Calgary Ladies Golf Association
est. 1929

SPECIAL RESOLUTION

We hereby certify that the following special resolution was passed at a meeting of the members of the:

Calgary Ladies Golf Association
(Corporate Access No. 5022436447)

in accordance with Section 1(d) of the Societies Act, on Thursday, May 7, 2026.

The by-laws were changed as follows:

The existing bylaws are repealed.
They are replaced by the attached bylaws.

FILED 106
JUL 15 2026
Registrar of Corporations
Province of Alberta

DATE: May 7, 2026

Signature:
Printed Name: Pamela Scott
Title: President, CLGA

Signature:
Printed Name: Erin Wagner
Title: Treasurer, CLGA

Attachment: CLGA Bylaws 2026

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CLGA BYLAWS

NAME OF SOCIETY:

Calgary Ladies Golf Association, hereinafter referred to as the "CLGA" or "Society."

1. MEMBERSHIP

(a) Membership in the Society: those organized golf clubs ideally within an eighty-kilometer (80km) radius of the city center of Calgary, Alberta, hereinafter referred to as "Member Clubs". Applications for membership from clubs outside of this radius will be considered by the Board on a case-by-case basis. Member Clubs must be members in good standing with the Alberta Golf Association. Member Clubs pay an annual membership fee ("membership fee") to the Society. The annual membership fee is payable by or on behalf of each lady-playing member of the Member Club, including ladies playing on annual membership and excluding any junior members under the age of eighteen (18) years. Membership fees shall be determined by the Board of Directors of the Society and may be subject to change with a quorate vote of the Board, meaning at least two-thirds of the Board members are present in person, by proxy, and/or by electronic means to reach a quorum. The current fees and guidelines will be posted on the CLGA website.

(b) To be eligible to play in any CLGA sanctioned tournament or event, the member must be a paying member in good standing of a Member Club, be eligible to play in their Member Club's club championships and must have a valid Golf Canada handicap factor. The CLGA may also sponsor open tournaments available to any lady and junior girl that has a valid Golf Canada handicap factor and meets with the individual tournament requirements. The regulations and registration form for each tournament and event can be found on the CLGA website.

(c) All Member Clubs belonging to or applying for membership in the Society will be requested to host CLGA tournaments and/or events in rotation.

(d) It is the responsibility of each Member Club to review and update their club contact information annually through the CLGA website.

(e) Membership dues will be billed annually before April 15 and are to be paid in full by May 31 of the current year. If any Member Club has not paid their dues by May 31, they must make a written commitment to the Society to pay the fees once the number of its lady-playing members for that season has been determined. Participation in any annual CLGA events may be considered on a case-by-case basis until the dues are paid. If any member or Member Club is in arrears by April 1 of the current year for fees invoiced for any prior year, a penalty fee will be imposed. Payment of the assessment and penalty fee must be made no later than May 31 of the current year, failing which the Member Club and their membership privileges will be automatically suspended until reinstated by the Society. Reinstatement will not occur in the current year or in any subsequent year until all outstanding fees and any penalties are paid.

(f) Upon a quorate vote by the Board of Directors, any Member Club may be expelled from membership for any cause which the Society may deem reasonable, including non-payment of dues or failure to meet their share of the hosting requests set forth in paragraph (1)(c) above.

(g) Any Member Club wishing to withdraw from membership may do so at any time upon notice in writing to the Board through its Secretary.

2. BOARD OF DIRECTORS

(a) The affairs of the Society shall be managed by a Board of Directors ("Board") consisting of no less than seven (7) members, all of whom must be members in good standing. A mission statement for the Board shall be prepared and kept current by the Secretary. The Board shall, subject to the Bylaws or directions given by quorate vote at any meeting of Member Clubs properly called and constituted, act in the best interests of the Society and have full control and management of the affairs of the Society, including but not limited to financial matters, strategic planning, tournaments and events, and the appointment and removal of Directors, Officers, clubs, committees, agents, coordinators and administrators, as the case may be.

(b) Board meetings shall be conducted in person, by proxy, and/or by electronic means if available.

  (i) <u>Regular Board Meetings</u> shall be held as often as determined by the Board and shall be called by the President with a minimum of three (3) days' written notice which shall be emailed to each Director.

  (ii) <u>Special Board Meetings</u> may be called:

    1. On the instructions of two-thirds of the members of the Board, who provide a written request for the President to call such meeting and stating the business to be brought before the meeting, and the President shall give a minimum of forty-eight (48) hours' notice thereof via email to all Directors; or
    2. At any time by the President giving a minimum of forty-eight (48) hours' notice thereof via email to all Directors; or
    3. Without notice if all the members of the Board are present in person, by proxy, and/or by electronic means, or have waived notice of the meeting.

(c) <u>Quorum</u>: a quorum at any meeting of the Board shall consist of a minimum of two-thirds of the then appointed Directors, present in person, by proxy, and/or by electronic means.

