



## **CGSA Constitution and Bylaws**

**March 2006**



# CGSA Constitution and Bylaws

(Latest Revisions: Vancouver, British Columbia March 7, 2006)

## Article I

### Name, Head Office, Objects and Purposes and Corporate Seal

1. The name of this Corporation is CANADIAN GOLF SUPERINTENDENTS ASSOCIATION - ASSOCIATION CANADIENNE DES SURINTENDANTS DE GOLF.
2. Corporate Seal- The seal of the Corporation shall be in the form prescribed by the Board of Directors of the Corporation and shall include the words "Canadian Golf Superintendents Association - Association Canadienne des Surintendants de Golf".
3. Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Mississauga in the Province of Ontario.
4. Purposes and Objects - The purposes of the Corporation shall be:
  - (a) To encourage and promote research and the interchange of scientific and practical knowledge relating to the care of golf courses and the science of the care of golf courses thus bringing about more efficient golf course operations, better turf, and prestige for the Corporation and its individual members.
  - (b) To recognize and promote the value of learning and teaching and to sponsor, whenever possible, conferences, meetings and exhibitions for the benefit of the members of the Corporation and the turfgrass industry.
  - (c) To promote the position of the golf superintendent, and to achieve more recognition for the superintendent as an authority on golf course maintenance and the culture of fine turf and to promote the science of turf maintenance.
  - (d) To help members obtain employment and to extend assistance to needy and deserving members.
  - (e) To co-operate with other associations and Corporations and organizations whose interests run parallel or complement those of this Corporation.
  - (f) To promote fraternity, benevolence, justice and mutual understanding to and for the members of this Corporation.
  - (g) To establish and support or aid in the establishment and support of funds or trusts calculated to benefit the members of the Corporation or their dependents.
  - (h) To adopt such means for making known the objects and purposes of the Corporation as may seem expedient by the holding of exhibitions or other like means, by the granting of awards and distinctions.
  - (i) To invest monies of the Corporation not immediately required for the purposes of the Corporation in such investments as trustees may by law invest trust funds.

- (j) To publish or distribute or sell or sponsor publications relating to the Corporation or to its purposes.
- (k) To do all such other things as are incidental or conducive to the attainment of the above objects.
- (l) To promote environmentally sound and responsible policies and practices which will help preserve, protect, and enhance the natural environment in which the golf course is maintained.

## **Article II**

### **1. Membership**

Membership in the Corporation is open to persons who meet the qualifications and whose applications for admission as members receive the approval of the Board of Directors. Each applicant for membership in the Corporation shall provide to the Corporation satisfactory evidence of qualifications for membership. The Board of Directors shall be the sole judge of the applicant's qualification for membership. The term "regular member" shall refer to Life, Superintendent or Golf Course Management members as defined in Section 2 of Article II. The term "charter member" shall refer to those members who were members as of March 1967.

### **2. Membership Classes**

#### Life Members

To qualify for Life Membership, a member shall be a Superintendent member for at least 25 years and must be retired from active service.

The term "retired from active service" is interpreted as being retired and not being employed at a golf course or related position in turf management. For the purpose of these by-laws, employment means more than 24 hours of work per week.

If a Class AA member is employed at a golf or related facility for more than 24 hours per week, the board will have the right to reevaluate their membership status.

Notwithstanding the above, this classification may be given to any member at the discretion of the Board of Directors. A Life member shall have all the rights and privileges of the association except that of holding office. A Life member shall be excused from payment of the annual dues and assessments. The granting of this membership classification requires the approval of the Board of Directors.

#### Superintendent Members

The criterion for Superintendent Membership includes current employment in the position of superintendent with full and complete responsibility for the day to day maintenance and operation of the golf course. Superintendent members practicing in Canada must hold a valid pesticide license. Golf facilities comprised of 36 holes or more may employ more than one Superintendent member. Superintendent members shall have all of the privileges of the Association that are provided to members.

### Golf Course Management

To qualify for Golf Course Management membership an applicant shall have at least 5 years as a golf course superintendent, having been in full and complete control of the day to day maintenance and operation of a golf course and who has moved on to assume another senior management position at that same organization or another club.

