

WEYBURN GOLF CLUB
BYLAWS

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WEYBURN GOLF CLUB
BYLAWS

SECTION 1 – MEMBERSHIP IN THE CLUB

1.1 MEMBERSHIP

Annual members are adults and juniors who pay an annual membership fee as determined by the Board of Directors each year.

1.2 DEFINITIONS

~~An adult member is a person who~~ has attained the age of nineteen (19) years of age by April 1st of the year of membership and is entitled to the playing rights and privileges as determined by the Board of Directors.

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~~A Junior Member is a person member~~ under the age of nineteen (19) years old as of April 1st of the year of Membership and is entitled to playing rights and privileges as determined by the Board of Directors.

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~~Term is a two (2) year period of time.~~

1.3 LIFE MEMBERSHIPS

Where a person renders a long and distinguished service to the club, and the club wishes to recognize such service, it may grant a life membership to such a person. A life member will have all the rights and privileges of an annual adult member, for life.

1.4 APPLICATION FOR MEMBERSHIP

Applications for membership shall be made in such manner as prescribed by the Board of Directors. Acceptance of an application for membership is granted at the discretion of the Board of Directors. No person shall be ineligible for membership in the Club by reason of race, creed, religion, colour, sex, sexual preference, marital status, disability, nationality, and ancestry, place of origin or occupation.

~~**1.5 SHARES OF THE CLUB**~~

~~All Shareholders shall be required to pay One Dollar (\$1.00) for a share, which shall be non-refundable, non-transferable and is cancelled upon the Shareholder leaving the Club or becoming ineligible for membership as a Shareholder. Each Shareholder shall be entitled to only one (1) share in the Club and one (1) vote on matters decided by a vote of the Shareholders. The share has no face value.~~

SECTION 2 – CLUB PRIVILEGES

2.1 PRIVILEGES OF ANNUAL MEMBERS

Annual members in good standing, shall have full course and clubhouse privileges as determined by the general regulations of the club and are entitled to attend any meetings of Board of Directors and participate in the meetings, at the discretion of the chair, except for the right to vote and move motions.

2.2 PRIVILEGES OF GREEN FEE MEMBERS

Green fee players shall have limited course and clubhouse privileges as determined by the general regulations of the club.

SECTION 3 – FEES

3.1 BOARD OF DIRECTORS TO DETERMINE FEES

The Board of Directors shall determine all fees and prescribe the method of time and payment thereof.

3.2 DEFAULT IN PAYMENT OF FEES

The Board of Directors shall have the power to suspend any member who has defaulted in paying any fees.

SECTION 4 – EXPULSION OF MEMBERS

4.1 POWER OF BOARD OF DIRECTORS TO EXPEL OR SUSPEND

The Board of Directors shall have the power to expel or suspend any member whose conduct shall be considered by the Board of Directors to be improper, unbecoming or detrimental to the welfare, interest or character of the club, or who willfully commits a breach of the bylaws, or who willfully violates or neglects the observance of any rule or regulation provided by such bylaws, or by the Board of Directors or any committee under the authority thereof. No member shall be expelled or suspended for any such offence without first being notified of the charge against such member and without being given an opportunity to be heard by the Board of Directors at a meeting called for that purpose; such notification shall be sufficient if mailed or delivered to the member at least seven (7) days prior to the meeting of the Board of Directors at which the hearing is granted.

SECTION 5 – DIRECTORS

5.1 BOARD OF DIRECTORS TO GOVERN AND MANAGE THE CLUB

The government and management of the club shall be vested in a board of nine (9) directors elected from its membership.

5.2 NOMINATION OF THE DIRECTORS

All nominations for the Board of Directors may be submitted in writing prior to the meeting or may be made from the floor at the Annual General Meeting. Each nominator must have the consent of the nominee to act if elected. Nominated members and directors must be, and remain, members in good standing. Employees of the club may attend board meetings as presenters or guests; however, Employees are not eligible for Director positions.

5.3 ELECTION OF DIRECTORS

The directors shall be elected by a ballot at the Annual General Meeting of the membership of the club to be held as soon as feasible no later than June 15th. Four or Five directors shall be elected, either by vote or acclamation, at the Annual General Meeting.

Where a director ceases to be a director for any reason, and where more than one (1) year remains in ~~their~~~~his~~ term of office, the Board of Directors may, if it considers it necessary, fill the vacancy for the unexpired portion of the first year of the term of the person who has ceased to be a director, and the director so appointed shall hold office until the next general meeting, at which time a director shall be elected to hold office until the expiration of the term of office of the director who caused the vacancy.

