

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of **PGA OF MANITOBA INC.** (the "**Corporation**").

ARTICLE ONE - INTERPRETATION

1.1 Definitions. In this by-law, unless the context otherwise requires:

- (a) "**Act**" means *The Corporations Act* of Manitoba, R.S.M. 1987 c.225 and the Regulations passed pursuant to that Act and any legislation that may be substituted therefor;
- (b) "**Board**" means the board of directors of the Corporation;
- (c) "**By-Laws**" means this by-law and all other by-laws of the Corporation from time to time enacted by the Corporation and being in force and effect;
- (d) "**Candidate**" means a candidate for membership described in section 9.5 and "**Candidates**" means, collectively, all candidates for membership in the Corporation;
- (e) "**Director**" means a director of the Corporation;
- (f) "**Manitoba Zone**" means the Manitoba Zone of the PGA of Canada, as determined from time to time by the National Board;
- (g) "**Meeting of Members**" means an annual meeting of Members and/or a special meeting of Members of the Corporation;
- (h) "**Member**" means a person described in section 9.1 and "**Members**" means, collectively, all members of the Corporation;
- (i) "**National Board**" means the national board of directors of the PGA of Canada;
- (j) "**National By-Laws**" means the by-laws of the PGA of Canada from time to time in force and effect;
- (k) "**New Zone**" has the meaning ascribed thereto in Section 9.7;
- (l) "**Officer**" means an officer of the Corporation;
- (m) "**Ordinary Resolution**" means a resolution passed by a majority of the votes cast by the Members who voted in respect of that resolution;
- (n) "**PGA of Canada**" means the Professional Golfers' Association of Canada/Association des golfeurs professionnels du Canada, a federal corporation without share capital, and the national body that governs the Corporation, and of which the Corporation is a Zone; and
- (o) "**Zone**" means a zone of the PGA of Canada, as determined from time to time by the National Board.

1.2 Interpretation. All terms which are contained in the By-Laws and which are defined in the Act, but not defined in any by-law, shall have the meanings given to such terms in the Act; words importing the singular number include the plural and vice versa; words importing gender

include the masculine, feminine and neuter genders; words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

ARTICLE TWO - BUSINESS OF THE CORPORATION

2.1 Manitoba Zone for PGA of Canada. The Corporation will have administrative responsibility for the Manitoba Zone, and will carry out related activities and pursue related objects, including:

- (a) to promote interest in the game of golf;
- (b) to advance and protect the mutual interest of its Members and Candidates;
- (c) to organize and carry out golf tournaments;
- (d) to raise the standards of the professional golfers' vocation;
- (e) to assist Members and Candidates in need of help; and
- (f) to do any other act or thing for the benefit of its Members, Candidates and the game of golf.

2.2 Registered Office. Until changed in accordance with the By-Laws, the registered office of the Corporation shall be at any location in the City of Winnipeg as the Board may from time to time determine, or at such other location within Manitoba as the Board may from time to time determine.

2.3 Corporate Seal. The Corporation may have a corporate seal in the form approved from time to time by the Board.

2.4 Financial Year. The financial or fiscal year of the Corporation will be December 31.

2.5 Execution of Instruments. Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two persons, one of whom holds the office of President, or Vice-President and the other of whom holds the office of Secretary or Treasurer, or any other office created by by-law or resolution of the Board. In addition, the Board may from time to time direct, in writing, the manner in which and the person or persons by whom any particular instrument or class of instruments may be signed. Any signing Officer may affix the corporation seal, if any, to any instrument requiring the same.

2.6 Banking Arrangements. The banking business of the Corporation, including, without limitation, the borrowing of money and the giving of security therefor, will be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof will be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

ARTICLE THREE - ACCOUNTS

3.1 Recording of Money. All money received by the Corporation will be deposited in the Corporation's bank account as nearly as possible from day to day.

3.2 Accounting Records. The Directors shall cause accounts to be kept of the assets and liabilities of the Corporation, of all monies received by the Corporation, of all monies invested by the Corporation and of all monies distributed by the Corporation and of the matters in respect of which credits and expenditures take place. The books of the Corporation will be kept at the registered office of the Corporation.

3.3 Treasurer's Report. The Treasurer shall, at least once in every year and more often if deemed proper by the Board, place before the Board a statement of receipts and disbursements and a balance sheet.

