

A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF
THE OPERATIONS AND AFFAIRS OF

**HUMBER RIVER GOLF CLUB
AS OF 1998**

AMENDED SEPTEMBER 2017

**ARTICLE 1
GENERAL**

- 1.1 The name of the Club shall be HUMBER RIVER GOLF CLUB, (hereinafter called the Club)
- 1.2 The Head Office of the Club will be situated at Deer Lake in the Province of Newfoundland.
- 1.3 The objects for which the Club is established are:
 - 1.3.1 To promote the sport of golf.
 - 1.3.2 To promote social activities between Members and other guests.
 - 1.3.3 To establish and maintain a Clubhouse and grounds and such other accommodations as the Members may require and to furnish the same.
 - 1.3.4 To purchase, lease or otherwise acquire any lands, buildings easements or property which may be required for the purpose of, or capable of being conveniently used in connection with, any of the objects of the club.
 - 1.3.5 To buy, sell and deal in all kinds of equipment, apparatus and provisions and refreshments of all kinds required by or convenient for the use of persons frequenting the Clubhouse, grounds or other accommodations or facilities of the Club.
- 1.4 The income, profits and property of the Club whensoever and wheresoever derived shall be applied solely towards the promotions of the Club as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus or otherwise howsoever by way of profits to the Members of the Club. The payment of any dividend to the Members of the Club is hereby prohibited. In the event of the winding up of the Club, all property both real and personal shall be distributed in accordance with paragraph five (5) herein.
- 1.5 If, upon the winding up or dissolution of the Club there remain after the satisfaction of all debts and liabilities, any assets or property whatsoever,

the same shall not be paid to, or distributed amongst the Members of the Club, but shall be given or transferred to such other local institution or institutions having objects similar in whole or in part to the objects of the Club, or to some local charitable organization, institution or institutions, to be determined by the Members of the Club at or before the time of dissolution, or in default thereof by.

1.6 If any Member of the Club receives any dividend, bonus or other profits in contravention of paragraph four (4) herein, his liability shall be unlimited. Provided further that no Member of the Board of Directors or governing body of the Board shall be appointed to any salaried office or office paid by fees, and that no remuneration shall be given to any Member of such Board of Directors or governing body, except repayment of out-of-pocket expenses and interest on money lent.

1.7 The licence to be granted by the Province of Newfoundland and Labrador pursuant to the Section 253.1 of the Companies Act for the Province of Newfoundland will be subject to the profits of the Club being applied to the objects of the Club as stated in the Memorandum and Articles of Association herein.

1.8 The liability of the Members is limited.

1.9 True accounts shall be kept of the sum of money received and expended by the Club and matters in respect of which receipt and expenditure takes place and of the property, credits and liabilities of the Club.

1.10 The Directors may raise or borrow money for the purpose of the Club's business and may secure the repayment of same by mortgage or charge upon the whole or part of its assets or properties, but such loans must first be ratified by the Members at a general meeting.

2 MEMBERSHIP

2.1 All persons are eligible for Membership upon payment of the Membership fee. Membership privileges may be extended to include any other person which the Board of Directors may from time to time approve. There will be two (2) classes of Members: 'A' and 'B'.

2.1.1 'A' class shall comprise all Members who have reached the age of nineteen (19) and who have paid for membership.

2.1.2 'B' class shall comprise all Members other than 'A' class Members.

2.2 Membership may be acquired by vote of the Board of Directors on payment of such Membership Fees as may be fixed from time to time by the Board.

2.3 Membership shall be for a period of one year. A Club Year shall be between May 1st and April 30th of the following year.

2.4 Membership fees may be paid in installments, terms to be determined by the board of directors. Full payment of membership fees must be received on or before the May 1st membership period.

2.5 Failure to make payment may result in the loss of Membership eligibility and the allocation of that Membership to a person on the Membership Waiting List.

2.6 Honorary Membership shall be conferred upon such people as may be approved by the Board of Directors.

3 EXPULSION AND SUSPENSION OF MEMBERS

3.1 The Board of Directors may, of its own motion, or upon complaint in writing of a Member, expel, suspend indefinitely or suspend for a definite period of time, or censure or reprimand a Member who, in the opinion of the Board, has broken any of the By-Laws or rules and regulations of the Club, or who has said anything which, in the opinion of the Board, is unbecoming of a gentleman or lady, or which is likely to bring discredit on the Club or be detrimental to the comfort of its Members.

3.2 Before deciding on expulsion, suspension or censure of the Member, the Board shall notify him or her to appear at the next meeting of the Board to hear the complaint and submit any defense to it which he or she may have.

3.3 If the Member so notified does not appear at the next Meeting of the Board, the Board may proceed in his or her absence and the Member shall be notified in writing of the action of the Board.