Golf Course Management members shall have all the privileges of the association that are provided to members, except that of holding office.

### Golf Course Maintenance

To qualify for Golf Course Maintenance membership, an applicant shall have completed, at least one (1) year as a staff member on a golf course. Golf Course Maintenance members shall have all of the privileges of the Association that are provided to members, except that of voting and holding office.

### Golf Equipment Technicians

To qualify for a Golf Equipment Technician membership an applicant shall have at least one (1) year as a golf equipment technician on a golf course. Golf Equipment Technician members shall have all the privileges of the Association that are provided to members, except that of voting and holding office.

### Assistant Superintendents

To qualify as an Assistant Superintendent member an applicant shall have at least one (1) year's experience as an Assistant Golf Superintendent. Assistant Superintendent members practicing in Canada must hold a valid pesticide license. Assistant Superintendent members shall have all the privileges of the association except that of voting and holding office.

### Associate Members

To qualify for membership in this Class, an applicant must be one who is sufficiently interested in the profession of turf growing and management to work for the benefit of the Association. Associate Members shall not be entitled to vote or hold office.

The number of Associate Members shall at no time exceed fifteen percent (15%) of the total membership of the Association.

### Industry Affiliate

To qualify for an Industry Affiliate membership, an applicant must be doing business in the turfgrass industry.

An Industry Affiliate member shall not be entitled to vote or hold office.

The number of Industry Affiliate members shall at no time exceed 15% of the total membership of the Association.

### Inactive Members

An Inactive Member is a member who, as a result of unemployment, illness, or adverse financial condition, is unable to pay dues and who is approved by the Management Committee, upon proper

application, to receive such status. Inactive Members may not vote or hold office. An Inactive Member is excused from the payment of annual dues and assessments. Inactive Member status must be renewed every year.

#### Honourary Members

To qualify for membership in this Class the proposed member must be recommended to the Board of Directors by the Chair of the Member Services Committee and accepted by the Board of Directors. Honourary members shall be named in recognition of outstanding service to the turfgrass industry. They are not entitled to vote or hold office in the Association. Each Honourary membership shall expire automatically one year from the date of admission as a member, and may only be renewed on the written recommendation of the Chair of the Member Services Committee and with the approval of the Board of Directors.

#### Retired Members

To qualify for Retired membership a member shall be a CGSA member for at least 5 years prior to their retirement from active service. The term "retired from active service" is interpreted as a member not being employed at a golf course or a related position in turf management. For the purpose of these by-laws, employment means more than 24 hours of work per week. Upon a Retired member becoming re-employed at a golf or related facility for more than 24 hours per week, the Board will have the right to re-evaluate their membership status. A Retired member shall be excused from the payment of the annual dues and assessments. A Retired member shall have all the rights and privileges of the Association that are provided to members, except that of holding office and voting.

#### Student Members

To qualify for membership as a student the applicant must be enrolled as a full-time student in a turfgrass program or another program approved by the Board of Directors. Student members shall have all the privileges of the Association except that of holding office and voting.

#### Educators

To qualify for membership as an Educator, an applicant must be a person who is involved as a full-time educator at a recognized college or university golf course management program or equivalent. Educator members will have all of the privileges of the association that are provided to members, except that of voting and holding office. The number of Educator members shall at no time exceed 15% of the total membership of the association.

### **3. Application for Membership**

Any person who desires to become a member of the Association shall file an application in a form as provided by the Association. Applications must be completed in full and signed by the applicant. The completed application must be accompanied by remittance of one year's dues. In any case, where an applicant is refused membership in the Association, the amount remitted with the application shall be returned.

### **4. Approval or Rejection of Applicant**

Decisions on membership applications shall be determined by the Executive Director subject to review by the appropriate regional director and ratification by the Board of Directors. In the event an application is rejected or is not ratified by the Board of Directors, a hearing for reconsideration, if requested, shall be granted by the Board of Directors. Any hearing for reconsideration shall be

held at the next regular meeting of the Board of Directors or at a special meeting called by the Board of Directors for such purpose. Any applicant requesting a hearing for reconsideration shall be notified in advance of the time and place set for such hearing.

Statements in writing and testimony may be presented at such hearings.