Where a director ceases to be a director for any reason, and where less than one (1) year remains in ~~his~~~~their~~ term of office, the Board of Directors may, if it considers it necessary, fill the vacancy and the director so appointed shall hold office until the next general meeting of the corporate members

5.4 VOTES OF MEMBERS

During the Annual General Meeting, each member present shall have the right to cast one (1) vote for each director, to a maximum number of votes equal to the required number of directors to be elected. The candidates for the office of directors receiving the greatest number of votes shall be elected for the longest term available and the same procedure will be used to determine the remaining directors from the ballots cast until the vacancies are filled. In the case of a tie, the chairman of the meeting shall have a deciding vote. Each ballot cast for a

greater number than the number of directors to be elected shall be void.

5.5 DIRECTOR CODE OF CONDUCT

5.5.1 Good Faith

Each Director shall perform their duties honestly, in good faith, and in a manner they reasonably believe to be in the best interests of the Corporation. Directors shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

5.5.2 Confidentiality

Directors shall maintain the confidentiality of all non-public information acquired in the course of their duties and shall not disclose or use such information except as authorized by the Board or as required by law.

5.5.3 Conflict of Interest

Directors shall disclose any actual, potential, or perceived conflict of interest in accordance with the Corporation's conflict of interest policy and applicable law. A Director with such a conflict shall abstain from discussion and voting on the matter unless otherwise permitted by the Board and governing legislation.

5.5.4 Compliance with Governing Documents and Laws

Directors shall comply with the Corporation's bylaws, policies, and all applicable laws and regulations, and shall support and respect duly adopted decisions of the Board.

5.5.5 Respectful Conduct

Directors shall conduct themselves in a professional and respectful manner in their dealings with fellow Directors, officers, employees, volunteers, members, and guests of the Weyburn Golf Club.

5.6 REMOVAL OF DIRECTOR FOR BREACH OF CONDUCT

Where the Board determines that a Director has breached this Code of Conduct or has acted in a manner detrimental to the interests or reputation of the Corporation, the Board may, following notice to the Director and providing the Director an opportunity to respond, remove the Director from office by resolution approved by not less than two-thirds (2/3) of the Directors present at a duly constituted meeting of the Board, subject to the Corporation's bylaws and any applicable legislation.

5.7 MAXIMUM TERM OF PRESIDENT

A retiring president, having served two (2) terms, shall not be eligible for re-election as president until the next Annual General Meeting following their retirement.

SECTION 6 – POWERS AND DUTIES OF THE BOARD OF DIRECTORS

6.1 POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors shall have the power and duty to:

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- 6.1.1 Contract to obtain professional golf services;
- 6.1.2 Appoint the club manager, ~~and greens superintendent, kitchen manager, and any other contracted employee the Board of Directors deems necessary for the betterment of the club for the club~~ and assign their duties, terms of appointment ~~and remuneration;~~
- 6.1.3 Appoint and prescribe rules for sub-committees and standing committees for general, or special purposes, as the Board of Directors may deem expedient. The president shall be an ex-official member of all committees;
- 6.1.4 Elect a president, vice-president, and club captain from the directors;
- 6.1.5 Make rules from time to time regulating the affairs and conduct of the club;
- 6.1.6 Appoint a member in good standing to fill any vacancy incurring in the Board of Directors until the next Annual General Meeting;
- 6.1.7 Borrow money for the purposes of the club without special resolution or authority of the members, to an amount or amounts the Board of Directors from time to time deem necessary and to sign, make, endorse, draw, negotiate and otherwise deal with the bills of exchange, promissory notes, cheques and other securities of the club, and to deposit same in a chartered bank or Credit Union for the account of the club, and for the purpose of borrowing money, to execute promissory notes, bonds, guarantees, or other documents as may be necessary or expedient;
- 6.1.8 Authorize capital expenditures for the club with the majority consents of the Board ~~of Directors and the consent of the members at a general or special meeting if the total exceeds \$250,000.00 in a calendar year;~~
- 6.1.9 Call general meeting of the membership;
- 6.1.10 Perform such other duties and functions as these bylaws and the business of the club requires.

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SECTION 7 – MEETINGS OF THE MEMBERSHIP

7.1. ANNUAL GENERAL MEETING

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A general meeting of the club, called the Annual General Meeting, may be held on such date, not later than the 15th day of June in each year, as the Board of Directors may determine. The Board of Directors shall submit, at such meeting, a financial statement, prepared by the club's appointed accountants, for the preceding season, covering the affairs and activities of the club, and also, a proposed budget and plans for the coming season. The appointment of the club's

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accountant will also be made.