3.4 Appointment of Auditors or Accountants. The Members, at the annual Meeting of Members, shall, after considering the recommendation of the Board, in addition to transacting such other business as referred to in section 9.8, appoint an independent chartered accountant or a firm of independent chartered accountants to be either the auditor(s) or the accountant(s) of the Corporation for the coming year and to audit or otherwise comment and report on all of the accounts, records, and financial affairs of the Corporation at the next annual meeting of the Board and Members of the Corporation.

ARTICLE FOUR - DIRECTORS

4.1 Number of Directors and Quorum. Until changed in accordance with the By-Laws, the Board will consist of a minimum of three (3) Directors and a maximum of twenty (20) Directors. At least 25% of the Directors must be residents of Canada. A majority of Directors will constitute a quorum for the transaction of business at any meeting of the Board, or such greater number of Directors as the Board may from time to time determine. Each Director is authorized to exercise one (1) vote.

4.2 Qualification. No person will be qualified for election as a Director if he or she is less than eighteen (18) years of age; if he or she is of unsound mind and has been so found by a court in Canada or elsewhere; if he or she is not an individual; or if he or she has the status of a bankrupt or suspends payments or makes compromise with his or her creditors. In addition, to be qualified to become a Director of the Corporation, a person shall, at the time of election as a Director, have been a Member for no less than one (1) year immediately preceding such election, and shall remain a Member throughout such term of office as Director.

4.3 Election and Term of Office. Subject to the provisions of the Act and the articles of incorporation of the Corporation, the Directors shall be elected by the Members. The term of office for a Director shall be two (2) years, to expire at the second annual meeting following election; provided that a retiring Director shall retain office until the adjournment or termination of the meeting at which his or her successor is elected unless such meeting was called for the purpose of removing him or her from office as a Director in which case the Director so removed shall vacate office forthwith upon the passing of the resolution for his or her removal. Notwithstanding the foregoing, a Director who has been elected as President of the Corporation and who has been appointed to hold office as President for an additional term of one (1) year pursuant to section 6.9 shall be entitled to hold office as a Director for an additional term of one (1) year. At the first annual meeting of the Corporation, approximately one-half of the directors shall be elected for one (1) year terms, and approximately one-half of the directors shall be elected for two (2) year terms.

4.4 Removal of Directors by Members. Subject to the provisions of the Act, the Members may, by Ordinary Resolution passed at a special Meeting of Members, remove any elected

Director from office. The vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Directors.

4.5 Vacation of Office. A Director ceases to hold office when:

- (a) he or she dies;
- (b) he or she is removed from office by a resolution of the Members, in accordance with section 4.4;
- (c) he or she ceases to meet the eligibility requirements as contained in section 4.2;
- (d) his or her written resignation is sent or delivered to the Corporation or, if a time is specified in such resignation, at the time so specified, whichever is later; or
- (e) he or she is not re-elected and his or her successor is elected.

The Board may continue to act despite any vacancy in their number, unless such vacancy results in there being less than three (3) Directors, in which case, the Board may only act to call a special Meeting of the Members in order to appoint a new Director or Directors.

4.6 Removal of Directors for Failure to Attend and Vacancies. If a Director fails to attend three (3) consecutive meetings of the Board without reasonable excuse (as determined by the Board, in its absolute discretion), the Board may terminate such Director's appointment as a Director, and the Board shall, within a reasonable time thereafter, appoint a replacement to fill such vacancy for the unexpired portion of such term. Subject to the provisions of the Act, a quorum of the Board may fill a vacancy in the Board. In the absence of a quorum of the Board, the Board shall forthwith call a special Meeting of Members to fill the vacancy.

4.7 Action by the Board. Subject to the provisions of the Act, the Board will have the full power in all things to manage and administer the business and affairs of the Corporation. Subject to sections 4.9 and 4.10, the powers of the Board may be exercised by resolution passed at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution. Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office in accordance with sections 4.1 herein.

4.8 Policies and Rules.

- (a) Subject to sections 4.8(b) and 13.1, the Board may establish such policies, rules and regulations as it considers to be in the best interest of the Corporation and the conduct of the sport of golf in the Manitoba Zone.
- (b) Such policies, rules and regulations established pursuant to section 4.8(a) shall not be inconsistent with the articles, these By-laws, the National By-Laws or the National Board's policies, rules and regulations.

4.9 Meetings by Telephone or Electronic Communication. If all the Directors consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to communicate with each other and as may be permitted by the Act. A Director participating in such a meeting by such means is deemed to be present at the meeting, and any such consent will be effective whether given before or after the meeting to which it relates

and may be given with respect to all meetings of the Board and of committees of the Board held while a Director holds office.

