

BY - LAWS OF THE KEN-WO COUNTRY CLUB
(Incorporated Chapter 172 N.S. Acts of 1921)

ARTICLE 1

Name

The name of the corporation is "The Ken-Wo Country Club", referred to in these By-Laws as the "Club".

ARTICLE 2

Interpretation and Legal Compliance

- a) In these By-Laws, words in the singular include the plural and words in the plural include the singular; words importing male persons include female persons and words importing female include male persons.
- b) All by-laws, rules, terms of reference, and decisions by the Board of Directors (the "Board"), or actions or decisions of any other person in authority with respect to the activities of the Club, shall be in compliance with all applicable laws and regulations. In particular, without limiting the generality of the foregoing, the activities of the Club shall be in compliance with the following statutes of Nova Scotia: the Environment Act, the Human Rights Act, the Occupational Health and Safety Act, and the Labour Standards Code.

ARTICLE 3

Membership

As the Club is incorporated for the purpose, among other things, of promoting the game of golf, persons other than shareholders of the Club may be admitted to such privileges in the Club as may be defined in these By-Laws. Persons shall be admitted as members of the Club in one of the following categories:

- (a) A Shareholder Member is a person who is and continues to be the holder of one or more shares in the Club. A Shareholder Member shall have one vote only at shareholder meetings irrespective of the number of shares held. Such members shall be entitled to enjoy all the privileges of the Club.

- (b) A Non-Shareholder Member is a person who does not hold a share in the Club, but such a Non-Shareholder Member shall be entitled to enjoy all of the privileges of the Club. However, while a Non-Shareholder Member may attend the Annual General Meeting, he or she is not eligible to vote or participate in the Annual General Meeting.
- (c) An Intermediate Member is a Member who, as of April 1st of the current playing year, was at least 19 years of age and had not reached 26 years of age. Such a member shall generally have the privileges of a Non-Shareholder Member.
- (d) A Junior Member is a Member who, as of April 1st of the current playing year, has not reached 19 years of age. Such a member shall enjoy such privileges as are determined from time to time by the club.
- (e) A Social Member is a person who shall enjoy the privileges of the Club House only. A Social Membership shall not entitle such a member to play golf.
- (f) An Honorary Member is a person whom the Board, by vote, have elected as such for an indefinite period, in recognition of important or distinguished service to the Club or to the public generally.

ARTICLE 4

Guests

Any member may introduce a guest and shall thereupon register beside the member's own name; the guest's name, place of residence, and date of introduction in a "Visitor's Book" kept for that purpose on the premises. Guests may have the privileges of the Club House, but if they wish to play golf a greens fee shall be paid.

ARTICLE 5

Deemed Resignation of Membership

Any person, regardless of such person's prior membership status, who has not paid his or her annual membership fee prior to April 1st in any playing year, may be deemed to have resigned as a member of the club and shall be disentitled to enjoy the privileges of the Club associated with such person's prior membership status. Any such person wishing to be readmitted as a member of the Club shall be put on a waiting list kept for such purpose, if applicable.

For greater certainty, this Article applies to the privileges of the Club afforded to Shareholder Members, but does not affect such shareholder's ability to vote at the Annual General Meeting or Special meetings of the Shareholders.

ARTICLE 6

Suspension and Expulsion of Members

- a) The Human Resources and Discipline Committee (HRDC) shall make recommendations regarding the suspension or expulsion of any person who holds a membership (Shareholder Member, Non-Shareholder Member, Intermediate Member, Junior Member, Social Member or Honorary Member) to the Board for determination.
- b) In making the recommendation to the Board, the HRDC shall consider the following factors:
 - Whether the conduct of the member was improper, unbecoming, or likely to endanger the welfare of the Club or its members;
 - Whether the member violated or neglected to observe a Rule, Policy, Regulation, or By-Law of the Club;
 - Whether the member failed to abide by or ignore any Resolution, Rule, Order or Direction of the Board or any Committee of the Club; and
 - Whether the member violated any Provincial or Federal Legislation.
- c) The HRDC has the authority to make such inquiries as the HRDC deems necessary in order to make a determination of the issue including any recommendations to the Board.
- d) The HRDC may (at its option) appoint a person or persons, who need not be members of the Club, (the "Investigator") to conduct an investigation and the Investigator shall make such inquiries and tender such reports as the Investigator deems necessary in the circumstances.
- e) Prior to making a recommendation regarding the suspension or expulsion of a member, the HRDC shall notify the member of the complaint and nature of the investigation including copies of any reports submitted by the Investigator and the HRDC shall advise that the member may request an opportunity to be heard by the HRDC.
- f) The notification shall be sent to the member's last known address (as stated in the Club Records) by Registered Mail or by personal service.

