

BRITISH COLUMBIA GOLF

CONSTITUTION AND BY-LAWS

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TABLE OF CONTENTS

Contents

CONSTITUTION	4
Name.....	4
Purposes.....	4
BY-LAWS	6
1. INTERPRETATION.....	6
2. HEAD OFFICE	9
3. APPLICATION FOR MEMBERSHIP	10
4. CLASSES OF MEMBERSHIP	10
5. MEMBERSHIP FEES	11
6. CONDITIONS OF MEMBERSHIP	11
7. RESIGNATION	12
8. ZONE REPRESENTATION	12
9. ELECTION OF ZONE EXECUTIVES.....	14
10. ZONE COUNCIL.....	15
11. BOARD MEMBERS.....	16
12. ELECTION OF DIRECTORS - GENERAL.....	16
13. DIRECTORS' POWERS AND RESPONSIBILITIES	17
14. REMOVAL OF A DIRECTOR, A ZONE COUNCIL REPRESENTATIVE, OR A MEMBER OF A ZONE EXECUTIVE	18
15. VACANCIES	18
16. INDEMNITY	19
17. MEETINGS OF THE BOARD	20

18.	VALIDITY OF ACTS OF DIRECTORS.....	20
19.	BOARD COMMITTEES.....	21
20.	DUTIES AND POWERS OF THE PRESIDENT	22
21.	DUTIES AND POWERS OF THE SECRETARY	23
22.	EXECUTIVE DIRECTOR	23
23.	DELEGATES TO ASSOCIATION MEETINGS AND VOTING PRINCIPLES	25
24.	MEETINGS OF THE ASSOCIATION.....	26
25.	ORDER OF BUSINESS.....	27
26.	MEETINGS OF ZONE COMMITTEES	28
27.	ORDER OF BUSINESS AT ZONE COMMITTEE ANNUAL MEETINGS.....	29
28.	BANKING, AUDITOR AND FINANCIAL STATEMENTS	30
29.	SIGNING OFFICERS.....	31
30.	INVESTMENTS.....	31
31.	BORROWING POWERS.....	31
32.	FISCAL YEAR.....	31
33.	BY-LAW AMENDMENT.....	32
34.	DISSOLUTION OF ASSOCIATION.....	32
35.	TRANSITION.....	32

BRITISH COLUMBIA GOLF ASSOCIATION

CONSTITUTION

We, the undersigned, hereby declare that we desire to form a society under the *Societies Act*, and that:

Name

1. The name of the society is:

“British Columbia Golf Association”,

hereinafter referred to as the “Association”.

Purposes

2. The purposes of the Association are:

- a. to promote throughout the Province of British Columbia interest in the growth and development of the sport of golf and the true spirit of the sport of golf;
- b. to maintain and preserve the values and heritage of golf;
- c. to protect the mutual interests of its Membership;
- d. to establish and enforce uniformity in the rules of the game and in the system of handicapping and of local rules;
- e. to establish a representative legislative authority and to act as a tribunal and court of reference and final authority in matters of controversy within the governing regulations;
- f. to establish and conduct championships, both amateur and professional, other golf matches and competitions;
- g. to maintain and develop partnerships with other organizations to the betterment of the golfing community;
- h. to develop and foster junior golf;
- i. to select all teams and delegates to represent the Province of British Columbia for intra-provincial, national and international competitions; and

- j. to provide programs and services through leadership, training, education and planning within the resources of the Association.

BRITISH COLUMBIA GOLF ASSOCIATION

BY-LAWS

1. INTERPRETATION

1.1 In these By-Laws unless the context otherwise specifies or requires:

- (a) “Annual Meeting” means the Annual General Meeting of the Association required to be held yearly in accordance with the provisions of the *Societies Act*;
- (b) “Association” means British Columbia Golf Association;
- (c) “Association Member” means an organization described in section 4 which has been accepted for membership in the Association;
- (d) “Board” “Board Members” or “Board of Directors” means the Directors of the Association duly elected or appointed in accordance with the By-Laws;
- (e) “Board Committee” means those committees described in section 19.2;
- (f) “By-Laws” means the By-laws of the Association or of a Zone;
- (g) “Category I Member” means a club described in section 4.1 which has been accepted for membership in the Association;
- (h) “Category II Member” means a club described in section 4.2 which has been accepted for membership in the Association;
- (i) “Category III Member” means a club described in section 4.3 which has been accepted for membership in the Association;
- (j) “Category IV Member” means a club described in section 4.4 which has been accepted for membership in the Association;
- (k) “Chair” means the chair of a meeting of the Association or of the Directors or of committees;
- (l) “Delegate” means a Golfing Member selected as such by a Voting Member in accordance with the provisions of the By-Laws to represent its Voting Member at General Meetings of the Association;

