

# BANFF SPRINGS GOLF CLUB

## OBJECTS AND BY-LAWS

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# BANFF SPRINGS GOLF CLUB

## OBJECTS AND BY-LAWS

### OBJECTS

The Name of the Club shall be the **BANFF SPRINGS GOLF CLUB**.

The objects of the Banff Springs Golf Club are:

- (a) To promote interest in the game of golf;
- (b) To protect the mutual interests of the members;
- (c) To organize the conduct matches and competitions under its own auspices;
- (d) To organize and conduct matches and competitions entrusted to it by others;
- (e) To operate a golf club.

## BY-LAWS

### 1.0 INTERPRETATION

#### 1.1 DEFINITIONS

- (a) Appointed Director - means a person appointed by the Hotel to the position of director.
- (b) Board - means the Board of Directors of the Club consisting of both elected and appointed directors.
- (c) Club - means the Banff Springs Golf Club.
- (d) Course - means the Banff Springs Golf Course and, depending on the context, the associated facilities including, but not limited to, the clubhouse, practice facilities, retail outlets and locker rooms, all of which, for greater certainty, are owned and operated by the Hotel.
- (e) Director - means a person elected or appointed as a member of the Board of Directors of the Club.
- (f) Executive Golf Professional - means the person appointed to that position by the Hotel or any person appointed by the Hotel who fulfills the functions of an Executive Golf Professional.
- (g) Green Fees - means the annual fee levied by the Hotel against each active and junior member which allows a member to play the course without the payment of any additional fees.
- (h) Hotel - means Fairmont Hotels and Resorts as represented by the General Manager of the Fairmont Banff Springs or such other person as may be designated from time to time by Fairmont Hotels and Resorts.
- (i) Initiation Fee - means the one time only fee payable to the Club by all active and special members upon their admittance to the Club and the one time only fee payable by all junior members on their transfer to the active membership, in accordance with Articles 2.8 and 2.9 of these by-laws.
- (j) Membership Fee - means the annual fee payable by all members to the Club to maintain their membership in the Club.
- (k) Rules of Golf - means the Rules of Golf as established by the Royal Canadian Golf Association from time to time.
- (l) Secretary - means the person occupying the office of Secretary-Treasurer of the Club.
- (m) Treasurer - means the person occupying the office of Secretary-Treasurer of the Club.

**1.2 INCLUDED WORDS** - In the by-laws, unless the context otherwise requires or specifies, words importing gender include masculine and feminine genders.

**1.3 PARTIAL INVALIDITY** - The invalidity or unenforceability of any provision of the by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws.

**1.4 HEADINGS** - The headings inserted throughout are for convenience of reading and shall not affect the legal interpretation of the by-laws.

## **2.0 MEMBERSHIP**

**2.1 CLASSES OF MEMBERSHIP** - Classes of membership shall be:

- (a) Active Members - Eligibility for active membership is limited to those persons who are eligible under Article 2.3.
- (b) Special Members - Eligibility for special membership is limited to those persons who have been nominated for special membership by an appointed director of the Board. Special membership may be for life or for such period of time as determined by the Board.
- (c) Junior Members - Eligibility for junior membership is limited to those persons who have reached the full age of eight but not the full age of nineteen years, who meet the residency requirements for active members as described in Article 2.3 and who have been nominated in accordance with the provisions of the by-laws, and includes without limiting any of the forgoing, "Advanced Junior" members as defined in Article 2.5 (c)(ii).
- (d) Honourary Members - Eligibility for honorary membership is limited to those persons who, for reasons of their distinguished service to the Club, are awarded honorary membership by a unanimous vote of the Board. Honourary membership may be for life or for such period of time as determined by the Board.

**2.2 NUMBER OF MEMBERS** - The maximum number of members in each category of membership at any one time shall be determined by the Hotel from time to time.

**2.3 ELIGIBILITY** - Subject to the provisions of the by-laws, any person who has reached the full age of nineteen years, who has resided in Banff National Park for a period of at least twelve consecutive months prior to the date of their application for membership being considered by the Board, and who has been nominated for active membership in accordance with the provisions of the by-laws, shall be eligible to become an active member of the Club. For purposes of this article, the Board shall have the sole responsibility and authority to determine whether or not the residency requirements have been and continue to be met.

**2.4 CONSENT OF BOARD** - No person shall become a member of the Club in any class of membership without the unanimous consent of the Board, such consent to be determined by a vote by secret ballot of all the Directors present at a regular or special meeting of the Board called for such purpose. The quorum for purposes of this clause shall be three elected directors and one appointed director.

