

# Victoria Golf Course Men's Club

## BYLAWS

### ARTICLE 1 - PREAMBLE

#### 1.1 The Club

The name of the Club is the Victoria Golf Course Men's Club, which may also be known or referred to as Victoria Men's Club or the Club.

#### 1.2 The Bylaws

The following articles set forth the Bylaws of the Victoria Golf Course Men's Club.

### ARTICLE 2 - DEFINING AND INTERPRETING THE BYLAWS

#### 2.1 Definitions

In these Bylaws, the following words have these meanings.

- 2.1.1 *Act* means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 *Amateur* denotes an amateur golfer as defined by the RCGA.
- 2.1.3 *Annual General Meeting* means the annual general meeting described in Article 5.1.
- 2.1.4 *Executive* means the Executive of Directors of this Club.
- 2.1.5 *Bylaws* means the Bylaws of this Club as amended.
- 2.1.6 *Club* means the Victoria Golf Course Men's Club
- 2.1.7 *Director* means any person elected or appointed to the Executive.
- 2.1.8 *General Meeting* means the Annual General Meeting and a Special General Meeting.
- 2.1.9 *Member* means a Member of the Club.
- 2.1.10 *Officer* means any Officer listed in Article 6.2.

- 2.1.11 **Registered Office** means the registered office for the Club as set out in Section 7.1 of the By-laws.
- 2.1.12 **Register of Members** means the register maintained by the Executive of Directors containing the names of the Members of the Club.
- 2.1.13 **Special Meeting** means the special general meeting described in Article 5.2.
- 2.1.14 **Special Resolution** means:
- 2.1.14.1 a resolution passed at a General Meeting of the membership of this Club. There must be twenty-one (21) days' notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;
- 2.1.14.2 a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree; or
- 2.1.14.3 a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at a General Meeting.
- 2.1.15 **Voting Member** means a Member entitled to vote at the meetings of the Club.

## 2.2 Interpretation

The following rules of interpretation must be applied in interpreting these Bylaws.

- 2.2.1 **Singular and Plural:** words indicating the singular number also include the plural, and vice-versa.
- 2.2.2 **Corporation:** words indicating persons also include corporations.
- 2.2.3 **Headings** are for convenience only. They do not affect the interpretation of these Bylaws.
- 2.2.4 **Liberal Interpretation:** these Bylaws must be interpreted broadly and generously.

## **ARTICLE 3 - OBJECTS OF THE CLUB**

### **3.1 The objects of the Club are:**

The Club's purpose is to provide a forum for amateur golfers to engage in friendly and competitive tournament golf among its members and with other clubs and to provide handicaps to enable said golf.

- 3.1.1 To provide a forum for amateur golfers to engage in friendly and/or competitive golf within the Club.
- 3.1.2 To provide a forum for amateur golfers to engage in friendly and/or competitive golf with outside Clubs.
- 3.1.3 To promote a series of tournaments for the membership.
- 3.1.4 To lease, purchase or acquire facilities to house the Club.
- 3.1.5 To enable Club members to establish handicaps to implement said tournaments.
- 3.1.6 To raise funds to achieve the objects of the Club. This includes accepting gifts, donations, grants, legacies, bequests and inheritances, and pursuing available funding from the City of Edmonton, the Province of Alberta and the Government of Canada.
- 3.1.7 To borrow funds and lease, mortgage, sell and dispose of property of the Club and establish a line of credit to achieve the objects of the Club.
- 3.1.8 To use funds of the Club only according to and in pursuit of these objects or other community objects.

## **ARTICLE 4 - MEMBERSHIP**

### **4.1 Admission of Members**

- 4.1.1 Members must be amateur golfers as defined by the RCGA.
- 4.1.2 Associate Members meeting the criteria in 4.1.1 may be admitted from the Victoria Senior Men's Club and those members of the River Valley Junior program that claim Victoria Golf Course as their home course.

