"BC SOCIETIES ACT" CONSTITUTION

1. The name of the Society is "OSOYOOS GOLF CLUB".

2. The objects for which the Society is established are: To operate a golf club, and to promote and foster the game of golf and other entertainment

BYLAWS

MISSION

1. The mission of the Osoyoos Golf Club is to:

   a. manage the Club effectively and efficiently, thus providing a sound financial foundation;
   b. deliver a well-maintained golf course that is enjoyable to golfers of all abilities; and,
   c. provide high-quality value-added amenities, services and hospitality to attract customers and create loyalty.

VISION

2. To create an enjoyable and inclusive golf and social experience for members, visitors and community.

FEES, DUES AND ASSESSMENTS

3. The Initiation Fee for joining the Osoyoos Golf Club (OGC) and Annual Dues for each membership category shall be set by the Board of Directors. Annual dues cover a twelve-month period from 1 January - 31 December.

4. As determined by the Board, a pro-rated portion of the Annual Dues shall be credited to the member's account if a member is ill or injured and cannot play golf for a period exceeding two months. This health condition may have to be substantiated by a letter from a health care provider. Credit will be held in the member account and can be applied to future dues, or in the case of membership cancellation, will be refunded.

5. The deadline for paying Annual Dues will be as stipulated in the Dues Invoice. Members who have not paid according to this schedule will be charged regular green fees for each game of golf played until such time as his/her annual dues, and any applicable interest and penalties have been paid.

6. An assessment for capital or operational purposes, not to exceed 20 percent of the full annual dues, may be levied by the Board in any one year and applicable to both Membership Categories as described in section 11 of these Bylaws. Assessments for capital purposes or for operational purposes in excess of 20%, must be voted on by the membership at an annual or special meeting, and require 75% approval from members present in good standing. Absentee

ballots are allowed as stipulated in section 33 of these Bylaws. All notices of assessment levies shall clearly state the purpose of the assessment and the total revenue expected, and may not extend beyond one year. Failure to pay such assessments shall subject any member to the same penalties as failure to pay any other indebtedness to the OGC. The deadline for paying assessments will be stipulated in the assessment invoice.

MEMBERSHIP

7. Every candidate for membership in the OGC shall apply to become a member. Applications must be approved by the General Manager.

8. All members, Boards and Committees of the OGC shall abide by the BC Societies Act and the OGC Constitution and Bylaws. Membership carries the responsibility to be an active member by participating in the promotion, growth and governance of the Club.

9. **Member in Good Standing**.
A member is in good standing when all fees, assessments and charges have been paid and membership has not been suspended.

10. All members of the OGC in good standing shall be entitled to full use of the premises, property and facilities of the Club.

11. **Membership Categories.**
There are two membership categories at the Osoyoos Golf Club: Executive and Retainer Executive. The Board of Directors may limit the number of members in each category.

12. **Executive Members** pay the initiation fee. Executive members in good standing, and not otherwise restricted, shall have the right to vote at all OGC meetings and shall be eligible to hold any Club office. Executive members who pay full annual dues have access to unlimited play.

Executive members with unlimited play status who are unable to golf due to illness or injury will be subject to section 4 of these bylaws and will not have access to play during their absence without the permission of the General Manager.

The Executive membership category also includes:

a. **Charter**. This category is defined as a member who formed the Osoyoos Golf & Country Club Society. There is an entitlement to reduced green fee rate the year the member turns 75, and free green fees the year the member turns 80.

13. **Executive Retainer Members**. Executive members may pay a fee determined by the Board to retain the ability to vote at all OGC meetings and to hold any Club office. Members on retainer may choose a playing package as determined by the Board for limited rounds, valid for one year. The number of playing packages offered per year may be limited by the Board.
Fees required to convert back to unlimited playing status will be on a prorated basis and subject to a 10% administration fee.

14. All memberships are non-transferable.

15. The Osoyoos Golf Club Board can define golf packages and Associate Member status to golfers who do not pay an initiation fee. The categories of, and fees for, participation under section 15 will be determined by the Board on an annual basis. Golfers in these categories are not permitted to vote or hold any Osoyoos Golf Club office.

CESSATION

16. A member in good standing may resign by giving notice of resignation in writing to the Board of Directors. No resignation other than one demanded by the Board of Directors pursuant to these Bylaws, shall be accepted until all monies owing to the OGC have been paid in full. All rights and privileges to the OGC cease at the time the Board accepts the resignation. A person's membership in the Club is terminated if the person is not in good standing for six consecutive months.

