



QUÉBEC GOLF FEDERATION

GENERAL BY-LAWS

(2024)

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QUÉBEC GOLF FEDERATION

BY-LAW ONE – GENERAL PROVISIONS

1.1 NAME

1.1.1 The corporate name of the legal person is QUÉBEC GOLF FEDERATION - FÉDÉRATION DE GOLF DU QUÉBEC (hereinafter referred to as the "Federation").

1.2 CONSTITUTION

1.2.1 The Federation is a non-profit legal person incorporated by letters patent since December 1, 2011, in compliance with the provisions of the *Companies Act, Part III* (RLRQ. c. C-38). It is the result of the merger of the Québec Golf Association and the Fédération québécoise de golf.

1.3 HEAD OFFICE

1.3.1 The head office of the Federation is located in the City of Montreal, Province of Québec, Canada, at such place therein as the Board of Directors of the Federation determines. The Federation may establish such other offices and agencies elsewhere within or outside Québec, as the Board of Directors determines.

1.4 CORPORATE SEAL

1.4.1 The corporate seal of the Federation is impressed in the margin of the present General By-laws.

1.5 INTERPRETATION

1.5.1 In the present By-laws, unless the context dictates otherwise, the singular number includes the plural and the masculine includes the feminine and the neuter, and, in each case, vice versa.

1.5.2 The Board of Directors has the sole and exclusive authority to interpret the meaning of these By-laws.

1.6 PURPOSES

1.6.1 The purposes of the Federation are indicated in its Letters Patent. The Federation may at any time amend its purposes following ratification of the new purposes by 2/3 of the members present and entitled to vote at a Special General Meeting duly convened for that purpose.

BY-LAW TWO – THE FEDERATION

2.1 REGIONAL ASSOCIATIONS

2.1.1 The Board of Directors establishes from time to time such number of territorial subdivisions of the overall territory served by the Federation as required in order to

effectively administer and operate the affairs of the Federation. Each such sub-division is called a “Regional Association”. Regional Associations are responsible in and for the sub-divisions they respectively serve for those matters which are delegated to them from time to time by the Board of Directors. The Board of Directors recognises only one Regional Association per territorial subdivision.

- 2.1.2** The Regional Associations are legal persons duly constituted by letters patent under the *Companies Act, Part III*. They include the Member Clubs and Individual Members of the Federation within their respective regions. They are subjected, through the signature of a memorandum of understanding, to the requirements, rules and procedures of the Federation which are established by the Board of Directors from time to time. Non-compliance with these requirements, rules, and procedures may result in loss of Regional Association status.
- 2.1.3** Regional Associations shall submit complete financial statements or statements of income and expenditure and cash flow to the Federation no later than four (4) months after the end of their financial year.
- 2.1.4** Each Regional Association holds an annual general meeting of the representatives of the Member Clubs situated within the territory it serves, at which an activity report and the financial statements or statements of income and expenditures, and cash flow statements are presented and to proceed to the election of its directors. One (1) or more Directors as well as the Executive Director of the Federation are invited to attend the meeting.
- 2.1.5** The existing approved Regional Associations of the Federation on the date that the present By-laws come into force are Montréal, Ottawa Valley, Cantons de l’Est, Mauricie, Québec City, Abitibi-Témiscamingue, Saguenay/Lac St-Jean, and Est-du-Québec.
- 2.1.6** Subject to the prior approval of the Board of Directors, Regional Associations may subdivide themselves into sections, each having approximately the same number of Member Clubs and a minimum of twenty (20) Member Clubs. Subject to the terms and conditions established from time to time by the Board of Directors, each section will be responsible in and for the area of the sub-division it serves for those matters delegated to it from time to time by the board of directors of the Regional Association.

2.2 MEMBERS

2.2.1 The Federation has the following categories of membership:

- a) Member Club;
- b) Individual Member;
- c) Non-Affiliated Individual Member.

2.2.2 Any club, corporation or association operating a golf course or other facility or an association of golfers in Québec or any border region thereof is eligible for membership as a Member Club of the Federation and may be admitted as such by resolution adopted by the Board of Directors, on the condition that it agrees to accept and respect the Letters Patent and By-laws of the Federation, its policies as

well as all agreements and contracts in effect between the Member Club and the Federation. A Member Club may attend, speak, and vote at any Members' Meeting through the delegate it appoints for that purpose.

2.2.3 The Board of Directors may, by resolution, but subject to ratification by a simple majority of the members, establish or remove different classes of Member Clubs and their rights and privileges. It may, by resolution, establish that certain categories of Member Clubs are not entitled to vote at general meetings of the Federation and that their members are not eligible, as such, to serve as Directors.

2.2.4 An Individual Member is a natural person who is a member in good standing of a Member Club. An Individual Member may attend and speak at any Members' Meeting but shall not be entitled to vote at any General Meeting of the Federation.

2.2.5 A Non-Affiliated Individual Member is a natural person who is not a member of a Member Club. A Non-Affiliated Individual Member may attend and speak at any Members' Meeting but shall not be entitled to vote at any General Meeting of the Federation.

2.2.6 Only Individual Members in good standing and Non-Affiliated Individual Members in good standing shall be authorized to participate in provincial competitions organized by the Federation, subject to the applicable conditions.