## **4.2 Membership Fees**

### **4.2.1 Membership Year**

The membership year is May 1 to April 30

### **4.2.2 Setting Membership Fees**

The Executive decides annual membership fees.

### **4.2.3 Payment Date for Fees**

The annual membership fees must be paid on or before 1800 hours 21 April of every year. The deadline for senior and junior associate membership is 1 July each year.

## **4.3 Rights and Privileges of Members**

### **4.3.1 Any Member in good standing is entitled to:**

4.3.1.1 receive notice of meetings of the Club;

4.3.1.2 attend any meeting of the Club;

4.3.1.3 speak at any meeting of the Club;

4.3.1.4 exercise other rights and privileges given to Members in these bylaws; and

4.3.1.5 to vote at meetings of the Club.

### **4.3.2 Member In Good Standing**

A Member is in good standing when:

4.3.2.1 the Member has paid membership fees to the Club; and

4.3.2.2 the Member is not suspended as a Member as provided for under Article 4.4.

4.3.2.3 Any Associate Member in good standing is entitled to all rights and privileges set out in 4.3.1.1 through 4.3.1.3 inclusive

4.3.2.4 Associate Members are ex-officio members of the Club and may not vote.

## 4.4 Suspension of Membership

### 4.4.1 Decision to Suspend

The Executive, at a Special Meeting called for that purpose, may suspend a Member's membership not more than three (3) months, for one or more of the following reasons:

4.4.1.1 if the Member has failed to abide by the Bylaws;

4.4.1.2 if the Member has been disloyal to the Club;

4.4.1.3 if the Member has disrupted meetings or functions of the Club; or

4.4.1.4 if the Member has done or failed to do anything judged to be harmful to the Club.

### 4.4.2 Notice to the Member

4.4.2.1 The affected Member will receive written notice of the Executive's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks notice before the Special Meeting.

4.4.2.2 The notice will be sent by registered mail to the last known address of the Member shown in the records of the Club. The notice may also be delivered by an Officer of the Executive.

4.4.2.3 The notice will state the reasons why suspension is being considered.

### 4.4.3 Decision of the Executive

4.4.3.1 The Member will have an opportunity to appear before the Executive to address the matter. The Executive may allow one (1) other person to accompany the Member.

4.4.3.2 The Executive will determine how the matter will be dealt with, and may limit the time given the Member to address the Executive.

4.4.3.3 The Executive may exclude the Member from its discussion of the matter, including the deciding vote.

4.4.3.4 The decision of the Executive is final.

## **4.5 Termination of Membership**

### 4.5.1 Resignation

4.5.1.1 Any Member may resign from the Club by sending or delivering a written notice to the Secretary or President of the Club.

4.5.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

### 4.5.2 Death

The membership of a Member is ended upon his death.

### 4.5.3 Deemed Withdrawal

4.5.3.1 If a Member has not paid the annual membership fees within one (1) month following the date the fees are due, the Member is considered to have submitted his resignation.

4.5.3.2 In this case, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

### 4.5.4 Expulsion

4.5.4.1 The Club may, by Special Resolution at a Special General Meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Club.

4.5.4.2 This decision is final.

4.5.4.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

## **4.6 Conflict of Interest**

4.6.1.1 Executive Members shall not have any financial interest, direct or indirect, in:

4.6.1.1.1 any contract or proposed contract with the Club;

- 4.6.1.1.2 any contract or proposed contract that is reasonably likely to be affected by a decision of the Executive; or
- 4.6.1.1.3 any other matter in which the Executive is concerned.
- 4.6.1.2 A Executive Member having an interest pursuant to Section 4.6.1.1 and who has declared his interest as required shall not vote or use his influence on the matter in question and shall not be counted in determining a quorum for the vote on that matter. The minutes of the meeting shall reflect such disclosure, abstention from voting and change in quorum.
- 4.6.1.3 A contract entered into contrary to Section 4.6.1.1 is void.
- 4.6.1.4 If a Executive Member is found to have acted in a conflict of interest, they may be expelled from the Executive by a majority vote of the remainder of the Executive, or by Special Resolution of the Club. This decision is final.
- 4.6.1.5 Nothing in this Section shall prevent a Executive Member from briefly stating his position or interest in the matter or from answering relevant questions from other Executive Members.