7.2 SPECIAL GENERAL MEETING

Special general meetings of the membership may be called by the Board of Directors by the form of notice of meeting provided for in subsection 7.697 hereof and such a meeting shall also be called if at least twenty-five (25) members so request in writing to the Board of Directors. Any notice calling any such special general meeting shall state in concise form the nature of the business proposed to be transacted at such meeting.

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7.3 VOTES AT MEETINGS OF MEMBERSHIP

At any meeting of membership, a resolution put to the vote of the meeting, shall be decided on a show of hands, or if requested, by 10 percent (10%) of the membership present, shall be decided by secret ballot. In the case of equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

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7.4 QUORAM AT MEETINGS OF MEMBERSHIP

The quorum at any meeting of the membership shall be fifteen (15) members.

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7.5 CHAIRMAN OF MEETINGS OF MEMBERSHIP

The president of the club shall be the chairman of the meetings of corporate memberships, and if the president is absent, the vice-president shall be the chairman and if the vice-president is absent the membership at such meeting shall elect a chairman for the meeting.

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7.6 NOTICE OF MEETINGS OF MEMBERSHIP

Notice of every meeting of corporate members shall, in the week or more prior to the meeting, be advertised on social media, on the Clubs website, posted in the clubhouse if the clubhouse is open for business and posted or published on any other local media that the board or club management deems reasonable.

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7.7 ANNUAL MEETING BY TELECONFERENCE OR VIDEO

As situation demands, Annual General Meetings may be held via telephone or video link. The Meeting Notice will include instructions regarding the type of meeting to be held, and how to register for it.

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SECTION 8 – MEETINGS OF THE BOARD OF DIRECTORS

8.1 METHOD OF CALLING MEETINGS

Meetings of the Board of Directors may be called at any time by the request of the president, or in the President's absence at the request of the vice-president, and shall in, any event, be called when a request in writing is made by three (3) directors.

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8.2 LOCATION OF MEETING

All meetings of the Board of Directors shall be held at the clubhouse or at such place in the City of Weyburn as the president, or in the President's absence, the vice-president may select.

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8.3 VOTES AT MEETINGS

All questions, save those required by these bylaws to have a special majority, shall be decided by a majority vote. The chairman shall have a second or casting vote.

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8.4 QUORUM

Five (5) members of the Board of Directors shall constitute a quorum.

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8.5 CONTINUED ABSENCE OF A DIRECTOR

Any director absent for three (3) consecutive meetings of the board shall cease to hold office unless excused from attendance by the board.

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8.6 MEETING BY TELEPHONE OR VIDEO

If all the Directors consent, any or all Directors may participate in a meeting of the Board by means of telephone or such other communications facilities as permit all persons participating in the meeting to hear each other, and any Director participating in such a meeting by such means is deemed to be present at the meeting (including for the purposes of quorum). Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board.

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SECTION 9 – FINANCIAL YEAR

9.1 FINANCIAL YEAR

The financial year of the club shall end on October 31st in each year.

SECTION 10 – ACCOUNTANTS

10.1 ACCOUNTANTS

The club shall, at each annual general meeting, appoint an accountant or firm of accountants to act as accountants for the club, to hold office until the next annual general meeting.

SECTION 11 – AMENDMENT OF BYLAWS

11.1 PROCEDURE TO AMEND BYLAWS

The Board of Directors may propose a change in the bylaws at any meeting of the members by including the proposed change in the notice of meeting required by subsection 7.67. Any member may propose such change by leaving written notice of it with the secretary or designate at least ten (10) days before any meeting of the corporate members. Any change requires the vote of two-thirds (2/3) of the members present.

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11.2 NOTICE OF CHANGE IN BYLAW PROPOSED BY A MEMBER

Notice in writing of any change in the bylaws of the club to be proposed at any annual general meeting of the corporate membership must be left with the Board at least ten (10) days before such meeting.

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SECTION 12 – PREVIOUS ARTICLES OF ASSOCIATION REPEALED

12.1 PREVIOUS ARTICLES OF ASSOCIATION REPEALED

All previous articles of association of the club are repealed as of the coming into force of these bylaws, provided that such repeal shall not affect the previous operation of any article so repealed or affect the validity of anything done pursuant to any such article prior to their repeal.

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Approved at a meeting of membership of the Weyburn Golf Club on May 15, 2023

President

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Secretary

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