

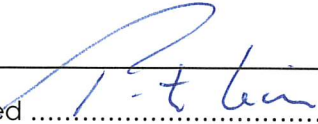
**Catalina Country Club Ltd
By-law Number 6
Out of Meeting Resolutions**

Approved BOD 18.11
Previously considered at BOD: NA
Replaces: NEW

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Persons Affected: All Golfing Members
Effective: 29/11/2018

- a. The Board may make a resolution without a meeting being held, by means of an email or similar electronic communication and using the principle of "unanimous consent".
- b. This mechanism is intended either for non-contentious matters, or where a time is of the essence and an out of meeting resolution will avoid an additional meeting.
- c. This out-of-meeting mechanism cannot be used if four or more Directors are "on leave".
- d. The resolution will be proposed by the President, or if the President is "on leave" by the Vice President or a nominated deputy in turn.
- e. The communication bearing the resolution must be circulated to all Directors not "on leave", with the addressees all clearly identified. A copy must be sent to the Secretary, or his or her deputy.
- f. Being "on leave" is the election of the Director concerned and cannot be ordained or assumed by any person, Board or committee.
- g. The Directors circulated must all respond to acknowledge receipt of the resolution to the Proposer within seven days or the resolution will be deferred. This response must be visibly copied to all the original addressees using the same medium as the proposal.
- h. If any director acknowledges receipt of the resolution but makes no objection or statement indicating withholding of consent, his or her consent will be assumed.
- i. If any one or more Director makes a statement to the effect that the resolution is not consented to, the resolution will have failed to achieve unanimous consent and will be deferred to the next Board meeting.
- j. If no Director withholds consent, then the resolution is made at the time of the last response.

- k. There is no impediment to a deferred resolution being proposed at a subsequent Board meeting. It cannot be proposed again by this "out of meeting" mechanism.

Authenticated  on this day 8 January 2019
P J Criss, President