

"SOCIETIES' ACT"

DECLARATION

We, the undersigned, hereby declare that we desire to form a Society under the "*Societies' Act*", and that

1. The name of the Society is *The United Services Golf Club*.
2. The objectives of the Society are:
 - a. To promote, construct, establish and maintain a golf course or golf courses;
 - b. To promote such other sports or pastimes as may be conveniently carried on in conjunction therewith;
 - c. To erect and maintain a clubhouse or other buildings necessary for the carrying out of such objectives; and
 - d. To borrow or raise or secure the payment of money in such manner as it shall think fit, and in particular by the issue of debentures.
3. The operations of the Society are to be chiefly carried on in Victoria, B.C.
4. Upon winding up or dissolution of the Society, any net assets will be paid to such registered charity or non-profit organization as the Members may determine by Special Resolution. No part of the income of the Society is payable to or is otherwise available for the personal benefit of any Member. This provision is alterable.

Dated at Victoria, B.C. this 13th day of January, 1921.

PROVINCE OF BRITISH COLUMBIA "SOCIETIES ACT"

I hereby certify that The United Services Golf Club incorporated on the first day of February, 1921, has, pursuant to the "Societies Act" changed its name, and is now known as ***Uplands Golf Club***.

Given under my hand and Seal of Office at Victoria, Province of British Columbia, this eleventh day of July, one thousand, nine hundred and twenty-two.

SCHEDULE "A" "BYLAWS OF UPLANDS GOLF CLUB"

PART 1 - INTERPRETATION AND APPLICABLE LAW

1.1 Definitions - in these Bylaws unless the context otherwise requires:

1. "Club" means Uplands Golf Club;
2. "Board" means the Board of Directors of the Club;
3. "Director" means any member of the Board of Directors;
4. "Committee" means a person or persons appointed from time to time by the Board who shall carry out specified or limited duties on behalf of the Board;
5. "Club Rules" means those rules and regulations approved by a simple majority of the membership in a General Meeting;
6. "Society Act" means *Society Act*, R.S.B.C. 1979 c.390;
7. "Special resolution" means a resolution passed by a majority of not less than three quarters (3/4) of the members entitled to vote present at a General Meeting of which not less than

fourteen (14) days' notice specifying intent to propose a resolution as special resolution is given.

8. "Reserve Fund" means a fund created by the deposit of membership entrance fees and other monies designated for that fund.

1.2 Applicable Law

The provisions of the Society Act shall in all respects apply to the operations of the Club and to the interpretation of these Bylaws. In any situation where these Bylaws conflict with the Society Act the terms of the Society Act will govern.

PART 2 - MEMBERSHIP

2.1 Members shall be those persons or corporations whose applications for membership are accepted by the Board in one of the following categories:

1. Voting members, who shall have voice and vote at General Meetings of the Club and Clubhouse privileges as established by the Board and shall include:
 - a. Active: a man or woman twenty-one (21) years or over with full playing privileges as established by the Board including Medically Restricted as defined herein.
 - b. Senior: a man or woman, aged sixty-five (65) years or over, with restricted playing privileges as established by the Board.
 - c. Limited Play: a man or woman, aged twenty-one (21) years or over, with restricted playing privileges as established by the Board.
 - d. Medically Restricted: a man or woman, who has held voting membership but who is unable to play golf for medical reasons, certified in writing by a Medical Doctor, with no playing privileges for a minimum period of one (1) year which may be revised by the Board, at its discretion, in special circumstances, in which event the Board may assess Active category fees for the period concerned.
 - e. Non Resident: a man or woman who has held voting membership for a minimum period of one (1) year but who is resident, for a period of not less than one year, not less than eighty (80) kilometres from the Victoria City Hall, with restricted playing privileges as established by the Board and restricted re-admission privileges as in this Bylaw provided.
 - f. Honourary Life: to be conferred on a member for extraordinary service to the Club over a significant period of time.

CRITERIA: (These criteria are ranked in the order of importance with the first being of the greatest).