(d) <u>Tie Vote</u>: in the event of a tie vote, the President shall cast the tie-breaking vote.

(e) <u>The Slate of Directors</u> ("slate") for the Society's Board of Directors for the upcoming season shall be posted on the CLGA website and together with any open positions must be circulated in writing and delivered by email to each Member Club of the Society three (3) weeks prior to the Fall Annual General Meeting ("AGM"). The slate, as presented, shall be voted on by a single ballot at the Fall AGM and must be approved by a quorate vote. The following representatives from Member Clubs shall comprise the slate of nominees for the Board of Directors: President, Past-President, Vice-President, Secretary and Treasurer, all of which will be proposed by the current Board, and the individuals proposed as Directors in charge of designated tournaments, activities, committees or programs sanctioned by the Society. The same process may occur prior to the Spring AGM for any open positions or any positions filled by appointment by the President or Board after the previous Fall AGM.

(f) Outside nominations from Member Clubs for Directors will be accepted in writing by the Secretary up to two (2) weeks prior to the Fall AGM. Should any Director position be contested, it will be removed from the slate and a separate vote for the individuals contesting the position shall be held. If no outside nominations are received prior to the AGM, a final request for nominations may occur at the AGM prior to voting. A quorate vote shall determine who is elected.

(g) Temporarily vacant Board positions may be filled by either appointment by the President or a Board appointment until such time as the appointment is ratified by quorate vote of the general membership. Positions may be added to the Board of Directors should a new activity within the Society be added. Any new activity must be approved by a quorate vote of the Board.

(h) Any member elected or appointed a Director becomes a Director if they were present at the meeting when so elected or appointed and did not refuse the election or appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as Director before the appointment or election or within ten days after the appointment or election, or if they acted as a Director pursuant to the appointment or election.

(i) The terms for Directors (and Officers, as applicable) other than Vice President, President and Past President, which is a cumulative three-year term with one (1) year in each position, shall be a minimum of two years, provided that staggered terms shall be implemented whenever possible so that no more than one-half of such Directors are replaced in any year. There is no limit to the number of consecutive terms that Directors can serve, excluding the President, Vice-President, and Past President.

(j) In case of the absence or resignation of a Director prior to her term's normal end date, or if assistance is required in this position, their duties shall be discharged by such other Officer, Director, agent, or administrator as may, from time to time, be appointed by the Board. Notice of said absence or resignation may be given in person or in writing via email to the Board through its President or Secretary.

(k) The Board may, at its discretion or as deemed necessary, appoint a committee or committees to handle such business as may come forth from time to time; provided, however, that the Board shall appoint/assign a minimum of one (1) Board member to each such committee.

(l) The Board reserves the option to approach non-member clubs to implement its schedule of tournaments and events.

(m) Any Director, upon a quorate vote, may be removed from their duties as a Director (and Officer, if applicable), for any cause which the Board may deem reasonable.

3. OFFICERS

(a) The Officers of the Society shall be the President, Vice-President, Secretary and Treasurer.

(b) Any two of the President, Vice-President, Secretary or Treasurer are entitled to sign all documents or other instruments in writing on behalf of the Society. Any two of the President, Vice-President, Secretary or Treasurer, as set up with the appropriate banking authority in any given year, are entitled to sign any cheques on behalf of the Society.

(c) PRESIDENT

The President shall be appointed for a term of one (1) year and shall:

(i) Be ex officio a member of all committees;

(ii) Prepare the agenda for each meeting of the Society and of the Board and deliver same to the Secretary;

(iii) Preside over all meetings of the Society and of the Board; provided, however, that in their absence, the Vice-President shall preside at any such meetings. In the absence of both the President and Vice-President, a chairperson may be elected at such meeting to preside.

(d) VICE PRESIDENT

The Vice-President shall be appointed for a term of one (1) year, shall perform all duties of the President in their absence, and shall assist the President as needed.

(e) SECRETARY

(i) The Secretary shall be appointed for a term of two (2) years and shall:

1. Be under the direction of the President and the Board;
2. Send out notices of all the meetings of the Society and of the Board, as required;
3. Attend meetings of the Society and of the Board and keep accurate minutes of the same;
4. Prepare and distribute minutes, as required, following each meeting;
5. Keep a record of all the Member Clubs of the Society and their addresses.

(ii) The Secretary shall have charge and maintain custody of all the correspondence, books, and records of the Society not already in the custody of the Treasurer.

(iii) The Secretary will be responsible for the Society's Seal, if acquired. The Seal must be authenticated by the signatures of the Secretary and the President, or in the event of death or inability to act, by the Vice-President.

