

BY-LAWS OF THE ALBERTA GOLF ASSOCIATION

(Approved at the Association's Annual General Meeting on March 29, 2023.)

ARTICLE 1 – INTERPRETATION

1.1 DEFINITIONS

- a) *Act* shall mean the *Societies Act*, RSA 2000, c S-14, as amended.
- b) *Annual Meeting* shall mean the Annual General Meeting of the Association required to be held yearly in accordance with the provisions of the *Societies Act of Alberta*.
- c) *Association* or *Alberta Golf* shall mean the Alberta Golf Association.
- d) *Board* shall mean the duly elected Board of Directors of the Association.
- e) *By-Laws* shall mean the By-Laws of the Association.
- f) *Chief Executive Officer* shall mean the individual charged with responsibility for day-to-day operations of Alberta Golf as appointed by the Board from time to time pursuant to Article 4.6.
- g) *Director* shall mean any individual currently elected or appointed to the Board.
- h) *Golf Canada* shall mean the Royal Canadian Golf Association / Association Royale de Golf du Canada.
- i) *Individual Non-Voting Member* shall mean any individual who is a member of a Member Club, has paid the required fee directly or indirectly to Alberta Golf and who has provided the information required by Golf Canada from time to time.
- j) *Individual Voting Member* shall mean any individual who is currently elected or appointed as a Director.
- k) *Member Club* shall mean any golf club in Alberta or Northwest Territories that is a Member in Good Standing and that has been admitted to membership in Golf Canada.
- l) *Member in Good Standing* shall mean any Alberta Golf member that:
 - i. Owes no outstanding membership dues or other debts to Alberta Golf;
 - ii. Has not been suspended, expelled, or ceased to be a member; and
 - iii. Has complied with the By-Laws, policies, and rules of Alberta Golf.
- m) *Ordinary Resolution* shall mean a resolution passed by the majority of votes cast in a general meeting of Voting Members for which proper notice has been given.

- n) *Provincial Council Representative* shall mean a Board appointed representative of the Association to Golf Canada.
- o) *Special Resolution* shall mean a resolution passed by a majority of not less than three-quarters of the votes cast on that resolution at a special or general meeting of Voting Members for which proper notice has been given.
- p) *Terms of Reference* shall mean a policy ratified by the Board that sets out the mandate, authority, composition, and operating procedures of a committee, working group or council of Alberta Golf.
- q) *Voting Member* shall mean a Member Club or a Director.

1.2 Alberta Golf is the governing body for the sport of golf in Alberta and is recognized by the Government of Alberta as the provincial sport organization for golf.

1.3 In these By-Laws, and in all other rules and regulations of the Association or of the Board hereafter passed or made, words importing the singular number shall, unless the context otherwise requires, include the plural number, as the case may be, and vice versa.

1.4 The headings used throughout these Bylaws are inserted for reference purposes only, and are not to be considered or taken into account in construing the terms or provisions of any section nor to be deemed in any way to qualify, modify or explain the effect of any such terms or provisions.

1.5 The corporate seal of Alberta Golf shall be in the form as approved by the Board from time to time. The Chief Executive Officer shall have custody of the corporate seal.

ARTICLE 2 – MEMBERSHIP

2.1 Alberta Golf has the following three categories of membership:

- a) Member Club;
- b) Individual Voting Member; and
- c) Individual Non-Voting Member.

2.2 The Board may grant, deny, suspend, or terminate any membership in Alberta Golf or delegate such ability on such terms as it may determine from time to time.

Voting Rights of Members:

2.3 Members in Good Standing at the date of any membership meeting shall have the following voting rights at meetings of Voting Members:

- a) Each Member Club is entitled to authorize one delegate to represent the member club at membership meetings or vote by proxy. A Member Club is entitled to the number of votes setout below depending on the number of individual Members in Good Standing associated with it during its prior fiscal year as follows:
 - i. If 150 or fewer– one vote

- ii. If 151 to 300 – two votes
- iii. If 301 to 450 – three votes
- iv. If 451 to 600 – four votes
- v. If 601 or more – five votes

- b) Each Individual Voting Member is entitled to one vote.
- c) Individual Non-Voting Members are not entitled to receive notice of, attend or vote at meetings of members.
- d) Votes may be cast in person, or by proxy, and electronically where approved by the Board. Proxyholders must be appointed in writing, in the form and in conformance with the policies and timelines prescribed by the Board.

Benefits and Privileges of Membership:

2.4 Only Members in Good Standing shall be entitled to the benefits and privileges of membership. A member may be restored to good standing upon meeting the definition of good standing set out in these By-Laws, to the satisfaction of the Board.

