the vacating Director is one which would extend beyond the next Annual Meeting, then an election shall be conducted at such Annual Meeting to fill the vacancy for the unexpired portion of the original term of the vacating Director and any member appointed by the Board of Directors as an interim Director shall be eligible for election. Should a third director resign from their duties prior to their completion of their term, and all three resignations occur in the same fiscal year, then a committee is formed immediately to review the performance of the board of directors. The committee to review shall be made up of three past presidents of our Club and shall be selected by two of our last four presidents of the Club.

## *NOMINATIONS*

4. Not later than fourteen days prior to the date fixed for the Annual General Meeting of the Club each year the Nominating Committee shall deliver to the Secretary the names of the members nominated by it for election as Directors for the ensuing year and the term that each will be expected to serve. A list of the names of the members so nominated shall be included in the notice calling such meeting. If at any time after the mailing of the notice calling the Annual General Meeting ten or more voting members desire to nominate any member for election as Director for a full term of two years, they shall sign and send to the Secretary at least seven days before such meeting a written nomination of such member and the branch which he will represent together with his consent to accept office if elected. If such additional nomination is for a Director to represent the Golf Branch the nominee and the ten members supporting the nomination must all be members of the Golf Branch. If such additional nomination is for a Director to represent the Curling Branch the nominee and the ten members supporting the nomination must all be members of the Curling Branch. If such additional nomination fails to specify which branch the member is to represent, then that member shall be deemed to represent the Members of the Club at large. A notice of each such additional nomination giving the name or names of the member or members so nominated, shall be posted by the Secretary in the Club House for all voting members to see at least four days before the Annual General Meeting.

## *ELECTION*

5. Each Director shall be elected by the voting members at the Annual General Meeting of the Club from among the members duly nominated as aforesaid, and shall hold office until the election of his successor unless his office sooner becomes vacant. Retiring Directors shall be eligible for re-election but no member shall serve as Director for more than three consecutive terms, provided, however, that if a member who is President of the Club would, by reason of the foregoing, be precluded from serving as President for more than one year, such member may be re-elected a Director for a seventh consecutive year, but no longer. Every election of Directors shall be by ballot unless the number of nominations is the same as the number of Directors to be elected, provided that wherever an additional nomination(s) is received in accordance with the provisions of paragraph 4, of this by-law, then the election shall be held only between those members nominated to represent the specific branch, or the members of the Club at large, as the case may be.

## *MEETINGS*

6. Meetings of the Board shall be held from time to time at such place, at such time and on such day as the President or in his absence the Vice- President or any two Directors may determine, and the Secretary shall call meetings accordingly. Notice of every meeting so called shall be given to each director not less than three (3) days before the time when the meeting is to be held. If in the opinion of the President or in his absence the Vice-President emergent business is required to be disposed of, one (1) day's verbal notice shall be sufficient. No notice of a meeting shall be necessary if all the Directors are present or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.

*FIRST MEETING*

7. The first meeting of the Board may be held without notice for the purpose of organization and the election and appointment of officers immediately following the Annual Meeting at which such Board was elected, provided a quorum of directors be present.

*QUORUM*

8. Seven members of the Board shall constitute a quorum.

*ERRORS IN NOTICE*

9. No error or omission in giving notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

*VOTING*

10. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairperson, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

*POWERS*

11. Board of Directors

- a. The Board of Directors shall have the management of all the property and business affairs of the Club.
- b. The Board of Directors shall have power-
  - i. To appoint and remove all employees of the Club, including a Secretary - Manager, prescribe their duties, fix their compensation, and require of them, if deemed advisable, security for the faithful discharge of their duties.
  - ii. To make rules and regulations for the guidance of the Officers and management of the Club.
- c. The directors of the Club may administer the affairs of the Club in all things and make or cause to be made for the Club, in its name, any kind of contract which the Club may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Club is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or

immovable, real or personal, or any right or interest therein owned by the Club for such consideration and upon such terms and conditions as they may deem advisable.

d. Notwithstanding the powers granted in paragraph 11 hereof, the Directors' authority shall be such that the said Directors may not enter into a contract for any single capital expenditure which exceeds One Hundred Thousand Dollars (\$100,000.00) without the prior approval of the voting members of the Club by a majority of votes cast at either the annual general meeting of the Club or at a special general meeting of the Club duly called for that purpose.

#### *REMOVAL OF DIRECTOR*

12. The members of the Club may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any qualified person in his stead for the remainder of his term.

#### *REMUNERATION OF DIRECTOR*

13. The Directors shall receive no remuneration for acting as such.

#### *BOOKS AND RECORDS*

14. The Directors shall see that all necessary books and records of the Club required by the by-laws of the Club or by an applicable statute or law are regularly and properly kept.

#### *INTEREST OF DIRECTORS*

15. No director shall be disqualified by his office from contracting with the Club nor shall any contract or arrangement entered into by or on behalf of the Club with any director or in which any director is in any way interested be liable to be avoided nor shall any director so contracting or being so interested be liable to account to the Club for any profit realized by any such contract or arrangement by reason of such director holding that office or of the fiduciary relationship thereby established.

