



Original approved by Members at a Special Meeting Thursday, October 16, 2008. As proposed by the Board to the ANNUAL GENERAL MEETING, June 29, 2020

*These by-laws are also available in French.
In case of discrepancies, the English version is the only legal version.*

BY-LAWS OF THE OTTAWA VALLEY GOLF ASSOCIATION

1. NAME AND PURPOSE

1.1 CORPORATE NAME

The corporate name is THE OTTAWA VALLEY GOLF ASSOCIATION / L'ASSOCIATION de GOLF de la VALLÉE de l'OUTAOUAIS (herein referred to as the "Association").

1.2 HEAD OFFICE

The head office of the Association is located in the City of Ottawa, Province of Ontario, Canada at such place therein as the Board of Directors of the Association determines.

1.3 CORPORATE SEAL

The corporate seal of the Association shall be in such form as prescribed from time to time by the Board of Directors and shall have the name of the Association appearing therein and shall be kept in the custody of such Officer as the Board from time to time prescribes. The corporate seal of the Association is impressed in the margin hereof.

1.4 MISSION

The mission of the Association is to promote the growth and development of golf, consistent with Golf Canada, Golf Ontario and Golf Québec policies, and provide services to Members and amateur golfers in the Ottawa Valley Region (herein referred to as the "Region").

The Association acts as the area representative of Golf Québec (herein known as "GQ") and Golf Ontario (herein known as "GO") in the Region. The duties involved in this representation include the operation of official GQ, GO and Regional events, the organization of a Player Development Program, handicap supervision, and course and slope rating of Member courses. In the exercising of these duties, all by-laws, rules and regulations of GQ and GO shall apply and be adhered to.

2. THE ASSOCIATION

2.1 MEMBERSHIP

The Association shall have one class of Members.

The membership of the Association is open to Members, as defined in Article 2.2, within the Region upon application to and acceptance by the OVGA. Such membership is valid as long as the Member remains "in good standing" as determined by GQ or GO.

2.2 MEMBERS

Any golf club, or corporation or association operating a golf course or other golf facility, or an association of golfers in the region, or public player registered with GO or GQ is eligible to be a Member of the Association and may be admitted as such by resolution adopted by the Board of Directors, on the condition that the Member agrees to accept and respect the Articles of Continuance and By-laws of the Association as well as all agreements and contracts in effect between the Member and the Association. Each Member shall be entitled to receive notice of, attend at and vote at all meetings of the Members of the Association.

2.3 MEMBER REPRESENTATIVES

Each Member must appoint one person to be a Member Representative at the Annual General Meeting or Special Meetings called by the Association. Each Member shall provide the Association with the name of its Member Representative.

All Directors of the Association duly elected in accordance with Section 3, and who have not been appointed as a Member Representative, shall be considered to be a Member Representative.

2.4 MEETINGS

2.4.1 ANNUAL GENERAL MEETINGS

An Annual General Meeting of the Members shall be held in the Spring each year, at such time and format as the Board of Directors (herein known as the Board) may determine, for the purpose of:

- a) Election of Directors, Officers and Committee Chairs
- b) Receiving the reports of the Officers and Committee Chairs
- c) The transaction of such other business as may properly come before the meeting.

The Secretary-Treasurer or other Officer designated by the Board shall give notice of all such meetings and of the business to be transacted thereat by mail, telephone, courier, e-mail or fax, between 21 and 60 days prior to the time fixed for such meetings.

A quorum will comprise one-quarter (¼) of the Member Representatives entitled to vote at the meeting.

2.4.2. SPECIAL MEETINGS

A Special Meeting of the Members may be called by order of the President or on a requisition being presented to the Secretary-Treasurer stating the matter(s) to be discussed and signed by at least five percent (5%) of the Members. No business shall be transacted at this meeting other than that which is specified in the written request.

The Secretary-Treasurer or other Officer designated by the Board shall give notice of all such meetings and of the business to be transacted thereat by mail, telephone, courier, e-mail or fax, between 21 and 60 days prior to the time fixed for such meetings.

A quorum will comprise one-quarter (¼) of the Member Representatives entitled to vote at the meeting.

2.4.3 VOTING

At all Meetings of the Association, each Member Representative has one (1) vote on behalf of the Member represented. Each Director of the Association who is not a Member Representative has one (1) vote at all meetings of the Association. There is no voting by proxy.

