



CONSTITUTION AND BY-LAWS

of

***GOLF NEWFOUNDLAND LABRADOR***

**No. 07**

Revised November 17<sup>th</sup>, 2017

# GOLF NEWFOUNDLAND LABRADOR

## CONSTITUTION

### ARTICLE I NAME

I.I The organization shall be called “Golf Newfoundland Labrador ”, (GNL).

### ARTICLE II OBJECTIVES

II.I Objectives

1. To uphold the rules of the game
2. To safeguard the interests of all levels of amateur golf
3. To promote and maintain the Golf Canada system of handicapping and course rating.
4. To maintain, regulate, and conduct championships and team trials
5. To make, maintain, and publish such regulations as may be considered necessary
6. To advance and promote the game of golf as a competitive and recreational sport in this Province
7. To develop and foster junior golf.
8. To promote and market the golf product to resident and non-resident golfers
9. To maintain and create golf promotions within the internal marketplace
10. To create and maintain various promotional materials including annual Golf Guide
11. To create and maintain partnerships with existing similiar marketing organizations
12. To use the funds of the Association in the best interest of developing and promoting golf

### Article III NOTICE

III.I Other than as specifically provided in this Constitution and By-Laws, all notices to be given pursuant to this Constitution and By-Laws must be in writing and may be given by electronic means (which shall include email), personal delivery, facsimile transmission, and by mail; and shall be deemed to have been received:

- a. if delivered, at the time of delivery;
- b. if given electronically, at the time of sending the message;
- c. if given by facsimile, at the time of the transmission; and
- d. if given by mail on the fifth day after the mailing of the letter.

III.II No public notice or advertisement of meetings shall be required but notice of the place, the date, and the hour, and in case of special business the general nature of such business of every meeting shall be mailed, e-mailed or faxed or delivered to the membership.

**Article IV**  
**AMENDMENTS TO CONSTITUTION**

- IV.I No addition or amendment to the Constitution of the Association shall be made except at an Annual General Meeting and then, only if at least two-thirds of the votes cast at such a meeting are in favour of such addition or amendment.
- IV.II Notice of any addition or amendment shall be in writing and shall be in the hands of the President forty-five (45) days prior to the Annual Meeting
- IV.III Copies of every notice of motion shall be forwarded by the President to the Board of Directors and each Member Club and/or Member Course thirty (30) days prior to the Annual General Meeting.

**Article V**  
**DISSOLUTION OF THE ASSOCIATION**

- V.I Upon winding up or dissolution of the Association, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to a registered charity and/or non-profit organization in Newfoundland and Labrador, as defined in the *Income Tax Act (Canada)*, with like and similar activities and purposes as the dissolved corporation, as may be determined by the members of the Association at the time of winding up or dissolution. This provision shall be unalterable.

**Golf Newfoundland Labrador  
B Y – L A W S**

**BY- LAW 1  
DEFINITIONS**

1.1 INTERPRETATION

In these by-laws of GNL, unless the context otherwise requires, words importing the singular number or gender shall include the plural number or the female gender and masculine gender, as the case may be and vice versa, and references to persons shall include firms and corporations.

1.2 Definitions

In this Constitution and By-Laws unless the context otherwise specifies or requires:

1. "Act" shall mean *The Corporations Act* (2004)
2. "Annual Meeting" shall mean the Annual General Meeting of GNL required to be held yearly in accordance with the provisions of the By-Laws;"
3. "Association" shall mean the Golf Newfoundland Labrador (GNL);
4. "Board of Directors" shall mean the Directors of the Association duly elected or appointed in accordance with the By-Laws;
5. "By-Laws" shall mean the by-laws of the Association;
6. "Chair" shall mean the chairperson of a meeting of the Association or of the Directors or of committees;
7. "Competitor" shall mean a player in a Tournament;
8. "Delegate" shall mean a member selected in accordance with the provisions of the By-Laws to represent its Member Club, Member Course at General Meetings;
9. "Director" shall mean a person duly elected or appointed as a Director of the Association in accordance with the By-Laws;
10. "Executive Committee" shall mean the Executive described in By-Law 5, section 5.1.1
11. "General Meeting" shall mean any meeting of the membership of the Association;
12. "GNL" means Golf Newfoundland Labrador

