

BYLAWS of the VICTORIA GOLF CLUB

ARTICLE 1

Interpretation

1. In these Bylaws, unless the context otherwise requires:
 - (a) "Societies Act" means the Societies Act of the Province of British Columbia as from time to time amended;
 - (b) "Club" means the Victoria Golf Club;
 - (c) "Board" and "Board of Directors" means the president, captains and directors;
 - (d) "Ordinary Resolution" means a resolution passed at a general meeting by a simple majority of the votes of those voting members who choose to vote;
 - (e) "Special Resolution" means a resolution passed at a general meeting by a majority of not less than 66 2/3% of the votes of those voting Members who choose to vote.;
 - (f) "Major Improvement Resolution" means a resolution passed at a general meeting by a majority of not less than 66 2/3% of the votes of those voting members who choose to vote.
 - (g) "Year" in the context of the term of office for a Board member means the period of time between an annual general meeting and the next annual general meeting.
2. Except as otherwise contemplated by these bylaws the definitions in the Societies Act apply.

ARTICLE 2

Membership

3. The members of the Club are those persons who apply and are accepted for membership by the Board acting in its sole and unfettered discretion.
4. Membership will consist of voting and non-voting members as defined from time to time by the Board.
5. Playing and clubhouse privileges for all categories of members shall be as established from time to time by the Board.
6. Voting members shall be persons of adult age, divided into the following categories:
 - (a) Active;
 - (b) Non-Playing;
 - (c) Life.
7. Non-voting members shall be divided into the following categories:
 - (a) Social;
 - (b) Non-Active;
 - (c) Wait List;
 - (d) Senior;
 - (e) Intermediate;
 - (f) Junior;

- (g) Honorary;
- (h) Service;
- (i) Non-Resident;

8. Applications for transfer from one membership category to another shall be subject to the approval of the Board in which regard the Board may as a condition for approval impose such terms as it may think fit. Provided however, in the case of an application for transfer within twelve (12) months back to a member's previous membership status the Board, as a condition for approval, shall require that the member pay the dues that would have been payable if the first transfer had not taken place.

9. Every member is expected to comply with these bylaws and the rules established from time to time by the Board.

10. All members are in good standing except members under suspension or who are in arrears in payments required to be made to the Club for a period of two (2) or more months.

ARTICLE 3

Dues, Assessments and Entrance Fees

11. Except as otherwise provided by these bylaws, dues, assessments, operating and capital budgets for the oncoming financial year shall be determined by ordinary resolution at a general meeting of the voting members of the Club.

12. The Board shall determine the amount and method of payment of entrance fees for each membership category.

13. Entrance fees shall be used only for the following purposes and pay-down of debt associated therewith:

a) Major repairs and material additions, replacements and renovations to:

(i) Club buildings and structures, exclusive of furniture and all other chattels and exclusive of fixtures not being part of building operating systems unless such fixtures are part of a major repair, material addition, replacement or renovation;

(ii) The golf course and grounds, exclusive of equipment and other chattels used in connection with the operation and maintenance of the golf course.

b) All costs and expenses deemed by the Board to relate to initiatives for the acquisition of new Members

For greater clarity and certainty, except as noted, all expenses, capital or otherwise including amortization reserves, shall be considered operating expenses and be funded by annual dues and sources other than Entrance Fees.

Provided however, except for pay-down of debt as above contemplated, expenditure of Entrance Fees in any fiscal year shall be limited to TWO HUNDRED AND FIFTY THOUSAND DOLLARS (\$250,000) in total for each of the above (i) and (ii) categories unless authorized by a Major Improvement

Resolution.

14. Notwithstanding Bylaw 13, should the Board be required to pay for unbudgeted operating expenses, the Board may pay such expenses from accumulated Entrance Fees provided that at the next annual general meeting, provision shall be made in the budget for the next ensuing year to reimburse the entrance fee account for amounts so paid but without interest.

ARTICLE 4

Termination of Membership

15. A member may resign from the Club at any time by giving written notice to the Board.

16. The Board may suspend or expel any member who fails to honour and uphold the Club's bylaws and rules or whose conduct as a member or otherwise is considered by the Board to be unbecoming or prejudicial to the welfare and best interests of the Club.

17. Notice of an intention by the Board to consider a suspension or expulsion and the reasons therefore shall be given to the member involved who shall be given an opportunity to be heard by the Board before a final decision is reached.

18. Members who resign or are expelled shall remain liable for the payment of all dues and other monies owing to the Club until the date of cessation of membership.

19. An application for reinstatement by a member who has been suspended, resigned or been expelled may be rejected by the Board in its sole discretion or accepted subject to such terms and conditions as the Board may think fit.

ARTICLE 5

General Meetings of Voting Members

20. (a) The Board shall call an annual general meeting once each calendar year at a time and place selected by the Board;

(b) The Board may also call a special general meeting at any time that it may think fit;

(c) The Board shall call a special general meeting on the written requisition of 10% of the voting members of the Club.

21. (a) The notice calling any general meeting shall be served on voting members personally, transmitted electronically or mailed, in every case to be received (or deemed to be received) at least fourteen (14) days in advance of the meeting. The notice shall be accompanied by a proxy form and shall include or refer to the proposed agenda and in reasonable detail, the

nature of the business to be transacted at the meeting;

- (b) Notice given electronically shall be deemed to be received the day after transmission;
 - (c) Notice by mail may be sent by ordinary mail and shall be deemed to be received on the second day after the date of mailing.
22. The quorum for the transaction of business at a general meeting shall be fifty-five (55) voting members attending in person or by proxy.
23. 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, must be terminated. In any other case, it must 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 shall constitute a quorum.
24. The president, vice president or in the absence of both, one of the other directors present shall preside as chair at a general meeting.
25. (a) Only voting members in good standing shall be entitled to vote at a general meeting and may do so either in person or by proxy;
(b) Proxy holders at general meetings must be voting members and shall be limited to one (1) proxy each. Proxies shall be in such form as prescribed by the Board.
26. Except as otherwise contemplated by these bylaws, procedures at general meetings of members shall be governed by Robert's Rules of Order.

