AMENDED BYLAWS

ADOPTED NOVEMBER 15, 2022

THE SOCIETY

1. The name of the society shall be Williams Lake Golf and Tennis Club (the "Society") and the address of the Society in the Province of British Columbia to which communications and notices may be sent is 104 Fairview Drive, Williams Lake, B.C., V2G 3T1.

2. The Society shall operate on a not-for-profit basis.

3. Upon dissolution of the Society the remaining assets must be disbursed to a qualified recipient specified by an ordinary resolution of the members present at any regular or special meeting, provided that notice of the meeting and of the proposed resolution is emailed to each member who has provided a valid email address at least fourteen (14) days prior to such meeting. If an ordinary resolution of the members is not possible, the Board of Directors shall pass a resolution specifying the qualified recipient.

MEMBERS

4. Members of the Society shall be:

   a) Such persons who have paid the annual membership fees for the membership year which shall extend from the 1st day of April in one year until the 31st day of March in the year which next follows; or
   b) A life member of the Society; or
   c) All such persons as may be registered holders of a debenture(s) issued by the Society.

   Except as herein provided, all members of the Society shall be deemed to be a voting member of the Society and entitled to participate in the activities of the Society on payment of the prescribed fees, therefore. The rights and privileges of those persons who are members solely because the holding of a debenture are limited to the right to vote at general meetings of the Society.

5. A member who is not in good standing is deemed not to be a voting member of the Society and is not entitled to participate in the activities of the Society.

MEETING OF MEMBERS

6. The Annual General Meeting of the Society shall be held at Williams Lake, British Columbia, in each and every year on a date to be fixed by the Board of Directors. A minimum of fourteen (14) days' notice of such meeting shall be emailed to all members who have provided a valid email address and notice of such meeting shall be posted at least twenty-one (21) days before the meeting on the Society's website.

7. Special meetings may be called by the President at any time upon the signed request of ten percent (10%) of the members in good standing. Notice of such special meeting shall be emailed to the members who have provided a valid email address and given a minimum of fourteen (14) days in advance and shall state the business to be discussed at the special meeting.

8. Fifteen (15) members of the Society in good standing shall constitute a quorum at any general meeting or special meeting. If no quorum is present at any duly convened meeting within fifteen minutes of the time set for the meeting, the meeting shall adjourn to the call of the Chairman. If within one-half hour after the time appointed for a meeting, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board of Directors.

9. Only those members in attendance at any meeting of the Society shall have a vote.

10. Voting shall be by show of hands unless the Chairperson shall direct an alternative method. In case of an equality of votes on any motion, the Chairperson of the meeting shall declare the motion defeated.

11. An ordinary resolution shall require a majority of votes to be passed; a Special Resolution shall require a two-thirds majority of votes to be passed.

12. The President when present shall be the Chairperson and preside at all meetings of the Society, and in his or her absence, the Vice-President shall be Chairperson and preside, and in the absence of both, the Directors present shall nominate one of their numbers to be Chairperson and preside.

13. The reports of all Officers, Directors and Committees shall be prepared for presentation, and approval of the members at the Annual General Meeting of the Society.

14. These Bylaws may be amended or re-enacted by a Special Resolution passed by a two-thirds majority of the votes cast by the members present at any regular or special meeting of the Society called for such purpose, provided that notice of the meeting and of the proposed amendment or re-enactment is emailed to each member who has provided a valid email address at least fourteen (14) days prior to such meeting.

ELECTION & TERM OF DIRECTORS

15. The Board of Directors shall be composed of twelve (12) persons. The Directors are divided into two groups of six (6) each, whose two-year terms shall expire in alternate years to be elected by the members of the Society at the Annual General Meeting.

16. The Directors of the Society shall be:

    a) A Member of the Society who has paid the annual dues assessed by the Society for the current year; or
    b) A life member of the Society; or
    c) All such persons as may be registered holders of a debenture(s) issued by the Society.

17. No person shall be eligible for election as a Director for more than three (3) consecutive 2-year terms, but after the expiration of one (1) year he or she shall again be eligible for election as a Director. In the event that no nominations for replacement are put forth, the existing Directors shall stand by acclamation.

18. A person shall cease to be a Director in the event that person ceases to be qualified pursuant to clause 16.

19. A Director failing to attend three (3) consecutive meetings shall at the discretion of the Board of Directors, be removed from office.