#### **4.7 Transmission of Membership**

No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Club.

#### **4.8 Continued Liability for Debts Due**

Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Club at the date of ceasing to be a Member.

#### **4.9 Limitation on the Liability of Members**

No Member is, in his individual capacity, liable for any debt or liability of the Club.

### **ARTICLE 5 - MEETINGS OF THE CLUB**

#### **5.1 The Annual General Meeting**

- 5.1.1 The Club holds its Annual General Meeting no later than October 1<sup>st</sup> of each calendar year, in Edmonton, Alberta. The Executive sets the place, day and time of the meeting.

5.1.2 The Secretary shall mail or deliver a notice to each Member at least twenty-one (21) days before the Annual General Meeting or post a notice in public areas in and around the Club House. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.3 Agenda for the Meeting

The Annual General Meeting deals with the following matters:

5.1.3.1 adopting the agenda;

5.1.3.2 adopting the minutes of the last Annual General Meeting;

5.1.3.3 considering the President's report;

5.1.3.4 reviewing the financial statements setting out the Club's income, disbursements, assets and liabilities and the auditor's report;

5.1.3.5 appointing the auditors;

5.1.3.6 electing the President and/or Officers;

5.1.3.7 electing the Members of the Executive;

5.1.3.8 considering matters specified in the meeting notice.

5.1.4 Quorum

Attendance by 10% of the Members at the Annual General Meeting is a quorum.

## **5.2 Special General Meeting of the Club**

5.2.1 Calling of Special General Meeting

A Special General Meeting may be called at anytime:

5.2.1.1 by a resolution of the Executive of Directors to that effect; or

5.2.1.2 on the written request of at least four (4) Directors. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at this Special General Meeting; or

5.2.1.3 on the written request of at least one-third (1/3) of the Voting Members. The request must state the reason for the Special General Meeting and the motion(s) intended to be submitted at such Special General Meeting.

5.2.2 Notice

The Secretary shall mail or deliver a notice to each member at least twenty-one (21) days before the Special General Meeting. This notice states the place, date, time and purpose of the Special General Meeting. Notice in the Club's newsletter is good and sufficient notice of a meeting.

5.2.3 Agenda for Special General Meeting

Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special General Meeting.

5.2.4 Procedure at the Special General Meeting

Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting (5.1.4. and 5.3.5.1).

### **5.3 Proceedings at the Annual or a Special General Meeting**

5.3.1 Attendance by the Public.

General Meetings of the Club are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

5.3.2 Failure to Reach Quorum

The President shall either cancel the General Meeting if a quorum is not present within one-half (1/2) hour after the set time or shall hold a vote of the Members present after the expiry of one-half (1/2) hour to proceed with the members in attendance.

5.3.3 Presiding Officer

5.3.3.1 The President chairs every General Meeting of the Club. The Vice-President chairs in the absence of the President.

5.3.3.2 If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General Meeting, the Members present choose one (1) of the Members to chair the General Meeting.

#### 5.3.4 Adjournment

5.3.4.1 The President may adjourn any General Meeting with the consent of the majority of Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

5.3.4.2 No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

5.3.4.3 The Club must give notice when a General Meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General Meeting.

#### 5.3.5 Voting

5.3.5.1 Each Member has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.

5.3.5.2 In the event of a tie on any motion, the President shall cast the deciding vote.

5.3.5.3 A Member may not vote by proxy.

5.3.5.4 A majority of the votes of the Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

5.3.5.5 If requested, the President declares a resolution carried or lost. This statement is final. This statement must include the number of votes for and against the resolution.

5.3.5.6 Five (5) Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

5.3.5.7 Members may withdraw their request for a ballot.

5.3.5.8 The President decides any dispute on any vote. The President shall decide in good faith, and this decision is final.

