

**EDMONTON GOLF ASSOCIATION
BY-LAWS**

**ARTICLE I
INTERPRETATION**

1.01 DEFINITIONS

In these By-Laws, unless the context otherwise requires:

- a) "Act" means *The Societies Act* being Chapter S-14 of the Revised Statutes of Alberta, 2000, as amended from time to time, or any statute or statutes substituted therefor;
- b) "Annual Meeting" means the Annual General Meeting of the Association required to be held yearly in accordance with the provisions of the Act.
- c) "Associate Member" means a person or organization that has been accepted as an Associate Member of the Association.
- d) "Association" means **Edmonton Golf Association**
- e) "Board of Directors" or "Board" means the Board of Directors from time to time of the Association.
- f) "By-Laws" means the By-Laws of the Association.
- g) "Delegate" means the Member selected as such by the Member Club.
- h) "Director" means the duly elected Member in accordance with Article IV of the By-Laws.
- i) "Formally Organized Golf Club" means a group of at least 10 members over the age of 18 years, which operates under a constitution or By-Laws for the purpose of promoting and conserving the best interests and true spirit of the game of golf, requires the return of golf scores for handicap purposes for review by other members, and has members or committees responsible for encouraging members adherence to the rules of golf, for conducting competitions, and for maintaining the integrity of the RCGA.
- j) "Individual Member" means a person who has been accepted to Membership in the Association pursuant to Section 2.03.
- k) "Member" means a person who has annual privileges at the Member Club to which that person belongs or a person who is an Individual Member.
- l) "Member Club" means a club that has been accepted to membership in the Association.
- m) "Officer" means the duly appointed or elected member in accordance with Article VI of the By- Laws.
- n) "RCGA" means the Royal Canadian Golf Association.
- o) "Special Meeting" means a special meeting of the Association called by the President for the specific purpose or purposes of authorizing a Special Resolution of the Association.
- p) "Special Resolution" means a resolution passed at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and by the vote of not less than three quarters of those Delegates and Directors in attendance.

Words importing the singular gender include the plural and vice-versa; words importing gender include the masculine, feminine and neuter genders, and words importing persons include individuals; bodies corporate, partnerships, trusts and unincorporated organizations.

1.02 HEADINGS

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

ARTICLE II MEMBERSHIP

2.01 MEMBER CLUBS

Any Formally Organized Golf Club which has regularly appointed officers or has links or Headquarters in the City of Edmonton and District, shall be eligible for membership in the Association upon making written application therefore, subscribing to the conditions of the Association's By-Laws and upon paying the annual dues levied by the Association. Acceptance as a Member Club to the Association is subject to approval of the Board of Directors.

2.02 ASSOCIATE MEMBERS

Any person, business or organization shall be eligible for membership as an Associate Member in the Association upon making written application, therefore, subscribing to the conditions of the Association's By-Laws and upon paying the annual dues levied by the Association. Acceptance as an Associate Member to the Association is subject to approval of the Board of Directors.

2.03 INDIVIDUAL MEMBERS

Any individual who resides in the City of Edmonton and District and is not a member of a Member Club shall be eligible for membership as a Member in the Association upon making written application, therefore, subscribing to the conditions of the Association's By-Laws and upon paying the annual dues levied by the Association. Acceptance is subject to approval of the Board of Directors. All Individual Members shall be deemed to be members of the "EGA Public Players Club". The EGA Public Players Club shall be for all purposes, deemed to be a Member Club of the Association.

2.04 MEMBERSHIP DUES

Membership dues shall be determined by the Board of Directors annually.

2.05 PAYMENT OF MEMBERSHIP DUES

Each Member Club, Associate Member and Individual Member, shall pay the annual dues to the Association on or before the deadline set by the Board of Directors of the Association from time to time.

2.06 NON-PAYMENT OF MEMBERSHIP DUES

The Association may suspend a Member Club, Associate Member or Individual Member that has not paid yearly dues if so determined by a majority decision of the Board of Directors of the Association.

2.07 OBLIGATION OF MEMBERS

All Members, Member Clubs and Associate Members shall be bound by the By-Laws of the Association and the rules and decisions of the Board of Directors and its duly appointed Committees. Except as provided in 2.06, any Member, Member Club or Associate Member refusing or neglecting strict and honourable compliance with the By-Laws, rules or decisions shall be liable to

suspension or expulsion from membership in the Association if so determined by a two thirds majority vote of the Board of Directors. No Member, Member Club or Associate Member shall be disqualified or deprived of any privilege without due notice, together with full particulars, having been provided, and the Member, Member Club or Associate Member having been given an opportunity to be heard.

