

CONSTITUTION OF THE CEDAR HILL GOLF CLUB

1. The name of the Society is “**CEDAR HILL GOLF CLUB**”.
2. The purposes of the Society are:
 - a. To promote the game of golf and to encourage social communication between the members of the Society;
 - b. 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;
 - c. 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;
 - d. 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;
 - e. To do all other such lawful things as are incidental or conducive to the attainment of the above objects or any of them;
 - f. Not to own, operate or manage a social club.
3. The operations of the Society are to be chiefly carried on in the City of Victoria, British Columbia, and the area contiguous thereto known as Greater Victoria.

Val Mieras
President

Gregg McKinnon
Secretary

INTERPRETATION:

1. In the By-Laws unless the context otherwise requires:
 - a. **Application Form** - means the form prescribed to apply for membership in the Club;
 - b. **Assessment Fee** - means the annual fee payable for the privilege of belonging to the Club;
 - c. **Board** - means the Board of Directors of the Club;
 - d. **By-Laws** - means the by-laws of the Club;
 - e. **Club** - means the Cedar Hill Golf Club as incorporated under the "Societies Act" of British Columbia on the 14th day of January, 1952;
 - f. **Clubhouse** - means the building located at 1400 Derby Road, Victoria, B.C.;
 - g. **Constitution** - means the Constitution of the Club;
 - h. **Directors** - means the Directors of the Club as elected or appointed in accordance with the by-laws;
 - i. **Initiation Fee** - means the Initial Fee Payable to join the Club;
 - j. **General Meeting** - means the Annual General Meeting or an Extraordinary Meeting;
 - k. **Member** - means every person who becomes and remains a member in good standing in accordance with the by-laws;
 - l. **Members register** - means a current register of the names and addresses of all members of the Club;
 - m. **Notice** - means the giving of notice in accordance with the by-laws;
 - n. **Notice Board** - means the Official Notice Board located beside the handicap computer on the lower floor of the Clubhouse;
 - o. **Savings Funds** - means money invested by the Club from time to time in short or long term investments;
 - p. **Voting Member** - means an active member, social member, or life member who are in good standing.

2. In the By-Laws and/or the Rules and Regulations, whenever the context may require, any nouns or pronouns used therein shall include the corresponding masculine, feminine or neuter form and the singular form for nouns or pronouns shall include the plural and vice versa.

ARTICLE 1:

MEMBERSHIP - To be divided into five (5) classes:

ACTIVE - A person aged nineteen (19) years or over with a full voting and playing right who has paid, by the date specified, the Initiation Fee and Annual Assessment to the Club.

JUNIOR - A person who has passed their tenth (10) but has not yet attained their nineteenth (19) birthday with no voting right and restricted playing right who has paid, by the date specified, the Initiation Fee and Annual Assessment to the Club.

SOCIAL - A person aged nineteen (19) years or over with a full voting right who has paid, by the date specified, the Initiation Fee and the Annual Assessment to the Club, who may participate in the social aspects of the Club, but who has limited playing privileges.

LIFE - A member who, in recognition of their length of membership, executive positions held, and outstanding service to the Club, has been recommended by the Board and voted a Life Membership at a General Meeting, with a full voting right.

HONORARY - A person who, in recognition of their affiliation with the Club, has been voted an Honorary Membership at a General Meeting, with no voting right.

ARTICLE 2:

NUMBER OF MEMBERS - The Board shall have the right to establish the number of members in each class and to restrict at any time total membership in any one or all classes of the Club to whatever number is deemed advisable.

ARTICLE 3

METHOD OF APPLICATION FOR MEMBERSHIP - All applicants for membership must be proposed and seconded by Active, Life, or Social Members on the form supplied by the Club. The proposed member's name, address, and such other information required from time to time by the Board, shall be on the aforesaid form. The proposed member's name shall be read at a regular Board Meeting and must have a majority vote of those members present to obtain membership.

