

# NOVA SCOTIA GOLF ASSOCIATION

2009 BYLAW NO. 1

GENERAL BYLAW

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**NOVA SCOTIA GOLF ASSOCIATION**

**2009 BYLAW NO. 1**

GENERAL BYLAW

A Bylaw relating generally to the conduct of the business and affairs of the Nova Scotia Golf Association.

**WHEREAS** the Bylaws of the Association relating generally to the conduct of the business and affairs of the Association was sanctioned by the members December, 2004;

**AND WHEREAS** it is desirable to repeal the existing Bylaws and enact Bylaw No. 1 relating generally to the conduct of the business and affairs of the Association to accommodate necessary corrections and amendments in the existing Bylaws

**BE IT ENACTED** as the Bylaws of the Association as follows:

1. **DEFINITIONS** - In these Bylaws and all other Bylaws of the Association, unless the context otherwise specifies or requires:
  - a) "Act" means The Societies Act, R.S.N.S. 1989, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any references in the Bylaw of the Association shall be read as referring to the amended or substituted provisions therefore;
  - b) "Annual General Meeting or Annual Meeting" means the Yearly Fall Meeting of the Member clubs of the Association called and conducted as set out in section 11;
  - c) "Association" means the Nova Scotia Golf Association;
  - d) "Auditor" means the duly appointed Auditor of the Association;
  - e) "Board" means the Board of Directors of the Association;
  - f) "Bylaws" means this Bylaw and all other Bylaws of the Association in force and effect;
  - g) "Chairperson" means an individual appointed by the Board to chair a Committee;
  - h) "Committee" means a Committee of the Board;
  - i) "Delegate" means an individual assigned the responsibility by a Member Club to represent it and exercise its vote at an Annual, Semi-Annual or special meeting;
  - j) "Director" means a duly elected Member of the Board with voting privileges;
  - k) "Executive Director" means the person employed by the Board to act as Executive Director of the Association;
  - l) "Golf Club" means an organization of individual members which operates under bylaws with committees to supervise golf activities and maintain the integrity of the handicap system and includes organizations with or without real estate;
  - m) "Golf Facility" means a golf course or practice facility that is not organized as a Golf Club;
  - n) "Individual Member" means any person who is a member in good standing of a Member club. An Individual Member does not have voting rights in the Association;

- o) "Member Club" means any golf club in Nova Scotia that is or becomes approved for membership in the Association under provisions of the Bylaws;
- p) "Member" means a Member Club or an Individual Member of the Association as the context requires;
- q) "NSGA" means the Nova Scotia Golf Association;
- r) "Management Committee" will be a committee of not less than five consisting of the President, two Vice-Presidents, Past President and Secretary/Treasurer. One of the three comprising the President and Vice-Presidents must be of the opposite gender;
- s) "President" means the person elected to the office of President of the Association and shall be one of the preceding Vice-Presidents;
- t) "RCGA" means the Royal Canadian Golf Association;
- u) "RCGA – WD" means the Royal Canadian Golf Association – Women's Division;
- v) "Secretary/ Treasurer" means the person elected to the office of Secretary/Treasurer of the Association;
- w) "Semi-Annual Meeting" means the Semi-Annual Spring meeting of the Association;
- x) "Special meeting" means a Special Membership meeting of the Association;
- y) "Vice-President" means one of two persons elected to the offices of Vice-President of the Association;
- z) "Zone" means any area of province designated from time to time by the Board; and
- aa) "Zone Representative" means the representative who, in their respective area, will be the Member Clubs' contact for the Association.

## 2. NAME

- a) The Association shall be called the Nova Scotia Golf Association.

## 3. OBJECTIVES

The objectives of the Association shall be as noted in the Memorandum of Association.

## 4. INTERPRETATION

- a) All terms contained in the Bylaws which are defined in the Act shall have the meanings given to such terms in the Act;
- b) Words importing the singular number or the masculine gender shall, unless the context otherwise requires, include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms or corporations; and
- c) The headings used in the Bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## 5. HEAD OFFICE

- a) The head office of the Association shall be in Halifax Regional Municipality, Nova Scotia or at such place in Nova Scotia as the Board may determine from time to time by resolution.

## 6. SEAL

- a) The corporate seal of the Association shall be in the form impressed in the margin hereof. The Executive Director shall be the custodian of the corporate seal.