- i. A member who has made a significant contribution to the Club through activities which may include service on the Board, Committee work and collateral activities over an extended period of time.
- ii. A member in good standing, preferably for at least twenty-five (25) years.
- iii. A member who has served the Club through contributions made to golf at the district, provincial or national levels.
- iv. A member who has brought recognition and honour to the Club through achievements in golf at the district, provincial, or national level.

Candidates for Honourary Life membership will be proposed by the Board and, after ratification by majority vote at a General Meeting of the Club, will not be required to pay any dues or regular type assessment associated with membership in the Club.

2. Non-Voting Members: who shall have voice but no vote at General Meetings of the Club and Clubhouse privileges as established by the Board and shall include:

- a. Juniors: a boy or girl, between the ages of 10 and 20, inclusive, with restricted playing privileges as established by the Board.
- b. Intermediate (1): a man or woman, between the ages of 21 and 25, inclusive, with restricted playing privileges as established by the Board.
- c. Intermediate (2): a man or woman, between the ages of 26 and 29, inclusive, with restricted playing privileges as established by the Board.
- d. Social: a man or woman, aged 19 years or over, with no playing privileges.
- e. Corporate: A Corporate member shall be an institution (approved by the Board) which, by its nature, requires its senior employees to move from time to time. There shall be only one (1) full time employee of each Corporate member designated to enjoy the benefits of the Corporate membership. The Corporate member shall pay double the applicable Entrance Fee for its employee who will benefit from the Corporate membership. The Corporate member shall pay fifty (50%) percent of the applicable Entrance Fee for each change of designated employee. A Corporate member shall have all the playing and Clubhouse privileges of an Active member. The Corporate member shall pay annual dues and fees as an Active Member. The spouse of the designated employee shall have golfing privileges and pay annual dues and fees as an Active member. The Corporate member is responsible for all unpaid charges and purchases on its Corporate account at the time of any change of designated employees.

2.2 **Membership Categories:**

Membership categories shall be limited as follows:

1. Active Man	475
2. Active Lady	225
3. Senior	60
4. Limited Play	40
5. Junior & Intermediate (combined)	200
6. Social	300
7. Honourary Life	5
8. Corporate	10

Provided, however, that under special circumstances, the maximum number in any category may be temporarily exceeded by not more than five (5%) percent upon a two thirds (2/3) majority vote of the Board. In the event that the maximum allowable number of members in either of category No.1 or category No.2 is not filled, notwithstanding that the additional five (5%) percent excess under Bylaw #2 has been utilized, those vacancies may be temporarily transferred to the other category and filled by applicants from that category. Any such transfer will be reversed upon the receipt of an application from the reduced category and a vacancy arising in the increased category with the intent to re-establish the proportionate number of members existing as of the date of the passing of this Bylaw.

2.3 **Application For New Membership:**

1. Application for new membership shall be made in writing on a form supplied by the Club and the applicant shall be proposed by two (2) voting members not related to the applicant. The application shall be posted in the Clubhouse for fourteen (14) days during which time any member may register disapproval of the applicant by a signed and dated statement setting forth the reasons for disapproval.
2. After consideration of registered disapprovals, the Board may either:
 - a. accept the applicant in the category applied for;
 - b. offer membership in an alternative category;
 - c. place the application on a waiting list; or
 - d. reject the application.

3. Application for junior membership from a child or grandchild of an Active member shall receive priority over other applications.

2.4 Transfer Between Membership Categories:

1. Applications for transfer from one membership category to another shall be made in writing.
2. The Board may, subject to other limitations, restrictions, and provisions in this Bylaw contained, either:
 - a. accept the applicant in the category applied for;
 - b. offer membership in an alternative category;
 - c. place the application on a waiting list;
 - b. reject the application.
3. Transfers shall take effect on the first (1st) day of the month following approval of the application unless otherwise specified by the Board.

2.5 Priority of Applications:

1. When the Board, by a two thirds (2/3) majority vote, considers that the interests of the Club would best be served by accepting an application out of order, it shall have the power to do so.
2. Applications for membership or application for transfer from the Non-Resident category to the Active category shall be considered in chronological order from a Waiting List made up, amended as applicable and permanently posted in the Clubhouse.
3. The Waiting List shall be made up chronologically as follows:
 - a. the names of present Non-Resident members as of the date of transfer to Non-Resident category,
 - b. the names of new applicants as of the date of acceptance of application.

