**CONSTITUTION of the CEDAR HILL GOLF CLUB**

*Filed under BC Societies Act, September 26, 2017*

1. The name of the Society is “**CEDAR HILL GOLF CLUB**”.
2. The purposes of the Society are:
3. To promote the game of golf and to encourage social communication between the members of the Society;
4. To establish, maintain and conduct a golf club for the accommodation of the members of the Society and their friends, and generally to afford to them all the usual privileges, advantages, conveniences and accommodations of a club;
5. To hire and employ all classes of persons considered necessary for the purposes of the Society and to pay to them and to other persons in return for services rendered to the Society, salaries, wages and gratuities;
6. To promote and hold, either alone, or jointly with any other association, club or persons, meetings, competitions and matches for the playing of golf or any other athletic sports or pastimes, and to offer, give or contribute towards prizes, medals, and awards therefore, and to promote other entertainments;
7. To do all other such lawful things as are incidental or conducive to the attainment of the above objects or any of them;
8. Not to own, operate or manage a social club.

**BYLAWS of the CEDAR HILL GOLF CLUB**

*Approved by Members at Special General Meeting, September 23, 2018*

**Part 1 – Definitions and Interpretation**

**Definitions**

* 1. In these Bylaws:

**“Act”** means the *Societies Act* of British Columbia, as amended from time to time;

**“AGM”** means the annual general meeting of the Club;

**“Application Form”** means the form prescribed by the Board from time to time to apply for membership in the Club;

**“Assessment Fee”** means the annual membership fee payable by the Members of the Club for the privilege of being a Member of the Club, in an amount determined by the Board from time to time;

**“Board”** means the board of directors of the Club;

**“Bylaws”** means these Bylaws as amended from time to time;

**“Club”** means the Cedar Hill Golf Club, as incorporated under the *Societies Act* of British Columbia on the 14th day of January, 1952;

**“Clubhouse”** means the clubhouse owned by the District of Saanich and located at 1400 Derby Road, Victoria, B.C., in which the Club has certain rights of access;

**“Code of Conduct”** means the Code of Conduct established by the Board, as amended from time to time;

**“Constitution”** means the Constitution of the Club;

**“Directors”** means the directors of the Club at the relevant time;

**“Initiation Fee”** means the initial fee payable on acceptance of an application for membership in the Club, in an amount determined by the Board from time to time;

**“General Meeting”** means the AGM or a special general meeting as the case may be;

**“Member”** means a member of the Club;

**“Notice Board”** means the designated Notice Board of the Club located in the Clubhouse;

**“Rules and Regulations”** means the Rules and Regulations established by the Board, as amended from time to time; and

 **“Voting Member”** means an Active Member, Social Member or Life Member in good standing.

**Definitions in Act apply**

* 1. The definitions in the Act apply to these Bylaws.

**Conflict with Act or regulations**

* 1. If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

**Interpretation**

* 1. Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

**Part 2 – Activities**

* 1. The activities of the Club are to be chiefly carried on in the Municipality of Saanich, British Columbia, and the area known as the Capital Regional District.

**Part 3 – Members**

**Classes of Membership**

* 1. The classes of membership in the Club are as follows:
1. **Active Member:** A person aged nineteen (19) years or older, having full voting and playing rights;
2. **Junior Member:** A person between ten (10) and eighteen (18) years of age, having no voting rights and restricted playing rights;
3. **Social Member:** A person aged nineteen (19) years or older, having full voting rights and who may participate in the social aspects of the Club, but who has restricted playing rights;
4. **Life Member:** The Board shall have the power to recommend to the membership the issuance of a lifetime membership to a Member in recognition of their length or membership, executive positions held, and outstanding service to the Club. Where a lifetime membership has been approved by ordinary resolution of the Members, a Life Member shall have all of the rights and privileges, including voting rights, as an Active Member;
5. **Honorary Member:** A person who, in recognition of their affiliation with the Club, having no-voting right, has been approved an honorary membership by ordinary resolution of the Members.

**Benefits of Membership**

* 1. The playing rights associated with the classes of membership are to be set out in the Rules and Regulations.

**Number of Members**

* 1. The Board may, by ordinary resolution, limit the number of memberships available in each class of membership to whatever number is deemed advisable. The Board may not, in reducing the number of memberships available, revoke any of the current Members’ membership in the Club.

