

By-Law No. 1

This by-law relates to the conduct of the affairs of Portage la Prairie Golf Club Limited.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of **Portage la Prairie Golf Club Limited** (hereinafter called the "Club") as follows:

ARTICLE 1

Name and Purpose

- 1.1 Portage la Prairie Golf Club Limited is herein called the Club.
- 1.2 The purpose of the Club is to operate as a club for the social and recreational benefit of its members.

ARTICLE 2

Property

- 2.1 **Facilities.** The property of the Club consists of a golf course and buildings as well as equipment necessary for the upkeep and maintenance of the facilities.
- 2.2 **Responsibility for Non-Club Property.** The Club will not be responsible for the property of members, visitors, guests, or other persons brought onto the Club property for any purpose.
- 2.3 **Removal of Club Property.** Property of the Club shall not be loaned or removed from the premises, or be put to a use other than that for which it was intended, except when expressly permitted by the Board.
- 2.4 **Damage.** Members must pay for all breakage of or damage to Club property caused by them or their guests.

ARTICLE 3

Membership

- 3.1 **Definitions**
 - 3.1.1 **Shareholder:** A Shareholder is a person who holds a share in the Club.
 - 3.1.2 **Member:** A member is a person who has paid the annual membership.

3.2 Privileges

- 3.2.1 A Shareholder is deemed to be an Executive Member, and is eligible to hold office and is entitled to one vote at all meetings of the Executive Members, notwithstanding the number of shares he or she holds.
- 3.2.2 A Member is entitled to all the privileges associated with his or her membership classification.

3.3 Classification

- 3.3.1 **Executive Member:** This is a member of the Club that is eligible to hold office and is entitled to one vote at all meeting of the Executive Members.
- 3.3.2 **Honorary Life Member:** As a mark of respect and appreciation, the Board may, with the consent of two-thirds of its number, confer on any person the right and distinction of being an Honorary Life Member. That right may be conferred in recognition of services rendered to the Club, or for such other good reason as the Board may approve. The membership shall be without membership fees, but shall include other service fees, and shall entitle the holder to all privileges of the clubhouse, grounds and golf course.
- 3.3.3 **Senior Privileged Member:** As a mark of respect and appreciation, the Board may, with the consent of two-thirds of its number, confer on any past or present member the right to be a Senior Privileged Member. That right may be conferred in recognition of long association with the Club, age, physical infirmity, services rendered to the Club, or for such other good reason as the Board may approve. The membership shall entitle the holder to all privileges of the clubhouse.
- 3.3.4 **Adult Member:** This is a member of the Club who has reached the age of 29 as of the 1st day of January in any membership year. The member is entitled to all privileges of the clubhouse, grounds, and golf course.
- 3.3.5 **Intermediate Member:** This is a member of the Club who has reached the age of 19 as of the 31st day of August and has not yet reached the age of 24 as of the 1st day of January in any membership year. The member is entitled to all privileges of the clubhouse, grounds and golf course.
- 3.3.6 **Adult 25 – 29:** This is a member of the Club who has reached the age of 25 as of the 31st day of August and has not yet reached the age of 29 as of the 1st day of January in any membership year.
- 3.3.7 **Junior Member:** This is a member of the Club who has reached the age of 10 and who is not yet 19 years of age as of the 31st day of August in any

membership year. The member is entitled to such privileges of the clubhouse, grounds, and golf course as the Board may deem appropriate.

- 3.3.8 **Family Membership:** This membership includes two co-habiting adults and their children falling within the definition of a junior member and a student member. In the case of the adults, they shall be entitled to all the privileges of the clubhouse, grounds, and golf course. Junior members shall be entitled to such privileges of the clubhouse, grounds, and golf course as the Board may deem appropriate.
- 3.3.9 **First Time New Adult Member:** This applies only to membership applicants who have not been a member of the Club in the past 5 years.
- 3.3.10 **Green Fee Players:** Those persons who have paid the prescribed fee for a round of golf shall be considered guest members for the day and are entitled to such privileges of the clubhouse, grounds, and golf course as the Board may deem appropriate.

3.4 **Policies**

- 3.4.1 **Policies Book:** The Board shall set policies for the Club and a current Portage la Prairie Golf Club Limited Policies book will be available to all members at the clubhouse and pro shop.
- 3.4.2 **Proxies:** Executive Members may vote by proxy, but no person shall act as a proxy who is not qualified to vote. The proxy paper shall be lodged with the Secretary before the meeting at which the proxy proposes to vote.
- 3.4.3 **Membership Limit:** The Board may limit the number of members in any year.

ARTICLE 4 **Suspension and Expulsion**

- 4.1 **Short Term Suspension.** A member may be suspended for cause for a period not exceeding 7 days by anyone of the following: President, Vice-President, General Manager, Food and Beverage Services Manager, and the Golf Professional or their designate.
- 4.2 **Suspension and Expulsion.** Any member may be suspended or expelled by a majority vote of the Board for non-payment of debts to the Club. For any other cause, a member may be expelled or suspended or otherwise dealt with by a vote of two-thirds of all the members of the Board. The Board, by like vote, may rescind any such action and reinstate the member, with or without conditions, at its discretion.

