

BY-LAWS
OF
THE CHESTER GOLF CLUB

“The objects of the Club are those set forth in the Memorandum of Association pursuant to which it has been incorporated, preserving in accordance with the wishes of Joseph N. Pew, Jr., and Alberta Caven Pew, his wife, the donors of the golf links of the Club those golf links in perpetuity for the use of the permanent and summer residents of Chester and its environs and uniting those persons in an equality of social intercourse.”

Includes all revisions to August 2007

ARTICLE 1.00 DEFINITIONS

- 1.01 In these by-laws unless there be something in the subject or context inconsistent therewith:
- (a) “Club” means “The Chester Golf Club”;
 - (b) “Board” means the Board of Directors of the Club;
 - © “Trustees” means the Board of Trustee of the Club;
 - (d) “Registrar” means the Registrar of Joint Stock Companies;
 - (e) “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.

ARTICLE 2.00 MEMBERSHIP

2.02 Subject to the approval of the Annual General Meeting, the Board shall have the authority to set the criteria, categories, and qualifications for membership in the Club.

2.03 Only Senior members of the Club shall be entitled to receive notice of, and to vote at, meetings of the Club. All other members shall be entitled to attend, but not to vote at, such meetings.

2.04 The Board shall recommend a fee and assessment schedule to the Annual General Meeting which shall set membership fees and assessments for the Club.

2.05 Applications for membership shall be made in writing to the Secretary and reviewed by the Membership Committee which shall have the authority to accept or reject such applications. Any person whose application for membership has been rejected may appeal to the Board.

2.06 Membership in the Club shall cease upon:

(a) the death of a member;

(b) the resignation of a member;

© a member being expelled from membership by resolution of the Board for non-payment of dues, fees or assessments or for other good and sufficient cause.

(d) for a change in residential status since August 25, 2001. (Note for clarification) All members, prior to this date, who are in good standing, will continue to enjoy membership in the Club, regardless of their current residential status.

ARTICLE 3.00 FISCAL YEAR

3.01 The fiscal year of the Club shall be January 1 to December 31.

ARTICLE 4.00 MEETINGS OF THE CLUB

4.01

- (a) The Annual General Meeting of the Club shall be held in August of each year;
- (b) The Spring General Meeting of the Club shall be held in May of each year;
- (c) A special General Meeting of the Club may be called by the President, or by the Board, or by the Board of Trustees and shall be called by the Board if requisitioned In writing by at least twenty of the voting members of the Club.

4.02 Seven days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice of meetings shall be posted on Bulletin Boards and the website. The non-receipt of any notice by any member shall not invalidate the proceedings of any general meeting.

A form will be sent out at least two weeks prior to the Annual General Meeting of the Club. This form will solicit votes on the following ordinary and special items:

- 1) Election of auditors for the succeeding year
- 2) Election of the President, Vice-presidents, Secretary and Treasurer
- 3) Setting of annual dues and assessments
- 4) Any proposed project with a cost greater than \$250,000.

Signed forms received by the Secretary prior to the meeting will count as valid votes on the above issues regardless of whether the member is in attendance or not at the meeting.

4.03 At each Annual General Meeting of the Club, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Minutes of preceding general meeting;

Setting annual fees and assessments;

Consideration of the annual reports of directors, officers and committees of the

Club;

Election of President, Vice-presidents, Secretary and Treasurer;

Consideration of the interim financial statement of the Treasurer including an unaudited statement of all accounts payable, accounts receivable and cash balances in all Club accounts.

All other business transacted at an Annual General Meeting shall be deemed to be special business.

4.04 At each Spring General Meeting of the Club, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Minutes of the preceding general meeting;

Consideration of the interim reports of the directors, officers and committees of the Club;

Consideration of the annual financial statements including balance sheet and Operating statement and the report of the auditors thereon;

Appointment of auditors.

All other business transacted at the Spring General Meeting shall be deemed to be special business.

4.05 No business shall be transacted at any general meeting of the Club unless a quorum of members is present at the commencement of such business and such quorum shall consist of 20 members who are entitled to vote thereat.