#### 5.3.6 Failure to Give Notice of Meeting

No action taken at a General Meeting is invalid due to:

5.3.6.1 accidental omission to give any notice to any Member;

- 5.3.6.2 any Member not receiving any notice; or
- 5.3.6.3 any error in any notice that does not affect its meaning.
- 5.3.7 Written Resolution of All the Members

All Members may agree to and sign a resolution. This resolution is as valid as one passed at a General Meeting. It is not necessary to give notice or to call a General Meeting. The date on the resolution is the date it is passed.

## **ARTICLE 6 - THE GOVERNMENT OF THE CLUB**

### **6.1 The Executive of Directors**

#### 6.1.1 Governance and Management of the Club

The Executive governs and manages the affairs of the Club. The Executive may hire a paid administrator to carry out management functions under the direction and supervision of the Executive.

#### 6.1.2 Powers and Duties of the Executive

The Executive has the powers of the Club, except as stated in the Societies Act. The powers and duties of the Executive include:

- 6.1.2.1 Promoting the objects of the Club;
- 6.1.2.2 Promoting membership in the Club;
- 6.1.2.3 Maintaining and protecting the Club's assets and property;
- 6.1.2.4 Approving an annual budget for the Club;
- 6.1.2.5 Paying all expenses for operating and managing the Club;
- 6.1.2.6 Paying persons for services and protecting persons from debts of the Club;
- 6.1.2.7 Investing any extra monies;
- 6.1.2.8 Financing the operations of the Club, and borrowing or raising monies;
- 6.1.2.9 Making policies for managing and operating the Club;

- 6.1.2.10 Approving all contracts for the Club;
- 6.1.2.11 Maintaining all accounts and financial records of the Club;
- 6.1.2.12 Appointing legal counsel as necessary;
- 6.1.2.13 Making policies, rules and regulations for operating the Club and using its facilities and assets; and
- 6.1.2.14 Selling, disposing of, or mortgaging any or all of the property of the Club.

6.1.3 Composition of the Executive

6.1.3.1 The Executive consists of:

- 6.1.3.1.1 the President;
- 6.1.3.1.2 the Vice President;
- 6.1.3.1.3 the Secretary;
- 6.1.3.1.4 the Treasurer;
- 6.1.3.1.5 the Club Captain;
- 6.1.3.1.6 the Assistant Club Captain;
- 6.1.3.1.7 the Wednesday Night Chairman;
- 6.1.3.1.8 the Tournament Chairman;
- 6.1.3.1.9 the Assistant Tournament Chairman;
- 6.1.3.1.10 the Handicap Chairman and
- 6.1.3.1.11 the immediate Past President.

6.1.4 Election of the Executive

6.1.4.1 At an Annual General Meeting of the Club, the voting Members elect the Executive for a one (1) year term.

#### 6.1.5 Resignation, Death or Removal of a Director

- 6.1.5.1 A Director including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Executive accepts the resignation.
- 6.1.5.2 Voting Members may remove any Director including the President and the immediate Past President, before the end of his term. There must be a two-thirds majority vote at a Special General Meeting called for this purpose or at an Annual General Meeting.
- 6.1.5.3 If there is a vacancy on the Executive, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.

#### 6.1.6 Meetings of the Executive

- 6.1.6.1 The Executive holds at least three (3) meetings each year.
- 6.1.6.2 The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business for the meeting.
- 6.1.6.3 Ten (10) days' notice for Executive meetings is mailed to each Executive Member. There may be five (5) days' notice by telephone, electronic mail or fax. Executive Members may waive notice.
- 6.1.6.4 A majority of the Directors present at any Executive meeting is a quorum.
- 6.1.6.5 If there is no quorum, the President adjourns the meeting to the same time, place, and day of the following week. At least five (5) Directors present at this later meeting is a quorum.
- 6.1.6.6 Each Director, including the President, has one (1) vote.
- 6.1.6.7 In the event of a tie on any motion, the President shall cast the deciding vote.
- 6.1.6.8 Meetings of the Executive are open to Members of the Club, but only Directors may vote. A majority of the Directors present may ask any other Members, or other persons present, to leave.