- g) A member so notified shall have 5 days from receipt of the Registered Mail or personal service to contact the HRDC and request an opportunity to be heard. If the member does not request an opportunity to be heard by the HRDC within 5 days of the Registered Mail or personal service then the member is deemed to have declined the opportunity to be heard by the HRDC.
- h) If a member requests an opportunity to be heard then the HRDC shall arrange for a meeting with the member and the meeting shall take place within 10 days of the receipt of the request by the member to have such a meeting.
- i) If the member does not request a meeting in the time stipulated above then the HRDC shall hold a meeting at a time and place to be determined by the HRDC.
- j) The HRDC shall render its decision regarding the suspension or expulsion of the member and provide the Board with any necessary recommendation(s) within 10 days of the meeting.
- k) Within 30 days of receipt of a recommendation from the HRDC regarding suspension or expulsion of a member, the Board shall hold a meeting at which time the Board shall: 1) adopt the recommendation of the HRDC, 2) reject the recommendation of the HRDC, or 3) render its own decision on the matter.
- l) The member shall be advised of the decision of the Board within 10 days of the decision being rendered and the method of notification shall be by way of Registered Mail or personal service.
- m) Within 30 days of being notified of the decision of the Board, a member that has been advised of their suspension or expulsion may seek a reinstatement by submitting a request for a Special Meeting of the Board, in writing (letter or e-mail, to the Secretary.
- n) Within 7 days of receipt of a written request for a Special Meeting, the Secretary shall call a Special Meeting of the Board and the member shall be advised of the time, place and date of the Special Meeting.
- o) The member shall be provided with an opportunity to address the Board at the Special Meeting.
- p) Within 5 days of the Special Meeting, the Board shall decide the matter, in a written decision, provided that a decision to reinstate shall require a vote of 2/3 of the Directors present at the Special Meeting.

- q) A copy of the decision of the Board shall be provided to the member by way of Registered Mail or personal service.
- r) A copy of the decision of the Board shall also be retained by the Club provided that the decision shall only be accessible to the Director of Golf and the Board.
- s) In the event that a member is expelled, the member shall be entitled to be reimbursed for the face value of any shares in the Club held by the member and also the annual membership fee on a pro-rate basis (considering the days remaining in the golf season for the year).
- t) There is no entitlement to reimbursement for a member who is suspended.

ARTICLE 7

Shareholder Meetings

- a) An annual meeting of shareholders shall be held on or before the third Monday of January, of the immediately following year at the Club, at a time to be fixed by the Board. If for any reason the annual meeting cannot be held on or before the third Monday of January, the Board shall call a meeting for a later date.
- b) The order of the business at annual meetings shall be:
 - (i) To approve the minutes of the previous annual meeting and of any special meetings held during the year.
 - (ii) To receive and consider the annual financial statements of the Club and the reports of the President, the Vice-President, the Secretary, the Treasurer and other Officials and Committees.
 - (iii) To consider and decide upon any changes in the By-Laws.
 - (iv) To determine the extent of the review of the Club's financial records for the next financial year in accordance with the provisions of Article X of these By-Laws and to appoint a Chartered Accountant to perform such review.
 - (v) To consider any unfinished business.
 - (vi) To consider any new business.

- (vii) To elect the Directors.
- c) The election of the Directors shall be conducted by a show of hands of shareholders. If a majority of attending shareholders requests a ballot on the election of Directors, then a written vote by ballot shall be conducted. If there are nominations in accordance with Article 8 b) the vote shall be by written ballot. The Board shall appoint a committee of three people who are not members of the Board or candidates for election to supervise the election. Those names receiving the greatest number of votes cast shall be declared elected.
- d) If the majority of attending shareholders request a ballot on any matter, then a written vote by ballot shall be conducted.
- e) A special meeting of the shareholders may be called at any time by the Board, and the President shall call a special meeting of the shareholders, whenever requested to do so, in writing, by not less than twenty five (25) shareholders of the Club. Such request of the President shall state the purpose of such special meeting.
- f) Notice of the time for the holding of the annual meeting or of a special meeting of the Club shall be given at least ten days previous thereto by mailing or e-mailing a notice of such meeting duly addressed to each of the shareholders of the Club at their last known address or the email address on file with the Secretary.
- g) A shareholder may vote in person or by proxy at every shareholders meeting provided that:
 - (i) such shareholder shall have paid all share subscriptions owing and is not in default in the payment of dues;
 - (ii) the holder of a proxy shall be a shareholder; and
 - (iii) no shareholder shall vote as a proxy for more than five other shareholders on any one issue at any annual or special meeting of the shareholders.
- h) The Chairperson presiding at any shareholders meeting shall not vote on any matter being considered by the shareholders present except in the event of a tie vote in which case the Chairperson shall make the deciding vote.
- i) Not less than fifty (50) shareholders present in person shall constitute a quorum for the transaction of business at any annual or special meeting of the shareholders.