- 4.3 **“Cause” Defined.** The term “cause” shall include, but not be limited to disorderly conduct at the Club, conduct endangering the good order, well-being, or character of the Club or violations of the by-laws or the rules and regulations of the Club.
- 4.4 **Board Hearing.** A hearing by the Board shall be required in advance of a suspension or expulsion extending beyond 7 days. Notice in writing of the hearing, state the reason for the proposed suspension or expulsion, must be delivered to the member at least 5 days prior to the hearing. The member shall have the right to be heard orally or in writing at the hearing.
- 4.5 Any member may appeal suspension or expulsion at the next annual meeting or at a special meeting of the Executive Members called for that purpose. A written notice of appeal must be delivered to the Club office within 60 days of such action by the Board. Upon appeal, the Board’s action may be confirmed, varied or overturned by a majority vote of a quorum of the Executive Members of the Club.
- 4.6 A member may be expelled for cause by a majority vote at any general or special meetings of the Executive Members.
- 4.7 Upon expulsion all indebtedness by a member to the Club is immediately due and payable.

ARTICLE 5

Membership Fees

- 5.1 Membership fees for each classification of membership and the time for payment thereof shall be as established by the Board.

ARTICLE 6

Complaints

- 6.1 All complaints against members or guests, the management of the Club or the conduct of any officer or employee, must be made in writing, signed by the complainant and delivered to the Board. All complaints shall be held in strict confidence.

ARTICLE 7

Governance and General Management

- 7.1 **Board of Directors.** The Club shall be managed by a Board consisting of nine Executive Members elected at the annual meeting of the Executive Members. Election of board members shall be in a manner that results in

three board members being elected each year for a three-year term.

- 7.2 **Vacancy.** In the case of a vacancy on the Board, the Board may fill the vacancy by appointment. Such appointment shall be only for the time remaining until the next annual meeting of the Club, at which time any vacancy for which an unexpired term remains shall be filled by election.
- 7.3 **No Remuneration.** No board member shall receive remuneration for his or her office services, but may be reimbursed for reasonable expenses incurred if such expenses are approved by the Board. This rule shall not prevent any member from selling to or purchasing from the Club, any goods or rendering any services authorized by the Board.
- 7.4 **Conflict of Interest.** No board member shall use his or her position for personal gain. Such activity shall be deemed a conflict of interest and shall be cause for removal.
- 7.5 **Deemed Resignation.** Any member of the Board who misses three consecutive meetings of the Board shall be deemed to have resigned from the Board, and his or her place shall be deemed to be vacant unless:
- a. the member had received prior permission from the Board; or
 - b. the member presents reasons for his or her absence which are considered acceptable to the majority of the members at the next meeting of the Board.
- 7.6 **Removal of a Board Member.** A member of the Board may be removed for cause by a two-thirds vote of the full Board or by a majority vote at any special meeting of Executive Members.
- 7.7 **Legally Constituted Board.** The Board shall be legally constituted for all purposes so long as not fewer than six members remain in office.
- 7.8 **Rules and Quorum.** The Board may adopt such rules and regulations for the conduct of its meeting and the general management of the Club as it deems proper. At all meeting of the Board, 5 members shall form a quorum. There shall be no proxy voting at meetings of the Board. From time to time it may be necessary to propose a motion via email but motions and votes will be considered in unusual and urgent circumstances and will be conducted in accordance with the email voting procedures detailed in the Portage la Prairie Golf Limited Policies.
- 7.9 **Powers.** Except for the powers that are specifically assigned to the Executive Members, the Board shall have full power and authority to do all things it deems proper and in the best interest of the Club. The Board shall have general supervision and control over all officers, committees and employees

of the Club.

- 7.10 Capital Expenditure Limitations.** No capital expenditure or financing plan exceeding \$150,000.00 shall be made by the Board unless such expenditure or financing plan is first approved by a majority vote of the Executive Members present at a regular or special meeting of Executive Members.
- 7.11 Right of Inspection.** Every director shall have the right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the Club. The right of inspection includes the right to copy and make extracts of documents.
- 7.12 Regular and Special Board Meeting.** Regular meetings shall be called from time to time upon notice by the Secretary. All members of the Board shall be given at least 7 days' notice of regular meetings, and the notice shall state the time and location of the meeting. Special meetings may be called by either the President or Vice-President at any time, and shall be called within 5 days from the date of a written request by at least 3 members of the Board. All members of the Board shall be given at least 2 days' notice of special meetings, and such notice shall state the time and location of the meeting and the general nature of the business to be transacted.
- 7.13 President.** The President shall be the Chief Executive Officer of the Club and shall preside at all meetings of the Executive Members and the Board. He or she shall vote only to cast a tie-breaking vote. The President shall, with either the Secretary or Treasurer sign all contracts, promissory notes and other like instruments approved by the Board. The President shall supervise the activities of the Club's General Manager and/or Golf Professional. The President shall, with the approval of the Board, appoint chairpersons for the committees of the Board.
- 7.14 Vice-President.** The Vice-President shall, in the absence of the President, perform the duties of the President and any other duties that may, from time to time, be assigned by the President.
- 7.15 Acting President.** In the absence of both the President and Vice-President, the Board shall appoint an acting President from among the directors whose duties shall be those of the President.
- 7.16 Secretary.** The Secretary shall keep a record of the proceedings of meetings of the Executive Members, members and the Board. The Secretary shall be the custodian of the Club's minutes, documents and papers, other than those required to be kept by the Financial Administrator. The Secretary has signing authority and is the second signor on certificates.
- 7.17 Treasurer.** The Treasurer shall ensure the policies of the Club regarding the control and distribution of monies and assets are adhered to. The Treasurer shall be a signing officer of the Club and shall report on the financial affairs of

the Club at the annual meeting, at special Executive Members meeting if required, and at regular Board meetings.

