

**By-laws**  
of the  
**Canmore Golf and Curling Club**  
(Hereinafter referred to as the “Association”)

**Article 1**

**Membership**

1. **Honorary Life Member** – a person who has been granted membership in the Association by the Executive Committee for outstanding service to the Association.
2. **Life Member** – any person who has reached the age of 70 years on or before the first day of the current fiscal year and has retained membership in the Canmore Golf & Curling Club for 25 consecutive years. The prospective member(s) must be a permanent resident of the Bow Corridor and a PMC holder. Entitlement shall be restricted to members who joined prior to Dec 31, 2003, and who purchased a PMC prior to Oct 31, 2004.
3. **Privileged Membership Certificate Holder (P.M.C Holder)** – is defined as a person who has purchased a Privileged Membership Certificate and whose name appears on a Privileged Membership Certificate as being the registered owner recorded in the books of the Association.
4. **General Membership** – those members of the Association as determined by the Executive Committee from time to time who are members in good standing but who are not Holders of a Privileged Membership Certificate, including the following:
  - a) **Adult Member** – a member who is eighteen (18) years of age or older on the first day of the current fiscal year, and who does not qualify as a Student Member.
  - b) **Student Member** – a member of the age of eighteen (18) years of age on the first day of the current fiscal year but under twenty-four (24) years of age on the last day of the current fiscal year and attending a recognized school, college, trade school or elite development athletes training on a full-time basis and whose parent or parents are members of the Association or Permanent Residents.
  - c) **Junior Member** – a member who is seventeen (17) years of age or younger on the first day of the current fiscal year; and whose parent or parents are members of the Association or Permanent Residents.
  - d) **Family Membership** – shall be comprised of at least three (3) members of the Association, two (2) of whom shall be Adult Members and the third and subsequent members being Junior or Student Members with all members being members of the Association and members of the immediate family unit.
  - e) **Other Members** – any number of categories, which may be defined by the Executive Committee from time to time including, but not limited to family membership, seasonal membership, or social membership.
5. **A Member in Good Standing** - one who has paid the Association’s initiation fee, annual dues and levies, and abides by all Rules of the Association. Whether or not a member is in good standing shall be determined solely by the Executive Committee.

6. **A Permanent Resident** - defined for all purposes in these Bylaws as a person who is living on a permanent day - to - day basis within the Bow Corridor (between Seebe and the Town of Banff) for six (6) consecutive months; 24 months for purchase of PMC.
7. **A Non-Permanent Resident** – who have at least a 50% interest in a residence within the Bow Corridor as defined in Article 1.6 and occupied the same residence on a seasonal basis for at least six (6) consecutive months. For the purposes of determination of ownership interest, spousal holdings will be pooled.

## **Article 2**

### **Membership Eligibility**

Any person of good character may be eligible for membership in the Association upon the payment of annual dues as prescribed from time to time and by subscribing to the Association's By-laws as amended from time to time. The criteria for eligibility for any class of membership described herein shall be established by the Executive Committee.

## **Article 3**

### **Privileged Membership Certificates (P.M.C.)**

The Association shall be authorized to issue, at the inception of the Association, and from time to time as the Executive Committee and the needs of the Association dictate in the absolute discretion of the Executive Committee, Privileged Membership Certificates.

The issue, denomination and right of the P.M.C.'s shall be:

1. The original financing issue of P.M.C.'s shall be issued in denominations of Fifty (\$50.00) Dollars and One Hundred (\$100.00) Dollars.
2. All subsequent P.M.C issues (having been issued after March 1, 1981) shall be in denominations of Fifty (\$50.00) Dollars. These P.M.C.'s may be charged a levy from time to time as the Executive Committee in its absolute discretion may see fit.

### **Rights**

Any original P.M.C. holder or any subsequent P.M.C. Holder in good standing as recorded on the books of the Association shall have the following rights:

1. Voting rights at the Annual General Meeting and all Special Meetings of the Association shall be restricted to P.M.C. Holders and each P.M.C. Holder is entitled to one (1) vote at such Annual General Meeting and all Special Meetings regardless of the number or type of P.M.C.'s held by the Holder.
2. Every Officer of the Association and member of the Executive Committee must be a Holder of a P.M.C.
3. All subsequent P.M.C. Holders must be Permanent Residents as defined herein. All eligible adult members shall be required to purchase a PMC at the time of membership acceptance.
4. Each Holder of a P.M.C. is entitled, upon the dissolution and winding up of the affairs of the Association for whatever reason and if permitted by the laws of the Province of Alberta, to that portion that the value which his P.M.C. denomination is of the total value of the P.M.C.'s

issued and recorded on the books of the Association of the date of said dissolution. Net assets will be donated to local charity as selected by Executive Committee at the date of such dissolution.