### **Article III**

## **Dues and Supplemental Assessments and Suspension for Non-Payment**

### **1. Annual Dues**

The membership fees shall be due and paid annually. The annual fees shall be an amount as determined at the annual general meeting of the Association by a majority of the voting members present at the meeting, either in person or by proxy. The membership year shall be the fiscal year of the Association.

### **2. Assessments**

Where it is necessary, in the opinion of the majority of the voting members present either in person or by proxy at the annual meeting, for the payment of any existing deficit or potential deficit, a special assessment may be levied on all members except Life and Inactive members, in addition to annual dues. These monies are to be used for the payment and discharge of any *bona fide* indebtedness, loss incurred, or for the payment of any judgment or decree rendered against the Association. A special assessment can be for any amount that is not greater than the annual dues in any year. In the absence of a meeting, the vote of the members entitled to vote on the question of levying a special assessment may be taken by mailed, faxed or e-mailed ballots, as approved by the secretary.

### **3. Non-Payment of Annual Fees and Assessments**

The Association shall send a notice to all members annually for their membership and any assessments. The notice will be sent to each member at the last address known to the Association. Any member whose membership is not paid in full by the last day of the fiscal year of the Association, or whose assessment is not paid within ninety (90) days after the levying of same, shall cease to be a member of the Association, and can only be reinstated on giving a satisfactory reason for their default to the Board of Directors. This provision shall not apply to a member who has previously applied for and been granted membership as an Inactive Member.

Application for reinstatement must be accompanied by remittance of such dues and assessments as are due and payable at the time of application. No member of the Association whose membership or assessments are in arrears is eligible to participate in any of the advantages or privileges of the Association, nor shall they be entitled to vote on any question voted on by the members of the Association, nor shall they be entitled to compete for any prize offered by the Association.

### **4. Annual Meeting Admittance**

Admittance to any annual or special meeting of the Association shall be limited to only those Life, Superintendent and Golf Course Management members who are in good standing. Others may be admitted by invitation which may be revoked by the Secretary any time prior to or during such meeting.

## **5. Membership Certificates**

A Membership Certificate shall be issued to each member of the Association as soon as practicable after an application has been ratified by the Board of Directors. The Certificate shall be in the form prescribed by the Board of Directors.

## **6. Membership Classification To Be Kept Current**

Members are required to keep both their membership classification current with their employment and their qualifications up to date. The member shall file a renewal statement with the Association prior to the commencement of each membership year, in a form specified by the Board of Directors, setting out the member's qualifications for membership in the Association.

A member who ceases to meet the qualifications for membership for at least one class of member as set out in Article II shall immediately cease to be a member of the Association.

If a member changes employment, the Association must be notified as soon as is practical, and the member will be re-classified according to the current employment. The member must then surrender the membership card and certificate previously provided and a new membership card and certificate will be issued to correspond with the member's current qualifications.

## **Article IV**

### **Conduct of Members, Loss of and Reinstatement to Membership**

1. No member shall at any time use their affiliation with or membership in the Association for the purpose of promoting schemes, ideas, or objects for the purposes of private or collective gain.
  - (a) If a Superintendent or Golf Course Management member terminates their employment and therefore ceases to qualify to be a member in either of those classes, then such member shall be entitled to retain their Superintendent or Golf Course Management membership, as the case may be, for a period of one year from the date they cease their employment, provided they continue to observe and be bound by these bylaws or unless the Directors otherwise determine that their membership should be terminated.
2. All members of the Association shall comply with the code of professional conduct (code of ethics) as established and amended from time to time by resolution by the Board of Directors.
3. A member may be disciplined for failing to comply with the code of professional conduct (code of ethics). Any discipline of a member shall be in accordance with the discipline process which will set out the procedure for investigating complaints, hearing allegations and making appeals to the Board of Directors. The Discipline process shall also set out the occasions when the disciplinary measures of a warning, a reprimand, a suspension, probation, terms, conditions, and limitations or an expulsion can be imposed. The discipline process shall be established and may be amended by the Board of Directors by resolution.
4. Any member may at any time resign membership in the Association by giving written notice to the President and upon the payment of any fees or other charges owing to the Association at the time of such notice. The Association retains the right to discipline a person who has resigned or been suspended.

