



BY-LAW NO. 21

ARTICLE 1 - GENERAL

1.1 This By-Law relates to the general conduct of the affairs of the Royal Canadian Golf Association/Association Royale de Golf du Canada, doing business as Golf Canada, a federal corporation incorporated under the Canada Not-for-Profit Corporations Act (S.C. 2009 C-23) and referred to as "Golf Canada" in this By-Law.

1.2 The following terms have these meanings in this By-Law:

- a) *Act* – the Canada Not-for-Profit Corporations Act (S.C. 2009 C-23), including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) *Auditor* – a public accountant as defined in the Act, appointed at the annual meeting to audit the books, accounts and records of Golf Canada for a report to the Voting Members at the next annual meeting;
- c) *Board* – the board of directors elected by the Voting Members pursuant to this By-Law;
- d) *By-Law* – this By-Law of Golf Canada as amended from time to time in force and effect;
- e) *Chief Executive Officer* – the chief executive officer of Golf Canada appointed from time to time by the Board pursuant to Article 4.6, below;
- f) *Director* – any individual currently elected or appointed to the Board;
- g) *Governors Council* – the council described in Article 4.28 (a) of this By-Law;
- h) *Honorary Life Governor* – any individual who is a past president of Golf Canada or the Canadian Ladies Golf Association or who has been designated by resolution of the Board as an Honorary Life Governor;
- i) *Individual Non-Voting Member* – any individual who is a member of a Member Club, has paid the required fee directly or indirectly to Golf Canada and who has provided the information required by Golf Canada from time to time;
- j) *Individual Voting Member* – any individual who is currently elected or appointed as a Director, Member of Governors Council, Member of Provincial Council or Honorary Life Governor;
- k) *Member Club* – any golf club in Canada that is a Member in Good Standing of a Provincial Golf Association and that has been admitted to membership in Golf Canada;
- l) *Member of Governors Council* – any individual who is currently elected or appointed to the Governors Council;
- m) *Member of Provincial Council* – any individual who is currently appointed to the Provincial Council by their Provincial Golf Association;
- n) *Member in Good Standing* – any Golf Canada member that:
 - i) Owes no outstanding membership dues or other debts to Golf Canada;
 - ii) Has not been suspended, expelled or ceased to be a member;
 - iii) Has complied with the By-Law, policies and rules of Golf Canada; and
 - iv) If a Member Club, remains a member in good standing of a Provincial Golf Association;
- o) *Ordinary Resolution* – a resolution passed by the majority of votes cast in a general meeting of Voting Members for which proper notice has been given;
- p) *Provincial Golf Association* – the provincial or territorial organization recognized by Golf Canada as being the organization governing the sport of golf within a province or territory of Canada;
- q) *Provincial Council* – the council described in Article 4.28 (b) of this By-Law;

- r) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution at a special or general meeting of Voting Members for which proper notice has been given;
 - s) *Terms of Reference* – a policy ratified by the Board that sets out the mandate, authority, composition and operating procedures of a committee, working group or council of Golf Canada; and
 - t) *Voting Member* – a Member Club, a Director, a Member of Governors Council, a Member of Provincial Council, or an Honorary Life Governor.
- 1.3 Golf Canada is the governing body for the sport of golf in Canada and is recognized by the Government of Canada (Sport Canada) as the national sport organization for golf.
- 1.4 Until changed in accordance with the Act, the head office of Golf Canada shall be in the Province of Ontario.
- 1.5 Words stating the singular shall include the plural and vice-versa, and words stating the male gender shall include the female gender as well as organizations, unless the context otherwise requires.
- 1.6 Except as provided in the Act, in the event of a dispute as to an interpretation concerning any word, term or phrase in this By-Law that is ambiguous, contradictory or unclear, or in the event of a dispute of interpretation between the English and French versions of this By-Law, the Board shall have the authority to make an interpretation and in all instances the decision of the Board shall be final.
- 1.7 The corporate seal of the Royal Canadian Golf Association/Association Royale de Golf du Canada shall be in the form impressed in the margin hereof.

ARTICLE 2 – MEMBERSHIP

- 2.1 Golf Canada 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 Golf Canada 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:
- u) 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 set out below depending on the number of individual Members in Good Standing associated with it during its prior fiscal year as follows:
 - If 150 or fewer – one vote
 - If 151 to 300 – two votes
 - If 301 to 450 – three votes
 - If 451 to 600 – four votes
 - 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. Proxy-holders 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 this By-Law, to the satisfaction of the Board.

Membership Dues:

2.5 Unless otherwise determined by the Board, the membership year of Golf Canada 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 Golf Canada by giving written notice to Golf Canada at its head office or through its Provincial Golf Association. In doing so, the Member Club is also resigning from its Provincial Golf Association.

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

2.10 Member Club membership in Golf Canada 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 Golf Canada and its Provincial Golf Association at the time of withdrawal or termination.

