


T.K. SPARKS

BRITISH COLUMBIA GOLF BY-LAWS

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1 Section 1 – General

1.1 Definitions

In these bylaws:

- (a) “Act” means the *Societies Act* of British Columbia as amended from time to time;
- (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) “Association” means the British Columbia society known as British Columbia Golf Association with incorporation number S0048138, also doing business as “British Columbia Golf” or “BC Golf”.
- (d) “Board” “Board Members” or “Board of Directors” means the Directors of the Association duly elected or appointed in accordance with the Bylaws;
- (e) “Board Committee” means those committees described in section 8;
- (f) “Board Resolution” means:
 - (i) a resolution passed at a meeting of the Board by not less than a simple majority of the votes cast by those Directors entitled to vote at such a meeting by any method permitted by these Bylaws;
 - (ii) a resolution that has been submitted to all of the Directors and consented to in writing by not less than a majority of the Directors who would have been entitled to vote on it at a meeting of the Board; or
 - (iii) a resolution passed without a meeting of the Board by Electronic Means by a simple majority of the votes cast by the Directors in accordance with these Bylaws and the Act;
- (g) “Bylaws” means the bylaws of the Association as filed in the office of the Registrar;
- (h) “Chair” means the Person elected to the office of Chair of the Board of the Association;
- (i) “Chief Executive Officer” or “CEO” means the Person employed by the Association in the position of chief executive officer of the Association;
- (j) “Constitution” means the constitution of the Association as filed in the office of the Registrar;
- (k) “Directors” means those Persons who are, or who have become, directors of the Association in accordance with these Bylaws and have not ceased to be directors of the Association, and a “Director” means any one of them;
- (l) “Elected Director” means a Person elected as a Director in accordance with section 5 of these Bylaws which, for greater certainty, includes a Person appointed by the Directors to fill a vacancy pursuant to section 5.10 of these Bylaws;
- (m) “Electronic Means” means any system or combination of systems, including but not limited to mail, email, telephonic, electronic, radio, computer or web-based technology, communications platform, or communication facility that permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (n) “General Meeting” means a general meeting of the Members of the Association;
- (o) “Golf Canada” means the Royal Canadian Golf Association, also known as Golf Canada, which is the

National Sports Federation and governing body for golf in Canada representing golfers and member clubs across Canada;

- (p) "Golfing Member" means any Person who is a member of a Member Club, an Unincorporated Member Club or the Golf Canada/British Columbia Golf Public Player's Club, who 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;
- (q) "Member Club" means a golf club that is incorporated as a legal entity and has become a Member in the class of "Club";
- (r) "Individual Member" means a Person who has become a Member in the class of "Individual Members";
- (s) "Member" means the members of the Association at the date these Bylaws are adopted and those persons who have become members of the Association in accordance with these Bylaws and, in either case, have not ceased to be members of the Association and a "Member" means any one of them;
- (t) "Operating Agreement" means the agreements between the Association and Zones pertaining to the operation and governance of Zones;
- (u) "Ordinary Resolution" means:
 - (i) a resolution passed at a General Meeting by a simple majority of the votes cast by those Members entitled to vote at such meeting by any method permitted by these Bylaws; or
 - (ii) a resolution that has been submitted to all of the Members and consented to in writing by not less than two-thirds (2/3) of the Members who would have been entitled to vote on it at a General Meeting;
- (v) "Person" means a natural person;
- (w) "Registrar" means the Registrar of Companies of the Province of British Columbia;
- (x) "Special Meeting" means a General Meeting other than the Annual Meeting;
- (y) "Special Resolution" means:
 - (i) a resolution passed at a General Meeting by a majority of not less than two-thirds (2/3) of the votes cast by those Members entitled to vote at such a meeting by any method permitted by these Bylaws; or
 - (ii) a resolution that has been submitted to all Members and consented to in writing by every Member who would have been entitled to vote at a General Meeting;
- (z) "Terms of Reference" means a policy ratified by the Board that sets out the mandate, authority, composition and operating procedures of a committee or, working group of the Association;
- (aa) "Unincorporated Member Club" means an unincorporated group of individuals who have become organized for the purpose of playing golf together, or an unincorporated golf club or an unincorporated golf course, that has been granted the right to appoint a member of the Association in accordance with these Bylaws, a current list of which is set out in Schedule "A";
- (bb) "Zones" means geographical areas within the boundaries of the Province of British Columbia as determined by the Board from time to time, a current list of which is set out in Schedule "B" and

- a “Zone” means any one of them;
- (cc) “Zone Council” means the group of Persons elected by each Zone Committee as their representative;
 - (dd) “Zone Committee” means all Zone Representatives selected by the Zone Members in a particular Zone and must include, where the context permits, a Men’s Zone Committee and a Women’s Zone Committee;
 - (ee) “Zone Members” means all Member Clubs and Unincorporated Member Clubs in a particular Zone and “Zone Member” means any one of them; and
 - (ff) “Zone Representative” means a Person selected by a Zone Member to represent such Zone Member at general meetings of the Zone Committee.