2.2.7 A member in good standing is any member of the Federation who owes no dues on membership fees or any other amount to the Federation, who complies with the By-laws, policies, and rules of the Federation and who has not resigned or been suspended or expelled.

2.3 ANNUAL DUES

2.3.1 The Board of Directors shall determine the rate of annual membership fees and the dates on which such annual fees are due and payable.

2.3.2 The Federation is authorized to invoice and collect fees on behalf of Golf Canada, as part of the membership fees charged to its members.

2.4 RESIGNATIONS

2.4.1 A Member may resign from the Federation at any time upon giving written notice to such effect to the Secretary. The resignation takes effect upon receipt of the written notice but does not discharge the resigned Member from its obligation to pay to the Federation any dues on annual membership fees or other amounts then due or which thereafter become due.

2.5 SUSPENSION AND EXPULSION OF MEMBERS

2.5.1. Any member in default to pay its membership fee shall be automatically expelled on the day following the date fixed by resolution of the Board of Directors for the payment of the fees, subject to the conclusion of any payment agreement, prior to that date, with the Board of Directors.

2.5.2 Any Member who, in the opinion of the Board of Directors, has failed to comply with the Letters Patent or By-laws of the Federation or a ruling of the Board of Directors or which is in default to satisfy its obligations to the Federation (including, without limitation, those which arise from agreements or contracts between it and the Federation) or which has been guilty of actions which are unbecoming or prejudicial to the good name of golf or to the best interests of the Federation may, by resolution of the Board of Directors, be suspended or expelled from membership, in which case it is deemed not to be in good standing and loses all of its rights and privileges as a Member of the Federation.

Prior notice shall be given of the presentation of a resolution of suspension or expulsion and the Member shall be given the opportunity to appear before the Board of Directors to hear the complaint and to present his rectifications and defence. The decision of the Board of Directors in this regard shall be final and without appeal.

2.5.3 The Board of Directors may reinstate a suspended Member if the Member corrects their behaviour and effects the necessary remedies to the satisfaction of the Board of Directors.

2.5.4 A suspended or expelled Member is not released from their obligations to the Federation or from their obligation to pay their annual membership fees and any other amounts due.

2.6 GENERAL MEETINGS OF THE FEDERATION

2.6.1 Any Members' Meeting of the Federation shall be composed of delegates from Member Clubs, with one delegate per Member Club in good standing, Individual Members and Non-Affiliated Individual Members.

2.6.2 Each year, an annual general meeting of the Federation is held not later than April 1, on such date and at such time and place as is determined by the Board of Directors.

The management reports, the balance sheet and statement of income and expenditures for the preceding financial year and the auditor's report are presented at the meeting; the members of the Board of Directors are elected; and the Auditor is appointed for the ensuing year. Any other business brought before it may also be dealt with at the annual general meeting.

2.6.3 The President calls special general meetings of the Federation on such date and at such time and place as the Board of Directors determines. The President also calls such meetings if he receives a written request from ten (10) Member Clubs, which have collectively at least ten per cent (10%) of the total votes eligible to vote at a general meeting of the Federation, as determined on the basis of the records of the Federation on the fourteenth (14th) calendar day preceding the date of receipt of the request. The request must state the purpose of the meeting. The meeting is held on the date and at the time and place determined by the Board of Directors, but not later than twenty-one (21) days after receipt of the request. If the President of the Federation fails to call such a meeting, the meeting may be called by the signatories or non-signatories of the written request, provided that they represent ten percent (10%) of the total votes required at a general meeting of the Federation.

- 2.6.4** Members of the Federation may participate in any Members' Meeting by means which permit all participants to communicate immediately with each other, including telephone or video conferencing. They shall then be deemed to have participated in the meeting and their participation shall be considered in calculating the quorum.

When the Federation's Board of Directors authorizes the participation of members using any technological means, whether the meeting is held entirely or partially (hybrid mode) in virtual format, it shall specify this in the notice of meeting and shall establish, in the notice of meeting, the terms and conditions and the period of prior registration, if any, that must be respected by members.

A vote may then be held entirely by any means of communication which allows both the collection of votes so that they can be subsequently verified and the preservation of the secrecy of the vote, when such a vote is requested.

2.7 NOTICE OF GENERAL MEETINGS

- 2.7.1** A notice specifying the place, date and time of each annual general meeting or special general meeting of the Federation is published on the Federation's website and sent electronically to member-clubs at their respective e-mail addresses as they appear in the records of the Federation, at least fourteen (14) calendar days prior to the date fixed for the meeting by the Secretary of the Board of Directors or by any person designated for this purpose by resolution of the Board of Directors.

- 2.7.2** The notice of any Annual General Meeting, whether published on the Federation's website or sent to Member Clubs electronically, must at least contain the following information:

- a) The agenda
- b) The minutes of the last Annual General Meeting of Members
- c) The minutes of the last Special General Meeting of Members, if any
- d) The text of any amendments to the General By-laws, if applicable.
- e) The list of positions up for election, and
- f) The text of any resolution that the Board of Directors wishes to submit to the members at the Annual General Meeting

- 2.7.3** The agenda of any Annual General Meeting shall at least include the following items:

- a) Reading of the notice of meeting and the agenda
- b) Establishment of quorum
- c) Approval of the minutes of the previous Annual General Meeting
- d) Approval of the minutes of the previous Special General Meeting (if required)
- e) Presentation of the Annual Report
- f) Presentation of the financial statements and report of the independent auditor
- g) Appointment of the independent auditor
- h) Ratification of amendments to the By-laws (if required)
- i) Election of Directors
- j) Other business

2.7.4 The notice of any Special Annual Meeting shall contain the agenda of the meeting, as well as the text of any resolution that the Board of Directors wishes to submit to the members at the said meeting.

