

Being a general-By-Law for regulating the transaction of the business and affairs of the Club

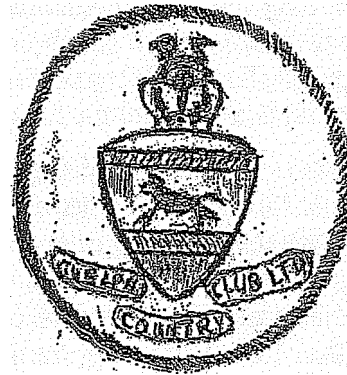
BE AND IT IS HEREBY ENACTED as By-Law Number 1 of The Guelph Country Club Limited (hereinafter called the "Club") as follows.

HEAD OFFICE

1. The head office of the Club shall be at the City of Guelph in the County of Wellington and at such place therein as the Board of Directors, may from time to time by resolution decide.

SEAL

2. The corporate seal of the Club shall have inscribed thereon the words "Guelph Country Club Ltd." and shall in the form appearing in the margin hereof.



SHAREHOLDERS' MEETINGS

3. The annual meeting of the shareholders of the Club shall be held at such place in the City of Guelph and on such day within the months of April or May in each year as the Board of Directors may by resolution determine.
4. Other meetings of shareholders, whether special or general, may be called by the President or by a majority of the Board of Directors at any time and any place within the City of Guelph. The directors shall, upon requisition made in writing by any five (5) of the shareholders of record, convene a special meeting to transact such business as may be specified in the notice calling the meeting.
5. Fifteen shareholders present in person or by proxy shall constitute a quorum at any meeting of the shareholders.
 - (a) Shareholders may vote using a proxy which may be revocable at the option of the shareholder at any time before it is exercised.
6. The election of directors shall be the slate of the Nominating Committee, as approved by the Board and voted on by the shareholders by the show of hands. Any other additional nominations to the slate will require a vote by ballot.
 - (a) At all other meetings of shareholders, voting may be by show of hands.

NOTICE OF SHAREHOLDERS' MEETINGS

7. Notice of any annual or special meeting of the shareholders of the Club shall be given by mailing a circular letter stating the day, hour and place of the meeting and the general nature of the business to be transacted. It shall be sent to each shareholder's address as shown by the books of the Club at least fifteen (15) days before the time appointed for the holding of such meeting. No public advertisement or notice of any such meeting shall be necessary.

8. Notices of the annual meeting shall contain or have annexed thereto a true copy of the balance sheet and of the profit and loss account of the Club for the previous fiscal year, a list of the names of all those nominated for the Board of Directors for the ensuing year by the Nominating Committee as hereinafter provided and also an instrument of proxy in the form prescribed by The Corporations Act. Notice of the meeting shall state that executed proxies shall be in the hands of the secretary forty-eight (48) hours before the time of the annual meeting to be eligible for voting.

(a) No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, to the shareholders of the Club shall invalidate such meeting or make void any proceedings. Any shareholder may at any time, waive notice of any such meeting and may ratify, approve and confirm any or all of the proceedings. For the purpose of sending notice to any shareholder director or officer of any meeting, the address of any shareholder, director or officer shall be the last address recorded on the books of the Club.

NOMINATION OF DIRECTORS

9. At the AGM in 2020 the positions of President, Membership Committee (Female), Greens Committee and Treasurer will be up for elections in the odd years, thereafter terms will be two years in odd number of years. The House Committee, Golf Committee, Strategic Plan Committee, Membership Committee (Male) and secretary will be a two-year term in the even numbered years.

(a) Term limits: The President shall not serve more than three (3) consecutive terms.

(b) The position of President shall be a present or past Board Member.

© If there is a vacant position the Board of Directors could appoint a person to fill that position and the Director position will expire on the odd or even year.

(d) Prior to the mailing of notices for any annual meeting of the shareholders the directors shall appoint a nominating committee composed of five (5) members of whom two (2) shall be directors and three (3) shall be members other than directors. The Committee shall nominate for the ensuing year members to fill the positions of those directors whose term of office which is expiring.

Note: If there is no present or past Board Member (s) to have their name stand for President the position would be eligible and the name come forward from the floor of the AGM.

