

## Appendix “A”

# Grande Meadows Golf Course

## “BY-LAWS”

### Article 1:

#### **Name of the Organization:**

- 1.1 The name of this organization shall be Grande Meadows Golf Course Association Incorporated (the Association), a body corporate under the *Corporations Act*.

### Article 2:

#### **Objective**

- 2.1 The purpose of the Association is to promote the sport of golf on the Burin Peninsula and to provide and manage golfing facilities for its members and the general public in compliance with the *Corporations Act*, these By-Laws and other binding agreements on the Association.

### Article 3:

#### **Membership:**

- 3.1 *Individual membership* in the Association shall be limited to two hundred (200) members.
- 3.2 The age requirement for new members will be at least 18 years as of May 1st of the year of admission.

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## **Article 3:**

### **Membership:**

- 3.3 When vacancies occur, new members will be added from names taken in order from a waiting list which will be maintained according to rules set out in Section 3.6. With the exception provided for in Section 3.12 members in waiting who have not reached the age of 18 years at the time of eligibility for individual membership will have their eligibility deferred until the age requirement is met and a vacancy exists.
- 3.4 A non-refundable, non-transferable initiation fee may be required and payable by all new Members at the time of admission in the amount set from time to time by the Board of Directors. Any Member allowing his/her membership to lapse may be required to pay a readmission fee, the amount to be set by the Board of Directors but will not be less than 50% of the initiation fee at that time.
- 3.5 Individual members have automatic right of renewal of membership. the amount of the annual membership fee shall be set at the annual meeting of the Association and is payable on or before April 15 of each year. Notwithstanding the above date the officers of the Association may make exceptions to the deadline for payment of fees in the best interest of the Association and its members, but the deadline shall not be later than May 1 of each year. The annual increase for membership fees and green fees will be based on the cost of living (inflation rate) as determined on December 31 of the previous year and will be no more than 50% of the cost of living, (inflation rate) and never more than 3% increase to the membership fee. It will be a board decision to have no increase if we have enough revenue, and an increase is not justified. Membership fee will include Royal Canadian Golf Association (RCGA) registration fee.

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### **Article 3:**

#### **Membership:**

- 3.6 Individual members in good standing have voting rights at all general meetings of the Association and are eligible to stand for election as Directors of the Association.
- 3.7 Membership in the Association is non-transferable, and all rights of the member cease to exist in the event of death.
- 3.8 A *junior program* is available to golfers who meet the age requirements of the Newfoundland and Labrador Junior Golfers Association.
- 3.9 The participation fee for the junior program shall be set from time to time by the Board of Directors. The Board may also limit the number of junior participants.
- 3.10 *Corporate sponsors* are businesses who purchase, on an annual basis, a set of privileges including the right to advertise at Grande Meadows Golf Course.
- 3.11 Corporate sponsorships will have a sign bearing the company name and advertising posted on or near one of the tee boxes, the driving range or the putting practice green. Sponsorship also entitles the sponsor to 20 free rounds of 9-hole golf.
- 3.12 The number of sponsorships is limited to 50 at any one time.
- 3.13 The fee structure for corporate sponsorships shall be set from time to time by the Board of Directors.
- 3.14 Representatives or agents of corporate sponsors do not have voting privileges at meetings of the Association.
- 3.15 *Corporate associates.* Corporate sponsors may designate one and only one associate who may purchase golfing privileges similar to individual members on a season-by-season basis with no automatic right of renewal.

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### **Article 3:**

#### **Membership:**

- 3.16 The fee for playing privileges for corporate associates are the same as for individual members.
- 3.17 Corporate associates do not have voting privileges.
- 3.18 The age requirement for corporate associates will be 18 years by May 1 of the year of sponsorship.
- 3.19 The Board of Directors may, from time to time, make, amend or repeal policies and regulations regarding members' rights and responsibilities.
- 3.20 The Board of Directors may maintain *waiting lists* of applicants, for both individual memberships and corporate sponsorships, in the order in which they are received, and regulate the admission of new members to replace members who resign, withdraw, are expelled or die such that the number of individual memberships does not exceed 200 and the number of corporate sponsorships does not exceed 50. Individuals whose names are on the waiting list for individual membership must purchase green fees passes annually in an amount set from time to time by the Board of Directors in order to maintain their position on the waiting list.

### **Article 4:**

#### **Directors:**

- 4.1 A Board of seven (7) Directors shall be elected from the individual members, by ballot, at each Annual meeting of the Association and shall assume office immediately after the annual meeting. The number of Directors may be amended by resolution of the Annual meeting.
- 4.2 A Director's term of office, subject to the provisions of Section 175 of the *Corporations Act*, shall be from the date on which she or he is elected until the close of the annual meeting next following.

