MINUTES OF THE SPECIAL GENERAL MEETING
OF THE QUÉBEC GOLF ASSOCIATION
HELD ON WEDNESDAY, AUGUST 31, 2011 AT 1:00 PM
AT THE OLYMPIC STADIUM – ARCHIPEL ROOM

Voting delegates:

Marc Tremblay (Golf Québec President), Beaconsfield; Robert Bissonnette (Golf Québec Secretary-Treasurer), Rivermead; Paul Locas, Cap-Rouge; Charlie Beaulieu and Richard Bergeron, Le Mirage; Sylvain Tremblay, Chicoutimi and Port-Alfred; Danielle Berthold, Milby; Ève Gaudet, Montcalm; Pierre Deslandes, La Providence; Roch Couture, Glendale; Diane Dunlop-Hébert, Mount Bruno; Diane Drury, Royal Montreal; André Burgoyne, Hemmingford; Raymonde Michaud, Rivière-du-Loup; Earl Cohen, Elm Ridge; Denis Loiselle, St-Anicet; Marie Léveillé, Royal Bromont; Daniel Langevin, Verchères; Jacques Bédard, Alpin; Martin Ducharme, Domaine Château Bromont; Richard Labonté, Cowansville; André Gagné, Royal Québec; Jean Goyer, Quatre Domaines; François James, La Prairie.

Non voting participants:

Nancy Spineti Delle Donne, public gofer; Greg Wilson, Whitlock; France A. Martin, Executive Director of the ATGQ; Denis Morel.

Employees:

Jean-Pierre Beaulieu, voting delegate of Le Blainvillier; François Roy, Fédération québécoise de golf; Patrice Clément, Golf Québec; Guylaine Sirois, Golf Québec.

Call to order

The President, Marc Tremblay, welcomes everyone and opens the meeting at 1:00 pm.

Confirmation of quorum

All Golf Québec members were notified of this meeting in compliance with our General By-Laws. The Secretary-Treasurer, Robert Bissonnette, confirms that 25 delegates duly mandated by member-clubs are present. The quorum of 15 member-clubs is confirmed (By-Law 2.10.1) and the assembly is duly constituted.

Adoption of the Notice of meeting

The Secretary-Treasurer, Robert Bissonnette, inquires if we could adopt the Notice of meeting without having to read it. On a proposal made by Paul Locas, seconded by Danielle Berthold, the Notice of meeting is unanimously adopted as mailed to all member-clubs on August 16, 2011.
Adoption of the agenda

On a proposal made by Ève Gaudet, seconded by Jacques Bédard, the agenda is unanimously adopted.

Adoption of the amalgamation
Adoption of the Acte d’accord
Adoption of the Requête pour Lettres Patentes de Fusion
Authorization of the President and Secretary of the Association to sign for an in the name of the Association any required documents and to do all acts necessary or useful

The President, Marc Tremblay, proposes to review items 5, 6, 7 and 9 together. He reads the proposed text of the resolution.

AMALGAMATION OF THE ASSOCIATION WITH THE FÉDÉRATION QUÉBÉCOISE DE GOLF

WHEREAS the Association has been incorporated under the authority of Part III of the Companies Act, by amalgamation letters patent issued under date of April 1, 2005;

WHEREAS the Fédération québécoise de golf, has been incorporated under the authority of Part III of the Companies Act, by letters patent issued under date of March 25, 1998;

WHEREAS, in virtue of the powers conferred on them by Part III of the Companies Act, these legal persons wish to merge to form henceforth a single legal person governed by Part III of the Companies Act;

WHEREAS an Acte d’accord to intervene between and having as its object the merger of these legal persons has been submitted to the voting members of the Association for consideration and adoption;

On motion duly made by Diane Dunlop-Hébert and seconded by Denis Loiselle, it is resolved by unanimous vote of the voting members attending at this meeting:

1. THAT the merger of the Association with the Fédération québécoise de golf, be, and it is, hereby approved.

2. THAT the Acte d’accord to intervene between the Association and the Fédération québécoise de golf, establishing the terms and conditions of their merger, be, and it is, hereby adopted.

3. THAT the President and the Secretary of the Association be, and they are, hereby authorized to sign such Acte d’accord and a Requête conjointe requesting the Registraire des entreprises to issue letters patent confirming such Acte d’accord and effecting such merger, and to sign all deeds, documents, contracts, agreements and writings and to do and carry out all things that they may, in their entire discretion, consider necessary, appropriate or useful to give effect to these resolutions, the whole for and in the name of the Association.
Approval of the General By-Laws of the new legal person

On a proposal made by Sylvain Tremblay and seconded by Denis Loiselle, the General By-Laws are unanimously approved.

Presentation of the new Board of Directors

According to the amalgamation protocols, the first Board of Directors will be composed of:

- Marc Tremblay (President)
- Marcel Paul Raymond
- Marie-France Morand
- Bob Bissonnette
- Denis Morel
- Nancy Spineti Delle Donne
- Sylvain Tremblay
- Danielle Berthold
- Ève Gaudet
- Martin Ducharme
- Daniel Langevin
- Éric Laporte

Termination

On a proposal made by Diane Drury and seconded by Diane Dunlop-Hébert, the meeting is unanimously terminated at 1:15 pm.