**2.5 PRIVILEGES OF MEMBERSHIP** - The privileges of membership shall be:

- (a) Active Membership - All active members who are in good standing and who have paid the current year's membership and green fees, shall enjoy all the rights and privileges conveyed upon or associated with membership in the Club and the Course respectively, as determined from time to time, including the right to hold office and to vote as hereinafter described.
- (b) Special Membership - All special members who are in good standing who have paid the current year's membership fees, shall enjoy all the rights and privileges conveyed upon or associated with membership in the Club and the Course respectively, as determined from time to time, including the right to hold office and to vote as hereinafter described. Special members are not required to pay annual green fees.
- (c) Junior Membership -
  - (i) All junior members who are in good standing and who have paid the current year's membership and green fees shall enjoy all the rights and privileges conveyed upon or associated with membership in the Club and the Course respectively, except the right to hold office, to take part in the management of the Club, or to vote at any meeting of the Club. Nor may a junior member, except as provided in Article 2.5 (c)(ii), be allowed to book tee times or play the Course unless authorized by the Executive Golf Professional or accompanied by an adult who has assumed responsibility for the junior member.
  - (ii) Upon the recommendation of an active or special member, endorsed by the Executive Golf Professional, the Board may grant a junior member who has achieved maximum handicap of 24 for boys and 32 for girls the status of "advanced junior". Advanced junior members shall have the privilege of booking tee times through the Executive Golf Professional only, of playing the Stanley Thompson Course without being accompanied by an adult and, upon the invitation of an active or special member, of participating as a non-competitor, in any match or competition of the active/special members. Before being considered for such privileges the junior member shall have passed a test administered by the Executive Golf Professional or his designate on both the Rules of Golf and proper etiquette and conduct on a golf course. The Board shall also consider the general maturity

of the junior member when determining whether or not such privileges shall be extended. Any junior member granted the privileges associated with advanced junior status shall be required to pay an additional green fee as determined by the Hotel from time to time, Junior members who have not achieved "advanced junior" status shall have the privilege of booking tee times through the Executive Golf Professional of playing the Tunnel nine course only when they have passed the etiquette and rules test, and have achieved a maximum handicap index of 36 for boys and 40 for girls. The number of "Advanced Juniors" shall be determined by the Banff Springs Hotel.

(iii) No junior member, regardless of whether or not they have been granted the additional privileges under Article 2.5 (c)(ii) shall be entitled to compete in any match or competition conducted under the auspices of the Club for the active/special members of the Club, except as provided for under Article 2.7 (d).

(d) Honorary Membership - All honorary members who are in good standing, shall enjoy all the rights and privileges conveyed upon or associated with membership in the Club and the Course respectively, as determined from time to time, except that they shall not be entitled to participate in the management of the Club nor hold office nor vote at any meeting of the Club. Honorary members are not required to pay annual green fees.

## 2.6 NOMINATION AND ELECTION OF ACTIVE AND JUNIOR MEMBERS

- (a) Nominations of candidates for active and junior membership shall be submitted in writing on the form prescribed for that purpose by the Board and must be signed by the candidate and two active or special members, one of whom shall act as proposer and the other as seconder. Nominations may be submitted to the Secretary at any time.
- (b) No elected member of the Board may nominate any person as a candidate for either active or junior membership while they are members of the Board, but they may vote on the admission of a candidate they have nominated before they were a member of the Board.
- (c) Annually, as soon as practical after the first day of April of each year, and at any time thereafter if a vacancy in the active or junior membership should occur, the Board shall at a duly constituted meeting, consider applications for membership. The number of applications considered shall be limited by the number of vacancies in the active and junior membership classifications. Applications shall be considered in the order in which they were received by the Board.

(d) Prior to the meeting called for the purpose of reviewing applications for membership the Secretary shall notify all those persons whose applications are likely to be considered by the Board, giving due consideration to the number of vacancies in the active and junior membership. All persons so notified shall pay the full initiation, membership and green fees, unless otherwise provided in these by-laws, prior to the date on which their application is scheduled for review. Failure to do so will result in the cancellation of their application for membership.

(e) Membership to either the active or junior membership shall be granted only in accordance with the provisions of Article 2.4 of the by-laws.

## 2.7 TRANSFER FROM JUNIOR TO ACTIVE MEMBERSHIP

(a) Each junior member who has attained the status of "advanced junior" per Article 2.5 (c)(ii) may be invited to transfer to active member status upon reaching the full age of nineteen. If the junior member accepts the invitation to join the active membership, he/she shall be required to pay to the club an initiation fee, as determined from time to time, in accordance with Article 2.9 (a), plus the sum of all fees payable by an active member for the current year. The junior member must respond to the invitation by April 1<sup>st</sup> for the year he/she turns nineteen. The Board may, in its discretion, reserve vacancies in the active membership, for junior members who will reach the full age of nineteen during the golf season.

(b) Notwithstanding Article 2.4 and provided the junior member is in good standing at the time of his invitation, his transfer to active membership shall occur without further consideration by the Board, as soon as there is a vacancy in the active membership. Invitations to junior members transferring to the active membership shall have priority over all other applications for active membership.