Voting is conducted by a show of hands except when a secret ballot is proposed and approved by the Member Representatives at the meeting. Except with respect to enactment, amendment or repeal of these By-laws, a majority vote of the Member Representatives entitled to vote, shall carry and in the case of an equality of votes, the President shall have the casting vote.

3. BOARD OF DIRECTORS

3.1 GENERAL PROVISIONS

Directors of the Association are elected at the Annual General Meeting.

The Board of Directors administers the affairs of the Association.

The Directors may exercise all such powers of the Association such as organizing and conducting tournaments, developing and managing a Player Development program, etc., in complying with the Articles of Continuance, the By-Laws and directives of the Association in all actions taken by them in the name of the Association.

No salary or remuneration shall be paid to any Director for his/her services as a Director.

Directors must be a minimum of 18 years of age.

Each Director is required to sign a copy of the *Ottawa Valley Golf Association (OVGA) Board of Directors Code of Ethical Conduct*.

The office of Director shall be automatically vacated:

- a) If at a Special Meeting of Members, or at a Special Meeting of the Board, a resolution is passed by a majority of the votes cast in favor of the removal of the Director;
- b) if a Director has resigned his/her office by delivering a written resignation to the Secretary-Treasurer of the Association;
- c) if a Director is found by a court to be of unsound mind;
- d) if a Director becomes bankrupt or suspends payment with his/her creditors;
- e) on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy for the remainder of the vacated term. The President of the Association may appoint a replacement, subject to ratification by the Board of Directors at the next meeting of the Board, for the remainder of the vacated term.

3.2 BOARD COMPOSITION

The Board of Directors shall consist of a maximum of fifteen (15) and a minimum of eleven (11) Directors.

Representation by either gender must be at least three (3).

The terms of Directors will be one (1) year.

Subject to re-election, Directors can remain in any one Officer or Committee Chair position to a maximum of six (6) consecutive years (with the exception of the President: see Article 4.3). After six (6) years in one Officer or Committee Chair position, a Director can be elected to a different Officer or Committee Chair position.

After a one year absence from an Officer or Committee Chair position, a Director, if elected, can return to the same Officer or Committee Chair position.

Each Director must be a member in good standing as defined in Article 2.2

No more than four (4) Directors of the Board may be from the same Member as defined in Article 2.2.

3.3 BOARD MEETINGS

Board meetings shall be called as on such date and at such time as may be determined by the President and may be in the form of conference calls. Notice of all such meetings shall be provided to the Board members by mail, telephone, courier, e-mail or fax, at least forty-eight (48) hours prior to the time fixed for such meetings.

In the President's absence, the Vice-President presides at all meetings of the Board.

A quorum at all Board meetings shall be fifty percent (50%) + one (1) of the Directors.

There shall be a minimum of one (1) meeting of the Board per year.

3.3.1 SPECIAL BOARD MEETINGS

A Special Meeting of the Board may be called by order of the President or by the Directors on a requisition being presented to the Secretary-Treasurer, stating the matter(s) to be discussed and signed by at least one-third (1/3) of the Directors. No business shall be transacted at this meeting other than that which is specified in the written request.

3.3.2 VOTING

At all meetings of the Board, each Director present in person or attending by conference call has one (1) vote.

Except with respect to proposed enactment, amendment or repeal of these By-laws, at all meetings of the Board, a majority vote of the Directors present in person or by conference call, who vote, shall carry, and in the case of an equality of votes, the President shall have the casting vote.

3.3.3 NOMINATING COMMITTEE

The Nominating Committee proposes the nominees for the Board of Directors and proposes the

nominees for Officers and Committee Chairs of the Association. The Nominating Committee submits to the Board of the Association, the names of its nominees for the Board of Directors and Officers and Committee Chairs of the Association for the following year, all of whom must be members in good standing of a Member. All Officers and Committee Chairs of the Association must be members of the Board of Directors.

The Nominating Committee will be composed of four (4) Directors of the Board consisting of the President, Vice-President, and two (2) additional members from the Board. The Chair of the Nominating Committee is the President of the Association or as chosen by the Nominating Committee in the absence of the President.

An equal gender ratio will be in effect for the Nominating Committee.

No more than two (2) Nominating Committee members can be from the same Member as defined in Article 2.2.

The two (2) additional Nominating Committee members from the Board will be elected from amongst the Directors of the Association at a Board Meeting.