2.7.5 Decisions taken at a general meeting are not invalidated by irregularities in, or by inadvertent omission to give, any notice of any general meeting, or by the failure of any Member Club to receive such notice.

2.7.6 The business of an annual or special general meeting is restricted to the subject or subjects specified in the notice calling the meeting. At an annual general meeting, the last point on the agenda may be "Other Business", so that miscellaneous subjects may be raised and discussed. No vote may be taken upon such further subjects. At a special general meeting, the agenda is closed, and no other subject may be raised by the participants.

2.8 MEMBER CLUB DELEGATES

2.8.1 Each voting Member Club shall be represented and act at any General Meeting of the Federation by one (1) delegate. A delegate shall be either an Individual Member of the Member Club in good standing who is of the age of majority, its Executive Director or one of its Directors. The delegate must be designated in writing by the Member Club and must be personally present at the meeting to exercise their right to vote.

2.8.2 The written notice must be sent to the Federation no later than the date set out in the notice of the meeting of members at which the delegate will be called upon to exercise their right to vote. In the event that the Federation does not receive such written notice by the due date, the delegate shall not be entitled to participate in the Members' Meeting.

2.8.3 At any relevant time prior to the closing date on the notice of any Members' meeting, a Member Club may change the appointment of its delegate by giving a further written notice to the Federation.

2.9 QUORUM

2.9.1 The presence of fifteen (15) delegates of Club-Members is required to constitute a quorum at any annual or special general meeting.

2.9.2 If the quorum is not met at any general meeting of the Federation, the President of the meeting may adjourn the meeting to a future date falling within the next ten (10) days and the adjourned meeting may be resumed on such date, without further notice. In the event that the President of the meeting does not set a date for the continuation of the meeting, the meeting shall be deemed to be terminated and may not be continued.

2.10 VOTING

2.10.1 At all general meetings of the Federation, the delegate of each voting Member Club has a number of votes that is equal to the number of its declared Individual

Members in good standing for whom the annual dues have been paid to the Federation, as determined on the basis of the records of the Federation on the fourteenth (14th) calendar day prior to the date of the meeting.

- 2.10.2** At all general meetings of the Federation, voting is conducted by a show of hands, unless one third of the delegates who are present at the meeting demand a secret vote. On a vote by a show of hands or secret vote, the President of the meeting, if they are also a delegate of a Member Club, is entitled to vote, but does not have a casting or additional vote in case of a tie. As a general rule, at all meetings of the Federation, decisions are taken by simple majority unless a different voting ratio is specified in the By-laws or the Letters Patent or is required by law. At no relevant time shall the delegate of Member Clubs be permitted to exercise their right to vote by proxy.

BY-LAW THREE – BOARD OF DIRECTORS

3.1 BOARD OF DIRECTORS

- 3.1.1** The affairs of the Federation are administered by a Board of Directors composed of ten (10) Directors nominated in compliance with the present General By-laws.

- 3.1.2** The seats on the Board of Directors are distributed as follows:

- a) Six (6) Directors are Individual Members in good standing of a Member Club and are elected by the delegates of the Member Clubs at a Members' Meeting of the Federation;
- b) One (1) director shall be appointed by and from among the members of the Regional Association Council;
- c) One (1) director is appointed by the Association des clubs de golf du Québec, by and among its directors;
- d) One (1) Director shall be appointed by the Advisory Board of the National Golf Course Owners Association - Québec Chapter (NGCOA) from among its members; and finally,
- e) One (1) director shall be appointed by the PGA of Canada - Québec Zone, by and from among its directors.

- 3.1.3** The following criteria shall also be respected in the distribution of seats on the Federation's Board of Directors:

- a) No more than two (2) Individual Members of the same Member Club shall be Directors at the same time;
- b) At least three (3) Directors shall be independent;
- c) There shall never be more than one national or international athlete on the Board of Directors;
- d) The Executive Director of the Federation shall not under any circumstances serve as President of the Board of Directors;
- e) The outgoing President who has served a maximum of eight (8) or ten (10) years, as the case may be, shall not be eligible to serve on the Board of Directors in an *ex officio* capacity.

3.1.4 In order to be considered an independent director of the Federation, a director must not have been elected to represent a Member Club. They must not be a Director, Manager or staff member of a Member Club. An independent director cannot be a coach or official, nor an athlete playing on the national or international scene and finally, they cannot be the parent of an athlete or a coach of a provincial team under the responsibility of the Federation.

3.1.5 At all times, at least one (1) man and one (1) woman must sit on the Board of Directors. In addition, the Board of Directors shall implement a process for appointing directors that will achieve gender parity on the Board of Directors and diversity in the appointment of directors.