(c) If a junior member's nineteenth birthday occurs during the golf season in any year, the junior member may pay, at his discretion, the pro-rated difference between the annual junior membership and green fees and the annual active membership and green fees, and be entitled to all the rights and privileges of the Club and the Course for the remainder of that year, except the right to hold office, to take part in the management of the Club, or to vote at any meeting of the Club. Except at the discretion of the Board, the exercising of this option shall not create a vacancy in the junior membership until the following year. On transferring to the active membership the following year, the provisions of Articles 2.7 (a) and (b) and Article 2.9 (a) shall apply.

## 2.8 MEMBERSHIP AND OTHER FEES

- (a) The initiation fee and the annual membership fee for each class of membership shall be determined, from time to time, by the members at a general meeting.
- (b) Additional fees shall be determined and collected annually by the Board for the annual national and/or provincial golf association fees applicable to each member, and such other general or special fees as shall be determined from time to time by the members at a general meeting.
- (c) Green fees shall be established annually by the Hotel prior to the first day of March of each year.
- (d) The annual membership, green fees and all other club fees shall be due and payable on or before the first day of April of each year.
- (e) Any member who is elected to the membership after the first day of August in any year shall have his green fees reduced by fifty percent for the year in which he is elected only.

## 2.9 INITIATION FEE

- (a) Subject to the provisions of the by-laws, an initiation fee shall be paid by all active and special members at the time of their admission as members, and by all junior members at the time of their transfer and admission to active membership.
- (b) The initiation fee shall be determined, from time to time, by the members at a general meeting.
- (c) The Board may, under special circumstances and in its discretion, waive the requirement for the initiation fee upon application for such a waiver by a candidate for membership.

**2.10 TRANSITIONAL PROVISIONS (FEES)** - Until changed by resolution of the members at a general meeting of the Club, the following fees, plus applicable taxes, shall remain in effect:

- (a) Active/Special Membership – As determined by the Board annually.
- (b) Annual Banquet – As determined by the Board annually.
- (c) Initiation Fee - Five hundred dollars (\$500.00).
- (d) Initiation Fee - Junior Transfer to Active - One hundred dollars (\$100.00).

## 2.11 LEAVE OF ABSENCE

- (a) Any active or junior member in good standing may, at any time before the first day of August in each year, for reasons of accident, injury, illness or other unusual and exceptional circumstances beyond his control, which involuntarily prevents him from playing golf on the Course, request a leave of absence for the balance of the year. If granted, such leave of absence shall allow the member to retain his membership in the Club without the privilege of playing golf on the Course or of entering any Club match or competition during the period of the leave of absence.
- (b) Applications for leaves of absence shall be considered at a regular or special meeting of the Board called for that purpose. The granting of a leave of absence shall be at the sole discretion of the Board and must be approved by a two-thirds majority vote of all the Directors present. No vote shall be called on the question of a leave of absence unless at least one Appointed Director is present.
- (c) In no case will a leave of absence be granted for a period longer than the golf season remaining in the year in which the leave of absence is granted, nor shall any applications for a leave of absence be considered after the first day of August.
- (d) Where a leave of absence is approved, the effective date of the leave shall be the date the application was received by the Board.
- (e) A member granted a leave of absence before the first day in August in each year may, at the sole discretion of the Hotel, receive a refund of the annual green fees in an amount determined by the Hotel. No portion of the Club membership or other fees will be refunded.

## 2.12 RESIGNATION OF MEMBERSHIP

- (a) Any member may resign from membership at any time upon written notice to the Board, but such resignation shall not relieve the member from any obligations to the Club. If a member resigns on or after the fifteenth day of May in any year, such member shall be liable for the payment of all fees for the current year. If a member resigns before the fifteenth day of May in any year, such member shall receive a full refund of all green fees paid for the current year.
- (b) Any member shall be deemed to have resigned if his primary residence is no longer in Banff National Park for at least four consecutive months, coincident with the golf season, in each calendar year. For purposes of this article, the Board shall have the sole responsibility and authority to determine whether or not the residency requirements have been and continue to be met.

- (c) Any member shall be deemed to have resigned if they have not paid all fees due to the Club by the date prescribed by these by-laws.
- (d) Any junior member shall be deemed to have resigned if they have not established an official handicap within two years of the date of their admission to the junior membership of the Club such handicap to be maintained during the term of junior membership.
- (e) Any member who has resigned or who has been deemed to have resigned may be re-nominated for membership at any time in accordance with the provisions of Article 2.6 of these by-laws.

