



“Founded in 1899, the home of golf in Saskatchewan.”

GENERAL BY-LAWS

March 23, 2017

ROYAL REGINA GOLF CLUB GENERAL BY-LAWS

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SECTION 1 – MEMBERSHIP IN THE CLUB

1.1 Membership

The Membership of the Club shall consist of the following categories:

- a) Unrestricted Members
- b) Restricted Members
- c) Corporate Members
- d) Junior Members
- e) Life Members
- f) Waiting List Members
- g) Social Members
- h) Honorary Members
- i) Temporary Members
- j) Special Restricted Members
- k) Life Time Social Members
- l) Intermediate Members
- m) Spousal Restricted Members
- n) Tuesday Afternoon Ladies League Members
- o) Member in Good Standing

The Board of Governors has the authority to establish the total membership number, as well as the maximum number in each membership category.

1.2 Definitions

A Shareholder Member is a member that has been issued a share in the Royal Regina Golf Club and who has attained the age of nineteen (19) years by April 1st of the year of membership and is entitled to Shareholder privileges as determined by the Board of Governors.

- a) An Unrestricted Member is a shareholder member who is entitled to the playing rights and privileges for this category as determined by the Board of Governors.
- b) A Restricted Member is a shareholder member who is entitled to the playing rights and privileges for this category as determined by the Board of Governors.
- c) A Corporate Member is a Shareholder Member that has been approved for membership in accordance with section 1.3 of these Bylaws.
- d) A Junior Member is a member under the age of nineteen (19) years as of April 1st of the year of membership and is entitled to playing rights and privileges as determined by the Board of Governors.
- e) A Life Member is a member whom the Club wishes to recognize for his/her long and distinguished service to the Club and who has been approved as a Life Member by the Board of Governors according to the criteria established in these Bylaws.
- f) A Waiting List Member is a member who is placed on a waiting list and is eligible for admission as a Shareholder Member and is entitled to playing rights and privileges for this category as determined by the Board of Governors.
- g) A Social Member is a member that has limited playing rights and has rights to use the lounge, restaurant facilities and to attend Clubhouse functions, as determined by the Board of Governors.

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- h) Honorary Memberships are filled by the incumbent of the position of Lieutenant Governor of Saskatchewan, the position of Premier of Saskatchewan and the position of Mayor of the City Of Regina and he or she shall have the same playing and clubhouse privileges as an unrestricted member of the Club but shall not have voting rights applicable to that member category.
- i) A Temporary Member is a member approved by the Board of Governors to temporarily have unrestricted or restricted category playing privileges, but is not a shareholder.
- j) A Special Restricted Member is a shareholder member who is entitled to the playing rights and privileges for this category as determined by the Board of Governors.
- k) A Life Time Social Member is a shareholder member who has gifted their full refundable equity assessment to the Club and ceases to be an active player no longer participating in golf at the Club. A Life Time Social Member shall have all of the rights and privileges of a Social Member and be subject to membership category provisions as determined by the Board of Governors.
- l) An Intermediate Member is a shareholder member who is subject to special eligibility criteria, playing privileges and membership fee structure provisions as determined by the Board of Governors.
- m) A Spousal Restricted Member is a member who is subject to special eligibility criteria and playing rights and privileges for this category as determined by the Board of Governors
- n) A Tuesday Afternoon Ladies League Member is a member who has limited playing rights and privileges for this category as determined by the Board of Governors
- o) A member in good standing is a member in any sub-category whose golf club financial account is current in accordance with the rules and regulations and policies of the Club, and who is not currently under suspension by the Club.

1.3 Corporate Membership

The Board of Governors may approve membership for a Corporation. This term when used herein shall apply to a Limited Company, Trust and/or Loan company, Proprietorship, Partnership or Professional Firm, subject to the following:

- a) Application from a Corporation for membership must include the names of the two individuals from its staff who it proposes as its golf nominees.
- b) Each Corporate golf nominee shall comply with all the obligations of membership and enjoy all the privileges of an unrestricted member and such other course and clubhouse privileges as may be determined by the Board of Governors.
- c) A Corporation must by a date established by the Board of Governors, advise the Board of Governors, in writing, of its proposed golf nominees for the upcoming year.
- d) Each Corporation must nominate two golf nominees. The Corporate Member shall pay twice the annual membership fees applicable to an unrestricted member.