4.06 If within one-half hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened upon the requisition of the 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 not present, it shall be adjourned sine die.

4.07

- (a) The President of the Club shall preside as Chair at every general meeting of the Club;
- (b) If there is no President or if at any meeting he or she is not present at the time of holding the same, one of the Vice-Presidents shall preside as Chair;

© If there is no President or Vice-Presidents or if at any meeting neither the President nor a Vice-President is present at the holding of the same, the members Present shall choose some one of their number to preside as Chair.

4.08 The Chair shall have no vote except in the case of an equality of votes in which event he or she shall have a casting vote.

4.09 Every member entitled to vote shall have one vote and no more.

4.10 The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members in accordance with the provisions of Article 4.02.

4.11 At any general meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of the proceedings of the Club shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution.

4.12 If a poll is demanded, the same shall be taken in such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Club in general meeting. Example – Appointment of scrutineers, if required.

ARTICLE 5.00 BOARD OF DIRECTORS

5.01 There shall be a Board of Directors of the Club consisting of:

- (a) the Past President;
- (b) the President;

- © two Vice-Presidents;
- (d) the Secretary;
- (e) the Treasurer;
- (f) the President of the Ladies Division;
- (g) the chairs of the standing committees

5.02 The President, Vice-Presidents, Secretary and Treasurer shall be elected at the Annual General Meeting of the Club.

5.03 The elected officers of the Club shall select the chairs of the Club's Standing and Ad-Hoc Committees from amongst the members of the Club. The Committee chair shall select the number of committee members, not less than three, from the general membership.

5.04 Any member of the Club entitled to vote at a general meeting of the Club shall be eligible to be elected or appointed a director of the Club.

5.05 In the event that a director resigns his or her office as director or ceases to be a member of the Club, whereupon his or her office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board from among the members of the Club.

5.06

(a) The Board, shall, at least thirty (30) days prior to the Annual General Meeting, appoint a nominating committee, composed of at least five (5) members, one of whom shall be a Past President of the Club to prepare and present to the Annual General Meeting a report of persons who have consented to be nominated for Membership on the Board. A copy of this report shall be posted on the club Notice boards at least seven (7) days prior to the meeting.

(b) The President shall not be a member of the nominating committee;

© In its report to the Annual General Meeting, the nominating committee shall recommend one candidate for each vacancy on the Board to be elected at the Annual General Meeting. The Chair of the Annual General Meeting shall Call for additional nominations for the Board.

5.07 The Board of Directors shall take office on January 1.

ARTICLE 6.00 MEETINGS OF THE BOARD

6.01 Meetings of the Board shall be held as often as the business of the Club may require. A meeting of the Board may be held at the close of every general meeting of the Club without notice.

6.02 No business shall be transacted at any meeting of the Board unless a quorum is present. A quorum for any meeting of the Board shall consist of a majority of the Board including the person presiding at the meeting.

6.03 The President, or in his or her absence, a Vice-President, or in the absence of both of them, any director appointed from among those directors present shall preside as Chair at meetings of the Board.

6.04 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 or by resolution of the Board of Trustees.

6.05 Members of the Board shall have at least two (2) clear days' notice of all meetings of the Board, specifying the time and place of the meeting but non receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board.

6.06 The Chair shall have no vote except in the case of an equality of votes in which event he or she shall have a casting vote.

6.07 A resolution in writing signed by 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 7.00 POWERS OF DIRECTORS

7.01 The management of the activities of the Club shall be vested in the Board which, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon it, may exercise all such powers and do all such acts and things as may be

exercised or done by the Club and are not hereby or by statute expressly directed or required to be exercised or done by the Club in general meeting.

7.02 The Board may appoint committees from time to time and may delegate to such committees such powers and responsibilities as they may decide. All committees and their members shall serve at the pleasure of the board. Any committee so formed shall, in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Board.