**Application for Membership**

* 1. Applicants for membership in the Club must submit the Application Form to the Club Secretary, which application must be seconded by two Voting Members. Upon receipt of the completed Application Form, and satisfactory review, and payment of the Initiation Fee, the Club Secretary shall convey to the applicant their admittance as a member of the Club.

**Initiation Fee**

* 1. The Initiation Fee will be payable in accordance with the Rules and Regulations.

**Duties of Members**

* 1. Every Member must uphold the Constitution of the Club and must comply with these Bylaws, the Rules and Regulations and the Code of Conduct.

**Term of Membership**

* 1. The membership year for Members, other than Life Members, shall coincide with the fiscal year of the Club.

**Assessment Fee**

* 1. All Active Members, Social Members and Junior Members shall be required to pay an annual Assessment Fee in an amount determined by the Board and on terms set out in the Rules and Regulations. The Assessment Fee will be assessed on October 1st each year and payable on October 31st each year. Failure to pay the Assessment Fee by October 31st of each year will result in a penalty as set out in the Rules and Regulations, subject to the discretion of the Board.

**Member not in good standing**

* 1. A Member is not in good standing if the Member fails to pay the Member’s Assessment Fee or any other amount owing by them to the Club when due, and the Member is not in good standing for so long as these amounts remain unpaid. A Member not in good standing shall be suspended from all Club activities for so long as they remain not in good standing.

**Member not in good standing may not vote**

* 1. A Voting Member who is not in good standing
1. may not vote at a general meeting, and
2. is deemed not to be a Voting Member for the purpose of consenting to a resolution of the Voting Members.

**Termination of membership**

* 1. A person shall cease to be a member:
1. if the person is not in good standing for twelve consecutive months after being given notice of not being in good standing;
2. by delivering the Member’s resignation in writing to the Club Secretary of the Club or by mailing it or delivering it to address of the Club;
3. on being expelled in accordance with these bylaws; or
4. on the Member’s death.

Termination of membership shall not relieve a Member from any fees or amounts owing to the Club up to the date of termination.

**Expulsion of Member**

* 1. A Member whose conduct is deemed injurious to the character or integrity of the Club may be expelled by two-thirds resolution of the Board. The Board may only consider a Member for expulsion where it has received a request for expulsion endorsed by at least five Members in good standing which sets out the circumstances giving rise to such request. The Member facing expulsion must be given at least ten days’ notice in writing and invited to attend the meeting of the Board where the alleged breach or act is to be considered and speak to the Board prior to the Board voting on the Member’s expulsion.

**Suspension**

* 1. The Board may, in deciding again expulsion of a Member in accordance with section 3.12, instead vote on the suspension of a Member on the terms and conditions deemed appropriate by the Board.

**Reinstatement**

* 1. A former Member of the Club may apply for reinstatement in accordance with section 3.4 and 3.5 of these Bylaws.

**Part 4 – General Meetings of Members**

**Time and place of general meeting**

* 1. A general meeting must be held at the time and place the Board determines, but an AGM must be called in each calendar year.

**Notice of general meeting**

* 1. Notice of a general meeting shall be sent to every Member at least 14 days, and not more than 60 days, before the meeting, and shall specify the date, time and location of the meeting, and, in the case of special business, sufficient detail to permit a Member receiving the notice to form a reasoned judgment concerning that business.
	2. If at the time a notice of a general meeting is sent out, the Society has more than 250 members, the Society may, rather than delivering written notice to each member, give notice of a general meeting as follows:

(a) by sending notice of the date, time and location of the meeting to every Member of the Society who has provided an email address to the Society, by email to that email address; and

(b) by publishing notice of the date, time and location of the meeting on the Society’s website throughout the period commencing at least 21 days before the meeting is held and ending when the meeting is held.

**Accidental Omission**

* 1. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

**Chair of general meeting**

* 1. The following individuals are entitled to preside as the chair of a general meeting:
1. the President of the Club;
2. if the President is unable to preside as Chair, the Vice-President;
3. if neither the President or the Vice-President is able to preside at the chair, any one Director present at the meeting appointed to act as Chair by the Members; or
4. if there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Voting Members who are present must elect an individual present at the meeting to preside as the chair.

**Quorum required**

* 1. Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of Voting Members is present.

**Quorum for general meetings**

* 1. The quorum for the transaction of business at a general meeting is 25 Voting Members.