ARTICLE 8

Board of Directors

- a) The Board of Directors shall be responsible for the oversight of all affairs of the Club.
- b) Membership and Term
 - (i) The Board of Directors shall consist of 10 Shareholder Members of the Club, in good standing, including one representative from the Women's Division and one representative from the Senior Men's Organization. The Board of Directors shall exercise all powers of management of the policies of the club not specifically excepted by these By-Laws.
 - (ii) The Directors shall hold office for a term of three years or until their successors are elected except that, subject to the provisions of Articles 14 and 15 the term for the Board representatives from the Women's Division and the Senior Men's Organization shall be two years. For greater certainty, there shall be no minimum number of terms for which a Director may be elected.
 - (iii) In the event of a vacancy through death, resignation, disqualification or other cause occurring on the Board, the remaining Directors, even if less than a quorum, may appoint a successor(s) by majority vote to hold office as a Director until the next annual meeting of the shareholders or as follows:
 - ♣ if the leaving member is in their last year, the Board shall have the option of replacing that person until the AGM or not replacing them at all until the AGM
 - ♣ if the leaving member is in their second year, the Board shall appoint someone to serve on the Board for the remainder of the leaving person's term
 - ♣ if the leaving person is in their first year, the Board shall have the option of replacing that person until the AGM or not replacing them at all until the AGM
- c) Nominating Committee and Nominations
 - (i) At least eight weeks prior to the Annual Meeting, the Board of Directors shall appoint a nominating committee consisting of three Shareholder Members of the Club, at least two of whom are not Directors.
 - (ii) At least four weeks prior to the Annual Meeting, the Nominating Committee shall submit to the Board for approval a list of nominees to fill any vacancies for the term of office beginning on the day of the meeting. The list of nominees shall include nominees provided by each of the Women's Division and the Senior

Men's Organization. Once approved, the list shall be communicated to the shareholders.

(iii) The names of other Shareholder Members, including those who are members of the Women's Division and the Senior Men's Organization, in good standing may be nominated by two (2) Shareholder Members in good standing and submitted to the Board at least two weeks prior to the Annual Meeting.

(iv) At least ten (10) days prior to the Annual Meeting, a list of all candidates shall be communicated to each Shareholder Member at their last known address and a copy of such list shall be posted on the club bulletin board/website.

(v) In the case where a vote is necessary, voting shall be by written ballot and those names receiving the greatest number of votes shall be declared elected.

- d) The Board of Directors shall meet at such time and places as they may select and a majority of the Board shall constitute a quorum at any meeting.
- e) Any Director who shall be absent without reasonable cause from four consecutive meetings of the Board shall be deemed to have resigned as a Director. The Board shall at once appoint a new Director and instruct the Secretary to notify the defaulting Director that the vacancy on the Board resulting from the Director's resignation has been filled.
- f) The Board shall annually appoint a Director to serve as Treasurer, who shall also serve as Chair of the Finance Committee. The Board shall also appoint the Chairs of the Greens and Long Range Planning Committee, the Membership Committee, the Marketing and Promotion Committee, the Human Resources and Discipline Committee, and such other committees as the Board from time to time deems appropriate. The Director of Golf will serve as Secretary at Board meetings.
- g) Notice of all meetings of the Board shall be given to each Director in writing either in person or by mail, fax, e-mail, or such other written form of communication as is appropriate. The notice shall be given at least twenty-four (24) hours prior to the time appointed for such meeting. In the event that an emergency meeting is required, notice may be given by telephone or such other form of rapid communication as is available. The majority of the Board shall constitute a quorum at any meeting.
- h) The Directors shall cause true accounts to be kept of the assets and liabilities of the Club, of the sums of money received and expended by the Club and of all matters pertaining to the business of the Club.

