

## YELLOWKNIFE GOLF CLUB CO-OPERATIVE LIMITED BY-LAWS

### Title of By-laws

1. The By-laws may be cited as the Yellowknife Golf Club Co-operative Limited. By-laws.

### Interpretation

2. In these By-laws, unless the context otherwise requires:
  - (1) "Act" means the *NWT Co-operative Associations Act*
  - (2) "The Supervisor" means the Supervisor of the Co-operative Associations appointed under section 2 of the *Act*
  - (3) "Board" means the Board of Directors of the Co-operative;
  - (4) "Director" means a member of the Board other than a member of the Executive Committee;
  - (5) "Executive Committee" means the members of the Board mentioned in Section 22;
  - (6) "the Co-operative" means the Yellowknife Golf Club Co-operative Limited;
  - (7) "Member" means a member in good standing of the Co-operative; and
  - (8) "Auxiliary Member" means anyone who has paid the green fees in accordance with section 7(1).

### Membership

3.
  - (1) Any person aged 12 or over, whose application is accepted by the Board and who pays an annual membership fee in an amount set by the Board is entitled to be a member of the Co-operative.
  - (2) The Board may divide the membership into different classes of members, establish membership fees for each class and define the privileges of

each class of membership including honorary membership.

- (3) The membership year consists of the twelve months commencing January 1st of each year.
4. The Board of Directors, at any regular meeting by majority vote, may grant a honorary life membership to any person who, in the opinion of the Board, has rendered outstanding service to the Co-operative.
5. A member may withdraw from the Co-operative by providing the Secretary a notice of his/her withdrawal.
6. (1) A member who fails to comply with the Act or these by-laws may be expelled by the Co-operative after:
  - (a) a hearing; and
  - (b) a 2/3-majority vote of the members present at a special general meeting called to consider the expulsion
- (2) The Board may, by resolution, remove a Director from office where, in the opinion of the Board, such removal would be in the best interests of the Co-operative.
7. (1) Except as authorized by the Board, only members or auxiliary members of the Co-operative may make use of Association's facilities.
- (2) Notwithstanding subsection (1), the Board or the Manager may suspend or prohibit any persons from using the facilities of the Co-operative for any period of time deemed necessary.
8. Every member and every guest shall use the facilities of the Co-operative with respect and in consideration of other members and in accordance with the Code of Conduct.

### **First general meeting**

9. The first general meeting of the Co-operative shall be held within three months of Incorporation and shall include the confirmation of directors and the appointment of an auditor. At this first meeting the current directors of the Yellowknife Golf Club, an organization registered under the NWT Societies Act, shall be confirmed as the first directors for the Co-operative. The first election for the Co-operative shall be held at the first Annual General Meeting held in accordance with section 10 of these by-laws.

### **Meetings**

10. The Annual General Meeting shall be held in September or October of each year at a place and date to be fixed by the Board. An additional Spring General Meeting shall be held annually in April or May of each year. The Board shall give at least fourteen days notice of the meeting. Such notice shall be given by placing an advertisement in the local newspaper for two consecutive weeks prior to the Annual General Meeting. However, where an extraordinary resolution is to be presented at the meeting, the notice:
  - (a) shall be mailed at such time as to give each member not less than 30 days notice; and
  - (b) shall specify the intention to propose the resolution as an extraordinary resolution
  
11. A Special General Meeting of the Co-operative may be called at any time by the President or by any ten members in good standing by requesting the Secretary to give notice of such meeting. Such notice shall be given by placing advertisements in local newspapers seven days prior to the Special General Meeting. . However, where an extraordinary resolution is to be presented at the meeting, the notice:
  - (a) shall be posted in the newspaper at such time as to give each member not less than 30 days notice; and
  - (b) shall specify the intention to propose the resolution as an extraordinary resolution

### **Power of Supervisor to call meetings**

12. (1) If the Co-operative fails to hold an annual general meeting, the supervisor may call a general meeting of the Co-operative to enable the members to secure such information regarding its affairs as they are entitled to receive under the Act and to deal with any matter affecting the Co-operative or its affairs.
  
- (4) The supervisor may call a special meeting of the Co-operative for the purpose of reporting to the members the result of any audit, examination or other investigation of the affairs of the Co-operative ordered or made by him or her.
  
13. Ten members present shall constitute a quorum at a general meeting of the Co-

operative.