#### *DECLARATION OF INTEREST*

16. It shall be the duty, however, of every director of the Club who is in any way, whether directly or indirectly interested in a contract or arrangement or proposed contract or arrangement with the Club to declare such interest to the extent, in the manner and at the time required by the applicable provisions of the Corporations Act for the time being in force and refrain from voting in respect of the contract or arrangement or proposed contract or arrangement if and when prohibited by the Corporations Act.

#### *PROTECTION OF DIRECTORS AND OFFICERS*

17. No director or officer of the Club shall be liable for the acts, receipts, neglects, or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Club shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Club shall be deposited, or for any loss occasioned by any error of judgment or oversight on his



part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

### *INDEMNITY OF DIRECTORS AND OFFICERS*

18. Every director or officer of the Club and his 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 Club, from and against:
  - a. all costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office;
  - b. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

## BY-LAW III

### OFFICERS

1. There shall be a President, a Vice-President, Honorary Secretary and an Honorary Treasurer or in lieu of an Honorary Secretary and an Honorary Treasurer, an Honorary Secretary-Treasurer and such other officers as the Board of Directors may determine by by-law from time to time. No director may hold office of an executive unless at arm`s length with the other members of the executive. One person may hold more than one office except the offices of President and Vice-President. The President, Vice-President, Honorary Secretary and Honorary Treasurer shall be elected by the Board of Directors from among their number at the first meeting of the board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board shall hold office until their successors are elected. These four officers shall be known as the Executive Committee of the Board of Directors. The other officers of the Club need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board. No director shall hold office as a director unless at arm`s length with the other members of the directors.

### DUTIES OF OFFICERS

#### *PRESIDENT*

- a. The President shall preside at all meetings of members and of the Board of Directors of the Club. He/she shall call, or cause to be called, meetings of the members and of the Board of Directors as and when such meetings are required by these By-Laws, or, in his/her opinion, are necessary, and he/she shall exercise general supervision and control of the Club`s business. He/she shall have, in addition to his/her vote as President, a casting vote in case of a tie.

#### *VICE-PRESIDENT*

- b. The Vice-President shall perform such duties as may be assigned to him/her from time to time by the President or the Directors and, in the absence of the President, shall be vested with all the powers and perform all the duties of the President.

#### *HONORARY SECRETARY*

- c. The Honorary Secretary shall be ex-officio clerk of the Board of Directors of which he/she shall be a member. He/she shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. He/she shall give all notices required to be given to members and to directors. He/she shall be the custodian of the seal of the Club and arrange for the safekeeping of all books, papers, records, correspondence, contracts and other documents belonging to the Club which he/she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he/she shall perform such other duties as may from time to time be determined by the Board of Directors.

#### *HONORARY TREASURER*

- d. The Honorary Treasurer shall be responsible for the usual duties of a Treasurer. He/she or his assistant shall keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Club in such bank or banks as may from time to time be designated by the Board of Directors. He/she shall disburse the funds of the Club under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his/her transactions as Treasurer, and of the financial position of the Club. He/she shall also perform such other duties as may from time to time be determined by the Board of Directors of which he/she shall be a member.

#### *OTHERS*

- e. The duties of all other officers of the Club shall be such as the terms of their engagements call for or the Board of Directors requires of them.

# BY-LAW IV

## *COMMITTEES*

### *GENERAL*

1. As soon as convenient after the Annual General Meeting of the Club each year, the Directors shall appoint a Director responsible for each of the following Committees:

Finance, Food & Beverage, Building, Membership & Publicity, Human Relations and such other Committees or Committee as they deem expedient from time to time. In each case, the appointed Director shall serve as Chairperson of each such Committee and shall be responsible for soliciting and appointing Club members to serve on said Committees. The Directors may confer upon each such Committee such powers and authority as they deem necessary from time to time and may revoke such powers and authority. In all cases the Director as Committee Chair shall be responsible to the Board of Directors as a whole. Minutes of all meetings shall be kept and copies shall be forwarded to the Secretary.

### *FINANCE*

2. The Honorary Treasurer shall be the Director responsible for the Finance Committee which shall be responsible for a continuing review and supervision of the finances of the Club and its accounting procedures, including the preparation of budgetary forecasts and financial statements, and for recommendations with respect thereto.

### *FOOD AND DEVERAGE (F&B)*

3. The F&B Committee shall have charge of club house, and all adjuncts thereto from the point of view of operation; shall have the power to make and enforce rules concerning the use of dressing rooms and lockers, living and dining rooms, hours of operation, food and beverage service, banquets, playing of games of chance and, generally, all other matters affecting the convenience and comfort of the members; and shall be responsible for all social functions. The F&B Committee shall oversee the budget for the F&B operation and shall be active in sourcing F&B revenue.

### *BUILDING*

4. The Building Committee shall have charge of all physical structures of the club, including the Club House, Club Storage, Maintenance Sheds, Half-way house and on-course Washrooms in respect of maintenance, repairs, additions and improvements except for major construction work. The Committee may draw upon general maintenance staff and/or course maintenance staff as required.

