

**BLUE MOUNTAIN GOLF AND COUNTRY CLUB**  
**2009**  
**GENERAL MEETING FOR THE ANNUAL ELECTION OF DIRECTORS**  
**SUNDAY, OCTOBER 4, 2009**

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The General Meeting For The Annual Election Of Directors was held on Sunday, October 4, 2009 at the Blue Mountain Golf and Country Club in Collingwood, Ontario. The President of the Club, David Finbow, chaired the Meeting. The following additional Board members were :

**PRESENT :** Jim Godin, Stu Graham, Bruce Parrack, Steve Potts, Larry Rowbotham,  
Miriam Vasni

**ABSENT :** Barbara Bartlett, Wendy Mitchell

**A) READING OF THE NOTICE OF THE 2009 GENERAL MEETING FOR THE ANNUAL ELECTION OF DIRECTORS:**

Jim Godin, Secretary read the Notice of the 2009 General Meeting For The Annual Election Of Directors which was mailed to the Debenture Holders in mid September as required in By-law Article 14.3 NOTICE OF MEETINGS.

**B) RECORDING OF VOTING MEMBERS PRESENT AND RECORDING OF VOTES :**

Jim Godin, Secretary reported that there were 88 voting Debenture Holders in good standing present with an additional 61 proxies received. The meeting was called to order as defined in By-law Article 14.6 QUORUM FOR MEETINGS.

**C) READING AND APPROVAL OF THE PREVIOUS ANNUAL GENERAL MEETING MINUTES :**

BE IT RESOLVED that the Minutes of the previous Annual General Meeting of the Membership held Sunday, December 7, 2008 be accepted as presented.

Moved : Terry O`Connell  
Seconded : Gib Hunter

Carried

**D) AUTOMATED TEE TIME BOOKING SYSTEM PRESENTATION :**

Steve Potts, Vice President introduced Todd Williams who is the Vice President of Client Services, Buzsoftware. Mr. Williams provided a laptop presentation explaining the MeritSoft WebRez automated tee time booking process. The presentation was followed by a "question and answer" period. It was reported that the WebRez system would be operational as of October 13/09 providing an opportunity for the membership to become familiar with the booking process prior to the start of the 2010 season.



**E) COMMITTEE UPDATES :**

Jim Malley, General Manager provided an overhead presentation defining the Committee members, Committee Mandate and accomplishments for the following Committees : Course and Grounds; Finance; Golf; Handicap; Health and Safety; House; Junior Golf; Marketing; Membership; Polices, Procedures and Bylaws; Social.

It was noted that written reports from each Committee Chair will be forwarded to the membership prior to the Annual General Meeting of the Membership in March.

**F) 2009 FINANCIAL POSITION PRESENTATION :**

Jim Malley, General Manager presented the following overheads projecting statistics to the fiscal year end:

- 2008 versus 2009 Play Activity Analysis
- 2009 Cash Flow Explanation
- 2009 Projected Actual Revenues and Expenses versus Operating Budget

It was projected that the course will have 32,000 tee offs this year being the largest amount since 2003. It was reported that, as of this meeting, there are 582 active adults paid in 2009. In 2003 there were 666 active adults in the Club.

Audited Financial Statements will be done following the fiscal year end and presented for approval at an Annual General Meeting of the Members held prior to the end of March, 2010.

**G) FINANCIAL STABILITY AND PROPOSED BY-LAW CHANGES :**

David Finbow, President provided the following :

a) a power point presentation :

- explaining the history of our membership base over the last five years,
- explaining how initiation revenue, over time, has become an integral part of the cash flow of the Club and the importance of a plan to link initiation revenue with Capital requirements,
- reviewing 2010 membership dues,
- reviewing a comparison of dues and initiation fees at comparable Golf Clubs.

b) an overview of the Bylaw additions and amendments being presented for approval at this meeting.

**H) BYLAW ADDITIONS AND AMENDMENTS :**

Jim Malley, General Manager presented the Bylaw additions and amendments to be approved.

BE IT RESOLVED that the following Bylaw additions and amendments be accepted as read :

- Bylaw Article 3. DIRECTORS be reworded as Article 3.0 BOARD OF DIRECTORS

- Bylaw Article 3.1 NUMBER OF DIRECTORS AND QUORUM be renumbered 3.1.1  
NUMBER OF DIRECTORS AND QUORUM

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- Bylaw Article 3.1 be renamed ROLE OF THE BOARD and read as follows :

It is the role of the Board ,

- a) to represent the members of the Club and to consider the well-being and interests of the members of the Club;
- b) to develop and evaluate the policies and programs of the Club;
- c) to determine which services and levels of service the Club provides;
- d) to ensure that administrative policies , practices and procedures and controllership policies, practices and procedures are in place to implement the decisions of the Club;
- e) to ensure the accountability and transparency of the operations of the Club, including the activities of the management of the Club;
- f) to maintain the financial integrity of the Club; and
- g) to carry out the duties of the Board under this Bylaw.

- Bylaw Article 3.3 NOMINATING COMMITTEE be reworded to read :

On or before the first Monday of August of each year, the President shall, with consent of the Board, appoint a Nominating Committee. The Committee will consist of four Active members. The President will appoint two Board representatives to sit on the Committee. The President and the two appointed Board members will then choose two additional representatives from the Active members. Three members of this Committee shall constitute a quorum.

- Bylaw Article 3.4 NOMINATION be reworded to read :

On or before the fourth Monday in August in each year, the Nominating Committee, if appointed, shall present to the Secretary a list of nominees. This list shall consist of one person eligible for election to the Board for each expected vacancy on the Board for election to the Board at the General Meeting For The Annual Election Of Directors . Additional nominations may be made only if designated in writing and signed by at least three Active Members with the consent of said nominee endorsed thereon and filed with the Secretary no later than one week before the scheduled General Meeting For The Annual Election Of Directors.