- 6.1.6.9 All Directors may agree to and sign a resolution. This resolution is as valid as one passed at any Executive meeting. It is not necessary to give notice or to call a Executive meeting. The date on the resolution is the date it is passed.
- 6.1.6.10 A meeting of the Executive may be held by a conference call. Directors who participate in this call are considered present for the meeting.
- 6.1.6.11 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive.
- 6.1.6.12 A Director may waive formal notice of a meeting.

## **6.2 Officers**

- 6.2.1 The Officers of the Club are the President, Vice-President, Secretary and Treasurer.
- 6.2.2 The Officers are elected as per provisions set out in Sections 6.1.4.1.1 and 6.1.4.1.2 of these bylaws.
- 6.2.3 An employee of the Club may hold the offices of Secretary or Treasurer.

## **6.3 Duties of the Officers of the Club**

- 6.3.1 The President:
- 6.3.1.1 supervises the affairs of the Executive,
- 6.3.1.2 when present, chairs all meetings of the Club and the Executive Committee
- 6.3.1.3 is an ex officio member of all Committees, except the Nominating Committee;
- 6.3.1.4 acts as the spokesperson for the Club;
- 6.3.1.5 chairs the Executive Committee; and
- 6.3.1.6 carries out other duties assigned by the Executive.

6.3.2 The Vice-President:

- 6.3.2.1 presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.
- 6.3.2.2 replaces the President at various functions when asked to do so by the President or the Executive;
- 6.3.2.3 is a member of the Executive Committee; and
- 6.3.2.4 carries out other duties assigned by the Executive.

6.3.3 The Secretary:

- 6.3.3.1 attends all meetings of the Club and the Executive Committee,
- 6.3.3.2 keeps accurate minutes of these meetings;
- 6.3.3.3 has charge of the Executive's correspondence;
- 6.3.3.4 makes sure a record of names and addresses of all Members of the Club is kept;
- 6.3.3.5 makes sure all notices of various meetings are sent;
- 6.3.3.6 makes sure annual fees are collected and deposited;
- 6.3.3.7 keeps the Seal of the Club;
- 6.3.3.8 files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- 6.3.3.9 carries out other duties assigned by the Executive.

6.3.4 The Treasurer:

- 6.3.4.1 makes sure all monies paid to the Club are deposited in a chartered bank, treasury branch or trust company chosen by the Executive;
- 6.3.4.2 makes sure a detailed account of revenues and expenditures is presented to the Executive as requested;

- 6.3.4.3 makes sure a statement of the financial position of the Club is prepared and presented to the Annual General Meeting;
  - 6.3.4.4 chairs the Finance Committee of the Executive;
  - 6.3.4.5 is a member of the Executive Committee; and
  - 6.3.4.6 carries out other duties assigned by the Executive.
- 6.3.5 The Past President:
- 6.3.5.1 is an ex officio member of the Executive;
  - 6.3.5.2 chairs the Nominating Committee; and
  - 6.3.5.3 carries out other duties assigned by the Executive.

## **6.4 Executive Committees**

### 6.4.1 Establishing Committees

The Executive may appoint committees to advise on matters of interest.

### 6.4.2 General Procedures for Committees

- 6.4.2.1 A Executive Member chairs each committee created by the Executive.
- 6.4.2.2 The Chairperson calls committee meetings. Each committee:
  - 6.4.2.2.1 records minutes of its meetings;
  - 6.4.2.2.2 distributes these minutes to the committee members and to the Chairpersons of all other committees;
  - 6.4.2.2.3 provides reports to each Executive meeting at the Executive's request.
- 6.4.2.3 Two (2) days' notice is mailed or delivered to each member of the committee. The notice states the date, place and time of the committee meeting. Committee members may waive notice.
- 6.4.2.4 A majority of the committee members present at a meeting is a quorum.