Membership Dues:

2.5 Unless otherwise determined by the Board, the membership year of Alberta Golf shall be its fiscal year.

2.6 Membership dues shall be as determined by the Board from time to time.

2.7 The Board shall determine the deadline date by which membership dues must be paid.

Withdrawal and Termination of Membership:

2.8 A Member Club may resign from Alberta Golf by giving written notice to Alberta Golf at its head office or through Golf Canada. In doing so, the Member Club is also resigning from Golf Canada.

2.9 A Member Club may not resign from Alberta Golf when the Member Club is subject to a disciplinary investigation or action of Alberta Golf or Golf Canada.

2.10 Member Club membership in Alberta Golf may be terminated for failure to pay membership dues by the deadline date.

2.11 Notwithstanding withdrawal or termination of membership, the Member Club remains liable for any debts owing to Alberta Golf and Golf Canada at the time of withdrawal or termination.

2.12 An Individual Non-Voting Member may resign from Alberta Golf by giving written notice to Alberta Golf at its head office.

2.13 Membership in Alberta Golf is not transferable.

ARTICLE 3 – MEETINGS OF VOTING MEMBERS

- 3.1** Meetings of Voting Members shall include general meetings and special meetings.
- 3.2** All business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the audited financial statements, Auditor's report, election of Directors and re-appointment of the Auditor, is special business.
- 3.3** Notices of meetings shall be given to all Voting Members at least 21 days prior to the date of the meeting, in written or electronic form. Notices of any special business shall include sufficient information to permit a member to form a reasoned judgment on that business and shall include the text of any Special Resolution.
- 3.4** Alberta Golf shall hold an annual general meeting of Voting Members at such date, time and place in Alberta as may be determined by the Board, at least once every calendar year and not later than six months following the end of each fiscal year.
- 3.5** A special meeting of the Voting Members may be called and held at any time (a) at the discretion of the president or (b) by a majority of the Board.
- 3.6** A special meeting shall be called within 21 days of the Board receiving a written requisition for a special meeting from Voting Members holding not less than five (5) percent of the total number of issued and outstanding votes. The requisition must state the reason for the meeting and the items to be determined at the meeting.
- 3.7** The following business shall be conducted at the annual general meeting:
- a) **Ordinary Business:**
 - i. The president's report to the Voting Members;
 - ii. The presentation of the audited financial statements;
 - iii. The election of Directors; and
 - iv. The appointment of the incumbent Auditor for the coming year.
 - b) **Special Business:**
 - i. The appointment of a new Auditor; and
 - ii. Any other business properly brought before the meeting.
- 3.8** The quorum at a meeting of Voting Members shall be ten (10) persons present in person, by delegate or by proxy, or electronically where approved by the Board, each being an Individual Voting Member or duly appointed delegate of a Member Club.
- 3.9** Votes of Member Clubs may be given by proxy to a Delegate and the person to whom the proxy can be given, the proxy holder, shall be a Delegate of a Member Club or a Director of the Association. An instrument appointing the proxy holder shall be required, in writing, in any common form or such form as the Board may approve. A Delegate in attendance at a meeting, appointed as a proxy holder, may act as such for as many Delegates as a Member Club is entitled but for no more than five separate Member Clubs. A Director of the Association may hold and act on an unlimited number of proxies. Each proxy holder shall only act at the specific meeting for which the proxy was given or at any adjournment or adjournments of that meeting. Any Delegate attending a meeting to vote using a proxy must

give notice to the Chair of the meeting of the number of proxies held before the commencement of the meeting. If the proxy holder fails to provide such notice the proxy(ies) shall not be treated as valid.

3.10 Unless otherwise required by the *Act*, all questions, including special business, and other than removal of a director under Section 4.20 of these By-Laws, shall be determined by Ordinary Resolution. In the case of a tie, the chair of the meeting shall cast a second and deciding vote. Voting shall be by show of hands unless a majority of Voting Members present in person, by delegate or by proxy approve a written ballot.

3.11 A meeting of Voting Members may be held by telephone conference or other electronic means provided that participants can speak with each other during the meeting and such electronic meeting has been approved by a resolution of the Board.

3.12 The Association shall conduct its business in accordance with these By-Laws. While not bound by “Roberts Rules of Order Revised”, the Association may seek guidance from and apply such procedure in its discretion from time to time.

ARTICLE 4 – GOVERNANCE

Composition of the Board:

4.1 The Board shall be composed of a minimum of seven (7) individuals and a maximum of nine (9) individuals, all of whom shall be elected by the Voting Members and one of whom shall be appointed by the Board as Provincial Council Representative (Term to run concurrent with Golf Canada’s term). No Member Club shall be represented by more than two (2) Directors.

