



## BY-LAWS OF THE BLUENOSE CLUB

(locally known as Bluenose Golf Club) WITH AMENDMENTS TO February 23, 2023.

The Bluenose Club was incorporated by Chapter 135 of the Statutes of Nova Scotia 1930, amended by Chapter 18 of the Statutes of Nova Scotia 2000.

The Bluenose Golf Club received a Certificate of Incorporation under the Societies Act, (Registration Number 3338351) on June 5, 2020.



## Index

- Article One – Definitions
- Article Two – Membership
- Article Three – Dues and Fees
- Article Four – Board of Directors
- Article Five – Duties of the Board
- Article Six – Documents
- Article Seven – Board Members are Volunteers
- Article Eight – Duties of the Officers
- Article Nine – Meetings of the Club
- Article Ten – Ladies Division
- Article Eleven – Financial
- Article Twelve – Service by Post
- Article Thirteen – Amendment of By-Laws
- Article Fourteen – Rules of Procedure
- Article Fifteen – Rules of Golf
- Article Sixteen – General
- Article Seventeen – Distributing Assets and Dissolving the Club



## INTRODUCTION

The name of the Club is The Bluenose Club, also known as Bluenose Golf Club, and is referred to in these By-laws as "the Club."

## ARTICLE ONE - DEFINITIONS

- 1.01** In these By-laws unless there is something in the subject or context inconsistent therewith:
- (A) "Special Resolution" means a resolution passed by not less than three fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution has been duly given.
  - (B) The "Board" means the Board of Directors of the Club.
- 1.02** In these By-law s unless the context of these By-law s requires otherwise, the singular number shall include the plural and vice versa, the number of the verb shall be construed as agreeing with the word so substituted, words importing the masculine gender shall include the feminine and neuter genders and vice versa, and words importing persons shall include firms and corporations and vice versa.

## ARTICLE TWO - MEMBERSHIP

### **2.01 Admission of members**

Application for any category of membership shall be submitted in writing upon an application form as determined by the Board, accompanied by the required dues and fees.

### **2.02 General**

- (A) Each member shall be elected in the manner described in Article 2.01.
- (B) Each member shall only be a member for the classification of membership to which that member is elected by the Board.
- (C) Each member shall pay the prescribed dues for the membership classification to which they are approved for the current season by the date or dates such dues are payable.
- (D) Each member shall meet such other requirements for that member's classification as may be determined by the Board from time to time.
- (E) All age requirements shall be determined as of the 30th day of June of the relevant year unless otherwise specified.
- (F) The Board may from time to time propose membership limits for each classification of member for approval at an Annual General Meeting (or other general meeting of the Club). The Board, however, shall have the

discretion to change the limit of a membership classification by up to 10% between annual meetings.

- (G) Upon attaining any of the membership limitations so specified in Article 2.02 (F) above, subsequent applications for membership shall be placed on a waiting list in the order in which they are received. The Board shall be the sole authority regarding the terms and conditions of, and the appropriate administration of, the Club membership waiting list.
- (H) Notwithstanding that the membership limits referred to in Articles 2.02 (F) and (G) have been reached, any spouse/partner of an existing regular member may make application for membership in the Club and shall be entitled, upon payment of dues, and election to membership by the Board of Directors, to be a member of the Club.

### **2.03 Membership Classifications**

- (A) Regular Member – An adult playing member, 19 years of age or older. This member has full playing and voting privileges.
- (B) Junior Member – A member, age 6 to 18 years of age. This member has restricted playing privileges, no voting privileges and may have restricted club premises privileges. The playing privileges and club premises privileges shall be determined from time to time by the Board and may vary for different age groups within the junior category.
- (C) Intermediate Member – A member, age 19-24. This member has full playing privileges but no voting privileges.
- (D) Social Member – A member, age 19 years of age or older at the time of application for membership. This member shall not have voting or regular golfing privileges but shall have the privilege of using the amenities of the Clubhouse and shall have such other privileges as may be granted by the Board from time to time.
- (E) Employee Member – An employee of the Club who may be granted membership status (excluding voting privileges) by the Board for a nominal fee. (The Board may from time to time restrict the privileges attached to this class of membership.) The employee member shall not be entitled to be elected to the Board of Directors unless he or she becomes a regular member.
- (F) Honorary Life Member – A member elected at a meeting of the Board to be an honorary member for life which includes playing privileges and the privilege of using the amenities of the Club House, but an honorary member shall not be entitled to hold office, be an executive member or have a vote at any club meeting. All persons appointed by the Board or members as life or honorary or honorary life members prior to September 1, 2004 shall be deemed to be an honorary life member. As this is intended to be a very restrictive category, there shall not be more than ten honorary life members at any time, and not more than one honorary life member shall be elected in any calendar year. Honorary membership may be extended to any person who has made a significant contribution to the advancement of the Bluenose Golf Club or to the sport of golf in general. Such a person must be proposed by at least two active members, approved by the membership committee, and elected by a majority of those present at a meeting of the Board, provided that notice of the motion has been given. Honorary members shall not be assessed dues. The honorary membership shall be for life unless revoked by