BOARD OF DIRECTORS

10. The Board of Directors shall consist of eleven (11) comprising the immediate past-president and ten (10) members to be elected by ballot at each annual meeting from those nominated as directors pursuant to Section 9 hereof.

11. The remaining directors may appoint any member or members to fill any vacancies occurring in the membership of the board between annual meetings.

12. Meetings of the Board of Directors may be called by order of the Board or of the President or of the Secretary. The President may call a special meeting of the Board on the written request of at least three (3) directors.

13. Meetings may be held at any convenient place within the City of Guelph.

14. Notices of the time and place of such meetings shall be delivered or mailed to each director at least four (4) days before the meeting is to take place. Notices need not specify the object of the proposed meeting. 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 any or all the proceedings taken at the meeting.

15. Formal notice of director's meetings need not be given if all the directors are present, or if a quorum is present and those directors who are absent have signified their consent to the holding of a meeting in their absence.

16. The newly elected Board of Directors shall meet after the Annual General meeting of the shareholders for job description outline of your new elected positions. No notice to the newly elected directors shall be necessary for such meeting and the selection of a vice president would happen at this meeting.

17. A majority of the directors shall constitute a quorum for the transaction of business.

18. A resolution in writing signed by all the directors shall be as effective as if passed at a meeting.

(a) At every Board meeting, the directors when approving the agenda, shall declare any conflict of interest and refrain from voting in relation to such item.

(b) Every director and officer of the Club and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Club from and against:

(i) All costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the director for or in respect of any act, deed matter or thing whatsoever made, done or permitted in or about the execution of the duties of that office.

(ii) all other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by the director's own willful neglect or default.

OFFICERS

19. At the meeting immediately following their election at the Annual General Meeting, the Board of Directors shall elect from their members a President, a Vice-President, a Secretary and a Treasurer. They may combine the position of Secretary and appoint a Secretary-Treasurer in the place and stead thereof. These officers shall continue in office until their successors are elected or appointed.

20. The Board of Directors may appoint such other officers of the Club as they may from time to time deem necessary.

21. The directors as such shall not be entitled to any remuneration, but any director who performs any special work or duties in connection with the management and administration of the affairs of the Club may accept therefor whatever remuneration the Board may determine.

POWER OF DIRECTORS

22. In addition to the powers and authorities of this By-Law expressly conferred upon them, the Board of Directors may exercise all such powers of the Club and do all such lawful acts and things as not by Statute, by the Letters Patent or by this By-Law directed or required to be exercised or done by the shareholders of the Club in a general meeting.

DUTIES OF OFFICERS

23. The President shall be the Chief Executive Officer of the Club and shall, if present, preside at all meetings of the shareholders and of the Board of Directors. The President shall sign all instruments which require a signature and shall perform all duties incident to that office and shall have such other powers and duties as may from time to time be assigned by the Board of Directors.

(a) The Past-President shall be the Chairman of the Nominating Committee, shall act as the resource person for the Board of Directors, and officers of the Club and shall have such powers and duties as may from time to time be assigned by the Board.

24. The Vice-president shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the President.

25. The Secretary shall issue or cause to be issued notices for all meetings of the Board of Directors and of the shareholders when directed to do so. The Secretary shall also have charge of the minute books of the Club and of the Corporate Seal. The Secretary shall sign with the President or Vice-President or other signing officer or officers of the Club such instruments as may require the Secretary's signature and shall perform such other duties as the Board of Directors may from time to time properly require.

26. The Treasurer shall collect and get in all fees, dues, subscriptions and moneys due to the Club: shall have the care and custody of all the funds and securities of the Club and shall deposit the same in the name of the Club in such bank or banks as the Board of Directors may direct.

The Treasurer shall keep and maintain all usual and necessary books of account. Unless otherwise provided by resolution of the directors, the Treasurer shall sign all cheques, drafts, notes and orders for payment of money and shall pay out and dispose of the same under the direction of the Board of Directors. Unless otherwise provided by resolution of the Board of Directors, the Treasurer shall sign or countersign such instruments as require the Treasurer's signature and shall perform all duties incident to the office or that are properly required by the Board.

27. In the event of the Board of Directors appointing a Secretary-Treasurer in the place and stead of a Secretary and Treasurer, the Secretary-Treasurer shall have all of the powers and perform all of the duties of the Secretary and the Treasurer.