## 7. MEMBERSHIP

- a) Classes of Membership - There shall be the following classes of Membership in the Association:

- i) Category I - Public, Private or Semiprivate Golf Club with Real Estate;

The private or semiprivate club has been formed by members who pay annual dues at a golf course. The individual members' dues will grant them the privilege of playing golf and must support the member club(s) operating expenses on an annual basis. Members shall have full access to means of posting scores and maintaining a handicap that must be subject to peer review. Each individual member must pay to the club annual dues required by the NSGA and the dues required by the RCGA. By reason of its membership the club undertakes to remit these dues promptly to those Associations. The NSGA in conjunction with the RCGA will then issue membership cards to the golf club for distribution to individual members. A golf club not remitting the dues for each individual member of that club will have its membership suspended.

- ii) Category II - Public or Green Fee Club without Real Estate;

A public or green fee club is comprised of an organized group of golfers. Such a club does not own, lease, manage, operate or control a golf course. It must establish the appropriate committees and otherwise meet all criteria set out for member clubs. The individual members' dues will grant them the privilege of playing golf and must support the member club(s) operating expenses on an annual basis. Members shall have full access to means of posting scores and maintaining a handicap that must be subject to peer review. Each individual member must pay to the club annual dues required by the NSGA and the dues required by the RCGA. By reason of its membership the club undertakes to remit these dues promptly to those Associations. The NSGA in conjunction with the RCGA will then issue membership cards to the club for distribution to individual members. A club not remitting the dues for each individual member of that club will have its' membership suspended.

- iii) Category III - Golf Facility, with real estate and no members;

A facility membership is available for a public (green fee) facility, which has no Category 1 members. While such a facility may have one or more Category II (public or green fee) golf clubs operating on its premises, the facility itself must become a member of the NSGA and the RCGA in order to avail itself of the various programs and services. A facility membership does not permit the distribution of NSGA and RCGA membership cards, by the owners or operators of such a facility. Each facility member must pay a annually established membership fee.

- iv) Any other class of membership which may be determined by the Board and approved at an Annual or Special meeting of the Association complying in principle with the regulations of the RCGA.

- b) The following shall be voting members of the Association:

- i) Directors elected or appointed as hereinafter provided, so long as they remain on the Board;
- ii) The delegate of any Member Club in Nova Scotia which is recognized by the Association as a golf club and which has been admitted to membership in the Association, so long as it is and remains in good standing with the Association.

- c) Any golf club in Nova Scotia desiring to apply for membership shall make application on the forms provided by the Association and shall give the Association such material and information it may require.

- d) The Board may grant or deny any golf club membership in the Association.

- e) The Board may, from time to time, determine the characteristics and requirements of various classes of Membership complying in principle with the Regulations of the RCGA.

## **8. WITHDRAWAL, SUSPENSION OR EXPULSION OF MEMBERSHIP**

- a) Any Member refusing or neglecting to strict and honourable compliance with the Bylaws of the Association or any ruling or decision of the Association shall be liable to suspension or expulsion from the Association if so determined by a resolution of a Standing Disciplinary Committee appointed by the Board of Directors.
- b) No Member shall have its membership in the Association suspended or be expelled from membership in the Association by the Board of Directors until an opportunity has been given to its representative to appear before the Standing Disciplinary Committee for the purpose of answering the complaint made against it. The Standing Disciplinary Committee shall furnish the Member with a written statement of such complaint with the full particulars thereof not later than fourteen (14) days before the date on which the Member or his/her representative is to attend before the Standing Disciplinary Committee for the purpose of answering the complaint.
- c) An appeal may be made by the Member at the next Meeting of the Board of Directors duly called for that purpose. The Member may give notice of such an appeal in writing to the Board within fourteen days after the date the Standing Disciplinary Committee communicated its decision in writing to the Member. Until the appeal has been disposed of, the Member shall not be deprived of any rights or privileges in the Association.
- d) Any voting Member of the Association and any Member may withdraw from membership in the Association by notice in writing delivered to the Secretary/Treasurer of the Association; subject, however to the payment of any Member of any outstanding annual dues and other liabilities owing by it to the Association at the time of the proposed withdrawal.
- e) Membership in the Association is not transferable.

## **9. DEEMED MEMBERSHIP**

- a) Notwithstanding anything to the contrary contained in this Bylaw, any member of the NSGA as of the date this Bylaw takes effect shall be deemed to be a member of the Association in the equivalent membership category subject to compliance with the applicable terms and conditions of this Bylaw.

