

Elkwater Park Golf Club

BY-LAWS

December 21, 2014

1.0 GENERAL

1.1 NAME OF THE CLUB

The Club shall be called the ELKWATER PARK GOLF CLUB (Here in called “the Club”).

1.2 LIMITATIONS.

The funds and property of the Club shall be used and dealt with for its legitimate objects, and in accordance with its By-Laws.

1.3 REGISTERED ADDRESS OF THE CLUB

The registered address of the Club is: Box 84, Elkwater, Alberta T0J 1C0

1.4 DEFINITIONS

In these By-Laws, unless the context otherwise requires:

1.4.1 Notice – To give information about the Club to all members by e-mail, Canada Post or telephone as well as bulletin post in the club house.

1.4.2 “Director” means any person occupying the position of director, by whatever name called.

1.4.3 “Society” means a Society incorporated under the Societies Act (Alberta).

1.4.4 “Member in Good Standing” or “Member” is any individual whose annual Membership fee has been paid in full for the current year.

1.4.5 “Special Resolution” means: A resolution passed at a General Meeting of which not less than 21 days’ notice has been given, by a vote of at least 75% of the Members present or by a proxy vote.

2.0 MEMBERSHIP

2.1 TERMS OF ADMISSION TO MEMBERSHIP

Any person wishing to actively play and be part of the ongoing activities of the club, as long as the individual pays the annual fees or dues as set each year by the Board of Directors.

2.2 GREEN FEE PLAYERS

Persons paying green fees acquire a temporary non-voting membership in the Club, for which green fees are paid.

2.3 RIGHTS OF MEMBERS

2.3.1 Each Member is entitled to attend and vote at any General Meeting of the Club, and to stand for election as an Officer or Director of the Club.

2.3.2 No Member of the Club shall, in his or her individual capacity, be liable for any debt or liability of the Club.

2.4 WITHDRAWAL OF A MEMBER

A Member may resign at any time by giving written notice to the Club Secretary. A refund of all or a portion the Membership fee paid for the year will not normally be made, but in exceptional cases, such refund may be considered at the discretion of the directors, who shall consider the reason for withdrawal and the portion of the year for which the refund may be made.

2.5 EXPULSION OF A MEMBER

A Special Resolution is required to expel a member from membership for any cause, which the Club may deem reasonable.

3.0 DIRECTORS AND OFFICERS

3.1 BOARD OF DIRECTORS

3.1.1 Commencing with the September 2014 Annual general meeting, the Board of Directors shall be composed of

- 9 (nine) members.
- 4 elected for a one (1) year term.
- 5 elected for a two (2) year term.

3.1.2 After the first year 4 new directors will be elected to serve a (2) year term, while the (5) elected previously will have 1 more year to serve. This alteration of director elections will keep a continuous flow of Board business.

3.1.3 The four officers of the Board will be chosen by the members of the Board.

3.1.4 All of whom are to be members in good standing.

3.2 OFFICERS OF THE CLUB

- President
- Vice-President
- Treasurer
- Secretary

3.3 REMOVAL OF DIRECTORS AND OFFICERS

3.3.1 A person who resigns, or is expelled, from Membership in the Club, shall at the same time cease to be a Director or Officer.

3.3.2 A Director or Officer may only be expelled from the Board by Special Resolution for any cause, which the Club may deem reasonable.

3.4 POWERS AND DUTIES OF DIRECTORS AND OFFICERS

3.4.1 All the business and affairs of the Club shall be managed by the Board of Directors, who shall meet at such time and places, as they shall fix by resolution.

3.4.2 The directors shall exercise all powers and do all such things as may be exercised or done by the Club, save such as are by these by-laws, or any status for the time being in force.

3.4.3 The Directors, by resolution, shall have power to make, alter, and repeal all such regulations as they may deem necessary or expedient for the proper conduct and management of the Club, including in particular the establishment of annual Membership fees for members and or special Membership categories such as Senior, junior, or such other as Directors may designate.

3.4.4 Directors may appoint any committee, as they shall think fit, and any such committee shall, in exercise of powers so designated, conform to any regulations that may be prescribed by the Directors.

3.4.5 A special directors' meeting can be called on the instructions of any two (2) thereof and provided they request the President in writing to call such a meeting and state the business to be brought before the meeting.