13. "In good standing" shall mean meeting all requirements and fees for membership as set down by the Association;
14. "Member" means a Member Club and Member Course as described in By-Law 4
15. "Member Club, or Member Course " shall have the meaning given in By-Law 4, Section 4.1
16. "Membership Card" shall mean the card issued on an annual basis by the Association to an individual who is a member of a Member Club or Member Course;
17. "Officer" shall mean an Officer of the Association as described in By-Law 5
18. "President" shall mean the person elected to the office of President of the Association;
19. "RCGA" shall mean the Royal Canadian Golf Association;
20. "GC" shall mean Golf Canada
21. "Special General Meeting" shall mean a General Meeting other than the Annual General Meeting as outlined in By-Law 10
22. "Tournament" shall mean a golf tournament sanctioned by the Association;
23. "Voting Member" shall mean Members of the Board of Directors, as well as a representative of a Member Club and Member Course who is entitled to appoint delegates, who are not less than 19 years of age, in order to vote at a General Meeting of the Association

**BY-LAW 2**  
**HEAD OFFICE**

- 2.1 The Head Office of the Association shall be located at such place in the Province of Newfoundland and Labrador .

**ARTICLE 3**  
**SEAL**

- 3.1 The seal of the Association shall be in such form as prescribed by the Board of Directors but shall include on its face "Golf Newfoundland Labrador".
- 3.2 The Board of Directors shall provide for the safe custody of the seal of the Association and such seal shall never be used except by a resolution of the Board of Directors or of a committee of the Board of Directors empowered in that behalf and in the presence of two (2) Directors who have the authority to and who shall sign every instrument to which such seal is affixed.

**By-Law 4**  
**MEMBERSHIP**

- 4.1 Membership with GNL shall be defined as set forth below there are three (3) classes of membership in the Association:
- 4.1.1 Member Club: A golf course, wherever situated in Newfoundland and Labrador (NL) which has requested and has been accepted as a member of the Association and which maintains on a regular and continuing basis an amateur membership.
  - 4.1.2 Member Course: A golf course, wherever situated in NL, which has requested and has been accepted as a member of the Association.
  - 4.1.3 Public Player: An individual situated in NL who has purchased a membership card for Golf Newfoundland Labrador under the national Public Player Program. This individual will be entitled to all individual member benefits with no voting privileges.
  - 4.1.4 Member Responsibilities: A Member Course or Member Club shall be responsible to:
    - 4.1.4.1 Receiving, replying to and disseminating Golf Canada and GNL correspondence,
    - 4.1.4.2 Remitting Golf Canada and GNL fees,
    - 4.1.4.3 Applying Golf Canada golf standards,
    - 4.1.4.4 Designating the GNL voting delegates.
    - 4.1.4.5 Annually submit a list of Board of Directors and contact information to GNL
    - 4.1.4.6 Provide a detailed membership list with contact information for each member
- 4.2 Membership eligibility will be defined as outlined in the attached Membership Policy adopted by the Association in May 2010 and maybe amended by the Board of Directors as required.

**By-Law 5**  
**GOVERNING BODY**

- 5.1 Board of Directors will consist of the following:
- 5.1.1 Executive Officers
    - President
    - Vice-President
    - Secretary
    - Treasurer
    - Past President (one year term)

5.1.2 Provincial Sport Committee (PSC)  
Rules Director  
Course Rating & Handicap Director  
Junior Development Director  
Competitions Director

5.1.3 Provincial Marketing Committee (PMC)  
Marketing Director  
Membership Services Director

## 5.2 Terms of Office

5.2.1 The members of the Board of Directors as outlined in 5.1.1, 5.1.2, and 5.1.3 shall serve a two (2) year term.

5.2.2 The Past President shall serve a one (1) year term

5.2.3 Members of the Board of Directors with the exception of the Past President, shall be eligible to serve an additional two (2) year term.

