



OSOYOOS GOLF CLUB 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 refunded if a member is ill or injured and cannot play golf for an extended period of time. This health condition must be substantiated with a letter from the member's physician.
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 operational purposes not to exceed 20 percent of the dues of each category of membership may be levied by the Board in any one year. 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 paragraph 35 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. All members of the OGC in good standing shall be entitled to full use of the premises, property and facilities of the Club.

10. **Membership Categories.** There are three membership categories at the OGC: Executive, Spouse Before Y2K and Associate. The Board of Directors may limit the number of members in each category.

11. **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 unlimited playing privileges, while those who pay partial dues (retaining fees as per paragraph 17) have limited playing privileges. The Executive membership category also includes:

- a. **Charter.** This category is defined as a member who formed the Osoyoos Golf & Country Club Society. This membership is non-transferable. 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; and
- b. **Honorary Life Member.** This prestigious membership may be granted to a member who has provided distinguished service to the Club, and extensive contribution to the Club's mission and values. It may also be bestowed upon an individual whose outstanding personal achievement, or community or humanitarian support is worthy of such recognition. The member will enjoy Executive privileges with the annual dues waived. An eligible member must be nominated by at least five current members, who will present a letter on behalf of the nominee to the Board. This nomination will then be presented to the membership at a general meeting. A favourable vote of 75% of attending eligible members will be required for approval. One Executive member may be approved annually.

12. **Spouse Before Y2K.** This category was only offered prior to 1 January 2000. It is defined as any person 19 years or older who is not an Executive member but who, on December 31, 1999, was the spouse of a member who paid initiation fees. No person shall be permitted to become a Spouse Before Y2K member after December 31, 1999. The member is restricted and shall not



have the right to vote at the OGC's meetings, and shall not be eligible to hold any Club office. Executive membership rights may be transferred to the spouse once. In the event of death of the voting member, the Executive membership rights will be transferred to the surviving spouse. A spousal transfer is approved by the General Manager.

13. **Associate Members** are Season Pass holders who do not pay an initiation fee, and therefore are not permitted a vote or to hold any OGC office. Play may be limited. Associate members must purchase an annual Season Pass in one of the following groups: Corporate, Temporary Resident/PGA Member, Intermediate, Junior, Junior under Supervision, and Junior under Supervision - Seasonal. Season Pass dues will be determined by the Board. Except for Junior under Supervision, Associate members may play in Club leagues and tournaments including the Club Championship. The Associate membership category includes the following:

- a. **Corporate.** Defined as a membership purchased by a Corporation. Annual sponsorship of the OGC is inherent in the purchase of a Corporate Season Pass. Current Executive members may transfer to Corporate Membership, without any refund of initiation fees, and will be subject to all conditions of Corporate Members. Members are not eligible for private cart, trackage or storage.
- b. **Temporary Resident (TR) / PGA.** Temporary residents must produce a company letter outlining the nature of their employment and the expected duration of residence in the Osoyoos region. PGA members must annually produce a current PGA membership card, validated as a member in good standing of their association. The Board may restrict the duration of this membership. Members are not eligible for private cart, trackage or storage.
- c. **Intermediate.** Defined by age group 19-39. There is no requirement to pay an Initiation Fee until the year of the member's 40th birthday. After the 40th birthday, the individual will either pay the initiation fee or purchase a playing pass or green fees. Upon payment of the Initiation Fee, the membership will become Executive.
- d. **Junior.** Defined by age group 12-19 whose parent/guardian makes application in the prescribed form. The Pro-Shop or Junior Coordinator will recommend membership acceptance. The Pro-Shop may restrict time and play.
- e. **Junior under Supervision.** Defined by age group 6-14 whose parent/guardian makes an application. Based on age and assessed maturity, the Junior Coordinator or Pro-Shop will determine whether the member will play under supervision or as a Junior. The member must be accompanied by an adult golfer. A maximum of two Juniors under Supervision may play in a group. The Pro-Shop shall govern and possibly restrict play.