ARTICLE 4:

INITIATION FEE - Applicants for membership are required to pay an Initiation Fee to join the Club. The amount of the fee shall be established by the Board.

ARTICLE 5:

MEMBERSHIP YEAR - The membership year shall coincide with the fiscal year of the Club.

ARTICLE 6:

ASSESSMENT FEE - All Active, Social and Junior members will be required to pay an Annual Assessment as established by the Board.

The Assessment will become due on the first day of October every year. However, if the current annual assessment remains unpaid at October 31, the member may have to pay a penalty in the amount established by the Board if they wish to continue their membership in the Club.

Any new member joining between August 15th and September 30th will only be required to pay the amount equal to the current BC Golf registration fee, plus 50% of the balance of the annual assessment fee for that year, with the full assessment fee for the following year being payable effective October 1st.

ARTICLE 7:

MEMBERS' RIGHTS - All members of the Club shall have full rights to attend General Meetings and to take an active part generally in the affairs of the Club. Only Active, Social or Life Members shall have the right to vote at any General Meeting or to hold office.

ARTICLE 8:

MEMBERS IN GOOD STANDING - All members are in good standing except a member who has failed to pay their current annual assessment fee or any other subscription or debt due and owing by them to the Club and they are not in good standing so long as the debt remains unpaid.

A person shall cease to be a member of the Club -

- a. upon written resignation;
- b. on their death;
- c. on being expelled; or
- d. on having been a member not in good standing for twelve (12) consecutive months; however, if the current annual assessment remains unpaid at December 31, the member may have to pay a penalty in the amount established by the Board if they wish to continue their membership in the Club.

ARTICLE 9:

RESIGNATION - A person shall cease to be a member of the Club by mailing or delivering their resignation in writing to the Club address. Resignation from membership shall not relieve any member from liability of any fees owing and unpaid at the time when such resignation is delivered. An ex-member having complied with this article and wishing to rejoin, shall be proposed and balloted in accordance with Article 3 and Article 4.

ARTICLE 10:

EXPULSION - In case the conduct of any member shall be injurious to the character or integrity of the Club, the Board is empowered to recommend to such member that they resign or to expel the member from the Club.

To expel a member from the Club, it shall be necessary that notice be sent to the Board, signed by at least five (5) members, acquainting the Board with the circumstances which give rise to such notice. No action shall be taken until the member whose conduct is under consideration shall have been given ten (10) days notice in writing and invited to attend a meeting of the Board at which any alleged breach or act as aforesaid is to be considered, and such notice shall contain information in respect of the alleged breach or act. The Board is empowered to decide the question by secret ballot and two-thirds (2/3) majority of the votes cast shall be required to expel. Should the member fail to appear before the Board to explain their conduct regarding the alleged breach or act, the President shall call a special meeting of the Board which is empowered to decide the question by secret ballot. A two-thirds (2/3) majority of the votes cast shall be required to expel.

ARTICLE 11:

SUSPENSION - In addition to any other powers, the Board may suspend a member from activities of the Club for a period not to exceed six (6) months. This must be decided by two-thirds (2/3) majority of the Directors. Procedures are the same as in Article 10.

ARTICLE 12:

ELECTION OF OFFICERS - Vacancies on the Board, caused by members completing their term of office, shall be elected by secret ballot at the Annual General Meeting. Candidates shall be elected for a two (2) year term. The President and four (4) Directors shall be elected in alternating years to the Captain and four (4) Directors.

The President after having served a two-year term, may run for the same office for a second two-year term. After having served four consecutive years, the President shall not be eligible for re-election to the same office until two years have elapsed. However, the retiring President is eligible to stand for election as a director with no waiting period.

Sixty (60) days prior to the Annual General Meeting a notice shall be posted in the Clubhouse advising the membership to nominate members for the Board. Each candidate's nomination paper must be signed by proposer, seconder and the candidate and submitted to the Club Secretary no later than fourteen (14) days prior to the Annual General Meeting. If the nomination paper is not fully completed by the closing date, such candidate's nomination shall be null and void.