A minimum of five (5) Members may propose nominees for the Board of Directors or Officers or Committee Chairs of the Association by submitting such nominations to the office of the OVGA at least ten (10) days prior to the Annual General Meeting, or any Special Meeting called to elect Directors of the Board or Officers or Committee Chairs of the Association. No nominations for Director, or Officer, or Committee Chair will be allowed from the floor of meetings of Members.

For any vacant positions above the minimum number of Directors required as per Bylaw 3.2 in the Nominating Committee Report presented for approval at the Annual General Meeting, the Board of Directors may, subsequent to the Annual General Meeting, appoint required Directors and required Officers and Committee Chairs to fill the vacant positions for the remainder of the one (1) year term of office.

4. OFFICERS AND COMMITTEE CHAIRS

4.1 The Officers of the Association shall be the President, the immediate Past President, one or more Vice-Presidents, and the Secretary-Treasurer. Committee Chairs chair the committees set out in 5.d) - h). The Officers and Committee Chairs shall be elected at the Annual General Meeting of the Association to hold office for a term of one (1) year.

4.2 No Officer or Committee Chair may hold more than one office at any time.

4.3 The President shall not hold the position of President for longer than four (4) successive one (1) year terms.

5. OFFICERS AND COMMITTEE CHAIRS DUTIES

Subject to the control of the Board, the duties of the Officers and Committee Chairs shall be as follows:

- a) The President shall be the Chief Executive Officer of the Association. He/she shall preside at the meetings of the Board and at Meetings of Members, and shall have the right to attend all meetings of all committees as a non-voting participant, and is responsible for

chairing a Nominating Committee for the purpose of nominating a slate of Directors and Officers and Committee Chairs to the Annual General Meeting to serve in the following year.

- b) The Vice-President, in the absence of the President, will perform all his/her duties and shall accept such other duties as may be directed by the President.
- c) The Secretary-Treasurer is responsible for ensuring that proper records are kept of all meetings, that books of account and accounting records are properly maintained, and shall chair the Finance Committee.
- d) The Player Development/Junior Tournament Chair is responsible for Player Development and Junior Tournaments and shall organize a Player Development/Junior Tournament Committee to assist him/her in the discharge of his/her duties.
- e) The Course Rating and Handicap Chair is responsible for all matters relating to course rating and handicap, pursuant to the requirements imposed from time to time by GQ, GO and Golf Canada.
- f) The Tournament Chair is responsible for the organization and administration of all tournaments including course set-up. She/he shall organize a Tournament Committee comprised of the Women's Tournament Director, the Men's Tournament Director, the Player Development/Junior Tournament Chair, the Intersectional Tournaments Director and other members as determined by the Tournament Chair to assist in the discharge of her/his duties.
- g) The Rules Chair shall in accordance with the guidelines established by Golf Canada, act as authority in all matters pertaining to rules. He/she shall organize a Rules Committee to assist him/her in the discharge of his/her duties.
- h) The Communications Chair is responsible for public relations and communications with the media and the Members regarding upcoming events and their results, as well as the maintenance of the Association website and promoting the OVGA. He/she shall organize a Communications Committee to assist him/her in the discharge of his/her duties.

If for any reason, subsequent to the Annual General Meeting, a vacancy in the positions of Officers or Committee Chairs of the Association shall occur, the Board of Directors, by majority vote of Directors attending in person or by conference call at a meeting of the Board of Directors, may appoint a replacement for the remainder of the vacated term.

6. EVENTS

6.1 ELIGIBILITY

- a) The members in good standing of all Members shall be eligible to participate in events operated by the Association.
- b) In addition to the Members, as defined in Article 2.2, the Board of Directors may, from time to time, permit the members in good standing of other members of GQ and GO, or any other recognized Golf Association to participate in selected events operated by the Association.
- c) In the case of official GQ or GO events, all applicable rules and regulations of GQ or GO shall be followed, including but without limiting the generality of the foregoing, the rules

governing the eligibility of players.

- d) The Board by resolution may suspend the right of any individual to participate in any event except that, in the case of official GQ or GO events, such suspension shall not be effective if contrary to the rules and regulations of GQ or GO.

6.2 LOCATION OF TOURNAMENTS

- a) In accordance with agreements made with Lord Alexander of Tunis at the time of its inception, and as amended, the Alexander of Tunis shall be held in rotation at the following Clubs; Ottawa Hunt, Rivermead, Royal Ottawa, Camelot and Rideau View.
- b) All other Members of the Association not hosting an official GQ, GO or Golf Canada event should be prepared to host an Association organized event if requested to do so. Where a Member has agreed to host a Provincial or National event, the Board may declare such an event as equivalent to hosting an Association event.
- c) With the exception of the Alexander of Tunis, and the Intersectional Matches, a Member may not be expected to host an event or events that involve, in total, more than one weekend day. In the case of the Alexander of Tunis two weekend days may be required.

