

**ONTARIO VISUALLY IMPAIRED GOLFERS CORPORATION**

*Original: August 5, 2001*  
*Revised: August 22, 2010*  
**Current Version: August 27, 2017**

**BY LAW NO. 1**

**A By-law relating generally to the transaction of the business and affairs of the ONTARIO VISUALLY IMPAIRED GOLFERS CORPORATION, also referred to as the “Association”**

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<b>Article Fifteen</b>	<b>Effective Date</b>

**Be it enacted as a By-law of the Association as follows:**

## ARTICLE ONE

### INTERPRETATION

#### 1.01 Definitions

In this By-law and all other By-laws and special resolutions of the Association, unless the context otherwise requires:

"Act" means the Corporations Act of Ontario, and any Act that may be substituted therefor, as from time to time amended;

"Board" means the Board of Directors of the Association;

"By-laws" means this By-law and all other By-laws of the Association from time to time in force and effect;

"Association" means the corporation incorporated without share capital under the Act by Letters Patent dated the 30th day of November, 1990 and named **ONTARIO VISUALLY IMPAIRED GOLFERS CORPORATION**;

"Letters Patent" means the Letters Patent incorporating the Association, as may be amended and supplemented from time to time by a Supplementary Letters Patent;

"legally blind" means those individuals who are legally blind in accordance with the standards established by the Canadian National Institute for the Blind (CNIB);

"Meeting of members" includes an annual meeting of members and a special meeting of members;

"Committee" shall have the meaning imported to it pursuant to Article 4, Paragraph 4.18.

Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

**ARTICLE TWO**

**OBJECTS OF THE ASSOCIATION**

**2.01 The objects of the Association are set forth in the Letters Patent.**

## **ARTICLE THREE**

### **BUSINESS OF THE ASSOCIATION**

#### **3.01 Head Office**

Until changed in accordance with the Act, the Head Office of the Association shall be in the City of Mississauga in the Regional Municipality of Halton-Peel,

#### **3.02 Corporate seal**

Until changed in accordance with the Act, the corporate seal of the Association shall be in the form impressed hereon.

#### **3.03 Financial Year**

Until otherwise ordered by the Board, the financial year of the Association shall end on the 31st day of October in each year.

#### **3.04 Execution of Instruments;**

Deeds, transfers, assignments, contracts, obligations and other instruments may be signed on behalf of the Association by any two of the President, Treasurer, Secretary, a Vice-President or the Executive Director or as the Board may from time to time direct. In addition, the Board may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of the Association may affix the corporate seal thereto. All cheques drawn against any account of the Association shall bear the signature of any two of the President, Treasurer, Secretary, a Vice President or the Executive Director or as the Board may from time to time direct.

#### **3.05 Banking Arrangements**

The banking business of the Association shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

## **ARTICLE FOUR**

### **DIRECTORS**

#### **4.01 Number of Directors and Quorum**

The affairs of the Association shall be managed by its Board. Until changed by a resolution passed by two-thirds of the votes cast at a meeting of members of the Association duly called for that purpose, the number of Directors shall be six, 2/3 of whom shall be active members, and of whom a majority shall constitute a quorum for the transaction of business. Notwithstanding vacancies, the remaining Directors may act if constituting a quorum of the remaining Directors.

#### **4.02 Qualifications**

No person shall be qualified to be a Director unless he shall be eighteen or more years of age and shall at the time of his election and throughout his term of office be a member of the Association. A person who is not a member of the Association may be a Director if he is otherwise qualified and if he becomes a member of the Association within ten days after his election, subject to the provisions of the Act. No employee of the Association shall be eligible for election to the Board. Two thirds, of the number on the Board, shall be legally blind.

#### **4.03 Election and Term**

(a) The Directors of the Association shall be elected at each annual general meeting of members for a term of two years. Upon the expiry of their term, they shall retire but, if qualified, they will be eligible for re-election. If an election of Directors is not held at that meeting, the Directors will continue in office until their successors are elected. The election shall be by show of hands unless a member of such meeting requests an election by ballot.