### *MEMBERSHIP & PUBLICITY*

5. The Membership Committee shall be made up of Members from the Golf & Curling Branches and such other persons as the Chairperson shall determine. The Committee shall pursue activities to attract new Club members and to retain existing members in all facets of the Club (golf, curling and social) and shall provide recommendations to the Board and implement Board approved recommendations including Club

dues and special incentive programs. The Committee shall be responsible for developing and obtaining Board approval for a yearly promotional plan and implementing the plan including the arranging of desirable publicity by press, radio or other media and for safeguarding a good relationship with the community, civic bodies and other organizations.

### *NOMINATING*

6. The President shall be the Director responsible for the Nominating Committee, which shall consist of the President, one other Director and three other voting members who are former Presidents of the Club or the Predecessor Clubs and shall be responsible for the nomination of members for election as Directors in accordance with By-law II.

### *ADVISORY COMMITTEE*

7. The Advisory Committee shall consist of all the Past-Presidents of the Club since amalgamation. Its function shall be to monitor the short-term and long-term direction of the Club. It may act as an Advisory Committee to the Board of Directors, if requested by the Board. The Committee shall have the right to report its views to the Board of Directors through the immediate Past President and shall have the right to report to the Annual General Meeting.

### *MEETINGS OF COMMITTEES*

8. Each Committee and Sub-Committee shall meet as often as it may be convened by its Chairperson and upon such notice as the Chairperson may deem reasonable. A majority of any Committee or Sub-Committee shall constitute a quorum. Decisions of any Committee or Sub-Committee may validly be made without meeting provided that all of the members thereof be consulted and express their opinion as to the matters forming the subject of such decisions.

### *POWERS AND LIMITATIONS*

9. All Branch and Board Committees shall be subject to the authority of the Board of Directors. The Branch and Board Committees shall provide status reports and raise motions as recommended from time to time by said Committees during each regularly scheduled monthly meeting of the Board of Directors. No expense of any kind shall be incurred by any Branch or Board Committee unless it shall have been included in an approved budget or been authorized by the Directors. No new rule or regulation made by any Committee shall be effective or put in force unless and until it has been approved by the appropriate Branch Committee or by the Directors. No person shall serve as Chairperson of a Committee for more than four consecutive years.

# BY-LAW V

## THE GOLF BRANCH

### *A - GOLF BRANCH COMMITTEE*

1. The Golf Branch Committee shall be responsible to the Board of Directors for the Golf Play activities of the Club and the income and expenditure that arises there from. It shall consist of nine Regular golf members, of whom either the Men's Golf Section Captain or Ladies' Golf Section Captain shall be the Club Captain and Chairperson of the Golf Branch Committee and as such an ex-officio Director and member of the Board of Directors. Of the nine Golf Branch Committee members, one shall be the Captain of the Ladies' Golf Section, one shall be the Captain of the Men's Golf Section and one shall be the immediate Past Club Captain and Chairperson of this Golf Branch Committee. A responsibility of the Golf Branch Committee shall be the grooming of a replacement Club Captain and Chairperson to facilitate an orderly transition at the end of term.

### *APPOINTMENT*

2. The Golf Branch Committee shall nominate from amongst its ranks a Club Captain to serve a two year term with the nomination forwarded to the Board of Directors for ratification. Should a clear majority of Committee members not be reached, more than one Club Captain nomination may be forwarded to the Board and the Board shall select the Club Captain from the Committee's nominations. Minutes of all meetings shall be kept and copies shall be forwarded to the Honorary Secretary and at the office of the Club.

### *NOMINATIONS*

3. The Golf Branch Committee may submit nominations to the Nominating Committee to fill Club Director vacancies.

### *OPERATING RULES*

4. Sections 2, 3, 6, 7, 8, 9, and 10 of By-Law II shall govern the work and operation of the Golf Branch Committee, with the provision (1) that the Club Captain as defined in Section 9 of this By-Law, shall be appointed to serve for a two year term; (2) that the immediate Past Club Captain and Chairperson of this Golf Branch Committee shall serve for a two year term; (3) that the Captain of the Ladies' Golf Section shall be appointed to serve for a two year term; (4) that the Ladies' Vice Captain and Past Ladies' Captain of the Ladies' Golf Section shall serve for two year terms; (5) that Board of Directors, President, Vice President and Director shall mean Golf Branch Committee, Chairperson, Vice-Chairperson and Committee Member, and (6) that Annual General Meeting shall mean appropriate Golf Branch Committee Meeting

### *MATCH AND HANDICAP*

5. The Club Captain (as defined in section 9 of this By-Law) shall be responsible for the Match and Handicap Sub-Committee activities and, shall have power:
  - a. To arrange and control all matches and competitions and the offering and awarding of prizes.

- b. To establish and alter the handicaps of the members.
- c. To make and amend local rules and to interpret and enforce such local rules and the Rules of Golf.
- d. To determine the course and date on which any match or competition shall be played and to set apart the courses or any of them for the play of any match or competition exclusively.

### *LADIES*

6. A Ladies Golf Committee shall be formed under the direction of the then Ladies' Golf Captain and be responsible for the organization and administration of the Ladies' golf activities.

### *CLUB CAPTAIN*

7. The Club Captain shall be the Men's Captain or the Ladies' Captain, who shall have charge of the courses during all competitions and their decision upon any question arising in any Club match for competition shall be final.