- (m) “Director” means a person duly elected or appointed as a Director of the Association in accordance with the By-Laws;
- (n) “Director at Large” means a Director elected by the membership at an Annual Meeting.
- (o) “Disputes and Discipline Matters Policy” means the Disputes and Discipline Matters Policy described in section 13 and which can be viewed on the Association website;
- (p) “Executive Director” means the person appointed by the Board to act as the Chief Executive Officer of the Association;
- (q) “Extraordinary Meeting” means a General Meeting other than the Annual Meeting or a Zone Committee Annual Meeting;
- (r) “General Meeting” means any meeting of the Association or a Zone Committee;
- (s) “Golfing Member” means a golfing member in good standing of a Voting Member, who is not less than 19 years of age and who has all the privileges of the Voting Member to which he belongs;
- (t) “Good Standing” has the meaning given in subsection 6.5;
- (u) “Harassment Policy” means the Harassment Policy described in section 13 and which can be viewed on the Association website;
- (v) “Member” means a person who has golfing privileges at a Category I, II or IV Member club. Golfing privileges include, but are not limited to, annual dues, punch cards or passes, season passes, yearly passes or yearly passports;
- (w) “Membership Card” means the card issued on an annual basis by the Association to an individual who is a member of an Association Member;
- (x) “PNGA” means the Pacific Northwest Golf Association;
- (y) “President” means the person elected to the office of President of the Association;
- (z) “Provincial Council Representative” means the person elected to represent the Association on the Golf Canada Provincial Council.
- (aa) “RCGA” means the Royal Canadian Golf Association, also doing business as Golf Canada;

- (bb) “*Societies Act*” means the *Societies Act of British Columbia* [SBC 2015] CHAPTER18 and amendments;
- (cc) “Special Resolution” means a resolution passed at a General Meeting by at least 75% of the eligible votes cast in respect of the resolution;
- (dd) “Tournament of Excellence” means an event conducted by or under the auspices of the Association or the committee of any of its Zones, the purpose of which is to determine a champion on the basis of gross score;
- (ee) “Voting Member” means an Association Member in Good Standing;
- (ff) “Zones” means geographical areas within the boundaries of the Province of British Columbia described in section 8;
- (gg) “Zone Appeal Committee” means a committee appointed by a Zone Committee to hear an appeal of a decision of a Zone Discipline Committee;
- (hh) “Zone Committee” means all Zone Representatives selected by the Zone Members in a particular Zone and must include, where the context permits, a Men’s Zone Committee and a Women’s Zone Committee;
- (ii) “Zone Committee Annual Meeting” has the meaning given in subsection 8.13 and includes, where the context permits, a Men’s Zone Committee Annual Meeting and a Women’s Zone Committee Annual Meeting;
- (jj) “Zone Council” means the council described in section 10;
- (kk) “Zone Council Representative” means the person elected by a Zone Committee to represent the Zone on the Zone Council;
- (ll) “Zone Executive” means a Zone Executive elected under these By-Laws and must include, where the context permits, a Men’s Zone Executive and a Women’s Zone Executive;
- (mm) “Zone Representative” means a person selected by a Zone Member to represent the Zone Member at General Meetings of the Zone Committee;
- (nn) “Zone Members” means all the Association Members in a particular Zone pursuant to section 8;

1.2 Gender

In this part and in all other parts of these By-Laws, unless the context otherwise requires, words imparting the singular include the plural and vice versa, and words imparting male persons include female persons.

1.3 Sections

The reference to “sections”, “subsections”, and “paragraphs” means the numbered segments of these By-Laws.

1.4 Headings

The headings used in these By-Laws are inserted for reference purposes only and are not to be construed or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.5 Notice

Other than as specifically provided in these By-Laws, all notices to be given pursuant to these By-Laws must be in writing and may be given by electronic means (including email), personal delivery, facsimile transmission and by mail and will be deemed to have been received:

- a. if delivered, at the time of delivery;
- b. if given electronically, the day after sending the message;
- c. if given by facsimile, at the time of the transmission; and
- d. if given by mail on the fifth day after the mailing of the letter.

1.6 Doing Business As

The Association may do business as British Columbia Golf or BC Golf.

2. HEAD OFFICE

2.1 The head office of the Association must be situated in the Province of British Columbia, in such place as the Board may determine.

2.2 Location of Operations

The operations of the Association shall be chiefly carried out in the Province of British Columbia.

3. APPLICATION FOR MEMBERSHIP

- 3.1 Any of the organizations described in section 4 which are in the Province of British Columbia or in any other jurisdiction approved by the Board are eligible to make application for membership in the Association.
- 3.2 An application for membership must be in writing accompanied by the prescribed non-refundable initiation fee.
- 3.3 The Executive Director may grant interim membership approval subject to Board ratification.
- 3.4 The Board has the right to grant or deny any application for membership in the Association and its decision is final.

4. CLASSES OF MEMBERSHIP

4.1 Category I

A club that owns or leases a golf course and maintains on a regular and continuing basis a junior, men's and women's membership and golf committees for the benefit of the members of such club, which has been approved by the Board for membership in accordance with the By-Laws.

4.2 Category II

A group with a minimum number, as set by Golf Canada, of individuals who have become organized for the purpose of playing golf together without owning or leasing a golf course, which has a name and an organizational document acceptable to the Board and which has been approved by the Board for membership in accordance with the By-Laws.

4.3 Category III

A golf course that is operated for the convenience of the public and allows on a regular or continuing basis affiliated Category II groups to be based on the course for regular play and competitions amongst members of the group and that has been approved by the Board for membership in accordance with the By-Laws

4.4 Category IV

A golf course that is operated for the convenience of guests or the public and does not maintain on a regular or continuing basis a junior, women's and a men's membership or golf committee for the benefit of its members .

- 4.5 Only Association Members who are in Good Standing with the Association are entitled to appoint Delegates to vote at General Meetings and Zone Representatives to vote at Zone Committee Annual Meetings.