3.4 During suspension, a Member shall be deprived of all privileges of the Club.

3.5 The Board may revoke an expulsion, suspension or censure of any Member.

3.6 A Member expelled or suspended by the Board of Directors shall have the right to appeal to a Special General Meeting of the Club, provided that within two weeks after notification of expulsion or suspension, he or she presents to the Board of Directors a petition signed by ten (10) 'A' class Members requesting the holding of such Special General Meeting.

3.7 If a Suspension is maintained by a majority at such Special General Meeting, or if the suspended Member fails to appear, the suspension shall

automatically become one of expulsion and the Member shall forfeit all privileges of the Club.

4 OFFICERS

4.1 The officers of the Club (who also shall be Directors), shall consist of a President, Past, President, Vice President, Captain of Golf, Treasurer and Secretary.

4.1.1 DUTIES OF THE PRESIDENT

- 4.1.1.1 The President shall preside at all Meetings of the Board of Directors, if present, and shall call to order and act as Chairman at the meetings of Members.
- 4.1.1.2 In the absence of the President, the Vice President shall perform these duties.
- 4.1.1.3 The President shall have general control and supervision of all departments of the Club.

4.1.2 DUTIES OF THE TREASURER

- 4.1.2.1 The Treasurer shall keep full and accurate accounts of the receipts and disbursements of the Club, and shall deposit all monies and other valuable effects in the name and to the credit of the Club in such depositories as may be designated by the Board of Directors.
- 4.1.2.2 The Treasurer shall disburse the funds to the President and Directors whenever required by them, (and submit) an account of all transactions and of the financial condition of the Club.

4.1.3 DUTIES OF THE SECRETARY

- 4.1.3.1 The Secretary shall attend all sessions of the Board and shall act as Clerk thereof and record the votes and the minutes of all the proceedings in a book kept for that purpose.
- 4.1.3.2 The Secretary shall give notice of all Meetings of the Members of the Club and the Board of Directors.
- 4.1.3.3 The Secretary shall generally do and perform such duties as the President of the Board of Directors may assign.

4.2 Any Director may be appointed to fill more than one office, and the office of the Treasurer and Secretary may be combined and held by the same person.

4.3 The Board of Directors shall meet when deemed necessary for the dispatch of business at such time and place as the Directors may decide.

4.4 A majority of the Members of the Board of Directors shall form a quorum. (6)

5 BOARD OF DIRECTORS

5.1 The officers of the Club shall be President, Past President, Vice President, Secretary, Treasurer and Golf Captain, elected from among Members of good standing

5.2 The affairs of the Club shall be managed by a Board of Directors consisting the Officers and six (6) other Directors.

5.3 Directors shall be nominated from the membership by Class "A" Members of good standing. Directors shall hold office for a period of two (2) years.

5.4 Any vacancy occurring in the Board of Directors may be filled for the remainder of the term by the Directors, from among the Members without Nomination.

5.5 Any vacancy occurring in the office of the President or Vice President during the year may be filled by the Directors for the remainder of the year.

5.6 The Directors may appoint committees which may be composed of Directors and Members only, for any purposes that the Board may deem advisable. Such committees shall be subject to the control of the Board of Directors and shall have such powers and perform such duties as the Board of Directors may confer upon them from time to time.

5.7 Meetings of the Directors of the Club shall be held as often as the business of the Club shall require and may be called by the President or, in his absence, by the Vice President or by any two (2) Directors, at such time and place as the Directors may from time to time determine.

5.8 Questions arising at any Meeting of the Board of Directors shall be decided by a voting majority.

6 POWERS OF DIRECTORS :

6.1 The Board of Directors shall be responsible for the management of the business affairs of the club.

6.2 Without prejudice to the general powers conferred by status, by the Letters Patent of the Club and by the By-laws, it is hereby expressly declared that

the Board of Directors shall have the following powers, that is to say:

- 6.3 From time to time to make and change rules and regulations not inconsistent with the By-laws, for the management of the Club's affairs and the business and the discipline of its Members.
- 6.4 To purchase, lease or otherwise acquire for the Club any property, real or personal which the Club is authorized to acquire, at such price or consideration and generally on such terms and conditions as they think fit.
- 6.5 To sell, lease or otherwise dispose of any property, real or personal which the Club is authorized to sell, lease or to otherwise dispose of, for such price or consideration and generally on such terms and conditions as they think fit.
- 6.6 To appoint and, at their discretion, to remove or suspend such managers or agents, employee or servants, permanently or temporarily as they think fit, and to determine their duties, and to fix and from time to time to change their salaries or emoluments, and to require security for the proper performance of their duties in such instances and in such amounts as the Directors think fit.
- 6.7 To confer by resolution upon any appointed officer of the Club the power to employ, remove or suspend such managers, officers, agents or servants.
- 6.8 To authorize and determine who shall, in the name of and behalf of the Club, draw, accept, endorse, sign or otherwise execute and deliver bills of exchange, cheques, promissory notes, mortgage, hypothecs, pledges, securities under the Bank Act, releases, contracts or other documents.
- 6.9 To delegate any of the powers of the Board to any standing or special committee or to any manager or other officer, attorney or agent, and to appoint any person to be the attorney's agent of the Club with such powers and upon such terms as the Directors may think fit.