**Article V  
Proxies**

1. Every member entitled to vote at a meeting of the members of the Association may vote either in person or by proxy. The appointment of a proxy must be in writing. Proxies may only be held by Life, Superintendent and Golf Course Management members. A proxy may attend a meeting in the same manner, to the same extent, and with the same power as if the member were present at the meeting (subject only to those clauses, if any, contained to the contrary in the charter of the Association or the by-laws of the Association). The appointment of a proxy must be signed by the member appointing the proxy and is valid for a period of up to one (1) year from the date it is signed. Subject to the governing statutes, an instrument appointing a proxy may be in the following form, or in any other form which complies with the Association bylaws and is in such form as the Directors may from time to time prescribe or in such other form as the Chairman of the meeting may accept as sufficient.

Proxy

The undersigned Class. .... member of the Canadian Golf Superintendents Association hereby nominates, constitutes and appoints.....or failing that person,..... as proxy of the undersigned to attend and act at the meeting of the members of the Association to be held on the                    day of                    , 20    , and any adjournment or adjournments thereof, and to vote and otherwise act thereat for and on behalf of and in the name of the undersigned in respect of all matters that may come before the meeting in the same manner as the undersigned could do if personally present thereat, the undersigned hereby ratifying and confirming and agreeing to ratify and confirm all that such proxy may lawfully do by virtue hereof.

DATED this.....day of....., 20.....

.....  
Signature of Member

The appointment of a proxy shall be received by the Secretary of the meeting prior to the commencement of the meeting or at such earlier time and in such manner as the Board may prescribe in accordance with the governing statutes, provided that the Directors may from time to time make regulations regarding the lodging of instruments appointing a proxy at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such instruments to be cabled or telegraphed or sent in writing before the meeting, or adjourned meeting, to the Association or any agent of the Association appointed for the purpose of receiving such particulars and providing that instruments appointing a proxy so lodged may be voted upon as though the instruments themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations. The right to vote by any proxy shall be limited to any proposition or motion or proposal submitted to a vote at a meeting of the membership of the Association. Proxies shall be prepared by the Association in a form approved by the Board of Directors and such proxies, along with the notice of the date and place of the annual membership meeting, will be forwarded by the Association to each member who is in good standing as of the date the proxies are mailed. Such proxies shall be mailed by the Association at least thirty (30) days prior to the annual meeting or any other meeting of the membership of the Association. A proxy may be exercised only by the person or persons named in such proxy.

## **Article VI**

### **Officers and Board of Directors**

1. The property and business of the Corporation shall be managed by a ten person Board of Directors, seven of which shall constitute a quorum. Only Superintendent members in good standing are eligible to be elected as a Director of the Corporation. The Board of Directors may, on literature of the Corporation or Association be designated as a Board of Governors. The Board of Directors is required to provide an annual report and an audited financial statement for the past year at each annual meeting. A copy of such report and an audited financial statement shall be available to all members attending the said annual meeting.
2. All Directors shall be eligible for reelection at the annual meeting of members at which their term of office expires.
3. The office of Director shall be automatically vacated upon one of the following events:
  - (a) If a Director resigns the office by delivering a written resignation to the Secretary of the Corporation.
  - (b) If the Director is found by a court to be of unsound mind.
  - (c) If the Director becomes bankrupt or suspends payment or compromises with creditors.
  - (d) If at a special general meeting of members a resolution is passed by three quarters (3/4) of the members present at the meeting that the Director be removed from office.
  - (e) On the death of the Director.
  - (f) On the Director ceasing to be a Superintendent member of the Association for any reason whatsoever.
  - (g) If, as a regional Director pursuant to paragraph 4(d), the Director ceases to be resident in that region.

In the event of a vacancy on the Board of Directors of the Association, the remaining Directors may, by resolution, fill the vacancy or vacancies with a person or persons in good standing as a member and entitled to hold office as a Director. Notwithstanding the above, any appointment made by the President to fill any such vacancy or vacancies shall be valid provided such appointment(s) are approved by a majority of the Board of Directors at its next meeting, subject to the provision that any vacancy created by a retiring Regional Director must be filled by a member that resides in that region.