5. MEMBERSHIP FEES

- 5.1 The amount of the initiation fee payable with an application for membership must be established by the Association at an Annual Meeting.
- 5.2 The amount of the annual fee payable to the Association by each Member must be determined by the Association at an Annual Meeting.
- 5.3 The annual fee for Category I and II Members must be specified for each of their adult Member and junior Member of record at a date as set by the Board. A junior Member must be as defined by the policy of the Association.
- 5.4 The annual fee for Category III and IV members must be determined by the Association at an Annual Meeting.
- 5.5 Each Association Member must pay the annual fees to the Association on or before the 30th day of June each year.
- 5.6 Category I and Category II Members are entitled to receive from the Association a membership card for each Member.
- 5.7 The Board may suspend the membership of any Association Member that has not paid its annual fee as of July 1st of any year
- 5.8 The Association, on behalf of the Association Members, will collect and remit any fees that are payable to Golf Canada and the PNGA.

6. CONDITIONS OF MEMBERSHIP

- 6.1 Membership in the Association obliges each Association Member to abide by the Constitution, By-Laws, Rules and Regulations of the Association and policies developed by the Board including without limitation, the Disputes and Discipline Matters Policy and Harassment Policy of the Association.

- 6.2 Each Association Member must pay the initiation fee and the annual fees payable to the Association when assessed in accordance with section 5.
- 6.3 Each Category I, III or IV Member must, upon reasonable request of the Association, permit events sanctioned by the Association to be held on its premises based on the rotational plan developed for tournament scheduling that has been approved by the Board.
- 6.4 Refusal or neglect on the part of any Association Member to comply with the Constitution, By-Laws, Rules and Regulations of the Association, or with its rulings, may render such Association Member liable to suspension by the Board and to expulsion by Special Resolution.
- 6.5 An Association Member ceases to be in good standing if:
- a. it becomes subject to disciplinary action in accordance with the provisions of subsection 6.4, or the Disputes and Discipline Matters Policy, or
 - b. it fails to pay the annual fees pursuant to section 5 and subsection 6.2., or
 - c. it is suspended by the Board pursuant to the By-Laws.
- 6.6 A suspended Association Member may appeal the suspension to an Annual Meeting of the Association. A suspended Association Member has the right to request that an Extraordinary Meeting be convened to hear its appeal, and the Board must convene the meeting if so requested.

7. RESIGNATION

- 7.1 An Association Member may resign its membership in the Association by giving written notice to the Association. The resignation will be effective upon the later of the effective date specified in the notice or the date of receipt of the notice by the Association.
- 7.2 Upon the resignation of an Association Member, all assessed and outstanding annual fees will become immediately due and payable by the Association Member to the Association.

8. ZONE REPRESENTATION

- 8.1 For the purposes of the Association, the Province of British Columbia is divided into Zones.

- 8.2 Each Association Member will be placed into a Zone by the Board.
- 8.3 The schedule of Association Members and their Zones must be published annually by the Board.
- 8.4 The Association has power by Special Resolution to create new Zones or to revise the boundaries of the Zones.
- 8.5 The Board may designate an Association Member, which is not situated in a particular Zone, to be situated in that particular Zone subject to ratification at the next Annual Meeting. This designation will not be effective until ratified at the Annual Meeting.
- 8.6 Each Zone must have a Zone Committee and a Zone Executive, but Zones may have a Men's Zone Committee and Zone Executive and a Women's Zone Committee and Zone Executive.
- 8.7 The members of the Zone Committee are the Zone Representatives selected by the Zone Members.
- 8.8 The Zone Executive has the power to manage the Zone Committee, its affairs, properties and assets in order to fulfill the mandate of the Zone Committee as specified in these By-Laws.
- 8.9 A Men's Zone Executive and a Women's Zone Executive of a particular Zone may amalgamate into one Zone Committee with one Zone Executive, if the amalgamation is approved by at least 75% of the Zone Members in the Zone.
- 8.10 Each Zone Executive must consist of a Chair, a Vice-chair, a Junior Chair, a Secretary/Treasurer and a Zone Council Representative with such duties and powers in addition to the duties in subsection 8.13, as may be determined by the Zone Committee from time to time.
- 8.11 A person may occupy more than one position on a Zone Executive. In addition, such other persons as the Zone Committee determines may be added to the Zone Executive.
- 8.12 The Zone Council Representatives are voting members of the Zone Executive of the Zone which has elected them.
- 8.13 In accordance with policies and procedures determined by the Board, each Zone Committee must carry out the following activities:
 - a. conduct a Tournament of Excellence for each of the senior, amateur, and junior category each year;
 - b. conduct such other activities as may be requested by the Board;

- c. before it conducts an event or tournament other than those shown above, submit the details thereof to the Board for approval and annually notify the Association of all planned events (liability matter);
 - d. manage any funds which the Zone Committee receives including the necessary banking arrangements for these funds;
 - e. promote and support the sport of golf within the Zone;
 - f. conduct elections for Zone Executive and elections for the Zone Council Representative; and
 - g. appoint a Zone Discipline Committee Chair and a Zone Appeal Committee Chair; and
 - h. appoint, when required, such other committees as deemed necessary
- 8.14 Each Zone Committee each year must report to the Board an outline of the Zone's activities using a form prepared by the Board.
- 8.15 Each Zone Committee must hold an annual meeting before October 31st each year ("Zone Committee Annual Meeting") to elect Zone Executive members, Zone Council Representative (as applicable), and to review its financial statements and operations for the year.
- 8.16 The Board has the power to dissolve a Zone Committee or to require a Zone Committee to hold new elections to elect new Zone Executive members, where the Board deems it necessary.

