

NOVA SCOTIA  
GOLF ASSOCIATION

BYLAW NO. 2 - 1 January 2019

General Bylaw

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## **Article 1, General**

- 1.1 This Bylaw relates generally to the conduct of business and affairs of the "Nova Scotia Golf Association", a provincial corporation incorporated under The Societies Act, R.S.N.S 1989 referred to as the "NSGA" in this Bylaw.
- 1.2 The following terms have these meanings in this Bylaw:
- a) "Act" - The Societies Act R.S.N.S 1989, as from time to time amended, and any successor statute.
  - b) "Annual General Meeting" means a meeting of the Voting Members of the NSGA, which shall be held at such place in Nova Scotia on such date and at such time as the Board shall designate.
  - c) "Auditor" - the duly appointed Auditor of the NSGA.
  - d) "Board" - the Board of Directors of the NSGA elected by the Voting Members pursuant to this Bylaw.
  - e) "Board Member" an elected Director or Officer of the Board.
  - f) "Bylaw" - this Bylaw of the NSGA as amended from time to time in force and effect.
  - g) "Delegate" - an individual assigned the responsibility by a Voting Member to represent and exercise that Voting Members vote.
  - h) "Director" - an elected Individual Member of the Board with voting privileges.
  - i) "Executive Director" - the person employed by the Board to act as Executive Director of the NSGA. The Executive Director is an appointed Officer of the NSGA.
  - j) "Individual Member" – An individual who is in good standing with the NSGA, and has paid the required fee directly as public player or via their Member Club to the NSGA and Golf Canada. The Board may grant or deny any Individual Membership in the NSGA.
  - k) "Member Club"- means a golf club in Nova Scotia formed by Individual Members who pay dues or purchase packages to support club expenses. Each individual member of the Member Club must pay to the club the annual dues required by the NSGA and Golf Canada. The Board may grant or deny any golf club membership in the NSGA.
  - l) "NSGA" means the Nova Scotia Golf Association.
  - m) "Officer" – means Directors of the NSGA holding the positions of President, 1st Vice-President, 2nd Vice President, Director of Finance, Past President and Executive Director.
  - n) "RCGA" means the Royal Canadian Golf Association, the national sports association for golf. Any reference to Golf Canada (which is the consumer brand of the RCGA) shall be deemed to be a reference to RCGA.
  - o) "Special Resolution"- means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast for the resolution in question.
  - p) "Voting Member" - a representative of a Member Club as defined in article 2 and a Director.
- 1.3 The Bylaw follows the laws and direction as provided by the following references;
- a) The Canada Not-for-Profit Corporations Act (S.C. 2009 C-23),
  - b) The Societies Act, R.S.N.S 1989,
  - c) Memorandum of Association 02 Dec 1992,
  - d) Royal Canadian Golf Association By-Law 20, and
  - e) Roberts Rules of Order
- 1.4 The Objectives of the NSGA include:
- a) To govern and promote golf as a competitive and recreational sport in the province of Nova Scotia,

- b) Be the provincial sport of golf governing body for all affiliated clubs and to assist Member Clubs in every way possible,
  - c) To maintain affiliation with Golf Canada for all of the NSGA members, conform to national rules and regulations and collect and remit the prescribed fees of Golf Canada,
  - d) To cooperate with other golf bodies including the Professional Golf Association of Canada, Canadian Golf Course Superintendents Association, National Golf Course Owner's Association Canada and the other Provincial Golf Associations,
  - e) To cooperate with Sport Nova Scotia, Canadian Sport Centre Atlantic and other sport associations to promote fitness, inclusiveness, accessibility and high performance.
  - f) To foster and maintain handicapping in accordance with World Handicap System,
  - g) To establish and maintain course ratings for all golf courses in the province of Nova Scotia,
  - h) To establish, conduct and regulate, in conjunction with appointed Tournament Chairs and committees, NSGA sanctioned amateur golf tournaments for championship titles and provincial team selections within the province, and
  - i) To maintain an active and continuing interest in all golf matters.
- 1.5 Except as provided in the Act, in the event of a dispute as to an interpretation concerning any word, term or phrase in this Bylaw which is ambiguous, contradictory or unclear or in the event of a dispute of interpretation of this Bylaw, the Board shall have the authority to make an interpretation and in all instances the decision of the Board shall be final.
- 1.6 Words stating the singular shall include the plural and vice versa, and words referencing gender shall include all gender identities. References to persons shall include firms or corporations.
- 1.7 The head office of the NSGA shall be at such place in Nova Scotia as the Board may determine from time to time by resolution.
- 1.8 The corporate seal of the NSGA shall be in the form impressed in the margin hereof. The Executive Director shall be the custodian of the corporate seal.