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## **Article 4:**

### **Directors:**

4.3 A vacancy on the Board of Directors shall be filled by posting a notice on the Clubhouse notice board for a period not less than 7 days. Elections to take place by secret ballot by the general membership within 7 days of closing of nominations. A Director so elected holds office for the unexpired term of his or her predecessor. In the event of a tie the Chairperson of the Board will cast the deciding vote.

4.4 Subject to unanimous shareholder agreement and Section 169 of the *Corporations Act*, the Board of Directors shall

(a) exercise the powers of the Association directly or indirectly through the employees and agents of the Association; and

(b) direct the management of the business and affairs of the Association.

4.5 Directors shall receive no remuneration for acting as directors but shall be entitled to compensation for any authorized expenses incurred by them on behalf of the Association upon proof of such expenses.

## **Article 5:**

### **Officers:**

5.1 The officers of the Association shall be the Chairperson of the Board, the Vice Chairperson, the Secretary-Treasurer, and the General Manager. The Chairperson, the Vice-Chairperson and the Secretary-Treasurer must be members of the Board of Directors, and each shall be elected by ballot, if there is more than one nominee, from the Board of Directors at its first regular meeting after each Annual Meeting.

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## **Article 5:**

### **Officers:**

- 5.2 No Director shall hold more than one office at a time.
- 5.3 The Chairperson shall preside at all meetings of the Board of Directors and at all General Meetings of the members of the Association at which he or she is present and shall exercise supervision and control, subject to the directions of the Board of Directors, over the business, officers, agents and employees of the Association.
- 5.4 In the absence of the Chairperson, or in the case of his or her inability to act, the powers and duties vested in the Chairperson shall be assumed by the Vice-chairperson, or upon a Director specially named by the Board of Directors for that purpose.
- 5.5 ***The Treasurer shall:***
- (i) have the care and custody of all of the funds and securities of the Association and shall ensure the deposit of the same in the name of the Association in such bank or banks or with such depository or depositories as the Board of Directors may direct.
  - (ii) at all reasonable times exhibit his or her books and accounts to any member upon application to the office of the Association during business hours.

## **Article 5:**

### **Officers:**

- (iii) sign or countersign such instruments as require his or her signature.
- (iv) perform all duties incident to the office or that are properly required by the Board of Directors.

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## **Article 5:**

### **Officers:**

- 5.6 The powers and duties of all other officers shall be as the Board of Directors may determine.
- 5.7 The Golf Captain will be elected at each Annual Meeting of the Association. If the office of Golf Captain is unfilled at the meeting of the Association a person will be appointed by the Board of Directors.

## **Article 6:**

### **Indemnity:**

- 6.1 The Directors and officers of the Association acting honestly and in good faith shall be indemnified out of the assets of the Association from any and all actions, debts, causes of action or claims advanced against them in connection with actions taken on behalf of the Association in the capacity of director or officer. The Association shall purchase and maintain liability insurance for the benefit of persons referred to above.

## **Article 7:**

### **Meetings:**

- 7.1 The regular meeting of the Board of Directors shall be held as becomes necessary from time to time or by the call of the Chair. The Board shall meet a minimum of eight (8) times per year.

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## **Article 7:**

### **Meetings:**

- 7.2 A quorum of the Board of Directors shall be four (4) members.
- 7.3 Subject to Section 2 above, regular meetings of the Board of Directors may be conducted by telephone conference call or other communications facilities that permit all persons participating in the meeting to hear each other, when it is not practical to convene a meeting in a single place.
- 7.4 Each Director shall be entitled to one (1) vote. Resolutions receiving at least a majority of votes of the Directors' present at a duly constituted meeting will be adopted. Resolutions resulting in a tie vote shall be deemed to be defeated.
- 7.5 Special meetings of the Board of Directors may be called by the Chair or by the Chair at the request of three (3) Directors for the transaction of only such business as is stated in the call for the meeting.
- 7.6 In the case of an emergency, action may be taken by the Board of Directors by telephone concurrence by a majority of the members. Such action shall be noted in a special memo placed in the minute book and signed by the person obtaining such concurrence and shall be reported in the minutes of the next meeting.
- 7.7 The Annual Meeting of the Association shall be held within ninety days (90) of the end of each calendar year. A quorum of the annual meeting shall be 10% of current year's membership.