3.1.6 Directors of the Federation are required to comply with and respect the Letters Patent, the By-laws, policies, and directives of the Federation in all actions taken by them in the name of the Federation

3.2 INELIGIBILITY TO ACT AS A DIRECTOR

3.2.1 The following persons are disqualified from serving as directors of the Federation:

- a) Minors, adults under guardianship or curatorship, bankrupts or persons prohibited by the court from exercising this function;
- b) Owners or staff members of private companies or staff members of non-profit organisations linked to the Federation by a goods or services agreement;
- c) Directors and candidates for nomination as directors who have not submitted their annual declaration of interests;
- d) Individuals who have not submitted the results of a criminal background check;
- e) A director who completes their fourth or fifth consecutive term (as the case may be).

3.2.2 Prohibited criminal records are offences or misconduct of a sexual nature or contrary to public morals, offences against the person or reputation, and offences related to fraudulent transactions in connection with commercial contracts.

3.3 ELECTION AND TERM OF OFFICE

3.3.1 Directors of the Federation shall serve as such for a term of two (2) years, beginning at the end of the Annual General Meeting at which they are elected and ending at the end of the second Annual General Meeting following their election.

3.3.2 The Federation subscribes to the principle of alternating mandates. Thus, three (3) directors coming from the Member Clubs, the director coming from the NGCOA and the PGA of Canada Zone Québec will be elected on even years, while three (3) directors coming from the Member Clubs, the director coming from the Regional Association Council and the director coming from the Association des clubs de golf du Québec will be elected on odd years.

3.3.3 Retiring Directors are eligible for re-election to subsequent terms but no Director may continue to so serve once he/she has served an total of eight (8) consecutive years on the Board of Directors of the Federation. However, a Director elected to

the position of President or Vice-President of the Federation may serve as a Director for up to a maximum of ten (10) years, rather than eight (8) consecutive years. A two (2) year period of ineligibility must be observed before a director becomes eligible to serve on the Board of Directors again after having served for the maximum period of eight (8) or ten (10) years.

3.4 HONORARY GOVERNORS

3.4.1 All Past Presidents of the Federation, the Association de golf du Québec – Québec Golf Association or the Quebec Section of the Canadian Ladies Golf Association, as the case may be, automatically become honorary Governors. On the recommendation of the Board of Directors, past Directors who have performed exceptional service for the Federation may be proposed by the Board of Directors as honorary Governors. Such proposals must be approved at an annual general meeting of the Federation.

3.5 REMUNERATION

3.5.1 Directors of the Federation shall not be remunerated for their service but may be reimbursed for reasonable travel and other expenses incurred in the performance of their duties as directors, in accordance with the Federation's policies.

3.6 END OF A DIRECTOR'S TERM OF OFFICE

3.6.1 A director shall cease to be a member of the Federation's Board of Directors and to hold office when they:

- a) Offer their resignation in writing to the Board of Directors. The resignation is effective upon receipt of the written notice by the Board of Directors;
- b) Pass away;
- c) Cease to meet the eligibility criteria set out in the present General By-laws;
- d) Are no longer a member of the Regional Association Council;
- e) Are no longer a director of the Association des clubs de golf du Québec or of the PGA of Canada – Québec Zone;
- f) Lose their status as a member of the NGCO Advisory Board;
- g) Are removed by the members at a Special General Meeting duly convened for that purpose; or if
- h) Their appointment is revoked by the entity that appointed the director.

3.7 VACANCIES

3.7.1 If there is a vacancy on the Board of Directors, the remaining Directors may, by resolution, appoint a successor in accordance with the eligibility criteria and the distribution of seats provided for in these General By-laws. The director so appointed shall serve for the unexpired portion of the term of the former Director. In the event that a vacancy occurs among the directors appointed by designation, the Board of Directors shall request the appointment of a new director from that entity.

3.8 REMOVAL OF A DIRECTOR

- 3.8.1** The Federation may, with or without cause, by resolution adopted at a special general meeting called for such purpose, remove any Director of the Board of Directors before the expiration of his or her term and may, by resolution adopted at such special general meeting of Directors, appoint another qualified person to replace him or her for the unexpired term of office of the director so removed.
- 3.8.2** The Regional Association Council, the Association des clubs de golf du Québec, the NGCOA or the PGA of Canada - Québec Zone may revoke the appointment of the director they designate. Following this revocation, they must appoint a new director for the unexpired term of the director so revoked.

3.9 POWERS

- 3.9.1** Except as otherwise expressly provided by the *Companies Act*, the Letters Patents or the By-laws, the Board of Directors has the entire control and management of the affairs, property and policies of the Federation and has the power to receive and disburse the funds of the Federation, to execute contracts and legal instruments in the name of the Federation and to establish the terms and conditions of and accept or reject applications for membership. The main responsibilities of the Board of Directors are described in its charter.
- 3.9.2** The Board of Directors of the Federation shall perform the following functions:
- a) Develop, propose, and interpret the Federation's mission, ensuring that the objectives and service commitment set out in the Federation's strategic plan remain consistent with, and within the continuity and limitations of, the Letters Patent and Supplementary Letters Patent, where applicable;
 - b) Develop and propose the Federation's main orientations of the Federation, through a strategic plan that contains indicators quantifying the targets to be reached, the activity programs and the allocation of resources and services;
 - c) Adopt the Federation's budget forecasts and the financial statements prepared by the independent auditor;
 - d) Adopt an annual operating budget no later than three (3) months after the beginning of the financial year;
 - e) Review every two (2) years the letters patent and General By-laws and update them as necessary;
 - f) Monitor the progress and implementation of the strategic plan at least twice a year;
 - g) Approve the annual action plan prepared by the Executive Director's team in line with the strategic plan;
 - h) Draw up an annual profile of the additional competencies it needs to achieve its objectives and carry out its multi-annual development plan;
 - i) Periodically evaluate its effectiveness and the contribution of the directors;
 - j) Ensure that an orientation process for new directors exists and is carried out;
 - k) Ensure that directors have access to governance training, when needed;
 - l) Adopt and review all policies necessary for the proper functioning of the Federation and prepare an annual report on their implementation;
 - m) Perform any other powers expressly reserved to it under the *Companies Act*.