## **Article 2, Membership**

### **Categories of Membership**

2.1 The NSGA has the following three categories of membership:

- a) Member Club,
- b) Individual Directors, and
- c) Individual Member (non-voting).

### **Description of Membership Categories**

2.2 Member Club

A Member Club is a golf club in Nova Scotia formed by Individual Members who pay dues or purchase packages to support club expenses. Each Individual Member of the Member Club must pay to the club annual dues required by the NSGA and Golf Canada. The Board may grant or deny any golf club membership in the NSGA.

2.3 Individual Directors

Any Director currently elected or appointed to the Board

#### 2.4 Individual Members (non-voting)

An individual, who is in good standing with the NSGA, and has paid the required fee directly as public player or via their Member Club to the NSGA and Golf Canada. The Board may grant or deny any Individual Membership in the NSGA.

#### **Applying for Membership**

2.5 Any golf club located in Nova Scotia may apply for membership or to affiliate with the NSGA. Membership and affiliation are subject to approval by the Board and payment of the prescribed annual fees.

#### **Voting Rights of Members;**

2.6 Voting Members in good standing at the date of any meeting of Voting Members shall have the following voting rights:

- a) Each Member Club is entitled to one vote by a Delegate, and
- b) Each Director is entitled to one vote.
- c) Votes may be cast in person or by proxy. Proxy-holders must be appointed in writing in the format and in conformance with the policies and timelines prescribed by the Board.
- d) Individual Members are not entitled to vote at meetings of the Voting Members.

#### **Good Standing**

2.7 An Individual Member and Member Club shall be deemed to be in good standing provided that they:

- a) Owes no outstanding membership dues or other debts to the NSGA,
- b) Has not ceased to be a NSGA member,
- c) Has not been suspended or expelled from membership in the NSGA,
- d) Has complied with the Bylaw, policies and rules of NSGA, and
- e) Has complied with any committee duly appointed by the NSGA.

2.8 An Individual Member or Member Club who cease to be in good standing shall not be entitled to the benefits and privileges of membership, including the right to receive notice of, attend or vote at meetings of Voting Members. Membership may be restored to good standing upon the definition of good standing set out in Article 2.7 to the satisfaction of the Board.

#### **Membership Dues**

2.9 Unless otherwise determined by the Board the membership year of NSGA shall be the fiscal year.

2.10 Membership dues shall be as determined by the Board from time to time.

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

#### **Withdrawal and Termination of Membership**

2.12 A Member Club may resign from NSGA by giving written notice to NSGA head office. In doing so, they are also resigning from Golf Canada.

2.13 A Member Club may not resign from NSGA when the Member Club is subject to a disciplinary investigation or action by NSGA or Golf Canada.

- 2.14 Member Club membership in NSGA may be terminated for failure to pay membership dues by the deadline date.
- 2.15 Notwithstanding withdrawal or termination of membership, the Member Club remains liable for any debts owing to the NSGA or Golf Canada at the time of withdrawal or termination.
- 2.16 Membership in the NSGA is not transferable.

### **Article 3, Meetings of Voting Members**

- 3.1 Meetings of Voting Members shall include general meetings and special meetings.
- 3.2 Written notice of meetings, subject to the Act, shall be given to all Voting Members at least 21 days prior to the date of the meeting. Such notice shall include sufficient information to permit a member to form a reasoned judgment on ordinary business and shall include the text of any Special Resolutions.
- 3.3 Annual General Meeting of the NSGA shall be held at such place in Nova Scotia on such date and at such time as the Board shall designate.
- 3.4 A special meeting of the Voting Members may be called and held at any time at the discretion of the President.
- 3.5 Special meetings shall be called within 21 days of the Board receiving a written requisition for a special meeting from not less than five member clubs. The requisition must state the reason for the meeting and the items to be determined at the meeting.
- 3.6 The following business shall be conducted at the Annual General Meeting:
  - a) The President report,
  - b) The presentation of the audited financial statements by Director of Finance,
  - c) The election of Directors,
  - d) The election of the Officers; President, 1st Vice-President, 2nd Vice-President Past President and Director of Finance from active directors,
  - e) The appointment of the auditor for the coming year,
  - f) Any Special Resolutions, and
  - g) Any other business.
- 3.7 The quorum at an NSGA meeting of Voting Members shall be not less than 15 Member Clubs in person or via written proxy.
- 3.8 Resolutions shall be voted on and require ordinary resolution to pass, except such items that require Special Resolutions.
- 3.9 Voting shall normally be by show of hands. Any Voting Member may call for a written ballot. The chair of meetings shall not vote on the question but in the case of a tie shall cast the deciding vote.