1.2 General

The definitions in the Act apply to these Bylaws.

If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulation prevail.

1.3 Singular and plural

Unless the context otherwise requires, words imparting the singular include the plural and vice versa.

1.4 Doing Business As

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

1.5 Head Office

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

1.6 Location of Operations

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

2 Section 2 – Members

2.1 Membership

There are three classes of membership in the Association: Individual Members, Clubs and Club Representatives. The rights and obligations of a Member in any of the three classes of membership in addition to those rights and obligations set out in these Bylaws as applicable to all Members, include:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to exercise a vote on matters for determination at General Meetings;
- (c) to nominate for the election of Directors, subject to the Nominating Committee’s terms of references and nominating procedures;
- (d) to pay dues assessed by the Board;
- (e) to participate in the programs and initiatives of the Association, in accordance with such criteria as may be determined by the Board from time to time.

Membership in the Association will be restricted to:

- (a) those persons who are currently Members and who transition to a continuing class of membership under section 2.2; and
- (b) those eligible persons who become members of the Association in accordance with these Bylaws or whose subsequent application for admission as a Member has been accepted in accordance with these Bylaws.

2.2 Transition of Membership

On the date these Bylaws come into force:

- (a) each person who is a member of the Association and who is eligible for membership under these Bylaws will continue as a Member in the appropriate class, as determined by the Board, unless sooner ceasing;
- (b) each person who is a member of the Association who is not eligible for any class of membership under these Bylaws will be deemed to have resigned from membership effective that date; and
- (c) each unincorporated group listed in Schedule "A" shall be deemed to be an Unincorporated Member Club;

2.3 Eligibility for Membership

To be eligible for transition or admission as a Member in a particular class, a person must pay the applicable initiation fee as determined by the Board, if any, and meet the requirements below for that class. In the case of any ambiguity or doubt regarding the eligibility of a person for membership, such ambiguity or doubt will be resolved by the Board in its discretion and the Board's decision will be final.

A. Individual Members

Membership in the class of Individual Members shall be limited to the Persons who are Directors and the Persons who are members of the Zone Council. Upon being elected or appointed as a Director or a member of the Zone Council, that Person thereupon becomes an Individual Member, and upon ceasing to be a Director or a member of the Zone Council, as applicable, that Person shall thereupon cease to be an Individual Member. For greater certainty, if a Person is both a Director and a member of the Zone Council, such Person shall remain a Member so long as such Person remains either a Director or a member of the Zone Council.

B. Clubs

Membership in the class of Clubs shall be limited to corporations or societies that are in good standing with the Registrar and that:

- (a) own or lease a golf course and maintains on a regular and continuing basis a junior, men's and women's membership and golf committees for the benefit of the members of such corporation;
- (b) consists of a minimum number of Persons as set by Golf Canada from time to time, who have become organized for the purpose of playing golf together without owning or leasing a golf course; or
- (c) operates a golf course for the convenience of guests or the public.

C. Club Representatives

Membership in the class of Club Representatives shall be limited to Persons who:

- (a) are 18 years of age or older; and
- (b) are a member in good standing of the Unincorporated Member Club that proposes to appoint them as its representative in accordance with these Bylaws.

2.4 Application for Membership by Incorporated Clubs

The Board may delegate the review and acceptance of new applications and re-applications for membership in the class of Clubs to a position, including the Chief Executive Officer, or to a committee within the Association, which Person or body will be referred to for the purposes of these sections as the membership coordinator.

If no membership coordinator is designated by the Board, then the duties for that position set out in these Bylaws remain with the Board.

An eligible corporation may apply to the Association to become a Member in the class of Clubs as follows:

- (a) by submitting a completed application, in such form and manner as may be established by the Association, at the address of the Association or to an authorized representative of the Association; and
- (b) by submitting such information or documentation as the membership coordinator may require to confirm eligibility for membership.

The membership coordinator, if any, shall review all applications for membership in the Association and may, if necessary to determine eligibility for membership, request the corporation to provide further information or documentation in support of the application.

The membership coordinator may, by entering the person's information into the membership register, accept that person as a Member.

The membership coordinator, if any, may at any time refer an application for membership to the Board for further consideration and, if so referred, the Board may, by Board Resolution, accept, postpone or refuse an application for membership. The Board may refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Association.

2.5 Application by Unincorporated Clubs and Member Appointment

An unincorporated association, club, or group of individuals that:

- (a) owns or leases a golf course and maintains on a regular and continuing basis a junior, men's

- and women's membership and golf committees for the benefit of the members of such club;
- (b) is a group with a minimum number of Persons as set by Golf Canada from time to time, who have become organized for the purpose of playing golf together without owning or leasing a golf course, which has a name and an organizational document; or
- (c) operates a golf course for the convenience of guests or the public,

may apply to the Board to become an "Unincorporated Member Club" with the right to appoint one (1) Person as a Member.