- f. **Junior under Supervision - Seasonal.** Defined by age group 6-14 whose parent/guardian makes an application. Based on age and assessed maturity, the Junior Coordinator or Pro-Shop will recommend membership acceptance, and determine whether the member will play under supervision or as a Junior. The member may be either a local or summer resident. The term of the membership will be from 1 July - 31 August. The member must be accompanied by an adult golfer. A maximum of two Junior under Supervision may play in a group. The Pro-Shop may restrict time and play.
14. **Golf Canada Handicap Tracking.** An individual, or membership category that does not include access to the Golf Canada Handicap Tracking system, may access the system upon payment of the fee at the Club rate.
15. **Employee Members.** Members who are employees of the Club who qualify for golf privileges under the Club's employment policies may be subject to restricted golf as determined by the Board of Directors.
16. **Member in Good Standing.** All fees, assessments and charges have been paid and membership has not been suspended.
17. **Retaining Fees.** Executive and Spouse Before Y2K members who cannot play golf due to illness or absence from the local area for extended periods of time, or any other valid reason as determined by the General Manager, Membership Committee, or in its absence, the Board of Directors, may pay a fee to retain Club membership rather than full Annual Dues. Playing privileges are limited to playing passes or green fees at rates determined by the Board. Fees required to convert back to unlimited playing status will be on a prorated basis.

CESSATION

18. 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.

DISCIPLINE

19. 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 privileges 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.



20. 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.

21. 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 OGC for a period of time as the Membership Committee may determine. The Membership Committee must agree on a suspension by a majority of votes (75%). A member who has been suspended is not in good standing and may not be entertained on the premises by any other member.

22. 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.

23. The Board of Directors has the power to suspend or 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.

24. A voting member who is not in good standing may not vote at a general or special meeting. A person's membership in the Club is terminated if the person is not in good standing for six consecutive months.

Appeal

25. Any person subjected to disciplinary action by the Membership Committee may appeal the outcome to the Board of Directors. The Board's decision is final.

MEETINGS

26. General Meetings of members of the OGC shall be held twice a year in the months of April and October. The General Meetings will be held at the OGC premises or an alternate location in the Town of Osoyoos as the Board of Directors may direct.



27. 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.

28. 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 General Meeting. Elections will be held just prior to the October General Meeting. At both General Meetings the Secretary shall have present an up-to-date list of the voting OGC members in good standing.

29. The Board of Directors shall give at least 14 days' notice of each General Meeting 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 GM 30 days in advance of the notice.

30. 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 recommendation of 10% of Executive members in good standing.

31. The Board of Directors shall give at least 14 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.

32. A quorum at any General or Special Meeting is 20 members entitled to vote personally present. No business shall be transacted at any General or Special Meeting unless a quorum of members is personally present. If within 30 minutes of the time appointed for a meeting, a quorum is not present, the meeting:

- a. if convened upon requisition of members, shall be dissolved; and
- 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 adjourned meeting, the business of the meeting may be conducted whether a quorum of members is present or otherwise.

33. 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 be competent to transact such business at such meeting as might have properly been conducted at the original time and place.



34. The President or in his/her absence, the Vice-President, shall preside as Chair at every 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.

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

36. At any meeting, every resolution shall be decided by a show of hands. If before or after such a vote two 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 Minute Book of the Club, shall be conclusive evidence of the fact without proof of the number of votes recorded in favor of, or against, such resolution.

37. 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.

38. 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

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

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

41. The Board of Directors will consist of a maximum of ten elected Directors, one of who is the Club Captain. The term of office for all Board members is two years. No Board members shall hold office for more than three consecutive elected terms.

42. The process for electing the Board of Directors is as follows:

- a. at least 60 days in advance, 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. Club Captain candidates should have the requisite experience;
- b. nominations are accepted and the search for Society Act qualified candidates continues until 30 days prior to the October General Meeting;



- c. at least 30 days prior to the October General Meeting the Nominating Committee informs all Executive members of the names of the nominees;
 - d. at least 21 days in advance, ballots and resumes will be sent to all Executive members. Completed ballots must be returned to and received by the Nominating Committee at least seven days prior to the October General Meeting; and
 - e. the Board shall appoint a non-Board election auditor. The auditor will randomly select members to assist as scrutineers to collect, examine, validate, count and tabulate ballots.
43. The OGC policies will be followed to break a tie.
44. The results of the election will be communicated to the membership.
45. Ballots will be available for re-count for seven days after the October General Meeting, and then they will be destroyed.
46. Immediately following the October General Meeting 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. The Board may, at any time, appoint an Executive member as Director to fill a vacancy that arises on the Board including as a result of the resignation, death or incapacity of a Director during the Director's term of office. Selection priority will be given to the unsuccessful nominated candidate who received the next highest number of votes. This member shall hold office until the next October General Meeting when a new Director shall be elected.
47. A director may be removed from office by the Board and another director may be appointed by the Board to serve out the balance of the term. If available, the successor will be a vote-based nominee from the previous election. Otherwise, the Board will seek a suitable volunteer from the membership. Any Director so appointed shall hold office until the next October General Meeting, at which time he/she shall be eligible for election by the members.