resolution passed by  $\frac{3}{4}$  of the members present at a meeting of the Board, provided that notice of the motion has been given.

#### **2.04 Resignation of Membership**

Membership in the club shall cease upon the death of a member, notice of resignation in writing to the club, or failure to qualify for membership in accordance with these by-laws, including non-payment of dues.

#### **2.05 Non-Transferable**

Membership in the Club shall not be transferable.

#### **2.06 Member Rights**

- (A) Every member of the Club shall be entitled to attend any general meetings of the Club. Only regular members may vote at any general meeting of the Club, hold office, or be elected to the Board of Directors. There shall be no proxy voting.
- (B) Any member, with 15 days' notice, may inspect the books and records of the Club at the Clubhouse facility or such other place as may be agreed upon.

#### **2.07 Suspension/Expulsion of Member**

- (A) The Board may, by a vote of three quarters of those present at a duly called meeting of the Board, suspend, or expel from membership in the Club any member whose conduct is considered by the Board to be improper, unbecoming, or likely to offend, annoy or endanger the welfare of the Club or its other members. The member in question shall receive at least three days' notice of the time, place, and purpose of the meeting of the Board of Directors and he shall be entitled to be heard and give evidence at such meeting prior to the determination by the Board of its decision to suspend or expel. Any suspension or expulsion shall take effect on such person being notified thereof by the secretary unless otherwise ordered by the Board. Notification of a suspension or expulsion shall be sufficient if sent to the member's usual place of business or residence by registered mail. The notification shall state the reason or reasons for the member's expulsion or suspension. The Board may on expelling a member, provide that the expelled member cannot reapply for membership until a specified time has expired.
- (B) If, within one month after the suspension or expulsion of a member, a Special Meeting shall be requested by ten members of the Club addressed in writing to the Secretary, a Special Meeting of the members of the Club shall be called forthwith and an appeal may be asserted from the decision of the Board and the decision of the said Board may be reversed by a three-quarters vote of the members present at such Special Meeting of the members.

### **ARTICLE THREE - DUES AND FEES**

- 3.01 The Board shall annually propose, for approval at the Annual Meeting, the dues payable for each classification of membership as well golf cart trail fees. The Secretary shall notify the Club members of this information at least 10 (ten) days prior to the Annual General Meeting in accordance with By-law number 9.03.
- 3.02 The Board shall have discretion as to the playing and other privileges of green fee players. A green fee player is a person who has paid the prescribed fee for such playing and other privileges as set forth from time to time by the Board. The Board may establish different privileges for different periods of play for green fee players.
- 3.03 Notwithstanding Article 3.01, the Board may, if, in its absolute discretion it deems appropriate, authorize reduced fees, complimentary or guest rounds, with such playing and other privileges as determined by the Board from time to time.
- 3.04 Any refunds shall be subject to the Membership Policy for the Club as established and revised by the Board from time to time.
- 3.05 Notwithstanding anything in these By-laws, the Club may, at its Annual Meeting, with or without a proposal from the Board, provide for reduced or special rates for dues or fees for certain persons or groups of persons as an incentive. Without restricting the generality of the foregoing, the Club may establish a Corporate Discount Green Fee Card and reduced dues for a family (or part thereof), for beginners or for returning members.

### **ARTICLE FOUR - THE BOARD OF DIRECTORS**

- 4.01 The management and direction of the Club shall be vested in a Board of Directors consisting of four officers, three ex-officio directors (President of the Ladies' Division of the Club and the Vice-President of the Ladies' Division of the Club and the Past President) and not less than four (4) nor more than ten (10) other directors. [The members in an Annual Meeting shall determine the number of directors for the following term.]
- 4.02 Any regular member shall be eligible to be elected to the Board.
- 4.03 The officers of the Club shall be the President, the Vice-President, the Secretary, and the Treasurer.
- 4.04 The officers and other directors (other than ex-officio directors) shall be elected at an Annual General Meeting of the Club for a term of two years. Approximately half of the directors shall have terms ending on even years, the other half with terms ending odd years. A retiring director shall be eligible for re-election.
- 4.05 If a vacancy occurs on the Board, the remaining members of the Board shall appoint a person (who would have otherwise been entitled to be elected to the Board) to fill the unexpired portion of the term on the Board.
- 4.06 The Club may by special resolution remove any member of the Board before the expiration of the period of office and appoint another person in his stead. The person so appointed must be a regular member and shall hold office during the remainder of the term of the Board member he replaces.