(b) One half (or a total of three) of the elected Board shall be elected each year (unless other positions are elected as a result of vacancy of office) In the first year, one half of the Board shall be elected for a one year term, with the other half elected for a two year term. At the end of the first year, one half the Board will be turned over for election. Each subsequent year, one half (3 members) of the Board will be eligible for election at each annual general meeting. Thereby requiring that, at a minimum, one half the Board be newly elected to the Board each year.

#### **4.04 Removal of Directors**

The members may, by a resolution passed by at least two-thirds of the votes cast thereon at a general meeting of members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office and may, by a majority of votes cast thereon at that meeting, elect any person in his stead for the remainder of the term.

#### **4.05 Vacation of Office**

The office of a Director shall be vacated upon the occurrence of any of the following events:



- (a) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act;**
- (b) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs;**
- (c) if he ceased to be qualified as provided in Article 4, para. 4.02;**
- (d) if he shall be removed from office by resolution of the members as provided in Article 4, paragraph 4.04;**
- (e) if by notice in writing to the Association he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or**
- (f) if he absents himself from three consecutive meetings of the Board or a Committee of which he is a member unless in the opinion of the Board such absence is justified or the interests of the Association can best be served by retaining such a Director on the Board, the Board may excuse such absence.**

#### **4.06 Vacancies**

**Vacancies on the Board may be filled for the remainder of the term of office either by the members at a general meeting of members called for that purpose or by the Board if the remaining Directors constitute a quorum.**

#### **4.07 Nomination of members for Election to Board**

**A member may nominate a person to serve on the Board. Such nomination shall be in writing, signed by the nominator and a seconder (who is also a member) and shall be sent (electronically or by mail) to the Board or to the Nominating Committee, if one has been appointed. The person's name shall not be placed on the ballot or the slate of Directors to be voted upon at an annual general meeting unless the nomination is properly executed and written consent of the nominee is actually received by the Association at least thirty (30) days before the date of the annual general meeting.**

**Nominations may be made from the floor of an annual general meeting if there are not sufficient nominations received by the Board or the nominating committee, if one has been appointed.**

#### **4.08 Calling of Meetings of the Board**

**Meetings of the Board will be scheduled as required at a time and place to be determined by the Board or, failing which, by the President. Notice of the time and place of these meetings shall be given to each director not less than 10 days (including Saturdays, Sundays and statutory holidays) before the day when the meeting is to be held which notice shall be sent by ordinary mail or electronic means and shall be deemed to have been given on the date of mailing. No notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.**

#### **4.09 First Meeting of a New Board**

Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board was elected.

#### **4.10 Place of Meeting**

Meetings of the Board shall be held at the head office of the Association or elsewhere in Ontario or, if the Board so determines and any absent Directors consent, at some place outside Ontario.

#### **4.11 Chairman**

The President or, in his absence, the Secretary shall be Chairman of any meeting of the Directors. If no such officer is present, then the Directors shall choose one of their number to be Chairman.

#### **4.12 Votes to Govern**

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question with the Chairman casting a vote. In the case of an equality of votes, the motion shall be considered to be defeated.

#### **4.13 Declaration of Interest in Contracts**

It shall be the duty of every Director of the Association who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Association to declare such interest to the extent, in the manner and at the time, required by the Act.

#### **4.14 No Liability for interest in Contracts**

Provided a Director declares his interest in a contract at the time he becomes interested therein and absents himself from any discussions and votes taken thereon after he has declared such interest, no Director shall be disqualified by his office from contracting with the Association nor shall any contract or arrangement entered into by or on behalf of the Association with any Director or in which any Director is in any way interested be liable to account to the Association or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.