## 2.13 SUSPENSION OR EXPULSION OF MEMBERS

- (a) The Board shall have the authority to suspend for a period of time determined by the Board, or to expel, any member whose conduct on the Course, or in any of the facilities operated by the Course, or elsewhere, is considered improper or unbecoming or likely to endanger the welfare or interests of the Club or its members, or who willfully commits a breach of these by-laws, or who willfully violates or breaches any rule or regulation of the Course, the Club, or any competition or match arranged under the auspices of the Club.
- (b) Upon application by the Hotel, the Board shall also consider the suspension or expulsion of a member in the event that a member is, in the opinion of the Hotel, unduly in arrears in paying any amounts due to the Hotel arising from any credit privileges the Hotel may, from time to time, extend to the membership.
- (c) A member who has been suspended will lose all privileges of membership during the period of suspension.
- (d) A member who has been suspended or expelled shall not be eligible for any refund of any fees of any kind.
- (e) A member who has been expelled is not eligible for re-nomination for membership for a period of two (2) years from the date of his expulsion.
- (f) A member who has been suspended or expelled shall have the right of appeal to the membership as a whole at any time within thirty (30) days of his expulsion. A special general meeting shall be called by the Secretary upon receipt by him of a petition signed by thirty (30) active or special members in good standing setting forth the grounds for the appeal. The issue shall be decided by a vote of the active and special members in good standing present at the meeting and the member shall be reinstated if seventy-five percent (75%) of the members present vote in favour of reinstatement. Notwithstanding Article 3.3, a quorum for any meeting or any adjourned meeting under this Article shall be fifty (50) active and special members in good standing at the time of the meeting or adjourned meeting. Voting for purposes of this Article shall be by secret ballot.

## 2.14 MEMBERSHIP DIVISIONS

- (a) For purposes of arranging and conducting matches and competitions, the membership of the Club shall be divided into three divisions:
  - (i) The Men's Division which shall consist of all male members, other than junior members, of the Club.
  - (ii) The Ladies Division which shall consist of all female members, other than junior members, of the Club.
  - (iii) The Junior Division which shall consist of all junior members of the Club.
- (b) The Men's and Ladies Divisions shall be entitled to form such committees as they deem necessary, under the jurisdiction of their respective Captains, to arrange and conduct matches and competitions for their divisions and/or for such mixed matches and competitions mutually agreed to between the respective Captains, and/or for any inter-club matches or competitions
- (c) The Board may establish a committee for the purpose of arranging and conducting matches and competitions for the Junior Division and/or for managing any junior program established by the Board from time to time.

## 3.0 MEETINGS OF THE MEMBERS

**3.1 ANNUAL GENERAL MEETING** - The Club shall hold an Annual General Meeting in Banff, Alberta on or before the 30th day of April in each year, of which meeting due notice shall be given twenty-one (21) days prior to the meeting. At the Annual General Meeting the following business, in addition to any other business recommended by the Board or requested by the members present, shall be conducted:

- (a) Annual Reports - The President shall present a report describing the activities of the Board and the Club for the preceding year, and the Treasurer shall submit the annual financial statements of the Club for approval by a resolution of the members.
- (b) Annual Budget - The Treasurer shall submit the annual budget of the Club for approval by a resolution of the members.
- (c) Election of Directors as provided for under Article 5.0 of these by-laws.

### 3.2 SPECIAL MEETINGS

- (a) Special general meetings of the Club may be called at any time by the Secretary upon instructions of the President by notice twenty-one (21) days prior to the date of such meeting.
- (b) A special general meeting shall be called by the Secretary upon receipt by him of a petition signed by thirty (30) active and/or special members in good standing, setting forth the reasons for calling such meeting, which shall be by notice twenty-one (21) days prior to the date of such meeting.
- (c) At any special general meeting, only the business specified in the notice of the meeting shall be conducted.

**3.3 QUORUM** - At any general meeting of the members, unless otherwise specified in these by-laws, a quorum shall consist of fifty (50) active and special members in good standing. In the event that a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place as determined by the chairman of the meeting, after due notice as provided in Article 3.2. A quorum at any such adjourned meeting shall be those active and special members present at such adjourned meeting.

**3.4 TRANSACTION OF BUSINESS** - The transaction of business shall not be commenced at any general meeting of the members unless the requisite quorum is present. Thereafter, if the quorum is lost, no further business may be transacted.

**3.5 CHAIRMAN OF MEETINGS** - The President, or in his absence, the Vice-President, shall be entitled to take the chair at every meeting of the Club, or if there be no President or Vice-President, or if neither shall be present within fifteen (15) minutes after the time appointed for holding such meeting, the members present may choose another from amongst themselves to act as chairman.

**3.6 VOTING** - Each active or special member in good standing, including the chairman of the meeting, shall be entitled to one vote at a meeting of the members, including any meeting of the members of the Men's and the Ladies Division. Except as otherwise provided by these by-laws, questions arising at any meeting of the members shall be determined by a majority of votes cast by the members and shall be by a show of hands. In the case of an equality of votes, the chairman of the meeting shall not have a second or casting vote, and the motion shall be defeated.

**3.7 DECLARATIONS** - A declaration by the chairman of a meeting that a resolution has been carried, or carried by a particular majority, or lost, shall be conclusive, and an entry to that effect in the minute book of the Club shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of and against such resolution, provided, however, that any member may, before the question is voted on, request a recorded vote, in which case the number of votes in favour of and against such a resolution shall be recorded in the minutes.

**3.8 RULES AND REGULATIONS** - The Club may, from time to time, and subject to the

provisions of these by-laws, adopt rules and regulations for conducting its meetings, and in the absence of such rules and regulations, the rules shall be Robert's Rules of Order.