5. Each Holder of a P.M.C. who wishes to surrender the ownership of said P.M.C. must do so through application in writing to the Association. All holders of a Subsequent PMC shall surrender ownership only at the time of terminating membership. Each such written application shall allow the Association thirty (30) days from the date of receipt to affect the cancellation and to return to the applicant the value of the P.M.C. as provided in these By-laws.

#### **Article 4**

##### **Rights of General Membership**

Each General Member as herein defined may discontinue membership upon thirty (30) days written notice of intention to do so. Annual dues or any other fees levied to the time of notice will not be refunded.

#### **Article 5**

##### **Meetings**

1. The Annual General Meeting of the Association shall be held within 120 days following the fiscal year end, at a place and time and date to be set by the Executive Committee. Each original P.M.C. Holder and each subsequent P.M.C. Holder in good standing recorded on the records of the Association as at the date of the Annual General Meeting shall have the right to attend and vote as herein provided.
  - 1.1 Prior to October 31<sup>st</sup> in each fiscal year, the Association shall hold a Special Meeting at which time the Executive Committee will present the budget for the Association's upcoming fiscal year, the said budget to include both the proposed operational and capital budgets for the upcoming fiscal year. The budget shall include:
    - a) A statement of monies owed by the Club by way of debentures, loans or outstanding bank accounts and;
    - b) A schedule for their systematic repayment.
2. Executive Committee Meetings are to be held as arranged by the Executive Committee or as requested by any two (2) members of the Executive Committee. The two (2) Executive Committee members requesting such a meeting must give three (3) days written notice to the President. If the President is of the opinion that a matter is one of urgency, he/she may call a meeting on such notice, as he/she may deem sufficient.
3. Any meetings of the Association other than Annual General Meetings, Special Meetings or Executive Committee Meetings may be called at any time upon the instructions of the President or the Executive Committee by seven (7) clear days written notice of such meeting which shall be given by mailing or email notices to the P.M.C. Holders at their addresses shown in the Register. The notice of the meeting shall state the general nature of the business to be conducted at the meeting.
4. Six (6) members in good standing shall constitute a quorum at any meeting.

5. Annual General Meetings or Special Meetings of the Association shall not be held unless all P.M.C. Holders in good standing have been given twenty-one (21) days written notice prior to the meeting by mailing or email to the address shown on the Register of the P.M.C. Holders.
6. Notwithstanding anything to the contrary in these By-laws, Annual General Meetings or Special Meetings of the members may, in the sole and reasonable discretion of the Executive Committee, be held by means of in person or a teleconference communication system or a video conference communication system, or any other similar electronic communication facility, that permits all members participating in such meeting to hear each other during the meeting. Such means shall be included within the P.M.C. Holder notice as described in Article 5.5. An individual member, who, through such communication system attends a meeting, shall be deemed to be personally present at that meeting for the purposes of Article 1.

## **Article 6**

1. The following order of business shall be observed at the Annual General Meeting provided a quorum is present:
  - a) Presentation or reading of the minutes of the previous Annual General Meeting;
  - b) Reports of the Executive Committee, any other committees and the Auditor;
  - c) Presentation of the audited financial statements for the fiscal year;
  - d) Unfinished business;
  - e) Motion to recommend appointment to Auditor;
  - f) Election of Officers;
  - g) New Business;
  - h) Adjournment.
2. Any original P.M.C. Holder or any subsequent P.M.C. Holder in good standing on the records of the Association at the date of any meeting of the Association (including Annual General Meetings and Special Meetings) shall have the right to vote at such meeting. All votes must be made in person, or online by secured voting that has been authorized by the Executive Committee and may be made either by show of hands or secret ballot (as determined by the Chairman of the meeting). The Association does not permit voting by proxy or otherwise, other than as set out herein.

## **Article 7**

### **Suspension and Disqualification**

1. Any member including any Executive Committee member and any P.M.C. Holder not complying with the By-laws or decisions of the Association or the Executive Committee shall be liable to suspension or expulsion by a two-thirds (2/3) vote of the Executive Committee at a duly constituted meeting. Any member so dealt with may appeal the decision at the next Annual General Meeting of the Association.
2. No member shall be suspended or expelled without written notice and without being given a reasonable opportunity to answer the charges against such member.