4.10 Resolution in Writing. The powers of the Board or a committee of the Board may be exercised by a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board or of a committee of the Board.

4.11 Places of Meetings. Meetings of the Board may be held at any place in Canada.

4.12 Calling of Meetings. Meetings of the Board will be held from time to time and at such place as the President, failing whom, the Vice-President, failing whom, not less than two Directors may determine.

4.13 Notice of Meeting. Notice of the time and place of each meeting of the Board will be given in the manner provided in section 10.1 to each Director not less than five (5) days (other than a Saturday, a Sunday or any other day upon which the main branch of the Corporation's bank is not open for business) before the time when the meeting is to be held. A notice of meeting of Directors need not specify the purpose of the business to be transacted at the meeting, except where the Act requires such purpose of business to be specified. A Director may in any manner waive notice of or otherwise consent to a meeting of the Board. Except as provided herein, no public notice or advertising of any meeting of the Board shall be required.

4.14 First Meeting of New Board. Provided that 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 is elected.

4.15 Adjourned Meeting. If a meeting of Directors is adjourned for less than thirty (30) days, it will not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a meeting of Directors is adjourned by one (1) or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting will be given as for an original meeting.

4.16 Chairman. The President of the Corporation, failing whom, the Vice-President, shall be the Chairman or Chair of any meeting of the Board. If no such Officer is present, the Directors present shall choose one (1) of their number to be the Chairman.

4.17 Votes to Govern. At all meetings of the Board, every question and all powers, authority and discretion exercised by the Board will be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chairman of the meeting will not be entitled to a second or casting vote.

4.18 Conflict of Interest. A Director or Officer who is a party to or who is a Director of or has a material interest in any person who is a party to a material contract or proposed material contract with the Corporation shall disclose in writing to the Corporation or request to have entered in the minutes of meetings of Directors of the Corporation the nature and extent of his or her interest at the time and in the manner provided by the Act. Any Director or Officer so interested shall not vote on any resolution to approve the contract, except in the manner and to the extent provided in the Act.

4.19 Remuneration and Expenses. The Board may fix the remuneration of the employees of the Corporation and may formulate the policy of the Corporation in relation to the reimbursement of expenses. The Directors of the Corporation shall not receive any remuneration for the providing of their services; provided, however, by a decision of the Board

of Directors, will be entitled to be reimbursed for such expenses properly incurred by them in attending to the affairs of the Corporation. The Board may appoint such Officers and engage such employees, solicitors, property managers, agents, consultants and developers and other persons at such salaries or for such remuneration as the Board may deem proper or necessary and may incur such expenditures incidental to the conduct of the affairs of the Corporation and carry out its objects as may appear proper.

ARTICLE FIVE - COMMITTEES

5.1 Committee of Directors. The Board may appoint any number of committees of Directors and delegate to such committee powers permitted to be delegated to the committee by Article Seven hereof, provided that a majority of the Members of such committee must be residents of Manitoba.

5.2 Transaction of Business. Subject to the provisions of section 4.9 hereof, the powers of a committee of Directors may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all the members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in Canada.

5.3 Advisory Committees. The Board may from time to time appoint such other committees as it may deem advisable, but the functions of any such other committees will be advisory only.

5.4 Procedure - Unless otherwise determined by the Board, each committee will have the power to:

- (a) fix its quorum;
- (b) elect its chairman; and
- (c) regulate its procedure.

ARTICLE SIX - OFFICERS

6.1 Appointment. The Board shall from time to time, from among the Directors, appoint a President, one (1) or more Vice-Presidents (to which title may be added words indicating a seniority or function), a Secretary, a Treasurer and such other Officers as the Board may determine, including one (1) or more assistants to any of the Officers so appointed. The Board may specify the duties of any such Officers, and any person may hold more than one office at any time.

6.2 President. The President shall be the Chief Executive Officer, shall preside as Chairman over all meetings of the Board, and, subject to the authority of the Board, shall have general supervision of the business of the Corporation; the President shall preserve order and decorum and exercise supervision over all committees and shall be an *ex officio* member of all committees and he shall have such other powers and duties as the Board may specify.

6.3 Vice-President. A Vice-President shall, in the absence of the President, perform the functions of the President and shall have such powers and duties as the Board may specify.

6.4 Secretary. The Secretary, if in attendance, shall be the secretary of all meetings of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The Secretary shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, auditors and members or committees of the Board. The Secretary shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, paper, records, documents and instruments belonging to the Corporation, except when some other Officer or agent has been appointed for that purpose. The Secretary shall have such other powers and duties as the Board may specify from time to time.