## **10. DUTIES AND RESPONSIBILITIES OF MEMBER CLUBS**

- a) So long as any Member Club or Individual Member is a member of the Association, they shall comply with the Bylaws of the Association. Member Clubs shall comply with, be bound by and duly enforce within their own jurisdiction, all rules and decisions of the Board or any committee duly appointed thereby or of the Association provided the same are not contrary to the law or the Bylaws of the Association.
- b) Member Clubs shall pay annual dues as prescribed by the Board; and such dues shall be paid to the Association or to whom the Association may direct.
- c) If a Member Club pays annual dues to the Association, it shall be deemed to be consenting to membership in the Association under section 7 hereof.
- d) The annual dues payable by each Member Club shall be in the amount or amounts as determined and collected in such manner as may be decided by the by the Board of Directors. Despite anything in this Bylaw, any Member Club in arrears of payment of its annual dues to the Association for any fiscal year of the Association shall not be considered in good standing with the Association. Upon payment of all arrears, such Member Club shall be reinstated to membership if it so requests.
- e) Any Member Club of the Association shall act in all matters pertaining to the affairs of the Association through or by its representatives duly appointed for the purpose, and failing such appointment shall act through or by its President.

## 11. MEETINGS OF MEMBER CLUBS

a) **Annual Fall General Meeting**

The Annual Fall General Meeting of the Association shall be held at such place in Nova Scotia on such date and at such time as the Board shall designate for the purpose of:

- i) Receiving the report of the Board and the balance sheet and statement of income and expenditure for the Association for the preceding financial year;
- ii) Receiving the report of the auditors and appointing auditors for the Association for the ensuing year; and electing members to the Board of Directors; and
- iii) Transacting such other business as may properly be brought before the meeting.

b) **Notice of Annual Fall General Meeting**

Notice of the Annual Fall General Meeting, giving full particulars of the date, time and place thereof shall be delivered, mailed or sent by facsimile or electronic mail by the Secretary/Treasurer to the President and Ladies' Division President (if applicable) of each Member Club at least twenty-one (21) days prior to the date of the Annual Fall General Meeting. Such notice shall include:

- i) Notices of Motions;
- ii) Nominations Committee Report;
- iii) Audited financial statements of the Association for the most recently completed fiscal year.

c) **Semi-annual Spring General Meeting**

The Semi-annual Spring General Meeting of the Association shall be held at such place in Nova Scotia on such date and at such time as the Board shall designate for the purpose of:

- i) Receiving the reports of the Board;
- ii) Receiving a list of vacant Board Positions for the following year;
- iii) Receiving Tournament information; and
- iv) Transacting such other business as may properly be brought before the meeting.

d) **Notice of Semi-annual Spring General Meeting**

i) Notice of the Semi-annual meeting, giving full particulars of the date, time and place thereof shall be delivered, mailed or sent by facsimile or electronic mail by the Secretary/Treasurer to the President and Ladies' Division President (if applicable) of each Member Club at least twenty-one (21) days prior to the date of the Semi-annual Spring General meeting. Such notice shall include:

- Notices of Motions;
- List of vacant Board Positions for the following year; and
- Tournament information.

e) **Special Membership Meetings**

i) A special meeting of the Association may be called by the President of the Association or at the written request of five (5) Member Clubs.

ii) The notice of any such meeting shall state the purpose of the proposed meeting in sufficient detail so as to allow Member Clubs of the Association to make a reasoned decision. Such notice shall advise whether a special resolution may be considered at the special meeting.

iii) Notices of any such meetings shall be delivered, mailed or sent by facsimile or electronic mail transmission not less than twenty-one (21) days before the date on which the Meeting is to take place.

f) **Votes**

i) At all Meetings of Member Clubs, each Director of the Association and each Member Club shall be entitled to vote.

ii) Each Member Club shall be entitled to send one voting Delegate. Any person entitled to vote at a Meeting may call for a secret ballot.

- g) **Quorum**  
i) A Quorum for an Annual Fall General, Semi-Annual Spring General or Special Membership meeting of the Association shall be not less than fifteen (15) Member Clubs

## 12. NOTICE OF MOTIONS AND NOMINATIONS FROM MEMBER CLUBS

- a) **Notice of Motion**  
i) Any Notice of Motion by a Member Club shall be forwarded to the Secretary/Treasurer no later than thirty-one (31) days prior to the Annual Meeting, Semi-Annual Meeting or a special meeting.  
ii) Such Notices of Motion shall be included in the Notice of Meeting that is to be forwarded to the President and Ladies' Division President (if applicable) of each Member Club as outlined in section 11 hereof.
- b) **Nominations**  
i) Each Member club may make further or additional Board nominations and such nominations shall be in writing, certified by the secretary of the Member Club and shall be accompanied by the written consent of the nominee to act if elected. All such nominees must meet the qualifications of the position as determined by the policies of the NSGA. All such nominations must be mailed or delivered to the Secretary/Treasurer not later than thirty-one (31) days prior to the Annual Fall General Meeting of the Association.  
ii) Such Nominations shall be included in the Notice of Meeting that is to be forwarded to the President and Ladies' Division President (if applicable) of each Member Club as outlined in section 11 hereof.