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## Article 7:

### Meetings:

- 7.8 Special meetings of the Association may be called by the Chair or by the Chair at the request, in writing, of 10% of current year's membership for the transaction of only such business as is stated in the call of the meeting and such other business as is agreed to by a majority of members present. A quorum of a special meeting shall be 10% of current year's membership.
- 7.9 Notice of the Annual General Meeting or of a special meeting of the membership shall be emailed to all current members who have provided a valid email address and will be posted to Grande Meadows website and social media accounts at least fourteen (14) days prior to the date of the meeting.
- 7.10 The purpose of the Annual Meeting shall be:
1. to present the Chairperson's report for the preceding calendar year
  2. to present reports of committees
  3. to receive the Association's financial statements for the preceding fiscal year
  4. to receive the budget for the current year
  5. to elect the Board of Directors and the Golf Captain, and
  6. to transact any other business which may properly come before the meeting.
- 7.11 Should an Annual General Meeting be delayed/postponed beyond such time as the Board feels start up time and/or initial operating revenue will be negatively affected then the Board shall have the authority to request management staff to issue invoices for membership fees. In such a circumstance membership fee cannot exceed last season's total by more than the previous year's inflation rate; determined as of December 31 of the previous year. Upon presentation of a budget, a duly constituted Annual General Meeting may accept, increase or decrease the membership fees set by the Board on its behalf.

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## **Article 8:**

### **Committees:**

8.1 The following committees shall be elected annually by the Board:

- ! Finance Committee
- ! Tournament / Rules Committee
- ! Operations Committee
- ! Marketing Committee
- ! Human Resources Committee
- ! Junior Golfers Committee

8.2 Ad hoc committees may be appointed by the Chair as required from time to time.

8.3 The Chair of the Board is ex-officio member of all committees and has the right to vote at meetings of such committees. Committee chairs will report expeditiously the decisions and actions of the committee to the Chair of the Board.

8.4 All committees will act only within their terms of reference and will report all decisions and actions taken to the Board at the next regular meeting.

## **Article 9:**

### **Accounts:**

9.1 The Board of Directors shall cause true accounts to be kept:

- (a) of the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place, and

(b) of the assets and liabilities of the Association.

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### **Article 9:**

#### **Accounts:**

9.2 At each and every Annual Meeting of the members of the Association the Board of Directors shall lay before the Association a profit and loss account and a balance sheet for the immediately preceding fiscal year.

### **Article 10:**

#### **Parliamentary Authority:**

10.1 The rules contained in the current edition of *21st Century Robert's Rules of Order* shall govern the organization in all instances when they are applicable and are not inconsistent with these By-Laws and any other special rules the Association shall adopt.

### **Article 11:**

#### **Amendment of By-laws:**

11.1 The Board of Directors may by ordinary resolution propose to make, amend or repeal by laws that regulate the business or affairs of the Corporation.

11.2 The Directors shall, within sixty (60) days of taking an action under subsection 11.1 and having given at least thirty (30) days public notice of a general meeting, submit a By-Law, or an amendment or a repeal of a By-Law, made under subsection 11.1 to the members at the next meeting of members, and the members may, by two-thirds vote of the members, present confirm, reject, or amend the By-Law or its amendment or repeal.

11.3 A By-Law, or an amendment or repeal of a By-Law, is effective from the date it is confirmed, confirmed as amended or rejected by the members

under subsection 11.2; And, where the By-Law is confirmed or confirmed as amended, it continues in effect in the form in which it was so confirmed.

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## **Article 11:**

### **Amendment of By-laws:**

11.4 Where a proposed By-Law or amendment or repeal of a By-Law is rejected by the members, or where the Directors do not submit a proposed By-Law or amendment or repeal of a By-Law to the members as required under subsection 11.2, no subsequent resolution of the Directors to make, amend or repeal a By-Law having substantially the same purpose or effect is effective until it is confirmed or confirmed as amended by the members.

11.5 A member entitled to vote at a General Meeting of members may propose to make, amend or repeal a By-Law, provided at least sixty (60) days' notice prior to the date of the General Meeting at which the proposal is to be submitted is given in writing to the Board of Directors. The Board will give not less than thirty (30) days' notice of the proposal to members.

## **Article 12:**

### **Dissolution:**

12.1 If, on the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed amongst the members of the Association, but shall be given or transferred to some other organization in the province of Newfoundland and Labrador the undertaking of which is charitable or beneficial to the community and which shall prohibit the distribution of its or their income and property amongst its members or their members. The beneficiary organization shall be determined by the members of the Association at or before the time of dissolution.

*Adopted by resolution of the Annual General Meeting of Grande Meadows Golf Course Association this 14 first day of March 2023.*

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