28. When so authorized by resolution of the Board of Directors, the President and the Secretary or the Secretary-Treasurer shall have the power to execute for and on behalf of the Club and deliver all deeds, mortgages, leases, contracts, agreements, tenders, releases, receipts and discharges and other documents of every nature and kind saving and excepting which may be required by the bank, and any such instruments in writing so executed shall be binding upon the Club. The corporate seal may be affixed to any of the said instruments so signed by the President and by the Secretary or the Secretary-Treasurer.

DELEGATION OF DUTIES

29. The Board of Directors may delegate all or any part of the powers and duties of any officer to any other officer or to any director for the time being.

30. The Board of Directors shall at the next business meeting of the Board after the Annual General Meeting, welcome new board members and offer orientation for their position at the first meeting after the AGM. The committees may be composed of other Club members. The Board may delegate to these Committees such powers and duties as the Board deems advisable and subject to the general supervision of the Board.

(i) President-Chair meetings (by-law 23)

(ii) The House Committee shall have full charge and control of the organization and management of the clubhouse and conduct of members and guests in lounges, locker rooms and patio.

(iii) The Greens Committee shall have full charge and control of the Club fairways, greens and grounds.

(iv) The Golf Committee shall have full charge and control of golf organization, including the Pro-Shop and conduct of members and guests on the golf course.

(v) The Membership Committee shall have the responsibility of increasing the memberships including but not limited to Social, Junior, Intermediate, Senior and Ladies.

(vi) Treasurer (by-law 26)

(vii) Secretary (by-law 25)

(viii) Strategic Plan-responsible for planning present and beyond

(ix) Vacant

(x) Past President (by-law 23a)

(xi) Any rules made by any of such Committees which are not contrary to this By-Law or to the instructions of the Board shall have the same force and effect as if enacted hereby.

(a) The Board of Directors may appoint or disband committees or portfolios that the Board may consider desirable and may delegate such duties and authorities as the Board may deem to be expedient.

(b) The Board of Directors may from time to time make rules and regulations with respect to the carrying out of the provisions of this By-Law and may repeal or amend any such rules and regulations.

31. The Board will act as the Finance Committee and work within an approved budget and a short term/long term Strategic plan.

(a) The Board may appoint two (2) other professionally qualified individual members from time to time to act as an independent Audit Committee to assess any Board transactions and report directly to the Board.

32. Subject to Section 31 no contract shall be entered into nor shall any debts or accounts be incurred without the approval of the Board of Directors.

CHEQUES AND PROMISSORY NOTES

33. All cheques and promissory notes made or drawn by the Club shall be signed by the President or the Vice-President and by the Treasurer or Secretary-Treasurer, or in the absence of the Treasurer or Secretary-Treasurer by any other person authorized by resolution of the Board of Directors, and when so signed shall be valid and binding upon the Club.

FISCAL YEAR

34. Until changed by resolution of the Board of Directors, the fiscal year of the Club shall end on the 31st day of October in each year.

AUDITOR

35. The shareholders shall at the annual meeting appoint an independent accountant (**s**) for the ensuing year and such accountant (s) shall be a Certified Professional Accountants that are licensed Public Accountants. To prepare review engagement financial statements. The Board of Directors shall determine and fix the remuneration of the Accountant (s).

SHARE CERTIFICATES AND TRANSFERS

36. Shares in the Club's capital stock be allotted by resolution of the Board of Directors from time to time on such terms and conditions and to such person or persons as the Board shall determine, including any shares created by amendments to the Letters Patent of the Club. Share certificates and any endorsement thereon shall be in such form or forms as the Board of Directors may approve from time to time and shall be signed by the President or the Vice-President and by the Secretary or the Treasurer. The signatures of such persons may be engraved, lithographed or otherwise mechanically reproduced upon the share certificates and need not be under the Club seal. Subject to the provisions of the Corporations Act and to the provisions, if any, of the Letters Patent and Supplementary Letters Patent restricting the transfer of shares, shall be made either in person or by attorney according to the registration books of shares and transfers of the Club kept for that purpose, and upon surrender of the certificates representing the share or shares to be transferred.

