



SCHEDULE "A"

BY-LAWS OF THE ALBERTA GOLF ASSOCIATION (Association) (Adopted at the Association's Annual General Meeting on December 11, 2015)

ARTICLE I - INTERPRETATION

1.1 DEFINITIONS

- a) "Annual Meeting" shall mean the Annual General Meeting of the Association required to be held yearly in accordance with the provisions of the *Societies Act of Alberta*.
- b) "Association" shall mean the Alberta Golf Association.
- c) "Board" shall mean the duly elected Board of Directors of the Association.
- d) "By-Laws" shall mean the By-Laws of the Association.
- e) "Delegate" shall mean the Member selected as such by the Member Club in accordance with Section 3.2 of the Bylaws.
- f) "Director" shall mean a Member duly elected in accordance with Article IV of the By-Laws.
- g) "Executive Director" shall mean the individual charged with responsibility for day to day operations of Alberta Golf as delegated by the Board from time to time pursuant to Article 9.1.
- h) "Formally Organized Golf Club" shall mean a group of at least 10 Members over the age of 18 years, which operates under a constitution or bylaws 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 complying with and maintaining the integrity of the Golf Canada handicap system.
- i) "Golf Operation" shall mean any golf course or golf facility such as a driving range, practice facility or learning centre.
- j) "Individual Member" is an individual who does not belong to a Member Club.
- k) "Member" shall mean an individual who has golfing privileges at the Member Club. Golfing

privileges include, but are not limited to, annual dues, punch cards or passes, season passes, yearly passes or yearly passports.

- l) "Member Club" shall mean a Formally Organized Golf Club or Golf Operation that has been accepted to membership in the Association.
- m) "Officer" shall mean the duly appointed or elected Member in accordance with Article VI of the By-Laws.
- n) "Provincial Council Representative" means a Board appointed representative of the Association to Golf Canada or any successor national association.
- o) "Golf Canada" shall mean Royal Canadian Golf Association – Association Royale de Golf du Canada (operating as "Golf Canada").
- p) "Special Meeting" shall mean a meeting of the Association called by the President for the specific purpose or purposes of considering a Special Resolution of the Association.
- q) "Special Resolution" means
 - i. 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 75% of those Delegates and Directors who, if entitled to do so, vote in person or by proxy; or
 - ii. a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the Delegates and Directors entitled to attend and vote at the general meeting so agree; or
 - iii. a resolution consented to in writing by all the Directors and Delegates who would have been entitled at a general meeting to vote on the resolution in person, or where proxies are permitted, by proxy.
- r) "Volunteer" shall mean any individual who has completed the formal application process and has been accepted to perform official duties or responsibilities respecting the Association's business on an unpaid basis, excepting approved expense reimbursement.
- s) "Written" and "In Writing" includes printing, typewriting, lithographing, electronic documentation and other modes of representing or reproducing words in visible form.

1.2 INTERPRETATION

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

ARTICLE II - MEMBERSHIP

2.1 ELIGIBILITY FOR MEMBERSHIP

Any Formally Organized Golf Club or Golf Operation, which has regularly appointed officers or premises in the Province of Alberta or the Northwest Territories ("NWT"), shall be eligible for membership in the Association upon making written application, therefore subscribing to the conditions of the Association's By-Laws and paying the annual dues levied by the Association, which shall include annual dues levied by Golf Canada or any successor national association.

2.2 CATEGORIES

Membership in the Association shall be as follows:

- (a) CATEGORY I: is a golf club that has members who pay annual dues or a golf course that offers other methods of payment to those individuals who have the intent of playing regularly on that course.
- (b) CATEGORY II: is a golf club that has been formed by individuals who are not members of a Category I club, who play golf together regularly at one or more golf courses and wish to meet all criteria set out in these By-Laws or Association policies for Member Clubs.
- (c) CATEGORY III: is a Golf Operation that is open to the public but which has no Category I members. A Category III Member Club may have one or more Category II Member Clubs operating on its premises.
- (d) CATEGORY IV: are other individuals who have paid a fee and received a service from Alberta Golf and Golf Canada.