2.6 Resignation and Rejoining:

1. Resignation from membership shall be made in writing.
2. Any refund of prepaid dues to a member who has resigned shall be at the discretion of the Board.
3. An ex-member, having resigned and wishing to rejoin, shall make a new application in accordance with the Bylaws, and if accepted, shall pay such re-entry fees and/or dues as the Board shall determine.

2.7 Entrance Fees:

1. The Board, by a two thirds (2/3) majority vote, shall establish the Entrance Fees payable for each category of membership.
2. Upon transfer from Non-Voting to Voting membership, the member shall pay the difference in Entrance Fees between those categories of membership in force at the time of the transfer.
3. A member, or former, member, applying for Active membership is entitled to a discount in the required Entrance Fee of 10% per year earned after June 1st, 2001 as a Junior/Intermediate member to a maximum of 100%. The amount of the discount may be applied to the amount required to be paid upon acceptance as set out in Bylaw 2.7(4).
4. The Board may allow a new member to pay the Entrance Fee by payment of one quarter (1/4) thereof on acceptance as a member and the balance, with interest on the amount outstanding, at a rate of interest as may be established by the Directors from time to time, payable by monthly instalments over a term of not more than seven (7).

5. Any member who shall be in default for more than sixty (60) days, in paying the Entrance Fee or any instalment thereof as approved by the Board, shall cease to be a member and any monies paid as part payment of the Entrance Fee shall be forfeited to the Club, unless otherwise directed by the Board.
6. After acceptance as a member, there shall be no refund of Entrance Fees, or part thereof, save at the discretion of the Board.
7. All Entrance Fees shall be placed in the "Reserve Fund" for major maintenance and improvements.

2.8 Dues:

1. Dues are payable in advance. The amount of same shall not be altered or amended except by a two thirds (2/3) majority vote at a General Meeting.
2. When new membership commences or when a transfer between categories occurs, a pro-rata dues adjustment will be made on the first (1st) day of the month following.
5. A member whose dues or other charges, in excess of \$10.00, are not paid in full within thirty (30) days of their due date will be assessed a service charge on the total amount due. The Board will establish the amount of such a charge.
4. A member ceases to be in good standing when dues or other charges are not paid in full after sixty (60) days of the due date. The member will have Club charging privileges suspended and the name of the member may be posted at the discretion of the Board.
5. If, after ninety (90) days from the due date, the non-payment of dues or other charges continues, the member may, at the discretion of the Board, be suspended from all Club activities until such time as the dues and other charges are fully paid.
6. If dues or other charges are not paid in full after six (6) months of their becoming payable, the member may, at the discretion of the Board, have his or her membership in the Uplands Golf Club terminated.
 6. Any terminated member may be re-admitted to membership at the discretion of the Board and upon such terms as the Board may require.

2.9 Suspension and Expulsion:

Any complaint regarding the conduct of a member shall be made in writing. Where the conduct of the member is found by the Board to be injurious to the character, integrity or affairs of the Club or any member thereof, the Board may suspend that member upon such terms and conditions as it deems reasonable or expel that member from the Club. No member shall be suspended or expelled until the member has been given a reasonable opportunity to appear before the Board to respond to the allegations of misconduct.

2.10 Playing/Clubhouse Privileges and Green Fees:

1. Regulations regarding playing and Clubhouse privileges, restrictions and any other matters involving the use of the Club's facilities shall be made and enforced by the Board.
2. The Board shall set the green fees for visitors and members without playing privileges.

2.11 General:

1. It shall be the responsibility of members to keep the Club informed, in writing, of their mailing address.
2. Accounts notification and any other item mailed to a member's last known address shall be considered to have been delivered to the member seven (7) days after the date of mailing.

2.12 **Members Conduct:**

1. Members shall conduct themselves in accordance with these Bylaws and Club regulations having due regard for other members and staff of the Club.

