

# BYLAWS

## **PRESCOTT GOLF CLUB INC. (The “Corporation”)**

A By-law relating generally to the affairs of PRESCOTT GOLF CLUB INC.

Be it enacted as a By-law of Prescott Golf Club Inc. as follows:

April 6, 2006  
Revised March 11, 2014  
Revised 2014 and 2016  
Revised April 18, 2017  
Retyped by Sharon Landry Spring of 2018 for BOD  
Revised May 1, 2019

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### **Head Office**

1. The **Head Office** of the Corporation shall be in the Town of Prescott in the Province of Ontario and at such place therein as the Directors may determine from time to time.

### **Seal**

2. The **Seal**, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

### **Board of Directors**

3. The affairs of the Corporation shall be managed by a **Board of Directors (the "Board")**. The Board shall be comprised of nine members of whom the Past President shall be one, provided he or she is a member in good standing of the Corporation and eight Directors each of whom shall be, at the time of their election and throughout their term, members in good standing of the Corporation. Each Director shall be elected to hold office until the second annual meeting after they shall have been elected or until their successor shall have been duly elected and qualified. Half of the Board shall be elected at each annual meeting. Each Director shall be elected for a period of two years. A Director completing their term can stand for nomination for an additional term. There shall be no limit to the number of terms a Director serves. The election shall be by secret ballot on a ballot form approved by the Directors. The election of Board members shall be held at the Fall Annual General Meeting ("AGM") or the next AGM as appropriate. Four of the eight directors will be elected for a term of two years. The President may be forced to resign and a new election held within the Board if a minimum of five of the Board members, by a recorded vote at a meeting, calls for their resignation. The members of the Corporation, by resolution passed by two thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution had been given, may remove any Director before the expiration of their term and may, by a majority of votes cast at such a meeting, elect any person in their stead for the remainder of their term. Any plebiscite petitioning the Board to call a general meeting of members shall require the signature of 10% of the ordinary membership in good standing at the time of the request.

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*The immediate past President, if they are a paid up member over the period they sit on the Board, from a dues paying class of membership with voting rights (single, couple, Monday to Friday, or intermediate) shall automatically be entitled to sit as a Director for the normal President term of one year. (October 4, 2016).*

Notwithstanding anything herein contained, there shall be a minimum of two male directors and two female directors on the Board at all times. *Should there not be sufficient interest from the membership such that the Board makeup does not meet this gender requirement, any open board position may be filled by the Board from the other gender for the remainder of the normal term for such a director. (April, 2008).* The President of the Corporation shall have two years experience on the Board. They shall be chosen from the Board by a vote at the first Board meeting held after the election of the Board. No employee of the Corporation may be a member of the Board of Directors nor may any member of the Board be hired by the Corporation during their term.

#### **Vacancies on the Board**

4. **Vacancies** on the Board, however caused, may, so long as a quorum of Directors remains in office, be filled in the following manner: (A) if more people run for the Board than there are vacancies to be filled, those not elected should be asked in decreasing order of votes received during the election in which the person leaving the Board was elected. *Should no one meet this criterion or agree to serve and if a subsequent election has been held those who ran and were not elected may be asked to serve for the remainder of the vacant position's term; (April 2011)* (B) temporarily appointing, by existing Directors, qualified members of the Corporation. Otherwise such vacancies shall be filled at the next annual meeting of members at which the Directors for the ensuing year shall be elected. If there is no such quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill such vacancies. The process of appointing temporary replacement directors shall also address the goal of having a minimum of two persons of the opposite gender on the Board at all times.

### **Quorum of Directors**

5. A majority of Directors (5) shall form a **Quorum** for the transaction of business of the Corporation. The Board may hold its meetings at such place *or manner (April, 2017)* as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present or if those Directors absent have given consent to such a meeting in their absence.

*A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting. (April 2017)*

Director's meetings may be called by the President or Vice President or by written direction by two Directors. Notice of such a meeting shall be delivered or sent by electronic notice (telephone or email) to each Director not less than one day before such a meeting is to take place. The Statutory Declaration of the President or Vice President that such a notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence that the notice has been given. A directors' meeting may be held without notice immediately following the AGM of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Directors.