Mandate and Key Responsibilities of the Board:

4.2 Except as otherwise provided in the *Act* or these By-Laws, and subject to such action as may be taken by the Voting Members at a meeting of members, the Board shall have the entire control and responsibility of the affairs, property, and policy of Alberta Golf.

4.3 The Directors shall perform such duties as may from time to time be established by the Board.

4.4 Every Director and Officer of the Association in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Association and exercise the care, diligence, and skill that a reasonably prudent person would in comparable circumstances.

4.5 The key responsibilities of the Board include:

- a) Recruit a Chief Executive Officer to be responsible for the day-to-day operations of Alberta Golf, as delegated by the Board;
- b) Review the performance of the Chief Executive Officer;
- c) Assess the risks and opportunities facing Alberta Golf and implement systems and policies to manage these risks and opportunities;
- d) Ensure the development, approval, and implementation of strategic and financial plans;
- e) Ensure effective corporate governance;
- f) Evaluate the Board’s effectiveness; and
- g) Ensure effective human resource management and succession planning.

4.6 The Board shall appoint a Chief Executive Officer, upon such terms and conditions as the Board may determine, who shall have the right to attend all meetings, other than in-camera meetings, of the Board, but shall not have the right to vote. In the event of an in-camera meeting of the Board, the Board shall determine if the Chief Executive Officer shall be invited to attend. The Board may employ or engage under contract such other persons as it deems necessary to carry out the work of Alberta Golf.

Election of Directors:

4.7 Any individual who is 18 years of age or older, who has the power under law to contract, who is not an employee or paid contractor of Alberta Golf or of Golf Canada, who is a resident of Alberta, and who is a Member in Good Standing of Alberta Golf may be nominated for election as a Director.

4.8 The nomination of individuals for election as Directors shall be carried out by the nominating committee pursuant to its Terms of Reference and nominating procedures.

4.9 The election of Directors to any vacant director positions shall take place at each annual general meeting.

4.10 Directors shall serve terms of two years, commencing at the annual general meeting at which they are elected, and shall hold office until their successors have been duly elected in accordance with these By-Laws, unless they resign, are removed from, or vacate their office.

4.11 A Director may not serve more than ten years in total as a Director. The ten-year limit excludes years served in the capacity of president.

4.12 There is no limit on the term served as a committee member, except as determined in Terms of Reference or policies.

Officers:

4.13 The Board shall include four officers, being the President, Vice-President, Treasurer and Secretary. These officers shall be appointed at the Board meeting immediately following the annual general meeting at which they are elected. Officers shall serve terms of two years.

4.14 The President shall be a director. The President shall when present, preside at all meetings of the members of Alberta Golf and of the Board of Directors and shall perform such other duties as may from time to time be established by the Board. During the absence or inability of the President, his or her duties and powers shall be exercised by the Vice-President.

4.15 The Vice-President shall be a director, and shall have such duties and powers as may from time to time be established by the Board. During the absence or inability of the President, his or her duties and powers shall be exercised by the Vice-President.

4.16 The Secretary shall be a director, and shall attend and be the Secretary of all meetings of the directors and members. The Secretary shall enter or cause to be entered in records kept

for that purpose minutes of all proceedings at such meetings, shall give or cause to be given, as and when instructed or required, all notices to members, directors, officers, auditors and members of committees of directors, and shall have such other powers and duties as the directors may specify and delegate. The Secretary shall at all reasonable times exhibit his or her records to any director of Alberta Golf, or to a member of Alberta Golf as required by the Act or by the directors.

4.17 The Treasurer shall be a director. The Treasurer shall ensure that financial records are prepared for Alberta Golf and maintained in accordance with the Act, that financial statements are prepared on an annual basis, or more frequently as the directors may specify, and have such other duties and powers as the directors may specify and delegate to the Treasurer from time to time. The Treasurer shall ensure that the directors and the auditor(s) have access to such accounting records and financial statements.

Resignation and Removal of Directors:

4.18 A Director may resign at any time by presenting their notice of resignation to Alberta Golf. The resignation shall become effective on the date on which the resignation is received by Alberta Golf, or the date specified in the resignation, whichever is later.

4.19 The office of any Director shall be vacated automatically:

- a) If the Director ceases to be a member of a Member Club of Alberta Golf;
- b) If the Director is declared incapable by a court in Canada or in another country;
- c) If the Director becomes bankrupt;
- d) If the Director, without reasonable excuse, fails to attend two consecutive meetings of the Board; or
- e) If the Director ceases to be a resident of Alberta.