14. If within thirty minutes after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to a time within two weeks as determined by the persons who called the meeting, or the President.
15. The Chairman of any meeting shall be the President, or in his absence the Vice-President, and if neither officer is present at the meeting the Chairman shall be a member elected by the members present.
16. Except where, in the discretion of the Executive Committee a different order of items of the agenda would be more feasible, the Agenda to be followed at every Annual General Meeting of the Co-operative shall be as follows:
  - (1) The approval of the Minutes of the previous meeting.
  - (2) The report of the President consisting of a statement of his stewardship outlining the significant events of the previous year.
  - (3) The Treasurer's report of the financial affairs of the Co-operatives including a summary of the preceding season's financial results.
  - (4) Reports of Committees.
  - (5) Other business relating to previous year.
  - (6) Nomination of candidates for President and Directors.
  - (7) Election of a President and Directors.
  - (8) Alterations of By-laws (if any), and
  - (9) New business.
17. Except where, in the discretion of the Executive Committee a different order of items of the agenda would be more feasible, the Agenda to be followed at every Spring General Meeting of the Co-operative shall be as follows:
  - (1) The approval of the Minutes of the previous meeting.
  - (2) The report of the President outlining significant issues for the upcoming season.
  - (3) The Treasurer's report of the financial affairs of the Co-operative from the

preceding year. This should include the presentation of the Auditor's report.

- (4) Reports of Committees
- (5) Other Business
- (6) Alterations of By-laws (if any), and
- (7) New Business

### **Voting and Procedure**

- 18. (1) Voting on any motion shall be by a show of hands unless a majority of members present determine otherwise.
- (2) The election of the President and the Directors shall be by secret ballot.
- (3) Where the number of candidates for election does not exceed the number of directors to be elected, all the candidates shall be declared elected.
- (4) Members may vote for any number of Directors, up to the maximum number of directors being elected. Any ballot containing the names of more than the number to be elected is void.
- (5) The Chairman of any meeting shall not vote on any question, other than during an election, except in the case of a tie vote when he may cast the deciding vote.
- (6) Members present at meetings, who are over the age of 18, shall be entitled to one vote on each question before the meeting.
- (7) Each question shall be decided according to the majority vote, except in respect of an extraordinary resolution, which requires the affirmative vote of not less than three-fourths of the members present.
- (8) Voting by proxy shall not be allowed.
- (9) Except as otherwise provided in these By-laws, all procedural matters shall be determined in accordance with Robert's Rules of Order.
- 19. (1) The Board of Directors shall consist of the President and up to 10

individuals;

- (2) The Board as elected shall include an Executive Committee consisting of the President, the Vice President, the Secretary and the Treasurer;
  - (3) The President shall be elected for a two-year term and Directors shall be elected for two-year terms expiring on alternate years. Five Directors' terms will expire on odd years and five Directors' terms will expire on even years. Once elected the term of office will last until the conclusion of the Annual General Meeting in the year the term expires.
  - (4) No member who is under 19 years of age shall be a director of the Co-operative.
20. (1) Elections shall be held annually at the Annual General Meeting.
- (2) The President shall be elected separately by the members of the Co-operative at the Annual Meeting and the new Board shall elect the remainder of the Executive Committee as soon as possible after the Annual General Meeting.
21. Where for any reason a vacancy occurs on the Board, the Board may, by resolution, fill the vacancy.
22. With the exception of one position on the Board of Directors only members of the Co-operative in good standing are eligible to serve on the Board. The purpose of the one exception is to solicit a non-golfing representative from within the Community of Yellowknife.

### **Board Meetings**

23. (1) The Board shall hold meetings as and when required but not less than quarterly.
- (2) The President or any five members of the Board may call special meetings of the Board as and when required. Every effort will be made in advance to notify all Board members of the meeting.
- (3) The Majority of those members serving on the Board shall constitute a quorum.
- (4) **E-Vote.** Voting by electronic mail (e-mail) is permitted under these Bylaws. Such calls of vote are to be reserved for issues of importance. This may

arise, for example, in the event a quorum is not present at a formal meeting, or in the event that Board action is considered desirable at a time between regularly scheduled meetings. In such cases, all Board Directors have the right to submit a vote within a specified time period (no less than 48 hours, no more than 7 calendar days). Vote by e-mail will be conducted in the following manner:

a. The President or any three (3) Directors may request a vote via e-mail. Directors shall have 3 options regarding their vote:

i. Vote to pass the motion

ii. Vote to reject the motion

iii. Express the opinion that the motion is not amenable to an electronic vote.

b. If any member objects to the electronic vote, the motion would remain subject to the "in person" quorum voting rules. If no objections are received, a simple majority of all Board Directors is required to pass the vote.

c. All directors must have access to electronic mail, and it is the responsibility of each director to inform the General Manager of the correct e-mail address for purposes of correspondence and e-mail voting.

### **Powers and Duties of the Board**

24. The Board of Directors shall, subject to these By-laws, have the general administration, control and operation of the Co-operative and its facilities and may:
- (1) Hire such employees as it deems necessary to operate and maintain the Co-operative;
  - (2) Exercise the powers of the Co-operative as a co-operative society as set out in the *Act*.
  - (3) Manage the financial affairs of the Co-operative including the borrowing of funds.
  - (4) Set the amount of remuneration, if any, payable to employees of the Co-operative.
  - (5) Perform such other duties as may be necessary in the best interests of the Co-operative.