## 13. BOARD OF DIRECTORS

- a) **Composition**  
i) The affairs of the Association shall be managed by the Board consisting of not more than fourteen (14) members, with a minimum of four (4) of each gender. Of the President and two Vice-Presidents, one must be of the opposite gender.  
ii) The Board shall consist of the following:
  - President
  - Two Vice-Presidents
  - Past President
  - Secretary/Treasurer
  - Course Rating Director
  - Handicap Director
  - Tournament Director
  - Rules Director
  - Junior Development Director
  - Player Development Director
  - Membership Director
  - Historian.iii) The Executive Director shall be an ex-officio member of the Board.  
iv) RCGA "C" Governor shall be appointed by the Board and be an ex-officio member of the Board.  
v) The RCGA - WD Representative shall be appointed by the Board of Directors and shall be an ex-officio member of the Board of Directors in the event the representative is not a member of the Board of Directors.

vi) For further clarity, the Executive Director, the RCGA “C” Governor, and the RCGA–WD Representative are not entitled to a vote on the Board.

b) **Qualification**

A person shall be qualified to be nominated, elected or appointed to the Board if:

- i) The person has attained the age of 19 years and,
- ii) Is a resident of Nova Scotia and,
- iii) Is an Individual Member of a Member Club in good standing with the Association

c) **Term of Office of Directors**

- i) Directors shall be elected for a term of two years.
- ii) The election shall be by a show of hands unless any Member of the Association demands a ballot.

d) **Six Year Limitation**

- i) An Individual Member shall become ineligible for a position on the Board if s/he has served three (3) consecutive terms as a Director save and except an individual who has been elected as a Vice-President, who shall each be entitled to serve an additional two (2) consecutive terms. The Vice-Presidents are entitled, but need not necessarily succeed, to a further two (2) year term in the position of President, followed by another term as Past President;
- ii) Notwithstanding the limitations contained herein, there shall be no restrictions on the number of consecutive terms that can be served by the Secretary/Treasurer or the Historian.

e) **Vacancies**

- i) If any vacancy occurs on the Board, the remaining Directors may appoint a qualified person to fill the vacancy until the next Annual Fall General Meeting.

f) **Removal of Board Members**

- i) Members, at a duly called Meeting, may remove for cause a Board Member before the expiration of that Director’s term. The Board, in a manner consistent with section 13-e, may fill the vacancy for the unexpired term of the Director who has been removed for cause.
- ii) The individual so appointed shall hold office during such time as the Board Member, in whose place the individual was appointed, would have held office if that Member had not been removed.
- iii) No Board Member shall be so removed until he/she has had reasonable opportunity to be heard by the Members upon such notice and by such representation as may be appropriate in the circumstances.

g) **Failure to Attend Two Board Meetings**

- i) If a Director fails to attend two consecutive meetings of the Board without reasonable excuse in the opinion of the Board, such Director shall, at the conclusion of the second meeting, be deemed to have resigned as a Director and shall cease to be a Director of the Association.
- ii) The Board, in a manner consistent with section 13-e, may fill the vacancy for the unexpired term of the Director who is deemed to have resigned.
- iii) The meeting of the Board, immediately following the Annual Fall General Meeting under 13-h-(v) of this Bylaw shall not be considered as a meeting of the Board for the purpose of this part.

h) **Board Meetings**

- i) The Board may hold Meetings at such place or places in Nova Scotia as it may determine.
- ii) Meetings of the Board may be called by the President or a Vice-President or by the Secretary/Treasurer on the direction of the President or a Vice-President.