4.20 The Voting Members may, by a resolution passed by a majority of not less than two-thirds of the votes of such members at a meeting called for such a purpose, remove any director before the expiration of his or her period of office. A vacancy created by the removal of a director may be filled by the Voting Members at a meeting at which the director is removed, or, if not so filled, may be filled by a quorum of Directors.

Filling a Vacancy on the Board:

4.21 Where the position of a Director or Officer is vacant, for whatever reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. An individual appointed to a vacant Officer position must also be appointed by the Board as a Director, if they are not already a Director.

Meetings of the Board:

4.22 The Board shall meet a minimum of four times per year.

4.23 The meetings of the Board shall be at the call of the president, or at the call of the Chief Executive Officer if a majority of the Directors request a meeting.

4.24 Written notice of Board meetings shall be given to all Directors at least seven days before

the date of the meeting.

- 4.25** Meetings of the Board may be held at any time without notice if all directors are present and waive notice, or if those Directors who are absent signify their consent in writing to the meeting being held in their absence.
- 4.26** The quorum for any meeting of the Board shall be the majority of Directors then in office.
- 4.27** Meetings of the Board shall be chaired by the president. If the president is absent from the meeting, the vice-president shall chair the meeting. In the absence of the president and vice-president, the Board shall appoint from among its number a Director to preside over the meeting.
- 4.28** Unless specified otherwise, questions shall be decided by the majority of votes cast. In the case of a tie vote, the chair shall cast a second and deciding vote. Voting shall be by a show of hands unless the majority of the Directors approve a written ballot. Except where there exists a conflict of interest that has been declared; no director may abstain from voting.
- 4.29** A meeting of the Board may be held by telephone conference or other electronic means provided that holding of such meetings by electronic means has been approved by a resolution of the Board.
- 4.30** A resolution in writing or provided in electronic form, agreed to in counterpart by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it has been passed at a meeting of Directors. A copy of every such resolution shall be kept with the records of Alberta Golf.

Chief Executive Officer:

- 4.31** The Chief Executive Officer shall be responsible for the day-to-day operations of Alberta Golf, including the authority to manage and direct the affairs of Alberta Golf and to employ and discharge agents and employees of Alberta Golf. The Board may establish or restrict any powers or duties of the Chief Executive Officer.

Committees:

- 4.32** The committees of Alberta Golf shall include both standing committees and operating committees, which shall operate pursuant to Terms of Reference approved by the Board.
- 4.33** The standing committees of Alberta Golf report to and are accountable to the Board and shall be chaired by a Director and are:
- a) Finance, Audit and Risk Management;
 - b) Nominating and Governance;
 - c) Human Resources and Compensation
 - d) Such other standing committees as the Board deems necessary.
- 4.34** The operating committees of Alberta Golf report to and are accountable to the Chief Executive Officer.
- 4.35** The membership of standing and operating committees shall be prescribed in a committee's Terms of Reference. Each committee shall receive support from an Alberta Golf staff representative appointed by the Chief Executive Officer. Unless otherwise prescribed in a

committee's Terms of Reference, the chair and members of standing committees shall be appointed by the Board in consultation with the Chief Executive Officer.

4.36 The quorum for any Alberta Golf committee meeting shall be the majority of its members.

4.37 When a vacancy occurs on any Alberta Golf standing committee, the Board may appoint an individual to fill the vacancy for the remainder of the vacant position's term, provided the individual satisfies any qualifications for the membership of the committee as specified in the committee's Terms of Reference or in any other applicable Alberta Golf policy or procedure.

4.38 The Board may remove any member it has appointed to any committee.

Remuneration

4.39 All officers, Directors and members of committees or working groups, other than those individuals who are members of Alberta Golf staff, shall serve in their positions without remuneration from Alberta Golf except for reimbursement of expenses in accordance with policies approved by the Board.

Conflict of Interest:

4.40 An officer, Director, member of a committee or working group who has an interest in, or who may be perceived as having an interest in, a proposed contract or transaction with Alberta Golf shall fully and promptly disclose the nature and extent of such interest to the Board or committee, as the case may be; shall refrain from voting or speaking in debate on such contract or transaction; shall refrain from influencing the decision on such contract or transaction. This disclosure shall be reduced to writing or recorded in the minutes of the meeting.

4.41 All complaints or disputes from Member Clubs of the Association should be decided by those Directors who are in no way connected with the Member Club involved.

ARTICLE 5 – FINANCIAL MANAGEMENT

5.1 The fiscal year-end for Alberta Golf shall be determined by the Board who shall ensure proper regulatory approvals are in place.

