

**Qualicum Beach Memorial Golf Club**  
**Constitution and Bylaws**  
**February 20, 2023**

***SOCIETY ACT***

**Constitution**

1. The name of the Society is the Qualicum Beach Memorial Golf Club.
2. The purpose of the Society is to provide for the members a golf club and clubhouse and to supply to the members all facilities incidental to the playing of golf.
3. The operations of the Society are to be chiefly carried on at Qualicum Beach, British Columbia. This provision is unalterable.

***BY-LAWS***

1. **TITLE**  
The Society shall be called 'The Qualicum Beach Memorial Golf Club' hereinafter called 'The Club'.
2. **THE FISCAL YEAR**  
The fiscal year shall begin on the first day of March and end on the last day of February of each year.
3. **CONDITIONS OF MEMBERSHIP**  
All members shall be bound by these bylaws and the rules of the Club, both to the limitation of privileges enjoyed, if any, and penalties imposed.
4. **MEMBERSHIP**  
No membership is transferable.

5. TYPES OF MEMBERSHIP

There shall be 5 classes of membership, to wit:

- a. regular members
- b. regular member – limited play
- c. junior members
- d. intermediate members
- e. Honorary life members

**DEFINITIONS**

- a) Regular members are those members who, on being admitted to membership and on paying an initiation fee and annual dues, are entitled to all privileges of the Club.
- b) Regular member – Limited play. Any regular member may elect to receive a package of green fee tickets in lieu of yearly playing privileges. The Board will set the number of tickets received. These tickets are valid only for the year of issue. They may be used for the member or his/her guests. They may not be sold.
- c) Junior membership, on payment of stipulated dues, shall be open to persons from the ages of 12 to 18 inclusive, provided that the Board may limit the number of junior memberships. Junior members, in the fiscal year after attaining their 19<sup>th</sup> birthday, may take out regular membership, with the initiation fee being waived, or they may take out intermediate membership.
- d) Intermediate membership may be taken out by persons who:
  - a. have been junior members for at least one year upon attaining their 19<sup>th</sup> birthday, or may apply for intermediate membership to the Board in the event had not been a junior member previously and who
  - b. are under 25 years of age,
  - c. provided the said members are continuing their education in high school, college or university.Intermediate members, in the fiscal year after attaining their 25<sup>th</sup> birthday, shall be required to take out regular membership with the initiation fee reduced in accordance with current policy.  
The Board shall determine the rights and privileges of junior and intermediate members from time to time, but in no event shall they have voting rights.
- e) Honorary life members shall be the late Mr. and Mrs. R.A.Brown's children and grandchildren and their spouses, who shall enjoy free playing privileges for their lifetimes.

6. SUSPENSION FOR MISCONDUCT

Any member, who in the opinion of a majority of the Board, infringes the bylaws or rules of the Club, or is guilty of conduct injurious to the reputation, interest or good order of the Club, may be suspended from membership for a length of time as determined by the Board.

There shall be no refund of annual dues paid by the suspended Member for the period of the fiscal year during which the suspension occurs. Should the suspension remain in effect at the beginning of a subsequent year, a billing for the annual dues shall be mailed to the member at the same time as the billings for regular Members are mailed. This billing shall be calculated pro-rata on the basis of the number of days of the forthcoming year that the suspended Member's privileges shall be restored and this billing shall be payable within the normal thirty (30) day grace period.

No suspended member shall be granted the playing privileges accorded a green fee player while the suspension is in effect.

A member whose membership has been suspended under this clause may appeal such decision at the next regular meeting of the Board, if he or she gives written notice of such appeal to the Board

A member suspended by the Board must receive by mail or email at his or her last home or email address provided to the Club the following:

- (a) notice of term of suspension
- (b) reason for suspension
- (c) procedure for appeal

7. EXPULSION OF MEMBER

Any member may be expelled from the Club for misconduct, or for not conforming to the rules and regulations of the Club, or for any good and valid reason, if two-thirds of the Board present at the meeting of the Board vote for the expulsion. The member's privileges shall terminate forthwith and there shall be no refund of initiation or annual dues.

A member expelled by the Board under these provisions, must receive by mail or email at his or her home or email address provided to the Club the following:

- (a) notice of term of suspension
- (b) reason for suspension
- (c) procedure for appeal

## APPEAL PROCEDURE

A Member whose membership has been suspended or terminated under Clause 6 or 7 may appeal such decision at the next regular meeting of the Board, if he or she gives written notice of such appeal to the Board.

The Board may invite the member to speak “in-camera” at the next scheduled Board Meeting.

The Board, after reviewing written or in person submissions, will by a majority vote, reverse or uphold the suspension or termination of membership. The decision of the Board will be final.

## 8. ANNUAL MEETING

Subject to the provisions of the Society Act, the annual general meeting of the Club shall be held in the spring of each year, not more than fifteen (15) months after the previous annual meeting, at such time and place as determined by the Board.

