

# KAPUSKASING GOLF CLUB

# CONSTITUTION

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## **ARTICLE I**

### OBJECTIVES

The object of the Club is the encouragement of good fellowship among its members, the promotion of Golf and such social features as the Executive may from time to time deem suitable.

## **ARTICLE II**

### MEMBERSHIP

The ship of the Club shall consist of the following classes:

Voting members

Life members

Intermediate members

Junior members

Senior members

Social members

- a) Voting Members - those who pay yearly the full membership fees assessed against senior male and female players and married couples.
- b) Life Membership - may be granted by the Executive for unusual past contributions and service to the Kapuskasing Golf Club. The granting of this membership is subject to the ratification by the membership at the Annual Meeting, and normally limited to members moving out of the area, generally after retirement.
- c) Intermediate Members - any person between the ages of 18 and 25 who has completed high school and will be attending post-secondary education immediately after high school, and is not regularly employed, and who pays the Intermediate Member Fee.
- d) Junior Members - any person under the age of 19 years as of June 15th of the year who is not regularly employed and who pays the Junior Member Fee.
- e) Senior Member - any member who has attained the age of 65 in the year in question, shall be eligible to pay the Senior Member Fee. A Senior member has the same voting rights as a Voting Member.
- f) Social Member - one whose rights and interests in the Club shall be limited to the privileges of the Club House and Social Functions and who pays the Social Member Fee.

### **ARTICLE III**

#### TERMINATION OF MEMBERSHIP

1. Termination of membership shall be in effect upon non-payment of membership fees by the specified date in the current year. No resignation or reinstatement of membership shall be accepted until all monies and obligations due the Club have been paid and satisfied by the member tendering the resignation, and until such debt or obligation shall have been paid or satisfied, the member shall remain liable for the Annual Fee.
2. The Executive shall have power by a vote of three-fourths or more of those present at a meeting to expel or suspend from membership any member whose conduct, whether on the Club premises or elsewhere shall be considered by the Executive to be improper, unbecoming or likely to endanger the welfare, interest or character of the Club, or who wilfully commits a breach of bylaws of the Club, or who wilfully violates or neglects the observance of any rule or regulation provided by such bylaws or by the executive or by a Committee under the authority thereof. No member shall be expelled, suspended or tried for any such offence without first being notified of the charges against such member and given an opportunity to be heard by the Executive at a meeting called for that purpose. Such notification shall be sufficient if mailed to the member's address by registered letter at least five (5) days prior to the Meeting of the Executive at which the hearing is to be granted.
3. If at any time within one month after the expulsion of a member a Special Meeting of the Club shall be requested by twenty members in writing, addressed to the Secretary, such Meeting shall be called forthwith and an appeal thereat may be taken from the decision of the Executive, and the member may be reinstated by an affirmative vote of three-fourths of the members present.

### **ARTICLE IV**

#### RIGHTS, PRIVILEGES & DUTIES OF MEMBERS

1. Membership shall be on a calendar year basis.
2. All those who are members of the Club shall be deemed to have agreed to and consented to be bound by the Bylaws and Regulations of the Club.
3. The members will have playing privileges as determined by the Executive in the current year according to their classification.

## **ARTICLE V**

### **FEES AND ASSESSMENTS**

1. The Executive shall determine the annual membership fees to be paid each year by the members of each class, except for life members who shall not be assessable for annual membership fees. In the case of any class of members, different rates of annual fees may be fixed for different categories of members within a class. Annual fees are payable on the date determined by the Board of Directors each year. All members shall be liable to the Club for such annual fees as are imposed from time to time by the Executive. A member who does not pay the annual fees by the required date of each year shall automatically cease to be a member, but on payment of all unpaid fees may be reinstated at the discretion of the Executive. The Executive may require the payment of interest on any annual fee from the time fixed for payment until the date of payment.

## **ARTICLE VI**

### **EXECUTIVE**

1. The Government and management of the Club shall be vested in an Executive consisting of eight (8) elected Directors plus the President of the Ladies Committee elected pursuant to Article XI paragraph 6 of the Constitution.
2. At each Annual Meeting four (4) Directors shall be elected for a two year term, each of whom at the time of his/her election and throughout his/her term of office shall be a member in good standing. Each member of the Executive, if qualified, holds office until his/her successor has been duly elected or appointed.
3. A said two-year term of the Directors shall commence on the day following the Annual Meeting at which he or she was elected.
4. Notwithstanding paragraph 2 hereof, at the Annual Meeting held in 2003 eight (8) Directors shall be elected with the four elected Directors with the highest number of votes serving a term of two years and the other four elected Directors serving a term of one year.
5. The President shall call a meeting of the Directors after the annual election in each year, for the purpose of electing from the elected Directors a President, Vice-President, Greens Chairperson, Games Chairperson, Facilities Chairperson and Human Resources Chairperson to hold office for a one year term commencing October 31<sup>st</sup> next following their election.
6. Nominations for Directors may be conducted as follows:
  - a) A Nominating Committee appointed by the President and Vice-President shall submit a list of up to four (4) candidates for directors at each Annual Meeting provided that for the election held at the Annual Meeting in 2003 the Nominating Committee shall submit a list of up to eight (8) candidates.

