

SPRUCE NEEDLES INCORPORATED

CONSTITUTION

- 1. Revised at the General Membership Meeting – October 2, 2000**
- 2. Revised at the General Membership Meeting – May 5, 2003**
- 3. Revised at the Annual General Meeting – October 13, 2020**

Be it enacted as a by-law for Spruce Needles Incorporated as follows:

BY-LAW NO 1 HEAD OFFICE

The Head Office of the Corporation shall be in the City of Timmins, in Province of Ontario, and at such place therein as Directors may from time to time determine.

BY-LAW NO 2 THE SEAL

The Seal, an impression whereof, is stamped in the margin shall be the Seal of the Corporation.

BY-LAW NO 3 BOARD OF DIRECTORS

- A.** The affairs of the Corporation shall be managed by a 10 member Board of Directors. The terms will be staggered, with five (5) members being elected each year. Each Director at the time of the election and throughout their term of office shall be a member of the corporation. At least one member from the women's section shall be elected to the Board of Directors. If a tie vote results for the last position to be filled during the election of the Directors, then another vote by members will take place immediately to break the tie.
- B.** Directors shall hold office until duly qualified successors are elected. The election of Directors shall be by secret ballot.
- C.** The term of office for Board members shall be 2 years. Elections will be held at the Annual General Meeting in October each year to elect members to the 5 positions that are at the end of their two- year term and to elect members to fill any other position which may be vacant.
- D.** The President will be elected by the Board from the Board at the first Board meeting following the Annual General Meeting.
- E.** Each Director must attend at least sixty percent (60%) of the Board meetings held between the General Meeting in October and the General meeting in May and sixty percent (60%) of the Board meetings held between the General meeting in May and the General meeting in October.
- F.** Any Board member in breach of "E" above will immediately vacate their seat on the Board. The Board of Directors will consider extenuating circumstances in certain instances such as medical leave.

BY-LAW NO 4 **QUORUM AND MEETINGS, BOARD OF DIRECTORS**

Six Directors shall form a quorum for the transaction of business. A Director's meeting shall be held at any place in the City of Timmins. A Director's meeting shall be called by the President or designate. Notice of such meeting is to be mailed, faxed or telephoned by the Secretary to each Director, not less than 24 hours before the meeting is to take place.

BY-LAW NO 5 **VACANCIES, BOARD OF DIRECTORS**

Vacancies in the Board of Directors, however caused, may, while there is a quorum, be filled by remaining Directors. Otherwise, such vacancies shall be filled at the next general meeting. If, as a result of vacancies, quorum does not exist, then the remaining Directors shall call a special meeting of corporation members to fill the vacancies.

BY-LAW NO 6 **ERRORS IN NOTICE, BOARD OF DIRECTORS**

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting. Any Director may, at any time, waive notice of any such meeting and may ratify and approve of any or all proceedings taken thereat.

BY-LAW NO 7 **VOTING, BOARD OF DIRECTORS**

Questions arising at any meeting of the Directors shall be decided by a majority of votes. In case of an equality of votes, the President, in addition to their original vote, shall have a second or casting vote. All voting shall be by a show of hands.

BY-LAW NO 8 **POWERS**

The Directors of the Corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its' name, any contract which the corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and to do all such other acts and things as the corporation is by its' character or otherwise authorized to exercise and do.

BY-LAW NO 9 **REMUNERATION OF DIRECTORS**

The Directors shall receive no remuneration for acting as such.

BY-LAW NO 10 **OFFICERS**

There shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board of Directors may determine.

BY-LAW NO 11 **DUTIES OF THE PRESIDENT AND VICE-PRESIDENT**

It shall be the duty of the President to preside at all meetings of the Board, to appoint all committees not otherwise provided for, to execute all deeds and contracts in the name of the Corporation when authorized to do so by the Board of Directors, to be Ex-officio Member of all standing committees and perform all the duties incidental to their office. In the absence of the President, their duties shall be exercised by the Vice-President or in the absence of both President and Vice-President shall be exercised by the Secretary or Treasurer or jointly with any other Director.

BY-LAW NO 12 **DUTIES OF THE SECRETARY**

The duties of the Secretary shall be to have charge of the minute books of the corporation, to keep all other books which the Ontario Companies Act requires to be kept by the corporation and to perform other duties as the terms of the office call for or the Board of Directors requires of the Secretary.