## 5.3 Elections

All members of the Board of Directors with the exception of the Past President and ex-officio members shall be elected at the Annual General Meeting.

The election of Officers shall take place in the following manner:

5.3.1 A Nominating Committee, of the Association shall be appointed by the Board not less than Forty-five (45) days prior to the date of the Annual General Meeting each year. The Nominating Committee will accept nominations and propose nominations to the Association for election at the Annual General Meeting.

5.3.2 Any two (2) members of the Association present at the Annual General Meeting may nominate any other member for a position on the Board of Directors

5.3.3 Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order and each voting member in good standing and present shall be entitled to cast one (1) vote.

5.3.4 If two (2) or more candidates obtain an equal number of votes, another ballot shall be taken in respect of such candidates. If two (2) or more candidates again obtain an equal number of votes, the Board shall select, by lot, from such candidates, the candidate or candidates who is or are to be elected.

5.3.5 When a position becomes vacant during a term of office, this vacancy shall be filled by a member in good standing with the Association; this appointment will be made by the Board of Directors and is to remain in effect until the next Annual General Meeting.

5.3.6 It is preferred but not required that the Provincial Marketing Committee (PMC) be comprised of representatives from the owners, managers, administrators and/or golf professionals from the member clubs or member courses.

5.4 Qualifications for the Board of Directors of GNL

All members of the Board of Directors must be members in good standing with the Association.

**By-Law 6**  
**DUTIES OF THE BOARD OF DIRECTORS**

6.1 Duties and responsibilities of the Board Members shall be set out in the Duties and Responsibilities Manual attached to these By-Laws. The Duties and Responsibilities Manual can be amended by the Board of Directors as might be required from time to time.

**By-Law 7**  
**BOARD OF DIRECTORS MEETINGS**

7.1 At least six (6) Board of Directors, meetings shall be held during the year and additional meetings may be held as deemed advisable and necessary by the President.

7.2 Fifty percent of the existing Board of Directors present at a meeting shall constitute a quorum.

7.3 Majority vote, orally or by ballot, is necessary for transaction of business.

7.4 Roberts Rules of Order (Newly Revised Edition) shall govern the Association in all cases in which they are applicable and in which they are consistent with the By-Laws of the Association or any other Special Rules of the Association may adopt from time to time.

7.5 The Directors may meet together at such places and at such times as they think fit for the dispatch of business and adjourn and otherwise regulate their meetings and proceedings as they see fit. At any meeting of the Board of Directors, the President, and in his or her absence the Vice-President, and in the absence of the Vice-Presidents, a person nominated by a vote of the Directors, shall take the chair. At any meeting of the Board of Directors, each director shall have one vote, and all questions arising at any meeting of the Board of Directors shall be determined by a majority of votes, and in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.

7.6 The President may at any time and/or the Secretary / Treasurer, upon the request of the President or at least two (2) Directors, shall convene a meeting of the Board of Directors.

7.7 The Chairperson may from time to time appoint from the Board or the members of the Association, or both, such committees as ratified by the Board of Directors that may be deemed necessary or expedient. The Board of Directors may delegate to such committees such powers and duties of the Board of Directors as the Board may determine. Such committees shall periodically report to the Board of Directors and shall conduct their business in accordance with the directions of the Board of Directors.



- 7.8 All acts done by any meeting of the Board of Directors, or by any committee appointed pursuant to Article 7.7 of these By-Laws shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any of such directors, or any person appointed to a committee that they or any of them were ineligible, be as valid as if every such person had been duly appointed and was qualified to be a Director or a member of such committee, as be the case
- 7.9 A resolution in writing, signed by all the Directors personally, shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly called and constituted.