### 4.0 BOARD OF DIRECTORS

**4.1 POWERS OF THE BOARD AND DELEGATION** - The Board has, subject to the by-laws or a majority vote at any meeting of the Club, properly called and constituted, the power to manage and control the Club and its property, revenue, business and affairs. Except as provided for in these by-laws, the Board may not delegate to any person or body of persons any of the powers, duties and functions conferred on them by these by-laws.

**4.2 COMMITTEES OF THE BOARD** - The Board may, from time to time, establish such committees as it sees fit and shall assign such powers, duties and responsibilities as it sees fit subject to the by-laws. The members of each committee so established shall be appointed annually and shall serve at the pleasure of the Board. The Board may, at any time, disband any committee established under this Article.

**4.3 MEMBERSHIP OF BOARD** - The Board shall consist of six (6) elected and two (2) appointed members as hereinafter indicated:

- (a) The elected members shall include the immediate Past President, the President, the Vice-President, the Captain of the Men's Division, the Captain of the Ladies Division and the Captain of the Junior Division.
- (b) The appointed members shall be two persons appointed by the Hotel.

### 4.4 TERM OF OFFICE - ELECTED DIRECTORS

- (a) Each year, at the Annual General Meeting, the active and special members in good standing shall elect one of their number to the position of Vice-President. The person so elected shall serve one year in the position of Vice-President, the following second year in the position of President, and the following third year in the position of Past President.
- (b) Each year, at a special general meeting of the Men's Division called for that purpose, the active and special members in good standing of the Men's Division shall elect a Captain for a term of one year.
- (c) Each year, at a special general meeting of the Ladies Division called for that purpose, the active and special members in good standing of the Ladies Division shall elect a Captain for a term of one year.
- (d) Each year, at a special general meeting, active and special members in good standing shall elect one of their number to the position of Junior Captain for a term of one year.

#### 4.5 CONSECUTIVE TERMS

- (a) A person elected to the position of Vice-President is ineligible to be re-elected to that position for a period of five years.
- (b) A person elected to the position of Captain of the Men's, the Ladies or the Junior Division is eligible to be elected to a second consecutive term as Captain, but is not eligible for a further term as Captain for a period of three (3) years after the expiration of their second term. A person who has been elected to the position of Captain is eligible to be elected to the position of Vice-President at any time after the expiration of their term as Captain, subject to Article 4.5 (a).

**4.6 APPOINTED DIRECTORS** - Appointed directors shall be appointed annually at the Annual General Meeting and may serve for any number of consecutive terms.

**4.7 COMMENCEMENT OF TERM** - Newly elected or appointed directors shall commence their term of office at the conclusion of the Annual General Meeting, or special general meeting in the case of elected Captains, at which they were elected or appointed, except for elections or appointments arising from a vacancy on the Board in which case the elected or appointed director will take office immediately upon his election or appointment.

#### 4.8 VACANCIES ON THE BOARD

- (a) In the event of a vacancy caused by the resignation, expulsion, ineligibility or incapacity of an elected director, the following provisions shall apply:
  - (i) If a vacancy occurs in the office of Past President, the position shall remain vacant until the next Annual General Meeting.
  - (ii) If a vacancy occurs in the office of President, the Vice-President shall immediately assume the position of President, and shall continue as President for the balance of the term of the incumbent who vacated the office and for the following year.
  - (iii) If a vacancy occurs in the office of Vice-President, the Board shall call and conduct a special election to fill the vacancy, in a manner consistent with the provisions of Article 5.0 as soon as possible after the vacancy occurs.
- (b) In the event of a vacancy caused by the resignation or incapacity of an appointed director, the vacancy shall be filled in accordance with the provisions of Article 4.3 (b).

- (c) In the event of a vacancy caused by the resignation, expulsion, ineligibility or incapacity of the Captain of the Men's, the Ladies, or the Junior Division the Board shall appoint an Acting Captain from amongst the active members of the Division in which the vacancy occurs, or from the active and special members in good standing in the case of the Junior Captain for the balance of the term of the incumbent who vacated the position.

**4.9 RESIGNATION FROM THE BOARD** - An elected or appointed director shall be deemed to have resigned if:

- (a) In the case of an elected director, he no longer meets the requirements for active or special membership in the Club, he has been suspended or expelled from the membership, or he is absent without leave from three (3) consecutive meetings of the Board without an excuse deemed valid by the Board.
- (b) In the case of an appointed director, his appointment is revoked by the Hotel.
- (c) He submits his written resignation to the Secretary of the Board.
- (d) He fails to comply with the provisions of Article 7.11 dealing with a conflict of interest.

**4.10 REMUNERATION** - The directors shall serve without remuneration from the Club provided always that the Board shall have the authority to pay any reasonable expenses in connection with any meeting held and any reasonable out-of-pocket expenses necessarily incurred by the directors in fulfilling their responsibilities.

