

Constitution - Organizational By-law

Constitutional Summary

1912 Letters Patent

The Norfolk Golf and Country Club was established in 1895. On June 24, 1912 the club became incorporated via Letters Patent granted by the then Provincial Secretary, the Honourable William John Hanna.

After the Letters Patent were granted, the club became The Norfolk Golf and Country Club, Limited. There were seven original directors named in the Letters Patent; (Frank Reid, Francis Evans Curtis, Jonathan Porter, George Jackson McKiee, William Pope Price, William Young Wallace, and John Bartholomew Jackson). The original share capital was twenty-five thousand dollars, divided into one thousand shares of twenty-five dollars each. Two conditions attached to the granting of these Letters Patent. There could be no alcohol on the premises nor could there be any gambling.

An organizational by-law dealing with directors duties, shareholder meetings and the like as well as rules and regulations of the club were published in a pamphlet for the members circa 1915.

1948 Supplementary Letters Patent

On February 11, 1948, Supplementary Letters Patent were granted by the then Provincial Secretary, Daniel Roland Michener. The share capital was increased to fifty thousand dollars by the creation of an additional one thousand shares of twenty-five dollars each.

The restriction on liquor was eliminated from the constitutional document of the club.

1984 Supplementary Letters Patent

The share capital of the club was again increased. On June 21, 1985 the Minister of Consumer and Corporate Relations, the Honourable Robert G. Elgie granted Supplementary Letters Patent increasing the authorized capital of the company from \$50,000 to \$600,000. This was done by creating 22,000 shares with a par value of \$25.00 each, ranking in parity with the existing shares of the club.

1999 Supplementary Letters Patent

On April 19, 1999, the share structure of the company was significantly modified. One million (1,000,000) Class "A" preference shares with a par value of one dollar (\$1) each were created. The existing shares of the company were designated as Common Shares.

The Class "A" preference shares have attached to them one vote per share. Upon the dissolution of the Company, the holders of Class "A" preference shares shall be reimbursed the purchase price of their shares. The Company can redeem Class "A" Preference shares at the price of one dollar (\$1) per share. The Company can also purchase the whole or any part of the outstanding Class "A" preference shares at the rate of one dollar (\$1) per share.

Summary of the Constitution Documents

The Norfolk Golf and Country Club, Limited is a duly constituted corporation with its head office in Simcoe, Ontario.

The following restriction applies to the present constitution of the company:

"AND FURHTER I DECLARE that these presents are granted upon the condition that this charter and the powers of the club hereby incorporated shall be subject to forfeiture, and may be cancelled by our Lieutenant-Governor should the said Club, or any officer, employee, shareholder or member thereof or any person or persons with the assent, acquiescence or permission of the said Club, or of any officer, employee, shareholder or member permit, allow or carry on in or upon the premises of the Club betting or gambling between any persons whatsoever, or should the Club be reported to be maintaining or using a place for any gambling or any unlawful gaming purpose, whether such betting or gambling is or is reported to be partially or wholly entered into or carried out upon such premises."

(From the original Letters Patent granted June 24, 1912)

The share capital of the company consists of 24,000 common shares with a par value of twenty-five dollars (\$25) each and 1 million Class "A" preference shares with a par value of one dollar (\$1) each.

The documents I have researched indicate that the organizational by-laws and rules and regulations of the Club have been changed numerous times throughout the years. Comprehensive changes were attempted (it is unknown whether they were duly passed by the shareholders) in 1920, 1924, 1928, 1948, 1960 and 1985. There are also a number of motions in the minutes of the Annual General Meetings and Special Meetings of the Shareholders over the years that would have an impact on the Organizational By-law, Rules and Regulations of the Club.

As Past President Keith Jones wrote in 1997:

"Every Corporation has an organizational by-law, which sets out how the Corporation operates and provides for some special rules. In view of the long history of the Club, the organizational by-law has been amended many times, in fact, it is difficult to determine exactly what is contained in the by-law and what is the most current status of it.

The only way to be certain of what is contained in our organizational by-law is to repeal what has been previously passed and institute a new revised by-law."

I concur with Mr. Jones. It is time to enact an Organizational By-law, Rules and Regulations for the Norfolk Golf and Country Club, Limited which reflect the way in which we run the club in the present day.

All of which is respectfully submitted:

Steve Guiler,

August 9th, 2004

Contact us if you wish to learn more about our constitution or how to become a member.