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- e) Each Corporate golf nominee must be approved by the Board of Governors.
- f) Initial Corporate membership shall require payment of twice the initiation fees for membership. Each accepted golf nominee shall have the same playing rights as an individual unrestricted member.
- g) A golf nominee of the Corporation may be changed from time to time by the Corporation upon notice in writing to the Club. Such transfer shall require specific approval of the new golf nominee by the Board of Governors and payment of a transfer fee as set by the Board of Governors.
- h) Each Corporate Member shall provide the Board of Governors with the name of its voting nominee who shall be entitled to vote on behalf of the Corporation on any matters upon which a Shareholder is entitled to vote, notwithstanding, the golf nominee and voting nominee may or may not be the same individual

1.4 Life Membership

In the rare occasion the Board wishes to recognize an individual who has rendered long and distinguished service to the Club, the Board may grant a Life Membership to such individual, on such terms and conditions as the Board may from time to time direct. The Board may take into account the following factors in granting Life Memberships:

- a) Service as Club President, Club Captain, Board Member or Board Committee Member;
- b) Winning a Club, Provincial or National Championship or other major tournament; and
- c) Other contributions of an exceptional nature toward the good & welfare of the Club.

1.5 Application for Membership

Applications for membership shall be made in such manner as prescribed by the Board of Governors. Acceptance of an application for membership is granted at the discretion of the Board of Governors. No person shall be ineligible for membership in the Club by reason of race, creed, religion, colour, sex, sexual preference, marital status, disability, nationality, and ancestry, place of origin or occupation.

1.6 Shares of the Club

All Shareholders shall be required to pay One Dollar (\$1.00) for a share, which shall be non-refundable, non-transferable and is cancelled upon the Shareholder leaving the Club or becoming ineligible for membership as a Shareholder. Each Shareholder shall be entitled to only one (1) share in the Club and one (1) vote on matters decided by a vote of the Shareholders.

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SECTION 2 – CLUB PRIVILEGES

2.1 Privileges of Guests

Guests of members shall have limited course and Clubhouse privileges as determined by the rules and regulations of the Club. The Member introducing a guest to the Club shall be liable for, and shall be responsible to pay any debt, which such guest may incur, to the Club, and for any damage done by such guest to Club property.

SECTION 3 – PUBLIC PLAY

3.1 Public Play

Public play may be allowed at the times specified by the Board of Governors, and with limited course and Clubhouse privileges, as determined by the rules and regulations of the Club.

SECTION 4 – FEES AND EQUITY ASSESSMENTS

4.1 Board of Governors to Determine Fees

The Board of Governors shall determine the amount, time and method of payment of all initiation fees and annual membership fees for each category of membership in the Club based upon the relative playing rights and privileges of each category of membership.

4.2 Membership Category Change

Members moving from one membership category to another shall be required to pay any difference in initiation fees and equity assessment applicable to the new membership categories.

4.3 Equity Assessment

The Board of Governors shall determine any shareholder equity assessments, which each shareholder shall pay to the Club. The Board shall have the power to require additional equity assessments from shareholders, subject to shareholder approval per By-law 7.2.

4.4 Failure to Pay

Any member failing to pay the initiation, equity assessments or annual membership fees or other fees applicable to the membership category by the deadline for payment may be considered by the Board of Governors to be a member not in good standing.

4.5 Departure From the Club

Upon a shareholder's departure from the Club, he/she is entitled to a return of their initial equity assessments paid to the Club. This does not include any initiation fees paid. Such refund shall occur when sufficient equity is available from other persons or corporations

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becoming a shareholder and having paid sufficient initiation to enable such a refund. The General Manager of the Club will maintain an equity refund priority list for this purpose.

4.6 Default in Payment of Fees

The Board of Governors shall have the power to suspend any Member who has defaulted in paying any annual membership fees. In the event that a member fails to pay his/her or its accounts, outstanding dues, fees, or any other liability within the prescribed times, the Club shall automatically obtain a first and prior lien on that Member's Equity Assessment and the Board is hereby empowered to dispose of such equity assessment under the terms of these By-laws. Any monies realized on the disposition of an equity assessment under this provision in excess of the amount for which the lien is held, plus reasonable costs incurred, shall be paid to the defaulting Member.