3.10 MEETINGS AND NOTICES

3.10.1 Meetings of the Board of Directors are called by the President or by any other director designated for this purpose by resolution of the Board of Directors on such date and at such time and place as he/she may determine or upon the written demand of any three (3) members of the Board of Directors. Notices of meeting must be sent to each Director at least seven (7) calendar days before the date of the meeting. At least six (6) regular meetings of the Board of Directors must be held during each fiscal year, of which at least one (1) must be held in each quarter thereof. If possible, at its first meeting following any Annual General Meeting, the Board shall adopt a schedule of meetings and a work plan for the coming year.

3.10.2 A meeting of the Board of Directors may be held without notice or upon less than seven (7) days' notice. To do so, all directors must waive notice of the meeting in writing. Their mere presence at the meeting shall constitute notice in writing, unless their presence is for the purpose of objecting to the holding of the meeting on the grounds of irregularity of the notice.

3.10.3 The notice of any Board meeting shall be accompanied by the agenda of the meeting, the draft minutes of the previous meeting, the accounting report, and the key documents of the meeting.

3.10.4 The standard agenda for any board meeting includes at least the following items:

- a) Adoption of the minutes of the previous meeting;
- b) The Treasurer's report including an update on the operating budget;
- c) The Secretary's report, if any;
- d) The Executive Director's report confirming the payment of taxes, salaries and deductions at source, and membership fees to other organizations;
- e) Follow-up points provided for in the General By-laws;
- f) An in camera session of the directors.

3.10.5 The President or, in his or her absence, the Vice-President presides at all meetings of the Board of Directors.

3.10.6 Directors may participate in any meeting of the Board of Directors by means which allow all participants to communicate immediately with each other, in particular by telephone or video conference. They are then deemed to have attended the meeting.

A vote may then be taken entirely by any means of communication which allows both the collection of votes so that they can be subsequently verified and the preservation of the secrecy of the vote, where such a vote is requested.

3.10.7 Resolutions in writing, signed by all directors entitled to vote on such resolutions at meetings of the Board of Directors, shall have the same force as if they had been passed at such meetings.

A copy of such resolutions shall be kept with the minutes of the proceedings of the Board of Directors.

3.11 VOTING

- 3.11.1** At all meetings of the Board of Directors, each Director present has one (1) vote and the majority of votes cast governs.
- 3.11.2** The President of the Board of Directors or any other person acting as chairperson of the meeting does not have a casting or additional vote in case of a tie.
- 3.11.3** Every director is, with the other directors, liable for the decisions taken by the board of directors unless he requested that his dissent be recorded in the minutes of proceedings or the equivalent.

However, a Director who is absent from a meeting of the Board of Directors shall be presumed not to have approved the decisions taken at that meeting.

3.12 QUORUM

- 3.12.1** The presence of at least 50% plus one of the directors is required. The quorum at any meeting of the Board of Directors shall be maintained throughout the meeting.

3.13 ATTENDANCE AT BOARD MEETINGS

- 3.13.1** The Federation may ask any Past President, who has otherwise reached the maximum number of terms of office they can serve, to attend one or more meetings of the Board in an advisory capacity only. They shall have the right to speak but not to vote and their participation shall not be counted in the calculation of the quorum.
- 3.13.2** The Executive Director, as well as any other employee of the Federation whose presence is deemed necessary by the Board of Directors, shall participate in any meeting of the Board of Directors as a resource person. They shall have the right to speak but not to vote and their attendance or absence shall not be counted in the calculation of a quorum.
- 3.13.3** The Board of Directors may also invite anyone whose presence it deems relevant to participate in one of its meetings. Such person shall participate with the right to speak but without the right to vote and their attendance shall not be counted in the calculation of the quorum.

3.14 MINUTES

- 3.14.1** The minutes include information about the board meetings (date, place, start and end time, presence and absence of directors and presence of observers, if any). They are written in an impersonal manner, summarise the discussions, and present the resolutions adopted.

3.15 ETHICS AND CONFLICTS OF INTEREST ON THE BOARD OF DIRECTORS

- 3.15.1** Directors must avoid placing themselves in a situation of conflict of interest between their personal interests and their obligations as directors. They shall disclose to the Federation, as soon as it arises, any situation likely to place them in a conflict of

interest situation as well as any rights they may have against the Federation, indicating, where applicable, their nature and value. The declaration of interest shall be recorded in the minutes of the Board of Directors' deliberations or in what serves as such.