**By-Law 8**  
**FINANCE**

- 8.1 The signing officers of the Association shall include the President, Vice- President, Secretary, Treasurer and Executive Director. At least two signatures shall be required on all negotiable instruments and bank withdrawals.
- 8.2 The Association's bank accounts shall be kept in such chartered bank or banks trust Corporation or trust companies or other firm or corporation carrying on a banking business as the Directors may by resolution from time to time determine. Cheques on bank accounts, drafts drawn or accepted by the association, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officer or officers, person or persons as the Directors may by resolution from time to time name for that purpose, or they may be endorsed for such deposit by means of a stamp bearing the association's name.
- 8.3 The Board of Directors may from time to time at its discretion raise, borrow or secure the payment of any sum or sums of money for the purposes of the Association and may raise or secure the repayment of such monies in such manner and upon such terms and conditions in all respects as it thinks fit, and in particular by giving mortgages upon or by the issue of debentures, bonds or other securities of any kind charged upon all or any part of the undertaking, properties and rights of the Corporation, both present and future, or by making, accepting, endorsing or executing any promissory notes, bills of exchange or by hypothecation.
- 8.4 The Fiscal Year of the Association shall be from the first (1<sup>st</sup>) day of October to the thirtieth (30<sup>th</sup>) of September of each year.
- 8.5 The auditors shall be appointed by the voting delegates for the ensuing year at each Annual General meeting. The books and accounts shall be audited annually, and a report containing a balance sheet shall be prepared and presented at the next annual meeting.

**By-Law 9**  
**FEES**

- 9.1 Every Member Club and/or Member Course shall pay, by a specified date, a bi-annual fee based on the amended fee structure decided upon at the Annual General Meeting of the Association and including the annual dues as set by Golf Canada.

- 9.2 Annual Fees will include dues to support the development of the sport of golf, marketing of the provincial golf product and Golf Canada membership fees.

**By-Law 10**  
**SPECIAL GENERAL MEETING**

- 10.1 A special General Meeting may be called at such time and place as may be determined by the President or by the Board of Directors, and must be called at the request of one-third of the Member Clubs and Member Courses.
- 10.2 No business shall be transacted at a special General Meeting other than that which is specified in the notice calling the meeting.
- 10.3 Notice of Special General Meeting will be sent at least fifteen (15) days prior to the date of meeting.
- 10.4 The members present constitute a quorum. A majority vote is necessary for transaction of business. Voting may be done orally or by ballot.

**By-Law 11**  
**ANNUAL GENERAL MEETING**

- 11.1 The Annual General Meeting shall take place in November at such a time and place as may be determined by the Board of Directors. This meeting is held for the reception of reports and the election of the Board of Directors in accordance with the Constitution and By-Laws of the Association.
- 11.2 The voting delegates present shall constitute a quorum.
- 11.3 The designated delegate representing a Member Club or Member Course in good standing may speak on any proposal upon recognition by the Chair.
- 11.4 Each Member Club and Member Course may designate two delegates, one of which should be female, to the Annual General Meeting.
- 11.5 For purposes of this section, voting shall be confined to the Board of Directors, (excepting the Chair) , Member Club and Member Course designated voting delegate. Unless otherwise stated in this Constitution and By-Laws, majority vote will carry; and voting may be done either orally or by ballot.

**By-Law 12**  
**ORDER OF BUSINESS FOR THE ANNUAL GENERAL MEETING**

- 12.1 The following order of business shall be observed at the Annual General Meeting:
- a. Notice Calling the Meeting
  - b. Roll Call of Delegates and Designated Voting Delegate
  - c. Acceptance of Agenda
  - d. Acceptance of Minutes of Previous Annual General Meeting