PART 3 - MEETINGS OF MEMBERS

General Meetings:

- 3.1 General Meetings of the Club shall be held at such time and place, in accordance with the Society Act, as the Board decides or upon a request made in writing to the Board by ten (10%) percent or more of the voting members of the Club.

Address for Notice:

- 3.2 A notice may be given to a member either personally or by mail to the last known address of the member.
- 3.3 A notice sent by mail shall be deemed to have been given on the third day following that on which the notice is posted, and in proving that notice has been given, it is sufficient to prove that the notice was properly addressed and put in a Canadian Post Office receptacle.
- 3.4
 1. Notice of a General Meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.
 2. The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
 3. The Club shall give not less than fourteen (14) days' written notice of a General Meeting of the Club to its members and the notice shall specify any special business intended to be introduced and a copy of any proposed special resolution.
 4. No person is entitled to receive a notice of a General Meeting unless the person is:
 - a. a member in good standing on the day notice is given;
 - b. the auditor of the Club;
 - c. no other person is entitled to receive notice of any General Meeting.
- 3.5 An annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the adjournment of the last preceding annual General Meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

- 4.1
 1. No business, other than the election of a Chair, if necessary, and the adjournment or termination of the meeting, shall be conducted at a General Meeting at a time when a quorum is not present.
 2. A quorum at any General Meeting shall be fifty (50) members entitled to vote or one third (1/3) of the total number of voting members, whichever shall be the lesser.
- 4.2 If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
- 4.3 The President, or in his absence, the Vice-President, or in his absence a Director, or in the absence of them, a member of the Club duly chosen by the meeting, shall preside as Chair of a General Meeting.

Adjournment of Meeting:

- 4.4 1. A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
2. Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
3. Except as provided by this Bylaw, it is not necessary to give notice of an adjournment or the business to be transacted at an adjourned General Meeting.
- 4.5 1. A resolution proposed at a General Meeting must be seconded.
2. In case of an equality of votes, the Chair shall not have a casting or second vote in addition to the vote to which the Chair may be entitled as a member and the proposed resolution shall not pass.
- 4.6 1. A voting member in good standing present at a meeting of members is entitled to one (1) vote.
2. Voting is by a show of hands unless a motion for a ballot vote is passed. Voting for elections for Directors shall be conducted by ballot unless the number of candidates is equal to, or less than, the number of vacancies, in which case the Director(s) shall be elected by acclamation.
3. Every member entitled to vote at meetings of members may appoint a proxy (who must be a voting member) to attend meetings of members to exercise at such meetings all the powers of the member he/she represents. A proxy shall be in writing and signed by the appointor. No member shall hold more than **two** proxies and proxies shall be in such form as the Board of Directors from time to time prescribes.
4. Unless otherwise required by these Bylaws, an ordinary resolution receiving a majority vote shall be deemed to have been carried.

PART 5 - BOARD OF DIRECTORS

- 5.1 1. The Directors may exercise all such powers and do all such acts and things as the Club may exercise and do which are not by these Bylaws, or by statute or otherwise lawfully directed, or required to be exercised or done by the Club in a General Meeting, but subject nevertheless to all laws affecting the Club and these Bylaws.
- 5.2 1. The Board of Directors shall comprise nine (9) elected voting members and the Women's and Men's Captains elected pursuant to Bylaw 11.
 - a. At least thirty (30) days prior to the Annual General Meeting the President shall appoint a Nominating Committee consisting of at least two (2) Directors and at least two (2) voting members. The Nominating Committee shall nominate sufficient voting members as candidates to fill all vacancies on the Board.
 - b. Nominations of candidates to fill vacancies on the Board may also be made by voting members up to ten (10) days prior to the Annual General Meeting. Each nomination shall be in writing signed by two (2) voting members and accepted by the candidate and delivered to the Club Office.
 - c. Names of candidates for vacancies on the Board shall be posted in the Clubhouse at least seven (7) days before the Annual General Meeting.
2. At the annual General Meeting, an election shall be held for those seats vacant on the Board of Directors.
3. There shall be one election for all vacant seats, and each voting member present shall have one vote for each vacant seat.