## **Article 4, Governance**

### **Composition of the Board**

- 4.1 The affairs of the NSGA shall be managed by the Board consisting of 9 to 14 elected Directors, with a minimum of three from each gender.
- 4.2 The Officers must include one person of each gender, not including the Executive Director. Officers shall have the ability to bind the NSGA.

### **Mandate and Key Responsibilities of the Board**

- 4.3 The Board shall have the entire control and responsibility of the affairs, properties, policies and Terms of Reference of the NSGA for the duty of carrying out of the objectives, except as otherwise provided in the Act, Memorandum of Association or this Bylaw, and subject to such action as may be taken by the Voting Members at a meeting of Voting Members,
- 4.4 The Officers of the NSGA shall perform such duties as defined in Terms of Reference or may from time to time be established by the Board.
- 4.5 The Directors of the NSGA shall perform such duties as defined in Terms of Reference or may from time to time be established by the Board.
- 4.6 The 1<sup>st</sup> Vice President shall represent the NSGA on the Golf Canada Provincial Council.
- 4.7 The key responsibilities of the Board include:
  - a) Recruit an Executive Director to be responsible for the general management of the affairs and business of the NSGA, subject to the authority of the Board and supervised by the President,
  - b) Establish key tasks and provide annual review of Executive Director pursuant to the Terms of Reference of the Human Resource Committee,
  - c) Assess the risks and opportunities facing the NSGA and implement systems and policies to mitigate these risks and manage opportunities,
  - d) Ensure the development, approval and implementation of strategic and financial plans,
  - e) Ensure effective corporate governance,
  - f) Evaluate the effectiveness of the Board, and
  - g) Ensure effective succession planning of NSGA staff, Directors and committees.
- 4.8 The Executive Director, upon such terms and conditions as the Board may determine, shall have the right to attend all meetings of the Board, but shall not have the right to vote. The Board may employ or engage under contract such other persons, as it deems necessary to carry out the work of the NSGA.

### **Election of Directors**

- 4.9 Any Individual Member who is 19 years of age or older, who has the power under law to contract, who is not an employee or paid contractor of the NSGA, Golf Canada or other Provincial Golf Association, who is a resident of Nova Scotia, and who is in good standing of NSGA may be nominated for election as a Director.

- 4.10 The nomination of individuals for election as a Director shall be carried out by the Nominating Committee pursuant to its Terms of Reference and NSGA nominating policy.
- 4.11 The election of Directors and Officers shall take place at the Annual General Meeting.
- 4.12 Directors shall serve a term of two years, commencing at the Annual General Meeting at which they are elected, and shall hold office until their successors have been duly elected in accordance with this Bylaw, unless they resign, are removed or vacate their office. An Officer of the NSGA will normally serve one year each as 2<sup>nd</sup> Vice-President, 1<sup>st</sup> Vice President, President and Past President.

#### **Resignation and Removal of Directors**

- 4.13 A Director may resign at any time by presenting their notice of resignation to the Board through NSGA head office. The resignation shall become effective on the date on which the resignation is received by the NSGA or the date specified in the resignation, whichever is later.
- 4.14 The office of any Director or Officer shall be vacated automatically if the Director:
  - a) Ceases to be a resident of Canada,
  - b) Ceases to be an Individual Member,
  - c) Is declared incapable by a court in Canada or another country,
  - d) Becomes bankrupt, or
  - e) Fails to attend two consecutive meetings of the Board without reasonable excuse, in the opinion of the Board.
- 4.15 A Director may be removed by a vote of the Board. This vote requires a Special Resolution of the other Directors, at a meeting of the Board, and provided the Director being removed has been given notice of the meeting, the opportunity to be present at the meeting, and the opportunity to address the Directors prior to the vote being taken.

#### **Filling a Vacancy on the Board**

- 4.16 Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified person to fill the vacancy until the next Annual General Meeting.