6.3 NUMBER AND CLASS OF EVENTS

- a) The Association shall organize and operate all events to be played in its territory as required by GQ or GO under its by-laws, rules and regulations.
- b) In addition, the Association may organize and operate events in addition to those qualifying as GQ or GO events. The Board of the Association will determine eligibility for participation in non-GQ or non-GO events.

7. FINANCIAL

7.1 The fiscal year of the Association shall be from November 1 to October 31.

7.2 All cheques, bills, notes, acceptances and orders for payment of money shall be signed or endorsed by such person or persons and in such manner as the Board of Directors may from time to time by resolution provide.

7.3 Any cheque to be written shall require the signatures of two Officers, and any electronic payment shall require the approval of two Officers. The two Officers must be that of the President, the Immediate Past-President, the Vice-President or the Secretary-Treasurer.

7.4 All deeds, documents, contracts, agreements, engagements or instruments may be signed with or without the corporate seal by the President and the Secretary-Treasurer or by either of them and any Director or by such Officers, Directors, agents or attorneys as the Board of Directors may from time to time by resolution appoint to perform such duties.

8. BANKING AND BORROWING

8.1 BANKING ARRANGEMENTS

The banking business of the Association shall be transacted with such bank, trust company or other corporation carrying on a banking business as the Board may by resolution designate from time to time, and such banking business or any part thereof, shall be transacted under such

agreements, instructions and delegation of powers as the Board may by resolution from time to time prescribe or authorize.

8.2 BORROWING POWER

The Board may by resolution from time to time, in such amounts and on such terms, as it deems expedient and subject to the approval by the Members may

- a) borrow money upon the credit of the Association;
- b) limit or increase the amount to be borrowed provided however, that the Board may not borrow money from any person, firm or corporation which is not a banking institution, without first obtaining the approval of the Association evidenced by a resolution passed by at least two-thirds (2/3) of the votes cast at a Special Meeting duly called and held for such purpose;
- c) issue debentures or other securities of the Association;
- d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- e) Mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the Association to secure any such debentures or other securities or any money borrowed or any liability of the Association.

8.3 DELEGATION

The Board may by resolution from time to time delegate to such one or more Directors and Officers of the Association, as may be designated by the Board, any of the powers conferred on the Board by this Section 8 to such extent and in such manner as the Board shall determine at the time of each such delegation.

9. INDEMNITY

Every member of the Board of Directors and every Officer and Committee Chair of the Association, and his/her heirs, executors, administrators, successors and assigns, shall be indemnified and saved harmless out of the funds of the Association, at all relevant times, from and against all actions, proceedings, costs, charges, losses, damages and expenses, incurred or sustained by him/her or any of them by reason of any act done or omitted to be done in the execution of his/her duties for the Association. No member of the Board of Directors of the Association shall be liable for the acts, receipts or acts of commission or omission of any other member of the Board of Directors or of an Officer or Committee Chair or employee of the Association or for any loss or expense resulting from the fact that the funds of the Association have been invested in equities of no or reduced value, or for any loss occasioned by any error of judgment or oversight on his/her part for any other loss, damage or misfortune whatever in the execution of his/her duties, unless same happens through his/her own dishonesty.

10. ENACTMENT, REPEAL & AMENDMENT TO BY-LAWS

At a meeting of the Board of Directors, the Directors may, by a two-thirds (2/3) vote of Directors present in person or by conference call, from time to time, enact or pass By-laws not contrary to law or to the Articles of Continuance of the Association for the purposes indicated in the laws governing the Association, and may repeal, amend or enact By-laws of the Association; but such By-laws and every repeal, amendment or enactment thereof, unless in the meantime

confirmed at a Special Meeting of the Association duly called for that purpose, shall, only have force until the next Annual General Meeting of the Association and, in default of confirmation at that meeting by two-thirds (2/3) of the votes cast thereat, cease to have force at that time.

11. DISCONTINUANCE OF THE ASSOCIATION

If the Association stops operations and is dissolved, all property remaining on liquidation shall be distributed to one or more qualified donees within the meaning of the Income Tax Act.