2.08 APPEAL

An appeal of a decision with respect to suspension or expulsion of a Member, Member Club or Associate Member may be taken by that Member, Member Club or Associate Member to an Annual or Special Meeting of the Association.

2.09 WITHDRAWAL

A Member, Member Club or Associate Member may withdraw from the Association by written notice given to the Association, provided that the Member, Member Club or Associate Member has given one full year's written notice to the Association of its intention to do so.

ARTICLE III MEMBER MEETINGS

3.01 ANNUAL MEETING

The Annual Meeting of the Association shall be held in each year, at a place and at a time and date to be set by the Board of the Directors. Written notice of such meeting shall be provided to the Individual Members and Member Clubs no later than 21 days prior to the date of the meeting. In the event a Special Resolution is to be considered at the Annual Meeting the Notice of such meeting shall include the proposed wording of the Special Resolution.

3.02 DELEGATES

Each Member Club in good standing shall have the right to be represented by three Delegates, one who shall represent the Men's Golf category, one who shall represent the Ladies' Golf category and one who shall represent the Junior Golf category and who shall be 18 years of age or over, and Members of their Member Club.

3.03 SPECIAL MEETINGS

The President shall call a Special Meeting of the association upon the written request of at least 10% of the Member Clubs, within 15 days of such request being received. At such meetings, no other business shall be transacted than that for which the meeting has been called, and such business shall be specified in a notice together with the form of Special Resolution to be considered, which shall be sent to the Member Clubs at least 21 days before the time appointed for the meeting. Any such meeting shall be held no later than 36 days from the date the written request is received.

3.04 QUORUM

At the Annual Meeting or Special Meeting, 10 Delegates shall constitute a quorum.

3.05 ATTENDANCE BY MEMBERS

Any Member in good standing shall be entitled to be present at any meeting of the Association, but shall not be entitled to participate in or vote thereat unless that Member is a duly accredited Delegate, in the case of the Annual or a Special Meeting or is otherwise invited to do so by the President.

3.06 ATTENDANCE BY ASSOCIATE MEMBERS

Any Associate Member in good standing shall be entitled to be present at any meeting of the Association, but shall not be entitled to vote thereat.

3.07 ORDER OF BUSINESS

The following order of regular business shall be observed at the Annual Meeting:

- a) Call to Order
- b) Association Report
 - Notice of Meeting confirmed
 - Roll Call
- c) Minutes of previous Annual Meeting
- d) Business Arising from the Minutes
- e) Finance Report
 - presentation of financial statements setting out income, disbursements, assets and liabilities, audited and signed by the Association's Auditor
 - appointment of Auditor
- f) Nominating Committee Report - election of Directors
- g) President's Report
- h) New Business
- i) Adjournment

3.08 MAJORITY

All regular business conducted at the Annual Meeting, where a question is raised, shall be decided on a show of hands by a majority of the votes of the Delegates and Directors present in person and not by proxy. Except as otherwise provided herein, all special business properly conducted at either the Annual Meeting or a Special Meeting of the Association, where a question is raised, shall require the passing of a Special Resolution.

ARTICLE IV BOARD OF DIRECTORS

4.01 BOARD OF DIRECTORS

The Board of Directors of the Association shall consist of at least 5 but no more than 16 persons qualified according to these By-Laws.

4.02 NOMINATING COMMITTEE

A Nominating Committee consisting of the Immediate Past President, President, Vice-President Ladies' Golf, Vice-President Men's Golf and Vice-President Junior Golf, with the Past-President acting as a Chairman, shall prepare a slate of candidates for Directors taking into consideration the

number of vacancies to be filled and submit same to the Annual Meeting. Further nominations for the position of Director shall be provided to the Association in writing, signed by at least two Members, at least seven days prior to the date set for the Annual Meeting.

4.03 MEMBER CLUB REPRESENTATION

No Member Club shall be represented by more than three Directors thereof on the Board of Directors.

4.04 TERM

At the first Annual Meeting of the Association, there shall be not more than one half of the Directors elected for a period of two years and the balance elected for a period of one year. Thereafter each Director shall be elected for a period of two years.

4.05 MAXIMUM TERM

A Director or Officer of the Association may be re-elected for consecutive terms but not to exceed an aggregate of ten consecutive years as an active Director or Officer.