### **Errors and Omissions**

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

### **Voting by Directors**

7. Questions arising at any meeting of Directors shall be decided by a majority of votes of a quorum of Directors present. *The President shall participate fully in debate, table motions, and have a deliberative vote on all motions before the Board. In the case of a tie vote the motion is deemed to have failed.* All votes taken at any such meeting shall be taken by ballot if any

Director should request it but if no such demand is made, the vote shall be taken in the usual manner of assent or dissent. A declaration by the President that a resolution has been carried shall be entered to that effect in the minutes and shall be admissible as prima facia proof of the fact without proof of the number or proportion of the votes recorded in favour or against any such resolution. In the absence of the President the duties may be performed by the Vice President or other such Director as the Board may appoint for this purpose. *(May 1, 2019)*

### **Remuneration of Directors**

7. The Directors shall receive **no remuneration** for acting as such.

### **Board Powers**

8. The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation in its name any kind of contract which the Corporation may lawfully enter into, and do all such other acts and things as the Corporation by its Charter is authorized to do. However, the Directors, without prior approval of the members, cannot commit the Corporation to any capital expenditure in excess of \$70,000 in total. *(October 6, 2015).*

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, rights,

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

### **Officers of the Corporation**

9. There shall be a President, Vice President, Treasurer and Recording Secretary of the Corporation and such other officers as the Board may deem, by bylaw, from time to time. One person may hold more than one office except the offices of the President and Vice President. The President and Vice President shall be elected by the Board from among their number at the first meeting of the Board after the annual election of such a Board, provided that in default of such an election the then incumbents being members of the Board shall hold office until their successors are elected. The Officers of the Corporation need not be members of the Board and in the absence of a
10. written agreement to the contrary, the employment of such Officers shall be settled by the Board from time to time.

### **Duties of the President**

11. The President shall, when present, preside at all meetings of the members of the Corporation and the Board. The President shall be charged with the general management and supervision of the affairs and operations of the Corporation. The President and Vice President or other officers appointed by the Board for that purpose, shall sign all bylaws and membership certificates. During the absence or inability of the President, such duties and powers may be exercised by the Vice President, or such other Director as the Board may appoint from time to time for such a purpose. The exercise of any such duty or power in the absence of the President shall be presumed with reference thereto.

### **Duties of General Manager**

12. The General Manager shall be ex-officio to the Board and shall attend all meetings of the Board as directed by the Board. They shall keep the minute book of the Board meetings. They shall give notice as required to members

and Directors. They shall be the custodian of the Seal of the Corporation and all books, papers, records, correspondence, contracts, and other documents belonging to the Corporation which they will deliver up upon authorization by resolution of the Board to do so to such persons as may be named in the resolution. They shall perform other such duties as may from time to time be determined by the Board.

### **Duties of Contract Employees**

13. The duties of contract employees to the Corporation shall be as the terms of their engagement call for and they shall report to the Board of Directors and participate in Board meetings as may be requested by the Board.

### **Execution of Documents**

14. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or Vice President and the General Manager and the General Manager shall affix the Seal of the Corporation to such instruments as required by same.

Contracts in the ordinary course of business of the Corporation's operations may be entered into on behalf of the Corporation by the President, the Vice President or by any person authorized to do so by the Board.

The President, the Vice President, the Directors, the General Manager or any one of them or any person from time to time designated by the Board may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept, in the name of or on behalf of the Corporation, transfers of shares, bonds or other securities transferred to the Corporation and may affix the Corporate Seal to any other such transfers or acceptances of transfer and may make, execute and deliver, under the Corporate Seal, any and all instruments in writing necessary or proper for such purposes including the appointment of an attorney to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation.

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

### **Books and Records**

15. The directors shall see that all necessary books and records of the Corporation required by the by-laws or by any applicable statute or law are regularly and properly kept.

### **Membership**

16. The membership shall consist of the applicants for the incorporation and such other individuals and such corporation's partnerships and other legal entities as are admitted as members by the Board.

*There shall be seven (7) classes of membership in the Corporation namely, Honorary membership, Social membership, Single membership, Couple membership, Monday to Friday membership, Intermediate membership (ages 19 to 30 and 31 to 39) (Ordinary Members). Honorary and Social members are not eligible to sit on the Board, are non-voting and not entitled to the distribution of the property of the Corporation. Life members have*

*voting rights at meetings of the members and entitled to the distribution of the property of the Corporation. Life members do not qualify to serve on the Board. (October 4, 2016).*

The Honorary membership shall not be entitled to vote at meetings of the Corporation; they shall not participate in any distribution of the property of the Corporation upon dissolution of the Corporation, and they shall not be required to pay any membership fees or dues.