The Board may, by Board Resolution, accept, postpone or refuse an application for approval of an unincorporated association, club, or group of individuals as an Unincorporated Member Club, in their sole discretion. Following acceptance, the Board may remove the status of an unincorporated association, club, or group of individuals status as an "Unincorporated Member Club" and its corresponding right to appoint a Person as a Member in its sole discretion at any time by providing written notice to such unincorporated association, club, or group of individuals and such removal will be effective upon receipt of such notice.

An Unincorporated Member Club may appoint a maximum of one (1) Person as a Member in the class of Club Representatives, provided that an Unincorporated Member Club shall be responsible for the Association membership dues of its appointee and any initiation fees related to an Unincorporated Member Club's appointment. To appoint a Person as a Member, an Unincorporated Member Club must provide notice of appointment in writing to the membership coordinator along with payment for such appointee's Association initiation fee and membership dues, if any, for the ensuing term. The membership coordinator shall review the appointee of the Unincorporated Member Clubs and may, upon receipt of such appointee's initiation fee and Association membership dues and by entering the Person's information into the membership register, accept the appointee as a Member in the class of Club Representatives.

The membership coordinator may reject an appointee for membership for any reason which, in the membership coordinator's view, is necessary or prudent to protect the reputation and integrity of the Association. In this circumstance, the membership coordinator will send the Unincorporated Member Club notice of rejection of its appointee and will invite such Unincorporated Member Club to submit a new notice of appointee for review by the membership coordinator.

A notice of appointment is not valid and effective if:

- (a) the Unincorporated Member Club has already appointed a Member unless the notice specifies that the new appointment is to replace any existing Member currently appointed by that Unincorporated Member Club;
- (b) the appointee is not eligible for membership in the class of Club Representatives in accordance with section 2.3;
- (c) the appointee's Association membership dues and initiation fee, if any, have not been paid by the appointing Unincorporated Member Club; or
- (d) the appointee is not accepted by the membership coordinator.

Once accepted as a Member in the class of Club Representatives, a Person begins as a Member for a term of approximately one (1) year, which term will expire at the close of the Association's next Annual Meeting. An Unincorporated Member Club may request renewal of its appointee prior to the expiry of such Member's term in such manner as may be determined by the Board from time to time.

2.6 Voting Rights

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

Voting by Members may occur by any one or more of the following methods, at the discretion of the Board:

- (a) by show of hands or voting cards; or
- (b) by written ballot; or
- (c) by Electronic Means.

If voting by Electronic Means is permitted at a General Meeting, the Board shall provide instructions for voting by Electronic Means as part of the notice of a General Meeting and at the General Meeting and the secretary of the meeting shall:

- (a) prior to votes being cast, post the text of each resolution to be voted on to the communications platform or facility used to host the General Meeting;
- (b) ensure the authenticity of each vote by Electronic Means;
- (c) maintain a list of which Members have voted by Electronic Means;
- (d) count only those votes by Electronic Means that are received from Members in good standing that comply with all stated voting instructions; and
- (e) announce the result of the vote at the General Meeting following the counting of all votes cast by Electronic Means and/or otherwise on the resolution.

Votes may also be cast by proxy. Proxy-holders must be appointed in writing, in the form and in conformance with the policies and timelines prescribed by the Board and the Act. A proxy holder may be any Person that is 19 years of age or more and who may or may not be a Member of the Association. Unless limited in the written appointment of the proxy, a proxy holder stands in the place of the Member appointing the proxy holder and can do anything that Member can do, including propose and second resolutions, participate in the discussion, and vote.

2.7 Membership Fees

Membership dues shall be as determined by the Board from time to time and may vary between Members and different classes of membership at the Board's discretion. For Members in the class of Club Representatives, such membership dues shall be payable by the Unincorporated Member Club that appointed such Member.

The Board shall determine the deadline date by which membership dues must be paid.

2.8 Conditions of Membership

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the Regulations and the policies of the Association in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Association; and
- (c) further and not hinder the purposes, aims and objects of the Association.

In addition, Member Clubs and Unincorporated Member Clubs shall, upon reasonable request of the Association, permit events sanctioned by the Association to be held on their premises based on the rotational plan developed for tournament scheduling that has been approved by the Board.

2.9 Membership Not Transferable

Membership in the Association is not transferable.

2.10 Good Standing

All Members are in good standing except a Member who:

- (a) has failed to pay current annual membership fees or any other fee or debt due and owing by the Member to the Association (or in the case of a Member in the class of Club Representative, their Unincorporated Member Club has failed to pay such membership fee or any other fee or debt due and owing by such Unincorporated Member Club), and the Member is not in good standing so long as the debt remains unpaid; or
- (b) is under suspension or discipline pursuant to section 2.12.