6.5 Treasurer. The Treasurer shall supervise the keeping of proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. The Treasurer shall render to the Board an account of all financial transactions as Treasurer and of the financial position of the Corporation, as often as the Board may from time to time specify, but not less often than once each fiscal year. The Treasurer shall have such other powers and duties as the Board may specify from time to time.

6.6 Powers and Duties of Other Officers. The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board may specify from time to time.

6.7 Variation of Powers and Duties. The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer.

6.8 Inability of Officer to Perform Duties. If any Officer is unable to perform his or her functions or discharge his or her duties as such Officer, the Board may appoint one or more other persons to perform the functions and/or to discharge the duties of that Officer.

6.9 Term of Office. Each Officer appointed by the Board shall hold office for a term of two (2) years, to expire at the second annual Board meeting following appointment; provided, however, that any Officer who is also a director shall cease to hold office immediately upon ceasing to hold office as a Director. Notwithstanding the foregoing, at the conclusion of the President's two (2) year term of office, the Board may appoint the President to hold office for an additional term of one (1) year.

6.10 Disclosure of Interest. An Officer shall disclose his or her interest in any material contract or proposed material contract with the Corporation in accordance with section 4.18.

ARTICLE SEVEN - DELEGATION

7.1 Delegation by the Board of Directors. Subject to section 7.2, the Board may from time to time delegate to and retain an Executive Director or delegate to such one (1) or more of the Directors and Officers of the Corporation, as may be designated by the Board, all or any of the powers conferred upon the Board pursuant to the Act or any articles or by-laws of the Corporation, to such extent and in such manner as the Board determines at the time of each such delegation.

7.2 Exception. The Board shall not delegate any authority or power exclusively conferred on it by the Act.

ARTICLE EIGHT - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.1 Limitation of Liability. No Director or Officer will be liable for:

- (a) the acts, receipts, neglects or defaults of any other Director or Officer or employee;
- (b) any loss, damage or expense occurring to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation;
- (c) the insufficiency or deficiency of any security in or upon which any of the money of the Corporation is invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation are deposited; or
- (e) any loss occasioned by an error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatsoever which occurs in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own willful neglect or default, provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act or from liability for any breach of the provisions thereof.

8.2 Indemnity. Subject to the limitations contained in the Act, the Corporation may indemnify a Director or an Officer of the Corporation, a former Director or Officer of the Corporation or a person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and his or her heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he or she has made a party by reason of being or having been a Director or Officer of the Corporation or such body corporate (or having undertaken any such liability) if:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful;

and shall so indemnify such a person as aforesaid who has been substantially successful in the defence of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Officer of the Corporation or body corporate against all costs, charges and expenses reasonably incurred by him in respect of such acts or proceedings, despite subparagraphs (a) and (b) above.

8.3 Insurance. Subject to the limitations contained in the Act, the Corporation shall purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

ARTICLE NINE - MEMBERS

9.1 **Membership.** The Members of the Corporation will consist of individuals who:

- (a) have been admitted as members of the PGA of Canada;
- (b) have been assigned to the Manitoba Zone by the National Board;
- (c) are in good standing with the PGA of Canada; and
- (d) are employed in the Manitoba Zone or, if not employed in the Manitoba Zone, reside in the Manitoba Zone.

9.2 **Termination of Membership.** A Member shall cease to be a Member when:

- (a) the National Board terminates the Member's membership in the Corporation; or
- (b) the Member resigns from membership in the PGA of Canada as permitted by the National By-Laws.

9.3 **Membership Dues.** The dues and assessments payable to the Corporation by Members and Candidates shall be as set from time to time by the Board provided that the Corporation shall obtain no less than sixty (60) days prior approval of the National Board for such dues and assessments.

9.4 **Membership Rights.** All Members shall have the right to receive notice of, attend and vote at all meetings of Members of the Corporation.

9.5 **Candidates.**

- (a) A Candidate is a person who may later be considered for admission as a Member, but is not yet qualified as a Member, who:
 - (i) meets the requirements of a Candidate as determined from time to time by the National Board;
 - (ii) is a Candidate in good standing with the PGA of Canada; and
 - (iii) is employed in the Manitoba Zone or, if not employed in the Manitoba Zone, resides in the Manitoba Zone.
- (b) A Candidate shall have such rights and privileges, and be subject to such dues and assessments, as shall be determined from time to time by the Board.
- (c) For greater certainty, a Candidate is not a Member of the Corporation and, as a Candidate, has no rights and privileges of membership.
- (d) A Candidate may resign at any time as permitted by the National By-Laws.