DISCIPLINE

17. Any member who fails to pay indebtedness to the OGC within 30 days after an account for same has been rendered as not in good standing, shall lose playing and facility privileges and shall not have the right to incur further liability. The member will be advised of this suspension by registered mail. If the indebtedness is not paid within 15 days of the suspension notification, his or her membership will be suspended. The Membership Committee may reinstate the person given a satisfactory explanation and payment of all monies owing the Club.

18. The process for resolving incidents, conduct unbecoming, or complaints involving members, or their guests shall be resolved as simply and summarily as possible as follows:

a. the incident or complaint is directed to the GM, who will investigate and attempt to mediate or reconcile the issue; and,
b. if the GM is unsuccessful, or if apparent disciplinary action is required, the GM will refer the matter to the Membership Committee for consideration. The Committee will investigate and/or conduct a hearing with involved personnel. If required, the Committee shall have the authority to take disciplinary action as outlined in its terms of reference.

19. A member may be summoned to appear before the Membership Committee to explain such conduct. A member who fails to appear, or having appeared, gives no reasonable explanation as to his/her conduct, may be suspended from the privileges of the Osoyoos Golf Club for a period of time as the Membership Committee may determine. The Membership Committee must agree on a suspension by a majority of votes. A member who has been suspended is not in good standing and may not be entertained on the premises by any other member.

20. No member shall be suspended by the Membership Committee without notice of the charge against him/her, and being given the opportunity of being heard by the Membership Committee. Such notice shall be sufficient if delivered to him/her in person at least 48 hours prior to the meeting, or mailed to the member's last known address by registered mail at least 14 days before the meeting.

21. The Board of Directors has the power to expel any member whose conduct is deemed by the Board to be improper, unbecoming or likely to endanger the welfare or character of the OGC, or who does not adhere to the Bylaws of the OGC.

22. A voting member who is not in good standing may not vote at a general or special meeting.

Appeal

23. Any person subjected to disciplinary action by the Membership Committee may appeal the outcome to the Board of Directors within 14 days of suspension. The Board's decision is final.

MEETINGS

24. The Annual General Meeting (AGM) of members of the OGC shall be held in April. The AGM will be held at the OGC premises or an alternate location in the Town of Osoyoos as the Board of Directors may direct. A virtual meeting platform may be used to allow participation from members unable to attend in person; or as an alternative to an in-person meeting under unusual circumstances. At the AGM, the Secretary shall have present an up-to-date list of the voting OGC members in good standing.

25. 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, or by another resolution having a higher voting threshold than the threshold for ordinary resolution.

26. All financial regulatory requirements, including financial statements and reports required by law of an Annual General Meeting, must be presented to the membership at the April AGM.

27. The Board of Directors shall give at least 14 calendar days notice of the AGM by emailing or mailing notices to members at such address as is recorded in the Register of Members. The notice will include the nature of any new or unusual business to be conducted at such meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgement concerning that business. Members may submit agenda items and resolutions in writing to the Board Secretary 30 days in advance of the scheduled AGM.

28. The Board of Directors may at its discretion call a Special Meeting of the OGC. The Board must, without delay, call a Special Meeting on the written request of 10% of Executive members in good standing.

29. The Board of Directors shall give at least 14 calendar days written notice of each Special Meeting of the OGC by mailing or emailing notices to members at such address as is recorded in the Register of Members. The notice shall contain a specific description of the nature of the business to be conducted at the Special Meeting.

30. A quorum at the AGM or Special Meeting is 20 members entitled to vote personally present; or virtually present if the meeting or voting is held using a virtual platform. No business shall be transacted at the AGM or Special Meetings without a quorum. If within 30 minutes of the time appointed for a meeting, a quorum is not present, the meeting:

a. if convened upon the request of members, shall be dissolved.

b. in all other cases, the meeting shall be adjourned until the same day in the next week, at the same time and place. At such re-convened meeting, the business of the meeting may be conducted whether a quorum of members is present or not.

31. The Chair may, with the consent of those present at a meeting, adjourn the meeting from time to time and from place to place. Upon the OGC re-convening after an adjournment, it shall only transact such business at such meeting as might have properly been conducted at the original time and place.

32. The President or in his/her absence, the Vice-President, shall preside as Chair at every membership meeting of the OGC. If neither the President nor the Vice-President is present, or if present, declines to act as Chair, the members present and entitled to vote shall choose a Chair for the meeting.