### *FINANCIAL BUDGET*

8. The Golf Branch Committee shall be responsible for preparing a financial budget showing proposed expenditures, ongoing commitments and expected income required to facilitate the budget. After approval by the Golf Branch Committee the budget will be submitted to the Finance Committee for consideration and inclusion in the budget for the Club.

### *ADDITIONAL COMMITTEES OR SUB-COMMITTEES*

9. The Golf Branch Committee may appoint additional standing or special committees as may be found necessary from time to time and may terminate such committees when circumstances so indicate. Standing Committees may form sub-committees if the Golf Branch Committee so approves.

### *B - GREEN COMMITTEE*

1. The Green Committee shall have charge of the courses, practice field and grounds proper work is done thereon, including any alterations which have been approved and authorized by the Board of Directors and shall be responsible for the utilization, operation and ordinary maintenance of all course and grounds equipment, material, systems and facilities including the course irrigation system, course shelters, repair sheds and similar buildings, except for major construction work. It may prescribe conditions of play at any time and generally regulate the use of the courses and grounds. The Chair of the Green Committee is an appointed ex-officio member of the Board of Directors.

### *APPOINTMENT*

2. The Green Committee shall nominate from amongst its ranks a Green Committee Chairperson to serve a two year term, with the recommended nomination forwarded to the Board of Directors for ratification. Should more than one Green Committee Chair be nominated, the Board shall select the Green Committee Chair from the Green Committee's recommendations. Minutes of all meetings shall be kept and copies shall be forwarded to the Honorary Secretary and at the office of the Club.

### *OPERATING RULES*

3. Sections 2, 3, 6, 7, 8, 9 and 10 of By-Law II shall govern the work and operation of the Green Committee, with the provision (1) that the Green Committee Chairperson shall be appointed to serve for a two year

term; (2) that the immediate Past Green Committee Chairperson shall serve for a two year term; (3) that at least one representative of the Ladies' Golf Section shall be appointed to serve on the Green Committee at all times; (5) that Board of Directors, President, Vice-President and Director shall mean Golf Branch Committee, Chairperson, Vice-Chairperson and Committee Member, and (6) that Annual general Meeting shall mean an appropriate Green Committee Meeting.

#### *FINANCIAL BUDGET*

4. The Green Committee shall be responsible for preparing a financial budget showing proposed expenditures and ongoing commitments for the general maintenance of and improvements to the golf course, practice field and Club grounds. In addition an ongoing capital budget shall be prepared covering equipment and structural needs for the golf course. After approval by the Green Committee, both budgets will be submitted to the Financial committee for consideration and inclusion in the budgets for the Club.

## BY-LAW VI

### CURLING BRANCH

#### *CURLING BRANCH COMMITTEE*

1. The Curling Curling Branch Committee shall be responsible to the Board of Directors for the Curling activities of the Club and the income and expenditure that arise there from. It shall consist of nine Regular Curling members, of whom one shall be the Chairperson and ex-officio, a Director of the Club. One shall be the immediate Past Chairperson of this Curling Branch Committee. In addition to the foregoing, a representative of the afternoon Ladies' Group and a representative of the Business Girls' Section shall be ex-officio members of this Curling Branch Committee.

#### *APPOINTMENTS*

2. The Curling Branch Committee shall nominate amongst its ranks a Chairperson to serve a two year term, with the nomination forwarded to the Board of Directors for ratification. Should more than one Chairperson be nominated, the Board shall select the Chairperson from the Committee's nominations. Minutes of all meetings shall be kept and copies shall be forwarded to the Honorary Secretary and at the office of the Club.

#### *NOMINATIONS*

3. The Curling Branch Committee may submit nominations to the Nominating Committees to fill Club Director Vacancies.

#### *OPERATING RULES*

4. Sections 2, 3, 6, 7, 8, 9, and 10 of By-Law II shall govern the work and operation of the Curling Branch Committee, with the provision (1) that the Curling Branch Committee Chairperson shall be appointed to serve for a two year term; (2) that the immediate Past Curling Branch Committee Chairperson shall serve

for a two year term; (3) that the Ice Committee Chair and Head Ice Technician be members of the Curling Branch Committee; (4) that Board of Directors, President, Vice President and Director shall mean Curling Branch Committee, Chairperson, Vice-Chairperson and Committee Member, and (5) that Annual General Meeting shall mean an appropriate Curling Branch Committee Meeting

### *MATCH COMMITTEES*

5. The Match Committee shall be responsible for all regulations regarding playing of matches, the drawing up of rinks for trophy matches and Club matches and the conducting of other Curling activities of the Club.

### *ICE*

6. The Ice Committee shall be responsible that the playing surface of the ice is maintained in satisfactory condition and for the care and maintenance of the ice freezing equipment. The Head Ice Technician shall be responsible to the Chairperson of this Ice Committee.

### *LADIES*

7. The Ladies Curling Committee shall be responsible for the organization and administration of the Ladies Curling activities.

### *FINANCIAL BUDGET*

8. The Curling Branch Committee shall be responsible for preparing a Financial budget showing proposed expenditures, ongoing commitments and expected income including the recommendation of a dues structure required to produce such income. After approval by the Curling Branch Committee the budget will be submitted to the Finance Committee for consideration and inclusion in the budget for the Club.

