

## DEEP RIVER GOLF CLUB (1972) INC.

Policy no: <b>OP-009</b>	Policy Adopted by:	Board of Directors
Policy Name: <b>Election/Appointment of Board Members</b>	Policy Original Issue Date	2018 06-05
	Policy Review/Revised Date	Review: 2021-06-03  Revised: 2021-07-07

### 1.0 Purpose

The DEEP RIVER GOLF CLUB (1972) INCORPORATED (DRGC) By-Law No 1, dated 2005, Section 2.01 states that “the affairs of the Corporation shall be managed by a Board of not less than seven Directors, each of whom at the time of his election and throughout his term of office must be a member of the Corporation.

This policy provides the guidance to determine the eligibility of candidates to serve on the board, and the process by which board members are elected.

### 2.0 Board Composition

At the time of writing, the DRGC Board Directors comprise of a President, a Vice-president, a Secretary, a Treasurer, a Club Captain, a Greens Director, a House Director, a Membership Director, a Marketing Director, a Strategic Planning and Governance Director, and a Social Director.

A representative of the section of the Club (Men’s or Ladies’) of which the Club Captain is not a member also sits on the board.

Other Officers may be appointed as the Board of Directors may determine by By-law from time to time.

### 3.0 Eligibility

Candidates for Board positions must meet the criteria listed in the Ontario Corporations Act (OCA) and the Deep River Golf Club By-Law No 1.

OCA requirements are:

- Must be a member of the Corporation.
- Must be eighteen or more years of age.
- No undischarged bankrupt shall be a director, and, if a director becomes a bankrupt, he or she thereupon ceases to be a director.

The Ontario Not-For-Profit Corporations Act (ONCA), yet to be passed into law, lists the same items as above plus a few more. It is advised to review the ONCA document section 23 every year until the Act becomes law.

## 4.0 Election or Appointment to the Board

**Section 2.03: Election and Term of Directors of the By-Law No 1** states that each Director shall be elected by the members to hold office until the first annual (Fall) meeting after he shall have been elected or until a qualified successor shall have been duly elected within that term. The whole Board shall be retired at each annual (Fall) meeting but shall be eligible for re-election if otherwise qualified.

**Section 6.10: Voting of Members of the By-Law No 1:** each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him. Further details are defined in section 6.10 of the By-Law No 1.

The section representative shall be elected by the members of the section.

Every candidate for a Board position must complete a nomination form.

A Director may also be appointed to the board by means of filling a vacancy. The process for filling a vacancy is described in Section 2.06 of the by-law.

## 5.0 Records

ONCA Section 24(8) states *“an individual who is elected or appointed to hold office as a director is not a director, and is deemed not to have been elected or appointed to hold office as a director, unless the individual consents in writing to hold office as a director.”*

To meet the intent of the Act the DRGC will obtain acceptance signatures of all new board members at the first meeting of the new board. The secretary shall use the “Board of Directors Signature Form” attached at the end of this policy, obtain all signatures as required, then file the completed form in the board office.

## 6.0 Eligible Voters

Eligible voters include the following from the members list:

- Full adult/senior (new or returning) members
- Full Family (new or returning) except for anyone listed as a Junior
- Students, as defined in OP-005
- The individual named on any corporate memberships
- Limited Play members
- Out-of-Town Adult/Senior/Family except for anyone listed as a Junior.

All voters must be member in good standing.

## 7.0 Election Process.

The **Membership Director** is responsible to oversee and implement the election process. The Membership Director may designate some of the work to others however remains accountable to ensure all steps have been completed.

In the event of proxy votes, the Membership Director is responsible for numbering the proxies to guard against illegal proxies and maintain a list of proxy holders. Proxies are to be given to the Membership Director prior to the Fall meeting.

The election(s) for Director positions shall be held at the annual (Fall) meeting with the members at the DRGC clubhouse. A quorum of members in attendance is required for any vote. As per Section 6.08 of the by-law a quorum is defined as a meeting with not less than ten members present or represented by proxy, but there must be a minimum of three members present at the meeting.

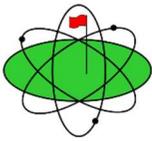
If the regular annual (Fall) meeting cannot be held under restrictive circumstances (such as the COVID-19 event of 2020) the board may decide to hold the meeting in a different format, being electronic, or a mix of members present at a meeting combined with electronic format. The board must also verify the existence of any emergency orders by the provincial authorities. See Section 3.05 of the by-law.