2.3 MEMBERSHIP DUES

Membership dues shall be determined by the Board annually. For Category I and II Member Clubs, such sums shall be specified for each adult and junior Member of record of the Member Club at that date. A junior Member shall be as defined by the policy of the Association, from time to time. For the Category III Member Club, the sum shall be a single fee. For Category IV, each individual is charged a single fee.

2.4 PAYMENT OF MEMBERSHIP DUES

Each Member Club shall pay the annual dues to the Association on or before the 1st day of June in each year in which those dues are to be rendered. Upon such payment Member Clubs shall be entitled to receive the benefits of membership except that Category III Member Clubs shall not be permitted to distribute membership handicap cards. After June 1st in the given year if Alberta Golf has not received payment of membership dues in full, the club may be subject to interruption of services.

2.5 NON-PAYMENT OF MEMBERSHIP DUES

The Board shall be entitled to suspend or, alternatively, expel a Member Club in accordance with its powers under Article 2.6 for non-payment of its yearly dues by July 1st of the year in which those dues are to be rendered.

2.6 SUSPENSION OR EXPULSION FROM MEMBERSHIP

All Member Clubs shall be bound by the By-Laws of the Association and the rules and decisions of the Board and shall accept and enforce the same within their jurisdictions. Any Member Club refusing or neglecting strict and honourable compliance with the said By-Laws, rules or decisions shall be liable to suspension or expulsion from membership in the Association if so determined by a 75% majority vote of the Board. No Member Club shall be suspended or expelled without due notice, together with full particulars of the reason for the suspension or expulsion having been provided, and the Member Club having been given an opportunity to be heard by the Board.

2.7 APPEAL

An appeal of a decision by the Board with respect to suspension or expulsion of a Member Club may

be taken by that Member Club to a Special Meeting of the Association.

2.8 REINSTATEMENT

In the event of the expulsion of a Member Club's membership, a Member Club may apply for reinstatement by remedying the event which gave rise to the expulsion and submitting to the Board a written request for reinstatement.

2.9 WITHDRAWAL

A Member Club may withdraw from the Association by its resignation, in writing, given to the Association, provided that the Member Club has given one full year's written notice to the Association of its intention to do so and gives up the rights and privileges of membership in both the Association and Golf Canada.

ARTICLE III - MEMBER MEETINGS

3.1 ANNUAL MEETING

The Annual Meeting of the Association shall be held between November 1st and April 30th in each fiscal year, at a place and at a time and date to be set by the Board. Written notice of such meeting shall be provided to the Member Clubs no later than 21 days prior to the date of the meeting.

3.2 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
 - Minutes of previous Annual Meeting
- (c) Business Arising from the Minutes
- (d) Treasurer's Report
 - presentation of the financial statements audited and signed by the Association's Auditor

- appointment of the Auditor
- (e) Nominating Committee Report
 - election of Directors
- (f) President's Report
- (g) Provincial Council Representative's Report
- (h) Executive Director's Report
- (i) Other Business
- (h) Special Business
- (i) Adjournment

3.3 SPECIAL MEETINGS

The President or the Board may call a Special Meeting of the Association as it deems necessary or upon passing a resolution approving same and shall call a Special Meeting of the Association upon the written request of 15 Member Clubs, within fifteen 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 which shall be sent to all Member Clubs 21 days before the time appointed for the meeting.

3.4 DELEGATES

Each Member Club in good standing shall have the right to be represented at the Annual Meeting or a Special Meeting by a Delegate or Delegates, each of who shall be an adult Member of a Member Club, as follows:

Category I and II Member Clubs:

- 10 to 400 Members - 1 Delegate;
- 401 to 600 Members - 2 Delegates;
- 601 to 800 Members - 3 Delegates;
- 801 to 1000 Members - 4 Delegates; and
- 1001 plus Members - 5 Delegates.

Category III Member Clubs: 1 Delegate.

Category IV Individual Members: 0 Delegates.

The appointment of the Delegates shall be certified by a Member Club official, in writing, at least 7 days prior to the Annual or Special Meeting. Where a Member Club is entitled to more than one Delegate, it may appoint a single person to represent each Delegate position or it may permit that single person to represent some or all of that Member Club's total Delegate composition.