5.2 The banking business of Alberta Golf shall be conducted at such financial institutions as the Board may designate.

5.3 At each annual general meeting the Voting Members shall appoint an Auditor, who shall be an Alberta Chartered Professional Accountant, to audit the accounts of Alberta Golf and report to the Voting Members at the next annual general meeting.

5.4 Any two from among the president, vice-president, treasurer, secretary, and Chief Executive Officer shall have authority to sign for and on behalf of Alberta Golf, and under corporate seal where required, all instruments in writing. From time to time the Board may, by resolution, appoint a Director or officer to sign a specific instrument on behalf of Alberta Golf. Any instruments so signed shall be binding upon Alberta Golf without any further authorization or formality.

- 5.5** Alberta Golf may acquire, lease, sell or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 5.6** Alberta Golf may invest and may borrow funds upon such terms and conditions as the Board may determine.
- 5.7** The Board shall ensure that all books and records of Alberta Golf required to be kept by the *Act*, these By-Laws or any other statute or law are regularly and properly kept. Meeting minutes and other books and records of Alberta Golf shall be kept by the Secretary or at another location or with another individual as determined by the Board.
- 5.8** The Board may from time to time, subject to the rights conferred by the *Act*, determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books, registers or accounting records of Alberta Golf, shall be open to the inspection of members. No member shall have any right to inspect any document, book, register or accounting record of Alberta Golf except as conferred by the *Act*, these By-laws, or authorized by the Board or authorized by a resolution of the members.
- 5.9** Alberta Golf shall carry out its activities without purpose of gain for its members, and any profits generated by Alberta Golf shall be used solely to promote its purposes and objects.
- 5.10** In the event of liquidation, dissolution or winding-up of Alberta Golf, all its remaining assets after payment of its liabilities shall be distributed to one or more organizations which are “qualified donees” as defined in the *Income Tax Act* (Canada) and which carry on similar activities to those of Alberta Golf, as determined by the Board.

ARTICLE 6 – INDEMNIFICATION

- 6.1** Subject to paragraph 6.2 of these By-Laws, the Directors and former Directors, officers and former officers, and members and former members of all committees or working groups of Alberta Golf and each of them, and each of their respective heirs, executors, administrators, successors and assigns, shall from time to time and at all times be indemnified and saved harmless by Alberta Golf from and against all costs, charges, losses, damages and expenses which they, or any of them, or any of their heirs, executors, administrators, successors and assigns, shall or may incur or sustain by or by reason of the performance of their duty or purported duty in their respective offices. This indemnification is in addition to, but not exclusive of, any other rights of indemnification to which the Directors and former Directors, officers and former officers and members and former members of all committees or working groups of Alberta Golf may be entitled to at law or in equity.
- 6.2** Alberta Golf shall not indemnify a Director or former Director, officer or former officer, members or former members of any committee or working group or any other person unless the individual acted honestly and in good faith with a view to the best interests of Alberta Golf.
- 6.3** Alberta Golf shall purchase and maintain such insurance for the benefit of its Directors and former Directors, officers and former officers, and members and former members of all committees or working groups of Alberta Golf, as the Board may determine.

ARTICLE 7 – AMENDMENT OF BY-LAWS

- 7.1** These By-Laws may only be amended, revised, repealed, or added to by a resolution of the Board and only becomes effective when sanctioned by a Special Resolution of the Voting Members. These By-Laws shall be reviewed every five (5) years or earlier as determined by the Board.
- 7.2** Written notice of a meeting at which an amendment of these By-Laws is proposed must include details of the proposed resolution and the text of the Special Resolution.

ARTICLE 8 – NOTICE

- 8.1** In these By-Laws, written notice shall mean notice that is hand-delivered, electronically delivered, or delivered by mail or courier to the address on file with Alberta Golf of the Voting Member.
- 8.2** Date of notice shall be the date on which the notice is hand-delivered or electronically sent or if mailed then three business days after the date of mailing, or if couriered then the date of delivery.
- 8.3** The accidental omission or error in giving notice of a meeting of the Board or of the Voting Members, the failure of any Voting Member to receive notice, or an error in any notice which does not affect its substance shall not invalidate any action taken at the meeting.

ARTICLE 9 – ADOPTION OF THESE BY-LAWS

- 9.1** These By-Laws replace in their entirety all prior By-Laws of the Association as they existed prior to the ratification of these By-Laws dated March 29, 2023.
- 9.2** In ratifying these By-Laws, the Voting Members of Alberta Golf repeal all prior by-laws of Alberta Golf provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.