2.11 Termination of Membership

A person shall immediately cease to be a Member of the Association:

- (a) on the date which is the later of the date of delivering his or her resignation in writing to the Secretary or to the address of the Association and the effective date of the resignation stated therein;
- (b) in the case of a Member Club, ceasing to be eligible in accordance with section 2.3 or its dissolution;
- (c) in the case of an Individual Member, upon ceasing to be a Director or a member of the Zone Council, as applicable;
- (d) in the case of a Club Representative:
 - (i) upon ceasing to be eligible in accordance with section 2.3;
 - (ii) upon the unincorporated club that appointed him or her having its status as an Unincorporated Member Club revoked by the Board in accordance with these Bylaws;
 - (ii) upon his or her term expiring; or
 - (iii) having his or her appointment revoked by an Unincorporated Member Club in accordance with these Bylaws;
- (d) on being expelled pursuant to section 2.12; or
- (e) on having been a Member not in good standing for 6 consecutive months under section 2.10(a) which, for greater certainty, results in automatic termination of membership and

is separate and distinct from expulsion under section 2.12.

Notwithstanding resignation or termination of membership, the Member or the Unincorporated Member Club, as applicable, remains liable for any debts owing to BC Golf and Golf Canada at the time of withdrawal or termination.

2.12 Discipline of Members

The Board may, by 2/3 majority vote, expel, suspend or otherwise discipline a Member for non-payment of dues or other fees payable pursuant to section 2.7 or for conduct, which in the discretion of the Board, is improper or unbecoming for a Member of the Association, or is likely to endanger the interests, purposes or reputation of the Association or is in violation of the basis and principles set out in the Constitution of the Association, failure to abide by section 2.8, or is in breach of these Bylaws.

A Member may not be expelled, suspended or otherwise disciplined until the Association has given the Member reasonable written notice of the proposed expulsion, suspension or other disciplinary measures which shall set out the reasons for the proposed action and until the Member has been given an opportunity to be heard (either in person or in writing) by the Board before the proposed expulsion, suspension or other disciplinary measures are put to a vote.

3 Section 3 – Zone Representation

3.1 Zones

For the purposes of the Association, the Province of British Columbia is divided into Zones. Zones are the grouping of Member Clubs and Unincorporated Member Clubs in a particular region of British Columbia.

The Board may establish new Zones or revise the boundaries of the Zones as required to fulfill the purposes of the Association, in its sole discretion.

3.2 Zone Committees

Each Zone has one or more committee(s) consisting of Zone Representatives to represent golfers in the Zone.

Each Zone Committee is authorized by the Association to undertake certain activities on behalf of the Association, as defined by the Board from time to time. These activities are identified and governed through an Operating Agreement with the Association and may include conducting tournaments and championships, promoting the sport of Golf within their Zone, and managing associated activities.

The Operating Agreement for each Zone shall be approved by the Board and reviewed and updated from time to time as needed.

The Board has the power to dissolve a Zone Committee or to require a Zone Committee to hold new elections, where the Board deems it necessary.

3.3 Zone Council

Each Zone, through its Zone Committees may elect up to two Persons to represent and vote on behalf of the Zone Committee on the Zone Council. Such Persons will be the members of the Zone Council.

The Zone Council's primary purpose is to be the liaison between the Board and the Zone Committees.

3.4 Zone Representation on the Board

The Zone Council will elect or appoint a chair of the Zone Council. The chair of the Zone Council, by virtue of holding that position, shall be appointed as a Director without a term of office. Thereafter, upon a Person ceasing to be the chair of the Zone Council that Person shall thereupon cease to be a Director and upon a person being appointed as the chair of the Zone Council, that Person shall thereupon become a Director.

The Zone Council may also appoint one (1) Person who is a member of the Zone Council and who is otherwise eligible in accordance with section 5.1, as a Director by delivering a written notice of appointment naming the Person to the address of the Association. A notice of appointment must be dated and signed by an authorized representative of the Zone Council.

The Person appointed as a Director by the Zone Council will continue as a Director until the earlier of:

- (a) ceasing to be a member of the Zone Council;
- (b) the date of his or her resignation as Director;
- (c) the revocation of his or her appointment by the Zone Council delivering a notice in writing to the address of the Association signed and dated by an authorized representative of such Zone Council;
- (d) such Person otherwise ceasing to be eligible in accordance with section 5.1;
- (e) on being removed or suspended in accordance with section 5.9; or
- (f) his or her death.

A eligible individual appointed by the Zone Council will become a Director immediately following the receipt by the Association of the duly executed notice of appointment.

4 Section 4 – General Meetings of Members

4.1 Annual General Meeting

Meetings of Members shall include Annual Meetings and Special Meetings. At an Annual Meeting, the following business is ordinary business:

- adoption of rules of order;
- consideration of any financial statements of the Association presented to the meeting;
- consideration of the reports, if any, of the Directors or auditor;
- election or appointment of Directors;
- appointment of an auditor, if any;
- business arising out of a report of the Directors not requiring the passing of a special resolution.

All other business is special business.