2.12 Membership in Golf Canada 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, subject to the Act, 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 Golf Canada shall hold an annual general meeting of Voting Members at such date, time and place in Canada 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:

Ordinary Business:

- a) The president's report to the Voting Members;
- b) The presentation of the audited financial statements;

- c) The election of Directors; and
- d) The appointment of the incumbent Auditor for the coming year.

Special Business:

- a) The election of the president and the vice-president;
 - b) The election of Members of Governors Council;
 - c) The appointment of a new Auditor; and
 - d) Any other business properly brought before the meeting.
- 3.8** The quorum at a meeting of Voting Members shall be 20 persons present in person, each being an Individual Voting Member or duly-appointed delegate of a Member Club.
- 3.9** Unless otherwise required, questions 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.
- 3.10** Any proposal as contemplated in section 163 of the Act must be received by the secretary of the Board not later than 120 days prior to the date of the annual general meeting or any special meeting.
- 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.

ARTICLE 4 – GOVERNANCE

Composition of the Board:

- 4.1** The Board shall be composed of a minimum of 8 individuals and a maximum of 13 individuals, all of whom shall be elected by the Voting Members:
- a) Two officers to include the president and the vice-president;
 - b) A director representing the Provincial Council, who shall serve as chair of the Provincial Council;
 - c) A director representing the Governors Council, who shall serve as the chair of the Governors Council; and
 - d) A minimum of four and a maximum of nine directors-at-large, one of whom shall be appointed by the Board as secretary.

The number of directors shall be determined by the Voting Members and may vary as between the minimum and maximum number of directors by ordinary resolution.

Mandate and Key Responsibilities of the Board:

- 4.2** Except as otherwise provided in the Act or this By-Law, 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 Golf Canada.
- 4.3** The president of Golf Canada shall chair the meetings of Voting Members and of the Board and shall perform such other duties as may from time to time be established by the Board.
- 4.4** The Directors shall perform such duties as may from time to time be established by the Board.
- 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 Golf Canada, as delegated by the Board;
 - b) Review the performance of the Chief Executive Officer;
 - c) Assess the risks and opportunities facing Golf Canada 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 Golf Canada.

Election of Directors:

4.7 Any individual who is 19 years of age or older, who has the power under law to contract, who is not an employee or paid contractor of Golf Canada or of a Provincial Golf Association, who is a resident of Canada, and who is a Member in Good Standing of Golf Canada 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 shall take place at the annual general meeting.

4.10 Directors shall serve terms of one year, 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 this By-Law, 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 or vice-president.

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

Resignation and Removal of Directors and Members of Governors Council:

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

4.14 The office of any Director or Member of Governors Council shall be vacated automatically:

- a) If the Director or Member of Governors Council ceases to be a member of a Member Club of Golf Canada;
- b) If the Director or Member of Governors Council 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 or Member of Governors Council ceases to be a resident of Canada.

4.15 A Director may be removed in accordance with the Act.

4.16 A Member of Governors Council may be removed by a three-quarters vote of the Board, provided the Member of Governors Council has been given notice of the meeting, the opportunity to know the reasons for the proposed removal, and the opportunity to respond in writing prior to the vote being taken.

Filling a Vacancy on the Board or Governors Council:

4.17 Where the position of a Director or Member of Governors Council becomes 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.

Meetings of the Board:

- 4.18** The Board shall meet a minimum of four times per year.
- 4.19** 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.
- 4.20** Written notice of Board meetings shall be given to all Directors at least seven days before the date of the meeting.
- 4.21** 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.
- 4.22** The quorum for any meeting of the Board shall be the majority of Directors then in office.
- 4.23** 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.
- 4.24** 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.
- 4.25** 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.
- 4.26** A resolution in writing, signed 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 minutes of the proceedings.

Chief Executive Officer:

- 4.27** The Chief Executive Officer shall be responsible for the day to day operations of Golf Canada, as delegated by the Board, and shall have custody of the corporate seal.

Councils:

- 4.28** Two councils shall provide input to the Board:
- a) The Governors Council shall consist of those persons who are elected as Members of Governors Council by the Voting Members, one of whom shall also be elected chair by the Voting Members.
 - b) The Provincial Council shall consist of one appointee from each Provincial Golf Association, who is not an employee or paid contractor, and a chair who is elected by the Voting Members.
- 4.29** The Governors Council and the Provincial Council shall operate pursuant to Terms of Reference approved by the Board.

Committees:

- 4.30** The committees of Golf Canada shall include both standing committees and operating committees, which shall operate pursuant to Terms of Reference approved by the Board.
- 4.31** The standing committees of Golf Canada report to and are accountable to the Board and shall be chaired by a Director, with the exception of the nominating committee which shall be chaired by a past-president pursuant to Article 4.34, and are:
- a) Audit and Risk Management;
 - b) Investment;
 - c) Governance;
 - d) Human Resources;
 - e) Compensation;

- f) Nominating; and
- g) Such other standing committees as the Board deems necessary.

4.32 The operating committees of Golf Canada report to and are accountable to the Chief Executive Officer, and shall be chaired by a Director or Member of Governors Council and include:

- a) Rules and Amateur Status;
- b) Handicap and Course Rating;
- c) Amateur Competitions;
- d) Sport; and
- e) Such other operating committees as the Board deems necessary.