9.6 **No Transfer of Membership.** Membership in the Corporation shall not be transferable or assignable; provided, however, that a Member or Candidate may be transferred to another Zone, if otherwise qualified, in accordance with the National By-Laws or the policies of the PGA of Canada from time to time.

9.7 Transfer of Zone. A Member or Candidate, as applicable, accepting a position in, or moving to, another Zone (the "**New Zone**") must notify the National Board, who shall then notify both Zone offices immediately of such change. Where a Member or Candidate is transferring out of the Corporation, the Corporation shall transfer all membership or candidacy information, as applicable, including application forms concerning the Member or Candidate to the New Zone.

9.8 Annual Meetings. The annual Meeting of Members will be held immediately following the annual meeting of the Board of Directors, for the purposes of electing Directors, receiving and considering the financial statements and the auditor's or accountant's report for the preceding year and any other reports required by the Act to be placed before the annual meeting, appointing auditors and or dispensing with their appointment in lieu of the appointment of accountants and for the transaction of such other business as may properly be brought before the meeting.

9.9 Special Meetings. The Board or the President shall have power to call a special Meeting of Members at any time.

9.10 Place of Meetings. Meetings of Members will be held at the office of the Corporation or elsewhere in Manitoba as the Board determines.

9.11 Meetings by Telephone or Electronic Communication. A Member may participate in a Meeting of Members by means of such telephone or other communication facilities as permit all persons participating in the meeting to communicate with each other and as may be permitted by the Act. A Member participating in such a meeting by such means is deemed to be present at the meeting, and any such consent will be effective whether given before or after the meeting to which it relates.

9.12 Notice of Meetings. Notice of the time and place of each Meeting of Members will be given in the manner provided in section 10.1, not less than twenty-one (21) days nor more than fifty (50) days before the date of the meeting, to each Director, to the auditor, if any, and to each Member who at the close of business on the record date for notice, if any, is entered in the register as a Member. Notice of a Meeting of Members called for any purpose other than consideration of the financial statement and auditor's report, election of Directors and re-appointment of the incumbent auditor must state the nature of such business in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the meeting. Any person entitled to notice may in any manner waive notice of or otherwise consent to a Meeting of Members.

9.13 List of Members Entitled to Notice. For every Meeting of Members, the Secretary shall prepare a list of Members entitled to receive notice of the meeting.

9.14 Meetings Without Notice. A Meeting of Members may be held without notice at any time and place permitted by the Act:

- (a) if all the Members entitled to vote thereat are present in person or represented by a proxy or, if those not present or represented by a proxy, waive notice of or otherwise consent to such meeting being held; and
- (b) if the Directors are present or waive notice of or otherwise consent to such meeting being held;

and at such meeting, any business may be transacted which the Corporation at a Meeting of Members may transact.

9.15 Chairman. The Chairman of any Meeting of Members will be the President, failing whom, the Vice-President. If the Secretary of the Corporation is absent, the Chairman shall appoint some person, who need not be a Member, to act as Secretary of the meeting.

9.16 Persons Entitled to be Present. The Members, Directors and auditor of the Corporation, shall be entitled to be present at a Meeting of Members. In addition, the Members may, by ordinary resolution passed at any Meeting of Members, permit the attendance of any other interested person(s).

9.17 Quorum. A quorum for the transaction of business at any Meeting of Members shall be constituted only if at least ten (10) Members entitled to vote thereat (or their duly appointed proxy) are present in person. If a quorum is present at the opening of any Meeting of Members, the Members present or represented by proxy may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of any Meeting of Members, the Members present or represented by proxy may adjourn the meeting to a fixed time and place, but may not transact any other business.

9.18 Proxies. Every Member entitled to vote at a Meeting of Members may appoint a proxyholder, or one or more alternate proxyholders, who need not be Members, to attend and act at the meeting in the manner and to the extent authorized and with the authority conferred by the proxy. A proxy must be in writing, executed by the Member or his or her attorney and must conform with the requirements of the Act.

9.19 Votes to Govern. At any meeting of the Members, every question will, unless otherwise required by the Corporation's articles of incorporation or this By-Law, be determined by the majority of votes cast on the question. In case of an equality of votes, either upon a show of hands or upon a poll, the chairman of the meeting will not be entitled to a second or casting vote.