Notices of General Meetings, subject to the Act, shall be given to all Members at least 21 days prior to the date of the meeting, in written or electronic form. Notices of any special business (not ordinary 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.

Upon receipt of the notice, each Member Club must inform the CEO of the name and address of its

representative to act on its behalf at the General Meeting and, for Annual Meetings, each Member must inform the CEO of the name and address of its nominees for Directors at Large, if any, not less than 14 days before the Annual Meeting.

BC Golf shall hold an Annual Meeting of Members at such date, time and place in B.C. as may be determined by the Board, at least once every calendar year and normally not later than six months following the end of each fiscal year.

If the Board of Directors determines that the General Meeting is also an electronic meeting:

- (a) those attending electronically do not need to be located within BC;
- (b) those responsible for holding the meeting must permit and facilitate participation in the meeting by telephone or another communication medium; and
- (c) all persons participating in the meeting must be able to, if applicable, vote at the meeting.

The quorum for a General Meeting is 25 Members in good standing present electronically, in person or by proxy.

4.2 Special Meeting

A Special Meeting of the Members may be called and held at any time:

- at the discretion of the Chair;
- by a majority of the Board;
- at the written request of not less than 10% of all Members as at the preceding annual General Meeting.

A Special Meeting will adhere to the same requirements as outlined in section 4.1 of these Bylaws for a General Meeting.

A Special Meeting shall be called within 21 days of the Board receiving a written requisition for a Special Meeting.

4.3 Electronic Meetings

A General Meeting may be held as an electronic meeting as determined by the Board. Any Member may participate in a General Meeting that is a partially electronic meeting or fully electronic meeting by conference call, videoconference, a computer or web-based technology or platform, or other similar communication equipment, device or platform as set out in the notice for the meeting, so long as all the persons participating in the meeting can hear and respond to one another. All such Members in good standing so participating shall be deemed to be present at the General Meeting and, notwithstanding anything to the contrary in these Bylaws, shall be entitled to vote by a voice vote recorded by the secretary of such meeting.

5 Section 5 – Directors

It is the intention of the Association that the composition of the Board be inclusive and reflect the purpose, priorities and strategic direction of the Association.

The Board will comprise of a minimum of 10 Persons to a maximum of 14 Persons, as follows:

- Two Directors from the Zone Council, appointed in accordance with these Bylaws;
- Up to 11 Directors elected by Members; and
- The immediate past Chair of the Board, at the request of the Board and upon their consent.

5.1 Director Eligibility

A Person is eligible to be nominated, elected or appointed to serve (or continue to serve) as a Director only if he or she meets the following qualifications:

- (a) the Person is qualified to act as a Director in accordance with the Societies Act;
- (b) the Person is not less than 19 years of age;
- (c) the Person is a Golfing Member in good standing; and
- (d) the Person affirms that the Person shall uphold the Constitution and comply with the Bylaws, Directors' code of ethics, conflict of interest guidelines and other policies governing the participation of Directors in the decision making of the Board, as established and amended by the Board.

5.2 Election of Directors

An Elected Director's term shall be three (3) years. An Elected Directors shall take office at the close of the Annual Meeting in which they are elected and end at the conclusion of the Annual Meeting held in the final year of their term, unless they resign, are removed from, or otherwise vacate their office.

An Elected Director may serve a maximum of three (3) consecutive three-year terms (nine (9) consecutive years) on the Board.

An Elected Director cannot be nominated again if the upcoming term will exceed the nine (9) years.

An Elected Director, after serving nine (9) consecutive years, is not permitted to be nominated to run again for a position on the Board for one term or three (3) consecutive years.

Elected Directors are eligible to seek re-election provided they receive approval by the Board.

5.3 Nomination Process

The nomination of Persons for election as Elected Directors shall be carried out by the Nominating Committee pursuant to its Terms of Reference and nominating procedures.

5.4 Directors' Power and Responsibilities

The Board has the power to manage the Association, its affairs, properties and assets to fulfill its mission and purposes as stated in the Constitution.

Without in any way limiting the powers of the Board under these Bylaws, the key duties and responsibilities of the Board are to:

- Recruit and hire a Chief Executive Officer as an employee of the Association reporting to the Board, to be responsible for the day-to-day operations of BC Golf, as delegated by the Board;

- Review the performance of the Chief Executive Officer;
- Ensure the Association's affairs are conducted in a manner that complies with the Act, all applicable laws, Association policies and fiduciary accountabilities;
- Ensure the Association is operating within approved financial standards;
- Ensure the development, approval and implementation of strategic and financial plans;
- Ensure effective corporate governance;
- Ensure the CEO's effective management of human resources including organizational culture, health and wellbeing, diversity and inclusivity, and succession planning, and
- Evaluate the Board's effectiveness.

A Director must always act honestly and in good faith and in the best interest of the Association; and in carrying out their responsibilities, exercise the care, diligence and skill of a reasonable, prudent person.