BY-LAW NO 13 **DUTIES OF THE TREASURER**

The duties of the Treasurer shall be to cause to be kept full and accurate accounts of all receipts and disbursements of the corporation, to deposit all monies or other available effects in the name and to the credit of the Corporation in such bank or banks designated by the Board of Directors, to keep all other books which the Ontario Companies Act requires to be kept by the corporation and to perform other duties as the terms of office call for or the Board of Directors requires of the Treasurer.

BY-LAW NO 14 **BANKING**

- A.** The Corporation's bank account shall be kept in such banks as determined by the Board of Directors.
- B.** Cheques on the corporation's bank account, accepted by the corporation, and promissory notes given by it shall be signed, drawn or accepted in the name of the Corporation by the President or Vice-President in addition to the Secretary and/or Treasurer *and/or an Employee designated by the Board of Directors.*
- C.** The fiscal year shall commence November 1st and terminate on the last day of October of the next year.

BY-LAW NO 15 **EXECUTION OF DOCUMENTS**

Contracts, deeds, conveyances, transfer and the engagement on behalf of the Corporation shall be executed under the Seal of the Corporation, by the President or Vice-President in addition to the Secretary-Treasurer.

BY-LAW NO 16 **YEAR-END FINANCIAL RESPONSIBILITIES**

- A. The unaudited accounts of the Corporation shall be examined once in each year by a chartered accountant and the correctness of the balance sheet and income statement shall be signed off by the President and the Treasurer. They will ensure that all required government filings are completed and submitted.
- B. A Balance sheet and a statement of income and expenditure thereon, for the fiscal year, shall be submitted to the Board of Directors and should be made available to the general membership as soon after the close of the financial year, and such reports shall be presented to the corporation members at the annual meeting.

BY-LAW NO 17 **ANNUAL OR SPECIAL MEETINGS**

- A. The annual meeting of the Corporation members shall be held in the fall of the year and prior to October 15th of each year and at such time and place as so determined by the Board of Directors. At such meeting, the Directors shall present a statement of affairs of the club; elections of Directors for the ensuing year shall take place; amendments to this Constitution may be made and any other new business may be transacted.
- B. The Board of Directors may call a special meeting of Corporation members at any time.
- C. Notice of a special meeting shall be given to all Corporation members two weeks in advance of such meeting.
- D. Quorum for annual or special meetings shall be twenty-five members in good standing.
- E. At all meetings, each member in good standing will be entitled to one vote. Vote at such meetings maybe made by a show of hands unless a ballot is demanded by any member.

BY-LAW NO 18 **MEMBERSHIP**

The membership of the Corporation shall consist of the following classes:

- Senior Members
- Couples Members
- Intermediate Members
- *Graduate Members*
- Junior Members
- Corporate Members
- Honorary Members

A **Junior Member** shall be one who does not attain the age of seventeen in the year of application for membership. They shall not be entitled to a vote at annual or special meetings.

An **Intermediate Member** shall be one who is a full- time student in that year and shall not be entitled to a vote at annual or special meetings.

A **Graduate Member** shall be one who is a new member under the age of 30 and not in school. The maximum duration of such a membership will be 4 years.

An **Honorary Member** will be any person elected by the Board of Directors for such period as may be prescribed.

BY-LAW NO 19 **MEMBERSHIP DUES AND PLAYING PRIVILEGES**

- A. Membership dues may be determined by the Board of Directors from time to time and shall be payable by the several classes of membership above-mentioned.

- B. Days and hours during which the playing privileges of the course may be enjoyed by the several classes of membership may be determined from time to time by the Board of Directors.

- C. All Annual dues shall be payable by all classes of members prior to *them playing their first game. Members may engage in a monthly payment plan during the winter months, provided their membership is paid in full by their first game.*

- D. No person shall be entitled to the privileges of the Corporation including playing privileges, until they have properly qualified for the particular class of membership for which they have been accepted and have paid the required membership dues in full.

- E. Any person who is not a member may be granted playing privileges upon payment of such green fees as determined by the Board of Directors from time to time.

- F. Staff members of Spruce Needles may play in tournaments sponsored by the club.