### *ADDITIONAL COMMITTEES OR SUB-COMMITTEES.*

9. The Curling Branch Committee may appoint additional standing or special committees as may be found necessary from time to time and may terminate such Committees when circumstances so indicate. Standing Committees may form sub-committees if the Curling Branch Committee so approves.

## **BY-LAW VII**

### **MEMBERSHIP**

#### *GENERAL*

1. The membership shall consist of the applicants for the incorporation of the corporation and such other individuals as are admitted as members by the Board of Directors. Only persons who are members as defined in Section 7 for By-Law VII shall be entitled to vote.

#### *CLASSES*



2. Classes of Membership:
  - a. Regular members
    - i. Social - entitled to the full use of the Club House and grounds but not to the use of golf, curling or other sporting facilities unless under Club special member promotions.
    - ii. Golf - entitled to the full use of the Club House, property and privileges except Curling unless a combined Golf/Curling member.
    - iii. Curling - entitled to the full use of the Club House, property and privileges except Golf unless a combined Curling/Golf member.
  - b. Intermediate
    - i. Social- Age 20 but under age 35. Same as 2 (a) but under age 35 at October 1st.
    - ii. Golf - age 20 but under age 35. Same as 2 (a) (ii) but under age 35 at April 1st.
    - iii. Curling - Age 21 but under age 35. Same as 2 (a) (iii) but under age 35 at October 1st.
  - c. Junior Members
    - i. Golf - subject to special regulations and under age 20 at December 31st,
    - ii. Curling - subject to special regulations and under age 21 at December 31st.
  - d. Non-resident - members who reside more than 40 miles from Brockville and have no summer or temporary residence within the Brockville area. Full Club House privileges but golf or curling subject to special regulations.
  - e. Other - The Board of Directors may establish other classes of membership from time to time which shall be subject to such regulations as may be made applicable.
    - i. The Directors may grant from time to time to members' children and/or wives or husbands, who are not themselves, members, limited privileges of the club house and other facilities subject to such rules, fees and dues, if any, as the Directors may determine.
    - ii. The Directors may grant from time to time to any class of members privileges of the club house and other facilities additional to those enjoyed by such class under those By-laws and may revoke any additional privileges so granted.
  - f. Honorary - The directors may appoint as an Honorary member, for an indefinite period, any regular member or staff member who has, in their considered opinion, made an outstanding contribution to the success of the Club over many years. An Honorary member does not pay dues, cannot be assessed, and has no minimum house account. Such a member is not eligible to vote and hold office.
  - g. Corporate
    - i. Anybody corporate may apply for a Corporate membership.

- ii. A Corporate member shall designate, in writing, one full time employee to whom the privileges of the Club shall be extended. A Corporate member may from time to time designate alternative employees to whom the privileges of the Club shall be extended upon payment of an entrance fee and all other levies payable by a new member for each alternative designee.
- iii. The privileges extended to the designated employees shall be limited to those for which the requisite fees have been paid by the Corporate member and shall cease upon termination of the Corporate membership under which the privileges are extended.

### *LIMITATION*

- 3. The maximum number of members in each class shall be such number as may be fixed from time to time by the Directors.

### *TRANSFER*

- 4. Transfer of Membership
  - a) Membership is not transferable from one person to another except that;
    - i. A member may request transfer of membership to his (or her) spouse by making written application to the office of the Club. Such requests must be approved by the Directors before becoming effective.
    - ii. On the death of a member, the membership will be transferred to the surviving spouse providing such transfer is requested in writing to the office of the Club and further, providing the required annual fee is paid.
    - iii. A member may request transfer of his or her membership to a Corporation provided that member requesting transfer become a designated employee of the Corporation. Such request shall be made by written application to the office of the Club and must be approved by the Directors before becoming effective.
  - b) Club House or Golf members wishing to apply for Curling membership must notify the office of the Club in writing. Club House or Curling members wishing to apply for Golf membership must notify the office of the Club in writing. Members who wish to terminate their Curling privileges must notify the office of the Club by October first. Members who wish to terminate their Golf privileges must notify the office of the Club by April first, otherwise in either case the full amount of dues for his or her current class of membership for the next following season shall be payable.
  - c) In any year, a Non-Resident Member who was formerly a Regular Member ceases to be eligible for Non-Resident membership, such member may, during that year, apply to the Directors for re-transfer to Regular membership, in which event such member shall automatically be entitled to the same privileges of the courses, club house and other facilities and pay the same annual dues as a Regular Member until appointed by the Directors to fill a vacancy in the Regular membership.

## *RESIGNATION*

### 5. Resignation of membership

a) Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

b) In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Club prior to acceptance of his resignation, provided that a Curling Branch member give notice of his/her resignation in writing to the Club Office prior to the first day of October in each year and shall thereupon cease to be a member and shall not be liable for any dues or assessments in the club year then beginning. In the case of a member of the Golf Branch who submits a resignation in writing prior to the first day of April the membership shall thereupon cease and no dues or assessment in the Golf Branch shall be payable in that year.

## *REINSTATEMENT*

6. A member who, having resigned, desires to be reinstated may transmit to the Secretary or Club Office an application to that effect. The Secretary shall submit the application to the Directors at their next meeting thereafter. The Directors may, in their discretion, reinstate such member subject, however, to the payment of the annual dues for the year then current and one-half of the entrance fee.