3.5 QUORUM

At the Annual Meeting or a Special Meeting, 20 Delegates in attendance in person, representing at least 10 Member Clubs, shall constitute a quorum. In the event no quorum is formed, the business of the meeting shall be adjourned to the following day, time and place. A quorum will be established at the adjourned meeting if the same numbers are in attendance either in person, by telephone or through other communication facilities where everyone in attendance can hear each other and the business at that meeting shall be restricted to the same business planned for the original meeting. If at such adjourned meeting a quorum of members is still not present, the meeting shall be dissolved.

3.6 VOTING

Each Delegate or Director entitled to vote at the Annual or Special Meeting shall be entitled to one (1) vote. A single person of a Category I or II Member Club representing more than one Delegate position is entitled to one additional vote for each additional Delegate position held.

3.7 PROXIES

Votes of Member Clubs may be given by proxy to a Delegate and the person to whom the proxy can be given, the proxy holder, shall be a Delegate of a Member Club or a Director of the Association. An instrument appointing the proxy holder shall be required, in writing, in any common form or such form as the Board may approve. A Delegate in attendance at a meeting, appointed as a proxy holder, may act as such for as many Delegates as a Member Club is entitled but for no more than five separate Member Clubs. A Director of the Association may hold and act on an unlimited number of proxies. Each proxy holder shall only act at the specific meeting for which the proxy was given or at any adjournment or adjournments of that meeting. Any Delegate attending a meeting to vote using a proxy must give notice to the Chair of the meeting of the number of proxies held before

the commencement of the meeting. If the proxy holder fails to provide such notice the proxy(ies) shall not be treated as valid.

3.8 ATTENDANCE BY MEMBERS

Any Member of a Member Club or Individual Member in good standing shall be entitled to be present at any Annual Meeting or Special Meeting of the Association, but shall not be entitled to participate or vote unless that Member is a Delegate or is holding a proxy at such Meeting.

3.9 MAJORITY

All regular business conducted at the Annual Meeting, where a question is raised, shall be decided by a majority of those Delegates and Directors present in person or 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.

3.10 PROCEDURE

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

ARTICLE IV - BOARD OF DIRECTORS

4.1 BOARD OF DIRECTORS

The Board of the Association shall consist of at least 7 and no more than 9 persons qualified according to Articles 4.3 and 4.8 of these Bylaws.

4.2 NOMINATING COMMITTEE

A Nominating Committee shall be chaired by a member of the Board and shall prepare a slate of candidates to be elected for a Director position taking into consideration the representation required in Bylaw 4.4 and submit same to the Annual Meeting. Further nominations for the position of Director may be provided to the Association in writing, signed by at least two Members of a Member Club, at least seven (7) days prior to the date set for close of such nominations by the Association.

4.3 APPOINTMENT

If there are an insufficient number of nominees nominated pursuant to the provisions of the preceding clause, those nominated shall be elected and the Board shall appoint a sufficient number to make up the full representation as hereinafter required.

4.4 MEMBER CLUB OR INDIVIDUAL MEMBER REPRESENTATION

No Member Club shall be represented by more than two Directors on the Board of Directors nor shall there be more than two Directors representing a Category III Member Club or two Directors representing a Category IV Individual Member.

4.5 GOLF CANADA

The representative of the Association on the Provincial Council of Golf Canada shall be one of the full voting members of the Board, with full participation and voting rights on all committees of which they are members.

4.6 TERM

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

4.7 GOVERNANCE

The Association is governed by the Board who may delegate the authority and responsibility of managing the organizational operations to the Executive Director.

4.8 QUALIFICATIONS

Notwithstanding the provisions of other articles of these By-Laws:

- (a) No Director may be elected, or continue to act, as a Director or Officer unless they are and continue to be an adult Member of a Category I or II Member Club, a designated representative of a Category III Member Club, or an Individual Member of Category IV.
- (b) Each Director or Officer shall serve in that capacity until that person's term has expired or they have resigned or have been removed from their position pursuant to Article 4.9.
- (c) In the event of the resignation, death, or removal of a Director, the Board shall appoint that Director's replacement and such replacement shall continue as a Director of the Association for the remainder of the term of the departed Director.
- (d) 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 receipts for the same as prescribed by the Association.
- (e) No individuals in the employ of the Association, or Golf Canada shall be qualified to be appointed or be a Director.