Appointments made under the provisions of this section shall be for the duration of the unexpired term of the vacated office.

4. The following Officers and Directors shall be elected or appointed according to the following provisions:
  - (a) The President is to be elected annually for a one year term. The President must be a person who is currently a member of the Board of Directors of the Association.
  - (b) Seven Directors shall be elected for two year terms on a regional basis as follows:
    - (i) One Director to be employed in and to represent members in Alberta.

- (ii) One Director to be employed in and to represent members in Atlantic Canada.
- (iii) One Director to be employed in and to represent members in British Columbia.
- (iv) One Director to be employed in and to represent members in Manitoba.
- (v) One Director to be employed in and to represent members in Ontario.
- (vi) One Director to be employed in and to represent members in Quebec.
- (vii) One Director to be employed in and to represent members in Saskatchewan.

The terms of the seven Directors will be staggered so that four terms will expire on each even year and three terms will expire on the odd years. The terms that will expire on the even years will include Manitoba, Ontario, Quebec, and Atlantic. The terms of the British Columbia, Alberta, and Saskatchewan Directors will expire on the odd years.

In any given year the term of any Board member or for the entire Board of Directors may be altered as a result of the timing of the Annual General Meeting

- (c) The Vice President of the Association is to be elected for a one year term and must be a person who is currently a Director of the Association.
- (d) The Secretary Treasurer of the Association for a one year term whose appointment as Secretary - Treasurer shall be from among elected regional directors.
- (e) In the event that more than four (4) Directors are to be elected in any one year, the Nominating Committee shall nominate three (3) such Directors who shall serve if elected for a term of two (2) years, and the remainder of the Directors elected in the year shall serve for a term of one (1) year.

Provided further, however, that if no Directors are nominated from any particular region, then another Director from some other region may be nominated and elected as a Director to represent that said region notwithstanding that the Director elected is not from the region that is being representing.

The President will assume the position of Immediate Past President for a one year term, at the conclusion of their term as President.

The term of office of any officer or Director will continue until the successor is elected or appointed.

5. Directors shall not receive any remuneration for their services to the Association. Members of the Board of Directors may be compensated for any expenses incurred for their attendance at each regular or special meeting of the Board. Nothing contained in these bylaws limits a Director from serving the Corporation as an Officer or in any other capacity and receiving compensation.
6. The Board of Directors may exercise all the powers of the Corporation except those required by the Canada Corporations Act or by these By-laws to be exercised by the members at a general meeting.
7. The Board of Directors shall have power to authorize expenditures on behalf of the Corporation and may delegate, by resolution, to an Officer or Officers of the Corporation, the right to employ and

pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in accordance with such terms and conditions as the Board of Directors may prescribe.

8. The Board of Directors shall take the necessary steps to enable the Association to receive donations and benefits for the purpose of furthering the objects of the Association.
9. The Officers of the Corporation shall be a President, a Vice-President, a Secretary Treasurer, and such other Officers as the Board of Directors may by bylaw determine.
10. The Board of Directors may appoint agents and engage employees as it deems necessary and these persons shall have the authority and shall perform the duties as prescribed by the Board of Directors.
11. The remuneration of all officers, agents and employees shall be fixed by the Board of Directors.
12. The President is the Chair of the Board of Directors and a designated signing officer of the Association.

The President shall preside at all meetings of the Association and of the Board of Directors and is an ex-officio member of all committees.

13. The Vice-President shall in the absence or disability of the President perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed by the Board of Directors. In the event that the office of President becomes vacant because of the President's death, resignation, total disability, or removal, the Vice President shall perform all duties of the President until the next annual election or until the new President is elected, whichever is first to occur.

The Vice-President is a designated signing officer of the Association.

14. The position of Secretary-Treasurer to the Board of Directors will be appointed annually at the Board of Directors meeting following the Annual General Meeting. The appointment will be made by the President in consultation with the Management Committee. The person appointed must be a member of the Board of Directors. The appointment is for a one year period ending with the appointment of the person's successor. Notwithstanding any other provisions in the bylaw, nothing prevents a person from being appointed for a second or subsequent term.