7.03 The Board shall establish terms of reference for each standing committee and ad hoc committee of the Club.

7.04 The Board shall have an Executive Committee consisting of the President, the Vice-Presidents, the Treasurer, and the Secretary. This committee will meet on an ad-hoc basis to deal with business which cannot wait to be addressed by the regular monthly board meetings. The committee will exercise the authority of the Board over the ordinary operations of the business of the Club between the dates of the regular meetings of the Board.

ARTICLE 8.00 OFFICERS

8.01 The officers of the Club shall be President, Past President, two Vice-Presidents, Treasurer and Secretary.

8.02 The President shall have general supervision of the activities of the Club and shall perform such duties as may be assigned to him or her by the Board from time to time.

8.03 The Vice-Presidents shall, at the request of the Board and subject to its direction, perform the duties of the President, or during such period as the President may request him or her to do so.

8.04

- (a) The Secretary shall prepare and keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him or her by the Board;
- (b) The members of the Board may appoint, a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be the Secretary.

8.05 The Treasurer shall attend to and be responsible for the financial affairs of the Board. He or she shall keep proper records and accounts of all financial transactions of the Club.

ARTICLE 9.00 AUDIT OF ACCOUNTS

9.01 The auditor of the Club shall be appointed annually by the members of the Club at the Spring General Meeting and, on failure of the members to appoint an auditor, the Board shall do so.

9.02 The Club shall make a written report to the members as to the financial position and results of operations of the Club and the report shall contain a balance sheet and operating account. The auditor shall make a written report to the members and in every

such report he or she shall state whether, in his opinion, the financial statements present fairly the financial position results of operations and changes in financial position year then ended in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year. A copy of annual financial statements shall be filed with the Registrar within fourteen days after the spring general meeting at which it is considered.

ARTICLE 10.00 BOARD OF TRUSTEES

10.01 There shall be a Board of Trustees comprised of five persons whose responsibility it is to ensure that the objects of the Club set forth in the Memorandum of Association are maintained and achieved.

10.02 Upon the death or resignation of a Trustee the surviving trustees shall, by majority vote, select a replacement trustee.

10.03 All decisions of the Board of Trustees shall be by simple majority of those present.

10.04 The Board of Trustees may requisition Special General Meetings of the Club or special meetings of the Board.

10.05 A Trustee shall be a member of the Club.

10.06 A Trustee is entitled to attend and to vote at any meeting of the Club or of the Board and shall have access to all the books and records of the Club.

10.07 The Board of Trustees shall be entitled to veto

- (a) any attempt to amend the Memorandum of Association or By-Laws of the Club;
- (b) any extension of the use of alcoholic beverages at the Club;
- © any action or resolution of the Club, the effect of which would be to increase the indebtedness of the Club by more than \$50,000.
- (d) the sale, lease or mortgage of any real property or interest in real property owned by the Club.

10.08 A resolution in writing, signed by all the Trustees shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees duly called and constituted.

ARTICLE 11.00 MISCELLANEOUS

11.01 The Club shall file with the Registrar with its annual financial statements, a list of its directors with their addresses, occupations and dates of appointment or election and within fourteen days of a change of directors, notify the Registrar of the change.

11.02 The Club shall file with the Registrar a certified copy of every special resolution within fourteen days after the resolution is passed.

11.03 Contracts, bills of exchange, cheques and other instruments shall be executed on behalf of the Club by the President and the Secretary or as otherwise prescribed by resolution of the Board.

11.04 The borrowing powers of the Club may subject to Article 10.07 be exercised by special resolution of the members.

ARTICLE 12.00 REPEAL AND AMENDMENT OF BY LAWS

12.01 The Club may, by special resolution, repeal or amend any of these by-laws provided that no by-law or amendment or repeal thereof shall take effect unless and until it is approved firstly by the Board of Trustees and secondly by the Registrar. The text of any proposed amendment shall be circulated with the notice of the meeting at which it is proposed to be considered or in any event at least seven days prior to the date of such meeting.

ARTICLE 13.00 INTERPRETATION

13.01 In these by-laws any personal pronoun relating to any person or persons shall be read and construed as the gender of the person or persons referred to in each case requires.