4.9 REMOVAL

The Association may, by an ordinary resolution of the Board and according to the policies of the Association, remove any Director or Officer before the expiration of their term, and appoint another person to replace that person.

4.10 DUTIES AND LIABILITY OF DIRECTORS and OFFICERS

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

4.10 MANAGEMENT

The Board shall be responsible for overseeing those charged with management of the property and operational affairs of the Association, and shall have the power to consider, establish and approve:

- policies and procedures by which the provisions of the By-laws shall be implemented,
- operational and capital budgets,
- procedures for the receipt and disbursement of funds thereof,
- the execution of contracts and instruments in writing in the name of the Association, subject to the provisions of the *Societies Act of Alberta*,
- the borrowing of money for the purpose of the Association,
- the Executive Director's recommendation of Volunteers

4.11 INDEMNIFICATION

Subject to the provisions of applicable legislation, the Directors and Officers 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 and Officer shall be answerable for the acts, receipts, neglects or defaults of any other Director and 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 and 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.

4.12 CONFLICT OF INTEREST

A Director or Officer of the Association who is a party to, or is a director, officer, shareholder (whether direct or indirect) or has a material interest in a firm or corporation who is a party to a material contract or proposed material contract with the Association shall, prior to proposing,

discussing or negotiating such a contract, disclose in writing to the Association or request to have entered in the Meeting Minutes of the Directors', standing or operational committees, the nature and extent of that person's interest and shall not, thereafter, unless specifically requested by the Board to do so discuss or otherwise participate in the negotiation of such contract. Any such contract or proposed contract shall be referred to the Board for approval, even if such contract or proposed contract is one that in the ordinary course of the Association's business would not require approval by the Board. Subject to disclosure and withdrawal or approved participation, 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 is 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 or Officer holding that office or the fiduciary relationship thereby created.

ARTICLE V - DIRECTORS MEETINGS

5.1 REGULAR MEETINGS OF DIRECTORS

The Board shall meet regularly at least four times per year at the call of the President and the Directors 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 the Annual Meeting and any Special Meetings of the Association. Directors may also attend and participate in all committee meetings of the Association, but shall only be entitled to vote if they are members of the committee in session.

5.2 SPECIAL MEETINGS OF DIRECTORS

Special Meetings of the Board shall be held upon the call of the President or any five Directors, upon notice distributed at least seven days before the date of the meeting. If, in the opinion of the President, the matter is urgent, the President may call such meetings on such notice as the President may deem sufficient.

5.3 MAJORITY

Questions arising at any meeting of the Board shall be decided by a majority of votes and in the case of an equality of votes, the President shall have an additional vote.

5.4 QUORUM

At a meeting of the Board more than 50% of the Directors shall constitute a quorum.

5.5 TELEPHONE PARTICIPATION

Board Meetings may be held with some or all members participating in such meetings by means of a conference telephone or other communications equipment whereby all members of the committee participating in the meeting are able to hear one another and is deemed to be present at the meeting.

5.6 RATIFICATION

Notwithstanding the absence of a meeting in person, a resolution of the Board passed at a meeting conducted in accordance with Article 5.5 shall have full force and effect, as of the date of passage, to the same extent as if passed at a duly constituted meeting of such Board provided such resolution is ratified or confirmed at the next meeting of the Board.

5.7 WRITTEN RESOLUTION

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

ARTICLE VI – OFFICERS

6.1 LIST OF OFFICERS

The Officers of the Association shall consist of the President, Vice President, Secretary, Treasurer and other such Officers as the Directors shall appoint.

6.2 POWERS

The individuals 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

The Treasurer shall be responsible and accountable for the funds and securities of the Association. That person shall ensure the timely presentation of interim statements and recommend for approval the annual audited financial statement.