9. ELECTION OF ZONE EXECUTIVES

- 9.1 The Zone Executive members to be elected in a particular Zone must be elected in accordance with the following procedures:
- a. at least 60 days before the Zone Committee Annual Meeting, the Zone Committee will appoint a nominating committee for the purpose of nominating Golfing Members to be Zone Executive members for that particular Zone ("Zone Nominating Committee");
 - b. the Zone Nominating Committee will nominate enough Golfing Members to fill the positions described in subsection 8.10; and

- c. at the Zone Committee Annual Meeting, the Zone Representatives will elect the Zone Executive members from the candidates proposed by the Zone Nominating Committee and any other valid nominations.

10. ZONE COUNCIL

- 10.1 Each Zone Committee must elect a Zone Council Representative to represent the Zone Committee on the Zone Council.
- 10.2 Zone Committees of even numbered Zones must elect Zone Council Representatives in even numbered years and Zone Committees of odd numbered Zones must elect Zone Council Representatives in odd numbered years.
- 10.3 Zone Council Representatives will serve two-year terms and will be eligible for re-election.
- 10.4 Zones with only one Zone Committee will elect two Zone Council Representatives to the Zone Council.
- 10.5 The Executive Director will select the Association staff representative to serve on the Zone Council.
- 10.6 The Zone Council must elect out of its number a non-voting chair who will serve as a Director on the Board of the Association.
- 10.7 The Zone Council, working in cooperation with the Association Nominating Committee, will elect the second Zone Council Representative who will serve as a Director on the Board of the Association.
- 10.8 The two Zone Council Representatives who will serve as Directors must be one male and one female.
- 10.9 Each Zone Council Representative has one vote. The Zone, which is home to the chair of the Zone Council, will appoint another representative to be its voting member on the Zone Council.
- 10.10 In accordance with policies and procedures determined by the Board, the Zone Council must carry out the following activities:
 - a. Be the liaison between the Board and the Zone Committees;
 - b. Recommend to the Executive Director plans/opportunities for growth and development in Zone programming with the goal of increased participation at the Zone level;
 - c. Share best practices including problem resolution between the Zones;

- d. Support the development of the sport within the Zone's geographical area and collaborate with other organizations that also promote and develop the sport of golf.
- e. Serve as committee members on the Association committees.

11. BOARD MEMBERS

- 11.1 It is the intention of the Association that the composition of the Board be inclusive and reflect the purpose, priorities and strategic direction of the Association.
- 11.2 The Board will comprise of:
 - a. Two Directors elected by the Zone Council;
 - b. Nine Directors at Large elected at the Annual Meeting;
 - c. The immediate past President; and
 - d. The Executive Director, who will be non-voting.
- 11.3 The Board must elect out of its number, the President, the Provincial Council Representative and a secretary.

12. ELECTION OF DIRECTORS - GENERAL

- 12.1 Directors must be elected for a term of three years, commencing the day of their election.
- 12.2 Only a Golfing Member is eligible for election as a Director.
- 12.3 Directors are only eligible to seek re-election if they have attended a majority of the meetings of the Board during their term of office unless they have given a reason for such absence which is satisfactory to the Board.
- 12.4 Directors at Large must be elected pursuant to the following process:
 - a. The Board must nominate candidates for election to the Board each year;
 - b. The Board must advise the Voting Members and Delegates of those candidates nominated for election by the Board at least 60 days prior to the Annual Meeting;

- c. Nominations of candidates may also be made in writing and signed by at least three Voting Members. Such nominations must be accompanied by the written consent of the nominee(s) and delivered to the Association at least 21 days prior to the Annual Meeting;
- d. The President must direct the preparation of a ballot containing the names of all candidates for Director at Large positions nominated by the Board and the Voting Members; and
- e. The successful candidates for the Directors at Large to be elected each year must be those who have received the highest number of votes in the balloting

13. DIRECTORS' POWERS AND RESPONSIBILITIES

- 13.1 The Board has the power to manage the Association, its affairs, properties and assets in order to fulfill its mission and purposes as stated in the Constitution.
- 13.2 Without in any way limiting the powers of the Board under these By-Laws, the duties and responsibilities of the Board must include, but not be limited to ensuring that:
 - a. the Association's affairs are conducted in a manner that complies with the Societies Act;
 - b. the Association maintains a Disputes and Disciplinary Matters Policy which must be available on the Association's website;
 - c. the Association maintains a Harassment Policy which must be available on the Association's website;
 - d. the Association is operating within approved financial standards;
 - e. the Association is fulfilling its purpose, mission and mandate.
- 13.3 A Director, a Zone Council Representative, or a member of a Zone Executive must at all times:
 - a. act honestly and in good faith and in the best interest of the Association; and
 - b. in carrying out responsibilities requested of him or volunteered by him, exercise the care, diligence and skill of a reasonable, prudent person

- 13.4 The requirements of this Section are in addition to, and not in derogation of, any enactment or rule of law or equity relating to the duties or liabilities of directors of a society.
- 13.5 A Director, a Zone Council Representative, or a member of a Zone Executive must not be remunerated for being or acting as such other than when specifically retained by the Board, Zone Council or Zone Executive to perform a specific duty for the Association. A Director, Zone Council Representative or a member of a Zone Executive must be reimbursed for all reasonable expenses which he has incurred while engaged in the affairs of the Association in his capacity as a Director, Zone Council Representative or a member of a Zone Executive.
- 13.6 A Director, a Zone Council Representative, or a member of a Zone Executive who is, directly or indirectly, interested in a proposed contract or transaction with the Association or a Zone must disclose fully and promptly the nature and extent of his interest to the Board, Zone Council or Zone Executive of which he is a member.