#### **4.15 Remuneration**

The Directors shall serve as such without remuneration but shall be entitled to be paid a reimbursement or allowance for their reasonable travelling and other expenses properly incurred by them and authorized by the Board.

#### **4.16 Powers**

The Board may administer the affairs of the Association in all things and make or cause to be made for the Association in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its Charter or otherwise authorized to exercise and do.



Without in any way derogating from the foregoing, the Board is expressly empowered from time to time to authorize the Association:

(a) to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, land, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable;

(b) to make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer all or any cheques, promissory notes, drafts, acceptances, bills of exchange, orders for the payment of monies, contracts for letters of credit and forward exchange, whether or not an overdraft is thereby created in any account of the Association; also to execute any authority to any officer of a bank or trust company to accept and/or pay all or any drafts, bills, of exchange or promissory notes, on behalf of the Association; also to execute receipts for the orders relating to any property of the Association held by or on behalf of the bank or trust company;

(c) to do any acts and things and execute all documents requisite to give security to a bank upon all or any real or personal, immovable or moveable property of the Association, whether by mortgage, hypothecation, charge, pledge, assignment transfer or otherwise, including, without limiting the generality of the foregoing, security upon accounts receivable, bills, notes and other negotiable instruments, securities (as defined in the Bank Act), warehouse receipts, bills of lading, security under section 82 or under Section 88 of the Bank Act, and mortgage security under the Bank Act, the National Housing Act, or any other Act;

(d) to execute a bank's form of agreement as to the operation and verification of the accounts of the Association; and also to execute any agreement with or authority to the bank relating to the banking business of the Association whether generally or with regard to any particular transaction.

#### **4.17 Executive committee**

The Board may elect from its number an Executive Committee consisting of not less than three and shall be elected each year by the Board from among the Association's members, and which Committee shall have the power to fix its quorum at not less than a majority of its members, and may delegate any powers of the Board, except for the creation of any policy, subject to any restrictions imposed from time to time by the Board.

#### **4.18 Other Committees**

In addition to the Committees created herein, the Board may by resolution create one or more other Committees which may, but need not include, members of the Board. Until otherwise provided, the President shall be a member ex officio of all Committees. Other Committees created by the Board shall be given written terms of reference by the Board. The powers, duties and responsibilities of the Directors and officers of the Association shall not, except in the case of the Executive Committee, be exercised or performed by or delegated to the Committees or any subgroup of members thereof. The Committees shall examine all issues that the Directors place on the agenda but shall have no formal authority or statutory obligations and shall assume no special obligations to the members. The Committees created by

**the Board shall report to it but the Board reserves the right to accept or reject all conclusions, recommendations or suggestions of the Committees.**

**The Committees shall have unofficial status within the Association and each person who is a Committee Member or who was a Committee Member at the request of the Board shall be exempt from all legal responsibility or liability toward the members of the Association, the Association and its Directors, officers and employees in respect of Committee activities.**

**The Association shall indemnify and save harmless any person who is a Committee member, any person who was a Committee member and any person who acts or acted at the request of a Director or Directors or members of the Association in his capacity as a Committee Member and his heirs, executors, successors and assigns, against all claims, damages, liabilities and costs, including legal costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, incurred by him in respect to any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a member of a Committee provided he has acted honestly and in good faith with a view to the best interests of the Association.**

**A quorum of each committee shall be established by resolution of the Board from time to time.**

**A Nominating Committee of three active members may be established which shall consist of one member of the Board and such Committee shall make recommendations and obtain the consents of the nominees for Directors as required by this Bylaw. The Board member shall be the Chairman of the Nominating Committee. If he is absent or is unable or declines to act, such other person as the majority of the Board appoints shall act as Chairman of the Nominating Committee. The Constitution of such Nominating Committee and its terms of reference shall be established as the Board may from time to time direct by resolution.**

## **ARTICLE FIVE**

### **OFFICERS**

#### **5.01 Election of Officers**

At a Directors meeting of the Association, the Directors shall elect from amongst interested members, including the Directors themselves, a President, a Vice-President, a Secretary and a Treasurer and may elect such other officers (for example, a Vice-President) as the Board may from time to time determine.