- e. Business arising from the Minutes
- f. Correspondence
- g. President's Report
- h. Vice-President's Report
- I. Secretary/Treasurer's Report
- j. Reports from Provincial Standing Committees
- k. Reports from Member Clubs and Member Courses
- l. New Business
- m. Revisions to Constitution (if necessary)
- n. Appointment of Auditor
- o. Election of Members to the Board of Directors
- p. Presentation of Incoming Board of Directors
- q. Adjournment

- 12.2 The Agenda and Notice of Annual General Meeting shall be forwarded by the President to all members of the Board of Directors and to each Member Club and Member Course thirty (30) days prior to date of meeting.
- 12.3 Notices of Motion at all meetings of the Association shall be in writing and shall be read from the Chair (with the exception of motions for recess, adjournment, or destroying of ballots).
- 12.4 All motions shall be passed by a simple majority vote unless otherwise specified.
- 12.5 Roberts Rules of Order will prevail on any matter not covered by these By-Laws.

### **Article 13 RESPONSIBILITIES OF GNL MEMBERS**

- 13.1 The Member Clubs and Member Courses shall be responsible for the following:
  - 13.1.1 The promotion of the game of golf within the Club in accordance with the Provincial Constitution and By-Law and in accordance with the RCGA Rules of Golf.
  - 13.1.2 Presenting at the Annual General Meeting a report of Member Club and/or Member Course activities, including the names, addresses and telephone numbers of those members elected as Club Officers for the ensuing year.
  - 13.1.3 The organization, administration and management of Club Tournaments, as well as the hosting of events as required by the Association.
  - 13.1.4 Collect and remit to GNL any and all membership fees and dues
  - 13.1.5 Report on an annual basis the detailed membership numbers including juniors and adults including gender.
  - 13.1.6 Membership in the Association is non transferable.
  - 13.1.7 Adhere to any responsibilities as set forth in the RCGA By-Laws.

## **Article 14**

### **WITHDRAWAL, SUSPENSION OR EXPULSION FROM THE ASSOCIATION**

- 14.1 Any member refusing or neglecting strict and honorable compliance with the By-Laws of the Association or with any ruling or decision of the Association shall be liable to suspension or expulsion from membership in the Association if so determined by resolution of the Executive Officers;
- 14.2 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 Board of Directors for the purpose of answering to the complaint made against it. The Board of Directors shall furnish the member with a written statement of such complaint with full particulars thereof not later than fifteen (15) days before the date on which the member's representative is to attend before the Board of Directors for the purpose of answering to the complaint.
- 14.3 An appeal may be made by the member at the next meeting of the Board, duly called for that purpose. The member shall give notice of such appeal in writing to the Board within fourteen days (14) after the date on which the Board of Directors has communicated its decision in writing to the Member. Until the appeal has been disposed of, the member shall not be deprived of any of its rights or privileges in the Association.
- 14.4 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 by any member of any outstanding annual dues or other liabilities owing by it to the Association at the time of the proposed withdrawal.

## **By-Law 15**

### **REMOVAL OF OFFICERS AND DIRECTORS**

- 15.1 The Board of Directors may, for just cause, remove an Officer or Director before the expiration of that person's term of office, and may appoint another qualified person instead.
- 15.2 No member of the Board of Directors shall be eligible to continue in office if he or she:
  - 15.2.1 for any reason whatsoever fails to maintain his or her status as a member in good standing of the Association
  - 15.2.2 resigns his position, by notice in writing to the Association his or her office of Directorate, or
  - 15.2.3 is removed by a majority vote of the members of the Association at a general meeting duly called and constituted.
  - 15.2.4 Aany elected Officer of Director who shall have been absent from three (3) consecutive regular meetings of the Board of Directors without just cause as determined by the Board of Directors shall automatically vacate the seat on the Board

and the vacancy shall be filled as provided by these Bylaws; however, the Board shall consider each absence of an elected Officer or Director as separate circumstance and may expressly waive such absence by a two-thirds (2/3) vote of the members present at that meeting.