14. REMOVAL OF A DIRECTOR, A ZONE COUNCIL REPRESENTATIVE, OR A MEMBER OF A ZONE EXECUTIVE

- 14.1 A Director, a Zone Council Representative, or a member of a Zone Executive must vacate office:
- a. if he has resigned the office by delivering a written resignation to the Board, Zone Council or Zone Executive of which he is a member;
 - b. if the Director, Zone Council Representative or the member of a Zone Executive is found by a court to be of unsound mind;
 - c. on death;
 - d. on being expelled pursuant to the Disputes and Discipline Matters Policy.

15. VACANCIES

- 15.1
- a. In the case of the President taking a leave of absence, the Board will appoint a Director to assume the duties and power of the President during such absence.

- b. In the case of the President vacating office, the Board will appoint a Director to assume the office of President and complete his term.
- 15.2 If the position of Executive Director becomes vacant or the Executive Director takes a leave of absence, the Board may appoint a person to act in the interim, pending the return of the Executive Director or a permanent replacement by the Board.
- 15.3 If a Zone Council Representative position becomes vacant or a Zone Council Representative takes a leave of absence, the Zone Committee of the affected Zone may appoint a person to act in the interim, pending the return of the representative, or subject to sections 8 to 10, fill the un-expired term for the office of Zone Council Representative from the Zone in which the vacancy occurred.
- 15.4 If a Board Director position becomes vacant or a Director takes a leave of absence, the Board may appoint a person to act in the interim, pending the return of the Director, or, subject to sections 11 and 12, appoint a Director to fill the vacancy until the next Annual Meeting when a Director must be elected for the remainder of the term of the position.
- 15.5 In the event of a vacancy, the Zone Council, at its discretion, with respect to a director elected by the Zone Council, may reduce the term of a vacancy to one year or the time remaining had the vacancy not occurred.
- 15.6 If the position of a Zone Council Representative serving as a Director becomes vacant or the person serving as a Director takes a leave of absence, the Zone Council may appoint a person to act in the interim, pending the return of the representative or a replacement by the Zone Council.
- 15.7 In the event of a vacancy, the Board, at its discretion, with respect to a Director at Large, may reduce the term of a vacancy to one year or the time remaining had the vacancy not occurred.
- 15.8 In the event of a vacancy of the position of the past President or the past President taking a leave of absence, the Board, at its discretion, may fill the vacancy with the previous past President.

16. INDEMNITY

- 16.1 Subject to the Societies Act, the Directors and Zone Council Representatives for the time being of the Association and any trustee or agent for the time being acting in relation to any of the affairs of the Association, and their heirs, personal representatives, successors and assigns respectively, must be indemnified out of the assets of the Association from and against all actions,

proceedings, costs, charges, losses, damages, and expenses, which they or any of them must or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective office, trust or agency and no such Director and Zone Council Representative, trustee or agent must be answerable for the acts, receipts, neglects or defaults of any other Director, Zone Council Representative, trustee, or agent or for joining in any receipt or other document for the sake of conformity or for the solvency or honesty of any person or corporation with whom any monies or effects belonging to or due to the Association may be lodged or deposited for safe custody or for any other loss or damage due to such cause as aforesaid or which may happen in or about his office, trust or agency.

17. MEETINGS OF THE BOARD

- 17.1 All meetings of the Board must be called by the President for such date, time and place as he or she may determine or upon the written requisition of any three Directors. Notice of each meeting must be given to each Director not less than seven days (exclusive of the day on which the notice is given) before the meeting is to take place.
- 17.2 The accidental omission to give notice of any such meeting, or the non-receipt of notice by any Director, does not invalidate any resolution passed, or any proceedings taken, at such meeting.
- 17.3 Meetings of the Board may be held at any time without formal notice if all the Directors are present, or the absent Directors signify in writing their consent to the meeting being held in their absence.
- 17.4 Each Director has one vote at all meetings of the Board and the majority of votes cast must govern.
- 17.5 The quorum at any meeting of the Board must consist of not less than 50% of the Directors. The President or in his absence the acting President will have the option of casting an additional vote in the case of a tie.

18. VALIDITY OF ACTS OF DIRECTORS

- 18.1 All acts done by any meeting of the Board or by any person acting as a Director is, notwithstanding that it be afterwards discovered that there is some defect in the appointment of any such Director, or person acting as a Director, or that he was disqualified, valid as if every such person had been duly appointed and qualified to be a Director

19. BOARD COMMITTEES

- 19.1 Subject to subsection 24.2, within 30 days after the Annual Meeting the President must appoint the Chair of each Board Committee, each such Chair to be a Director.
- 19.2 The Board Committees must include:
 - a. Human Resources;
 - b. Finance, Audit & Risk;
 - c. Governance & Bylaws; and
 - d. Nominating.
- 19.3 The Board must determine the mandate, terms of reference, duties, responsibilities and membership of each Board Committee. The Board may change the mandate, terms of reference, duties, responsibilities and membership of each Board Committee at any time.
- 19.4 Subject to subsection 24.2, the President, in consultation with the Chair of each Board Committee, must appoint Directors and other persons to these committees.
- 19.5 Each Board Committee has power to add additional persons to its number, as it may deem necessary, in consultation with the President and the Chair of the Committee.
- 19.6 The President and the Executive Director must be ex officio and non-voting members of all Board Committees
- 19.7 Board Committees must keep detailed minutes of meetings in which must record all actions taken by the committee; minutes must be made available to the Board in a timely manner.
- 19.8 All Board Committees must meet at least twice per year. The Chair of each Board Committee may determine the mode and manner of the meeting.
- 19.9 Each Board Committee must prepare and submit to the Board on or before October 15th of each year a proposed budget for the committee's operations for the year.
- 19.10 All Board Committees may be subject to such additional duties as the Board may determine.