ARTICLE 6

Auditors

27. Auditors for the Club shall be elected at each annual general meeting to hold office until the next annual general meeting.

ARTICLE 7

Board of Directors

28. The Board shall consist of a president, men's captain, women's captain and nine (9) directors all of whom must be voting members in good standing who have been members for at least three (3) years:
- (a) The president and both captains shall be elected at the annual general meeting for a term of one (1) year and may be re-elected;
 - (b) The president shall be elected by all voting members, the women's captain by women voting members and the men's captain by men voting members;
 - (c) The directors shall be elected at the annual general meeting for a term of three (3) years or the remainder of a term in the case of an

appointment due to a vacancy;

- (d) The Board may fill any vacancy on the Board. The term of appointment shall be until the next annual general meeting;
- (e) A retiring director is eligible for election as president or captain but is not eligible for re-election as a director if such re-election would result in the director serving for more than five (5) consecutive years.

Nominations

29. (a) To ensure a slate of candidates for vacant positions on the Board, the Board shall appoint a nominating committee comprised of the immediate past president, immediate past women's captain (or men's captain should the past president be a woman), one gentleman and one woman being past members of the Board and three additional persons from the general membership;

(b) The names of those nominated by the nominating committee shall be posted in the clubhouse at least forty (40) days prior before the annual general meeting;

(c) For twenty (20) days after the date of posting of the nominating committee's selections, any qualified Active member may also be nominated by four (4) voting members of the Club. Any such nominations shall be submitted to the Board which shall forthwith post the names of the additional nominees together with the nominees selected by the nomination committee.

ARTICLE 8

Proceedings of the Board

30. Subject to these bylaws, the Board shall meet at such times and places and regulate meetings and proceedings as the Board thinks fit.

31. A quorum of the Board shall be:

- (a) Five (5) members for the transaction of ordinary business;
- (b) Six (6) members for the election of members;
- (c) Ten (10) members for the suspension or expulsion of a member.

32. A resolution of the Board in order to pass shall, subject to quorum requirements, require a simple majority of those in attendance except for a resolution to suspend or expel a member in which case a majority of 80% of those in attendance shall be required.

33. The Board, subject to the provisions of the Societies Act and these bylaws, shall exercise all powers of the Club and be responsible for its business, discipline and management. In this regard, directors shall act honestly, in good faith and in the best interests of the Club and in so doing shall exercise the care, diligence and skill of a reasonably prudent person. Without limiting the foregoing, the Board:

- (a) May establish or authorize committees of members to perform functions and duties as the Board from time to time may direct. Subject to Bylaw 29a decisions made by the Board shall, however, take precedence over decisions made by committees. Committees shall meet at such times and regulate meetings and procedures as each committee thinks fit;
- (b) May from time to time make rules respecting the conduct of members and guests and the use of the golf course and clubhouse;
- (c) May borrow money for the purposes and business of the Club and as security for repayment may encumber the assets of the Club except its lands and buildings which, unless authorized by a Major Improvement Resolution, shall not be sold, mortgaged, encumbered or otherwise exposed to creditor attachment;
- (d) If construction on a project authorized by a Major Improvement Resolution has not been commenced within three (3) years of the date of the Major Improvement Resolution, that project shall be deemed to have been abandoned and shall not proceed unless authorized by a further Major Improvement Resolution;
- (e) Shall appoint a vice-president from among its members to assume the duties of the president in the absence of the president;
- (f) May appoint an honorary solicitor;
- (g) May establish conditions and charges for the use of any of the Club's facilities by members and non-members;
- (h) May establish reciprocal privileges with other clubs;
- (i) Shall not permit the Club to directly or indirectly contract or arrange for the supply of any goods or services from any Club member unless 75% of all members of the Board (excluding any Board member who may be involved in the proposed supply) approve in writing such contract or arrangement;
- (j) Shall ensure that annual financial statements presented to the members include a budget for the oncoming year in reasonable detail which outlines proposed expenditures (including capital expenditures) and anticipated sources of funds;
- (k) Shall appoint an audit committee to review the Club's financial documents and fiscal activities;
- (l) Shall ensure that minutes and records are prepared for all general and Board meetings and shall arrange for the same to be kept on the Club premises;
- (m) Shall ensure that members are kept informed on a regular basis of all material

Board decisions, plans and objectives;

(n) May elect for such period and on such terms as the Board from time to time thinks fit:

- i. any person as an Honorary member;
- ii. any commissioned officer in the Regular Component of the Canadian Armed Forces stationed in the Victoria area as a Service member.

(o) May elect as a Life member on such terms as the Board may think fit, any club member who the Board deems has made an exceptional contribution to the Club or who has demonstrated exceptional achievement;

(p) May grant Social membership to a spouse or co-habiting partner of a deceased member on such terms and conditions as the Board thinks fit;

ARTICLE 9

Inspection of Books and Records

34. Directors shall have unrestricted access to minutes, books and records of the Club. Except as protected from disclosure by law, such materials shall also be made available for inspection by voting members.

ARTICLE 10

Bylaw Alteration

35. These bylaws shall not be altered except by Special Resolution passed at a general meeting of voting members.