- b) At the Annual Meeting, the presiding officer shall ask for nominations from the floor and receive them. Any member may nominate a person. Nominations may be closed by Motion, duly carried.
7. If any vacancy occurs in the Executive, the remaining members of the Executive shall have power to appoint a member to fill such vacancy until the end of the originally elected term, or Special Membership Meeting, or until a successor is duly elected.
8. When an election is required, the same shall be conducted by ballots and in the case where an election is held for four (4) Directors, each member voting shall be required to vote for four (4) members running for office.
9. A Club Professional/Manager shall report on all aspects of the management of the Club but shall not have a vote at meetings of the Executive.

## **ARTICLE VII**

### **MEETINGS/ANNUAL MEETINGS**

1. The Annual Meeting of the Club shall take place yearly at such time and place as the Executive may determine. Notice of such meeting shall be given by the Secretary at one week previously thereto by a notice to that effect mailed to each voting member.
2. The order of business for the Annual Meeting shall be: The adoption of minutes of the last meeting; Business arising out of the minutes; President's address; Reports of the Treasurer; Reports of Committees; Reports of Nominating Committee and the election of the members of the Executive; Appointment of Auditor; New business.

### **SPECIAL MEETINGS**

3. A Special General Meeting may be called by the President, the Vice President or the Executive and shall be called on the requisition in writing of any twenty-five members. In every such requisition and the notice of the meeting, a statement shall be made of the definite purpose for which such meeting is called. No business other than that mentioned in the notice shall be transacted at such meeting, unless by unanimous vote of those present.

### **QUORUM**

4. A quorum for the transaction of business of any meeting of members shall consist of not less than **twenty** twelve members present in person.

## **ARTICLE VIII**

### EXECUTIVE MEETINGS

1. A majority of the voting members of the Executive shall constitute a quorum.
2. Meetings of the Executive may be called at any time by the President, or in his absence, by the Vice President. If, in the opinion of the President, or in his absence, the Vice President, an Executive Meeting is necessary, one day's verbal notice shall be sufficient.
3. Meetings of the Executive may be held at any time without notice if all members are present and consent thereto, or if those absent signify their consent to such meeting.
4. All questions, save those required by these bylaws to have a special majority, shall be decided by a majority vote. The residing officer shall vote in the case of a tie.

## **ARTICLE IX**

### POWERS & DUTIES OF EXECUTIVE

1. The Executive shall have the government and management of the Club and its affairs, finances and property, and shall have the power:
  - a) To appoint such officers and standing committees in addition to those elected at the Annual Meeting as it may deem desirable and to prescribe their duties. The action of such officers and committees shall be at all times subject to the control and revision of the Executive.
  - b) To fill vacancies that may occur in any office and to appoint or dismiss, when necessary, any officer or employee of the Club.
  - c) To enforce due observance of these Bylaws and of any Rules and Regulations made by the Executive or any of its committees and to make and enforce penalties for the violation of these Bylaws, Rules and Regulations.
  - d) To make and execute contracts and incur obligations on behalf of and in the name of the Club, or to authorize its officers or committees to do so.
2. The Executive shall present at each Annual Meeting of the Club, a report showing the financial condition, resources and obligations of the Club, and may make any such recommendations, as it may deem proper.
3. No Contract shall be entered into and no liability or obligation incurred on behalf of the Club by any person, member or committee, except such as may be made, incurred, authorized or confirmed by the Executive at a Meeting thereof.

- 4 The Executive shall be empowered to make regulations as to the proper conduct and attire of members on the Course or in the Club House and shall regulate the hours of play for all classes of members and green fees players.
- 5 The Executive may contract the services of a Club Professional and/or Manager who shall manage and report to the Executive through the President in the execution of duties agreed to in the negotiated contract. The contract may be adjusted and negotiated upon mutual agreement of the parties involved without adjustment to the Constitution. Management of the Club is subject to the approval of the Executive.

## **ARTICLE X**

### **OFFICERS**

1. The Executive shall contract or appoint in addition to the officers elected at the Annual Meeting, a Secretary and Treasurer or in lieu of Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Executive may determine from time to time. The Secretary, Treasurer or Secretary-Treasurer and the other officers need not be members of the Club.
2. The President shall preside at all meetings of the Club and of the Executive. He shall supervise the carrying out of all orders and resolutions of the Executive and he or the Vice President with the Secretary or other officers appointed by the Board for the purpose shall sign all Bylaws and other documents requiring the signature of the officers of the corporation. He shall be a member Ex Officio of all committees.
3. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as are from time to time imposed upon him by the Executive.
4. The Treasurer shall keep full and accurate accounts of receipts and disbursements and shall deposit in the name of and to the credit of the Club all money and other valuables in such depositories as may be designated by the Executive from time to time. He shall disburse the funds of the Club as may be ordered by the Club, taking proper vouchers of such disbursements, and shall render to the Executive at meetings of the Executive, or whenever required, an amount of all his transactions as Treasurer and of the financial position of the Club. He shall also perform such other duties as may from time to time be determined by the Executive.
5. The Secretary or designate shall attend all sessions of the Executive and all meetings of the members and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose, including policies and procedures as formulated by the Executive. He shall give or cause to be given notice of all meetings of the members and of the Executive and shall perform such other duties as may be prescribed by the Executive. He shall be custodian of the seal and books of the Club, which he shall deliver only when and to who authorized by a resolution of the Club.