33. Each Executive member in good standing present shall have one vote. Absentee ballots by fax, email or other electronic means shall be allowed. Proxy voting is not allowed.

34. At any membership meeting, every resolution shall be decided by a show of hands, unless electronic voting is used. If, before such a vote, five or more voting members request a secret ballot, or that a secret ballot is directed by the chair of the meeting, voting must be by secret ballot. At the declaration by the Chair that a resolution has been passed/carried or lost by the applicable majority, the entry to that effect in the meeting minutes shall be conclusive evidence of the decision, without proof of the number of votes recorded in favor of, or against, such resolution.

35. If, at any meeting, a vote re-count is demanded by at least five members in good standing, the Chair shall conduct a re-count.

36. Where not covered by the BC Societies Act or these Bylaws, all points of procedure shall be decided by Roberts Rules of Order.

ELECTION OF BOARD OF DIRECTORS

37. Any OGC member in an eligible category participating in the election process in any capacity must be in good standing.

38. Directors must be qualified to serve as per the BC Societies Act section 44.

39. The Board of Directors will consist of a minimum of seven and a maximum of nine elected Directors. The term of office for all Board members is two years. No Board members shall hold office for more than three consecutive elected terms.

40. In situations where the number of eligible candidates does not exceed the vacancies, the nominees shall be elected by acclamation.

41. When required, the process for electing the Board of Directors is as follows:

a. Elections will be held in October.

b. At least 60 days in advance of the defined October Election date, the President will appoint a Nominating Committee: a Board member as the Chair and two Executive members. The Executive members are informed of the total number of directors to be elected, and that nominations will be accepted. The intent is to recruit sufficient qualified and interested candidates to have an election.

c. Nominations are accepted and the search for Society Act qualified candidates continues until 30 days prior to the October Election date.

d. At least 30 days prior to the October Election date the Nominating Committee informs all Executive members of the names of the nominees.

e. At least 14 days in advance of the October Election date, ballots and resumes will be sent to all Executive members. Completed ballots must be received by the election auditor on or before the defined closing October Election date.

f. The Board shall appoint a non-Board election auditor. The auditor will select members to assist as scrutineers to collect, examine, validate, count and tabulate ballots.

42. The OGC policies will be followed to break a tie.

43. The results of the election will be communicated to the membership as soon as received from the election auditor.

44. Ballots will be available for re-count for seven days after the October Election date, after which time, they will be destroyed.

45. Immediately following the October Election the Board will meet to elect a President, Vice-President, Secretary, Treasurer and Club Captain. All five positions shall hold office for one year, but may be re-elected for a second year.

46. The Board may, at any time, appoint an Executive member as Director to fill a vacancy that arises on the Board as a result of the resignation, removal for cause, death, or incapacity of a Director during the Director's term of office, This member shall hold office until the next October Election at which time he/she shall be eligible for election subject to paragraphs 37 to 45 of the Bylaws.

BOARD OF DIRECTORS MEETINGS

47. The Board of Directors may convene, and otherwise regulate its meetings and proceedings, as it may determine. The President shall preside as Chair of such meetings and, in his/her absence, the Vice-President, and in the absence of both the President and Vice-President, the Directors present shall appoint a Board Member to be Chair.

48. At all Board meetings, five Directors shall constitute a quorum. Resolutions at a meeting of the Board shall be determined by a majority vote of the Directors, with each member having one vote. A resolution proposed by email or telephone shall be determined by a majority vote and shall have the same force and effect as a resolution passed at an in-person meeting of the Board. The email or telephone resolution must be circulated to all Board members in writing; voted on; and recorded in the Minutes of the next regular Board meeting.

49. A Special Meeting of the Board may be called by the President, Vice-President, or any two Directors. Board members shall be provided with a minimum of 24 hours' notice of the agenda, time, and location of the meeting by the President or a delegate.

50. Any Board decision shall be valid, notwithstanding that it be discovered afterwards that there was some defect in the election or appointment of any Director or that he/she was disqualified

GOVERNANCE

51. The primary focus of the Board of Directors is governance. The Board exercises its authority, provides direction and control of the OGC to ensure the Club's purpose is achieved. The Board provides strategic leadership by setting direction, making policy and strategy decisions, overseeing and monitoring organizational performance, and ensuring overall accountability.