The Secretary-Treasurer is a signing officer of the Corporation and is responsible for the duties and responsibilities assigned to that position by the Board of Directors.

### **Indemnification**

- 1 Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;
  - (a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in

respect of any such liability;

- (b) all other costs, charges and expenses which they sustain or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

## **Article VII Committees**

### **1. Nominating Committee**

#### Structure and Procedures

The Board of Directors shall annually appoint a Nominating Committee which shall be composed of five (5) voting members of the Association. This Committee must be appointed at least 90 days prior to the AGM and the list of the persons appointed to the Committee is to be sent to each of the members at least ninety (90) days before the AGM. Not less than sixty (60) days prior to the AGM the Committee must prepare a list of persons who have agreed to be nominated for the position of President, Director or Officer to be filled at the next AGM. A copy of this list of nominees, certified by the Secretary shall be mailed to the general membership for information at least thirty (30) days before the date of the AGM.

The Chair of the Nominating Committee shall send to each Life, Superintendent and Golf Course Management member of the Association, at least ninety (90) days before the AGM, a nomination form.

Each nomination must be attested by at least two (2) members and have the consent of the candidate to serve if elected. Nominations must be in the hands of the Nominating Committee at least sixty (60) days before the AGM. The nominating committee is responsible for preparation of the list of candidates for the various offices to be voted on by the membership at the AGM. The Nominating Committee's list must include all candidates' names that have been attested by ten or more members.

### **2. Election Committee**

All nominations that comply with the requirements of the CGSA, its by-laws and the provisions of the Canada Corporations Act will be included on the election ballot.

#### **General**

- 3. Nothing in these by-laws limits or prohibits the appointment of any other committee or committees by the Board of Directors for the advancement of the Corporation, in accordance with the provisions of the by-laws of the Corporation.
- 4. No committee shall have authority to bind this Corporation for the payment of money or the performance of any contract or the carrying out of any obligation or duty, the authority to do so hereby being specifically reserved to the Board of Directors or the duly authorized and elected Officers of the Corporation.

## **Article VIII**

### **Meetings**

- 1 A regular meeting of the voting members of the Corporation shall be held once a year. This meeting shall be held on the date, and at the location, time and place as the Board of Directors may designate. At such meeting the members shall receive a report of the Directors and a report from the Nominating Committee which sets out the vacancies in the offices of the Corporation as they exist at the date of such annual meeting, including but not limited to those vacancies which have arisen because of the expiry of the term of the previous Directors or Officers.
- 2 The Chair of the meeting may vary the order of business as published in the annual meeting notice with the consent of the meeting, or may waive any order of business with the consent of the meeting. Any error in the order prescribed shall not invalidate any resolution passed or any proceeding or proceedings taken at any meeting.
- 3 The Board of Directors shall meet at least twice a year, with one of the Directors' meetings to take place during the same week as the week of the annual meeting of the members. Other meetings of the Board of Directors shall be held from time to time at such place, at such time, and on such day as the President or any six (6) Directors may determine. Notice of every meeting shall be given to each Director at least thirty (30) days in advance of the meeting date. The notice may be mailed, or sent by any means of wire or wireless communication or delivered personally, provided always that no notice of a meeting shall be necessary if all of the Directors are present or if those absent have waived notice or signified their consent to such meeting being held. Notice of any meeting or of any irregularity in any meeting or the notice thereof as it applies to a Director may be waived by the Director. The Board may appoint a specific day or days for the regular semiannual meetings to be held by the Board at a place and hour to be named.
- 4 At all meetings of the Board or of the members, every question shall be decided by a majority of the votes cast on the question.
- 5 Special meetings of the membership shall be called by the President upon request of a majority of the Board of Directors and shall also be called at the request of twenty five percent (25%) of the voting members in good standing. Thirty (30) days advance notice of the time and place of any annual or special meeting shall be given to members. Any notice of a special meeting shall also include the purpose for which such meeting is called.
- 6 Notwithstanding any other provisions contained in these by-laws, the only persons who shall be entitled to vote at any meeting of the members or on any question which is to be determined by the members shall be a voting member as defined by the by-laws. Wherever this bylaw therefore refers to questions to be decided by the members of the Association, such members shall be deemed to be limited to those members who have the right to vote.