- 4.07 The Board shall, at least 60 days prior to the Annual General Meeting, appoint a Nominating Committee. The Nominating Committee shall have three members and will include at least one Officer of the Board of Directors (Past President, President, Vice-President, Secretary, Treasurer, Ladies Division President) and at least one regular member of the Ladies Division. The committee shall nominate a slate of directors (including officers) for presentation at the Annual General Meeting. The membership will be advised of the proposed slate by mail, newspaper, telephone, posting, or email as described in Article 9.03.
- 4.08 A quorum for the transaction of any business at a meeting of the Board of Directors shall be five.
- 4.09 A meeting of the Board may be held at the close of every ordinary, annual meeting of the Club without notice.
- 4.10 Meetings of the Board shall be held as often as the business of the Club may require.
- 4.11 The President or in his absence, the Vice President, or in the absence of both, any Director appointed by among those present shall preside as Chair at meetings of the Board.
- 4.12 Meetings of the Board may be called at any time by the President and shall be called whenever requested by any three members of the Board, and in the latter case shall be held within 10 days. At least 24 hours' notice of any meeting of the Board shall be given to the Board members by mail, email or by telephone or orally in person. The non-receipt of any notice by any Board member shall not invalidate the proceedings at any meeting.
- 4.13 A Resolution in writing signed by all of the members of the Board or a Resolution circulated electronically amongst all the members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly called and constituted.

#### **ARTICLE FIVE - DUTIES OF THE BOARD**

- 5.01 The Board shall be responsible for conducting the business, discipline, and management of the Club between general meetings.
- 5.02 The Board shall be responsible for establishing policies to govern the daily management of the Club including play at the Club.
- 5.03 The Board shall be responsible for establishing the following standing committees:

Operations Committee  
Finance Committee  
Member Services Committee  
Personnel Committee  
Policy Committee  
Long Range Planning Committee  
Junior Development Committee  
Match and Handicap Committee  
Nominating Committee

And such other committees as required from time to time for the effective operation of the Club. Subject to variation of duties from time to time by the Board of Directors, the following shall be the responsibilities of the foregoing specifically named committees:

- (A) Operations Committee – The Operations Committee shall work with the General Manager/Superintendent to advise the Board on matters relating to the operations of the Club House and Golf Shop including but not limited to the following: buildings, machinery, grounds, course, menus, merchandise, prices, hours of operations and operational policies.
  - (B) Finance Committee – The Finance Committee shall have the responsibility to oversee the management of the Club's finances, lease, and assets.
  - (C) Member Services Committee – The Member Services Committee shall have the responsibility for member services including but not limited to recruitment, creating social opportunities, maintaining a website, and advising the Board on matters relating to the membership.
  - (D) Personnel Committee – The Personnel Committee shall oversee all items concerning paid personnel matters.
  - (E) Policy Committee – The Policy Committee shall have the responsibility to advise the Board on matters relating to the Club's bylaws and policies.
  - (F) Long Range Planning Committee – The Long-Range Planning Committee shall develop plans for improvement, enhancement, and growth of the Club.
  - (G) Junior Development Committee – The duties of the Junior Development Committee shall be to organize clinics, competitions and such other activities as will promote junior development within the Club.
  - (H) Match and Handicap Committee – The Match and Handicap Committee shall supervise the implementation of the Handicap system with the Club and oversee the coordination and management of all Club competitions provided that, notwithstanding the foregoing, Men's, Ladies', and Junior functions will be organized and administered by their respective programs and the selection of all dates for competition shall be subject to the approval of the General Manager of Operations.
  - (I) Nominating Committee – The Nominating Committee shall nominate a slate of directors, including officers, for presentation at the Annual General Meeting.
- 5.04 Subject to Article 5.03, the Board shall be responsible for establishing the terms of reference for each standing and other committees established by the Board and shall appoint the members and chair of each Committee. All Standing Committee chairs must be members of the Board of Directors.
- 5.05 The Board shall determine from time to time the number of employees to be engaged by the Club and their respective responsibilities and remuneration. Without restricting the foregoing, the Board shall engage a person who is not and shall not be a member of the Board to be the General Manager / Superintendent of Operations- and shall fix his remuneration and determine his duties and responsibilities from time to time.