## *VOTING MEMBERS*

7. Whenever they appear in these By-Laws, the words "voting members" mean Regular Members, Intermediate Members, Designated Employees of Corporate Members whose membership privileges have not been suspended by the Board.

a) Sustaining memberships shall become effective on the first date the annual Club or Branch dues are payable following the transfer or payment as aforesaid, and the Club shall pay to the Sustaining member the accrued interest on bonds transferred up to such date.

## **BY-LAW VIII**

### **OBJECTIONABLE CONDUCT**

1. In the event a written complaint as to the conduct, behavior or actions of a member, whether in or about the premises and property of the Club or elsewhere, is communicated to a Director or the Secretary, an investigation shall be made by a person or persons appointed by the President.
2. A written report of such investigation shall be submitted to the President for consideration by him /her and two Directors appointed by him /her. Should two of the three so require, they may dismiss the matter or

- i. issue a letter of reprimand to the member or
  - ii. submit the matter to a meeting of the Directors. If a meeting of the Directors is required, the member against whom the complaint has been made shall be notified of the time and place thereof and invited to attend.
3. At such meeting, the Directors, having considered the said report and having heard the member against whom the complaint has been made, or upon failure of the member to attend, may dismiss the complaint or, if in their opinion the conduct, behaviour or actions of the member were improper, disorderly or adverse to the character, reputation, dignity, interests or objects of the Club, may issue a reprimand to the member, or suspend the member from the privileges and use of the Club, its premises and properties for any period not exceeding the balance of the then current calendar year; or expel the member from the Club and terminate his or her membership.

## BY-LAW IX

### ANNUAL AND OTHER MEETINGS

#### *ANNUAL GENERAL MEETING*

1. There shall be held annually, on such date in each year as the Directors may fix by resolution, but not later than the 31st day of December and at such time and place as the Directors may appoint, a General Meeting of the Club to receive a statement of its affairs, to elect Directors for the ensuing year, to appoint auditors, and for all other purposes relating to the management of the club. A one page summary of the financial statement shall be mailed to all voting members with the notice calling the Annual General Meeting. A full printed copy of the financial statements shall be available at the office of the Club to all voting members for their perusal.

#### *SPECIAL MEETINGS*

2. Special Meetings of the Golf or Curling Branches shall be called by the Chairperson of the respective Branch when a majority of the members of that Branch Committee deem it necessary or on receipt by the Secretary of a requisition signed by at least fifteen voting members of the Branch and stating the matter to be discussed.

#### *SPECIAL GENERAL MEETING*

3. A Special General Meeting of the Club shall be called by the President when a majority of the Directors deem it necessary or on the receipt by the Secretary of a requisition signed by at least twenty-five voting members and stating the matter to be discussed.

#### *NOTICES OF GENERAL MEETINGS*

4. Notice of each General Meeting of the Club shall be mailed to all voting members. The notice calling a meeting shall be so mailed by the Secretary at least ten days before the date fixed for the meeting, shall

state the time and place at which the meeting is to be held and shall set forth concisely any special matter to be discussed at such meeting. The business of a Special Meeting or a Special General Meeting of the Club shall be confirmed to the matter set forth in the notice calling the meeting.

### *QUORUM*

5. Twenty-five voting members shall be necessary to constitute a quorum at a General Meeting of the Club and fifteen voting members shall be necessary to constitute a quorum at a Meeting of a Branch. Should there not be a quorum present at any General Meeting or Special General Meeting the members present may adjourn such meeting to any future date not later than the fourteenth day thereafter and any such meeting may be held on such date without further notice to the members.

### *VOTING*

6.
  - a) Only voting members in good standing shall have the right to vote at meetings of the Club. Each such member shall have one vote.
  - b) Subject to the provisions, if any, contained in the Letters Patent of the Club, each member of the Club shall at all meetings of members be entitled to one vote and he/she may vote by proxy. Such proxy shall be a member and before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Club unless he has paid all dues or fees, if any, then payable by him/her.
  - c) At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the By-laws of the Club or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Club shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Club in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

### *SCRUTINEERS*

- 7 At each meeting of voting members of the Club one or more scrutineers may be appointed by a resolution of the meeting or by the Chairperson with the consent of the meeting, to serve at the meeting.

## *PROPOSALS BY MEMBERS*

- 8 A member wishing to propose at any General Meeting of the Club any new rule or regulation or any alteration of the By-laws or to bring up at any General Meeting of the Club any matter for discussion must give written notice of it to the Secretary at least fourteen days prior to such meeting. The Secretary shall mail a copy of such proposal to all voting members with the notice calling such meeting. At such meeting the proposal shall be discussed and if approved by the members present shall be adopted.

## *NOTICE*

- 9 Whenever under the provisions of the By-laws of the Club notice is required to be given, such notice may be given either personally or by electronic mail or by depositing the same in a post office or a public director, officer or member at his or their address as the same appears on the books of the Club. A notice or other document so sent by post shall be held to be sent at the time the same was deposited in a post office or public letter-box as aforesaid, or if by electronic mail shall be held to have been sent as it appears on the Club's computer. For the purpose of sending any notice, the address of any member, director or officer shall be their last address as recorded on the books of the Club.