4. When an election is required for seats for differing lengths of term, the candidate receiving the most votes shall receive the longest term with the rest of the terms of office being awarded in decreasing order in accordance with the numerical count of votes until all vacant seats are filled.

Vacancy:

- 5.3 If any vacancy occurs among the Directors during their term of office, or if a Director resigns or is expelled, the Directors shall appoint a voting member in good standing to fill the vacant seat and the member so appointed shall remain a Director until the next annual General Meeting of the Club at which meeting there shall be an election to fill the vacancy for the balance of the term.

Terms of Directors:

- 5.4 Subject to paragraph 5.5 below, the term of office of each Director shall be for three (3) years, expiring on the day after the annual General Meeting, or until their successors are appointed or elected, provided that as nearly as possible, one third (1/3) of the Directors shall retire in rotation each year.

- 5.5 All Directors shall hold office for the term stated in the preceding paragraph unless:

1. they cease to be members of the Club;
2. their resignations have been tendered in writing and accepted by the Directors;
3. they are removed as Directors by an affirmative vote of at least six (6) Directors;
4. they are appointed or elected to fill an unexpired term as set out in paragraph 5.3;
5. they are removed by Special Resolution as provided for in the Society Act.

- 5.6 No member shall be a Director for more than two (2) consecutive three (3) year terms.

Compensation of Director:

- 5.7 No Director shall be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred by a Director while engaged in the affairs of the Club.

PART 6 - PROCEEDINGS OF DIRECTORS

Meetings of Directors:

- 6.1 1. The Directors shall meet at least quarterly, and may regulate their meetings and proceedings as they see fit.
2. The Directors shall meet at the call of the President or Vice-President or any two (2) of the Directors. Five (5) clear days' notice of any meeting shall be given to all Directors provided that notice may be dispensed with if at least three quarters (3/4) of the Directors waive in writing the giving of such notice.
3. "Meeting" shall include telephone conference meetings, provided that reasonable attempts have been made to contact all Directors and a majority of Directors participate.
4. Notices may be provided to Directors by way of electronic transmission.
5. The President, or in his absence, the Vice-President, shall chair all meetings of the Directors, but if neither is present, the Directors present may choose one of their members to be Chair at the meeting.
6. The quorum at any Directors' meeting shall be a majority of the Directors.

7. Voting members may attend Board meetings as observers without voice or vote. Observers may be excluded from a meeting by resolution of the Board.

Indemnity of Directors:

- 6.2 1. Subject to the provisions of the Society Act and the approval of the court as required thereby, the Directors shall in all appropriate cases cause the Club to apply to the court for approval to indemnify a Director or former Director of the Club and the Director's heirs and personal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by the Director in a civil, criminal or administrative action or proceeding to which the Director is made a party by reason of being or having been a Director of the Club, including an action brought by the Club. Each Director on being elected or appointed shall be deemed to have contracted with the Club on the terms of the foregoing indemnity. It is a condition of each Director assuming his/her responsibilities that the Club will, when necessary, be required to grant an indemnity and to obtain court approval for the indemnity, provided that the Board considers that all of the criteria, set forth in the Society Act, for granting the indemnity and securing court approval have been satisfied.
2. The Board may cause the Club to purchase and maintain insurance for the benefit of any person who is serving as a Director, officer, employee or agent of the Club and heirs and personal representatives, against any liability incurred by such person.