**Lack of quorum at commencement of meeting**

* 1. If, within 30 minutes from the time set for holding a general meeting, a quorum of Voting Members is not present,
1. in the case of a meeting convened on the requisition of members, the meeting is terminated, and
2. in any other case, the meeting stands adjourned to the day, time and place determined by the Voting Members present, provided such meeting is not less than 7 days and not more than 30 days from the date of the adjourned meeting, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the Voting Members who are present constitute a quorum for that meeting. Notice of the rescheduled meeting is to be posted in the Clubhouse following the adjourned meeting and emailed to all Voting Members who have provided email addresses to the Club.

**If quorum ceases to be present**

* 1. If, at any time during a general meeting, there ceases to be a quorum of Voting Members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

**Adjournments by chair**

* 1. The chair of a general meeting may, or, if so directed by the Voting Members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

**Notice of continuation of adjourned general meeting**

* 1. It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

**Order of business at general meeting**

* 1. The order of business at a general meeting is as follows:
1. elect an individual to chair the meeting, if necessary;
2. determine that there is a quorum;
3. approve the agenda;
4. approve the minutes from the last general meeting;
5. deal with unfinished business from the last general meeting;
6. if the meeting is an AGM,
	1. receive the Board’s report on the financial statements of the Club for the previous financial year, and the auditor’s report, if any, on those statements,
	2. receive any other reports of Directors’ activities and decisions since the previous AGM,
	3. elect or appoint directors, and
	4. appoint an auditor, if any;
7. deal with new business, including any matters about which notice has been given to the Members in the notice of meeting;
8. terminate the meeting.

**Methods of voting**

* 1. At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the Voting Members, except that if, before or after such a vote, 2 or more Voting Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

**Voting by Electronic Means**

* 1. The Directors may establish rules for the conduct of meetings whereby Members vote by electronic means, including by online voting through the Club website, provided such rules allow Members reasonable access to voting and ensure the confidentiality, security and integrity of the voting process.
	2. If a vote at a meeting is held by electronic means, a Member may request a paper ballot, in accordance with the process set out in the notice of the general meeting sent to the Members, in which case the Club shall mail a paper ballot to such Member and such Member may vote by completing the ballot form received in accordance with all relevant instructions delivered in connection therewith. In the event that a Member submits a paper ballot in addition to the Member’s electronic vote, the Member’s paper ballot will not be counted.

**Proxy**

* 1. A member entitled to vote may appoint another member as a proxy holder, who, unless limited in such appointment, shall stand in the place of the member and can do anything that member can do at a meeting, including propose and second resolutions, participate in any discussion and vote. An appointment of a proxy holder:
1. must be in writing;
2. is valid only at the meeting for which the appointment is given or at any adjournment of such meeting; and
3. may be revoked at any time by the member appointing the proxy holder.
	1. No member may hold more than one proxy.

**Casting Vote**

* 1. In the case of an equality of votes, the Chair shall have a casting or second vote in addition to the vote to which he or she may be entitled as a Voting Member.

**Announcement of result**

* 1. The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

**Matters decided at general meeting by ordinary resolution**

* 1. A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution.

**Part 5 – Directors**

**Composition of the Board**

* 1. The Board shall consist of 11 Directors holding the following positions:

 (a) President

 (b) Men’s Captain

 (c) Women’s Captain

(g) Finance Director

(h) Seven Directors-at-Large,

and each member of the Board shall have the right to speak and vote at all meetings of the Board.

**Alternating Terms**

* 1. The President and Women’s Captain and four Directors-at-Large shall be elected in odd years.
	2. The Finance Director and Men’s Captain and three Directors-at-Large shall be elected in even years.
	3. Notwithstanding sections 5.2 and 5.3, a Director may be elected in any year in which there is an additional vacancy on the Board.

**Term of Directors**

* 1. Each Director shall be elected for a two year term, except that a Director may be elected for a lesser term where a vacancy on the Board requires a position to be filled for a lesser term, in order to comply with sections 5.2 and 5.3 of these bylaws.
	2. The President after having served a two-year elected term may run for the same Board position for a second two-year term. After having served four consecutive years, the President shall not be eligible for re-election to the same Board position until two years have elapsed. However, the retiring President remains eligible to stand for election to any other Board position with no waiting period.

**Election or appointment of Directors**

* 1. At each AGM, the Voting Members entitled to vote for the election of Directors must elect the Board. Each Director will be elected to hold a specific Board Position or as a Director-at-Large.
	2. The members of the Club’s Men’s Division present and eligible to vote will elect the Men’s Captain. The Men’s Division may, but shall not be required to, hold a meeting prior to the AGM and elect the Men’s Captain and the results of such vote will be binding and submitted at the AGM.
	3. The members of the Club’s Women’s Division present and eligible to vote will elect the Women’s’ Captain. The Women’s Division may, but shall not be required to, hold a meeting prior to the AGM and elect the Women’s Captain and the results of such vote will be binding and submitted at the AGM.