After the closure of the nomination process, should there be insufficient nominees to fill the existing vacancies, further nominations shall be accepted at the Annual General Meeting. Such nominations must be signed by five (5) voting members who are in good standing.

ARTICLE 13:

VOTING - ANNUAL GENERAL MEETING - The election of the President, Captain and Directors shall be by secret ballot. In the event that the number of nominations are equal to, or less than, the number of positions to be filled, the election shall be by acclamation. If nominees for President, Captain or the last Director receive an equal number of votes, another secret ballot shall be taken forthwith, except that the name or names of candidates elected during the first ballot shall be removed from the ballots before a second, or subsequent ballot is taken. Any ballot containing more votes than the number of candidates to be elected shall be considered a spoiled ballot. Candidates' names shall be listed on the ballot alphabetically. The Chair of the Nominating Committee shall appoint sufficient scrutineers to receive and count the ballots and the Chair shall announce the name(s) of the successful candidate(s).

ARTICLE 14:

VOTING RIGHTS - At all General Meetings only those Active, Social and Life Members, in good standing with the Club, shall have the right to attend and vote. Each such member shall be limited to one vote on each resolution. Honorary members shall have the right to attend General Meetings but do not have the right to vote.

In case of a tie vote, except for the election of officers under Articles 12 and 13, the President shall have the deciding vote provided they have not voted on the proposed resolution.

ARTICLE 15:

PROXIES - No member of the Club entitled to vote at any General Meeting shall have the right to appoint a proxy to vote for them in their absence.

ARTICLE 16:

BOARD OF DIRECTORS - The management of the Club shall be in the hands of a Board, who shall be elected from the voting membership of the Club. The Board shall consist of eleven (11) members as follows: President, Club Captain and eight (8) Directors elected for two (2) year terms. The immediate Past President shall be a member of the Board without voting rights, unless the Past President is a Director. The Ladies' Captain, elected to office at the Annual Meeting of the Ladies' Membership, shall be a member of the Board with full voting rights.

ARTICLE 17:

OFFICERS OF THE CLUB - Within thirty (30) days after the Annual General Meeting, the Board shall meet and elect, from their members, a Vice-President and a Vice-Captain. The President shall be Chair of the Board of Directors and preside at all meetings of the Club. The Vice-President will assume these duties in the President's absence. The Captain will be in charge of all team matches, competitions and the Match and Handicap Committee. The Vice-Captain will assist in these duties and assume the duties in the Captain's absence.

The Officers (Executive) of the Club shall be the President, the Vice President, the Captain and the Ladies' Captain.

ARTICLE 18:

BOARD MEETINGS -

- a. Meetings of the Board shall be held monthly at the Clubhouse or such place as the President directs.
- b. At every meeting of the Club, the President, or in their absence the Vice President, or in the absence of both, a Board Member elected by the members present, shall preside.
- c. Special meetings of the Board may be called by the President, or, in their absence, by any other Officer of the Club, or at the request of three (3) members of the Board, upon at least twenty-four (24) hours notice given to each member of the Board.
- d. The order of business at all meetings of the Board shall be in accordance with "Roberts Rules of Order".

ARTICLE 19:

BOARD TO CONDUCT BUSINESS - The Board shall have the power to conduct the business, discipline and management of the Club, including any buildings or property belonging to the Club. The Board may establish such Committees as are deemed necessary for the efficient operation of the Club and each such Committee shall be chaired by a Director. The President, with the assistance of the Officers of the Club, shall appoint these Chairs within forty-five (45) days after the Annual General Meeting. Each of the Committee Chairs shall hold office from the date of the appointment until the next Annual General Meeting. Matters arising at any meeting shall be decided by a majority of votes except those dealing with Articles 10, 11, 23 or 28.