The Board may by resolution re-designate an operating committee as a standing committee.

4.33 The membership of standing and operating committees shall be prescribed in a committee's Terms of Reference. Each committee shall receive support from a Golf Canada staff representative appointed by the Chief Executive Officer. Unless otherwise prescribed in a committee's Terms of Reference, the chair and members of standing and operating committees shall be appointed by the Board in consultation with the Chief Executive Officer.

4.34 The nominating committee shall consist of six members appointed by the Board, none of whom shall be eligible to stand for election to the Board:

- a) Two past-presidents, including the immediate past-president, of which the most removed of these two nominees shall chair the committee;
- b) A current or previous Member of the Governors Council, appointed from nominees submitted by the Governors Council;
- c) A current or previous Member of the Provincial Council, appointed from nominees submitted by the Provincial Council; and
- d) A fifth and sixth member appointed by the Board.

4.35 The quorum for any Golf Canada committee meeting shall be the majority of its members.

4.36 When a vacancy occurs on any Golf Canada 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 Golf Canada policy or procedure.

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

Remuneration:

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

Conflict of Interest:

4.39 An officer, Director, Member of Governors Council, Member of Provincial Council and 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 Golf Canada 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; and shall otherwise comply with the requirements of the Act regarding conflict of interest. This disclosure shall be reduced to writing or recorded in the minutes of the meeting.

Supporters:

4.40 Supporters of Golf Canada shall consist of the following:

- a) Any individual, who is a Member in Good Standing of a Member Club and has paid the required fee directly or via their Member Club to Golf Canada, but has not provided the information required by Golf Canada pursuant to Article 1.2 i);
- b) A golf-related facility, other than a golf club, that is determined by Golf Canada to be supporting the growth of the game of golf in Canada through participation in or instruction of golf. This includes driving ranges, par-3 facilities, schools or other instructional facilities. Any golf-related facility desiring to join Golf Canada as a supporter must apply and pay the required fee, and such application may be accepted or denied by the Board; and
- c) A golf-related organization, other than a golf club or golf-related facility, that is determined by Golf Canada to be supporting the growth of the game of golf in Canada and includes national allied golf associations, manufacturers, retailers and suppliers. Any golf-related organization, desiring to join Golf Canada as a supporter must apply and pay the required fee, and such application may be accepted or denied by the Board.

ARTICLE 5 – FINANCIAL MANAGEMENT

- 5.1** Unless otherwise determined by the Board, the fiscal year-end of Golf Canada shall be October 31st.
- 5.2** The banking business of Golf Canada 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 to audit the accounts of Golf Canada and report to the Voting Members at the next annual general meeting.
- 5.4** Any two from among the president, vice-president, secretary and Chief Executive Officer shall have authority to sign for and on behalf of Golf Canada, 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 Golf Canada. Any instruments so signed shall be binding upon Golf Canada without any further authorization or formality.
- 5.5** Golf Canada 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** Golf Canada 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 Golf Canada required to be kept by the Act, this By-Law or any other statute or law are regularly and properly kept.
- 5.8** Golf Canada shall carry out its activities without purpose of gain for its members, and any profits generated by Golf Canada shall be used solely to promote its purposes and objects.
- 5.9** In the event of liquidation, dissolution or winding-up of Golf Canada, 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 Golf Canada, as determined by the Board.

ARTICLE 6 – INDEMNIFICATION

- 6.1** Except as provided in Article 6.2, Golf Canada shall indemnify and hold harmless out of the funds of Golf Canada each Director, officer, Member of Governors Council, Member of Provincial Council, committee member and working group member from and against any and all claims, demands, actions or costs that may arise or be incurred as a result of occupying their position or performing their Golf Canada duties.

These individuals must have applied to Golf Canada, completed the required documentation, and be approved by Golf Canada to serve in these positions.

- 6.2 Golf Canada shall not indemnify a Director, officer, Member of Governors Council, Member of Provincial Council, committee member, working group member or any other person unless the individual acted honestly and in good faith with a view to the best interests of Golf Canada.
- 6.3 Golf Canada shall purchase and maintain such insurance for the benefit of its Directors, officers, council members, committee members and working group members, as the Board may determine.

ARTICLE 7 – AMENDMENT OF BY-LAW

- 7.1 This By-Law 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. This By-Law 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 this By-Law is proposed must include details of the proposed resolution and the text of the Special Resolution.

ARTICLE 8 – NOTICE

- 8.1 In this By-Law, written notice shall mean notice that is hand-delivered, electronically delivered or delivered by mail or courier to the address on file with Golf Canada 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 THIS BY-LAW

- 9.1 This By-Law replaces in its entirety By-Law No.20 as it existed prior to the ratification of this By-Law 21.
- 9.2 In ratifying this By-Law, the Voting Members of Golf Canada repeal all prior by-laws of Golf Canada provided that such repeal does not impair the validity of any action done pursuant to the repealed by- laws.

Amended and restated as of May 28, 2020