3.15.2 The Board of Directors adopts a Code of Ethics for Directors that includes the following subjects: solidarity on the Board of Directors, confidentiality of information obtained during Board meetings, management of conflicts of interest of any kind, the duty of care and diligence of directors, and the commitment of directors (attendance, preparation, participation, and behaviour at Board meetings). Finally, the Code of Ethics also includes the annual declaration form to be signed by all candidates for the position of director and acting directors, if applicable.

3.15.3 All directors of the Federation are obliged to adhere to the *Code of Ethics for Directors* and solemnly undertake to respect its requirements.

BY-LAW FOUR – EXECUTIVE DIRECTOR

4.1 EXECUTIVE DIRECTOR

4.1.1 The Board of Directors may hire an Executive Director to administer the affairs of the Federation. The Executive Director reports directly to the Board of Directors. The role, responsibilities, working conditions, and remuneration of the Executive Director shall be specified in his/her employment contract. In this respect, the Board of Directors may evaluate the Executive Director on an annual basis, subject to the provisions laid down in the employment contract. The Executive Director may form operational committees to assist him/her in his/her duties. A member of the Board of Directors cannot act as Executive Director.

BY-LAW FIVE – OFFICERS

5.1 ABSENCE OF AN EXECUTIVE COMMITTEE

5.1.1 At no relevant time may the legal person set up or make informal use of an executive committee.

5.2 NOMINATION OF THE OFFICERS AND DURATION OF THEIR MANDATE

5.2.1 Each year, at the first meeting of the Board of Directors held after the annual general meeting of the Federation, the Directors appoint from amongst the members of the Board of Directors, a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may also, in its discretion, appoint additional officers having such functions and such terms of office as it determines.

5.2.2 The officers shall be appointed for a term of one (1) year, which shall end at the closing of the Annual General Meeting following their appointment.

5.3 PRESIDENT

5.3.1 The President is the chief executive officer of the Federation and presides at all

meetings of the Federation and the Board of Directors. He/she is responsible for the general supervision of the affairs of the Federation and is ex-officio a member of all committees. He/she shall see to the execution of the decisions of the Board of Directors, sign all documents requiring his/her signature, in accordance with the policies of the Federation, and perform all duties inherent to his/her office. He/she shall ensure that each director receives, upon taking office, a copy of the letters patent, the General By-laws, and the policies in force within the Federation, as well as a copy of the *Code of Ethics for Directors*. He/she shall ensure that the duties assigned to the directors and officers are properly performed. The President is also responsible for publishing on the Federation's website, on an annual basis and in collaboration with the Executive Director, the activity and progress report of the strategic plan which addresses the development perspectives, issues, and challenges of the coming year as well as the successes and challenges of the past year. The activity report contains a report on the attendance of the members of the Board of Directors, a summary of the financial report, and information on the governance and activities of the Federation. He/she shall also perform such other duties and functions as may be assigned by the Board of Directors.

5.4 VICE-PRESIDENT

5.4.1 The powers and duties of the President are vested in and performed by the Vice-President in the event of the absence or disability of the President. He/she shall also perform such other duties and functions as may be assigned by the Board of Directors.

5.5 SECRETARY

5.5.1 The Secretary is the custodian of the seal of the Federation and of all books, records and papers belonging to the Federation. He/she is responsible for the correspondence of the Federation, prepares and issues notices of all meetings in collaboration with the President, and keeps the minutes of all meetings of the Federation and the Board of Directors. He/she ensures that each director signs a copy of the *Code of Ethics for Directors*. Receives and keeps the annual declarations of interest duly signed by each director and reports to the Board of Directors. He ensures that the Federation's annual declaration is filed with the Registraire des entreprises du Québec within the prescribed time limits. He/she shall also perform such other duties and functions as may be assigned by the Board of Directors.

5.6 TRÉSORIER

5.6.1 The Treasurer keeps full and accurate accounts of all receipts and disbursements of the Federation in proper books of account and deposits all moneys in the name and to the credit of the Federation in such financial institution as may from time to time be designated by the Board of Directors. He/she shall arrange for the preparation of the Federation's financial statements at the end of each financial year. He/she shall also perform such other duties and functions as may be assigned by the Board of Directors.

BY-LAW SIX – COMMITTEES OF THE FEDERATION

6.1 STATUTORY COMMITTEES

6.1.1 For the sound management of its affairs, the Federation makes use of three (3) statutory committees, namely the Finance and Audit Committee, the Governance and Ethics Committee, and the Human Resources Committee. In addition to the general mandate of the statutory committees provided for in these By-laws, the Board of Directors of the Federation shall adopt operating rules for each of these committees, particularly with respect to their composition, powers, and operation. At all times, these committees shall have only a power of recommendation to the Board of Directors.

6.2 FINANCE AND AUDIT COMMITTEE

6.2.1 In general, the Finance and Audit Committee's mandate is to ensure the validity of financial forecasts, compliance with accounting rules and the integrity of the Federation's accounting and financial results, the quality of internal controls, and the identification of risks and the means of managing them.

6.3 GOVERNANCE AND ETHICS COMMITTEE

6.3.1 In general, the mandate of the Governance and Ethics Committee is to assist the Board of Directors in fulfilling its responsibilities by reviewing all aspects of the Federation's governance and ethics framework to ensure that the Board operates effectively and efficiently.

6.4 HUMAN RESOURCES COMMITTEE

6.4.1 In general, the mandate of the Human Resources Committee is to assist the Board of Directors with hiring, evaluation, compensation, succession planning, and the implementation of human resources policies for the entire Federation.