(f) TREASURER

The Treasurer shall be appointed for a term of two (2) years and shall:

(i) Collect and receive all dues and assessments levied by the Society, together with all other monies paid to the Society, and deposit all such proceeds with whatever bank, trust company, credit union, or treasury branch the Board may order;

(ii) Properly account for the funds of the Society and keep such books as may be directed;

(iii) Present a fully detailed account of receipts and disbursements to the Board whenever required;

(iv) Prepare for submission to the Spring AGM a statement, duly audited as hereinafter set forth, of the financial position of the Society as at the previous fiscal year-end, as well as the current fiscal year budget;

(v) Submit a copy of the current fiscal year budget and audited financial statements to the Secretary for the records of the Society;

(vi) Maintain custody of all financial books, accounts, and records of the Society;

(vii) Investigate prudent investment opportunities that align with the Society's objectives, bylaws, and the Societies Act, subject to the approval of the Board.

4. BUDGET, FINANCE AND AUDITING

(a) No individual Officer, Director or Member shall benefit financially from the proceeds of the Society.

(b) The fiscal year end of the Society shall be October 31.

(c) At year end, the Society shall retain a duly qualified accountant, accounting firm, or two representatives of Member Clubs of the Society elected for that purpose at the Fall AGM, to perform an audit of the books, accounts, and records of the Society. Prior to November 30 of each year, the Society shall make a return to the Registrar subject to Section 26(2) of the Societies Act.

(d) Where there is a change in the membership of the officers or directors of the Society or in the name and street address or postal address of an officer or director of a Society, the Society shall, within 30 days from the day that the change occurs, give notice to the Registrar in a form acceptable to the Registrar setting out the change as specified in Section 26(3) of the Societies Act.

(e) A complete and proper statement of the standing of the books for the previous year signed by the auditor(s) and approved by the Board shall be submitted by the Treasurer at the following Spring AGM of the Society.

(f) All books, accounts and records of the Society may be inspected at the Records Address of the Society, as registered from time to time, by any Member Club of the Society upon them giving reasonable notice and arranging a time satisfactory to the Officer(s) having charge of such books, accounts and records. Each Director shall have access at any time to such books and records.

5. MEETINGS OF MEMBER CLUBS

(a) Annual General Meetings: The Society shall hold annual general meetings of Member Clubs on or before May 15 ("Spring AGM") and October 31 ("Fall AGM") in each year, of which notice in writing shall be delivered via the last known email to each Member Club at least twenty-one (21) days prior to the date of the meeting. At the Fall AGM, Directors shall be elected who will hold the positions of President, Past President, Vice-President, Secretary and Treasurer, and all other positions as designated by the Board. At the Spring AGM, Directors may be elected for any open positions or any positions filled by appointment by the President or Board after the previous Fall AGM. The Directors so elected shall form a Board and shall serve until their successors are elected.

(b) General Meetings: General meetings of the Society may be called at any time by the President or Secretary upon the instructions of the President or Board by notice in writing which shall be delivered via the last known email to each Member Club at least fourteen (14) days prior to the date of the meeting. A special meeting shall be called by the President or Secretary upon receipt of a petition signed by any four (4) of the Member Clubs in good standing, setting forth the reasons for calling such meeting, which shall be delivered via the last known email to each Member Club at least fourteen (14) days prior to the meeting.

(c) Quorum: a quorum at any meeting of the Society shall consist of a minimum of two-thirds of the Member Clubs in good standing represented in person or by proxy by at least one representative of a Member Club. Any lady-playing member of a Member Club may attend the Spring AGM and the Fall AGM.

(d) A report shall be given by the Directors/Officers at both the Spring AGM and the Fall AGM. At the discretion of the Board, these reports may be presented in summary form. A full report must be posted on the website of the Society.

6. VOTING

All Member Clubs in good standing shall have the right to vote at AGM's and Special Meetings. Only the Directors have the right to vote at the meetings of the Board. Each Member Club is entitled to one vote exercised by its voting representative, which may be the Board or a designated Director thereof, in person, by show of hands or secret ballot, or by proxy, as is resolved at the commencement of such meeting.

7. REMUNERATION

Unless authorized at any meeting of Member Clubs and after notice for same shall have been given, no Officer, Director, or Member Club of the Society shall receive any remuneration for services.

8. BORROWING POWERS

For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Society, and in no case shall debentures be issued without the sanction of a Special Resolution, as defined by the Act, of all Member Clubs of the Society.

9. CONFLICT OF INTEREST

All Directors, Officers, members, agents, and administrators of this Society shall disclose all real or perceived conflicts of interest that they discover or that have been brought to their attention in connection with this Society's activities.

10. BYLAWS

These Bylaws:

(a) Shall be construed in accordance with and governed by the laws of the Province of Alberta;

(b) Constitute the entire agreement between the members of the Society with respect to the governance of the Society and supersede all prior agreements and understanding, whether written or oral; and

(c) May be rescinded, altered, or added to by a "Special Resolution" as defined by the *Societies Act*, Alberta.