## **Article 8**

### **Governing of the Association**

1. The affairs and property of the Association shall be managed and administered by a committee of the P.M.C. Holders to be known as the Executive Committee of the Association who shall be elected yearly for a term of two (2) years as hereinafter provided. The Executive Committee will be comprised of eight (8) Executive Committee members at large, the Past President, the President and the Vice-President.
2. The immediate Past President, the President and the Vice-President shall constitute a Nominating Committee (to be chaired by the immediate Past President) which shall prepare and submit to the Annual General Meeting a list of names for election to the Executive Committee. PMC Members may also be brought forward for nomination at the Annual General Meeting by providing written notice, of the members desire to stand for election to the Executive Committee. This written notice must be signed by at least two (2) P.M.C. Holders, shall have been given to the Administration office at least seven (7) days prior to the date of the Annual General Meeting. No names other than those submitted in accordance with the foregoing may be brought forward for nomination. However, if there are insufficient numbers of nominees to fill vacant Executive Committee positions pursuant to the preceding, those nominated shall be deemed elected and the Chair of the Annual General Meeting will call for a nomination(s) of members to fill any vacant position on the Executive Committee at the Annual General Meeting. In the event that a sufficient number the Executive Committee cannot be so elected at the Annual General Meeting, the Executive Committee shall be entitled to appoint additional P.M.C. Holders to fill in any vacancies.
3. At each Annual General Meeting there shall be elected not less than four (4) members who, together with the President, Vice-President and Past-President and the existing four (4) Executive Committee members, shall constitute the 11-person Executive Committee. Biennially (starting 2016), the position of Vice President shall be elected for two (2) year term. The immediate Past Vice-President, if any, shall become the President. If the immediate Past Vice-President is unable or unwilling to become President, then the President shall be elected or appointed as hereinbefore provided. The Executive Committee is empowered to fill any vacancies, which may occur from the time of the Annual General Meeting to the next Annual General Meeting.
4. The Executive Committee shall have the responsibility to manage the affairs of the Association, the power to receive and disburse funds, to execute contracts and instruments in writing in the name of the Association and more particularly and without in any way limiting the generality of the foregoing, to establish annual fees for all classes of general membership.
5. The Presidential Committee consisting of President, Past President and Vice President, shall appoint Executive Committee members to the one or more subcommittees of the Association and delegate any responsibilities deemed appropriate.
6. The Executive Committee shall not be allowed to spend in excess of Fifty Thousand (\$50,000.00) Dollars in the cumulative aggregate on capital expenditures in any one fiscal year other than items approved in the budget of the Association for the current fiscal year, unless it calls a Special Meeting of the P.M.C. Holders with not less than twenty-one (21) days' notice specifying the intention to propose the resolution. The Executive Committee may spend up to Fifty Thousand (\$50,000.00) Dollars in the cumulative aggregate on capital expenditures in any one fiscal year other than items approved in the budget of the Association for the current fiscal year, but only upon the affirmative vote of at least nine (9) members of the Executive Committee in favour of the proposed expenditure.
7. The financing business of the Association including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies, credit unions, or

such corporations or organizations as may be authorized by Executive Committee. Such financing business or any part thereof shall be transacted under such documents, agreements instructions and delegations of powers as the Executive Committee may prescribe or authorize. Any borrowing can only in support of a budget approved by the PMC holders.

8. Issues arising from any meeting of the Executive Committee shall be decided by a majority of votes and only in the case of equality of the votes shall the President have a vote.
9. In the absence of both the President and Vice-President at any Executive Committee meeting a chairman may be elected by the members present provided there is a quorum. Only in the case of equality of the votes shall the Chairman have a vote.
10. The P.M.C. Holders may by Special Resolution as provided for in the Societies Act of Alberta remove any member of the Executive Committee before the expiration of that member's term. The removed member will be replaced by election by a PMC holder vote and the nominees for the removed members position on the Executive Committee will be made in accordance with the nomination process set forth in paragraph two (2) above. The member elected to replace the removed members will serve the balance of the removed member's term.
11. The Executive Committee shall have the power to receive resignations of its members (including it officers) and the obligation to replace the resigning member for the balance of the resigning members' term.
12. Any honorarium proposed to be paid to any Executive Committee member shall not be so paid unless the same is included in the budget of the Association and approved at an Annual General Meeting or Special Meeting called for that purpose.
  - 12.1. The President shall receive a non-cash honorarium equivalent to the annual dues required to be paid for the fiscal year for both golf and curling, but excluding any allocations made by the Association for special levies or fees for food and beverage or other like levies, and this amount shall be shown in the budget of the Association.
13. The Executive Committee may adopt a seal, which shall be the common seal of the Association. The common seal shall be under the control of the Executive Committee and the responsibility for its custody and use from time to time shall be determined by the Executive Committee.
14. The Executive Committee shall maintain and have charge of the minute books of the Association and shall record or cause to be recorded therein minutes of proceedings of all meetings.