- iii) A special meeting of the Board shall be called by the President or a Vice-President on the written request of not less than five (5) Directors.
  - iv) Notice of any regular meeting shall be delivered by hand, mail, electronic mail or sent by facsimile of such notice, to each Director not less than twenty-one (21) days before the date on which the meeting is to take place.
  - v) Notice of any special meeting shall be delivered by hand, mail, electronic mail or sent by facsimile of such notice, to each Director not less three (3) days before the date on which the meeting is to take place.
  - vi) Each newly elected Board shall, without notice, immediately following the Annual Fall General Meeting hold its first meeting for the purpose of organization and the appointment of Committees provided for by this Bylaw for the ensuing year.
  - vii) At all meetings of the Board, save as in this Bylaw otherwise provided, eight (8) Directors shall constitute a quorum and every question shall be decided by a majority of votes cast by the Directors present and in the case of an equality of votes cast by the Directors present, the Chairman shall be entitled to vote only in the event of a tie.
- i) **National Representatives**
    - i) An RCGA "C" Governor shall be appointed annually by the Board and shall be eligible to serve for a maximum term of three years and shall be an ex-officio member of the Board of Directors.
    - ii) An RCGA - WD representative shall be appointed annually by the Board and shall be eligible to serve for a maximum term of three years and shall be an ex-officio member of the Board of Directors in the event the representative is not a member of the Board of Directors.
  - j) **Zones**
    - i) The Board may from time to time, by Resolution, add or subtract from the number of existing Zones or alter their boundaries for the purposes of ensuring the interests of Member Clubs are properly represented and that the Association may operate effectively throughout its jurisdiction.
  - k) **Zone Representatives**
    - i) The Board shall appoint Zone Representatives;
    - ii) The appointment shall be for a two year term and may be eligible for re-appointment;
    - iii) Zone Representatives shall attend the Spring and Fall Board Meeting as Observers.
  - l) **Management of Affairs**
    - i) The Board shall have general management and control of the affairs of the Association;
    - ii) The Board may, subject to the provisions of the Act, the Memorandum of Association and the Bylaws, make such rules, policies and regulations for the due carrying on of the objectives of the Association, and subject as aforesaid, may alter or amend such rules, policies and regulations.
    - iii) The Board shall appoint an Executive Director upon such terms and conditions the Board may determine.
    - iv) Subject to the authority of the Board and supervision of the President, the Executive Director shall have general management of the affairs and business of the Association and power to appoint and remove any and all employees and agents of the Association not elected or appointed by the Board and subject to Board approval, to settle the terms of their employment and remuneration; and the Executive Director shall have such other duties as the Board may prescribe. The Executive Director shall conform to all orders given by the Board, and shall at all times give to the Directors or any of them all information they may require regarding the affairs of the Association.

m) **Honorary President**

i) The Board may appoint an Honorary President for such term as it may decide. The Honorary President may be, but need not be, a member of the Association or a member of the Board of Directors and, if not such a member, by virtue of this appointment shall not become a Director of the Association or acquire a vote at any meeting of the membership or Board.

n) **Books and Records**

i) The Secretary/Treasurer shall have responsibility for the preparation and custody of all books and records of the Association, including the minutes of members' meetings, the minutes of directors' meetings, the register of members, and filing the annual requirements with the office of the Registrar.

ii) The Secretary/Treasurer shall have responsibility for the custody of all financial books and records of the Association.

iii) The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Association with one week's notice. All other books and records of the Association may be inspected by any member at any reasonable time within two days prior to a Spring or Fall General Meeting at the registered office of the Association.

#### 14. COMMITTEES

a) Except as otherwise provided for in this Bylaw, the Board shall, at its first meeting following the Annual General Meeting of Member Clubs, appoint from among its Directors, or otherwise, such committees and the Chair of each committee, as may be necessary for the proper conduct of the Association with such mandate, powers and responsibilities as are established or approved by ordinary resolution of the Board.

b) Unless otherwise determined by the Board or provided for in the Bylaws, each committee shall have power to fix its quorum, which shall be not less than a majority of the members of the committee, and to regulate its procedure.

c) No committee or committee Chairman shall bind the Association in respect of any contract or other obligation unless the Board has approved such contract or any other obligation.

d) No committee or committee Chairman shall expend monies of the Association or commit the Association to the expenditure of any monies unless such expenditure has been previously approved by the Board or unless such expenditure has been specifically included in a budget prepared by the committee and such budget has been approved by the Board.

e) Any contract to be executed in connection with the work of any committee shall be executed in accordance with the provisions of section 22 of this Bylaw.

f) All committees shall be responsible to and be under the direction of the Board.

g) No person may be a chairman of a Standing Committee unless such person is a member of the Board of Directors.

h) Where all members of any committee have consented thereto, any member of the committee may participate in any meeting of the committee by means of teleconference or any other communications equipment by means of which all persons participating can hear each other, and a member of the committee participating in any meeting pursuant of this section shall be deemed present in person at the meeting. Any consent given hereunder shall be effective whether given before or after the meeting to which it relates.

- i) A resolution in writing signed by all the members of the Committee entitled to vote on that resolution is valid as if it had been passed at a meeting of the Committee.
- j) The Board may remove any person from any committee of the Association and may by resolution appoint another qualified person to replace the person who was removed. The person so appointed shall be a member of the committee for the remainder of the term of the person who was removed.
- k) The President shall be an ex-officio member of all committees.