- 6.4.2.5 Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

## 6.5 Standing Committees

- 6.5.1 The Executive establishes these standing committees:

- 6.5.1.1 Executive Committee;
- 6.5.1.2 Finance Committee; and
- 6.5.1.3 Nominating Committee.

- 6.5.2 The Executive Committee:

- 6.5.2.1 consists of the President, Past President, Vice-President, Secretary and Treasurer.

- 6.5.2.2 is responsible for:

- 6.5.2.2.1 planning agendas for Executive meetings;
- 6.5.2.2.2 carrying out emergency and unusual business between Executive meetings;
- 6.5.2.2.3 reporting to the Executive on actions taken between Executive meetings;
- 6.5.2.2.4 carrying out other duties as assigned by the Executive.

- 6.5.2.3 meets at least six (6) times each year.

The meetings are called by the President or on the request of any two (2) other Officers. They must request of the President, in writing, to call a meeting and state the business of the meeting.

- 6.5.2.4 All Officers may agree to and sign a resolution. This resolution is as valid as one passed at an Executive Committee meeting. It is not necessary to give notice or to call a meeting of the Executive Committee. The date on the resolution is the date it is passed.

- 6.5.2.5 A meeting of the Executive Committee may be held by a conference call. Officers who participate in this call are considered present for the meeting

6.5.2.6 Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Executive Committee

6.5.2.7 An Officer may waive formal notice of a meeting.

6.5.3 The Finance Committee:

6.5.3.1 consists of the Vice President, who is the Chairperson, the Treasurer and one (1) other Member appointed by the Executive.

6.5.3.2 is responsible for:

6.5.3.2.1 recommending budget policies to the Executive;

6.5.3.2.2 investigating and making recommendations to the Executive for acquiring funds and property;

6.5.3.2.3 recommending policies on disbursing and investing funds to the Executive;

6.5.3.2.4 establishing policies for Executive and committee expenditures;

6.5.3.2.5 arranging the annual audit of the books;

6.5.3.2.6 reporting on the year's activities at the Annual General Meeting; and

6.5.3.2.7 carrying out other duties assigned by the Executive.

6.5.4 The Nominating Committee:

6.5.4.1 consists of the immediate Past President, who chairs the committee, and two (2) other Members appointed by the Executive.

6.5.4.2 is responsible for:

6.5.4.2.1 preparing a slate of nominees for the President's position;

6.5.4.2.2 preparing a slate of nominees for each vacant Director position;

6.5.4.2.3 orienting new Executive members; and

6.5.4.2.4 presenting its recommendations to the Annual General Meeting.

## **6.6 Standing Rules**

6.6.1 RCGA rules shall apply as modified by the standing rules or local rules posted for tournament competition;

6.6.2 In order to compete for flights in the Club Championship or to win the Club Championship, a member or associate member must have posted eight (8) scores from rounds played on regular Men's Club dates. No accommodation will be made from this requirement based on weather;

6.6.3 Regular Club Dates are defined as Wednesday nights on which Men's Club operates; any of the Weekend Tournaments organized by the Club; Interclub Rounds played on behalf of the Club; and any Men's Club singles or doubles Match Play rounds played outside regular Club dates. There is no pre-qualifying for the Club Championship;

6.6.4 The Club Captain and the immediate past Club Champion are pre-qualified for the Interclub Team. The rest of the Interclub Team shall be comprised of:

1. Eight (8) Qualifiers: Determined by the eight lowest scoring players from the two Interclub qualifying rounds held early in the season. Ties are settled through a countback.
2. Two (2) Captain's Picks: A one-time selection of two players who can be chosen from among any of the current club members.
3. Alternates: If any team members are required as a result of a shortage of initial qualifiers, the Club Captain may choose alternate players from among those who participated in both Interclub qualifying rounds.