4.06 MANAGEMENT

The Board of Directors shall be responsible for the management of the property and affairs of the Association, and shall have the power to receive and disburse funds thereof, to execute contracts and instruments in writing in the name of the Association, subject to the provisions of the *Societies Act of Alberta*, to borrow money for the purpose of the Association, and more particularly and without any way limiting such general powers, shall arrange the venue and conditions of play for all tournaments, the amount of the entrance fees therefore and the purchase of prizes, and shall interpret the rules of golf and settle any dispute in connection with such tournaments or alternatively refer such interpretations or disputes to a standing committee delegated with this responsibility whose decision shall be final. The Board of Directors may delegate all or any part of the aforesaid powers and duties to individual Directors, Officers, an Executive Director, Standing Committees or Agents of the Association as the Board deems necessary.

4.07 QUALIFICATIONS

Notwithstanding the provision of other By-Laws:

- a) Each Director or Officer shall serve in that capacity until that person's term has expired and that position has been filled.
- b) In the event of the resignation, death, disqualification, or removal of a Director, the Board of Directors may appoint that Director's replacement with someone willing to act as a Director, and such replacement shall continue as Director of the Association for the remainder of the term of the departed Director.
- c) No Director or Officer shall receive any remuneration from the Association unless such remuneration is authorized by Special Resolution of the Members; provided however Directors and Officers shall be entitled to receive reimbursement for reasonable expenses incurred on behalf of the Association upon presentation of vouchers for the same as prescribed by the Association.

4.08 REMOVAL

The Association may, by resolution passed by at least 75% of the Board of Directors, remove any Director or Officer before the expiration of their term, and appoint another person to replace that person.

4.09 HONORARY LIFETIME DIRECTORS

The Board of Directors shall have the power, from time to time, to appoint persons as Honorary Lifetime Directors of the Association in recognition of outstanding contribution to the work of the Association. Such Honorary Lifetime Directors may attend and participate in all meetings of the Association but shall not have a vote thereat.

ARTICLE V DIRECTORS' MEETINGS

5.01 MEETINGS

The Directors of the Association shall meet at least twice per year at the call of the President and shall have the right to attend, participate, and vote at all such meetings. Further, the Directors shall have the right to attend, participate and vote at all other meetings of the Association.

5.02 SPECIAL MEETINGS

Special Meetings of the Board of Directors shall be held from time to time upon the call of the President or any six Directors, upon notice at least seven days before the date of the meeting; provided, if in the opinion of the President, the matter is of urgency, the President may call such meeting on such notice as the President may deem sufficient.

5.03 MAJORITY

Unless otherwise provided in these By-Laws, questions arising at any meeting of the Board of Directors shall be decided by a majority of votes and in the case of an equality of votes, the Chairman shall have an additional vote.

5.04 QUORUM

At a meeting of the Board of Directors, three Directors shall constitute a quorum.

5.05 RATIFICATION

A resolution of the Board of Directors may be passed without a meeting of such Board, provided such resolution is ratified or confirmed at the next meeting of the Board of Directors and such resolution shall have full force and effect to the same extent as if passed at a duly constituted meeting of such Board of Directors.

5.06 TELEPHONE PARTICIPATION

A Director or Officer may participate in a meeting of Directors or of the Executive Committee by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other.

5.07 WRITTEN RESOLUTION

A Resolution in writing signed by all of the Directors or Officers entitled to vote on that Resolution is as valid as if it had been passed at a meeting of the Directors or the Executive Committee.

ARTICLE VI OFFICERS

6.01 LIST OF OFFICERS

The Officers of the Association shall consist of:

- a) the Immediate Past President
- b) the President
- c) Vice-President – Operations
- d) Vice-President – Ladies' Golf
- e) Vice-President – Men's Golf
- f) Vice-President – Junior Golf
- g) the Secretary
- h) the Treasurer
- i) and other such Officers as the Directors shall from time to time appoint.

6.02 POWERS

The persons holding such offices, in addition to performing any duties assigned to them by the Directors, shall have such powers as are usually incidental to such Officers and in particular, the powers hereinafter assigned to them by these By-Laws.

6.03 ELECTION

All Officers shall be elected by a majority of the Directors present at a Director's meeting which shall be called for that purpose. Should such a meeting not be held immediately after the Annual Meeting, the President shall call such a meeting within 60 days after the Annual Meeting. Such Officers as are elected shall hold office at the pleasure of the Directors for a period of one year or until replaced or re-elected by the Directors.

