



Belvedere Golf Club Inc.

CONSTITUTION

2013

*Belvedere Golf Club Inc.
Constitution 2013*

ARTICLE 1 - NAME

The name of the corporation shall be the Belvedere Golf Club Inc. (herein referred to as the "Club")

ARTICLE 2 - PURPOSE

The purpose of the Club is to provide members with facilities and activities of a recreational, sporting, and social nature.

ARTICLE 3 - CORPORATE SEAL

The Corporate Seal of the Club shall be the impression of a seal bearing the words "BELVEDERE GOLF CLUB INC." in a circular form and within such circle the words "CORPORATE SEAL" and "P.E.I. 1963".

ARTICLE 4 - FISCAL YEAR

The fiscal year of the Club shall end the 30th day of November in each year. (11/02)

ARTICLE 5 - ASSOCIATIONS

The Club shall be at all times a member of the P.E.I. Golf Association and the Royal Canadian Golf Association. (02/06)

ARTICLE 6 - MEMBERSHIP

1. Membership in the Club will be classified as follows:

GOLF

Adult Full Membership
Adult Restricted Membership
Intermediate Membership
Junior 10-11 years old Membership (02/09)
Junior 12-18 years old Membership (02/09)

Other

Social Membership
Honorary Life Membership
Life Membership

RESTRICTIONS WHERE APPLICABLE

Adult Full Membership - No restrictions

Adult Restricted Membership - Members in this category will have certain restrictions on playing time, or on the maximum number of rounds that may be played during a golfing season or some portion of such season, in accordance with Club Policy as set by the Board of Directors. (10/00; 02/06)

Intermediate Membership - An intermediate membership applies to individuals between the ages of 19 and 35 who have not reached their 36th birthday on or before April 15th in the year of application. Applications for intermediate membership must be accompanied by a copy of the individual's driver's license or other evidence of date of birth satisfactory to the Board of Directors. Intermediate members are entitled to limited privileges in accordance with Club Policy as set by the Board of Directors. (02/10); (11/10); (02/13)

Junior Membership 10-11 years old - Applies to those who will have reached their 10th birthday before the 1st of July in the year of application and are eligible for national junior competition. (02/09)

Junior Membership 12-18 years old - Applies to those who will have reached their 12th birthday before the 1st of July in the year of application and are eligible for national junior competition. (02/09)

Social Membership - Must have reached the age of majority and are restricted to social activities only.

Honorary Life Membership - May be awarded on a very selective basis by a majority vote of the Board of Directors. An honorary member shall not pay membership dues and will be entitled to all privileges of the Club, but shall take no part in the management of the Club or vote at any meetings of the Club.

Life Membership - A maximum of ten such memberships will be available to individuals who have reached their 50th birthday by December 31 in the year preceding their application. Should more than 10 apply for Life Membership, a lottery will be held and future vacancies will also be filled by lottery if necessary. (10/00)

2. DUES

Golf Membership Fees and Assessments -

50% of dues are payable on or before opening day and the remainder is due on May 15th. (02/13)

Social Fees - are due and payable in full by April 1st. (02/09)

Storage Fees- are due annually by May 1st. This includes Electric, Gas, Trail Fee and Power Caddy Battery Storage. (03/02)

Locker Rental and Driving Range Pass - are due and payable in full by May 1st. (03/02; 02/09)

3. The golf membership of the club shall not exceed 700 members, which may include up to a maximum of 200 junior members. The tolerance of 5% of maximum may be approved by the Board. Applicants for admission after the maximum number of members is reached may, at their request, be placed on a waiting list and may be admitted to the club on a first come basis excepting applicants who are family of existing adult full members who shall be given priority. Family is defined as an adult full member's spouse or children. All admissions are subject to Board approval. (10/01).

4. Membership for all new applicants in all categories shall be voted on by the Board. Applications shall be submitted on a form approved by the Board. A list of the names of new applicants for membership shall be presented to the Board for approval at each monthly meeting of the Board. If a majority of Board members does not approve of or rejects any applicant for membership, that applicant's application for membership shall not be accepted. (02/09); (02/13)

5. Applicants may be entitled to Club privileges on a probationary basis until they have been accepted by the Board.

ARTICLE 7 - BOARD OF DIRECTORS

1. The affairs of the Club shall be managed by a Board of Directors (herein referred to as "the Board"). The Board shall be constituted as follows:

PRESIDENT - To oversee the total operation of the Club and to see that policies are established and implemented.

VICE-PRESIDENT - To carry on the duties of the President in his or her absence, chair the Discipline Committee, be responsible for membership applications, pro shop and related services.

SECRETARY/TREASURER - To ensure that the minutes of meetings of the Board are duly recorded, and to be responsible for correspondence and the financial affairs of the Club.