## **Article IX**

### **Quorum**

- 1 At any meeting of members, a quorum (unless a greater number of members are required by The Canada Corporations Act or by the Corporation's Charter or by any bylaw of the Corporation) shall consist of at least two and one-half percent (2.5%) of voting members of the Corporation present in person or represented by proxy.

## **Article X**

### **Notices of Meetings**

- 1 No public notice or advertisement of any meeting of members is required. A notice, in writing, stating the day, hour and place of each such meeting and the general nature of the business to be transacted (including but not limited to the specific subject matter of any special meeting called) shall be served either personally or by sending such notice to each member entitled to notice of such meetings by regular mail, fax or electronic transmission at least thirty (30) days (exclusive of the day of mailing or delivery and of the day for which the notice is given) before the date of every meeting directed to such address of such member as appears on the books of the Corporation.
- 2 Any notice, communication or other document to be given by the Corporation or by the Secretary of the Corporation to a member, Director, Officer, or auditor of the Corporation under any provisions of the Corporation's Charter, or the By-laws of the Corporation, or The Canada Corporations Act, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the last address of that person as recorded on the books of the Corporation, or mailed by prepaid ordinary mail addressed to the last address as recorded on the books of the Corporation or if sent by any means of wire or wireless or any other form of transmitted or recorded communication. The Association may change the address on the books of the Corporation of any member in accordance with any information believed to be reliable. A notice, communication or document so delivered personally or at the address aforesaid, and a notice, communication, or document so mailed shall be deemed to have been given when deposited in a post office or public letter box, and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.
- 3 In computing the date when notice must be given under any provision of the Charter or bylaws requiring a specified number of days notice of any meeting or other event, the date of giving notice and the date of the meeting or other event shall be excluded.
- 4 The accidental omission to give notice of a meeting to a member or the non receipt of any notice by a member, or, any error in any notice, not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice.
- 5 Any member (or their duly appointed proxy), may, in writing, waive any notice required to be given under any provisions of the Charter of the Corporation or bylaws of the Corporation or The Canada Corporations Act, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default or defect in the giving of such notice.

## **Article XI**

### **Amendment of Bylaw**

- 1 The bylaws of the Corporation may be repealed or amended by bylaw enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said bylaw.
- 2 No enactment, repeal or amendment of any by-law or part thereof shall be enforced or acted upon until Ministerial approval has been obtained.

## **Article XII Winding Up**

1. Upon a winding-up or other dissolution, after all debts have been paid or provision for payment has been made, the remaining assets of the Corporation shall be paid, transferred and delivered to the Canadian Turfgrass Research Fund.

## **Miscellaneous**

1. All literature pertaining to the Association will be published or mailed in French and English wherever reasonably practical in the discretion of the Board of Directors.
2. A member may appoint as their proxy any other member to vote at any annual or special general meeting. If any member, in the opinion of the Board of Directors, abuses their right to appoint as a proxy anyone other than another member, such appointing member may be charged with a violation of the code of ethics of the Corporation.
3. At all meetings of members of the Corporation every question shall be determined by a majority of votes unless specifically provided by The Canada Corporations Act or by these by-laws.
4. The financial year of the Corporation shall be July 1st through June 30th.

## **Article XIII Auditors**

1. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation and to hold office until the next annual meeting provided that the Directors may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

## **Article XIV Signature and Certification of Documents**

1. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by an authorized signing officer of the Corporation and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.
2. The Board of Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **Article XV Rules and Regulations**

1. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient.

**Article XVI**  
**Interpretation Clause**

1. In this bylaw, and in all other bylaws, all special resolutions of the Corporation, words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine gender and *vice versa*; words importing persons shall include companies, Corporations, partnerships and any number of aggregate of persons; "Board" shall mean the Board of Directors of the Association, the words "Association", "Corporation" or "Company" are all synonymous with the Association known as the Canadian Golf Superintendents Association Association Canadienne des Surintendants de Golf.

**ENACTED this 7th day of March, 2006.**

**WITNESS the corporate seal of the Corporation.**

**Ian Martinusen**  
**President**

**Terry McNeilly**  
**Secretary**