Any Capital projects that require the borrowing of funds shall have approval from the membership in advance.

### **Executive Committee**

25. (1) There shall be an Executive Committee of the Board, which shall consist of the President, the Vice-President, the Secretary, and the Treasurer.
- (2) The duties of the Executive Committee Members shall be as follows:
  - (a) **President:**  
In addition to chairing all meetings of the Board of Directors and Executive Committee the President shall be responsible for the overall direction of the Board and the operations of the Club. The president shall, with the secretary, sign, execute and deliver all deeds or conveyances of personal or real property, all agreements for sale or purchase of land, all mortgages, leases and other legal documents, which the Board may order executed. The President shall be the Public Spokesperson on behalf of the Co-operative.
  - (b) **Vice-President:**  
Stand in as Chair for the President during periods when he or she is absent or unable to carry out the normal duties of the position. Work with appropriate committee chairpersons to develop and update the Club's long term plans. If the office of the president becomes vacant, the board may appoint the vice-president or any other director to be president until the next annual general meeting.
  - (c) **Secretary:**  
Shall ensure a complete and accurate set of minutes and other vital documents of the club are maintained. The Secretary shall be responsible for recording minutes at all meetings of the Co-operative, the Board and Executive Committee. The secretary shall, with the president, sign, execute and deliver all deeds or conveyances of personal or real property, all agreements for sale or purchase of land, all mortgages, leases and other legal documents, which the Board may order executed.
  - (d) **Treasurer:**  
Shall ensure a complete and accurate set of financial records, are maintained. The Treasurer shall be responsible for ensuring that standard accounting practices are followed in the financial affairs of



the club.

- (e) In general the Executive committee shall be responsible for employing and dismissal of Management staff. They shall approve expenditures of funds in excess of \$5000.00 unless it collectively chooses to delegate that authority.
26. (1) In order to carry out the objectives of the Co-operative as efficiently as possible, the following committees are designated:
- (a) Grounds and Maintenance
  - (b) Rules and Handicap
  - (c) Tournaments
  - (d) And any other committee as required.
- (2) The Executive Committee shall, subject to the approval of the Board determine which Board members shall chair each of the Committees.

### **Reserve Funds**

27. An operating reserve fund and a capital reserve fund provided for in Section 30 of the Act shall be established. All net profits of the Co-operative shall remain in the reserve funds and such reserve funds shall not be distributed to the members. The reserve funds may be used for the following purposes:
- a. The net losses resulting from the business operations of the Co-operative in any year may be charged against the operating reserve fund;
  - b. 50% of the net profits at the end of each year shall be transferred from the operating reserve fund to the capital reserve fund;
  - c. Any funds provided by outside sources designated specifically for capital improvements shall be transferred to the capital reserve fund;
  - d. By resolution of the Board of Directors, any other specified revenues shall be transferred directly into the capital reserve fund; and
  - e. By resolution of the Board of Directors, the cost of capital improvements may be charged to the capital reserve fund.

### **Financial Statements**

28. (1) The Board shall annually appoint an accountant to prepare the financial statements of the Cooperative. The Cooperative shall have an audit of the financial statements completed unless approved otherwise at the Annual General Meeting or the Spring Meeting of the Cooperative or by extraordinary resolution of a special general meeting of the Cooperative

called for that purpose.

- (2) The fiscal year of the Co-operative shall be for twelve months ending on December 31st.

### **Inspection of Books and Records**

29. A member in good standing upon application to the President may inspect the financial books and records of the Co-operative. The President shall prescribe the place and time that the financial records may be inspected.

### **Banking and Other Powers**


30. The Board may, by resolution, designate the bank in which the monies and valuable documents of the Co-operative shall be deposited and placed for safekeeping.
31. (1) Any two of the following; the President, Vice-President, Secretary, Treasurer and Manager are authorized from time to time, for and in the name of the Co-operative:
  - (a) to draw, accept, sign, make all or any bills of exchange, promissory notes, cheques and orders for payment of money;
  - (b) to receive all monies and give acquittance for the same;
  - (c) to assign and transfer to its designated bank all or any stocks, bonds and other securities;
  - (e) to sign contracts and other legal documents.
- (2) No monies or other property belonging to the Co-operative shall be spent or disposed of (as the case may be) except in furtherance of the aims and objectives of the Club.

### **Alteration of By-laws**

32. The Co-operative's By-laws may be rescinded, altered or amended at the Annual General Meeting or the Spring General Meeting of the Co-operative or by extraordinary resolution of a special general meeting of the Co-operative called for that purpose; and any such alteration or amendment shall be filed by the Secretary with the Supervisor.

**Seal**

33. (1) The Secretary shall have custody of the seal.
- (2) The seal shall not be affixed to any document except by authority of a resolution of the Board and in the presence of at least two signing officers of the Co-operative and such persons shall sign every document to which the seal is affixed.

Signed in Yellowknife: 

President, Yellowknife Golf Club Co-operative Limited.