## *BY-LAW X*

### *SUBSCRIPTIONS OR DUES*

#### *AMOUNT*

1. Each member, except Honorary Members, shall pay annual dues. The amount of the annual dues payable in respect of each class of membership shall be fixed by the Directors before the first day of October each year.

#### *TRANSFERS*

2. If in any year a member of the Club is admitted to another class of membership, such member shall pay for that year, if admitted prior to the first day of October, the annual dues applicable to such other class or, if admitted on or after the first day of October, whichever is the higher of the two annual dues involved. If a member dies before the first day of January having paid the full annual Club dues and Curling dues applicable, one-half of such dues shall be refunded to the member's estate. If a candidate for membership is admitted on or after the first day of August in any year, the candidate shall pay for that year one-half of the applicable annual golf dues.

#### *TIME OF PAYMENT*

3. Annual dues, including social, golfing, or curling or combined golf/curling, shall be payable as determined from time to time by the Board of Directors.

#### *HOUSE ACCOUNTS*

4. Members' accounts shall be mailed to them at the beginning of each month and shall be payable upon such mailing.

#### *LATE PAYMENTS*

5. If any member fails to pay the entrance fee payable on his or her election or transfer or any installment thereof or fails to pay his or her annual dues or any installment thereof or fails to pay his or her house account or fails to pay any assessment levied in each case within 30 days after it becomes payable, then any such member's name may be posted in the club house and, if such failure continues for a total of 90 days, such member shall, upon a resolution of the Directors to that effect, cease to be a member of the Club, but such member may be reinstated by the Directors if the payment be made and the delay explained to their satisfaction. A member while posted shall not receive credit and may not vote on, or take part in the discussion of, any motion, or question before the Club. All such late payments shall be subject to interest, at the then appropriate rate, and shall be applied to the member's account.

#### *ENTRANCE FEE*

6. An entrance fee shall be charged on all new memberships in such amount as the Board shall from time to time determine.

## BY-LAW XI

### FINANCIAL

#### *AUDITORS*

1. The Auditors, who shall be a firm of Chartered Accountants, shall be appointed each year at the Annual General Meeting of the Club. They shall audit the books and accounts of the Club and shall receive such remuneration as may be fixed by the Directors.

#### *FINANCIAL YEAR*

2. The financial year of the Club shall end on the 30th day of September of each year.

#### *EXECUTION OF DOCUMENTS*

3. Deeds, transfers, licenses, contracts and engagements on behalf of the Club shall be signed by either the President or Vice-President and by the Honorary Secretary, and the Honorary Secretary shall affix the seal of the Club to such instruments as require the same.

Contracts in the ordinary course of the Club's operations may be entered into on behalf of the Club by the President, Vice-President, Honorary Secretary, Honorary Treasurer or by any person authorized by the Board.

The President or Vice-President, together with the Honorary Secretary or Honorary Treasurer, or any one of the Directors, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Club in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Club transfers of shares, bonds or other securities from time to time transferred to the Club, and may affix the Club seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the Club seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities, on the books of the Company or Club.

Notwithstanding any provisions to the contrary contained in the by-laws of the Club, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Club may or shall be executed.

#### *CHEQUES, DRAFTS, ETC.*

4. All cheques, bills of exchange or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Club, shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Club through its bankers, and endorse notes and cheques for deposit with the Club's bankers for the credit of the Club, or the same may be endorsed for collection or for deposit with the bankers of the Club by using the Club's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Club and the Club's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

#### *SAFEKEEPING OF SECURITIES*

5. The securities of the Club shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Club signed by such officer or officers, agent or agents of the Club, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### *ASSESSMENTS*

6. a) The Directors may from time to time assess the members of the Club or any class or classes thereof for the purpose of meeting any shortage in revenue required to meet the ordinary annual expenditure, or for any extraordinary expenditure which cannot be met out of ordinary annual revenue, and such assessment shall be payable within thirty days after notification thereof to the members, subject to such penalties in case of default as apply in respect of annual dues. Members shall be assessed in proportion to the amount of their annual dues for the current year and the total assessment of any



member in any year shall not, subject to paragraph b) hereof, exceed an amount equal to twenty per cent of the amount of the annual dues payable by such member for such year.

b) Notwithstanding the provisions of the foregoing paragraph a) the Directors may assess the members in each year without limitation on the amount of the total assessment of any member, in such amounts as may be necessary to enable the Club to comply with any covenant or condition upon or subject to which indebtedness of the Club has been incurred.

## BY-LAW XII

### BORROWING

1. That the Directors may from time to time:

a) Borrow money upon the credit of the Club in such amounts and upon such terms as may be deemed necessary.

b) Issue securities of the Club for such amounts and upon such terms as may be deemed expedient and pledge or sell the same for such sums and at such prices as the Directors shall determine, or to secure any indebtedness or liability of the Club.

c) Charge, hypothecate, mortgage or pledge any or all of the real or personal property, including book debts and unpaid calls, rights, powers, undertakings and franchises of the Club, to secure any bonds, debentures, debenture stock or other securities or any liability of the Club.