The Association may employ an Executive Director from time to time who will serve as an officer of the Association, with the powers and responsibilities described in Article 5, Paragraph 5.06.

#### **5.02 Term of Office**

All officers shall be elected for a term of two years and each officer shall hold office until his successor is elected.

#### **5.03 President**

The President shall have the responsibility of the general management and direction, subject to the authority of the Board, of the business and affairs of the Association and must be a Director.

#### **5.04 Vice-President**

The Vice-President will assist the President in in the operation of the business of the Association. He shall be Chairman at any meeting of the board or executive in which the President is absent. The Vice-President will also undertake any of the responsibilities of the office of President in his absence.

#### **5.05 Treasurer**

Except as provided in paragraph 5.09, the Treasurer shall ensure that full and accurate accounts of all receipts and disbursements of the Association are kept and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Association. He shall render to the Board an account of all his transactions as Treasurer by issuing quarterly and annual statements of the Association. The Treasurer may be bonded in an amount to be determined by the Board. All funds shall be kept in such bank as the Board shall determine from time to time and cheques thereon shall bear the signature of any two of the President, Vice-President, Secretary, Treasurer or the executive director. An auditor appointed by the members at the annual meeting shall audit the books at least once a year and certify the Treasurer's Annual Report.

#### **5.06 Secretary**

Except as provided in paragraph 5.08, the Secretary shall attend and be the Secretary at all meetings of the Board and members of the Association and shall enter or cause to be entered into records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given as and when instructed all notices to Directors, members, auditors and members of Committees of the Board; he shall be the

custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Association and of all books, papers, records, documents and instruments belonging to the Association except when some other officer or agent has been appointed for that purpose; and he shall have such other duties as the Board or the President may prescribe.

During the absence or disability of the President, his duties may be performed and his powers exercised by the Secretary.

#### **5.07 Executive Director**

If the Association employs an executive director, he shall be responsible to the Board for the overall administration, service delivery and staffing of the Association. He shall attend all meetings of the Board and Committees, unless excused, serving in an advisory capacity without vote. He shall keep the Board informed of the work of the Association by reports and discuss with the Board the practices and methods through which it shall be conducted. He shall make such other reports as the Board or Executive Committee requires and he shall be an authorized signing officer of the Association.

#### **5.08 Other officers**

The duties of all other officers of the Association shall be prescribed by the Board. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant unless the Board otherwise directs.

#### **5.09 Variation of Duties**

From time to time the Board may add to the duties of any other officer and may vary or limit such additional duties.

#### **5.10 Fidelity Bonds**

The Board may require such officers, employees and agents of the Association as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

## ARTICLE SIX

### PROTECTION OF DIRECTORS AND OFFICERS

#### 6.01 Limitation of Liability

No Director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own willful neglect or default.

#### 6.02 Indemnity

Every Director and officer of the Association and his heirs, successors, assigns, 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 Association from and against:

(a) all costs, charges and expenses whatsoever that such Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and

(b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Association including an amount paid to settle an action or satisfy a judgement incurred by him in respect to any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a member of a Committee provided he has acted honestly and in good faith with a view to the best interests of the Association and excepting such costs, charges or expenses as are occasioned by his own willful neglect or default.

#### 6.03 Validity of Action

No act or proceeding of any Director or Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such director or Board.

#### 6.04 Directors' Reliance

Directors may rely upon the accuracy of any statement or report prepared by the Association's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

## ARTICLE SEVEN

### MEMBERS

#### **7.01 Classes of Members**

There shall be the following classes of members:

- (a) **Active Members** who shall be those persons who are legally blind and living in the Province of Ontario.