#### 15. MANAGEMENT COMMITTEE

- a) The Management Committee shall consist of the President, two Vice-Presidents, the Secretary/Treasurer and the Past President.
- b) The Executive Director shall be an ex-officio member of the Management Committee.
- c) The President shall be the Chair of the Management Committee and shall cast a vote only if there is an equality of votes.
- d) Each member of the Management Committee shall serve at the pleasure of the Board and in any event, only so long as a member shall be a Director. Any Management Committee member may be removed by a majority vote of the Board.
- e) The Board may fill vacancies in the Management Committee by appointment among the Board. If and whenever a vacancy shall exist in the Management Committee, the remaining members may exercise all the powers of the Management Committee so long as a quorum remains in office.
- f) During the intervals between the meetings of the Board, the Management Committee shall possess and may exercise (subject to any regulations which the Board may impose) all powers of the Board in the management and control of the affairs of the Association (save and except only such acts as must be performed by the Board itself) in such manner as the Management Committee shall deem best for the interests of the Association in all cases in which specific directions shall not have been given by the Board.
- g) Subject to any regulations imposed by the Board, or this Bylaw, the Management Committee shall have power to fix its own rules of procedure.
- h) Three members of the Management Committee shall constitute a quorum at any meeting of the Management Committee.
- i) Meetings of the Management Committee, of which there shall be at least four each year, may be held at any place in Nova Scotia provided that at least fifteen (15) days notice of such meeting shall be in writing or by e-mail to each member of the Management Committee. Any member of the Management Committee may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken at such meeting.
- j) Within twenty-one (21) days after each meeting of the Management Committee, the President shall cause the minutes of the meeting to be sent to each Director.
- k) At each meeting of the Board, the President shall submit a written report of all decisions and actions made or taken by the Management Committee since the last meeting of the Board that require approval of the Board, and such report shall be included in the minutes of the meeting of the Board.
- l) Minutes shall be kept of all meetings of the Management Committee and shall be recorded in a Management Committee minute book. Any Director may inspect such minute book at any reasonable time.

## 16. NOMINATING COMMITTEE

- a) There shall be a Nominating Committee of five (5) persons made up of the current President, immediate Past President, one other member of the Board and two (2) of the most recent Past Presidents willing and able to serve.
- b) If any vacancy occurs in the Nominating Committee, a Past President available to serve shall fill such vacancy.
- c) The Immediate Past President shall be the Chair of the Nominating Committee. If the immediate Past President is unable to Chair the Nominating Committee, the most senior Past President currently serving on the Committee shall be the Chair.
- d) The Chair of the Nominating Committee shall cause the Member Clubs to be notified by mail twenty-one (21) days prior to the Semi-Annual Spring General Meeting of the positions becoming vacant on the Board for the following year.
- e) Each Member Club may nominate individuals for Board positions, provided that it gives notice of the nomination to the Secretary/Treasurer of the NSGA no later than thirty-one (31) days prior to the Annual Fall General Meeting. All such nominations must be approved by the Member Club of the nominee and accompanied by the written consent of the nominee to act if elected; the nominee must meet the qualifications of the position as determined by the policies of the NSGA.
- f) The Chair of the Nominating Committee shall, thirty-one (31) days prior to the Annual Fall General Meeting, transmit to the Secretary/Treasurer a Nominating Committee report containing the names of its nominees for membership on the Board for the following year and shall include in the report the nominations received from the Member Clubs.
- g) Notwithstanding the foregoing, if, after nomination but before the election has been held, any nominee for membership on the Board should become unable to act due to death or should withdraw due to illness or other cause, a substitute nomination may be delivered to the Secretary/Treasurer of the Association not later than the day preceding the Annual Fall General Meeting of Members at which the election is to be held. Such substitute nomination may be made by the Nominating Committee or by a Member Club as hereinbefore provided, and shall be subject to the foregoing provisions for regular nomination insofar as they may be applied thereto.

## 17. FINANCE COMMITTEE

- a) The Board may elect annually from among its members a committee to be known as the Finance Committee to be composed of the Secretary/Treasurer and two (2) or more members of the Association. A majority of the members of the Finance Committee shall constitute a quorum.
- b) The Secretary/Treasurer shall be the Chair of the Finance Committee and hold a minimum of two meetings per year.
- c) Any member of the Finance Committee may be removed or replaced at any time by the Board and shall at any time cease to be a member of the Finance Committee on ceasing to be a Member in good standing of the Association. Subject to the above, each member of the Finance Committee shall hold office as such until the next Annual Fall General Meeting.
- d) The Finance Committee shall review all financial statements, annual and interim, intended for circulation among Members and shall report on them to the Board.
- e) In addition, the Board may refer to the Finance Committee such matters and questions relating to the financial position of the Association and trust funds held by the Association as the Board may from time to time see fit.