6.6.5 Winners of flights 2-5 in the Club Championship will be promoted up to the next highest flight for the following year's Club Championship and Mid-Season Classic.

## **ARTICLE 7 - FINANCE AND OTHER MANAGEMENT MATTERS**

### **7.1 The Registered Office**

The Registered Office of the Club is located in Edmonton, Alberta, at the Victoria Park Golf Course on River Road. Another location may be established at the Annual General Meeting or by resolution of the Executive.

## **7.2 Finance and Auditing**

- 7.2.1 The fiscal year of the Club ends on December 31 of each year.
- 7.2.2 There must be an audit of the books, accounts and records of the Club at least once each year. A qualified accountant appointed at each Annual General Meeting must do this audit. At each Annual General Meeting of the Club, the auditor submits a complete statement of the books for the previous year.

## **7.3 Seal of the Club**

- 7.3.1 The Executive may adopt a seal as the Seal of the Club.
- 7.3.2 The Secretary has control and custody of the seal, unless the Executive decides otherwise.
- 7.3.3 The Seal of the Club can only be used by Officers authorized by the Executive. The Executive must pass a motion to name the authorized Officers.

## **7.4 Cheques and Contracts of the Club**

- 7.4.1 The designated Officers of the Executive sign all cheques drawn on the monies of the Club. Two signatures are required on all cheques. The Executive may authorize the Executive Director to sign cheques for certain amounts and circumstances. The Executive Director may not sign his own paycheque.
- 7.4.2 All contracts of the Club must be signed by the Officers or other persons authorized to do so by resolution of the Executive.

## **7.5 The Keeping and Inspection of the Books and Records of the Club**

- 7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Executive.
- 7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Club. This record contains minutes from all meetings of the Club, the Executive and the Executive Committee.
- 7.5.3 The Executive keeps and files all necessary books and records of the Club as required by the Bylaws, the Societies Act, or any other statute or laws.
- 7.5.4 A Member wishing to inspect the books or records of the Club must give 48 hours notice to the President or the Secretary of the Club of his intention to do so.

- 7.5.5 Unless otherwise permitted by the Executive, such inspection will take place only at the Registered Office, or other regular business premises operated by the Club, during normal business hours.
- 7.5.6 All financial records of the Club are open for such inspection by the Members.
- 7.5.7 Other records of the Club are also open for inspection, except for records that the Executive designates as confidential.

## **7.6 Borrowing Powers**

- 7.6.1 The Club may borrow or raise funds to meet its objects and operations. The Executive decides the amounts and ways to raise money, including giving or granting security.
- 7.6.2 The Club may issue debentures to borrow only by resolution of the Executive confirmed by a Special Resolution of the Club.

## **7.7 Payments**

- 7.7.1 No Member, Director or Officer of the Club receives any payment for his services as a Member, Director or Officer.
- 7.7.2 Reasonable expenses incurred while carrying out duties of the Club may be reimbursed upon Executive approval.

## **7.8 Protection and Indemnity of Directors and Officers**

- 7.8.1 Each Director or Officer holds office with protection from the Club. The Club indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Club. The Club does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.
- 7.8.2 No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Club. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the Club, unless the act is fraud, dishonesty or bad faith.
- 7.8.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Club's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

**ARTICLE 8 - AMENDING THE BYLAWS**

8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special General Meeting of the Club.

8.2 The twenty-one (21) days' notice of the Annual General or Special General Meeting of the Club must include details of the proposed resolution to change the Bylaws.

8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and acceptance by the Corporate Registry of Alberta.

**ARTICLE 9 - DISTRIBUTING ASSETS AND DISSOLVING THE CLUB**

9.1 The Club does not pay any dividends or distribute its property among its Members.

9.2 If the Club is dissolved, any funds or assets remaining after paying all debts are paid to a registered and incorporated charitable organization. Members select this organization by Special Resolution. In no event do any Members receive any assets of the Club.

DATED at the City of Edmonton, in the Province of Alberta, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.