19.11 The Board may request the Executive Director to appoint such other Operational Committees as it deems necessary, to assist in carrying out the goals and objectives of the Association. The mandate, terms of reference, duties, responsibilities and membership of Operational Committees must be as determined by the Executive Director..

19.12 The Operational Committees may include:

- a. Championships;
- b. Awards & Recognition;
- c. Communications;
- d. Discipline;
- e. Human Resources;
- f. Hall of Fame;
- g. Handicap & Course Rating;
- h. Member Services;
- i. Sport Development;
- j. Community & Recreation Development; and
- k. Women's Golf Fund.

20. DUTIES AND POWERS OF THE PRESIDENT

20.1 The term of office of the President must be for one year, unless the President is assuming office pursuant to section 15.1.

20.2 The President must:

- a. provide leadership to the Association and be the official spokesperson for and on behalf of the Association;
- b. monitor the overall operation of the Association through the Board, and the Executive Director;
- c. oversee the implementation of established policies which have an impact on the Association;

- d. exercise general supervision over Directors, the Zone Council and committees of the Association in the execution of their duties;
- e. preside at all meetings of the Association and the Board;
- f. call Annual Meetings and Extraordinary Meetings of the Association;
- g. make annual reports to the Members;
- h. appoint other Committees as required by the Board; and
- i. perform all other duties as are usual to the office of the President, or as may be delegated by the Board of Directors.

21. DUTIES AND POWERS OF THE SECRETARY

21.1 The Secretary must:

- a. ensure that all required legal documents are filed;
- b. all necessary books and records are kept and filed;
- c. all formal documents are signed as required by the Board, Directors and Officers; and
- d. provide a meeting attendance record of the Directors.

21.2 The Secretary must preside at meetings and act as President in the short-term absence of the President.

22. EXECUTIVE DIRECTOR

22.1 The Board must appoint an Executive Director who must be an employee of the Association.

22.2 The Executive Director must be the chief executive officer of the Association and under the direction of the Board must:

- a. be the chief financial and operating officer of the Association;
- b. manage the affairs and business of the Association in accordance with the policies as determined by the Board;

- c. determine the nature and number of staff required to operate the Association and their conditions of service as agreed by the Board;
- d. represent the Association and may speak on behalf of the membership or for amateur golf in British Columbia;
- e. save and except where another member is appointed, must act as the custodian of all minute books, seal, papers, records, contracts, membership lists, and documents of any kind, including the trophies of the Association, at the Head Office of the Association, or such other place or places as designated by the Board;
- f. when duly directed by the Board and President, the Executive Director must cause to be given notices of meetings of members and must cause to be prepared and maintained a record or minutes of such meetings and conduct all necessary correspondence thereto under the direction of the Board;
- g. must keep accurate record of all financial records, minutes of meetings of the Association and the Board and bookkeeping of the Association including and without limiting the generality of the foregoing, all banking records, operating and capital cost records, income statements, monies and bills of exchange, for and on behalf of the Association and must report to the Board and/or Finance, Audit & Risk Committee on the status of such matters and upon request by the Board of Directors;
- h. must be responsible for supervision of employees and individuals under contract with the Association;
- i. apply for grants and any other funding opportunities as consistent with policy, programs and services of the Association;
- j. develop policies and procedures for the Association;
- k. organize, administer and implement programs and services as directed by the Board;
- l. advise and consult with all Board Committees and other committees of the Association;
- m. be an ex officio member of all committees of the Association; and
- n. carry out such additional duties as may be determined by the Board.

23. DELEGATES TO ASSOCIATION MEETINGS AND VOTING PRINCIPLES

23.1 Each Voting Member must be entitled to appoint Delegates to represent it at General Meetings according to the following formula:

- a. a membership of 150 or less: 1 Delegate;
- b. a membership of 151 to 300: 2 Delegates;
- c. a membership of 301 to 450: 3 Delegates;
- d. a membership of 452 to 600: 4 Delegates; and
- e. a membership of 601 or more: 5 Delegates.

23.2 For purposes of this section, the number of Delegates from a Voting Member must be calculated according to the number of its members as at September 30th of the year preceding the Annual Meeting.

23.3 During the term of a Delegate, a Delegate has one vote at meetings.

23.4 Unless a vote count is demanded, a declaration by the Chair to the effect that a resolution has been carried is sufficient evidence to record the result of the resolution without proof of the number of votes recorded in favour or against. An entry to that effect must be recorded in the minutes.

23.5 If a vote count is demanded, a count must be taken in such manner as the Chair directs. The result, as declared by the Chair, must be deemed to be the resolution of the Association at such Meeting, and an entry to that effect must be recorded in the minutes.

23.6 The Chair must appoint two scrutineers, neither of whom will be a member of the Board, to count the ballots.

23.7 A Delegate may vote by proxy at a meeting and an instrument appointing a proxy may be in the following form or in any other form that the Chair shall approve:

BRITISH COLUMBIA GOLF ASSOCIATION

I, _____, being a Delegate of
_____, a Voting Member of the British
Columbia Golf Association, hereby appoint _____ as

my proxy to vote for me and on my behalf at the General Meeting of the

Association [or the Zone] to be held on the _____ day of _____, 20____, and at any adjournment thereof.

Signed this _____ day of _____, 20__.