PAST PRESIDENT - To ensure continuity and corporate history are maintained for the Board.

Together with:

six directors at large duly elected by the membership, and the President of the Ladies Branch of the Club, each of whom shall be a voting member of the Board with the full rights and responsibilities of other directors. (02/09)

The President, Vice-President and Secretary/Treasurer are to be elected by title. The Executive Committee will appoint the elected directors to specific committees to be established by the Board. (4/96, amended Article VI section 7 (8/96))

2. All members of the Board and committees must be members in good standing of the Club.

3. Meetings of the Board shall be held at least every month and members of the Board shall be given reasonable notice of the meetings. A majority of the Board shall constitute a quorum. However, if there is not a quorum a lesser number may adjourn the meeting to a future date and the number of members of the Board present at such adjourned meeting shall constitute a quorum.

4. Any member of the Board failing to attend three consecutive meetings for reasons other than ill health may be removed from the Board upon a resolution to such effect being adopted by not less than three-quarters of the members of the Board. (02/09)

5. The Board may appoint a member in good standing to fill any vacancy occurring on the Board. The appointed member shall complete the term of office of the member of the Board being replaced.

ARTICLE 8 - POWERS OF THE BOARD OF DIRECTORS

The Board shall have the following powers:

1. To hire Club employees, to define their job description and to determine their remuneration, and in particular to hire a General Manager for the Club. (02/09)

2. To make regulations with regard to the playing privileges of members, clubhouse rules and decorum, the sale of green fees, corporate passes, the use of facilities by non-members, use of golf cars, disciplinary procedures and other operating policies.

3. To approve tournaments and the sale of green fees to groups wishing to use the golf course, provided such tournaments and groups have fewer than 100 participants.

4. To enter into contracts. Any member of the club may examine any contract upon giving one day's notice to the Board of his or her intention to do so. (4/96)

5. To issue, accept and endorse, cheques, promissory notes, bills of exchange, bills of lading and other negotiable instruments.

6. To borrow money by way of mortgage, pledge or term loan on the most favourable terms that may be obtained from recognized lending institutions, provided approval is granted beforehand by the membership at the Annual or a special meeting for any borrowing in excess of \$10,000.00.

7. To issue bonds or other securities for such amounts and on such terms as may be deemed expedient and to pledge or sell the same for such sums as also may be deemed expedient, provided approval is granted beforehand by the membership at the Annual meeting or a special meeting.

8. To appoint signing officers.

9. To appoint standing and special committees and to outline their responsibilities, of which two such committees must be a Nomination Committee and a Discipline Committee. The

President and the General Manager shall each be an ex-officio member of all such committees. (02/09)

10. To suspend or dismiss for cause any member of the Club.
11. To act as an appeal board of all decisions of the Discipline Committee.
12. To ensure that the affairs of the Club are audited by a chartered accountant who shall be appointed at the Annual Meeting.
13. To carry out all other duties commonly recognized as good business procedures and practices; provided always that the Board shall not spend an amount in a fiscal year in excess of the total budget passed by the membership at the Annual Meeting except in accordance with section 6 above.

ARTICLE 9 - INDEMNIFICATION OF DIRECTORS

1. Each director, his or her heirs, executors or administrators, shall at all times be indemnified out of the funds of the Club for all costs whatsoever that the director incurs in any legal proceeding that is brought against the director for anything done or permitted by the director in the execution of their duties and all other costs that the director incurs in relation to the affairs of the Club, except any costs occasioned by the director's own wilful neglect. (4/96)

ARTICLE 10 - EXECUTIVE COMMITTEE

1. An Executive Committee made up of the President, Vice-President, Secretary/Treasurer and one other Board member shall be responsible for directing the affairs of the Club within the context of Board policy, and shall perform such other duties as assigned from time to time by the Board.

2. Three members of the Executive Committee shall constitute a quorum at meetings of the Executive Committee. (02/09)

3. Meetings of the Executive Committee may be called at any time by the President, or in his or her absence, by the Vice-President, provided that members of the Executive Committee shall be given not less than one day's prior notice of any meeting. Notice of any meeting of the Executive Committee may be waived with the consent of all members of the Executive Committee. (02/09)

ARTICLE 11 - MEMBERSHIP MEETINGS

1. All members in good standing shall be eligible to attend and to vote at the meetings of the Club. Junior members and social members are ineligible to vote at meetings of the Club. (02/09)

2. The Annual Meeting of the Club shall be held on or before February 15 or such later date not to exceed 30 days thereafter as determined by resolution of the Board. (11/02)

3. At the Annual Meeting a financial statement shall be provided for the previous fiscal year and such statement shall be subject to discussion by the membership.