#### **Meetings of the Board**

- 4.17 The Board shall meet a minimum of three times per year
- 4.18 Meetings of the Board may be called by the President, a Vice President or by the Director of Finance on the direction of the President or a Vice-President. The President or a Vice-President on the written request of not less than four Directors shall call a special meeting of the Board.
- 4.19 Notice by hand, mail, electronic mail or facsimile shall be given to all Directors at least 21 days before the date on which the meeting is to take place for a Regular Board meeting and at least 3 days before the date on which the meeting is to take place for a Special meeting.



- 4.20 Each newly elected Board shall, without notice, immediately following the Annual General Meeting hold its first meeting for the purpose of organization of committees, Approval of Terms of Reference and appointment of committee members provided for in this Bylaw for the ensuing year. Meetings of the Board may be held at any time if all the Directors are present and waive notice, or if those Directors who are absent signify their consent in writing to the meeting being held in their absence.
- 4.21 The quorum for any meeting of the Board shall be the majority of the Board.
- 4.22 For meetings of the Board, the chair shall be highest rank present of President, 1<sup>st</sup> Vice-President, and 2<sup>nd</sup> Vice-President. In the absence of these Officers the Board shall appoint from among its number, a Director to preside over the meeting.
- 4.23 The chair shall abstain from voting. In the case of a tie vote, the chair shall cast the deciding vote. Voting shall be by show of hands, unless a Director requests a written ballot. Except where there exists a conflict of interest that has been declared, no Director may abstain from voting.
- 4.24 A meeting of the Board may be held by telephone conference or other electronic means provided that holding of such meetings by these means has been approved by a resolution of the Board.
- 4.25 A resolution in writing, signed in counterpart by all the Directors entitled to vote on that resolution, is as valid as if it had been at a Board meeting. A copy of every such resolution shall be kept as the minutes of the proceedings.

#### **Executive Director**

- 4.26 Subject to the authority of the Board and supervision of the President, the Executive Director shall be responsible for the day-to-day operations of the NSGA, as detailed by the Board in Terms of Reference. The Executive Director shall hold the corporate seal at the head office.

#### **Committees**

- 4.27 The committees of the NSGA include both standing and operating committees, which shall function pursuant to Terms of Reference approved and annually reviewed by the Board. Committee members are appointed by the Board to serve a one-year term. There is no limit on the number of terms served as a committee member, except as determined in Terms of Reference or policies of individual committee. Committee members must be Individual Members of good standing of NSGA. The President shall be an ex-officio member of all committees.
- 4.28 The standing committees of the NSGA report to and are accountable to the Board and shall be chaired by a Director, with the exception of the Nominating committee, which shall be chaired by a Past President pursuant to Article 4.31. The committees are:
- a) Governance
  - b) Finance
  - c) Human Resources
  - d) Nominating
  - e) Strategic Planning
  - f) Disciplinary
  - g) Heritage

- 4.29 The operating committees of the NSGA report to and are accountable to Board through the Executive Director and shall be chaired by a Director. The committees are:
- a) Rules
  - b) Amateur Competitions
  - c) Handicap and Course Rating
  - d) Player Development
  - e) Such other operating committees as the Board may direct to manage NSGA affairs.
- 4.30 The membership of standing and operating committees shall be comprised of Directors and qualified volunteers. Each committee shall receive support from a NSGA staff representative appointed by the Executive Director. Unless otherwise prescribed in a committee's Terms of Reference, the Board, in consultation with the Executive Director shall appoint the chair, and the members of the committees.
- 4.31 The Nominating Committee shall consist of a minimum of three members appointed by the Board:
- a) The Past President as chair,
  - b) An Officer,
  - c) One member of the Board, and
  - d) If available, two additional Members of the Board.
- 4.32 The Quorum of any NSGA committee meeting shall be the majority of its members unless more restrictive in the committee Terms of Reference.
- 4.33 When a vacancy occurs on any NSGA committee, the Board may appoint an individual to fill the vacancy for the remainder of the vacant positions term, provided the individual satisfies any qualifications for the membership of the committee as specified in the committees Terms of Reference or in any applicable NSGA policy or procedure.
- 4.34 The Board may remove any member it has appointed to any committee.

#### **Remuneration**

- 4.35 All Directors and members of committees, other than those individuals who are members of NSGA staff, shall serve their terms of office without remuneration from the NSGA or Golf Canada except for reimbursement of expenses in accordance with policies approved by the Board.

#### **Conflict of Interest**

- 4.36 A Director or member of a committee who has an interest in, or who may be perceived as having an interest in a proposed contract or transaction with NSGA shall fully and promptly disclose the nature and extent of such interest to the Board or committee, as the case may be; and shall refrain from voting or speaking in debate on such contract or transaction, shall refrain from influencing the decision on such contract or transaction; and shall otherwise comply with the requirements of the Act regarding conflict of interest. This disclosure shall be reduced to writing or recorded in the minutes of the meeting.