Active Members shall be entitled to notice of all meetings of members, to attend all such meetings, to one vote (subject to paragraph 8.09 of Article 8) at all such meetings and to participate in all activities conducted by the Association along with any available financial support. Active Members may hold office and may be elected to the Board in accordance with paragraph 4.02.

- (b) **Associate Members** shall be those persons (i) who coach Active Members or (ii) who are interested in supporting the work of the Association.

Associate Members shall be entitled to notice of all meetings of members and to attend such meetings but shall not have the right to vote at such meetings, except those, and only those who hold an elected position on the Board of the Association. Associate Members may hold office and be elected to the Board in accordance with paragraph 4.02. Associate Members may be entitled to participate in such activities of the Association as may be determined by the Board but shall not be entitled to any financial support from the Association.

#### **7.02 Membership**

Persons shall be admitted as members by virtue of:

- (a) payment of the annual membership fee as established by the Board from time to time; or  
(b) a resolution of the Board.

Candidates for membership in the Association must be persons of good character and standing in the community. Application for membership shall be made in writing on a form supplied by the Association. Each member shall be informed of his admission as a member.

#### **7.03 Term of Membership**

The term of membership shall be one year with renewal thereafter upon payment of the annual membership fee as established by the Board from time to time. The interest of a member in the Association is not transferable and lapses upon October 31 of the following year. The interest of a member ceases; upon death or when the member ceases to be a member of the Association by resignation or otherwise in accordance with the By-laws of the Association.

#### **7.04 Resignation**

**Members may resign in writing which resignation shall be effective upon any date or time on or after the execution of the instrument of resignation. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Association prior to acceptance of his resignation. Regardless of when a member resigns, no part of the annual membership fee shall be returned to him.**

#### **7.05 Removal**

**Upon thirty days' notice in writing to a member of the Association, the Board may pass a resolution authorizing the removal of such member from the register of members of the Association and thereupon such person shall cease to be a member of the Association. Any such member may re-apply in the following year for membership in the Association.**

#### **7.06 Annual Membership Fees**

**(a) The annual membership fee, payable in advance, shall be set by the Board. Membership cards may be issued and signed by the President or other officer of the Association.**

**(b) By paying the annual membership fee, the member will automatically become a member of Blind Golf Canada (BGC).**

## **ARTICLE EIGHT**

### **MEETINGS OF MEMBERS**

#### **8.01 Annual Meetings**

The annual meeting of the members shall be held, at such time in each year as the Board may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing Directors, appointing auditors and fixing or authorizing the Board to fix their remuneration and for the transaction of such other business as may properly be brought before the meeting.

#### **8.02 Special Meetings**

The Board shall have the power to call a special meeting of members whenever it sees fit or the Board shall call a special meeting upon the written (or electronic) requisition of at least ten percent (10%) of active members. The requisition shall express the objects of the proposed meeting and shall be mailed to or electronically transmitted to or left at the head office of the Association.

#### **8.03 Place of Meeting**

Meetings of members shall be held at the head office of the Association or elsewhere in Ontario as a majority of the Board may by resolution determine.

#### **8.04 Notice of Meetings**

Notice of the time and place of each meeting of members shall be given, in the manner hereinafter provided in paragraph 9.01 and not less than fifteen days before the day on which the meeting is to be held, to each member of record at the close of business on the day on which the notice is given. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Association are entitled to receive all notices and other communications relating to any meetings of the members that any member is entitled to receive.

#### **8.05 Meetings without Notice**

A meeting of members may be held at any time and place without notice, if all the members entitled to vote thereat are present in person or represented by proxy or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held and, at such meeting, any business may be transacted which the Association may transact at a meeting of members.