20. Where a person ceases to be a Director before the expiration of his or her term for any cause, pursuant to clause 16, the following shall occur:

    a) A call for nominations shall be made to the members of the Society; or
    b) In the event that a replacement is needed immediately, or no nominations are put forth within thirty (30) days, the Board of Directors shall nominate a person to hold office.

    In either event, the first person to accept a nomination shall fill the vacancy of the term until the date of the next meeting of election of Directors at which time the Society shall elect a person to serve for the unexpired portion of the term remaining.

21. The President, Vice-President and Secretary-Treasurer shall be separate individuals and be elected by and from the Board of Directors and shall hold office for one (1) year, or until their successors are elected. Such election shall take place after the Meeting at which the Directors are elected.

22. The Officers of the Society shall be the President, the Vice-President and a Secretary-Treasurer.

DUTIES OF DIRECTORS

23. The property and affairs of the Society shall be managed by a Board of Directors in which shall be vested full control of the revenue and expenditure of the Society. The Directors shall have the power to make policies, rules and regulations and to do all other things which it may deem necessary for the proper management and government of the Society, and in particular the land and buildings of the Society shall be under the control and management of the Board of Directors and in all matters pertaining thereto, the said control and management may be delegated by the Board of Directors to individuals or committees set up from time to time by the Directors for such purposes.

24. Dues payable by members shall be determined by the Board of Directors.

25. The Directors shall be empowered to make and execute contracts in the name of the Society and may delegate Officers or Committees for such purposes.

26. The Directors shall be empowered to raise or secure the payment of money for the purposes of the Society by way of mortgage or loan from future expectations of revenue from subscriptions or otherwise, but only to the extent that the value of the Society's unencumbered assets as at the time exceed the amount of such mortgage or loan. No Debenture shall be issued without the sanction of a Special Resolution.

27. It shall be lawful for the Board of Directors at any time and from time to time to make, alter and repeal rules and regulations for defining the duties of the several officers and employees of the Society.

28. The Board of Directors shall receive no remuneration for services provided. However, they shall be reimbursed for any approved out-of-pocket expenses incurred while performing their duties.

MEETINGS OF DIRECTORS

29. Seven (7) Directors shall constitute a quorum at any Directors Meeting. If within one-half hour after the time arranged for a meeting of the Board of Directors the quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board of Directors. Notice of such adjourned meeting shall be sent by the Secretary-Treasurer to each of the Directors at least forty-eight (48) hours prior to the meeting.

30. A person shall be appointed by the Board of Directors to record and keep minutes of all meetings of the Society and of the Board of Directors.

31. The President of the Society may call special meetings of the Board of Directors. If six (6) Directors shall request, in writing, the Secretary-Treasurer of the Board of Directors shall call a special meeting of the Board of Directors.

ACCOUNTS & RECORDS OF SOCIETY

32. The accounts of the Club shall be closed annually by the 31st day of December and shall be prepared by the Administrator and presented for approval to the Board of Directors by the Secretary-Treasurer at the next meeting thereof and made available to all members in good standing. The seal of the Society shall be kept at the address of the Society and shall be used only on a resolution of the Board of Directors.

33. Under the supervision of the Secretary-Treasurer, the Administrator shall be an employee of the Society and have control of all monies on behalf of the Society, shall deposit the same in a chartered bank as prescribed by the Board of Directors and shall keep such books and records as are required by the Board of Directors. The Administrator may, at the discretion of the Board of Directors, be required to post a bond, the premium of which shall be paid from funds of the Society.

34. A Chartered Accountant or Certified General Accountant shall be appointed to review the accounts of the Society and present a report as required by the Societies Act of the Province of British Columbia.

35. A minimum of the President, Vice-President and Secretary-Treasurer shall be authorized for and in the name of the Society to draw, accept, and sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money. Others may be authorized by and from the Board of Directors as deemed appropriate.

36. The Board of Directors shall by resolutions, designate the bank in which the monies of the Society shall be deposited and in which any stock, bonds or other securities of the Society may be placed for safekeeping.

37. The books and records of the Society of whatever nature shall be open for inspection of any member in good standing at the office of the Society at all reasonable times.

38. The seal of the Society shall not be affixed to any document except by authority of a resolution of the Board of Directors and in the presence of such Officers or Directors as the Board of Directors shall prescribe.