- Bylaw Article 3.7 BOARD MEETINGS be reworded to read :

A Board meeting may be formally called

- a) by the President, or
- b) by any two officers jointly, or
- c) by any four officers jointly to meet at the office of the Club or on the Club premises or at any other convenient place in Collingwood. Notice of such meeting shall be given by letter addressed and mailed or delivered to each Director at his address on the books of the Club at least five days before the date of the meeting.

PROVIDED that a Board meeting may be held from time to time without formal notice at any time or place in Ontario or elsewhere, if all Directors are present thereat or if those Directors who are absent have waived notice of such meeting. A resolution agreed to in writing and signed by

all Directors shall be as valid and effective as if it had been passed at a meeting of the Board duly called, and shall be incorporated in the minutes of their proceedings.

A Board meeting, including those meetings that are held from time to time without formal notice as noted above, may be done by teleconference and/or electronic means.

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Notwithstanding anything hereinbefore contained, the President, with the consent of two of the following :

Vice President;  
Treasurer;  
Secretary;

may, at any time, arrange for an electronic vote on any matter and/or business before the Board with such vote being deemed to be a decision of the Board provided a minimum of five members of the Board have voted in the affirmative or negative.

- Bylaw Article 5.2 PRESIDENT be reworded to read :

It is the role of the President

- a) to act as chief executive officer of the Club;
- b) to ~~preside over~~ Board meetings so that its business can be carried out efficiently and effectively;
- c) to provide leadership to the Board;
- d) without limiting clause "c" , to provide information and ~~recommendations to the Board~~ with respect to the role of the Board as described in the role of the Board;
- e) to represent and promote the Club at functions of the Club and in the Community;
- f) participate in and foster activities that enhance the economic and social well-being of the Club and its members;
- g) uphold and promote the purposes of the Club; and
- h) to carry out the duties of the head of the Board under this Bylaw.

- Bylaw Article 6.4 GENERAL MANAGER be reworded to read :

It is the role of the General Manager to exercise general control and management of the affairs of the Club for the purpose of ensuring the efficient and effective operation of the Club; and performing such other duties as are assigned by the Board.

- Bylaw Article 11.2 ( h) DEBENTURE CONDITIONS be repealed.

- Bylaw Article 14.1 ANNUAL GENERAL MEETING be reworded to read :

The Annual General Meeting of the Members of the Club shall be held at the head office of the Club or at any other place in the Province of Ontario as the Board may determine, in the month of March for 2010 and, thereafter, in the month of April in each year.

- Bylaw Article 14.2.5 GENERAL MEETING FOR THE ANNUAL ELECTION OF DIRECTORS be added to read :

A General Meeting For The Annual Election Of Directors shall be held at the head office of the

Club or at other such place in the Province of Ontario as the Board may determine, in the month of October in each year for the purpose of electing directors for the next ensuing year and for such other business as the Board may determine.

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- Bylaw Article 14.6 QUORUM FOR MEETINGS be reworded to read :

The quorum for the transaction of business at a Meeting of the Members shall consist of not fewer than fifty Members in good standing in person or represented by proxy.

- Bylaw Article 14.7 (g) ELECTION OF DIRECTORS AT THE ANNUAL GENERAL MEETING be repealed.

Moved : Al Reeve  
Seconded : Bill Anthony

149 For 0 Against

Carried

**D) UNFINISHED BUSINESS FOR 2009 :**

There being no further 2008 business to discuss at this time, the following motion was made:

BE IT RESOLVED that all acts, contracts, by-laws, proceedings, appointments, elections and payments enacted, made, done or taken by the Directors and Officers of the Corporation to the date hereof, as the same are set out, reflected or referred to in the Minutes of the meetings of the Board of Directors are hereby approved, sanctioned and confirmed.

Moved : Glenn Grosset  
Seconded : Henry Von Schilling

Carried

**D) MOTION TO APPROVE THE 2010 DIRECTORS :**

General Manager, Jim Malley reported that the Nominating Committee conducted their search as defined by By-law Article 3.3 NOMINATING COMMITTEE and 3.4 NOMINATION. Through the process, the following Debenture Holders in good standing being Bob Allan, Jeanne Hazell and Tom Lamont submitted their names.

Due to the fact that the number of names submitted did not exceed the number of vacancies on the Board, no election was required.

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BE IT RESOLVED that the 2010 Board of Directors will consist of the following Debenture Holders or until their successor is appointed :

Bob Allan  
Jim Godin  
Stuart Graham  
Jeanne Hazell  
Tom Lamont

Wendy Mitchell  
Brice Parrack  
Steve Potts  
Miriam Vasni

Moved : Dave Holroyd  
Seconded : Peter Toon

Carried

**J) MARKETING THE BLUE MOUNTAIN GOLF AND COUNTRY CLUB :**

Al Ionson, Marketing Committee Chair informed the members about the programs and initiatives created by the Committee which have stimulated new member growth since its inception in the fall of 2007. Mr. Ionson highlighted the benefits of sponsoring new members and emphasized the importance for all members to promote the Club.

**K) INTRODUCTION OF THE BMGCC 2010 PRESIDENT :**

David Finbow, President thanked the 2009 Board for their dedication and commitment this year. He then introduced Steve Potts as the 2010 President. Steve spoke about the goals of the new Board being to continue to monitor revenues and expenses, membership sustainability and good corporate governance.

**L) MOTION TO ADJOURN :**

BE IT RESOLVED that there being no further business to be transacted, the 2009 General Meeting For The Annual Election Of Directors be adjourned.

Moved : Dan Molloy  
Seconded : Dave Holroyd

Carried