6.4.2 In determining the composition of the Human Resources Committee, the Board of Directors shall seek gender parity among its members in order to promote a diversity of views and to make the hiring process as objective as possible.

6.5 REGIONAL ASSOCIATION COUNCIL

6.5.1 The Regional Association Council is an advisory committee of the Federation. It shall consist of one (1) delegate from each regional association. This delegate shall be the current President of the Regional Association he/she heads unless, for a particular year, the Regional Association decides to appoint another individual member of a Member Club located in its territory to act as delegate.

6.5.2 The Regional Association Council shall assist the Board of Directors in the management of the affairs of the Federation and shall exercise such responsibilities and perform such duties as may be assigned to it from time to time by the Board of Directors or under the By-laws of the Federation. The Council may only give advisory opinions in relation to such matters and has no legislative or regulatory

powers. The President and the Executive Director of the Federation shall, by virtue of their office, be members of the Regional Association Council.

6.5.3 The Regional Association Council shall establish its own regulations, rules, and protocols for the activities and functions under its authority, subject to the by-laws and approval of the Board of Directors.

6.6 OTHER COMMITTEES

6.6.1 The Board of Directors may form such standing or ad hoc committees as it deems necessary. These committees shall be advisory in nature and shall only have the power to make recommendations to the Board of Directors of the Federation. The mandate, composition, and operating rules of these committees shall be determined by resolution of the Board of Directors.

BY-LAW SEVEN – BOARD OF DIRECTORS NOMINATIONS ELECTION PROCESS

7.1 NOMINATING COMMITTEE

7.1.1 The Nominating Committee for the Directors of the Federation to be elected at an annual general meeting of the Federation is appointed by the general voting membership of the Federation at a general meeting of the Federation held at least four (4) months before such annual general meeting. The committee consists of five (5), of whom at least one (1) must be of the male gender and at least one (1) of the female gender, and comprises three (3) Individual Members in good standing of a Member Club, one (1) person who is a director of the Association des clubs de golf du Québec, who is not a director of the Federation, and one (1) person who is a director of the PGA of Canada, who is not a director of the Federation.

7.1.2 The committee consults with the Board of Directors of the Federation, the Regional Association Council, the Association des clubs de golf du Québec, the National Golf Course Owners Association - Québec Chapter (NGCOA), and the PGA of Canada - Québec Zone regarding the competencies, qualifications, and attributes of the candidates for the Directors' positions to be filled. The committee elects a president from amongst its members and establishes its own operating rules, subject to the By-laws of the Federation and any resolution to the contrary adopted by the Board of Directors.

7.1.3 The Nominating Committee shall have the following responsibilities for the six (6) director positions from the Member Clubs:

- a) Receive applications;
- b) Solicit applications according to the complementary competencies sought by the Board of Directors;
- c) Verify the eligibility of candidates according to the distribution of seats for election to the Board of Directors, the conditions of eligibility set out in the present General By-laws, and the profile of competencies sought by the Board of Directors. However, the mere failure of a candidate to meet the profile of complementary competencies sought by the Board of Directors shall not render that person ineligible;

- d) Submit to the Board of Directors the list of candidates deemed eligible and accepted for election and make the presentation of these candidates at the Annual General Meeting.

The Nominating Committee shall automatically reject any application that is incomplete, arrives late, does not respect the eligibility criteria or the distribution of seats provided for in the present General By-laws, or that comes from an unqualified person.

Any decision of the Nominating Committee as to the eligibility of a candidate shall be final and without appeal.

- 7.1.4** The Nominating Committee submits to the Secretary of the Federation, not later than sixty (60) days before the Annual General Meeting, the names of the candidates declared eligible to hold the position of Director to be filled. For this purpose, the President of the Federation must advise the Chairperson of the Nominating Committee of the date of the next Annual General Meeting, in writing, not later than November 30th of the previous year. The Committee must act in compliance with its charter and nomination procedures.

7.2 NOTICE OF ELECTION

- 7.2.1** A Notice of Election shall be published by the Executive Director on the Federation's website no later than one hundred and twenty (120) days before the annual meeting. This notice shall include:

- a) A description of the nomination process: this description specifies the steps that will be followed by the Nominating Committee, as well as the documentation to be provided by each, in order to validate the eligibility of the candidate, at each of these steps;
- b) The deadline by which the Federation must have received the documentation for each stage of the nominating process;
- c) The profile of the candidates sought;
- d) A description of the competencies and experiences present and lacking on the Board of Directors.

7.3 NOMINATING PROCESS

- 7.3.1** The Federation follows a three-stage nominating process:

- a) As part of the recruitment process, the candidate for the position of director must submit to the Federation, within the required timeframe, a Volunteer Application Form together with some supporting documents, in particular, proof of his/her status as an Individual Member in good standing;
- b) Following this stage, candidates declared eligible will be asked to complete a competency chart for the position of director and to submit a duly completed and signed declaration of interests within the deadlines specified by the Nominating Committee;
- c) Candidates declared eligible following the second stage will be asked to provide the result of a police background check.

7.3.2 Failure by the candidate to complete his or her application within the time specified by the Nominating Committee will result in automatic rejection of the application.