- i) The Directors shall place before the shareholders at each annual shareholder's meeting a statement of the income and expenditures for the past year, together with a statement showing the assets and liabilities of the Club.
- j) The President, or if absent the Vice-President, or if both are absent the Treasurer shall act as Chairperson of all meetings of the Board. The Chairperson shall not vote on matters being considered at meetings of the Board, except in the event of a tie vote the Chairperson shall make the deciding vote.

ARTICLE 9

Officers and Committees

- a) Within 60 days after the Annual General Meeting and Election, the Board of Directors shall meet and select the officers provided that the Director of Golf shall be selected as the Secretary. In addition, each Director must sign a confidentiality agreement at this meeting. Should a Director not be available to sign the confidentiality agreement at this time, they must do so at the earliest possible opportunity.
- b) The Officers shall consist of the following:
 - (i) President
 - (ii) Vice-President
 - (iii) Secretary (Director of Golf)
 - (iv) Treasurer
- c) The Board of Directors shall authorize and define the powers and duties of all committees. The chairperson and members of all committees shall be appointed by the president, and the president shall be an ex-officio member of all committees except the nominating committee.
- d) The Board shall appoint a Director as President and a Director as Vice-President for a term of one year provided that the Board may reappoint the President or Vice-President for only one successive term thereafter.
- e) The President shall preside at all meetings of the Board or shareholders, if present. The President shall also call the meetings of the Board and shareholders, when necessary, and shall advise and assist the other Officers of the Club and committees of the Club.
- f) The Vice-President shall act instead and in place of the President when the latter is absent.

- g) The Secretary shall:
- (i) keep a record of all proceedings at the meetings of the shareholders and of the Board;
 - (ii) be the custodian of the corporate seal of the Club and the Club's books, papers, records and other documents and deliver any or all of these as and when directed by the Board;
 - (iii) give notice of all meeting of the shareholders and of the Board;
 - (iv) conduct the correspondence of the Club;
 - (v) keep records in which are recorded alphabetically the names of all persons who are and have been shareholders along with their addresses, the number of shares held, the amount paid in and the amount remaining unpaid respectively of each shareholder, and all transfers of shares, with the date of the transfer and other particulars noted;
 - (vi) Keep such other records as the Board may determine from time to time.
- h) All cheques, drafts, notes or orders for payment of money shall be signed by two signing officers as agreed to with the Club's chartered bank.

ARTICLE 10

Appointment of Chartered Accountants

Shareholders shall appoint a Chartered Accountant to perform either an audit or a review engagement of the financial records of the club as determined annually. When an audit is chosen:

- a) An Auditor or firm of Auditors shall examine and audit all the books, vouchers and accounts of the Club as well as all documents having reference to the business thereof. The Auditor or Auditors shall make a report of the year prior to the shareholders' Annual Meeting. Such report may contain recommendations from time to time by the Auditor or Auditors as to improvements that may be made in the keeping of the Club's records and the handling of its finances.

When a review engagement is chosen:

- b) A Chartered Accountant firm shall review the financial statements of the Club.

The Chartered Accountant firm shall make available a review engagement report prior to the shareholders' Annual Meeting. This engagement shall include a review of the balance sheet and statement of income, retained earnings, and cash flow for the year then ended. This review will be performed in accordance with Canadian generally accepted accounting standards for review engagements.

ARTICLE 11

Financial Year

The financial year of the club shall commence on November 1st of each year and close on October 31st of the following calendar year.

ARTICLE 12

Annual Dues and Subscriptions

- a) The annual share subscription, if any, payable by shareholders, and the annual dues payable with respect to the various categories of membership shall be approved by the Board as soon as possible after the fiscal year end. The Board shall also approve the amount of the entrance fee, if any, payable by new members.
- b) After the amount of such annual share subscriptions and dues are determined, the Secretary shall notify each member of the amount owed by the member for the applicable year.

ARTICLE 13

Committees

Committees are to be chaired by members of the Board. Committee members are to be appointed annually; membership of all committees should reflect the Club's membership in general, with respect to age and gender. Committees report to the Board.

a) Duties of Committees

(i) Finance Committee - The Finance Committee shall monitor the proper management of the club's finances

(ii) Greens and Long Range Planning (GLRP) - The GLRP shall monitor the maintenance and development of the golf course, including its clubhouse, other buildings and the property.

(iii) Membership Committee - The Membership Committee shall provide strategic advice to the Director of Golf regarding the satisfaction and retention of the membership base. The committee shall support the social activities of the club and contribute to member communication.