9.20 Voting. Subject to the provisions of the Act, any question at a Meeting of Members will be decided by a show of hands, unless a ballot thereon is required or demanded as hereinafter provided. Upon a show of hands, every Member who is present (or represented by proxy) and entitled to vote will have one (1) vote. Whenever a vote by a show of hands has been taken upon a question, unless a ballot thereon is so required or demanded, a declaration by the chairman of the meeting 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 so taken will be the decision of the Members upon the said question.

9.21 Ballots. On any question proposed for consideration at a Meeting of Members and whether or not a show of hands has been taken thereon, any Member entitled to vote at the meeting may require or demand a ballot. A ballot so required or demanded will be taken in such manner as the chairman directs. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, each Member present (or represented by proxy) will be entitled to one (1) vote.

9.22 Adjournment. If a Meeting of Members is adjourned for less than thirty (30) days, it will not be necessary to give notice of the adjourned meeting, other than by announcement at the earliest meeting that is adjourned. If a Meeting of Members is adjourned by one (1) or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting will be given as for an original meeting.

9.23 Resolution in Writing. A resolution in writing signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement with respect to the subject matter of the resolution is submitted by a Director or the auditors to the Corporation in accordance with the Act.

ARTICLE TEN - NOTICES

10.1 Method of Giving Notice. Any notice (which term includes any communication or document) to be delivered pursuant to the Act, the By-Laws or otherwise to a Member, Director, Officer, auditor or member of a committee of the Board, will be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to such person's latest address as shown on the records of the Corporation or if mailed to such person at the said address by prepaid ordinary or airmail or if sent to such person by fax, e-mail or other means of electronic communication. A notice so delivered shall be deemed to have been given when it is delivered personally or to the said address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; a notice so sent by fax, e-mail or other means of electronic communication shall be deemed to have been given when dispatched or when delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address, fax number, e-mail address or any other electronic address or number of any Member, Director, Officer, auditor or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable.

10.2 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 will be excluded and the date of the meeting or other event will be included.

10.3 Undelivered Notices. If any notice given to a Member pursuant to section 10.1 is returned on two (2) consecutive occasions because the intended recipient cannot be found, the Corporation will not be required to give any further notices to such Member until he or she informs the Corporation in writing of his or her new address.

10.4 Omissions and Errors. The accidental omission to give any notice to any Member, Director, Officer, auditor or member of a committee of the Board or the non-receipt of any notice to any Member, Director, Officer, auditor or member of a committee of the Board or any error contained in any such notice not affecting the substance of the notice will not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

10.5 Waiver of Notice. Any Member (or his or her duly appointed proxyholder), Director, Officer, auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice required to be given to him or her under any provision of the Act, the regulations thereunder, the By-Laws or otherwise and such waiver or abridgment will cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgment must be in writing, except a waiver of notice of a Meeting of Members or of the Board, which may be given in any manner.

ARTICLE ELEVEN - AMENDMENTS

11.1 Amendment of By-laws. These By-Laws may be amended, repealed or replaced at any annual special Meeting of Members, by an affirmative vote of a majority of the voting representatives present thereat (or represented by proxy), or by the Board at any meeting thereof by a majority vote of the Directors then present, such amendment, repeal or replacement to become effective immediately, subject, however, to ratification at the next Meeting of Members.

ARTICLE TWELVE - BORROWING

12.1 Borrowing Authority. Without limiting the borrowing powers of the Corporation as set forth the Act, the Board may from time to time:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, re-issue, sell or pledge or otherwise create a security interest in all or any property (including the undertaking and rights) of the Corporation, owned or subsequently acquired, to secure any debt or any other obligations of the Corporation; and
- (c) subject to the provisions of the Act, render financial assistance by means of loan, guarantee or otherwise to any person.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

ARTICLE THIRTEEN - PURCHASE OF STOCK AND SECURITIES

13.1 Purchase of Stock and Securities of Other Corporations. The Board is hereby authorized for and on behalf of the Corporation to purchase stock, bonds, debentures, and other securities in any other corporations, and to use any of the Corporation's funds for such purpose.

ARTICLE FOURTEEN - APPROVAL BY PGA OF CANADA

14.1 The Corporation shall file with and obtain approval from the PGA of Canada with respect to this By-Law, and any policies, rules and regulations made by the Board, and any and all amendments thereto.

ENACTED by the Board on the 10th day of May, 2016.

SIGNED by the President and the Secretary of the Corporation.



President - Jason Ludke



Secretary - Cory Kartusch