52. The Board is accountable to the membership for competent, conscientious and effective accomplishments of its obligations as an executive body. Board members must exercise care, diligence, and the skill of a reasonably prudent person in exercising the powers and performance of their functions.

53. The Board will speak with one voice and be self-policing of any tendency to stray from the OGC policies, and governance guidelines, as adopted by the Board.

54. The Board will monitor and regularly discuss its own process and performance and will ensure the effectiveness and continuity of its governance.

55. The loyalty of the Board is to the interests of the OGC and its members. Any conflict of interest with respect to fiduciary responsibility must be declared.

56. No remuneration or fee shall be paid to any Director, and no Director may be an employee of the Club.

BOARD OF DIRECTORS ROLE AND RESPONSIBILITIES

57. The executive power of the Board is subject to law, the BC Societies Act as well as the OGC Constitution and Bylaws. The Board may adopt rules and regulations consistent with its executive powers. It regulates the affairs of the Club, and without limiting the generality of the foregoing, prescribe conditions, restrictions, privileges and fees payable by members and guests.
The Board members will be required to sign a Code of Conduct and be guided by the Board and Governance Guidelines as adopted by the Board of Directors

58. The President and Vice-President and all other current elected or appointed Officers shall perform such duties, and exercise such powers and functions assigned to them by the Board.

59. The Board shall appoint or discharge the General Manager and determine the terms of employment and salary. In addition, the Board, specifically the President, is responsible for supervising the General Manager, setting the performance measures and ensuring compliance with the Board's policies and objectives.

60. The President is responsible to ensure the Directors execute their duties, and that the objectives of the Club are met. The President presides over all Board Meetings, the AGM and Special Membership Meetings.

61. The Vice President must carry out the responsibilities of the President during the president's absence.

62. The Secretary's responsibilities include:

a. conduct the correspondence of the Club;
b. issue notices of meetings of the Club and the Board
c. provide an up-to-date list of the voting OGC members in good standing to members at the General Meetings;
d. keep, and, on a timely basis, post the minutes of all meetings of the Club and the Board;
e. have custody of all records and documents of the Club;
f. have custody of the common seal of the Society.

In the absence of the Secretary, the Board must appoint another person to act as secretary at the meeting.

63. The Secretary or delegate must keep a register of all members with the following information:

a. full name and resident address;
b. date when the person is admitted or ceases to be a member; and,
c. category of membership.

A separate register must be kept of the Board of Directors, including the date of their election or appointment.

64. The Treasurer's responsibilities include but are not limited to the following:

a. carry out the responsibilities of a member of the Board of Directors;
b. assist in the preparation of the annual budget;
c. monitor the budget;
d. ensure the Board's financial policies are being followed; and
e. report to the Board and general membership on finance

COMMITTEES

65. The Board may appoint Standing and Ad Hoc committees to assist in leadership, workload and coordination. A Board member will be the Chair of all committees. Each committee will have current terms of reference and will conduct meetings in a business-like manner. Minutes will be taken at all committee meetings and forwarded to the Board for receipt. Committee's recommendations will be presented to the GM and/or the Board. If the recommendations are not approved, the rationale will be communicated to the committee.

INDEMNITY

66. To ensure the Directors are indemnified as required, the Board shall purchase and maintain Director's Liability Insurance in the amount of no less than $1,000,000.00 under a policy of insurance issued by a corporation licensed to carry on the business of insurance in British Columbia against any liability incurred by the Director.

67. Every member of the Board, Officer, or servant of the Club, shall be indemnified by the Club against all costs, losses, and expenses which any such Board member, Officer, or servant may incur, or become liable to by reason of any contract entered into, or act or thing done by him/her in any way in the proper discharge of his/her duty.

68. No Board member or Officer of the Club shall be liable for any act of any other Board member or Officer, or for any loss or expense suffered or incurred by the Club. These losses or expenses include but are not limited to:

a. effects of title to any property acquired by order of the Board;
b. insufficiency or a deficiency of any security which any of the monies of the Club shall be invested;
c. any loss or damage arising from bankruptcy, insolvency or tortious acts of any person with whom any monies or security shall be deposited; and
d. any loss, damage or misfortune which might occur in the execution of the duties of the office, unless the same happens through dishonesty or gross negligence.

This indemnity applies if the individual acted honestly and in good faith with a view to the best interest of the Club. Additionally, in the case of a criminal or administrative action or proceeding, the individual had reasonable grounds for believing the conduct was lawful.