Committees

- 6.3 There shall be three (3) standing committees of the Board as follows:
 1. Executive Committee comprised of the President as Chair, Vice-President, Secretary and Treasurer whose responsibilities include acting for the Board in respect of matters within the Board's purview which require immediate attention; human resource and compensation matters including reviewing the performance and compensation of the general manager; reviewing the staff organization structure; reviewing the overall compensation strategy; and ensuring appropriate staffing and succession plans are in place. The Committee's decisions and proposals are all subject to ratification and review by the Board.
 2. Planning Committee comprised of the Vice-President as Chair, three non-executive Board members and three (3) members whose responsibilities include overseeing the preparation and up-dating of a long range plan for all aspects of Club operations and overseeing the preparation of an annual operating plan which reflects the direction of the long range plan. The Committee shall present the plans to the Board for ratification.
 3. Audit Committee comprised of three (3) non-executive Board members, one of whom shall be elected Chair by the Board and two (2) members whose responsibilities include reviewing the annual financial statements, accounting practices and policies and results of external audits and related matters; assessing internal control programs and policies and recommending external auditors for appointment by the members.
- 6.4 1. The Board may appoint other committees as they think fit whose members may include members who are not Directors.
 2. Any committee so appointed may use the name of the Club and shall follow any rules imposed upon it by the Directors. The committee shall report to the Directors on a timely basis.
 3. The Board shall have the authority to appoint and remove the Chair and members of any committee.
 4. The members of any committee may meet and adjourn as they think proper.
- 6.5 1. Questions arising at a meeting of the Directors or at a meeting of a committee shall be decided by a majority of votes unless otherwise required by these Bylaws.
 2. In case of an equality of votes, the Chair does not have a second or casting vote.

Resolutions:

- 6.6 A resolution in writing signed by all the Directors and placed within the minutes of the Directors' meetings is as valid and effective as if it were regularly passed at a meeting of the Directors.

PART 7 - DUTIES OF OFFICERS AND DIRECTORS

- 7.1 1. The Club shall have the following officers:

President, Vice-President, Secretary and Treasurer

2. These officers shall be elected annually from and by the Directors within fourteen (14) days of the Annual General Meeting.

- 7.2 1. The President of the Club shall preside at all meetings of the Club.

2. The President of the Club is the chief officer of the Club and shall supervise the other officers in the execution of their duties.

- 7.3 The Vice-President of the Club shall carry out the duties of the President during the President's absence.

- 7.4 The Secretary shall be responsible for:

1. issuing notices of meetings of the Club and Directors;
2. keeping minutes of all the meetings of Club and Directors;
3. custody of all records and documents of the Club except those required to be kept by the Treasurer;
4. custody of the common seal of the Club;
5. maintaining the Register of Members;
6. conducting all correspondence; and
7. performing all other duties as normally fall to such office.

- 7.5 The Treasurer shall be responsible for:

1. keeping or causing to be kept such financial records, including books of accounts, as are necessary to comply with the Society Act;
2. rendering financial statements to the Directors, members and others when required; and
3. preparing or causing to be prepared financial statements annually and at any other time when required by the Directors to do so.

Books and Records:

- 7.6 The Directors shall ensure that all books and records of the Club required by these Bylaws or by any applicable statute or law are regularly and properly kept and maintained and that the same together with all documents of the Club be kept at the address of the Club, provided that the Directors may by resolution permit some of the books, records and documents of the Club, including its financial records, to be kept at a place or places in British Columbia other than the address of the Club.

Investment:

- 7.7 So much of the funds of the Club as may not be required for immediate use or to meet accruing liabilities may be invested at the discretion of the Board of Directors in any investments permitted by the laws of British Columbia to a trustee pursuant to the *Trustee Act*, R.S.B.C. 1979 c.414.

General Manager:

- 7.8 1. The Board shall appoint a general manager who shall be responsible for Club operations.
2. The General Manager shall be appointed or discharged by the Board by a majority of not less than two thirds (2/3) of the Directors.

PART 8 - SEAL

- 8.1 The Directors may provide a common seal for the Club and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

Affixing of Seal:

- 8.2 The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the President and the Secretary or any three (3) Directors.

PART 9 - BORROWING**Authority to Borrow:**

- 9.1 Subject to the Society Act, the Club may by resolution of two thirds (2/3) of the voting members present in a General Meeting from time to time borrow money or create an indebtedness secured upon the Club's assets in any manner and without limit to amount and may cause to be executed mortgages and pledges of the real and personal property and rights of the Club and may cause to be signed bills, notes, contracts and other evidence of securities for money borrowed or to be borrowed. Such money may be borrowed from any person, firm, corporation, or bank on such terms as the lender may be willing to advance the same. Securities may include the issue of debentures.
- 9.2 The Board, by resolution passed by a two thirds (2/3) majority, may borrow from the Reserve Fund sums not exceeding \$100,000.00 in total or from other sources sums not exceeding \$25,000.00 to meet operating expenses.