- 15.3 The person so appointed shall hold office during such time as the Officer or Director in whose place the person was appointed, would have held office if that Officer or Director had not been removed and shall be entrusted with the duties and responsibilities of that position.
- 15.4 No Officer or Director shall be so removed until that person has had a reasonable opportunity to be heard by the Board of Directors upon such notice and by such representation as may be appropriate in the circumstances.

#### **By-Law 16 CONFLICT OF INTEREST**

- 16.1 A member of the Board of Directors shall cease to be eligible for the Board if that person accepts or holds any office or position in the Association for the purposes of remuneration or profit.
- 16.2 A member of the Board of Directors who is a party to, or is a director or officer of or has a material interest in any person or corporation who is a party to, a material contract or proposed material contract with the Association shall, in a timely manner, disclose in writing to the Association or request to have entered in the Minutes of the Board, the nature and extent of that person's interest. Any such contract or proposed contract shall be referred to the Board of Directors for approval, even if such contract or proposed contract is one that in the ordinary course of the Association's business would not require approval by the Board of Directors.
- 16.3 Subject to disclosure in accordance with the above, no member of the Board of Directors shall be disqualified by reason of that person's office from contracting with the Association either as a Vendor, Purchaser or otherwise, nor shall any contract or arrangement entered into by or on behalf of the Association in which any member of the Board of Directors shall be in any way interested, be avoided; nor shall any member of the Board of Directors so contracted or being interested, be liable to account to the Association for any profit realized from any such contract or arrangement by reason of such member of the Board of Directors holding that office or the fiduciary relationship thereby created.
- 16.4 When a member of the Board of Directors has such material interest, that Board member shall not vote in respect of such contract work and if that Board member votes such vote shall not be counted.

#### **By-Law 17 MINUTES AND RECORDS**

- 17.1 A copy of all minutes and records of all Board and Committee meetings shall be filed with and kept at the Association's head office.

17.2 The Board of Directors:

- 17.2.1 shall cause minutes to be duly entered in a minute book or books provided for the purpose:
- 17.2.2 of all appointments of officers made by the Board of Directors;
- 17.2.3 of the names of the Directors present at each meeting
- 17.2.4 of all orders made by the Directors, and
- 17.2.5 of all resolutions and proceedings of General Meetings of the members of the Association and of meetings of the Board of Directors, and
- 17.2.6 may cause to be duly entered into a minute book or books provided for the purpose of all orders made by and of all resolutions and proceedings of meetings of any committee appointed pursuant to Article 7.7 of these By-Laws, and any such minutes as aforesaid, if signed by the chairperson of such meeting or by the chairperson of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

**By-Law 18  
INDEMNITY**

- 18.1 Directors and Officers of the Association acting bonafide and in good faith shall be indemnified out of the assets of the Association from any and all actions, debts, causes of action or claims advanced against them in connection with actions taken on behalf of the Association in the capacity of director and officer.

**By-Law 19  
REMUNERATION OF OFFICERS AND DIRECTORS**

- 19.1 There shall be no remuneration paid to the Officers or Directors of the Association,

**By-Law 20  
SERVICE TO MEMBERS**

- 20.1 The Association shall at all times strive and endeavor to do all things within its power to uphold and further the aims and objectiveness of the Association, and of its individual members.

**BY-LAW 21  
AMENDMENTS TO BY-LAWS**

- 21.1 No addition or amendment to the By-Laws of the Association shall be made except at an Annual General Meeting and then, by a simple majority of the votes cast at such a meeting are in favour of such addition or amendment.

- 21.2 Notice of any addition or amendment shall be in writing and shall be in the hands of the President thirty (30) days prior to the Annual Meeting
- 21.3 Copies of every notice of motion shall be forwarded by the President to the Board of Directors and each Member Club and Member Course fifteen (15) days prior to the Annual General Meeting.

**By-Law 22**  
**EFFECTIVE DATE**

- 22.1 These By-Laws shall come into force and take effect, subject to confirmation by the Association in accordance with these by-laws and the Act, upon enactment by the Directors of the Association.