4.7 Leave of Absence

The Board of Governors may at its discretion grant any Member a leave of absence for medical or other reasons. The member granted leave remains responsible for paying all equity / initiation assessments.

SECTION 5 –SUSPENSION OF MEMBERS

5.1 Power of The Board of Governors to Suspend

The General Manager or Board of Governors shall have the power to suspend any member whose conduct shall be considered to be improper, unbecoming, or detrimental to the welfare, interest or character of the club, or who willfully commits a breach of the By-Laws, or who willfully violates or neglects the observance of any rule or regulation provided by such By-Laws, or by the Board of Governors, or any committee under the authority thereof.

A member suspended or terminated for any such offence shall be notified in writing by the General Manager or President of the charge and penalty applied against such member and be given an opportunity to be heard by the Board of Governors at a meeting called for that purpose.

The member must submit their intent to appeal the decision in writing via letter or email within three (3) calendar days of issuance of the disciplinary letter from the General Manager or President.

Upon notification of the intent to appeal the disciplinary sanction will be put in abeyance until the appeal hearing decision has been rendered. Notification of the appeal hearing date shall be deemed sufficient if mailed or delivered to the member at least seven (7) calendar days prior to the meeting of the Board of Governors at which the hearing is to be granted. The Board of Governors may or may not take further permanent action with respect to the offending Member depending upon the results of the hearing.

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SECTION 6 – PRESIDENT AND GOVERNORS

6.1 Board of Governors to Govern the Club

The government of the club shall be vested in the President, President of the Ladies Section, and eight (8) Governors elected from its Shareholders. The President, President of the Ladies Section, and the Eight (8) Governors shall be known as the Board of Governors.

6.2 Nomination of the President and Governors

All nominations for the office of President, President of the Ladies Section and Governors must be submitted in writing at least 21 days prior to the Annual General Meeting. Each nomination must have the consent of the nominee to stand for election.

6.3 Election of the President and Governors

The President, President of the Ladies Section and Governors shall be elected by a ballot at a meeting of the Shareholders of the club and such meeting shall be called the Annual General Meeting. Notwithstanding anything in these Bylaws to the contrary, Shareholders need not be present at the Annual General Meeting to cast ballots on the election of the President, President of the Ladies Section and Governors. Shareholders wishing to cast ballots prior to the Annual General Meeting must cast their ballots at least 3 business days prior to the Annual General Meeting. Advance balloting shall be subject to such other terms and conditions as the Board may from time to time prescribe. The President and President of the Ladies Section shall be elected at such Annual General Meeting to hold office for two (2) years commencing at his/her election. Four (4) Governors shall be elected at each Annual General meeting to hold office for a two (2) year term commencing at his/her election. Where a Governor ceases to be a Governor, for any reason, and where more than one (1) year remains in his/her term of office, the Board of Governors may, if it considers it necessary, fill the vacancy for the unexpired portion of the first year of the term of the person who has ceased to be a Governor, and the Governor so appointed shall hold office until the next Annual General Meeting, at which time a Governor shall be elected to hold office until the expiration of the term of office of the Governor who caused the vacancy.

Where a Governor ceases to be a Governor, for any reason, and where less than one (1) year remains in his/her term of office, the Board of Governors may, if it considers necessary, fill the vacancy and the Governor so appointed shall hold office until the next Annual General Meeting of the Shareholders.

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6.4 Voting for President and Governors

Each Shareholder in good standing shall have the right to cast one (1) vote for each of the office of President, President of the Ladies Section and one (1) vote for each Governor, to a maximum number of votes equal to the required number of Governors to be elected. Shareholders who have voted in advance, as provided by section 6.3, shall not be entitled to cast ballots at the Annual General Meeting. The candidates for the office of Governor receiving the greatest number of votes shall be elected for the longest term available, and the same procedure will be used to determine the remaining Governors from the ballots cast until all vacancies are filled. In the case of a tie, the Chairman of the meeting shall have a deciding vote. Each ballot cast for a greater number than the number of Governors to be elected shall be void.