All meetings of members shall be called by the President or, in his/her absence, the Vice-President of the Club.

At least fourteen (14) days before the date of the meeting, notice of time and place of any annual meeting shall be mailed to each regular member at his or her last address provided to the Club.

The business at an annual general meeting shall be:

- a) The adoption of rules of order,
- b) The consideration of the financial statements,
- c) The report of the directors
- d) The report of the auditor
- e) The election of president, if necessary, the vice-president, and directors
- f) The appointment of the auditor, and
- g) Such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business, which is brought under consideration by the report of the directors, issued with the notice convening the meeting.

## 9. VOTING

Vote by proxy shall not be allowed at the annual meeting or any meeting of members. Each member shall be entitled to one vote.

Regular members only are entitled to notice of general meetings and to vote thereat.

10. QUORUM

A quorum for the transaction of business at any general meeting shall consist of 10% of the regular membership.

11. POSTING OF NOTICE deleted

12. MINUTES OF MEETINGS

Minutes of all meetings shall be taken by the Secretary and kept by the Secretary with the records of the Club.

13. GENERAL MEETINGS

Subject to the provisions of the Society Act, the Board on fourteen (14) days' notice may call general meetings of the members at any time by mailing a copy of a notice of the meeting to each regular member.

Requisition for General Meeting

- (1) In this section, "requisitionists" means the voting members who requisition a general meeting of the society under subsection (2).
- (2) The directors of a society, on the requisition of 10% or more of the voting members of the society must convene a general meeting of the society without delay.

14. BOARD OF DIRECTORS

The governance and management of the Club shall be vested in a Board of Directors consisting of a President, a Vice-President, an Immediate Past-President and seven (7) Directors. No officer or director shall be entitled to any fee, salary or remuneration unless the members authorize such fee, salary or remuneration.

The Immediate Past-President shall not have voting privileges.

Each Director and officer of the Society shall be a regular member in good standing.

15. NOMINATION

There shall be a Nominating committee of not less than three members of the Club who shall be appointed by the Board at least ten (10) weeks prior to the holding of the annual general meeting. Unless altered by a majority vote of the Board for the current year only, the committee shall normally, at the minimum, be composed of the Past President and two members at large. The committee so appointed shall submit its report to the Board at least thirty (30)

days prior to the date set for the annual meeting. This report shall list the names of members willing to stand for election to the Board at the annual meeting.

A list of nominees shall be posted in the clubhouse not less than twenty-one (21) days before the annual meeting date.

Any regular member in good standing may be nominated and seconded by fellow regular members in good standing for any position to be filled at the meeting, and accepted by the nominee by his/her signing of the nomination form

Nominations shall be closed and names submitted to the Board not less than seven (7) days before the annual general meeting. A list of those nominated shall be provided for each member present at the meeting with a note indicating the number of directors to be elected. The election shall take place at the annual general meeting, and the vote shall be by ballot. The Chair shall appoint two (2) scrutineers who shall advise the assembly of the names of the candidates elected.

#### 16.ELECTION OF OFFICERS

At annual meetings the following officers shall be elected:

- i. (if there is no elected Vice-President), the position of President is open for election for a one-year term, followed by one (1) year as Past-President.
- ii. a Vice-President (for a three (3) year term) whose first twelve (12) months shall be served as Vice-President and second twelve (12) months as President and third twelve (12) months as Past-President.
- iii. the number of directors (for a two (2) year term) required bringing the total up to seven (7), by filling the offices of those directors whose term of office has expired. Each retiring director shall be eligible for re-election.

The outgoing President shall become an ex-officio member of the Board without voting privileges.

#### 17.REMOVAL OF DIRECTORS AND VACANCIES

1. The members may by special resolution remove a director before the expiration of his or her term of office.
2. Directors may, from time to time, resign.
3. The Board shall have power to fill vacancies occurring in their numbers in the course of the year and a member so appointed shall complete the unexpired term of office arising from the vacancy to which he or she was appointed.

4. If the office of President is vacated, this position shall be filled by the duly elected Vice-President, or if the Vice-President is unwilling or unable to serve as President, the Board shall appoint an interim President from the Board.
5. In the event of a vacancy in the Vice-President's position, a new Vice- President shall be appointed by the Board to serve until the next annual general meeting.

#### 18. DUTIES OF THE PRESIDENT AND VICE-PRESIDENT

The President shall preside at all meetings of the Board and of the members and in his or her absence the Vice-President shall exercise the duties of the President

#### 19. CLUB MANAGEMENT

The Club in accordance with the terms of a written contract shall retain a manager and/or golf professional.

#### 20. AUDITOR

At the annual meeting of the Club, the Board shall recommend an auditor to members who shall vote to appoint an auditor for the ensuing fiscal year. If an auditor is not appointed at the annual general meeting, the Directors shall appoint an auditor not later than one month prior to the next annual meeting.