5.5 Remuneration and Expenses

A Director must not be remunerated for being or acting as such other than when specifically retained by the Board to perform a specific duty for the Association. A Director must be reimbursed for all reasonable expenses which they have incurred while engaged in the affairs of the Association in their capacity as a Director.

5.6 Conflict of Interest

A Director 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 BC Golf 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.

5.7 Validity of Acts of Directors

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

5.8 Termination of Office

A Person shall cease to be an Elected Director:

- on expiry of their term of office, if applicable;
- on the date which is the later of delivery of written resignation to the Secretary or the address of the Association and the effective date of resignation stated in the resignation;
- on his or her death or incapacity;
- on ceasing to be eligible in accordance with section 5.1; or
- on being removed or suspended per section 5.9.

5.9 Directors Removal or Suspension

A Director may be removed or suspended before the expiration of his or her term of office by a resolution passed by three-fourths (3/4) of the remaining Directors where the remaining Directors reasonably believe the Director has committed a criminal, civil, or regulatory offense, has breached his or her fiduciary duty to the Association, or has otherwise acted inappropriately, but no Director shall be removed or suspended until he or she has been given notice of the proposed action and has had an opportunity to be heard at the meeting or submit a written response to the Board.

The Members may resolve by at least two-thirds (2/3) of the votes cast at a General Meeting to remove or suspend a Director before the expiration of his or her term of office upon the recommendation of a majority of Directors, but no Director shall be removed or suspended until he or she has been given notice of the proposed action and an opportunity to be heard by the Members at the General Meeting.

If a Director appointed by the Zone Council ceases to hold office during his or her term for any reason, the Zone Council may appoint a replacement Director, at any time, in accordance with section 3.4.

5.10 Filling a Vacancy on the Board

When the position of an Elected Director becomes vacant, for whatever reason, the Board may appoint a qualified Person to fill the vacancy for the remainder of the vacant position's term of office or, at the Board's discretion, for a term until the next annual General Meeting or leave it vacant until the next annual General Meeting.

5.11 Transition of Director's Terms

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless sooner ceasing in accordance with these Bylaws.

Any previous terms served by Directors prior to these Bylaws coming into force will be counted towards the term limits set out above.

6 Section 6 – Directors' Meetings

6.1 Meeting Format

The meetings of the Board shall be at the call of the Chair or at the call of the Chief Executive Officer or if requested in writing by any three Directors.

A meeting of the Board may be held in-person or electronically or a combination of both. Directors attending electronically must ensure that they use reliable technology to ensure they can be heard and if needed, provide a vote at the meeting.

For electronic meetings, or for Directors who must attend in-person meetings electronically, Directors are expected to use reliable video or audio technology that allows them to attend the full meeting, ensures they can be heard and are able to fully communicate.

Board Directors who attend electronically are deemed to be present at the meeting and counted in quorum, provided they are in contact for the majority of the meeting.

When attending a meeting electronically, Directors must take care to be in a private area that enables them

to maintain the confidentiality of Board information and avoid distractions.

6.2 Notice of Meeting

Written notice of a meeting of the Board shall be given to all Directors at least seven days before the date of the meeting.

The accidental omission to give notice of any such meeting, or the non-receipt of notice by any Director, does not invalidate any resolution passed, or any proceedings taken, at such meeting.

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.

6.3 Quorum and Voting

The quorum for any meeting of the Board is a majority of the Directors in office at the time when the meeting convenes.

Unless specified otherwise, questions shall be decided by the majority of votes cast.

Voting shall be by Electronic Means or a show of hands unless the majority of the Directors approve a written ballot.

Meetings of the Board shall be chaired by the Chair. If the Chair is absent from the meeting, the Board shall appoint from among its number a Director to preside over the meeting.

6.4 Board Resolution in Writing

A Board Resolution in writing is as valid and effectual as if it had been passed at a Board Meeting duly called and constituted, provided that a copy of such Board Resolution has been sent to each Director. Such Board Resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

6.5 Board Resolution by Electronic Means

Where a Board Resolution is to be determined by Electronic Means other than at a Board Meeting, the Secretary, or such other individual delegated this task by the Secretary, must by mail, email or other method of communication inform all Directors at least seven (7) days prior to the date that all votes are due of the process for voting by Electronic Means and the time period during which voting may take place. In particular, the notice must include:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote;
- (c) full instructions on how a Director may cast a vote by the required date; and
- (d) if the vote is returnable by mail,
 - (i) an inner return envelope with a space for the Director's signature placed on its face; and

- (ii) a recognizable, self-addressed return envelope with the name and address of the Secretary of the Association or other person designated by the Board to receive the votes.

Only those votes made in compliance with the stated process and received by the designated time will be counted. A Board Resolution passed by Electronic Means in accordance with the above rules is as valid and effectual as a Board Resolution passed at a Board Meeting duly called and constituted. Such Board Resolution shall be filed with the minutes of the proceedings of the Directors and shall be deemed to be passed on the date that all votes were due.