PART 10 - RESERVE FUND

- 10.1 Funds paid to the Club on account of membership Entrance Fees shall be kept in a separate fund designated as the "Reserve Fund".
- 10.2 The proceeds of the Reserve Fund shall be used only for payment of the costs of major maintenance projects, acquisition of major items of equipment, major improvements to the golf course and Clubhouse or the repayment of debts incurred for those purposes.
- 10.3 The Board may approve disbursements from the Reserve Fund of \$50,000.00 or less. Single disbursements of more than \$50,000.00 must be approved by resolution of a majority of voting members present at a General Meeting.

PART 11 - CAPTAINS

- 11.1 Voting female members shall annually elect a voting female member to serve as Women's Captain prior to or at the Annual General Meeting.
- 11.2 Voting male members shall annually elect a voting male member to serve as Men's Captain prior to or at the Annual General Meeting.

- 11.3 The Captains shall be the Co-Chairs of the Match Committee and shall each appoint voting members of the Club to the Match Committee.
- 11.4 The Match Committee shall be responsible for:
1. the supervision of the proper conduct of all Club golf activities;
 2. the selection of teams and competitors to represent the Club in golf matches and competitions;
 3. keeping or causing to be kept a proper record of scores submitted by members and maintaining an approved system of handicapping.
- 11.5 The Match Committee shall submit recommendations for an annual fixture list to the Board annually.
- 11.6 The Women's Captain and Men's Captain shall be voting members of the Board of Directors.

PART 12 - AUDITOR

- 12.1 The Club shall appoint an auditor or auditors who shall be a person who is:
1. a member, or a partnership whose partners are members, in good standing, of the Canadian Institute of Chartered Accountants or the Certified General Accountants Association of British Columbia; or
 2. certified by the Auditors Certification Board established under the *Company Act* to hold office for such period as the Club may determine.

Duty of Auditor:

- 12.2 The Auditors shall make a report to the members of the Club on the accounts examined by them and on the financial statements laid before the Club at a General Meeting during their tenure of office and the report shall state:
1. whether or not they have obtained all the information and explanations they have required; and
 2. whether in their opinion the financial statements referred to in the report are properly drawn up so as to represent fairly the financial position of the Club as at the date of the balance sheet and the result of its operations for the year then ended in accordance with the generally accepted accounting principles applied on a consistent basis.
- 12.3 The Auditors of the Club shall have the right of access at all times to all records, documents, books, accounts and vouchers of the Club and are entitled to require from the Directors or Officers of the Club such information and explanation as may be necessary for performance of their duties as Auditors.
- 12.4 The Auditors of the Club are entitled to attend any meeting of the Members of the Club at which time any accounts that have been examined or reported on by them are to be laid before the Members for the purpose of making any statement or explanation they desire with respect to the accounts and notice of such meeting shall be given to the Auditors.
- 12.5 The rights and duties of the Auditors of the Club shall extend from the date of the last financial statements reported on by the Club's Auditor.
- 12.6 No Director, nor a firm of which the Director is a partner or employee of the Club, shall be the Auditor.

PART 13 - BYLAWS

Constitution and Bylaws:

13.1 On being admitted to membership, a member is entitled, without charge, to a copy of the Constitution and Bylaws of the Club.

Changes to Bylaws:

13.2 These Bylaws shall not be altered or added to except by special resolution.

PART 14 - ADOPTION OF ROBERT'S RULES

14.1 Robert's Rules of Order shall govern all meetings except where they are inconsistent with these Bylaws or any other rules the Club may adopt from time to time.

PART 15 - STANDING ORDERS

15.1 At any Annual General Meeting, the following business must be transacted:

1. adoption of Rules of Order;
2. consideration of the financial statements and the consideration of a budget for the ensuing year;
3. report of the Auditor;
4. appointment of the Auditor, if required;
5. report of the Directors;
6. election of the Directors;
7. such other business as required under these Bylaws.

PART 16 - FISCAL YEAR

16.1 The fiscal year of the Club shall end on September 30th annually.