(iv) Marketing and Promotion - The Marketing and Promotion Committee shall oversee the programs that promote the use of the golf course and the Club facilities so that Club revenues are maximized.

(v) Human Resources and Discipline Committee (HRDC) - The HRDC is responsible for working with the President on the annual review of the Director of Golf, for overseeing compliance with appropriate HR policies, and for following the procedures described in Article 6, Suspension or Expulsion of Members. The Chair of the HRDC is also responsible for responding to any complaints of harassment by the Director of Golf, as described in the Anti-Harassment Policy.

(vi) Nominating Committee - The Nominating Committee is responsible for proposing suitable candidates for membership on the Board and its Committees and bringing these names forward for consideration by the Board or the Shareholders, in accordance with these By-Laws.

b) Overlapping Responsibilities - Should the responsibilities of two or more committees overlap, the Board shall determine which committee shall have the overriding responsibility.

ARTICLE 14

Women's Division

- a) The name of the association shall be the Ken-Wo Women's Division (the "Division") and is comprised of all female members of Ken-Wo aged 19 and over.
- b) The Executive shall consist of a Past President, President, Vice-President, Secretary-Treasurer, Handicap Chair, Match Chair, Prize Chair, House Chair and Publicity Chair. These positions will be for a two year term. Reappointment, as recommended by the Division's Nominating Committee, can occur if agreed to by the individual, the Executive and the membership of the Division.
- c) The Division shall nominate a Shareholder Member as its representative on the Board. The name shall be provided to the Nominating Committee who will recommend nomination to the Board in its report to the Annual General Meeting of shareholders.
- d) Rules of Golf - The Rules of Golf as adopted from time to time by Golf Canada shall govern play on the course except where local rules of the Club apply.
- e) Objectives
 - i) To provide a focus for the expression of the opinions and recommendations of the Division's members in matters affecting their interests as Women Ken-Wo members.
 - ii) To promote greater interest and participation in the Club's golf and social activities.
 - iii) To advance friendship and opportunities for women's golf at Ken-Wo.

ARTICLE 15

Senior Men's Organization

- a) The name of the association shall be the Ken-Wo Senior Men's Organization (the "Organization").

- b) The executive shall consist of a President, Vice President, Secretary -Treasurer, Match Chair and others as deemed necessary by the executive. These positions will be for a two year term. Reappointment, as recommended by the Organizations' Nominating Committee, can occur if agreed to by the individual, the Executive and the membership of the Organization.
- c) The Organization shall nominate a Shareholder Member as its representative on the Board. The name shall be provided to the Nominating Committee who will recommend nomination to the Board in its report to the Annual General Meeting of shareholders.
- d) Membership Qualifications - To be eligible to join the Organization, one must be a male member of the Club, in good standing and has reached the age of 50 years.
- e) Rules of Golf - The Rules of Golf as adopted from time to time by Golf Canada shall govern play on the course except where local rules of the Club apply.
- f) Objectives
 - i) To provide a focus for the expression of the opinions and recommendations of the Organization's members in matters affecting their interests as Senior members of the Club.
 - ii) To promote greater interest and participation in the Club's golf and social activities.
 - iii) To advance friendships and opportunities for senior men's golf at the Club.

ARTICLE 16

General

- a) No article of any kind shall be exposed for sale by members nor shall any publication be circulated or advertisement be posted in the clubhouse without the expressed permission of the Director of Golf
- b) No members or guests shall bring an animal upon the property of the Club, except when required to assist a disabled person. No members or guests shall drive, ride or engage in any other recreational activity other than golf on the course without the prior authorization of Director of Golf

- c) No articles belonging to the Club shall be removed from the clubhouse or grounds without permission from the Director of Golf

ARTICLE 17

Amendments

- a) These By-Laws may be amended by a two-thirds vote of the shareholders at any annual meeting or at any special meeting called for such purpose.
- b) A Shareholder Member proposing an amendment or amendments shall forward a copy of the same to the Secretary at least two weeks before the meeting at which the same is to be considered, and the Secretary shall notify all shareholders of the proposed amendment or amendments at least ten days before the meeting at which it is to be considered, or the Secretary may give notice of the general intent of the proposed amendment or amendments by one week's notice in a newspaper in general circulation in the County of Kings.

These By-Laws revised and consolidated and approved at the 94th Annual Shareholders Meeting held at New Minas, Kings County, Nova Scotia, on this 18th day of January, 2016.

Signed: Phil Feely, President

Rene MacKay, Secretary