2. The Directors may from time to time authorize any director or directors, officer or officers, employee of the Club, or other person or persons, whether connected with the Club or not, to make arrangements with reference to the money borrowed or to be borrowed as aforesaid, and as to the terms and conditions of loan thereof, and as to the securities to be given thereof, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due to the Club as the Directors of the Club may authorize.

3. The Directors may from time to time authorize any director or directors, officer or officers, employee of the Club or other person or persons, whether connected with the Company or not, to sign, execute and give on behalf of the Club all documents, agreements and promises necessary or desirable for the purposes aforesaid and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments and the same and all renewals thereof or substitutions therefore so signed shall be binding upon the Club.

4. The Directors may from time to time:

a) Borrow any sum or sums of money from any Bank upon the credit of the Club either by way of overdraft, discount, loan, a line of credit, or otherwise, and upon such terms as they may think proper, and as security for any advance or liability heretofore made or incurred or that may hereafter be made or

incurred to hypothecate, mortgage pledge, and give to any such Bank all or any stocks, bonds, debentures, negotiable instruments, choses in action, or other real or personal property of the Club, and promises to give security upon all or any of the goods, wares, merchandise, and other assets of the Club as they may see fit or as may be required by or on behalf of such Bank, and also without limitation of the foregoing to hypothecate, give and grant to any such Bank such warehouse receipts, bills of lading, assignments, securities, promises and agreements to give security as they may think fit or as such Bank may require and it is expressly declared that any security given pursuant to this By-law may be in accordance with the Bank Act and amending Acts in force from time to time, or by way of chattel mortgage, or in such other form as the Bank may require or the Directors may see fit;

b) Authorize from time to time by resolution or by By-law such officer or officers, clerk, cashier, or other employee of the Club as the Directors may appoint to transact the banking business of the Club with any such Bank, to make, draw, accept and endorse bills of exchange, promissory notes, and cheques, and to execute on behalf of the Club all such documents, agreements, securities, and promises as aforesaid, and to delegate in or by the resolution or by-law to such person or persons the powers hereby conferred upon the Directors.

5. That this by-law shall continue in full force, virtue and effect as between the Club and any such Bank until notice of revocation or cancellation thereof shall be given to such Bank in writing.
6. 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 Directors or officers independently of a borrowing by-law.

## BY-LAW XIII

### RULES, REGULATIONS AND BY-LAWS

#### *ADJOURNED MEETINGS*

1. Any meeting of the Club or of the Directors may be adjourned to any time and from time to time but for no longer period than fourteen days, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

#### *ALTERATION OF BY-LAWS*

2. The Directors may from time to time enact or pass by-laws not contrary to law or the Charter of the Club, and may repeal, amend or re-enact by-laws of the Club, but every such by-law (except by-laws required by law to be sanctioned, approved or confirmed by the members before becoming effective) and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a Special General meeting of the Club duly called for the purpose, shall have effect only until the next Annual General

Meeting of the Club and in default of confirmation thereof shall, at and from that time only, cease to have force.

### *RULES & REGULATIONS*

3. The Directors may from time to time make rules and regulations in relation to the use of the club house, grounds and other facilities and repeal, amend or replace any rule or regulation made by any Branch or Committee. All members of the Club shall conform to and be bound by all By-laws and all rules and regulations of the Directors, Councils and of Committees from time to time in force.

### *INTERPRETATION*

4. The meaning and interpretation of the By-laws, rules and regulations shall rest with the Directors whose decision with respect thereto shall be final.

### *ERRORS OR OMISSIONS*

5. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Club shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Club.

### *MAILING OF NOTICES*

6. All notices, communications and accounts shall be given either personally or by electronic mail or by depositing such notice in a post office, postage prepaid, to a member at the address of the member appearing on the Club's records and, when so given or sent by email or mailed by post, shall be held to have been duly delivered. Any member who changes his or her address shall give to the Secretary written notice of the change.

### *COMPLAINTS*

7. All complaints shall be made in writing to the Secretary and be signed by the member complaining. The Secretary shall submit such complaints to the Directors at their meeting next following the receipt thereof and their decision shall be final.

## BY-LAW XIV

### SUNDRY

#### *NON-RESPONSIBILITY*

1. The Club shall in no way be responsible for any loss of or damage to personal property of members or other persons, whether by fire, theft or otherwise, occurring on Club property. Members or other persons entering upon or crossing over or under any public or private road, bridge or other structure on or adjacent to the property of the Club shall do so at their own risk, and the Club shall in no way be responsible for any loss, injury or damage which they may incur by reason or in consequence of their doing so.

#### *ANIMALS AND VEHICLES*

2. No member shall bring a dog or other animal into the club house or other facilities at any time or onto the grounds or golf course during the golfing season. No member shall ride a horse or drive a vehicle of any kind except a golf cart, on the course.

#### *SUNDRY*

3. In construing By-laws I to XIV inclusive, all personal pronouns shall be read as the number and gender of the party or parties referred to herein requires and all necessary grammatical changes, as the context requires, shall be deemed to be made.
4. Unless expressly provided otherwise in By-Laws I through to XIV inclusive, wherever the term "Secretary" is used, this shall mean "Honorary Secretary".