#### 5.0 ELECTION OF DIRECTORS AND OFFICERS

**5.1 NOMINATION DATES** - The Board shall, at least thirty (30) days before the Annual General Meeting in each year, in the case of the position of Vice-President, or a special general meeting, in the case of the position of Captain of the Men's, Ladies or Junior Division, fix the time and date by which all nominations must be received by the Secretary to the Board and the Secretary shall advise the active and special members in writing of the time and date by which nominations must be submitted.

**5.2 ELIGIBILITY** - Only active or special members in good standing are eligible to be nominated for the position of elected director. Only members who have been nominated in accordance with the provisions of these by-laws are eligible to be elected to the position of director.

### 5.3 NOMINATIONS

- (a) Nominations for the position of Vice-President may be made by any five (5) active or special members in good standing.
- (b) Nominations for the positions of Captain of the Men's, Ladies or Junior Division may be made by any five (5) active or special members in good standing of the Men's or Ladies respective Divisions or any active or special member in good standing with respect to the Junior Captain's nomination.
- (c) All nominations must be in writing over the member's signatures on the form prescribed by the Board, bear in writing the consent of the member so nominated, and must be submitted to the Secretary by the date prescribed by the Board.

### 5.4 ELECTION DATE FOR CAPTAINS

- (a) The special general meetings called for the purpose of electing the Captains of the Men's and Ladies Divisions shall occur at any time between the first day of October and the last day of December in each year.
- (b) The special general meeting for the purpose of electing the Junior Captain, shall occur between the fifteenth day of August and the fifteenth day of October in each year.

### 5.5 QUORUM FOR ELECTION OF CAPTAINS

- (a) The quorum for a special meeting called for the purpose of electing the Captains of the Men's or Ladies Division shall be 15% of the active and special members in good standing of the respective Divisions. In the event that a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place as determined by the chairman of the meeting, after due notice as provided in Article 3.2. A quorum at any such adjourned meeting shall be those active and special members present at such adjourned meeting.
- (b) The quorum for a special meeting called for the election of the Junior Captain shall be ten (10) active and special members in good standing. In the event that a quorum is not present within thirty (30) minutes after the time called for the meeting, the board may appoint the Junior Captain from the active and special members in good standing.

### 5.6 BALLOTS AND VOTING

- (a) The Secretary shall, at the Annual General Meeting in the case of the election of a Vice-President, and at a special general meeting in the case of the election of the Captains of the Men's, Ladies, and Junior Divisions, provide all active and special members in good standing present at the meeting with a ballot containing the names of all those placed in nomination.
- (b) All active and special members in good standing shall be eligible to vote for the position of Vice-President.
- (c) All active and special members of the Men's Division in good standing shall be eligible to vote for the position of Captain of the Men's Division.
- (d) All active and special members of the Ladies Division in good standing shall be eligible to vote for the position of Captain of the Ladies Division.
- (e) All active and special members in good standing shall be eligible to vote for the position of Captain of the Junior Division.
- (f) All votes shall be by secret ballot and proxy votes shall not be allowed.

**5.7 COUNTING OF BALLOTS** - Ballots shall be collected by the Secretary and counted by no fewer than two scrutineers appointed by the chairman of the meeting. The results of the vote shall be communicated to the chairman who shall declare the results and order the ballots to be destroyed.

**5.8 PLURALITY** - A plurality of votes cast by the members voting for elected directors shall constitute an election. In the case of an equality of votes between two or more candidates who have received a plurality, a second vote to resolve the tie between such candidates will be conducted in accordance with the provisions of Articles 5.6 and 5.7.

**5.9 TRANSITIONAL PROVISIONS** - The following provisions shall apply to the election of directors in 1997:

- (a) The membership shall elect one director at large from amongst the active and special members in good standing present at the Annual General Meeting.
- (b) The Ladies Division shall elect a Captain from amongst the active and special female members in good standing present at the Annual General Meeting.
- (c) For purposes of Articles 5.9 (a) and (b) all nominations shall be from the floor at the Annual General Meeting and the election shall be by secret ballot.

- (d) The Board, consisting of two directors elected in 1996, two directors elected in 1997 and two appointed directors shall elect from amongst their number a President, a Vice-President, and a Captain of the Men's Division.
- (e) The person elected President shall succeed to the position of Past President in 1998.
- (f) The person elected Vice-President shall succeed to the position of President in 1998.
- (g) The Board shall appoint a Secretary-Treasurer in accordance with the provisions of Article 6.4 (a).