## **ARTICLE XI**

### COMMITTEES

1. The following committees shall be appointed yearly by, and report on activities to the Executive. Other committees or sub-committees may from time to time be appointed by the Executive as deemed necessary. Members of committees other than those so elected at the Annual Meeting need not be members of the Executive. The Executive shall fix the number of members of each committee. Committees will follow the guidelines and complete the tasks and functions as set out for each Committee under "Committee Duties and Responsibilities". These guidelines will be reviewed annually and may be adjusted without change to the Constitution.
2. **FACILITIES COMMITTEE:** Shall have general charge of the Club buildings, bar, kitchen facilities and services, including furnishings and equipment, except as to substantial repairs and lasting improvements, as to which the Executive shall have authority. The Facilities Chairperson shall chair this committee, of which the Club Pro/Manager is a member.
3. **GREENS COMMITTEE:** Shall have general charge of the Club grounds and course equipment except as to substantial repairs and lasting improvements, as to which the Executive shall have authority. This Committee shall be chaired by the Greens Committee Chairperson of which the Course Crew Supervisor and Club Pro/Manager are members.
4. **GAMES COMMITTEE:** Shall organize, publicize and administer the Club's regular competitive tournaments and field days. This Committee shall be chaired by the Games Committee Chairperson of which the Club Pro/Manager and Ladies, Men's, and Juniors' representatives are members.
5. **HUMAN RESOURCES AND CLUB POLICIES COMMITTEE:** Shall have general charge of employee contracts, hiring practices, remuneration, employee relations, and Club rules, policies and procedures. The H.R. Chairperson shall chair this committee with the assistance of the President, Vice President, and the Club Pro/Manager shall be in attendance for applicable items.
6. **LADIES COMMITTEE:** The Ladies' Committee shall govern the social functions and tournaments in which the female members are the sole participants. The President of the Ladies' Committee shall be elected yearly by the female members. The Committee will be elected by the female members.
7. **FINANCE COMMITTEE:** The Finance Committee shall be chaired by the Finance Chair Person and shall have general charge of the budget and the club's financial activities, using proper accounting principles. The committee may include Greens Chair Person, Facilities Chair Person, Human Resources Chair Person and the Club Pro/Manager.
8. **HEALTH & SAFETY COMMITTEE:** The Health & Safety committee shall be chaired by the Health & Safety Chair Person and shall have general charge of the Health & Safety Program. The committee must include the elected Health & Safety Employee Representative and the Pro/Manager.

## **ARTICLE XII**

### GENERAL MATTERS

1. Remuneration and Liability of Members of the Executive
  - a) No member of the Executive shall receive any remuneration for his service.
  - b) No member of the Executive is liable for the acts, receipts, neglects or faults of any other member of the Executive or officer or employee or for joining in any receipt or act or conformity or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by order of the Executive for or on behalf of the Club or for the insufficiency or deficiency of any security in which any funds of the Club have been invested, or for any other loss, damage or misfortune which may happen in the execution or supposed execution of the duties of his office or trust or in relation thereto unless it happens by or through his own wilful act or neglect.
2. Auditors - The members shall at each Annual Meeting appoint an Auditor to audit the accounts of the Club to hold office until the next Annual Meeting, provided that the Executive may fill any casual vacancy in the office of the Auditor.
3. Banking - All monies received from time to time by the Club and its committees shall be forthwith deposited to the credit of the Club in such bank as may be designated by the Executive and all payments required to be made by the Club shall be by cheque.
4. Fiscal Year - Unless otherwise ordered by the Executive the financial year of the Club and the calendar year shall coincide.
5. Signing Officers - All cheques issued by the Club shall be signed by such person or persons as may be authorized by resolution of the Executive.
6. Amendments: - No alterations in the Bylaws shall be made except by a vote of at least two-thirds in number of the members present at an Annual or Special General Meeting, the notice of which has specified the proposed alteration.
7. Registered Office - The Head Office of the Club will be at Kapuskasing, in the Province of Ontario, or at such other place in the said Province as shall be determined by the Executive.
8. Seal - The Seal of the Corporation shall be in the form impressed hereon and be kept at the Head Office of the Club.
9. Gender - The masculine includes the feminine.
10. Previous Bylaws - All previous Bylaws of the Club are revoked.



PASSED this by the Board of Directors.

President: André Robichaud \_\_\_\_\_

Secretary Michelle Lebel \_\_\_\_\_

AMENDED AND CONFIRMED by the members at the Special General Meeting held

President André Robichaud \_\_\_\_\_

Secretary Michelle Lebel \_\_\_\_\_