3.4.6 President:

1. The president shall preside as Chairman at all General Meetings of the membership, and the Board of Directors. To do so effectively, the President should be familiar with the "Rules of Order".
2. The President shall see that all orders and resolutions of the Board of Directors are carried into effect.
3. The President shall, with the Vice-President, or Treasurer, or any two of them, sign all documents requiring the signatures of the Officers of the Club.
4. The President shall give such information concerning the Affairs of the Club as may be required.

3.4.7 Vice-President:

1. The Vice-President shall, in the absence or temporary disability of the President, perform the duties and exercise the powers of the President.
2. In the event that the office of the President becomes vacant because of the President's death, substantial disability, resignation or removal, the Vice-President shall perform the duties of the President until the next annual election.

3.4.8 Treasurer:

1. The Treasurer shall receive all monies paid to the Club.
2. The Treasurer shall be responsible to deposit the same in whatever bank the Board may order.
3. The Treasurer shall properly account for the funds of the Club and keep the books as directed.

4. The Treasurer shall present a full detailed account of receipts and disbursements of the Board whenever requested.
5. The Treasurer shall prepare for submission to the Annual General Meeting an audited set of financial statements.
6. The books and accounts of the Treasurer shall undergo an audit at least once each year by a qualified accountant and shall submit a complete and proper statement of the books for the fiscal year before December 31 of the current year.
7. An unaudited statement would be acceptable for the Annual General Meeting for the current year.

3.4.9 Secretary:

1. The Secretary shall, in consultation with the President, prepare the agenda for all Meetings of the Membership and the Board of Directors.
2. The Secretary shall be responsible for giving proper Notice of Membership Meetings.
3. The secretary shall attend all meetings of the Membership and the Board of Directors and shall record in Minutes the motions made and decisions taken at those meetings.
4. The Secretary shall conduct the correspondence of the Club.
5. The Secretary shall maintain all materials and documents belonging to the club.
6. The Secretary shall keep a record of all members of the Club, their addresses, telephone numbers and e-mails.

4.0 Term of Office

In the event an office or directorship becomes vacant, the Board may appoint a Club member, in good standing, to complete the term of office of the vacancy. The Board retains the right to leave the office, directorship Vacant Until the next election.

5.0 CONFLICT OF INTEREST

5.1.1 Every Officer, Director or Employee of the Club is required to disclose to his/her manager, and/or to the Board of Directors any conflict of interest that he/she has, or may have, in regard to the conduct of business by the Club.

5.1.2 A conflict of interest exists when:

- An Officer, Director or Employee has a private or personal interest sufficient to influence, or appear to influence, the objective exercise of their duties.
- The private interests of the Officer, Director or Employee are “at variance” or “in conflict” with their official duties and responsibilities to the Club.
- An Officer, Director or Employee gains, or appears to gain, an advantage (for self or others) by virtue of their position with the Club.
- A Director or officer is required to vote at a Board meeting on a matter in which he/she has or appears to have, a conflict of interest.
- An “apparent conflict” is one which seems to exist based on its appearances or when there is reasonable apprehension or likelihood that a conflict exists.

5.1.3 Where an Officer, Director or Employee believes that there is, or may appear to be, a conflict of interest in some matter of material interest to the

Club, such Officer, Director or Employee is required to bring this to the attention of:

- His/her immediate Manager or Committee Chair (in case of an Employee), or
- To the Board of Directors (in the case of an Officer or Director).

5.1.4 The Board of Directors will deal with each conflict situation, based upon the circumstances of the case, and provide direction to the Officer, Director or Employee in regard to their involvement with the conflict or apparent conflict.

5.2 PURCHASING & TENDERING

The Club is committed to a policy of acquiring goods and services in a cost effective manner. In this regard, the entire Club's business, for either operating purposes or capital expenditures, should be conducted with firms offering the best price consistent with specifications and required quality, delivery, and service.

6.0 CALLING OF MEETINGS

6.1 GENERAL MEMBERSHIP MEETINGS

The annual general meeting will be held within twelve (12) months of the preceding AGM.

6.2 SPECIAL MEMBERSHIP MEETING

A special Membership meeting may be called when required by:

- The Board of Directors, or
- A requisition signed by 10% or more of the Membership.