## 6.0 OFFICERS OF THE BOARD

- 6.1 **OFFICERS** - Officers shall consist of an elected President and Vice-President, and an appointed Secretary-Treasurer. In addition to performing any duties assigned to them by the Board, the persons holding such offices shall have subject to these by-laws, such powers as are usually incidental to their respective offices.
- 6.2 **PRESIDENT** - The President shall be the Chief Executive Officer of the Club. He shall preside at all meetings of the Board and all general and special meetings of the membership.
- 6.3 **VICE-PRESIDENT** - The Vice-President shall act for the President in his absence and shall perform such other duties as the Board or the by-laws, from time to time, may specify.
- 6.4 **SECRETARY-TREASURER** - The Secretary-Treasurer shall:
  - (a) Be appointed annually by the Board, as soon as possible after each Annual General Meeting. Only active or special members in good standing are eligible to be appointed to the position of Secretary-Treasurer.
  - (b) Take or cause to be taken minutes of all meetings of the Board and the Club; issue or cause to be issued certified extracts of minutes of Board and Club meetings under seal and notices of all meetings of the Board and the Club when directed to do so; keep or cause to be kept a register of all present at meetings of the Board or the Club; circulate or cause to be circulated minutes of all meetings of the Board and the Club; have charge of the minute books of the Board and the Club; keep a record of all the members of the Club, such record to include the name and address of each member, the date on which he was admitted to the Club, the date on which he ceased to be a member, and the class of membership to which he belongs; and keep a record of all persons nominated for membership in the Club and their addresses.
  - (c) Collect and receive all monies paid to the Club and shall be responsible for the deposit of same in whatever bank, trust company, credit union or treasury

branch the Board may order. He shall properly account for the funds of the Club and keep such books as may be directed or required. He shall present a full and detailed account of receipts and disbursements to the Board whenever requested and shall prepare for submission to the Annual General Meeting a statement of the financial position and such other financial statements as may be requested by the Board or the Club and keep a copy for the records of the Club.

- (d) Perform such other duties as the Board or the by-laws, from time to time, may specify.

## 7.0 MEETINGS OF THE BOARD

- 7.1 **FREQUENCY OF MEETINGS** - Meetings of the Board shall be held as often as may be required, but at least four (4) times each year. The President may at any time, and the Secretary shall upon the request of two (2) or more directors, stating the business to be brought before the meeting, convene a meeting of the Board.
- 7.2 **NOTICE** - Meetings of the Board shall be called by ten (10) day's notice. Meetings may be held without notice if a quorum of the Board is present, provided, however, that any business transactions at such meetings shall be ratified at the next regularly called meeting of the Board, otherwise they shall be null and void.
- 7.3 **QUORUM** - Except as otherwise provided for by these by-laws, any three (3) elected directors shall constitute a quorum.
- 7.4 **TRANSACTION OF BUSINESS** - The transaction of business shall not be commenced at any meeting unless the quorum requisite is present. Thereafter, if the quorum is lost, no further business may be transacted. Except as otherwise provided by these by-laws, a meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws for the time being vested in or exercisable by the Board.
- 7.5 **CHAIRMAN OF MEETINGS** - The President or, in his absence, the Vice-President, shall be entitled to take the chair at every meeting of the Board, or if there be no President or Vice-President, or if neither shall be present within fifteen (15) minutes after the time appointed for holding such meeting, the directors present may choose another from amongst themselves to act as chairman.
- 7.6 **ADJOURNMENT OF MEETINGS** - The chairman of a meeting may, with the consent of the meeting, adjourn the same from time to time and from place to place.

**7.7 VOTING** - Each director, including the chairman of the meeting, shall be entitled to one (1) vote at a meeting of the Board. Subject to the provisions of these by-laws, all questions arising at any meeting of the Board shall be determined by a majority of votes cast by the directors present. In the case of an equality of votes, the chairman of the meeting shall not have a second or casting vote, and the motion shall be defeated.

**7.8 DECLARATIONS** - A declaration by the chairman of a meeting that a resolution has been carried, or carried by a particular majority, or lost, shall be conclusive, and an entry to that effect in the minute book of the Board shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of and against such resolution, provided, however, that any director may, before the question is voted on, request a recorded vote, in which case the number of votes in favour of and against such a resolution shall be recorded in the minutes. Any director may also request, at the conclusion of the vote, that his vote in favour of or against the resolution be recorded and his vote shall be so recorded in the minutes.

**7.9 RULES AND REGULATIONS** - The Board may, from time to time and subject to the provisions of these by-laws, adopt rules and regulations for conducting its meetings, and in the absence of such rules and regulations, the rules shall be Robert's Rules of Order.

**7.10 MEMBER PARTICIPATION IN MEETINGS** - Members may not attend or participate in any duly constituted meetings of the Board unless invited to do so by the chairman of the meeting upon the unanimous consent of all directors present.

**7.11 CONFLICT OF INTEREST** - When a director or officer has a pecuniary interest in a matter before the Board, any committee of the Board or any committee or agency to which he is appointed as a representative of the Board, the director or officer shall, if present: disclose the general nature of the pecuniary interest prior to any discussion of the matter; abstain from discussing the matter; abstain from voting on any question relating to the matter; and, unless the matter with respect to which the director or officer has a pecuniary interest is the payment of an account for which funds have previously been committed, leave the room in which the meeting is being held until the discussion and voting on the matter are concluded. The disclosure of a director's or officer's pecuniary interest, his abstention and his absence, if required, shall be recorded in the minutes of the meeting. A director or officer who contravenes this section is disqualified from remaining as a director or officer of the Board.