BOARD OF DIRECTORS MEETINGS

48. The Board of Directors shall meet once per month on any day they may agree upon, and may adjourn 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 one member to be Chair.

49. At all Board meetings, five present members shall constitute a quorum. Except as otherwise provided herein, every question or matter at a meeting of the Board shall be determined by a majority vote of the Directors, with each member having one vote. In the event of a tie, the Chair shall have a second or deciding vote. A resolution previously agreed upon by email or telephone may be passed without any meeting of the Board, and shall have the same force and effect as a resolution passed at a meeting of the Board. The resolution must be in writing, signed by all members of the Board and transcribed in the Minutes.

50. 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 time and location of the meeting by the President or a delegate.

51. 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

52. 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. The Board achieves accountability, transparency, predictability and participation. The Board governs and oversees operations through committees, but delegates management responsibilities to the GM. Committees are used to process information and sometimes, to perform work for the Board.

53. There are seven primary areas of Board responsibility:

- a. establishing and/or safeguarding the mission and planning for the future;
- b. financial stewardship;
- c. personnel stewardship;
- d. performance monitoring and accountability to the membership;
- e. community representation, education and advocacy;
- f. risk management; and
- g. managing or ensuring proper management of critical events and transitional phases.

54. The Board of Directors will fulfill its duties with outward vision, diversity of viewpoints, and a focus on strategic rather than operational detail. The Board will formulate judicious strategic and financial plans, while maintaining a historical perspective, and act in a proactive rather than reactive manner.

55. The Board is accountable to the membership for competent, conscientious and effective accomplishments of its obligations as an executive body. It will allow no Officer, individual or Committee of the Board to usurp this role or hinder this commitment. Every member of the Board must act honestly, in good faith and in the best interest of the Club. Board members must exercise care, diligence and the skill of a reasonably prudent person in exercising the powers and performance of their functions.

56. The Board is responsible to enforce upon itself and the Club membership whatever discipline is needed to govern with excellence. Discipline will apply to matters such as policy making, attendance, principles and respect of roles. It will speak with one voice and be self-policing of any tendency to stray from governance adopted in Board policies.

57. The Board will monitor and regularly discuss its own process and performance, and will ensure the effectiveness and continuity of its governance. The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum of group and individual behavior, including adherence to the Board governance process and the Club's Bylaws.

58. The loyalty of the Board is to the interests of the OGC and its members. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups, and any personal interest of any Board member acting as an individual consumer of the Club's services. Any conflict of interest with respect to fiduciary responsibility must be declared. 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

59. The executive power of the Board is subject to law, the BC Societies Act as well as the OGC Constitution, Bylaws and membership. 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.

60. 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.

61. 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.

62. The Board leads the Club towards the desired goals. The Board has a trusteeship role and provides the guidance for proper governance and management. Therein, the Board shall:

- a. be the link between the organization and its members;
- b. write broad level governing policies and objectives to ensure the excellence of the OGC performance and service;
- c. ensure adequate resources for the effective operation of the organization;
- d. authorize the President to define and delegate the duties and powers of Standing and Ad Hoc committees to assist the Board in the performance of its duties;
- e. in the absence of a Membership Committee, approve or reject the application of any member for transfer from one membership category to another, and set the fees or charges therein;
- f. cause or amend Club policies governing the conduct, rights, privileges and obligations of Officers, members, guests and employees;
- g. render decisions on disciplinary matters or complaints about Board Officers, the General Manager or Club members. In conjunction with the Membership Committee, the Board may prescribe such penalties and set fines for infractions as it deems just and proper; and
- h. cause an audit of the Club's books to be made at any time it may appear advisable.