7 Section 7 – Board Positions

7.1 Election or Appointment to Board Positions

Officers shall be elected or appointed to the following Board positions by the Board, and a Director, other than the Chair, may hold more than one position:

- Chair
- Vice-Chair(s)
- Secretary
- Treasurer

The Board may decide to defer the election or appointment of Vice-Chair and/or Secretary or combine these roles with others. The Board may decide to appoint up to two Vice-Chairs as required.

7.2 Officer Removal

A Director shall cease to hold their Board position:

- (a) on the date which is the later of delivery of written resignation to the Secretary or the address of the Association and the effective date of resignation stated in the resignation;
- (b) on his or her death or incapacity;
- (c) on ceasing to be a Director of the Association; or
- (d) on being removed by a resolution passed at a duly constituted meeting of the Board by a two-thirds (2/3) majority vote.

A Director removed from a board position pursuant to section 7.2 (a), (b), or (d) remains a Director.

7.3 Role of Chair

The term of office for the Chair must be one year with the option to extend it by two more one-year terms provided they run for re-election each year.

The Chair is the Chair of the Board and is responsible for overseeing the other Directors in the execution of their duties.

7.4 Role of Vice-Chair

The Vice-Chair is the Vice-Chair of the Board and is responsible for carrying out the duties of the Chair if the Chair is unable to act.

7.5 Role of Secretary

The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- issuing notices of General Meetings and Directors' meetings;
- taking minutes of General Meetings and Directors' meetings;
- keeping the records of the Association in accordance with the Act;
- conducting the correspondence of the Board;
- filing the annual report of the Association and making any other filings with the registrar under the Act.

7.6 Absence of Secretary from Meeting

In the absence of the Secretary from a meeting, the Board must appoint another Person to act as secretary at the meeting.

7.7 Role of Treasurer

The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- receiving and banking monies collected from the Members or other sources;
- keeping accounting records in respect of the Association's financial transactions;
- preparing the Association's financial statements;
- making the Association's filings respecting taxes.

8 Section 8 – Committees

The committees of BC Golf shall include both standing committees and operating committees, which shall operate pursuant to Terms of Reference approved by the Board.

8.1 Standing Committees

The standing committees of BC Golf report to and are accountable to the Board and shall be chaired by a Director and are:

- Human Resources
- Finance, Audit & Risk
- Governance & Nominating
- Such other standing committees as the Board deems necessary

The Board must determine the mandate, terms of reference, duties, responsibilities, and membership of each Board Committee. The Board may change the combination of Committees, mandate, terms of reference, duties, responsibilities and membership of each Board Committee at any time. All Board Committees may be subject to such additional duties as the Board may determine.

The Chair of the Board and the CEO are ex officio and non-voting members of all Board Committees.

8.2 Quorum

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

8.3 Vacancy

When a vacancy occurs on any committee, the Board may appoint a Person to fill the vacancy for the remainder of the vacant position's term, provided the Person satisfies any qualifications for the membership of the committee as specified in the committee's Terms of Reference or in any other applicable policy or procedure.

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

9 Section 9 – Chief Executive Officer

The Directors are responsible to recruit, hire and replace the Chief Executive Officer (CEO) and set the terms, conditions, and responsibilities of the CEO's appointment.

The CEO shall be responsible for the day-to-day operations of BC Golf, as delegated by the Board.

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 BC Golf.

10 Section 10 – Financial Management

The banking business of the Association or any part thereof must be transacted with a Canadian Chartered bank or Credit Union, whose deposits are reasonably secured by insurance. All banking business of the Association, or any part thereof, must be transacted on behalf of the Association by such Persons as the Board may designate, direct or authorize by resolutions.

At each Annual Meeting, an auditor must be appointed to hold office until the next Annual Meeting.

The Board must fix the remuneration of the auditor.

An auditor may be removed by ordinary resolution at a General Meeting.

The audited financial statements of the Association must be approved by the Board and by the Finance, Audit & Risk Committee who must evidence their respective approval by having two of their members sign the balance sheet.

The accounting records of the Association must be open for inspection by Directors on reasonable notice to the Association, and to the Members for five (5) days prior to the Annual Meeting during normal business hours.

10.1 Signing Officers

Written contracts, obligations or instruments of the Association which have been approved by the Board must be signed by the Chair and the CEO or, in their absence, by any Person authorized by the Board and all contracts, documents and instruments in writing so signed will be binding upon the Association without any further authorization or formality.

The funds of the Association must be subject to withdrawal for the purposes of the Association by cheque

over the signatures of any two signing officers, namely:

- one of the Chair, the Chair of the Finance Audit & Risk Committee or a Director appointed by the Board at its first meeting following the Annual Meeting or a Director designated by the Board thereafter; and
- one of the CEO or the finance manager of the Association, or as named in the banking resolution of the Association.