6.3 NOTICE REQUIREMENTS

6.3.1 Notice of Membership meetings shall be mailed or e-mailed as well as posted in the club house 14 days in advance of the Meeting, and shall specify the Date, place and hour of the Meeting, and the business to be considered at the Meeting.

6.3.2 When the business of a membership Meeting includes a Special Resolution (required to amend By-Laws) then the notice period shall be 21 days, and the text of the Special Resolution shall be included in the notice.

6.4 QUORUM REQUIREMENTS

6.4.1 A quorum for a Directors' meeting shall consist of not less than 50% of the Directors holding office.

6.4.2 A quorum for the General and Special meetings shall consist of not less than ten members present in person.

6.5 CONDUCT OF MEETINGS

6.5.1 The president of the club, when available, shall preside at all meetings of the Club and the Board of Directors. In the absence of the president, the Vice-president shall preside, and in the absence of both, a Chairman may be elected by those present.

6.5.2 The "The Rules of Order" shall govern all Meetings of the membership and directors, except when more than two-thirds of those present agree to suspend application of a particular rule.

6.6 VOTING AT MEETINGS

6.6.1 No member shall be entitled to vote at a meeting if any monies presently payable by him or her are in arrears.

6.6.2 Voting at any meeting shall be in person, not by Proxy. Voting at the AGM or a Special meeting shall be in person or by proxy. Each member shall have one vote, except the Chairman shall vote only to break a tie.

6.6.3 At any meeting, a resolution or motion put to the vote of a meeting shall be decided by a show of hands, unless either the Chairman or a majority of those present prefer the decision to be based on a written ballot.

6.6.4 When a resolution or motion is decided by a show of hands, a declaration by the Chairman that the resolution or motion has been carried, or lost, and an entry to that effect in the Minutes of the meeting, shall be conclusive evidence of the decision of the members on the question, and further proof of the number or portion of votes is required.

7.0 MINUTES AND RECORDS

7.1 RECORDING OF MINUTES

The secretary of the Club, or in the absence of the Secretary an alternate, appointed by the chairman, shall record in Minutes the motions made, and the decisions taken, at each Meeting of Membership and Board of Directors.

7.2 CUSTODY AND INSPECTION OF MINUTES

One copy of the Minutes of membership meetings and Director Minutes shall be maintained in a binder at the Club House and shall be available during Club House hours for inspection by a member of the Club.

8.0 AUDIT OF ACCOUNTS

8.1 FISCAL YEAR & FINANCIAL STATEMENTS

8.1.1 The Club's fiscal year shall end on October 31st.

8.1.2 Financial Statements for the preceding fiscal year shall be presented at the next Annual General Meeting.

8.1.3 The new Board will take over operation as of the 1st day of November.

8.1.4 A Chartered Accountant shall be elected by the Membership at the Club's Annual General Meeting, to audit the books, records and accounts of the Treasurer for each fiscal year, and shall report to the Membership upon their accuracy at the next Annual General Meeting.

9.0 BY-LAWS

9.1 The By-Laws of the Club shall not be amended, added to, or rescinded except by Special Resolution of the Club, given at a Special or General Meeting of the Membership for which not less than 21 days' notice has been given, and approved by not less than 75% of the persons present or by a proxy vote.

9.2 Such resolution shall not be in effect until registered by the Club secretary as provided in the Societies Act.

10.0 Remuneration

No Officer, Director or Member of the Club shall receive remuneration for his/her services in cash or kind.

11.0 BORROWING POWERS

- 11.1 For the purpose of carrying out the objects, the Club may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by issue of debentures.
- 11.2 This power shall only be exercised under the authority of the By-Laws of the Club. In no case shall Debentures be issued without the sanction of a Special Resolution, which has been duly approved by not less than 75% of the members present or by a proxy vote at a General or Special Meeting of the membership for which not less than 21 days' notice has been given.

12.0 Dissolution

If, for any reason, the Elkwater Park Golf Club dissolves, any assets remaining in the Club`s Accounts, after paying all debts and liabilities, shall be given to an eligible charity. Any other assets after all debts and liabilities have been paid shall revert to Alberta Sustainable Resources.