## **8.0 FINANCIAL AND RELATED MATTERS**

**8.1 FISCAL YEAR** - The fiscal year of the Club shall commence on the first day of January in each year.

**8.2 AUDIT AND APPOINTMENT OF AUDITORS** - The books of the Club shall be audited once a year. The members may, by resolution, at any general or special meeting of the

Club, appoint an auditor for the Club. The remuneration of the auditor so appointed shall be agreed between the auditor and the Board.

**8.3 SIGNING AUTHORITY** - The President and the Vice-President acting together, or either one acting with the Secretary-Treasurer may, subject to the by-laws, execute and deliver on behalf of the Board, under seal or otherwise, contracts, documents or instruments in writing of any kind whatsoever which have been approved by the Board, or which are required to give effect to any resolution of the Board, and may, on behalf of the Board sign cheques for the payment of expenses and other disbursements approved by the Board.

**8.4 BORROWING AUTHORITY** - The Club may, for the purpose of carrying out its objects, and under the authority of a special resolution passed by a majority of not less than three-quarters of the votes cast by the members voting on the resolution, borrow or raise or secure the payment of money in any manner it sees fit, and in particular by the issuance of debentures.

**8.5 THE SEAL** - The Secretary shall have charge of the seal of the Club, if any, and such seal shall not be affixed to any instrument except by authority of a resolution of the Board and in the presence of such persons as are prescribed in and by any such resolution, or in the absence of such prescription by the President and the Secretary.

**8.6 BOOKS AND RECORDS** - The books, accounts and records of the Club shall be kept at the registered offices of the Club. The Board shall determine from time to time the conditions and regulations under which the books, accounts and records of the Club shall be open to the inspection of members, and no member shall have any right of inspecting any books, accounts and records of the Club except as conferred by law or authorized by the Board acting reasonably.

**8.7 REGISTERED OFFICE** - The Registered Office of the Club is located at P.O. Box 1601, Banff, Alberta, T1L 1B5. Another place may be established by resolution of the Board.

## **9.0 NOTICES**

**9.1 MANNER OF GIVING NOTICES** - Except as herein specified, a notice may be given by the Club, the Board or any committee in writing to any member or person entitled thereto either by personal delivery, facsimile, electronically, or by sending it by prepaid ordinary mail to the address supplied by such member or person to the Board.

## 10.0 COMPETITIONS AND TROPHIES

- 10.1 CAPTAINS' RESPONSIBILITIES** - The Captains of the Men's, Ladies and the Junior Division shall, under the general direction of the Board, be responsible for organizing and conducting all matches and competitions of the Club. Any Captain may appoint a Vice-Captain or Vice-Captains to assist them with their duties.
- 10.2 COMPETITION RULES** - All competitions and matches conducted under the auspices of the Club shall be played under the "Rules of Golf" as determined by the Royal Canadian Golf Association, except as modified by local rules. The Captain shall be responsible for the interpretation of the rules during any competition or match. A disputed ruling may be referred to a Rules Committee established for the competition or match, or, in the absence of such a committee, to the Board. The interpretation of the rules and the decision of the committee or the Board, as the case may be, shall be final. The Executive Golf Professional shall be a member of any Rules Committee established for these purposes.
- 10.3 ENTRY FEES** - The entry fee for any match or competition conducted under the auspices of the Club shall be determined by the Board, or by the Board and the sponsor where a sponsor exists. All competitors shall pay such entry fee to the Captain, or such person appointed by the Captain, before the competition or match.
- 10.4 OWNERSHIP OF TROPHIES** - All trophies related to any match or competition conducted under the auspices of the Club are the property of the Club and shall remain in the custody and control of the Club, subject to the express wishes of the sponsor of the match or competition. All winners of a match or competition conducted under the auspices of the Club shall be awarded a replica or miniature trophy and/or a prize.

## 11.0 AMENDMENT OF BY-LAWS

### 11.1 PROCEDURES TO AMEND

- (a) The by-laws may be amended at any general meeting by a special resolution of the Club passed by a majority of not less than three-quarters of the votes cast by the members voting on the resolution.
- (b) Amendments to the by-laws may be proposed by any thirty (30) active or special members in good standing acting together by submitting such proposed amendments to the Secretary in writing, or by the Board by resolution of the Board.
- (c) The Secretary shall, upon receipt of such proposed amendments, call a special general meeting in accordance with the provisions of Article 3.2 for the purpose of voting on the proposed amendments.

*BANFF SPRINGS*  
*GOLF CLUB*

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OBJECTS  
AND BY-LAWS

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By-Laws and Constitution  
Adopted May, 1997  
***Amended April 2002.***  
***Amended April 2005***

The Banff Springs Golf Club  
is incorporated under the  
Societies Act RSA 1980.