6.04 QUALIFICATIONS

- a) An Officer must be a Director of the Association.
- b) The Vice-President – Ladies' Golf shall be a member of the Ladies division of a Member Club.
- c) The Vice-President – Men's Golf shall be a member of the Men's division of a Member Club.
- d) The Vice-President – Junior Golf shall be a member of the Association.

6.05 PRESIDENT

The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Association, the board of Directors, and the Executive Committee, and shall have general supervision of the affairs of the Association. The President may attend any Standing Committee Meeting and is entitled to have a vote thereat.

6.06 IMMEDIATE PAST-PRESIDENT

The Immediate Past-President shall lend leadership to the Executive Committee.

6.07 VICE-PRESIDENT - OPERATIONS

The Vice-President shall be vested with the powers and shall perform all the duties of the President in the event of that person's absence or disability and shall be Chairman of the Nominating Committee.

6.08 VICE-PRESIDENT – LADIES' GOLF

The Vice-President – Ladies' Golf shall be responsible for the organization and implementation of programs and activities to promote Ladies' Golf including Ladies' Interclub events and tournaments.

6.09 VICE-PRESIDENT – MEN'S GOLF

The Vice-President – Men's Golf shall be responsible for the organization and implementation of programs and activities to promote Men's Golf including Men's Interclub events and tournaments.

6.10 VICE-PRESIDENT – JUNIOR GOLF

The Vice-President – Junior Golf shall be responsible for the organization and implementation of programs and activities to promote Junior Golf including Junior Interclub events and tournaments.

6.11 TREASURER

The Treasurer shall be responsible and accountable for the funds and securities of the Association. That person shall present a full detailed account of the income and disbursements to the Executive Committee and Board of Directors whenever requested and shall prepare for submission to the Annual Meeting a duly audited statement of the income, disbursements, assets, and liabilities of the Association.

6.12 SECRETARY

The Secretary shall record the minutes of all Association meetings and send copies of the minutes to all Directors. That person shall maintain the Association's records, conduct correspondence, issue notices to all meetings and maintain the names and post office addresses for all Member Clubs.

6.13 A Director may hold more than one office concurrently.

ARTICLE VII EXECUTIVE COMMITTEE

7.01 FUNCTION

The association shall have an Executive Committee consisting of the President, Vice-President Operations, Secretary and Treasurer of the Association who shall carry out the day-to-day business of the Association and shall report to and be fully responsible to the Board of Directors. The Executive Committee may exercise all powers and do all such acts and things as may be exercised or done by the Board of Directors, subject to any limitations, restrictions or directions that may be imposed or given by the Board of Directors.

7.02 MEETINGS

The meetings of the Executive Committee shall be held at the call of the President or any two members of the Executive Committee provided that notice of the meeting shall be given on the same terms and conditions as that given to the Board of Directors for its meetings.

7.03 QUORUM

At a meeting of the Executive Committee, more than 50% of the Officers shall constitute a quorum.

ARTICLE VIII COMMITTEES

8.01 APPOINTMENT

The Board of Directors may, each year at its initial meeting following the Annual Meeting, appoint one or more Standing Committees each with a Chairman who shall be a Director. The Board of Directors shall have the authority to set committee duties and responsibilities and to add new committees or combine existing committees.

8.02 MEMBERSHIP

Except as otherwise provided herein each member of a Standing Committee shall be chosen by the Chairman. It shall be the duty of the Committee Chairman to carry out that person's responsibility. Further, the Committee Chairmen will report to the Board of Directors when requested to do so.

ARTICLES IX CORPORATE MATTERS

9.01 BANKING AND BORROWING

A bank account or accounts shall be kept in the name of the association at such bank as may be determined by the Executive Committee. Any two of the Officers shall be authorized for and in the name of the Association to endorse and receive payment of all cheques promissory notes, bill of exchange and orders for payment of money which may belong or be payable to the Association. They shall be further authorized to negotiate with, or transfer to; such bank all of any such cheques, promissory notes, bill of exchange or orders for the payment of money. They may also draw cheques, drafts or orders for the payment of money on the account of the Association in such bank. Any two Officers, upon being authorized by resolution of the Board, borrow funds on behalf of the Association and execute such promissory notes, loan agreements and other documents as required by the financial institution.

9.02 YEAR END AUDITORS

The books, accounts and records of the Association shall be audited each year by one or more duly qualified persons appointed by the Association for that purpose. A complete and proper statement of the standing of the books for the previous year shall be submitted by the Auditor to the Annual Meeting of the Association. The 30th day of September in each year shall be the end of the fiscal year of the Association.