## **ARTICLE SIX - DOCUMENTS**

- 6.01 All documents required to be executed by the Club under its corporate seal shall be signed by either of the President or Vice-President and also either of the Secretary or Treasurer and the corporate seal shall be affixed thereto. The Board may also, by Resolution, authorize other directors to execute a document on behalf of the Club and to affix its corporate seal thereto.

## **ARTICLE SEVEN - BOARD MEMBERS ARE VOLUNTEERS**

- 7.01 No member of the Board shall receive remuneration of any type from the Club.

## **ARTICLE EIGHT- DUTIES OF THE OFFICERS**

- 8.01 The President shall have the general supervision of all activities of the Club. He shall preside at all general meetings of the Board and the Club. He shall advise and assist the members of the Board and Club Committees. He shall be an ex-officio member of all committees.
- 8.02 The Vice-President shall carry out the duties of the President in his absence.
- 8.03 The Chair of a meeting of the Board or the Club or any Committee shall have no vote except in the case of a tie in which event the chair shall cast the deciding vote.
- 8.04 The Secretary shall prepare and keep a record of the minutes of all meetings of the Club and the Board.
- 8.05 The Treasurer shall have the charge and supervisory management of all Club finances, (including, without limiting the foregoing, supervision of the collection of all dues and fees, the supervision of payment of all bills approved by the Board, and the maintenance of proper records and accounts of all financial transactions of the Club).
- 8.06 The other duties of the Board members shall be those generally pertaining to their offices or as requested by the President.

## **ARTICLE NINE - MEETINGS OF THE CLUB**

- 9.01 There shall be an Annual Meeting of the Club annually:
- (A) The Winter General Meeting shall be held between January 1 and the last day of February in each year (both dates inclusive) and shall be designated as the Annual Meeting.
  - (B) The date, time and place of the Annual Meeting shall be selected by the President and in default thereof, by the Board of Directors.
- 9.02 A special general meeting may be called at any time by the President and shall be called if requested in writing by at least 25 of the voting members of the Club. A meeting called by request of 25 members shall be held within 30 days of the date of request.

**9.03** Ten days' notice of an Annual, or Special General Meeting shall be given to members by:

- a) mail, or
- b) by publication in a newspaper circulated in the area of the Town of Lunenburg, or
- c) by telephone, or
- d) by posting the notice on a bulletin board of the Club during the period May 1 to October 31, or
- e) by email.

The non-receipt of any notice by any member shall not invalidate the proceedings at any meeting. In the case of special business to be transacted at any such meeting the notice shall give the nature of such business.

**9.04** No business shall be transacted at any general meeting unless at least a quorum of 15 voting members is present. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, a meeting convened upon requisition of members shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is still not present, it shall be adjourned sine die.

**9.05** All decisions of a general meeting shall be decided by a majority vote of the voting members present unless otherwise specified by the By-laws.

**9.06** At the Annual Meeting, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- (A) Minutes of preceding general meeting and all business arising therefrom.
- (B) The consideration of the Annual Reports of the President and Committee Chairmen.
- (C) The consideration of the previous year auditor reviewed financial statement.
- (D) The appointment of auditor(s).
- (E) The presentation of the budget and any business plan for the coming year including the proposed dues, green fees, driving range fees, and dues, and golf cart trail fees.
- (F) The election of the Board of Directors (other than ex-officio members) for the coming year.

**9.07** At any other general meeting of this Society the following items shall be dealt with and shall be deemed to be ordinary business:

- (A) Minutes of preceding general meeting and all business arising therefrom.

**9.08** All business transacted at a general meeting other than as provided in Article 9.06, and 9.07 shall be deemed to be special business and all business shall be deemed special that is transacted at a special general meeting (other than as provided in Article 9.07).