The Life members shall be entitled to one vote per member at all meetings of the Corporation; they shall be entitled to participate equally with the Ordinary Members in any distribution of the property of the Corporation and

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they shall pay a fee as determined from time to time to admission of membership but shall not be required to pay further fees or dues.

Social members shall, on payment of fees to be determined from time to time, be entitled to use all the social facilities of the Corporation. They shall not be entitled to vote at meetings of the members of the Corporation and they shall not participate in any distribution of the property of the Corporation upon dissolution.

The Ordinary Members shall be entitled to one vote per member at all meetings of the Corporation; they shall be entitled to participate equally with Life members in any distribution of the property of the Corporation upon dissolution of the Corporation and they shall pay initiation fees and annual fees as deemed from time to time.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board. In the case of resignation the member shall remain liable for payment of any assessment or other sum levied or which is payable by them to the Corporation prior to acceptance of their resignation.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of members. A membership of the Corporation shall not be transferable.

Each member shall promptly be informed by the General Manager of his admission as a member.

### **Dues**

17. There shall be no dues or fees payable by members except such, if any, as shall be from time to time fixed by a majority vote of the Board. The General Manager shall notify members of the dues and fees at any time payable by them and if they are not paid within thirty (30) days of the date of such notice, the members are in default and shall be subject to termination of their membership. At the direction of the Board, any such member may, upon payment of all unpaid dues or fees, be reinstated by a majority vote of the Board.

### **Meeting of Members**

18. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario and the Board may determine, on such day as the Directors shall appoint, but not later than April 30 following the end of the financial year (October 31).

At every meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements and other reports of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year. The remuneration of the auditors shall be fixed. The eligible members may consider and transact any business, special or general, if having submitted written, signed and dated notice of such business to the Board 30 days prior to meeting date. The Board or the President or Vice President shall have the power to call at any time a general meeting of the members of the Corporation. *Neither public notice nor advertisements to the members of any meeting annual or general shall be required but notice of the time and place of such meetings shall be sent to members by electronic means no less than ten calendar days before the time fixed for the holding of such a meeting. It is the member's responsibility to inform PGC [the Corporation] in writing of their electronic address. The notice of the meeting shall be posted in the clubhouse in a prominent manner at least ten calendar days prior to the meeting. (October, 2016).* A special meeting of members may be called by presentation to the President, Vice President or General Manager, of a written request signed by no less than 10% of the voting membership.

### **Errors in Notice**

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

### **Adjournments**

20. Any meeting of the Corporation or any meeting of the Directors may be adjourned to any time and from time to time and such business may be transacted at such an adjourned meeting as might have been transacted at the original meeting. No notice shall be required of any adjournment and such an adjournment may be made notwithstanding that no quorum is present.

### **Quorum**

21. A quorum for the transaction of business at any meeting shall consist of no less than ten (10) percent of the total number of voting members in good standing of the Corporation.

### **Voting By Members**

22. Each member in good standing of the Corporation shall, at any meeting of the members, be entitled to one vote. No member shall be entitled to vote by proxy. At all meetings of the members every question shall be decided by a majority of the votes of the members present. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, each member having voting rights shall have one vote, and unless a poll is demanded, a declaration of the Chairman that resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facia proof of the fact, without proof of the number or proportion of the votes given by the members present in person. A poll shall be taken in such a manner as the Chairman shall direct and the result shall be deemed the decision of the Corporation in general meetings upon the matter in question. In case of an equality of votes at any general meeting, whether by hand or poll, the Chairman of the meeting shall be entitled to a second or casting vote.

**Fiscal Year**

23. Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 31<sup>st</sup> day of October in each year.

**Handling of Monies**

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

**Deposit of Securities**

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

**Notice of Meetings**

26. Whenever under the provisions of the by-laws of the Corporation notice is required to be given, such notice may be given by depositing the same in the post office or public letter box, in a prepaid sealed wrapper addressed to the

member at their address, or by electronic method. For the purpose of sending any notice by public mail or electronic mail the address of the member shall be the last address recorded on the books of the Corporation.

**Interpretation of By-laws**

27. In these by-laws or in all other by-laws of the Corporation hereafter passed, unless the context requires otherwise, words importing a singular number or the masculine gender shall include the plural number or the feminine gender as the case may be and vice versa. References to persons shall include firms and corporations.

Signed this 17<sup>th</sup> day of October, 2018

President        “Todd Bertrend”

Vice President   "Thomas W. McCurdy"