



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

*As amended by the Members at the Annual General Meeting, April 6, 2024*

*As amended by the Members at the Annual General Meeting, April 12, 2025*

*As amended by the Members at the Annual General Meeting, April 18, 2026*

*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"), which is a corporation continued under the *Canada Not-for-Profit Corporations Act*, SC 2009, c 23 (the "Act").

#### **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 as defined in Article 2.2. Each Member shall be entitled to receive notice of, attend at and vote at all meetings of the Members of the Association.

### **2.2 MEMBERS**

A Member of the Association is defined as:

- a) any golf club in the Region that is registered with GO or GQ and remains "in good standing" as determined by GO or GQ; or
- b) any corporation or association operating a golf facility in the Region, or an association of golfers in the Region, admitted as Members 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.

### **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
- b) Receiving the reports
- c) The transaction of such other business as may properly come before the meeting and
- d) Meeting all other requirements of the Act.

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 ( $\frac{1}{4}$ ) 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 ( $\frac{1}{4}$ ) 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 is responsible for creating a strategic plan and provides oversight to the affairs of the Association in compliance with the Articles of Continuance, the By-Laws and directives of the Association.

Directors must be a minimum of 18 years of age.

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

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, 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.

### **3.2 BOARD COMPOSITION**

The Board of Directors shall consist of a maximum of fifteen (15) and a minimum of seven (7) Directors.

The terms of Directors will be two (2) years.

Directors can be elected to a maximum of four (4) consecutive terms.

Each Director must be a member in good standing of Golf Ontario or Golf Quebec.

No more than three (3) 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.

### **3.4 BOARD COMMITTEES**

The Board shall appoint a Nominating Committee and a Finance Committee, and such other committees as it may determine from time to time. Committees shall have a Terms of Reference that is approved by the Board, will operate at the pleasure of the Board and are fully accountable to the Board. The Board reserves the right to appoint, remove or replace the Chair of any committee at any

time. Except as otherwise determined by the Board, Committees do not have powers to bind the Association in respect of any contract or obligation, to direct management or approve recommendations and expenditures independent of the Board.

### **3.5 NOMINATING COMMITTEE**

Each year, at its earliest opportunity after the Annual General Meeting of the Members, the Board will appoint a Nominating Committee, which shall consist of no more than five (5) individuals. The Nominating Committee shall be Chaired by the Past President. The remaining positions of the Committee shall be filled by two (2) Directors (preferably Directors who are in the final year of their terms and who intend to not seek an additional term as a Director) and representatives of two Members, who are not Directors or Officers. The Nominating Committee will be responsible for soliciting and receiving nominations for the election of Directors at the next Annual General Meeting of the Members and overseeing the election of Directors at said Meeting. All nominees must be members in good standing of GO or GQ.

All nominations for a Director position shall occur through the Nominating Committee. No nominations for Director will be allowed from the floor during of the Annual General Meeting of the Members.

## **4. OFFICERS**

**4.1** The Officers of the Association shall be appointed by the Board and shall consist of the President, the immediate Past President, one or more Vice-Presidents, and the Secretary-Treasurer, and such other officers as the Board may determine from time to time.

**4.2** The term of an Officer shall be one (1) year, renewable annually at the discretion of the Board. However, an Officer's appointment shall not extend beyond their term as a Director.

**4.3** Any Officer of the Association may be removed from office, with or without cause, by a resolution passed by a majority vote of the Board of Directors.

**4.4** The President shall not hold the position of President for longer than two (2) successive two (2) year terms.

## **5. OFFICERS DUTIES**

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

- a) The President 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 to the Annual General Meeting to serve in the following year.
- b) The Vice-President, in the absence of the President, will perform all of the President's 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.

## **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) The Board of Directors may, from time to time, permit the members in good standing 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**

Subject to the Act, the Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation, or any other individual who acts or acted at the Corporation's request as a director or officer of another entity, and such individual's heirs and legal representatives, against all costs, charges and expenses, including amounts paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that

association with the Corporation or such other entity; and the Corporation shall advance funds to such individual for such costs, charges and expenses, provided that the individual shall repay any amounts advanced if the conditions set out in the Act for indemnification are not met. The Corporation shall not indemnify an individual unless the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as applicable, the best interests of the other entity for which the individual acted at the Corporation's request, and, in the case of a criminal or administrative proceeding enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful. The Corporation may, with the approval of the members if required by the Act, indemnify any other individual who is or was an agent of the Corporation to the extent permitted by the Act, and the Corporation shall purchase and maintain insurance for the benefit of any individual referred to in this section against any liability incurred by such individual in their capacity as a director or officer of the Corporation or of another entity if the individual acts or acted in that capacity at the Corporation's request. The indemnification provided for herein shall continue after the individual has ceased to hold the applicable office or capacity and shall endure to the benefit of the individual's heirs and legal representatives.

**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.