(a) The Board of Directors may by resolution prescribe, either generally or in a particular case, reasonable conditions upon which a new share certificate may be issued in lieu of and upon cancellation of a share certificate which has become mutilated or in substitution for a certificate which has been lost, stolen or destroyed.

(b) A Special Resolution (1990) provided authorization for the amendment of the Letters Patent of the Club to subdivide each of the issued and outstanding common shares in the capital of the Club into ten (10) issued and outstanding common shares in the capital of the Club; and to further authorize the amendment of the Letters Patent of the Club to create an additional one thousand (1,000) common shares in the Capital of the Club.

37. The Board of Directors are authorized and empowered to charge and collect a transfer fee upon each transfer of any share or shares of the Club's capital stock and may fix the amount of such fee.

MEMBERSHIP

38. The basic membership category is a Clubhouse Membership. A Clubhouse Member may also be a Golf Member by paying the appropriate fee. The Golf Memberships may contain subdivisions as may be determined from time to time by the Board. All Clubhouse Members are those persons who have applied for and have been accepted as members and have paid the Club fees.

39. Every application for membership shall be in writing on a form approved by the Board and signed by the applicant. Every application must be approved by the Membership Committee.

40. Each application must be submitted to the Office Manager for setting up an account, invoicing, and filing.

41. It shall be a condition of the acceptance of every application for membership and the admission of every guest upon admittance to the grounds and buildings: that the Club or any of its directors, officers and employees shall not be liable or charged for any loss or damage to property or for any personal injury sustained anywhere in the buildings or grounds of the Club.

42. Whenever the Club buildings or grounds are utilized by non-members for whatever purpose, the terms of Section 41 are also applicable.

43. The Club property and buildings are for the use and enjoyment for all Club members and guests. Member and guests must help and protect the Club facilities from careless damage, theft or vandalism.

(a) A No-Smoking policy is in effect in all Club buildings and patios. Smoking including vaping and recreational cannabis only in the designated smoking area.

(b) Respect for Club Staff must always prevail.

© Proper behavior, dress code and conduct according to the Club Rules must be adhered to by all members and guests. The Board shall publish and maintain a code of conduct and a dress code for all members and guests. Addendum 1

44. Payment of accounts are due when submitted. Outstanding accounts of ninety (90) days will be subject to further action by the Board.

45. All shareholders will be invited to attend an Annual General Meeting as stated in the By-Law. Only shareholders will be invited to vote on any issues arising at the Annual General Meeting. Voting cards will be handed out at registration.

46. Members may be invited to attend the Annual General Meeting or other meetings called by the Board.

PRIVACY POLICY

47. The Guelph Country Club is committed to maintaining the accuracy, confidentiality and security of a member's personal information that can identify a member directly or by any other means. The Club will only use or disclose the members personal information in accordance with the purpose for which it was originally collected or when it is required by law.

48. Personal information is used to communicate to the membership, invoicing member's accounts, publishing the Club's roster of addresses and telephone numbers where the member has granted permission. E-mail addresses used by the Club for membership communication are utilized only by permission from the member.

49. Personal information is restricted to authorized employees only. Designated employees have to agree to a code that prohibits the disclosure of any member information to unauthorized individuals.

50. Access is restricted to electronic files and paper files in locked filing cabinets.

AMENDMENTS TO BY-LAW NO. 1

51. The Board may propose to amend the By-Law from time to time. A notice of a shareholder's meeting to amend the By-Law will be circulated to the shareholders fifteen (15) days in advance of the designated time and place called by the Board. The notice must specify the exact nature of the amendment(s).

RULES OF ORDER

52. Any questions of procedure at any meetings of the Board, shareholders or of any Committee which have not been provided for in this By-Law or by the Corporations Act, shall be determined by the Chairman in accordance with Robert's Rules of Order.

The Chairman shall preserve order and decide questions of order and privileges essential to calm deliberation, effective use of available time and general agreement that fair and equitable processes have led to acceptable conclusions.

The Chairman is impartial and has no votes at the Board or shareholder's meetings but may exercise a deciding vote if the vote is tied. In Committee meetings, the Chairman enjoys the same rights as any other member to participate in and vote on any issues.

By-Law No. 1:

Approved by the Board of Directors, July 20, 2020

Approved and passed by the shareholders at the Annual General Meeting, October 15, 2020.