## **Supporters**

- 4.37 Supporters of the NSGA shall consist of the following:
- a) A golf-related facility, other than a Member Club, that is determined by the Board to be supporting the growth of the game in Nova Scotia through participation in or instruction of golf and includes golf courses, driving ranges, par-3 facilities, schools or other instructional facilities. Any golf-related facility, desiring to join the NSGA and Golf Canada as a supporter, must pay the required fee and such application may be accepted or denied by the Board.
  - b) A golf-related organization, other than a Member Club or golf-related facility that is determined by the Board to be supporting the growth of golf in Nova Scotia and includes provincial golf associations, manufacturers, retailers and suppliers. Any golf-related organization, desiring to join the NSGA and Golf Canada as a supporter, must apply and pay the required fee and such organization may be accepted or denied by the Board.

## **Article 5, Financial**

- 5.1 Unless otherwise determined by the Board, the fiscal year of the NSGA shall end 31<sup>st</sup> of December each year.
- 5.2 The banking business of the NSGA shall be conducted at such financial institutions as the Board may designate.
- 5.3 At each Annual General Meeting, the Voting Members shall appoint an Auditor to audit the accounts of the NSGA and report to the Voting Members at the next Annual General Meeting. The Board will rotate auditors to ensure openness a minimum of every four years.
- 5.4 Any two Officers shall have the authority to sign for and on behalf of the NSGA, and under the corporate seal where required, all instruments in writing. From time to time the Board may, by resolution, appoint a Director to sign a specific instrument on behalf of the NSGA. Any instruments so signed shall be binding upon NSGA without any further authorization or formality.
- 5.5 The NSGA may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 5.6 The NSGA may invest and may borrow funds upon such terms and conditions as the Board may determine.
- 5.7 The Board shall ensure that all books and records of the NSGA required to be kept by the Act, this Bylaw, or other statute or law are regularly kept.
- 5.8 The NSGA shall carry out its activities without purpose of gain for its Individual Members and Member Clubs, any profits generated by the NSGA shall be used solely to meet the stated objectives.
- 5.9 Upon the event of dissolution or winding-up of the NSGA, all its remaining assets after payment of its liabilities shall be distributed to a registered charity or registered charities as defined in the Income Tax Act (Canada), and as determined by the Member Clubs of the NSGA at the time of winding up or dissolution. This provision shall be unaltered.

**Article 6, Liability and Indemnification**

- 6.1 Except as provided in Article 6.2, The NSGA shall indemnify and hold harmless out of the funds of the NSGA each Officer and Director, and from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying their position or performing their NSGA duties.
- 6.2 The NSGA shall not indemnify an Officer, Director, or any other person unless the individual acted honestly and in good faith with the view to the best interest of the NSGA.
- 6.3 The NSGA shall purchase and maintain such insurance for the benefit of its Officers and Directors as the Board may determine.

**Article 7, Amendment of By Law**

- 7.1 The Bylaw may only be amended, revised, repealed or added to by a resolution of the Board and only become effective when sanctioned by a Special Resolution.
- 7.2 Written notice of a meeting of Voting Members at which an amendment of this Bylaw is proposed must include details of the proposed resolution and the text of the Special Resolution.

**Article 8, Notice**

- 8.1 In this Bylaw, written notice shall mean notice that is hand delivered or electronically sent or delivered by mail or courier to the address on file with the NSGA of the Voting Members.
- 8.2 Date of notice shall be the date on which the notice is hand delivered or electronically sent or if mailed then three business days after the date of mailing, or if couriered then the date of delivery.
- 8.3 The accidental omission or error in giving notice of a meeting of the Board or the Voting Members, the failure of any Voting Member to receive notice, or an error in any notice, which does not affect its substance, shall not invalidate any action taken at the meeting.

**Article 9, Adoption of Bylaw**

- 9.1 This Bylaw replaces in its entirety Bylaw No 1 as it existed prior to filing of the Articles of Continuance
- 9.2 In ratifying this Bylaw, the Voting Members of the NSGA repeal all prior Bylaws of the NSGA provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

ENACTED effective 1 January 2019  
Signed as of the \_\_\_\_\_ day of \_\_\_\_\_, 2018

\_\_\_\_\_  
Name;  
Title:

\_\_\_\_\_  
Name:  
Title