**Nominations**

* 1. Any Voting Member of the Club may nominate another Voting Member for a Board position by delivering to the Club Secretary a written nomination, seconded by another Voting Member. Nominations must be delivered to the Club Secretary at least 14 days prior to the AGM in order for the nominee to be eligible to be elected as a Director.
	2. Only Members nominated in accordance with section 5.10 shall be eligible for election as Director at the Annual General Meeting. If insufficient nominations are received prior to the AGM, the Members nominated in accordance with section 5.10 shall be elected by acclamation and further nominations for the remaining vacancies on the Board shall be accepted at the Annual General Meeting.

**Removal of Director**

* 1. The office of a Director shall be immediately terminated:
1. if he or she is found not to be eligible to serve as a Director under the provisions of the Act;
2. by delivery of written notice to another Director that he or she resigns;
3. if he or she ceases to be a Voting Member;
4. if removed by a resolution of the Directors passed by two-thirds (2/3) majority that he or she be removed from office;
5. if removed by a special resolution of the Members passed by two-thirds (2/3) majority that he or she be removed from office;
6. on his or her death; or
7. at the conclusion of his or her term of service unless re-elected by the members.

**Directors may fill casual vacancy on Board**

* 1. The Board may, at any time, appoint a Voting Member as a Director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a Director during the Director’s term of office.

**Term of appointment of Director filling casual vacancy**

* 1. A Director appointed by the Board to fill a vacancy ceases to be a Director at the next Annual General Meeting.

**Past President**

* 1. The Past President for the Society shall be invited to attend all Board meetings for the term or terms of their immediate successor and shall have a voice at all meetings, but shall have no vote.

**Part 6 – Directors’ Meetings**

**Calling Directors’ meeting**

* 1. A Directors’ meeting may be called by the President, an officer of the club, or by any three other Directors and shall be held at least eight times per calendar year, regularly scheduled throughout the year, at the Clubhouse or such other place in the Capital Regional District as the President may direct, unless all of the Directors otherwise agree.

**Notice of Directors’ meeting**

* 1. At least two days’ notice of a Directors’ meeting must be given unless all the Directors agree to a shorter notice period.

**Proceedings valid despite omission to give notice**

* 1. The accidental omission to give notice of a Directors’ meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

**Conduct of Directors’ meetings**

* 1. The Directors may regulate their meetings and proceedings as they think fit and, where unable to agree, all meetings of the Board shall be in accordance with “Roberts Rules of Order.”

**Attendance of Club Secretary**

* 1. The Club Secretary shall be given notice of, and shall be permitted to attend, all meetings of the Board. The Club Secretary shall have a voice, but no right to vote at Board meetings.

**Quorum of Directors**

* 1. The quorum for the transaction of business at a Directors’ meeting is six Directors.

**Casting Vote**

* 1. In the case of an equality of votes, the Chair shall have a casting or second vote in addition to the vote to which he or she may be entitled as an elected Director.

**Resolution in Writing**

* 1. A resolution consented to in writing by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Such resolution may be consented to in one or more counterparts, which together shall be deemed to constitute one instrument.

**Defect in Appointment**

* 1. Notwithstanding a defect in the appointment of a director made in good faith, all acts done by any persons acting as Directors, shall be as valid as if every such person had been duly appointed and was qualified to be a Director.

**Part 7 –Officers**

**Officers**

* 1. The officers of the Club shall be the President, Vice-President, Men’s Captain, Women’s Captain and the Finance Director.
	2. The Vice-President and the Chair of the Match and Handicap Committee shall be appointed by the board from the newly elected Board at the first directors’ meeting following the AGM to hold the position until the end of the next AGM.
	3. The Club may hire an employee to act as Secretary and/or Treasurer and such employee may be hired on terms and conditions as the Board deems fit, notwithstanding anything else in these Bylaws to the contrary. An employee of the Club, including the Secretary, cannot be a Director.

**Role of President**

* 1. The President is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties.

**Role of Vice-President**

* 1. The Vice-President is the vice-chair of the Board and is responsible for carrying out the duties of the President if the President is unable to act.