#### **8.06 Chairman, Secretary and Scrutineer**

The President or, in his absence, the Vice-President of the Association in order of seniority shall be Chairman of any meeting of members. If no such officer is present within thirty (30) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chairman. If the Secretary is absent, the Chairman shall appoint some person, who need



not be a member, to act as Secretary of the meeting. If desired, one or more scrutineers, who need not be members, may be appointed by a resolution or by the Chairman with the consent of the meeting.

#### **8.07 Persons Entitled to Be Present**

The only persons entitled to attend a meeting of members shall be the Auditors of the Association, and others who, although not entitled to vote, are entitled or required under any provisions of the Act or the Letters Patent or by laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chairman of the meeting or with the consent of the meeting.

#### **8.08 Quorum**

A quorum for the transaction of business at any meeting of members shall be 15% of the Active Members of the Association entitled to vote either in person or by proxy.

#### **8.09 Right to Vote**

At any meeting of members, every person who is entitled to vote and whose current membership fees have been paid at least thirty days prior to the date of the meeting shall be entitled to vote at such meeting. No person whose current membership fees have been paid within thirty days prior to such meeting or at such meeting shall be entitled to vote.

#### **8.10 Proxies**

At any meeting of members, a proxyholder duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. A proxyholder need not be a member. An instrument appointing a proxyholder shall be in writing and, if the appointer is a corporation, shall be under its corporate seal, subject to the Act. An instrument appointing a proxyholder shall be acted on only if one hour prior to the time of voting, it is deposited with the Secretary or the Executive Director or such other person as the chairman appoints to be secretary of the meeting or as may be directed in the notice calling the meeting.

#### **8.11 Votes to Govern**

At any meeting, every question shall, unless otherwise required by the Letters Patent or bylaws of the Association or by law, be determined by the majority of the votes duly cast on the question.

#### **8.12 Show of Hands**

Any question at a meeting of members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided in paragraph 8.13. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chairman of the meeting will be made that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour

of or against any resolution or other proceeding in respect of the said question and the result of the vote shall be the decision of the members upon the said question.

### **8.13 Polls**

After a show of hands has been taken on any question, the chairman may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the Chairman shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the poll shall be the decision of the members upon the said question.

### **8.14 Casting Votes**

In the case of an equality of votes at any meeting of members either upon a show of hands or upon a poll, the motion shall be considered to be defeated.

### **8.15 Adjournment**

The Chairman at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

## ARTICLE NINE

### NOTICES

#### 9.01 Methods of Giving Notice

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Letters Patent, the By-laws or otherwise to a member, Director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Association or if mailed by prepaid ordinary or air mail addressed to him at his said address or if sent to him at his said address by any means of wire or wireless or any other form of transmitted or recorded communication. The Executive Director or membership Secretary may change the address on the Association's books of any member, Director, officer or auditor in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice 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.

#### 9.02 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

#### 9.03 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer or auditor or the non-receipt of any notice by any member, Director, officer or auditor 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 or otherwise founded thereon.

#### 9.04 Waiver of Notice

Any member (or his duly appointed proxyholder), Director, officer or auditor may waive any notice required to be given to him under any provision of the Act, the Letters Patent, the By-laws or otherwise 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 in giving such notice.

## ARTICLE TEN

### AUDITORS

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

**ARTICLE ELEVEN**

**RULES OF PROCEDURE**

**11.01 All meetings of the Association, Board or any Committee shall be conducted in accordance with the Parliamentary Procedure as outlined by "Wainberg's Society Meetings including Rules of Order" insofar as applicable and not inconsistent with the Letters Patent and these Bylaws.**

## ARTICLE TWELVE

### AMENDMENTS TO BYLAWS

**12.01 The By-laws may be amended by the Board but any such amendment, unless in the meantime, confirmed at a general meeting of the members duly called for that purpose, is effective only until the next annual meeting of members unless confirmed thereat and, in default of confirmation thereat, ceases to have effect at and from that time and, in that case, no new By-law of the same or like substance has any effect until confirmed at a general meeting of members duly called for that purpose. Confirmation means the affirmative votes of at least 50% of the votes cast by Active Members eligible to vote.**