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

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

65. 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 except those required to be kept by the Treasurer; and
- 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.

66. 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.

67. 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 finances.

GENERAL MANAGER DUTIES AND RESPONSIBILITIES

68. The senior manager responsible for operations and business management of the OGC may be appointed as a Chief Operating Officer, General Manager or Director of Golf depending on the individual's qualifications. The term used throughout for this executive position will be General Manager (GM). The GM must be qualified to serve as per the BC Societies Act section 61.



69. The GM is hired by the Board of Directors, reports to the President and is responsible for implementing the Board's policies. The GM will be held accountable for all areas of the Club and will ensure the synergism of all Club activities. The GM is responsible for the hiring, firing and supervision of all staff, and is the Board's bridge to the staff. He or she will prepare such reports as may be requested by the Board, and will report back on the effectiveness of the Club's policies, operations and programs. Honesty, integrity, accountability, leadership and dedication are the characteristics of the GM.

70. The GM is responsible for the day-to-day operations and management of the Club, and for the enforcement of Club rules and Bylaws. The GM is a partner with the Board in achieving the Club's mission, and must keep the Board of Directors informed of the progress of organizational development and success.

71. The GM is responsible for:

- a. supervising all Department Heads;
- b. defining department heads' performance measures and their written annual performance reports;
- c. demonstrating a concern for the supervision and development of all staff;
- d. setting the standard for high levels of ethics, prudence, creativity and productivity of all facilities, services and management;
- e. overseeing all programs and services, ensuring the Club's objectives are met;
- f. coordinating all membership, and public relations communications;
- g. marketing of the OGC; and
- h. being the primary point of contact for any complaint regarding the operation of the Clubhouse or golf course.

72. The GM may be assigned other duties and responsibilities by the Board of Directors.

CLUB CAPTAIN DUTIES AND RESPONSIBILITIES

73. The Club Captain is responsible for all segments of the golf program, and therefore, must be fully conversant with the rules and basic principles of golf and the handicap system. A full-fledged member of the Board, the Club Captain's duties and responsibilities are extensive and include:

- a. Chairing the Golf Committee and oversee golf focused committees (Rules, Handicap, and Greens etc.);
- b. coordinates with management and the Leagues the development of the Club Fixture Sheet;
- c. establishes and ensures a standard of competition for all Club tournaments;
- d. being the golf representative on the Board; and
- e. promoting golf etiquette.

The Club Captain is assisted by the Golf Committee which is comprised of representatives from all Club leagues (Men's, Ladies, Seniors, Mixed, and Juniors).

COMMITTEES

74. The Board may appoint Standing and Ad Hoc committees to assist in leadership, workload and coordination. A Board member will be a member of all committees. Committees may include: Golf, Rules, Handicap, Greens, Finance, Membership, House, Nominating and Governance etc. Committees will appoint a Chair and conduct meetings using the correct procedures. Committee's recommendations will be presented to either the GM or the Board. If recommendations are not approved, the rationale must be substantiated.

INDEMNITY

75. 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.

76. 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.

77. 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

78. 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.

79. 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.

80. **Golf carts.** 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

81. 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 a Special Meeting. Absentee ballots are allowed.

82. 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



83. At each April General Meeting, the Board of Directors shall appoint one or more accountants for the next ensuing year, and shall fix the remuneration of such accountant or accountants.

84. It shall be the duty of the accountants to examine all books, vouchers and accounts and all documents having reference thereto, at least once in every year and prepare a Review Engagement report, which shall be submitted to the Board of Directors before the April General Meeting, and presented to the membership at the April General Meeting.

85. The Club shall make available the Review Engagement report and financial statements at least 14 days in advance of the April General Meeting.

INSPECTION OF BOOKS AND RECORDS

86. 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.

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

88. All OGC sponsored tournaments must be coordinated through the Club Captain. Special events such as weddings and private functions are coordinated by the GM. The Chair of each of these events shall submit an accounting of all income and expenditures to the GM.

BANKING

89. 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

90. 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



91. 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

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

93. The Osoyoos Golf Club guarantees access to any recreation facility which is constructed in part or in whole with funds received from Her 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. This provision was previously unalterable.

94. In the event of the dissolution of the Osoyoos Golf Club where the Osoyoos Golf Club has received funds from Her 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 22nd day of October A.D. 2018