SECTION 7 – POWERS AND DUTIES OF THE BOARD OF GOVERNORS

7.1 Powers and Duties of the Board of Governors

The Board of Governors shall have the power and duty to:

- a) contract to obtain Golf Professional services
- b) appoint the General Manager of the club, and assign the duties, term of appointment and remuneration for this position. The Board of Governors will work in conjunction with the General Manager to appoint, assign duties, term of appointment and remuneration for the Head Professional and Course Superintendent.
- c) appoint and prescribe rules for sub-committees and standing committees for general or special purposes, as the Board of Governors may deem expedient. The President shall be an ex-officio member of all committees
- d) the chair of the Golf Programs committee will be appointed Club Captain
- e) make rules and/or regulations and policies, from time to time, for the regulation of the affairs of the Club
- f) appoint a Shareholder to fill any vacancy occurring in the Board of Governors until the next Annual General Meeting
- g) elect one of the Governors to serve as Vice President during his/her term
- h) borrow money for the purposes of the Club, without special resolution or authority of the Shareholders, to an amount or amounts the Board of Governors from time to time deem necessary, and to sign, make, endorse, draw, negotiate, and otherwise deal with the Bills of Exchange, Promissory Notes, Cheques, and other Securities of the Club, and to deposit same in a Chartered Bank for the account of the Club, and for the purpose of borrowing money, to execute Promissory Notes, Bonds, Guarantees, or other documents as may be necessary or expedient

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- i) authorize capital expenditures of the Club
- j) call the Annual General Meeting of the Shareholders
- k) maintain a written record of all decisions, rules, regulations, and policies made from time to time
- l) perform such other duties and functions as these By-Laws and the business of the Club requires.

7.2 Shareholder Approval

Notwithstanding Section 7.1, the Board shall not in any given year authorize capital expenditures for any single item in excess of two hundred and fifty thousand dollars or levy additional equity assessments, unless with the approval of the Shareholders.

SECTION 8 – MEETINGS OF THE SHAREHOLDERS

8.1 Annual General Meeting

An Annual General Meeting will be held on a date between January 1st and the 30th of April in each year, as the Board of Governors may determine. The Board of Governors shall submit, at such Annual General Meeting, the audited financial statements for the preceding year, covering the affairs and activities of the Club. The appointment of the club's Auditor will be made at the Annual General Meeting by the Shareholders. The Board of Governors shall submit, at the Annual General Meeting, a report of the affairs and activities of the club. The election of President and Governors will be held at the Annual General Meeting.

8.2 Fall General Meeting

A general meeting, called the Fall General Meeting, will be held between October 1st and November 30th in each year, as the Board of Governors may determine. The Board of Governors shall submit at such Fall General Meeting an informational report of the affairs and activities of the club, including anticipated plans for initiation and membership fees for the following year, and any plans for significant expenditures for maintenance of or improvements to the course, club house or any other club asset.

8.3 Special General Meetings

Special General Meetings of the Shareholders may be called by the Board of Governors on at least fourteen (14) days' notice, to be given to all Shareholders, and such a meeting shall also be called if at least eighty (80) Shareholders in good standing so request, in writing, to the Board of Governors. Any notice calling such Special General Meeting shall state in concise form the nature of the business proposed for such a meeting.

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8.4 Votes at Meetings of Shareholders

Each good standing Shareholder present shall have the right to cast one (1) vote on each question to be decided at a meeting of Shareholders. Subject to Article 6 (Election of Board), all questions shall be decided by a majority vote of the Shareholders present at the meeting. The Chairman of the meeting shall have a second casting vote in the case of a tie. Votes at the meeting shall be decided on a show of hands, unless the Board or, at least twenty percent (20%) of the Shareholders present, request the question be decided by secret ballot.

8.5 Quorum at Meeting of Shareholders

The quorum at any meeting of the Shareholders shall be eighty (80) Shareholders in good standing, providing that if a quorum is not present at the time the meeting was called for, the meeting shall stand adjourned for ten (10) minutes, after which time the aforementioned Shareholders present shall constitute a quorum.