- f) The members of the Finance Committee shall have the right, for the purpose of performing their duties, to inspect all the books and records of the Association; to discuss those accounts and records and any matters relating to the financial position of the Association with the Management Committee, the Executive Director and Auditors of the Association. Any member of the Finance Committee may require the auditor to attend any or every meeting of the Finance Committee.
- g) The Chair of the Finance Committee shall determine the times of and the places where meetings of the Finance Committee will be held and the calling of and procedure at those meetings.
- h) The Association shall bond each of the authorized cheque signing persons and any other person selected by the Board in an amount to be set annually by the Board, commensurate with the monies involved with their duties.

## 18. OTHER COMMITTEES

- a) The Board shall have the following Committees, the Chair of which will be the existing Director sitting on the Board:
  - i) Course Rating Committee, which shall have an Assistant Director. This Committee shall have the duty of establishing and maintaining a provincial system of course rating, rating Member Clubs as per the provincial rota, and training Course Raters;
  - ii) Handicap Committee, which shall have an Assistant Director, shall have the duty of establishing and maintaining provincial compliance with RCGA Handicapping rules and regulations;
  - iii) Rules Committee, which shall have an Assistant Director, shall be responsible for the interpretation of the Rules of Golf and Amateur Status, settling any controversies during all tournaments held by the Association and the training of Level III Rules officials;
  - iv) Tournament Committee, which shall have an Assistant Men's Competitions and an Assistant Women's Competitions, shall have the duty and responsibility to make arrangements to supervise and conduct all championships undertaken by the Association, subject to the direction of the Board as to matter of policy;
  - v) Junior Development Committee, which shall have an Assistant Boys' Competitions and an Assistant Girls' Competitions, (both being gender specific) shall encompass Junior high performance programs and development programs for Juniors at both the elite and recreational levels;
  - vi) Player Development Committee mandate shall include initiatives that will enhance participation and enjoyment of the game at all levels with equal emphasis for men and women;
  - vii) Membership Committee mandate shall include recommendations to the Board for the development and delivery of programs and services, including new membership categories, to meet the needs of our current and prospective members.
  - viii) Other Committees shall be mandated by the Board and shall be composed of the number of persons as the Board may determine, and shall have duties and responsibility as determined by the Board.
- b) Subject to approval by the Board, it shall be the responsibility of each Director to appoint their Committee from among the Association's members.

## **19. REMUNERATION FOR BOARD OF DIRECTORS OR COMMITTEE MEMBERS**

- a) No Director (except the Executive Director or any other person who is in the employ of the Association), member of any committee provided for under this Bylaw, shall be entitled to receive or be paid any remuneration for any services rendered in the capacity as such Director or a member of any such committee. Subject to the approval of the Board, a Director or a member of any committee may, however, be reimbursed such travelling or other expenses as he may incur in the performance of any duty, service or function on behalf of the Association.

## **20. BORROWING**

- a) The Board may borrow money upon the credit of the Association, and limit or decrease the amount to be borrowed.
- b) The Board may issue debentures or other securities of the Association, pledge or sell such debentures or other securities for such amounts and at such prices as may be deemed expedient,
- c) The Board may mortgage, hypothecate, charge or pledge all or any of the real or personal property, undertaking and rights of the Association to secure any such debentures, or other securities or any money borrowed or any other liability of the Association.

## **21. INVESTMENT OF MONIES**

- a) The Board may invest any monies of the Association not required for the immediate expenditure in those securities in which trustees by the laws of Nova Scotia are empowered to invest trust monies.

## **22. BANKING ARRANGEMENTS**

- a) The banking business of the Association, or any part thereof, shall be transacted with such chartered bank, trust company or other firm or corporation carrying on banking business as the Board may designate, appoint or authorize by resolution, and such banking business, or any part thereof shall be transacted on the Association's behalf by such one or more Directors and/or other persons as the Board may designate, direct or authorize by resolution and to the extent therein provided, including, but not without limiting the generality of the foregoing, the operation of the Association's accounts, the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques and promissory notes, drafts, acceptances, bills of exchange and orders of payment of money, the giving of receipts for and orders relating to any such banking business and defining the rights and powers of the parties thereto, and the authorizing of any officer of such banker to do any such act or thing on the Association's behalf to facilitate such banking business;

## **23. CONTRACTS**

- a) Deeds, transfers, agreements, contracts, obligations and other instruments may be signed on behalf of the Association by two individuals, one of whom holds the Office of President, Vice-President or Secretary/Treasurer, and the other of whom holds one of the said offices or is the Executive Director. Any signing officer may affix the corporate seal to any instrument or document that requires the same.
- b) In addition, the Board may from time to time by resolution direct the manner in which and the individuals by whom, any particular instrument, contract or obligation or any class of instruments, contracts or obligations may or shall be executed.