BY-LAW NO 20 **RESIGNATION OF MEMBERSHIP**

Resignation of membership during the golf season, shall be notification in writing addressed to the Secretary. Any request for a refund of a portion of annual dues shall be considered on an individual basis by the Board of Directors.

BY-LAW NO 21 **THE CAPTAIN**

- A. A Captain for the ladies and men’s sections of the club may be elected at the annual meeting and shall be ex-officio members of the Greens Committee and the Tournament Committee. The Ladies Club Captain may alternatively be elected at the Ladies Closing Dinner.
- B. It shall be the Captain’s duty to arrange matches with other clubs and choose the teams to represent the club in such matches, to fix the dates and determining the eligibility of those playing for the club trophies and championship and any other club matches and handicaps as he may deem advisable. The Captain shall also notify the Secretary of the result of all such matches and handicaps and of such other matters falling within their province as should be recorded in the record book of the club and in the absence of the Captain all their duties shall devolve upon and shall be performed by their delegate.

BY-LAW NO 22 **GREENS COMMITTEE**

- A. The *Greens Committee shall* be chaired by an appointed member of the Corporation and shall have charge of the grounds and all contests and competitions. This Committee may make local rules of play and shall have the power to set apart the course on any occasion for any particular match, and generally at all times to regulate the play thereon. This Committee shall not incur any expenditure without the permission of the Board *outside of the Course Superintendent’s daily operations.*
- B. Any proposed alteration to the golf course affecting the slope factor or general professional design must firstly be brought to the membership for a vote. Any motion regarding such change will be posted at least two weeks prior to the meeting date.

BY-LAW NO 23 **TOURNAMENT COMMITTEE**

The Tournament Committee shall be chaired by an appointed member of the corporation and shall have charge of all tournaments. The committee shall not incur any expenditure without the permission of the Board.

BY-LAW NO 24 **COMMITTEES**

The Board of Directors may appoint any other committees they deem necessary to carry out the work of the corporation.

BY-LAW NO 25 **OTHER FEES**

Fees and charges for the use of the lockers and other accommodations shall be set from time to time by the Board of Directors

BY-LAW NO 26 **EXPULSION**

- A. To expel a member from the Corporation, it shall be necessary that notice be sent to the Secretary signed by three members, acquainting him with the circumstances which give rise to such notice. The Secretary shall then communicate with such member (so that he may have the option of explaining or withdrawing from the club) and shall call a meeting of the Board of Directors who are empowered to decide the question. A vote of the majority of the Board of Directors in favour of expulsion shall expel the member.
- B. In all cases where the expulsion of a member is deemed expedient and is carried out, the member so expelled shall have no remedy against the Directors of the Corporation and any member so expelled shall be absolute without any right of appeal.

BY-LAW NO 27 **FAILURE TO PAY DUES**

No person shall be entitled to the privileges of the Corporation, including voting and playing privileges until they have paid the required membership dues in full.

BY-LAW NO 28 **CONSTITUTION AND BY-LAWS**

The articles of incorporation and By-laws of the Corporation may be amended only at a General Meeting of the membership, and a notice of such amendment shall be given to the membership in the notice calling the meeting. Proposed amendments will be made available to membership at least two (2) weeks in advance of the meeting.

BY-LAW NO 29 **LOSS DAMAGE AND INJURY**

The Corporation will not be responsible for the loss of property of members or their guests or for any direct or indirect damage or injury sustained by them in, on or about the club house or grounds however caused.

BY-LAW NO 30

RULES OF PLAY FOR GOLF AND OTHER ACTIVITIES

- A. The rules of play shall be rules of golf and etiquette of golf as provided by the Royal and Ancient Golf Club of St. Andrews, except as modified by the local rules made by the Course Management Committee.
- B. The Directors may make from time to time such rules and regulations covering rules of any activity as they may deem advisable.
- C. Suggestions or complaints in writing may be made by any member by letter to the Secretary and thereupon shall be promptly dealt with by the Directors or one of the committees.

BY-LAW NO 31

INTERPRETATION

In these By-laws and in all other By-laws of the corporation hereafter passed unless the context otherwise requires, words imparting the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be and vice versa, and reference to persons shall include firms and corporations.

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