8.6 Chairman of Meetings of Shareholders

The President of the Club shall be the Chairman of meetings of Shareholders, and if the President is absent, the Vice President shall be the Chairman, and if the Vice President is absent, the Shareholders present at any such meeting shall elect a Chairman for the Meeting from any Shareholders present at the meeting.

SECTION 9 – MEETINGS OF THE BOARD OF GOVERNORS

9.1 Method of Calling Meetings

Meetings of the Board of Governors may be called at any time at the request of the President, or in his/her absence, at the request of the Vice President, and shall, in any event, be called within 30 days of receipt by the President of a request in writing made by three (3) Governors.

9.2 Location of Meetings

All meetings of the Board of Governors shall be held at the Clubhouse, or at such place in the City of Regina as the President or, in his/her absence, the Vice President, may select.

9.3 Quorum

Six (6) members of the Board of Governors shall constitute a quorum.

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9.4 Votes at Meetings

All questions shall be decided by a majority vote of the Board members present provided a quorum is present. The President shall only have the right to vote on any questions in the case of a tie.

9.5 Continued Absence of a Governor

Any Governor absent for three (3) consecutive meetings of the Board shall cease to hold office, unless excused from attendance by the Board.

9.6 Meeting by Telephone

If all the Governors consent, a Governor may participate in a meeting of the Board by means of telephone or such other communications facilities as permit all persons participating in the meeting to hear each other, and a Governor participating in such a meeting by such means is deemed to be present at the meeting (including for the purposes of quorum). Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board.

9.7 Resolutions in Lieu of Meetings

A resolution in writing signed by all Governors entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a meeting of the Board.

SECTION 10 – FISCAL YEAR

10.1 Fiscal Year

The fiscal year-end of the Club shall be December 31st of each year.

SECTION 11 – AMENDMENT OF BY-LAWS

11.1 Procedure to Amend By-Laws

The Board of Governors may, by a vote of two-thirds (2/3) of those present at a meeting of the Board of Governors, repeal, vary or rescind any By-Law or enact new By-Laws, but any such change, unless in the meantime confirmed, altered, amended or varied by a vote of two-thirds (2/3) of the Shareholders present at a meeting of the Shareholders, shall have force only until the next Annual General Meeting, and, if not then confirmed, altered, amended or changed by a vote of two-thirds (2/3) of the Shareholders, the change shall cease to be in force.

11.2 Certain Amendments to be Published

Any amendment to the By-Laws made by the Board of Governors, after the Annual General Meeting, shall be published in the Clubhouse within seven days (7) after the passing of such amendment, but an accidental omission to publish such an amendment shall not invalidate the amendment.

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11.3 Notice of Change In By-Laws Proposed By A Shareholders

Notice in writing of any change in the By-Laws of the Club, to be proposed at any meeting of the Shareholders, must be provided to the Board of Governors at least thirty (30) days before such meeting.

The Board of Governors shall publish Notice of any proposed bylaw change in the Clubhouse at least 14 days before the Shareholders meeting at which the proposed changes shall be considered.

SECTION 12 - AMENDMENT OF RULES, REGULATIONS OR POLICIES

12.1 Procedure to Amend Rules, Regulations or Policies

Any Shareholder proposing a resolution to require the Board of Governors to make, repeal, vary or rescind any existing rule, regulation or policy must provide notice in writing of such proposed rule, regulation or policy change to the Board of Governors at least thirty (30) days before the Shareholder meeting at which the proposed changes shall be considered.

The Board of Governors shall publish Notice of any proposed rule change in the Clubhouse at least 14 days before the Shareholder meeting at which the proposed changes shall be considered.

SECTION 13 - METHOD OF SHAREHOLDER VOTING

13.1 Method of Voting

Notwithstanding section 8.3 the Board of Governors may determine that any proposed change to existing rules, regulations, bylaws, or policies is of such significance that all Shareholder Members shall be entitled to vote by ballot for such purpose, at such time and place as it reasonably appoints,

SECTION 14 – ENDORSEMENT OF CHEQUES, ETC.

14.1 Document Attestation

All mortgages, debentures, bills of exchange, promissory notes and other documents executed by the Club, shall be attested by the signatures of any two of the General Manager and the designated signing officer members of the Board of Governors. Unless the context otherwise requires, all such documents shall be sealed with the Club's seal.