## **ARTICLE THIRTEEN**

### **RULES OF GOLF**

**13. 01 All members are required to play by The Rules of Golf as established by Golf Canada except as may be modified by local club rules and by the Board.**

**ARTICLE FOURTEEN**  
**ANNUAL PROVINCIAL TOURNAMENT**  
**SIGHT CATEGORIES**  
**HANDICAPS**  
**INTERNATIONAL PLAY AND GENERAL CONDUCT**

**14.01 Annual Provincial Tournament**

- (a) As determined annually by the Board, entry fees, lodgings and travel expenses for every member participating in the annual Provincial tournament may be covered, in whole or in part; participants will be informed prior to the event as to the level of financial support.**
- (b) The Board or tournament organizers reserve the right to limit the number of invited participants.**
- (c) Participants in the Provincial tournament who are non-members, may be subsidized in the same manner as members at the discretion of the Board.**
- (d) Members will compete in the various sight categories, defined below, provided that in any specific sight category, there is more than one competitor.**
- (e) A senior member is defined as age 65 plus.**
- (f) All tournament participants are required to have a guide. Prior to the tournament, it will be up to the discretion of the Board and /or tournament organizers as to whether they will provide a guide for those participants that cannot retain one.**

**14.02 Sight Categories**

- (a) OVIG will adopt the sight categories as recognized and defined by blind sports in general and known as B1, B2, B3 and B4.**
- (b) OVIG, in exclusion from BGC, will recognize the B4 category for tournament play**

**14.03 Handicaps**

- (a) Each member's handicap will be established and maintained through Blind Golf Canada and will be available through BGC on their web site.**
- (b) Members must submit signed scorecards after each tournament in order to maintain and establish handicaps.**
- (c) Whenever two or more members play together, their signed score cards may be submitted towards their handicap**
- (d) OVIG will adopt the maximum handicaps recognized by BGC and which are in alignment with the**



**International Blind Golf Association (IBGA) as follows:**

**IBGA maximum handicap allowances:**

<b>Men</b>	<b>Ladies</b>
<b>B1 - 54</b>	<b>B1- 63</b>
<b>B2 - 45</b>	<b>B2- 54</b>
<b>B3 - 36</b>	<b>B3- 45</b>
<b>B4 - 27</b>	<b>B4- 39</b>

#### **14.04 International (IBGA) and National (BGC) Competition**

**(a) Competition of members in IBGA and BGC tournaments will require sight classification verification established by the International Blind Golf Association stipulating visual field/acuity, with an eye report to be sent to the Vice President of Finance, Blind Golf Canada.**

**(b) Funds permitting, the Board may agree to set aside a fixed amount of money to be shared equally amongst OVIG members traveling to and participating in other national or international blind golf events.**

#### **14.05 General Conduct**

**(a) The Association will not assume any liability for injury or accident and/or any misconduct by a member, coach or official in public or otherwise. Any damage to public or private property will become the responsibility of the person in question.**

**(b) A member is responsible for his/her own equipment when attending a tournament. The association does not provide golf clubs, golf balls, tees, shoes, bag or any other golf equipment nor will it provide expense money to rent such equipment.**

**ARTICLE FIFTEEN**

**EFFECTIVE DATE**

**15.01 This Bylaw shall come into force when confirmed by the members in accordance with the Act.**

**PASSED by all the Directors and sealed with the corporate seal the day of, August 27, 2017.**

**Confirmed by the members the day of August 27, 2017.**

**PRESIDENT \_\_\_\_\_ DATE \_\_\_\_\_**

**VICE-PRESIDENT \_\_\_\_\_ DATE \_\_\_\_\_**

**SECRETARY \_\_\_\_\_ DATE \_\_\_\_\_**

**TREASURER \_\_\_\_\_ DATE \_\_\_\_\_**