From time to time the Board may, by resolution, appoint the CEO to sign a specific instrument or cheque on behalf of BC Golf. Any instruments so signed shall be binding upon BC Golf without any further authorization or formality.

10.2 Investments

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

10.3 Borrowing Powers

To carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner it determines, including, without limitation to, the issue of debentures or such other securities as the Board may consider appropriate.

No debenture or security must be issued unless approved by Special Resolution.

The borrowing powers of the Board may be restricted by a Special Resolution, but a restriction imposed by Special Resolution must expire at the Annual Meeting following the Special Resolution.

11 Section 11 – Notice Generally

Except as otherwise provided in these Bylaws, a notice may be given to a Member, Director or any other person, group or association either personally, by delivery, courier or by mail posted to their registered address, or, where a Member, Director or any other person, group or association has provided a fax number or e-mail address, by fax or e-mail, respectively.

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In providing that a notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mail occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

The rules governing when notice is deemed to have been given set out in these Bylaws shall apply, with any necessary changes, to determine when a Board Resolution shall be deemed to have been submitted to all of the Directors and when an Ordinary Resolution or Special Resolution shall be deemed to have been submitted to all of the Members.

12 Section 12 – Inspection of Records

12.1 Director Access to Records

A Director may, without charge, inspect any record required by the Act to be kept by the Association, or receive a copy of a record the Director is entitled to inspect.

12.2 Member Copies of Constitution and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the Association shall provide, a copy of the Constitution and Bylaws of the Association. At any other time, a Member may, without charge, receive a copy of the Association's current Constitution and Bylaws upon request.

12.3 Member Access to Financial Statements

A Member may, without charge, inspect and receive a copy of the Association's most recent financial statements.

12.4 Member Access to Records

A Member who is not a Director may, without charge, inspect any record required by the Act to be kept by the Association, except for the minutes of meetings of the Board, copies of consent resolutions of Directors and the Person consents to those resolutions, and the Association's accounting records. The Board may impose a reasonable period of notice before which, and reasonable restrictions on the time during which, the Member may inspect the record. Upon payment of the relevant fee, a Member may request and receive a copy of any other record the Member is entitled to inspect.

12.5 Restricted Inspection of Records by Members

Subject to the Act, the Directors may from time to time in their discretion determine whether and to what extent and at what times and places and under what conditions or regulations the documents excluded from Members' inspection under section 12.4 shall be open to the inspection of a Member who is not a Director.

12.6 Public Access to Records

A person, other than a Member or Director of the Association, may not inspect or receive a copy of a record of the Association, except that if a person requests a copy and pays the fee, if any, determined by the Association and in compliance with the Regulations, a person who is not a Member or Director of the Association shall be provided with a copy of the financial statements and auditor's report of the Association within 14 days of receipt of the request and payment.

13 Section 13 – Indemnity and Insurance

13.1 Indemnification

Subject to the provisions of the Act, every eligible party (as defined in the Act) who has properly

undertaken or is about to undertake any liability on behalf of the Association or any society controlled by it shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

(a) all costs, charges, and expenses whatsoever, including an amount paid to settle an action or satisfy a judgment or penalty or fine, which such eligible party actually and reasonably sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and

(b) all other costs, charges, and expenses which he actually and reasonably sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his own willful neglect or default,

provided that:

- (i) the eligible party has not been reimbursed for such expenses;
- (ii) the eligible party was not judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that the eligible party ought to have done;
- (iii) in relation to the subject matter of the legal proceeding or investigative action, the eligible party acted honestly and in good faith with a view to the best interests of the Association; and
- (iv) in the case of criminal or administrative proceedings, the eligible party had reasonable grounds for believing that their conduct, in relation to the subject matter of the legal proceeding or investigative action, was lawful.

13.2 Insurance

The Association shall purchase and maintain insurance for the benefit of any or all Directors against personal liability incurred by any such Person as a Director, and may purchase and maintain insurance for the benefit of any or all officers, employees or agents against personal liability incurred by any such Person as an officer, employee or agent.

14 Section 14 – Amendment of these Bylaws

These Bylaws 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 Members. These Bylaws shall be reviewed on a regular basis as determined by the Board.

Written notice of a meeting at which an amendment to these Bylaws is proposed must include details of the proposed resolution and the text of the Special Resolution.

A Bylaw amendment does not come into force and effect unless passed by Special Resolution and filed with and accepted by the Registrar in accordance with the Act.

Schedule “A”

Unincorporated Member Clubs

The following unincorporated associations, groups or clubs are deemed to be “Unincorporated Member Clubs” as of the date these Bylaws are effective, until ceasing in accordance with these Bylaws:

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Schedule “B” Zones

Zone 1 Kootenays

Zone 2 Okanagan

Zone 3 Fraser Valley

Zone 4 Delta/Greater Vancouver/Squamish/Sunshine Coast

Zone 5 Capital

Zone 6 Upper Vancouver Island

Zone 7 Northwest Coast

Zone 8 Cariboo Peace River