ARTICLE VII - COMMITTEES

7.1 BOARD STANDING COMMITTEES

The Board shall, each year at its initial meeting following the Annual Meeting, appoint a group of Standing Committees each with a Director as Chair. The Standing Committees are the Nominating Committee; Finance, Audit and Risk Management Committee; Human Resources and Compensation Committee and the Governance Committee. The Board shall have the authority to set committee duties and responsibilities, to add new committees or combine existing committees, and to determine which Director shall oversee which committees.

7.2 OPERATIONAL COMMITTEES

The Executive Director shall, each year at the initial Board meeting following the Annual Meeting, appoint a group of operational committees with Directors, Volunteers or Staff appointed as chairs.

7.3 MEMBERSHIP

Each member of a Standing or Operational Committee can be chosen from the Board or Volunteers list.

ARTICLE VIII - CORPORATE MATTERS

8.1 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 Board, for the Association's purposes. Any two of the Officers, Directors and/or other individuals as the Board may approve, shall be authorized for, and in the name of, the Association to endorse and receive all cheques, promissory notes, bills of exchange or orders for the payment of money to the Association. The same Officers, Directors and/or other individuals

approved by the Board shall be able to negotiate with, or transfer to, such bank, all or any such cheques, promissory notes, bill of exchange or orders for the payment of money and, from time to time, to draw cheques, drafts or orders for the payment of money on the account of the Association. The same Officers, Directors and/or other individuals approved by the Board shall also be able to make and execute promissory notes on behalf of the Association, and further, to arrange, settle, balance and certify all books and accounts between the Association and such bank, to receive all paid cheques or vouchers and to sign the form of settlement of balance and release from such bank.

8.2 YEAR END AND AUDITORS

The books, accounts and records of the Association shall be audited on or before the last day of November of each year by a duly qualified accountant 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.

8.3 SEAL

The common seal of the Association shall not be affixed to any document of any description save by resolution of the Board. The seal shall be under the control of the Board 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.

8.4 BOOKS AND RECORDS

The Board 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.

8.5 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.

8.6 COMPLAINTS AND DISPUTES

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

8.7 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 number or e-mail address of the intended recipient as the same appears on the books of the Association, in which case the date of receipt of such notice shall be deemed to be the next business day following successful transmission. A notice so served by post in a postage paid wrapper shall be deemed to be served on the third day from the date 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 IX – OPERATIONS

9.1 PROFESSIONAL STAFFING

The Board may delegate operational management of Association affairs to its Executive Director. In fulfilling the Association mandate, the Executive Director shall be responsible for the hiring and supervision of professional staffing. That individual shall also be delegated the responsibility for establishing Operational Committees.

9.2 VOLUNTEERS

The Executive Director shall annually, or on such shorter period as the Executive Director determines necessary, recommend to the Board, for its approval, the appointment of an individual(s) as a Volunteer(s) who shall be an adult Member of a Category I or II Member Club, a designated representative of a Category III Member Club or a Category IV Individual Member. Such appointment(s) shall be for a term of one year, or for the balance of the current year, and the individual(s) are eligible for re-appointment. Volunteers provide unpaid service to the Association with a view to serving its best interests. During his or her appointment, a Volunteer shall comply strictly with the Association's code of conduct and shall avoid any conflict of interest in the performance of any of his or her responsibilities. During his or her appointment, a Volunteer will be entitled to receive notice of and to attend the Annual Meeting or any Special Meetings of the Association but shall not be entitled to vote at any such Meeting unless they are a Delegate.

9.3 COURSES

All tournaments conducted by the Association shall take place on the course of a Member Club, in selection of which due consideration shall be given to accessibility, accommodations and conditions of the course. Hosting these tournaments is a condition of membership for Category I and Category III Member Clubs, but no Member Club will be expected to neither host an Association tournament in consecutive years nor exceed the Association's maximum number of tournament days per decade, unless desired by the Member Club.

9.4 DISSOLUTION

If, upon the liquidation, winding up, bankruptcy or dissolution of the Association, there remains after the satisfaction of all its obligations, debts and liabilities, any assets or funds whatsoever not already subject to terms of the donors of the Endowment Funds, the same shall be paid to or distributed to that charity or charities in a golf related industry registered under the Income Tax Act (Canada) and operating in the Province of Alberta as may be determined by the Members of the association at the time of winding up or dissolution.