9.03 SEAL

The common seal of the Association shall not be affixed to any document of any description save by resolution of the Board of Directors. The seal shall be under the control of the Secretary and kept at the offices of the Association. Whenever the seal is affixed to a document it shall be authenticated by the signature of any two of the Officers.

9.04 BOOKS AND RECORDS

The Executive Committee shall see that all necessary books and records of the Association required by the By-Laws of the Association or by any applicable statute of law are regularly and properly kept. The books and records of the Association may be inspected by any Member of the Association at the Annual Meeting provided for herein, or at any time upon giving reasonable notice and arranging a time satisfactory to the Officers having charge of the same. Each Director or Officer shall at all times have access to such books and records.

9.05 AMENDMENT OF BY-LAWS

The By-Laws of the Association shall not be rescinded, altered, or added to except by Special Resolution of the Association.

9.06 COMPLAINTS AND DISPUTES

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

9.07 INDEMNIFICATION

Subject to the provisions of applicable legislation, the Directors and Officers for the time being of the Association, and their heirs, executors, and administrators shall 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 shall or may incur or sustain by reason of any act done or omitted in or about the execution of their duty in their respective offices, trusts or agency. No such Director or Officer shall be answerable for the acts, receipts, neglects or defaults of any other Director or Officer; for joining in any receipt or other document for the sake of conformity; for the solvency or honesty of any person or corporation with whom any moneys 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 that person's office; provided always that the Director or Officer shall have exercised that person's power and discharged that person's duties honestly, in good faith and in the best interests of the Association, and in connection therewith, has exercised the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

9.08 CONFLICT OF INTEREST

A Director or Officer of the Association who is a party to, or is a Director or Officer of or has a material interest in any corporation that is a party to, a material contract or proposed material contract with the Association shall, at the time and in the manner provided by the applicable legislation, disclose in writing to the Association or request to have entered in the Minutes of the Directors the nature and extent of that person's interest. Subject to disclosure in accordance with the above, no Director or Officer shall be disqualified by reason of that person's office from contracting with the Association either as a Vendor, Purchaser or otherwise, nor shall any contract

or arrangement entered into by or on behalf of the Association in which any Director or Officer shall be in any way interested, be avoided; nor shall any Director or Officer so contracted or being interested, be liable to account to the Association for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship there created. In voting upon any contract in which a Director has an interest, that Director shall absent himself from the room during the deliberation and voting upon the motion to accept or reject the contract.

9.09 NOTICE

Whenever under the provisions of these By-Laws any notice is required to be given by mailing such notice shall be sufficiently given if deposited in a post office or public letter box in a postage paid wrapper addressed to the addressee at the addressee's address as the same appears upon the books of the Association. Notice may also be given by telephone transmission of a facsimile or electronic mail of the notice to the facsimile phone number or electronic mail address of the addressee as the same appears upon the books of the Association, in which case the date of receipt of such notice shall be deemed to be the same business day as successful transmission. A notice so served by post in a postage paid wrapper shall be deemed to be served on the day when the same is deposited in a post office or public letter box as aforesaid. The accidental omission to give notice to or the non-receipt of notice of a meeting by any addressee shall not invalidate the proceedings at any meeting.

ARTICLE X TOURNAMENTS

10.01 RULES

All competitions held under the jurisdiction of the association shall be played strictly in accordance with the rules of the game as approved by the Royal Canadian Golf Association, with such local rules as are in force on the course over which the competition takes place and with such modification as the tournament committee appointed for such competition, may from time to time adopt.

10.02 ENTRIES

All entries for any match or competition are subject to the approval of the tournament committee appointed for such match or competition.

10.04 ENTRANCE QUALIFICATIONS

The tournaments of the Association shall be open to all golfers who have qualified, are exempt from qualification, or have met the terms and conditions required for the specific tournament as set by the Association. Membership with a Member Club is not a condition, provided that such golfers belong to a regularly organized golf club which is affiliated with some properly constituted golf association and whose handicap factor conforms to the restrictions set by the tournament committee established for each particular tournament. Priority shall be given to entrants belonging to Member Clubs.

ARTICLE XI DISSOLUTION

11.01 DISSOLUTION

Upon dissolution of the Association, any assets remaining after paying debts and liabilities are to be:

- a) disbursed to eligible charitable or religious groups or purposes; or
- b) transferred in trust to a municipality until such time as the assets can be transferred from the municipality to a charitable or religious group or purpose approved by the Board of the Alberta Gaming and Liquor Commission.