The Executive Committee shall keep or cause to be kept a book or books wherein shall be properly kept records:

- a) A copy of the objects of the Association and any extraordinary resolution altering or adding to the same, and a copy of the By-laws of the Association and any resolutions altering or adding thereto;
- b) Copies of originals of all documents, registers and resolutions as required by law;
- c) All sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure take place;
- d) All revenues and purchases by the Association;
- e) The assets and liabilities of the Association;

- f) All other transactions affecting the financial position of the Association.

## **Article 9**

### **Officers**

1. The immediate Past-President – shall be an ex officio member of the Executive Committee and shall be entitled to be present and vote at all Executive Committee meetings.
2. President – shall be the immediate Past Vice-President if possible or as elected at the Annual General Meeting in accordance with Article 8, subparagraph 3. The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Association and of the Executive Committee and shall have general supervision of the affairs of the Association.
3. Vice-President – shall be vested with the power and perform all duties of the President in the event of the President's absence or disability.

## **Article 10**

### **Audit**

A duly qualified chartered Accountant, appointed at the Annual General Meeting, shall audit the books, accounts and records of the Association at least once a year. A complete and proper statement of the standing of the books of the previous year shall be submitted at the Annual General Meeting of the Association.

Any P.M.C. Holder may inspect the books and records of the Association at the primary business office of the Association and during the normal office hours of the Association, at a designated, on-site location upon 24 hours written notice to the Association. Books and records may not be removed from the property, copied, photographed, or defaced. No other member of the Association shall be entitled to inspect the books and records of the Association.

## **Article 11**

### **Finance**

The banking business of the Association or any part thereof, shall be transacted with such banks, trust companies, credit union or financial institutions as the Executive Committee may designate appoint or authorize from time to time by resolution and all such banking business or any parts thereof, shall be transacted on the Associations' behalf by such one or more authorized officers and/or other persons as the Executive Committee may designate, direct or authorize from time to time by resolution and the extent therein provided.

Transactions with such bank may include by not limited to; in person, electronic communication exchange, fax, voice response, telephone access, electronic account access, designated automatic machines (ATMs), direct payment terminals, internet banking or mobile banking services.

A bank account shall be kept in the name of the Association at such bank as may be determined by the Executive Committee. Two authorizing signatures are required to endorse all cheques, promissory notes, bills of exchange and orders for payment of money which may belong to the Association. One authorizing signature is required to negotiate with, deposit or transfer to such bank all or any of such cheques, promissory notes, bills of exchange and order of payment of money upon the account of the Association in such bank and to make and execute promissory notes and to further arrange, settle, balance and certify all books and accounts between the Association and such bank and to receive all paid cheques and vouchers and to sign such bank's form of settlement of balance and release.

## **Article 12**

### **Capital**

The Association shall not have capital divided into shares, nor shall it declare dividends or dispose of its property among its P.M.C. Holders during its existence.



## **Article 13**

### **By-laws**

The By-laws of the Association may only be rescinded, altered or added to by a Special Resolution passed at a meeting of the Association of which not less than twenty-one (21) days' written notice to the P.M.C. Holders specifying the intention to propose the resolution has been duly given and by the vote of not less than seventy-five percent (75%) of those P.M.C. Holders who are present and entitled to vote at the said meeting.

## **Article 14**

No act of the Executive Committee taken in good faith shall be invalid solely because of non-compliance with any provision of these By-laws.

## **Article 15**

### **Clubs**

The Canmore Golf and Curling Club recognizes the formation of sections within the club membership that organize themselves as "clubs". Specifically, known as the Men's, Ladies', Seniors' Juniors and Curling Clubs. Each section or club may structure themselves with a constitution, governance structure and committees as they feel will best facilitate their operations, provided that such clubs or sections at all times conduct their affairs, events or operations in accordance with the By-Laws and Policies of the Club and in accordance with the direction of the Executive Committee as it may provide at any given time. The Executive Committee shall have the right to an appointee on the governance authority for any club or section. The Executive Committee retains the authority to dissolve any club or section in the event that the club or section is operating in a manner that is inconsistent or in conflict with the mandate of the Executive Committee or the By-laws or Policies of the Club. The Executive Committee shall have the authority and shall be required to approve the formation of any new club or section and to approve such clubs or sections governance documents, procedures, or activities.

Curling section or club will be recognized as an entity with distinctive influence on annual budgeting of revenue and expenses for curling operations. Executive Committee and PMC holders will hold absolute resolution of annual budget.

March 24, 2023

Last revision date: February 22nd, 2023,