7.3.3 No application will be accepted directly from the floor of the meeting.

7.4 ELECTION

7.4.1 At the Annual General Meeting, the directors from the Member Club category are elected by the delegates of the Member Clubs.

7.4.2 The Chairperson of the Nominating Committee shall present, at the beginning of the election period, at any Annual General Meeting, the list of candidates declared eligible. In the event that there are more candidates than positions to be filled, the Chairperson of the Nominating Committee forwards the recommendations of the Nominating Committee to the delegates of the Member Clubs with respect to the election of Directors.

7.4.3 In the event that there are no more candidates than the number of directors to be elected, the election of the nominees submitted shall be by acclamation. In the event that there are more candidates than the number of positions to be elected, the assembly will first adopt or reject the recommendation of the Nominating Committee. If this recommendation is rejected, the election shall be by secret ballot. In such case, the candidates with the highest number of votes shall be elected.

7.4.4 In the event that the number of candidates declared eligible is less than the number of positions to be elected, the eligible candidates shall be considered elected by acclamation. The Board of Directors may, at a subsequent meeting, designate by resolution directors respecting the eligibility criteria and the distribution of seats provided for in the present by-laws in order to fill the positions remaining unfilled as a result of the election.

BY-LAW EIGHT – FINANCIAL YEAR, ACCOUNTS AND AUDIT

8.1 FINANCIAL YEAR

8.1.1 The financial year of the Federation ends on the 30th day of November of each year.

8.2 ACCOUNTS

8.2.1 The Board of Directors shall ensure that the books of account are maintained regarding all sums of money received and disbursed by the Federation as well as the matters in respect of which such receipts and disbursements occur, the assets and liabilities of the Federation and all other financial transactions affecting the financial position of the Federation. These books of account are at all times open to inspection by the members of the Board of Directors.

8.3 INVESTMENTS

8.3.1 The Board of Directors may invest any moneys of the Federation not required for immediate expenditures. Moneys shall be invested in accordance with the Investment Policy, as such policy may be amended, revised, repealed, and replaced from time to time by resolution of the Board of Directors.

8.4 AUDITORS

8.4.1 The independent auditor shall be appointed at each Annual General Meeting by the delegates of the Member Clubs on the recommendation of the Board of Directors. If the auditor is unable to fulfil his or her duties before the expiry of his or her term of office, the Board of Directors may appoint another auditor, whose mandate shall last until the next Annual General Meeting.

8.4.2 The books and financial statements of the Federation shall be audited annually as soon as possible after the end of the financial year by the independent auditor appointed for that purpose.

8.4.3 Every five (5) years, the Board of Directors shall ensure that a different independent auditor conducts the audit of its financial statements. This may be another independent auditor within the same accounting firm.

BY-LAW NINE – BANKING ARRANGEMENTS AND CONTRACTS

9.1 BANKING ARRANGEMENTS

9.1.1 The Federation shall transact its banking business through financial institutions authorized for that purpose by resolution of the Board of Directors. The Board of Directors shall also determine by resolution the persons authorized to transact the business of the Federation, subject to the applicable policies in force within the Federation.

9.2 CONTRACTS

9.2.1 All agreements, deeds, contracts, and protocols are executed in accordance with the provisions of the Contract Attribution Policy, as such policy may be revised, amended, repealed, and replaced by resolution of the Board of Directors. The corporate seal is affixed to such instruments as required.

BY-LAW TEN – BORROWING

10.1 BORROWING

10.1.1 The Board of Directors is authorized from time to time to borrow money on the credit of the Federation, to issue bonds or other securities of the Federation and to pledge them as security or sell them for such prices and sums as it may deem fit, and to mortgage the immovable and movable property or otherwise encumber the immovable and movable property of the Federation, with such financial institutions as it may determine, and in such amounts, on such terms and conditions, with such

covenants or guarantees, as it may deem fit.

BY-LAW ELEVEN – PROTECTION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

11.1 INDEMNITY

- 11.1.1** Any director or officer may be indemnified and reimbursed by the Federation for all costs, charges and expenses which he/she sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office.
- 11.1.2** For the purpose of indemnification, the Federation shall annually purchase and maintain directors' and officers' liability insurance.
- 11.1.3** The director or officer shall have no claim against the Federation for intentional gross negligence, for dishonest or fraudulent acts committed by the director or officer and for any wrongful act excluded from the subscribed insurance policy.

BY-LAW TWELVE – ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

12.1 ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

- 12.1.1** The Board of Directors may, from time to time, enact or pass By-laws not contrary to law or to the Letters Patent of the Federation for the purposes indicated in the laws governing the Federation, and may repeal, amend or re-enact By-laws of the Federation, but such By-laws and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a special general meeting of the Federation duly called for that purpose, only have force until the next annual general meeting of the Federation and, in default of confirmation at that meeting by a simple majority of the delegates of the members present and entitled to vote thereat, cease to have force at that time.
- 12.1.2** These General By-laws repeal and replace all other By-laws of the Federation to the same effect, as soon as they come into effect.
- 12.1.3** In case of discrepancy between the French and the English versions of the present By-laws, the French version prevails.

ADOPTED BY THE BOARD OF DIRECTORS ON FEBRUARY 5, 2024.

RATIFIED BY THE MEMBERS AT THE ANNUAL GENERAL MEETING ON FEBRUARY 24, 2024.