(Signature)

- 23.8 A proxy must be filed with the Executive Director not less than 24 hours prior to the time of the meeting at which such proxy is to be voted.

24. MEETINGS OF THE ASSOCIATION

All meetings of the Association and its elections, including its Committees, must be conducted in accordance with the rules of Call to Order.

- 24.1 The Annual Meeting must be held at such place in British Columbia on such date and at such time as the Board designates, and its business must be as set out in subsection 25.1.
- 24.2 The Annual Meeting must be held in accordance with the provisions of the *Societies Act*.
- 24.3 A first notice of the Annual Meeting, giving full particulars of the date, time and place thereof, must be sent by the Executive Director to each Voting Member and the Secretary/Treasurer of each Zone not less than 42 days before the date of the Annual Meeting, and such notice must include:
- a. notification that each Voting Member is entitled to nominate Members as candidates for election for the office of Director at Large, pursuant to guidelines as issued by the Board;
 - b. the number of eligible Delegates pursuant to section 23;
 - c. a list of the nominees selected by the Nominating Committee for election for the office of Director at Large.
- 24.4 Upon receipt of the first notice, each Voting Member must inform the Executive Director of the name and addresses of its Delegates and nominees for Directors at Large not less than 21 days before the Annual Meeting.

- 24.5 The Executive Director must then send a second notice of the Annual Meeting to the Voting Members, Delegates, and to any other nominees for the office of Director at Large, not less than 14 days before the Annual Meeting.
- 24.6 The second notice of the Annual Meeting must:
- a. state the day, hour and place of the Meeting;
 - b. state the general nature of the business to be transacted;
 - c. state the particulars of any amendments or additions to the By-laws;
 - d. include a copy of the audited financial statement of the Association;
 - e. include a list of all nominees for election as Directors at Large;
 - f. include a list of Delegates by Zone; and
- for Delegates only;
- g. a form of proxy.
- 24.7 An Extraordinary Meeting may be called by the President at any time. The Board must call an Extraordinary Meeting at the written request of not less than 10% of all Voting Members as at September 30th of the year preceding the meeting.
- 24.8 Notice of an Extraordinary Meeting stating the purpose for which it is called, must be sent to the Voting Members and Delegates not less than 14 days prior to the date of the Extraordinary Meeting.
- 24.9 The quorum for a General Meeting must be not less than 25 Delegates present in person or by proxy.

25. ORDER OF BUSINESS

- 25.1 The following order of business must be observed at the Annual Meeting:
- a. call to order, welcoming remarks;
 - b. reading notice of meeting and proof of mailing same;
 - c. approval of Agenda;
 - d. report as to quorum;
 - e. appoint scrutineers;

- f. reading and disposition of any unapproved minutes;
 - g. elections of Directors to the Board;
 - h. reports of Directors, Board Committees and other committees;
 - i. review of financial statements and auditor's report;
 - j. appointment of auditors;
 - k. amendments to Constitutions and /or By-Laws;
 - l. general business; and
 - m. adjournment.
- 25.2 The Chair of a General Meeting may, with the consent of the meeting, adjourn it from time to time and from place to place, but no business must be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

26. MEETINGS OF ZONE COMMITTEES

- 26.1 Each Zone Committee must hold its Zone Committee Annual Meeting before October 31st in each year at such place in the Zone on such date and at such time as the Zone Committee designates, and its business must be as set out in subsection 27.1.
- 26.2 A first notice of a Zone Committee Annual Meeting, giving full particulars of the date, time and place thereof, must be sent by the Secretary, Treasurer or Secretary/Treasurer of the Zone Committee to each Zone Member of the Zone, the Zone Council Representatives and the Executive Director not less than 42 days before the date of the Zone Committee Annual Meeting, and such notice must include notification that each Zone Member is entitled to nominate a Golfing Member as the Representative to the Zone Committee.
- 26.3 Upon receipt of the first notice, each Zone Member must inform the Secretary, Treasurer or Secretary/Treasurer of the Zone Committee of the name and address (including electronic address) of its Zone Representative not less than 10 days before the Zone Committee Annual Meeting.
- 26.4 The Secretary, Treasurer or Secretary/Treasurer of the Zone Committee must then send a second notice of the Zone Annual Meeting to the Zone Members of that Zone, the Zone Representatives, the Zone Council Representatives, and to the Executive Director not less than 7 days before the Zone Committee Annual Meeting.

- 26.5 The second notice of the Zone Committee Annual Meeting must:
- a. state the day, hour and place of the Zone Committee Annual Meeting;
 - b. state the general nature of the business to be transacted;
 - c. include a copy of the financial statement of the Zone Committee;
 - d. include a list of all Zone Representatives; and
- for Zone Representatives only;
- a. a form of proxy, if Zone By-laws permit, in the same form as in subsection 23.7 modified to reflect the fact that it is a Zone Committee Annual Meeting.
- 26.6 An Extraordinary Meeting of a Zone Committee may be called by the Chair of the Zone Executive at any time and must be called by the Zone Executive at the written request of not less than 10% of all Zone Members of a Zone as at September 30th of the year preceding the meeting.
- 26.7 Notice of an Extraordinary Meeting of a Zone Committee stating the purpose for which it is called, must be sent to the Zone Members in that Zone, Zone Representatives, Zone Council Representatives, and the Executive Director not less than 14 days prior to the date of the Extraordinary Meeting.
- 26.8 The quorum for Annual or Extraordinary Meetings of a Zone Committee must be not less than 15% of the Zone Members' Zone Representatives present in person or by proxy, when Zone By-Laws permit.
- 26.9 Following the Annual Meeting, the Secretary, Treasurer or Secretary/Treasurer of each Zone Committee will forward a copy of the minutes of its Annual Meeting to each Zone Member and to the Executive Director of the Association.