## **24. AUDITORS**

- a) The Members of the Association at each Annual Fall General Meeting shall appoint an auditor for the ensuing year. The Board shall fix the remuneration of the auditor.

- b) It shall be the duty of such Auditors to audit the accounts of the Association and to make such examination as will enable the Auditors to report to the Members.
- c) A balance sheet and summary of affairs of the Association for each financial year shall be prepared by the Association and submitted to the Board as soon after the close of each financial year as possible and such balance sheet and summary shall be laid before the Members of the Association at their Annual Fall General Meeting. The auditor shall make a report on the financial statement to be laid before the Directors and Member Clubs of the Association at their Annual Fall General meeting as required by the Act.

#### **25. FISCAL YEAR**

- a) Unless otherwise ordered by the Board, the financial year of the Association shall end on the 31<sup>st</sup> day of December in each year.

#### **26. CONFLICT OF INTEREST**

- a) A Director shall cease to be on the Board if that Director holds office or place of profit in the Association
- b) No Director, however, shall vacate such office by reason of that Director being a shareholder, owner or member of any firm or corporation that has entered into, or proposes to enter into any contract or provide any service to the Association, or has an indirect pecuniary interest in any person, firm or corporation that has, or proposes to enter into any contract with or to do any work for the Association. That Director shall declare such interest and shall not participate in discussion or vote on such matter except that the Director may provide technical information, if so requested.

#### **27. LIMITATION OF LIABILITY AND INDEMNIFICATION**

- a) No Director of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or employee of the Association; for joining in any receipts or other acts of conformity; for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association; for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested; for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Association shall be deposited; for any loss occasioned by any error of judgment or oversight on the part of such Director; or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties or office or in resolution thereto; unless the same shall happen through the dishonesty of such Director.
- b) Every Director of the Association or any other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors, administrators and estate and effects respectively shall, at all times, be indemnified and saved harmless out of the funds of the Association from and against, all costs, charges and expenses whatever which such Directors or any other persons sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of duties of their office or in respect of any such liability and all other costs, charges and expenses that they sustain or incur, in or about or in relation to the affairs thereof, except such costs, charges or expenses that are occasioned their own wilful neglect or default.
- c) The enactment of this Bylaw by the Members of the Association at a Meeting of Member Clubs of the Association shall constitute the consent of the Association for the indemnity referred to in part 27-a hereof.

**28. MAILING NOTICE**

- a) Whenever under the provisions of these Bylaws any notice is required to be given by mailing, such notice shall be sufficiently given if deposited in post office or public letter box in postage paid wrapper addressed to the addressee at the addressee's address as the same appears upon the books of the Association. Notice may also be given by telephone transmission of a facsimile or electronic mail via the Internet of the notice to the foregoing address in which case the receipt of such notice shall be deemed to be the next business day following successful transmission.
- b) A notice so served by post in a postage paid wrapper shall be deemed served on the date when it is deposited in a post office or public letterbox as aforesaid.
- c) For the purpose of service of any notice, the address of any Director, Member Club President and Ladies' Division President (if applicable) shall be the last address of that Director, Member Club President and Ladies' Division President as recorded in the books of the Association.
- d) Any Director, Member Club President and Ladies' Division President (if applicable) may at any time waive notice required under these Bylaws.
- e) For the purpose of service of any notice on an Individual Member, service on their Member Club President and Ladies' Division President (if applicable) shall be sufficient service on them.
- f) Unless otherwise specified in these bylaws, any notice to be given shall be no less than 5 (five) days.

**29. BY-LAWS**

These Bylaws may be amended by special resolution at a Spring General Meeting, a Fall General Meeting or a Special Membership Meeting called in accordance with section 11.

**30. DISSOLUTION OF THE ASSOCIATION**

- a) Upon the winding up or dissolution of the Association, the assets which remain after the payment of all costs, charges and expenses which are properly incurred in the winding up, shall be distributed to a registered charity or registered charities as defined in the Income Tax Act (Canada), as may be determined by the Member Clubs of the Association at the time of winding up or dissolution. This provision shall be unalterable.

**31. PARLIAMENTARY AUTHORITY**

- a) The parliamentary authority of the Association shall be Robert's Rules of Order.

**32. COMING INTO FORCE**

This Bylaw shall come into force when it has been sanctioned and confirmed by the members of the Association at a Meeting of Members called for that purpose and the bylaw has been approved by the Registrar of Joint Stock Companies.

**ENACTED** this 3<sup>rd</sup> day of May, 2009

**WITNESS** the Corporate Seal of the Association.

\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
SECRETARY