4. The following items shall be approved by the membership at The Annual Meeting:
 - (1) A proposed budget approved by the Board. The proposed budget will detail projected revenue and expenditures for the ensuing fiscal year, and the dues structure required to meet the projected revenue. The proposed fee structure and budget shall be provided to the membership at least 14 days prior to the Annual Meeting.
 - (2) Dates for the approval of all golf tournaments having more than 100 participants to be played at the Club during the golfing season. (4/96)
5. At any meeting, 30 voting members in good standing shall constitute a quorum. However, if there is not a quorum, the meeting shall be adjourned to a date no sooner than seven days and no later than 14 days following the original scheduled date of such meeting and the number of voting members in good standing present at such adjourned meeting shall constitute a quorum. (11/10)
6. Each member shall register when attending a meeting and shall receive ballots for contested elections to the Board.
7. Voting shall be by show of hands on all matters, with the exception of contested elections to the Board, unless a ballot vote is requested by a majority of members at a special general meeting or Annual Meeting.
8. Special meetings of the membership may be called by the President at any time, and shall be called if requested by a majority of the Board or by a signed requisition of at least 20 voting members.
9. Notice of the Annual Meeting shall be provided to all members at least 14 days prior to such Annual Meeting except in the case of the resumption of an adjourned Annual Meeting. Notice of any special meeting shall be provided to all members at least 14 days prior to such special meeting. Any meeting may be called by placing a notice in a local newspaper at least 14 days prior to the meeting, and such notice may be supplemented by any other means deemed appropriate by the Board and shall also be posted in the Clubhouse. (02/06)
10. Meetings of the Club shall be governed by Robert's Rules of Order. (4/96)
11. A member eligible to vote at any meeting may request and obtain a proxy voting form in the format approved by the Board. Only another member eligible to vote at the meeting may be appointed as the proxy for the absent member.
12. At any meeting of the Club any member entitled to vote may propose for discussion and determination by the members any resolution on any matter other than a matter governed by Article 13.

ARTICLE 12 - ELECTIONS

1. At each Annual Meeting a sufficient number of members in good standing shall be elected as directors of the Board, so that the Board is composed of that number of directors as required by Article 7, Section 1 above. (02/09)
2. Directors shall be elected for a term of two years and shall be eligible for re-election. (02/09) The Past President shall serve a term of one year and with the consent of the Board may serve an additional term of one year. (02/10)
3. The Board shall appoint a Nomination Committee at least six weeks prior to the Annual Meeting whose responsibility it shall be to solicit nominations from members for positions on the Board, to ensure that all nominees are eligible to stand for election and to prepare and distribute the ballots for the election of Board Members at the Annual Meeting.
4. Members wishing to place names before the Annual Meeting for election to any office must submit their nominations in writing to the Nominations Committee at least 25 days prior to the date of the Annual meeting. A list of nominees shall be prepared by the chairperson of the Nominations Committee and submitted to the Manager, who shall forward the list to the Membership along with the proposed budget and fee structure.
5. Nominations must be made on a form approved by the Board and must bear the signatures of two nominators and also the signature of the nominee.
6. If on election night a nominee is unable to stand for election, or the Nomination Committee has been unable to find a nominee for a position on the Board, the chairperson of the Annual Meeting shall call for nominations from the floor to fill the position.
7. Where more than one candidate is nominated for the position on the Board, the ballot shall bear the names in alphabetical order and the candidate receiving the majority of votes shall be declared elected.
8. Elections shall be by secret ballot except elections by acclamation. In such circumstances, the Chairperson of the Annual Meeting shall declare the candidate elected by acclamation. (4/96)
9. The Nominations Committee shall act as scrutineers during the election of Board members. Additional scrutineers may be appointed by the Chairperson of the Annual Meeting.

ARTICLE 13 - AMENDMENTS

1. The Constitution may be amended at the Annual Meeting or a special meeting called for that purpose, by a majority vote of those present.
2. All proposed amendments to the Constitution and any amendments to the fee structure proposed by the Board at the Annual Meeting shall be submitted in writing to the General Manager not less than 10 days prior to the meeting at which they are to be considered and shall be provided to the Membership at least seven days prior to the meeting. (02/06)

3. Amendments to the Constitution and amendments to the fee structure not submitted as outlined above may only be submitted and approved by the membership with the unanimous approval of the members present at the meeting in which such amendment is to be considered.
(02/06)

ARTICLE 14 - DISSOLUTION

Upon the winding-up or dissolution of the Club the net sum remaining for distribution shall not be paid to members then comprising the membership of the Club, but shall be distributed to charitable organizations decided upon by the members at the time of dissolution, or on the failure thereof by the Minister of the Crown responsible for such organizations in Prince Edward Island.
(4/96)