27. ORDER OF BUSINESS AT ZONE COMMITTEE ANNUAL MEETINGS

- 27.1 The following order of business must be observed at a Zone Committee Annual Meeting:
- a. reading notice of meeting and proof of mailing same;
 - b. report as to quorum;
 - c. reading and disposition of any unapproved minutes;

- d. reports of Zone Committee, including report of financial statements;
- e. reports of other committees appointed by the Zone Committee;
- f. election of Zone Council Representative, if required;
- g. election of Zone Executive;
- h. general business; and
- i. adjournment.

27.2 The Chair of a meeting of a Zone Committee may, with the consent of the meeting, adjourn it from time to time and from place to place, but no business must be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

28. BANKING, AUDITOR AND FINANCIAL STATEMENTS

- 28.1 The banking business of the Association or any part thereof must be transacted with a Canadian Chartered bank or Credit Union, whose deposits are reasonably secured by insurance. All banking business of the Association, or any part thereof, must be transacted on behalf of the Association by such persons as the Board may designate, direct or authorize by resolutions.
- 28.2 At each Annual Meeting, an auditor must be appointed to hold office until the next Annual Meeting.
- 28.3 The Board must fix the remuneration of the auditor.
- 28.4 An auditor may be removed by ordinary resolution at a General Meeting.
- 28.5 The audited financial statements of the Association must be approved by the Board and by the Finance, Audit & Risk Board Committee who must evidence their respective approval by having one of their members sign the balance sheet.
- 28.6 The accounting records of the Association must be open for inspection by members of the Board on reasonable notice to the Association, and to the Voting Members for five (5) days prior to the Annual Meeting during normal business hours.

29. SIGNING OFFICERS

- 29.1 Written contracts, obligations or instruments of the Association which have been approved by the Board must be signed by the President and the Executive Director or, in their absence, as determined by the Board.
- 29.2 The funds of the Association must be subject to withdrawal for the purposes of the Association by cheque over the signatures of any two signing officers, namely:
- a. one of the President, the Chair of the Finance Audit & Risk Board Committee or a Director appointed by the Board at its first meeting following the Annual Meeting or a Director designated by the Board thereafter; and
 - b. one of the Executive Director or the finance manager of the Association, or as named in the banking resolution of the Association.

30. INVESTMENTS

- 30.1 The Finance, Audit & Risk Board Committee must set policies for the investment of any funds of the Association, provided that such funds are only invested in investments authorized for trustees.

31. BORROWING POWERS

- 31.1 In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner it determines, including, without limitation to, the issue of debentures or such other securities as the Board may consider appropriate.
- 31.2 No debenture or security must be issued unless approved by Special Resolution.
- 31.3 The borrowing powers of the Board may be restricted by a Special Resolution, but a restriction imposed by Special Resolution must expire at the Annual Meeting following the Special Resolution.

32. FISCAL YEAR

- 32.1 The fiscal year of the Association must end on the 30th day of September.

33. BY-LAW AMENDMENT

- 33.1 Any By-Law may be amended, varied, repealed or otherwise dealt with by a new by-law, and any new by-law may be enacted in the following manner:
- a. any three Voting Members, the Board, or any three Directors, may propose a change to the By-Laws by delivering notice in writing to the Executive Director not less than 40 days before an Annual Meeting or any Extraordinary Meeting called for the purpose of considering a By-Law amendment;
 - b. A By-Law amendment does not come into force and effect unless passed by Special Resolution and filed with and accepted by the Registrar of Companies in accordance with the *Societies Act*.

34. DISSOLUTION OF ASSOCIATION

- 34.1 Upon winding up or dissolution of the Association, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to a registered charity or registered charities in British Columbia, as defined in the *Income Tax Act* (Canada), as may be determined by the members of the Association at the time of winding up or dissolution. This provision was previously unalterable.

35. TRANSITION

- 35.1 The effective date upon which these amended By-laws shall come into effect shall be the date on which the special resolution amending these By-laws is filed with the registrar (the “Effective Date”).
- 35.2 Notwithstanding any other provisions in these By-laws, as of the Effective Date, the Board shall be composed of the then current members of the Executive Committee, who shall serve as Directors until the Annual Meeting held in 2013. The terms of office of all other Directors holding office immediately prior to the Effective Date shall be deemed to be terminated as of the Effective Date.
- 35.3 Notwithstanding any other provisions in these By-laws, as of the Annual Meeting held in 2013, and in order to create a scheme where the terms of Directors are staggered,

- a. the then President must become the Past President;
- b. two Directors at Large must be elected for a one-year term;
- c. two Directors at Large must be elected for a two-year term;
- d. two Directors at Large must be elected for a three-year term;
- e. one Director elected by the Zone Council must be elected for a one-year term; and
- f. one Director elected by the Zone Council must be elected for a two-year term.

35.4

- a. Notwithstanding any other provisions in these By-laws, as of the Annual Meeting held in 2015, and in order to create a scheme where the terms of the three additional Directors are staggered, the Board must appoint the three additional Directors who shall serve as Directors until the Annual Meeting in 2016.
- b. As of the Annual Meeting held in 2016, the three additional Directors at Large must be elected for the following terms:
 - i. one Director at Large must be elected for a one-year term;
 - ii. one Director at Large must be elected for a two-year term;
 - iii. one Director at Large must be elected for a three-year term.