ARTICLE 20:

REMUNERATION OF DIRECTORS - Members of the Board of Directors shall serve without remuneration but may be paid their reasonable expenses in acting as a member of the Board.

ARTICLE 21:

RULES AND REGULATIONS - The Board is empowered to make rules and regulations to meet emergencies, or such as they may consider necessary for the well-being of the Club, which shall be in effect until set aside by a Annual General Meeting. Such rules and regulations shall not conflict with, nor void, these By-Laws.

ARTICLE 22:

BOARD TO FILL VACANCY - The Board shall have the power to fill vacancies on the Board from among the Active, Social or Life Members of the Club, until the next Annual General Meeting.

ARTICLE 23:

REMOVAL OF BOARD MEMBERS AND DISSOLUTION OF COMMITTEES - The Directors, at any meeting of the Board, of which due notice clearly stating the purpose of the meeting is given to the members of the Board, may, by resolution, remove from office any member of the Board or dissolve any committee of the Club, provided at least two-thirds (2/3) of the Board members are present at such meeting and that two-thirds (2/3) of those present vote in favour of the resolution.

ARTICLE 24:

ANNUAL GENERAL MEETING - There shall be a General Meeting of the Club held each calendar year, to be known as the Annual General Meeting. At least fourteen (14) days notice of the holding of said Annual General Meeting shall be given by affixing the Notice of the Meeting on the Notice Board.

ARTICLE 25:

ORDER OF BUSINESS - The business to be conducted at the Annual General Meeting shall include:

1. Reading of Minutes
2. Business Arising from the Minutes
3. Alteration of By-Laws
4. Report of the President
5. Financial Report
6. Report of the Club Captain
7. Election of Directors and Officers
8. Election Results
9. New Business
10. Good and Welfare

ARTICLE 26:

EXTRAORDINARY GENERAL MEETING - The Board of Directors may call an Extraordinary General Meeting when any matter of urgent importance shall occur, and shall be bound to do so on receiving a request signed by ten (10) percent or more members of the voting membership in good standing.

ARTICLE 27:

QUORUMS –

- a. the Quorum for a meeting of the Board shall be six (6) members;
- b. the Quorum for a general meeting shall be twenty-five (25) voting members.

ARTICLE 28:

ALTERATION OF BY-LAWS -

- a. no by-laws of the Club shall be repealed or altered and no new by-law shall be passed save by a majority of at least seventy-five (75) percent of the members present and entitled to vote at a general meeting.
- b. fourteen (14) days notice shall be given of the intention to propose any new by-law, or alteration to a by-law, by notice to that effect being sent to the Club Secretary and affixed to the Notice Board.

ARTICLE 29:

BANKING - The Chartered Bank or Credit Union shall be such as may be decided from time to time by the Board.

ARTICLE 30:

BORROWING POWERS - 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 such borrowings, raising, or securing shall not be encumbered without the sanction of a special resolution at a General Meeting.

ARTICLE 31:

DISBURSEMENT OF INVESTED FUNDS - Disbursement of the invested funds of the Club, excluding the Cedar Hill Open Course Improvements funds and Junior Funds, shall not exceed ten (10) percent of the fund in any fiscal year. Any expenditures in excess of this amount will require the Board to submit their proposed expenditure to a General Meeting for approval.

ARTICLE 32:

FISCAL YEAR - The fiscal year of the Club shall terminate on September 30th of each and every year.

ARTICLE 33:

WOMEN'S DIVISION - Voting women members are authorized to regulate, within the framework of the by-laws, the golfing and social activities of the women members.

ARTICLE 34:

RECORDS OF THE CLUB - The books and records of the Club shall be open to inspection of all members, at reasonable times, upon request to the Club Secretary.

ARTICLE 35:

MINUTES OF MEETINGS - The Club Secretary shall keep minutes of all meetings of the Board and any General Meetings that may be called from time to time.