**9.09** Only members in good standing in attendance at the meeting shall be entitled to vote.

## **ARTICLE TEN – LADIES DIVISION**

- 10.01** The lady members of the Club shall form a division known as the Ladies Division of the Bluenose Golf Club. The members shall hold an annual meeting on the same date as the annual meeting of the Club or at such other time as may be selected by the President of the Ladies Division of the Club. Notice of the time and place of such meeting shall be posted in the Clubhouse for at least 10 days before the date of the meeting and at such meeting each lady regular member present shall have a vote. The members shall elect a Division President, Vice President, Secretary Treasurer, Handicap Chair, Match Chair and House Chair. The above elected ladies will form the executive of the Ladies Division of the Bluenose Golf Club. The executive shall operate under such rules as are approved by the ladies' membership, provided that such rules do not in any way conflict with the By-laws, rules, regulations and policies of the Club.
- 10.02** The President of the Ladies Division of the Club and the Vice-President of the Ladies' Division of the Club shall be ex-officio a member of the Board of Directors of the Club.
- 10.03** The President of the Ladies Division shall be responsible together with other members of the executive of the Ladies Division for the activities of the Ladies Division. The Ladies President shall preside over all Ladies Division meetings including the Ladies Annual and Semi-Annual Meetings. The Ladies President shall also be an ex-officio member of all committees of the Ladies Division, preside over the opening and closing events of the Ladies Division, and welcome entrants to special ladies' events hosted by the Ladies Division.

## **ARTICLE ELEVEN - FINANCIAL**

- 11.01** The Bank of the Club shall be any Chartered Bank or Trust Company backed by the Canada Deposit Insurance Corporation in the Town of Lunenburg, Nova Scotia, at which an account shall be maintained, and in which shall be deposited, and from which shall be drawn, the monies of the Club.
- 11.02** All cheques, promissory notes, and other orders for the payment of money by the Club must be signed and endorsed by any two of the President, Vice-President, Treasurer and Secretary, except in the case of cheques under \$3,000.00 which may be countersigned by the General Manager / Superintendent and any one of the President, Vice-President, or Treasurer.
- 11.03** The Board shall have the authority to borrow for the Club, in any one fiscal year, an amount up to and including the sum of twenty-five thousand dollars (\$25,000.00). Any borrowing of a higher amount must have the approval of the members by special resolution.
- 11.04** Any capital expenditure over twenty-five thousand dollars (\$25,000.00) or any establishment of a line of credit exceeding \$25,000.00 or any project costing over \$25,000.00 must be approved at a general meeting of the Club by special resolution except in emergency situations where the Board considers that the delay would be detrimental to the Club.
- 11.05** The Board may, from time to time, authorize the investment of Club funds for the purpose of planned capital improvements. In so doing, they shall be guided by the laws applicable to the investment of trust funds.

- 11.06 The Club shall maintain third party liability insurance coverage and such other insurance coverage, including directors' liability insurance, as the Board may direct. Such coverage shall be in a form and contain such limits as are specified by the Board.
- 11.07 Each year an independent auditor shall be appointed by the membership at the Annual General Meeting to examine the accounts of the Club and report to the Board if the accounts accurately reflect the affairs of the Club during the preceding year. The Board shall make a written report to the members at the Annual Meeting as to the financial position of the Club. The report shall contain a Balance Sheet as well as a Statement of Income and Expenditures.
- 11.08 The fiscal year of the Club shall run from January 1<sup>st</sup> to December 31<sup>st</sup>.
- 11.09 The Treasurer shall present the Financial Statements at the Annual General Meeting stating the position of the Club for the prior fiscal year.

#### **ARTICLE TWELVE – SERVICE BY POST**

- 12.01 Any notice delivered by post shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office or in a post box.

#### **ARTICLE THIRTEEN - AMENDMENT OF BY-LAWS**

- 13.01 The By-laws of the Club shall not be amended or repealed except by Special Resolution of the members as defined in Article 1.01(A).

#### **ARTICLE FOURTEEN - RULES OF PROCEDURE**

- 14.01 All meetings shall be conducted according to Robert's Rules of Order newly revised 1990 or such newer version as shall be on hand at the meeting.

#### **ARTICLE FIFTEEN - RULES OF GOLF**

- 15.01 The rules of golf as adopted from time to time by the Royal Canadian Golf Association shall govern play on the course. Local rules of the Club must be consistent with the rules of the Royal Canadian Golf Association.

#### **ARTICLE SIXTEEN - GENERAL**

- 16.01 The Club shall not be responsible for any loss of property of members or guests, or for any damage or injury sustained by them or their property in and about the course, club house, pro shop, or property of the Club.
- 16.02 Members shall pay for any damage done to any of the Club's property by themselves or their guests.

## **ARTICLE SEVENTEEN**

### **DISTRIBUTING ASSETS AND DISSOLVING THE CLUB**

- 17.01 The Club does not pay any dividends or distribute its property among its members.
- 17.02 If the Club is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization that has objectives similar to those of the Bluenose Golf Club.
- 17.03 Members are to select the organization to receive the assets by special resolution. In no event do any members receive any assets of the Club.