- 7.18 Past President.** The immediate Past President of the Club shall, upon retiring from that office and from his or her term as a Board member, serve as an ex officio member of the Board until such time as a successor President replaces him or her in that capacity. As an ex officio member, he or she may participate in all deliberations of the Board, but shall not vote nor exercise any official executive authority.

ARTICLE 8

Committees

- 8.1 Nominating Committee.** The Nominating Committee shall be composed of a current Board member, whose term is not expiring, together with two non-Board Executive Members, appointed by the President. The role of the Nominating Committee is to present nominations for election to the Board at the annual meeting. Additional nominations shall be accepted from the floor.
- 8.2 Standing and Special Committees.** The Board may authorize such committees and through the President appoint chairpersons of those committees as circumstances may require.

ARTICLE 9

Meetings

- 9.1 Annual Executive Member Meeting.** The annual meeting of the Executive Members shall be held at the clubhouse, or at such other place as the Board may direct, within 105 days from the date of the fiscal year end of the Club but shall not be later than April 15th. A quorum shall be constituted of 25 Executive Members in attendance, in person or by proxy. There shall be 21 days' notice of the date and location of the annual meeting given by mailing notice Executive Members at the addresses shown in the register of Executive Members to be kept for that purpose. Non-Executive Members may attend Executive Members meetings as observers.
- 9.2 Financial Statements.** At the annual meeting, the Executive Members shall choose an independent accountant in good standing with the Chartered Professional Accountants of Manitoba, to report on the financial statements of the Club and issue a Compilation Engagement Report.
- 9.3 Special Executive Members Meetings.** Special meetings of the Executive Members may be called by the Board upon giving at least 21 days written notice to the Executive Members, which notice shall specify the purpose of the meeting. The Board shall call a special meeting of the Executive

Members, without undue delay, upon written request of at least fifty Executive Members.

- 9.4 **Annual Members Meeting.** An annual meeting of the members shall be held in the month of July, or sooner as the Board may deem advisable, in each year to give members the opportunity to dialogue with the Board. This meeting is not an Executive Members meeting.
- 9.5 **Conduct of Meetings.** Roberts Rules of Order, Newly Revised shall govern the conduct of the meetings of the Club and the Board in all matters not covered in these by-laws.

ARTICLE 10

Transfer of Shares

- 10.1 **Share Transfer.** The Club has no obligation to redeem any common share at the request of the holder. Except as otherwise provided by applicable federal or provincial law, no share may be transferred directly from one person to another.

ARTICLE 11

Borrowing

- 11.1 The Board is authorized to borrow money from any Canadian chartered bank or Credit Union provided that the total amount of money borrowed and outstanding shall not at any time exceed \$150,000.00. The Board may borrow in excess of \$150,000.00 with the prior approval of the Executive Members.

ARTICLE 12

Amendments

- 12.1 These by-laws may be amended by a majority vote of a quorum of Executive Members present at any regular or special meeting of Executive Members provided that written notice of a proposed amendment is given with the notice of the meeting at which the vote is to be taken.

ARTICLE 13

Interpretation

- 13.1 The Board shall be charged with the interpretation of these by-laws but any interpretation shall be superseded by a two-thirds majority vote of a quorum of Executive Members present at a regular or special Executive Members meeting.

ARTICLE 14
Liquidation

- 14.1 **Dissolution.** A sale or disposition of all or substantially all of the property and assets of the Club or the dissolution of the Club shall require the prior affirmative vote of two-thirds of the Executive Members.
- 14.2 Upon the dissolution of the Club and after payment of all debts and liabilities, the remaining property shall be distributed to any organization in Canada, the undertaking of which is charitable.

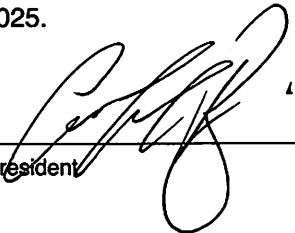
ARTICLE 15
Not for Profit

- 15.1 The operation of the Club shall be carried on without pecuniary gain to its Executive Members and any profits or other accretions to the Club shall be used in furthering its undertaking.

ARTICLE 16
Repeal

- 16.1 All previous by-laws relating to the conduct of the affairs of the Club are hereby repealed.

ENACTED THIS 24th day of April, 2025.

By: 
Geoff Roy, President

And: M. Dante Dickenson
Melanie Dickenson, Secretary