**Role of Captains**

* 1. The Men’s Captain and the Women’s Captain are responsible for governing all team matches and competitions within their respective divisions, and sharing responsibility for overlapping duties.
	2. The Men’s Captain and Women’s Captain may appoint a Vice-Captain to assist them in carrying out their duties and to be responsible for carrying out their duties if the Captain is unable to act.

**Role of Club Secretary**

* 1. The Secretary is responsible for doing, or making the necessary arrangements for, the following:
1. issuing notices of general meetings and directors’ meetings;
2. taking minutes of general meetings and directors’ meetings;
3. reporting to the President.
4. receiving and banking monies collected from the Members or other sources;
5. preparing the Club’s records;

such other tasks as may be directed by the President.

**Absence of Club Secretary from meeting**

* 1. In the absence of the Club Secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting for the purpose of taking minutes of the meeting.

**Role of Finance Director**

* 1. The Finance Director is responsible for doing, or making the necessary arrangements for, the following:
1. chairing the Finance Committee;
2. developing and monitoring the Club’s budget;
3. recommending amounts for initiation and assessment fees; and
4. overseeing deposit and management of Club investments.

**Part 8 – Committees**

**Formation of Committees**

* 1. Directors may delegate any, but not all, of their powers to committees as deemed necessary by the Board for the efficient operation of the Club, and each such committee shall consist of at least 1 Director of the Club who shall act as chair of the committee. A committee so formed shall conform to any rules that from time to time may be imposed on it by the Directors and shall report any act or thing done in exercise of the delegated powers to the next meeting of the Directors held after the act or thing has been done.
	2. The members of a committee may meet and adjourn as they think proper.
	3. The President of the Club shall, within 60 days of the AGM and on consultation with the officers of the Club, appoint a Director to serve as chair of any committee so formed. Each committee chair shall hold office from the date of their appointment until the next AGM, unless removed earlier on majority resolution of the Board,
	4. The chair of the committee shall determine the members of that committee.

**Standing Committees**

* 1. The Board shall have the following standing committees:
1. Finance Committee;
2. Match and Handicap Committee; and
3. Such other standing committees as may be established by the Board from time to time.
	1. The Board may, on two-thirds resolution of the Directors, form or dissolve any standing committee of the Club. Provisional committees may be formed or dissolved by ordinary resolution of the Directors.

**Committee Chair**

* 1. The Finance Director shall serve as the Chair of the Finance Committee.
	2. The Board shall elect the Chair of the Match and Handicap Committee at the first meeting of the Board following the AGM.
	3. If the Chair is absent from a meeting of a committee, any other Director present may act as Chair of the meeting.

**Part 9 – Borrowing and Investment Powers**

* 1. In order to carry out the purposes of the Club, the Directors may, on behalf of and in the name of the Club, borrow, raise or secure the payment of money in the manner they decide and, in particular, by the issue of debentures or bonds, but all such borrowings, raising or securing shall not be encumbered without the sanction of a special resolution at a general meeting.
	2. Expenditures of the Club from the Club’s investments shall not exceed ten percent (10%) of the invested funds of the Club in any fiscal year. Any expenditures in excess of this will require approval of the Members by ordinary resolution at a general meeting.

**Part 10 – Remuneration of Directors and Signing Authority**

**Remuneration of Directors**

* 1. These Bylaws do not permit the Club to pay to a Director remuneration, whether for being a Director or otherwise, but a Director may be reimbursed their reasonable expenses incurred in acting as a Member of the Board.

**Signing authority**

* 1. A contract or other record to be signed by the Club must be signed on behalf of the Club by any two Directors so authorized or by the Secretary and any one Director.

**Part 11 – Records**

**Access to Records**

* 1. A Member will be granted access to audited financial statements and minutes from members’ meetings during ordinary business hours upon advance request being made to the Secretary.
	2. Access by Members who are not Directors to other accounting records or records of Director’s meetings will be allowed or disallowed at the discretion of the Board chair.
	3. A person who is not a Member and not a Director will be allowed access to Society records at the discretion of the Board.

**Rules and Regulations**

* 1. The Board is empowered to make rules and regulations as needed for the well-being and operation of the Club, which may be amended by the Board from time to time by ordinary resolution. Such rules and regulations will not conflict with or void these By-laws.
	2. The Board shall, in a timely manner following any amendments to the Rules and Regulations, notify the Members of such changes by posting such information on the Notice Board and on the Club’s website, or such other manner that the Board may deem appropriate.