An auditor may be removed by ordinary resolution.

An auditor shall be informed forthwith in writing of appointment or removal.

The auditor may attend general meetings.

No Director and no employee of the Club shall be auditor.

#### 21. FEES

The Board may at any time fix an initiation fee. Members shall be required to pay the amount of annual dues as determined by the Board for each class of membership. Members' dues may be increased or decreased annually and the Board may change green fees at any time.

#### 22. PAYMENT OF DUES

All members shall pay the full amount of their membership dues for the current year.

The due date for payment of dues is the first day of the new fiscal year, and until such dues are paid no member shall play in the new fiscal year unless green fees are paid. After thirty (30) days of non-payment of the dues the membership will be terminated.

#### 23. BOARD MEETINGS

Meetings of the Board may be called at any time by the President or, in his or her absence, by the Vice-President. Notice of all such meetings shall be communicated to each director at least five (5) days before the date of the meeting.

Meetings of the Board may be held at any time without notice if all members are present and consent thereto, or if absent, Directors consent to the resolutions passed at the meeting from which they were absent.

All questions, save those required by these bylaws to have a special majority, shall be decided by a majority vote. In case of a tie, the President or, in his or her absence, the Vice-President may, if desired, exercise his or her vote.

Minutes of all Board meetings shall be taken by the Secretary or acting Secretary and kept in the Secretary's custody.

#### 24. QUORUM OF DIRECTORS

Five members of the Board shall constitute a quorum.

#### 25. INDEMNITY

Every Director of the Club shall be deemed to have assumed office on the express condition that the Club shall indemnify every Director and his or her heirs and personal representatives against all costs, charges and expenses which such Director actually and reasonably incurs in or about any action, suit or proceedings related to Club business which are brought, commenced or prosecuted against him or her in respect of any act, or omission, done or permitted by him or her in the execution of his or her duties as a Director except when such costs, charges and expenses are occasioned by his or her willful neglect or default, all of which is subject to the Society Act.

#### 26. POWERS OF THE BOARD



The Board shall have power to appoint such committees as it may deem advisable and desirable and prescribe their duties: to fill vacancies that may occur in any office; to enforce penalties for the violation of the bylaws or rules made by the Board; to call special meetings of the Club; to make and execute contracts in the name of the Club or authorize its officers or committees so to do; to appoint or dismiss any officer of the Club. It shall present at each annual meeting of the Club a financial statement and a report showing the financial condition, resources and obligations of the Club and make such recommendations as to its welfare as it may deem proper. It shall have power to make rules and regulations and to do all other things that it may deem necessary for the proper operation, governing and management of the Club.

The Board shall have the power to make contract, negotiate loans, sign and execute cheques, notes, mortgages, transfers, bills of sale, receipts and releases on behalf of the Club and to have complete charge and control of the Club and the administration of its affairs.

#### 27.COMMITTEES

The President and Vice-President shall be ex-officio members of all committees that may be appointed by the Board from time to time

The Board may appoint persons to committees who are not Directors but who shall be members of the Club.

No committee shall incur any expense without the authority of the Board.

All committee recommendations are only in force after receipt of Board approval.

#### 28.BORROWING

In order to carry out the purposes of the Club the Directors may, on behalf of and in the name of the Club, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures. No debenture shall be issued without the sanction of a special resolution. The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

#### 29.RULES OF THE GAME

The game of golf shall be played according to the rules adopted from time to time by the Royal and Ancient Club of St. Andrews, except insofar as the Directors of the Club supplement them.

### 30. PROCEDURE

Except as otherwise provided in these bylaws, all meetings of the Club shall be conducted in accordance with “Robert’s Rules of Order – Revised”.

### 31. INTERPRETATION

On all questions of interpretation of these bylaws the decision of the Board shall be final unless overruled by the members at a general meeting. All notices shall be considered given if posted to each member at the mailing address appearing on the register of the Club.

### 32. CHANGING BYLAWS

Any change to the Constitution or Bylaws shall not be repealed or altered or added to except by a special resolution of the Club with a seventy five percent (75%) majority vote passed by the members present and entitled to vote at a general meeting.

### 33. SEAL

The Seal of the Club shall be held in the custody of such officer as may be designated from time to time by the Board and shall be used only upon the direction of the Board.

### 34. GOOD STANDING

Members are in good standing if their current year membership dues are paid in full and are not serving a suspension for misconduct.

### 35. BUSINESS DISSOLUTION

On the winding up of and/or dissolution of the Club, any assets remaining after all debts have been paid, or provisions for payment made, including to the extent financially feasible, the refund to regular members of all, or a portion of, the prorata share of their prepaid dues for the balance of the golf season, shall be transferred to the Town of Qualicum Beach.