MEMBER LEGAL RESPONSIBILITY

69. It is the responsibility of the member to take all reasonable precautions on his/her behalf, and on behalf of his/her guest to avoid loss or theft of, or damage to, personal property. In the event of such loss or damage, no member or guest shall have any claim against the Club for loss, damages, costs or expenses in relation to such theft, loss or damage.

70. The member is responsible for the cost of any facilities or property of the golf course damaged or lost by the individual, family or guest. This includes but is not limited to golf clubs, golf bags, golf accessories, money or any other property.

71. The member shall assume all risk of loss or damage to personal or Club-owned golf carts or other such devices, as well as the risk of injury to the member or another person, and/or damage to other property arising from the use of such cart or device.

EXERCISE OF BORROWING POWERS

72. The Board of Directors shall have power to borrow, raise or secure money up to $250,000.00 for the purposes of the OGC, in such manner, and upon such terms and conditions as to repayment, and with such security as the Directors shall deem fit. Should the Directors determine to borrow or raise money by the issuance of debentures, such debentures shall not be issued and sold without the sanction of an Extraordinary Resolution approved by 75% of the votes cast by OGC members at an AGM or Special Meeting. Absentee ballots are allowed.

73. A new capital expenditure which exceeds $400,000.00 for an individual and distinct undertaking requires 75% approval from the votes cast by the membership. Absentee ballots are allowed.

REVIEW OF ACCOUNTS

74. At the AGM, the Board of Directors shall appoint Accountants for the next year.

75. It shall be the duty of the Accountants to examine all financial records and statements, and prepare a Review Engagement report, which shall be submitted to the Board of Directors before the AGM, and presented to the membership at the AGM.

76. The Club shall make available the Review Engagement report and financial statements at least 14 days in advance of the AGM.

INSPECTION OF BOOKS AND RECORDS

77. The OGC documents, including accounting records and Minutes of all Board and General Meetings, may be inspected by Directors and members by appointment on reasonable notice.

78. All groups operating within the OGC that collect a playing fee, dues or entry fee are required to submit accounting of all income and expenditures to the GM as per OGC policy. In addition, an annual statement is to be made available at the AGM. Groups that do not accumulate funds may be exempt from this ruling at the discretion of the Board.

79. All OGC sponsored tournaments must be coordinated through the Club Captain. The Chair of each of these events shall submit an accounting of all income and expenditures to the GM no later than one month after the event. Special events such as weddings and private functions are coordinated by the GM.

BANKING

80. The OGC funds shall be kept in an account in the name of the OGC at such chartered bank or banks or financial institutions as the Board of Directors may from time to time determine. All of the OGC accounts shall be paid when due by the most efficient means. All OGC cheques shall be signed by any two of the following: President, Vice President, Secretary, Treasurer, or General Manager or such other Officer, Director or employee as the Board may, by resolution, determine from time to time.

CUSTODY AND USE OF SEAL

81. The Society shall have a seal which shall be kept by the Secretary. The seal shall not be affixed to any instrument except by authority of a resolution of the Board of Directors, and in the presence of two members of the Board who shall be the President or Vice-President, and the Secretary, or such other members of the Board as the Board may from time to time determine.

ALTERATION OF BYLAWS

82. The Bylaws shall not be altered or added to except by a special resolution passed at a Special or General Meeting of the Club by a majority of not less than 75% of votes cast by the members either present or by absentee ballot.

OTHER

83. The operations of the Society will be carried on chiefly in the Osoyoos District of British Columbia.

84. The Osoyoos Golf Club guarantees access to any recreation facility which is constructed in part or in whole with funds received from His Majesty in the Right of the Province of British Columbia to any person or persons who wish to use it in accordance with the purpose of the facility; the charge for using the said facility to those members of the public who are not members of the Association shall be either a daily or hourly charge, or other such charges, as agreed upon between the Association and the Ministry of the Provincial Secretary and Government Services, or the Ministry of Government charged with this responsibility.

85. In the event of the dissolution of the Osoyoos Golf Club where the Osoyoos Golf Club has received funds from His Majesty in the Right of the Province of British Columbia to construct, in part or whole, any recreational facility, the Ministry of the Provincial Secretary and Government Services shall be advised prior to such action and any assets remaining after payment of all debts and obligations shall be distributed to a registered charitable organization with similar purposes in British Columbia as recognized by Revenue Canada, or to a suitable level of local government. This provision was previously unalterable.

DATED at Osoyoos, British Columbia, This 25th day of April A.D. 2023

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