

Highlights of Amendments to the General By-laws



To be ratified at the 2026 Annual General Meeting

The *Code of Governance for Québec Non-Profit Sport and Recreation Organizations (NPO)* recommends that members of the board of directors be as independent as possible. To this end, our by-laws already specify that at least three (3) of the ten (10) members of the Board of Directors must be independent.

In addition, the composition of the Board of Directors of the Québec Golf Federation (“Golf Québec”) also includes four (4) seats from the Regional Association Council (RAC), the Association des clubs de golf du Québec (ACGQ), the National Golf Course Owners Association – Québec Chapter (NGCOA), and the PGA of Canada – Québec Zone. Although we wish to promote proximity and collaboration between associations, these individuals cannot be considered independent.

Among the six (6) members of the Board of Directors who are individual members in good standing of Golf Québec, we sometimes observe that they are not always completely independent either, as some are referees or league managers. We note that a greater number of independent directors would facilitate succession to officer positions within the corporation.

In response to this reflection, the Golf Québec Board of Directors has resolved to modify its composition by adding a seat dedicated to individual members in good standing of Golf Québec. This decision affects the following articles.

By-law 3 - Board of Directors

Article 3.1.1

The composition of the Board of Directors increases from ten (10) to eleven (11) directors.

New wording of the article:

The affairs of the Federation are administered by a Board of Directors composed of onze (11) Directors nominated in compliance with the present General By-laws. Directors are adults, members in good standing of the Federation, and are all elected by the Member Clubs at a Members' Meeting.

Article 3.1.2 a

The new seat is reserved for directors from the category of individual members in good standing of Golf Québec, whose representation increases from six (6) to seven (7) seats.

New wording of the article:

The seats on the Board of Directors are distributed as follows:

- a) Seven (7) Directors are Members in good standing of the Federation;
- b) One (1) director is a member of the Regional Association Council;
- c) One (1) director is a director of the Association des clubs de golf du Québec;
- d) One (1) Director is a member of the Advisory Board of the National Golf Course Owners Association - Québec Chapter (NGCOA);
- e) One (1) director is a director of the PGA of Canada - Québec Zone.

Articles 3.3.2 and 3.12.1

These two articles are amended to adjust the calculation of term rotation and the calculation of quorum.

New wording of article 3.3.2:

The Federation subscribes to the principle of alternating mandates. Thus, five (5) directors will be up for election on odd years and six (6) will be up for election on even years.

New wording of article 3.12.1:

To form the quorum required for board meetings, a simple majority must be present. The quorum at any meeting of the Board of Directors shall be maintained throughout the meeting.

Adoption and Ratification

On a motion duly made and seconded, all the proposed amendments to the by-laws were adopted by the members of the Board of Directors at the December 16, 2025, meeting.

In accordance with Article 12 of Golf Québec's by-laws, these new regulations came into effect on December 16, 2025, and will remain in effect until the start of the Annual General Meeting on February 18, 2026, when they will be ratified by the members.