7 MEETINGS – GENERAL

- 7.1 The Annual General Meeting of the Club shall be held on such a day during the month of October or November as the Directors may appoint.
- 7.2 At each general meeting the Directors of the Club shall lay before the Members a full statement of affairs and the financial position of the Club, as well as any special reports they may deem advisable.
- 7.3 Special General Meetings shall be called for the transaction of special business by the President, or by the Secretary as a result of a majority vote

of the Board of Directors, or, if required, by a requisition in writing signed by 25% of class 'A' Members and lodged with the Members.

7.4 The requisition requesting a Special Meeting shall state the purpose of the meeting which must be repeated in the notice calling the Meeting and then business conducted at that meeting shall be limited to that specified in the said notice.

7.5 Attendance of thirty-five (35) class 'A' Members or 15% of the total class 'A' Membership (whichever is the least) shall constitute a quorum for any Meeting of the Members. Only Members of class 'A' standing shall be eligible to vote.

7.6 Notice of time and place for the Annual General Meeting or Special Meetings shall be given at least fifteen (15) days prior to the Meeting.

7.7 At all the meetings of the Club, every class 'A' Member shall be entitled to one (1) vote. Members shall not vote by proxy. Voting shall be by a show of hands unless a ballot is required by By-law or is demanded by one third of the class 'A' Members present. Ballots shall be provided for these cases.

7.8 The Chairman presiding at any meeting of the Club shall have the casting or deciding vote in the event of a tie.

7.9 Should there not be a quorum for the Meeting of the Members, the Meeting may be rescheduled to any future date no later than the fourteenth (14) day thereafter.

7.10 Standard parliamentary rules shall apply at all General Meetings, as outlined in Robert's Rules of Order.

8 AUDITORS

8.1 One or more auditors shall be appointed annually for the current year by the Members at each General Meeting, providing always that for the first year of the Club's operation such appointment may be made by the Board of Directors. It shall be the duty of each auditor or auditors to examine all books, vouchers, accounts, and financial reports of the Club and all documents having reference to the business thereof. The audited financial statements shall be presented to the Members at the Annual General Meeting.

9 FISCAL YEAR

9.1 The fiscal year of the Club shall end on the 31st. of December.

10 BANK ACCOUNT AND THE SIGNING OF CHEQUES, ETC.

- 10.1 A bank account or accounts shall be kept in the name of the Club at a chartered bank or banks, trust company or trust companies to be selected by the Board.
- 10.2 All cheques, drafts, promissory notes, negotiable instruments, warehouse receipts, waivers of protest and generally all documents for the purpose of binding or obligating the Club in any way or used in connection with banking transactions generally, shall be made, drawn, accepted, endorsed, or signed by such officers of the Club or other persons as the Directors may from time to time authorize and appoint for this purpose. All drafts, notes, cheques, or orders for payment of monies for deposit in any bank or trust company to the credit of the Club may be endorsed by any officer of the Club or without such signature by means of a rubber stamp or similar article bearing the imprint of the Club's name.

11 AMENDMENT OF CONSTITUTION OR BY-LAWS

- 11.1 The Constitution/By-Laws may be altered or amended by a two-thirds majority vote of class 'A' Members present at a meeting. A copy of this proposed amendment must be posted in the Club for a period of not less than fifteen (15) days prior to the date of the Meeting.
- 11.2 The House rules will be prepared and issued by the Board of Directors to serve the best interest of the Membership as a whole and will be adhered to by all Members and their guests. These may be altered or amended by the Board of Directors from time to time.

12 CORPORATE SEAL

- 12.1 The Club shall have a seal of such design as may be approved by the Board. The seal shall be affixed to all documents requiring execution under the corporate seal of the Club by the President and Secretary or by such party or parties as may be authorized, from time to time, by the Board of Directors. This seal shall be kept in charge of the Secretary or other person appointed by the Board and shall be used as in the Articles provided.
- 12.2 If the Club's objects require the transaction of business outside the Province, it may, whenever determined by the Board that such is necessary, have for the use in any other Province, State or Country, an official facsimile of its seal, and in the preparation of and in adopting and authorizing the use of such seal, the Board shall at all times comply with the Statutes and Articles.

I Certify that this is a true and accurate copy of the by-laws of the UPPER HUMBER
GOLF CLUB LTD, which operates the facility at Deer Lake Newfoundland known as
the
HUMBER RIVER GOLF CLUB on behalf of it's Members and the General Public.

Andrii Dicks, Secretary.

A. Dicks.