The process and timing of the critical steps of the election process are laid out in **Table A**.

The Nomination Form and Proxy Form can be found on the Deep River Golf Club website under Club Documents.

## Table A – DRGC Board Members Election Process

Timing	Steps	Notes
<b>Step 1:</b> 20 days prior to fall meeting.	The Membership Director (or designate) shall: <ul style="list-style-type: none"> <li>• Post the notice of the fall meeting date on the Board bulletin board in verandah.</li> <li>• Post the announcement calling for a board of directors and list the positions being filled.</li> <li>• Provide nominations forms at a convenient location.</li> <li>• Notify the members of the impending election.</li> <li>• Announcement should indicate the date of closure of nominations, that being 10 days prior to the fall meeting.</li> </ul>	<ul style="list-style-type: none"> <li>• At this time, all positions are deemed open.</li> <li>• As nominations forms are submitted the Membership Director must ensure they are signed by the nominator, the seconder, and the nominee.</li> <li>• Only full members can be nominated for a board position.</li> </ul>
<b>Step 2:</b> 10 days prior to fall meeting.	The Membership Director (or designate) shall ensure that: <ul style="list-style-type: none"> <li>• Notification of the fall meeting date is posted in public media (ie NRT).</li> <li>• Ensure notification of fall meeting date is sent to all members, electronically for those with email addresses, and by post for those members who do not use electronic media.</li> <li>• Notify all members of their right to vote by proxy.</li> </ul>	<ul style="list-style-type: none"> <li>• Any votes received by proxy should be checked for completeness and endorsement.</li> <li>• The membership director must track which member has been charged with another member's completed proxy form.</li> </ul>
<b>Step 3:</b> 7 days prior to fall meeting	The membership director (or designate) shall ensure that: <ul style="list-style-type: none"> <li>• A new list is posted in the verandah indicating all positions and the names of the proposed nominees and their nominator.</li> </ul>	<ul style="list-style-type: none"> <li>• Name all nominees for each post. For those positions that have not received any nominations, leave them blank so members can see which positions have yet to be filled.</li> </ul>
<b>Step 4:</b> Fall Meeting	The membership director (or designate) will lead the election of directors as follows: <ul style="list-style-type: none"> <li>• Read out the list of nominees for each post to the meeting attendees.</li> <li>• Where only one nominee is named for a post that nominee is declared to be elected to the post.</li> <li>• Where there are no proposed nominees for a post the Membership Director will call for nominations from the floor.</li> <li>• Where there are multiple nominees the membership director shall, with the assistance of the secretary, call for a vote.</li> <li>• Each full time member attending the meeting shall receive a ballot.</li> <li>• Any member holding proxy form(s) for other full time members, shall receive a ballot for each completed and vetted proxy form.</li> <li>• The votes will be tallied and cast to ensure they balance with the number of members present and proxies.</li> <li>• If necessary the process will be repeated until a winner is declared.</li> <li>• Once the process is completed for all of the positions the election process will be declared closed.</li> <li>• The membership director will then announce the new board to the members.</li> </ul>	<ul style="list-style-type: none"> <li>• In the event of proxy vote, the Membership Director shall maintain a list of proxy holders names and shall number the proxies to guard against illegal proxies.</li> <li>• All proxies shall be collected prior to the fall meeting.</li> </ul>
<b>Step 5:</b> First Board Meeting	The newly appointed secretary will pass around the Board of Directors Signature Form, once completed, file it in the board room.	<ul style="list-style-type: none"> <li>• Meets intent of the Act</li> </ul>



# DEEP RIVER GOLF CLUB (1972) INC.

## Board of Directors

**From Fall Meeting \_\_\_\_\_ to Fall Meeting \_\_\_\_\_**

The individuals listed below agree to form the Deep River Golf Club Board of Directors from the election results held at the Annual General Meeting (Fall Meeting) until the following year's Fall Meeting.

By signing this form, the individual acknowledges being familiar with the duties their assigned position as defined in policy 00-010 Board Positions – Terms of Reference, and the terms defined in GOV-001 By-Law.

The signatory also acknowledges that he or she is qualified to be a director and:

- Is a member of the Corporation.
- Is eighteen or more years of age.
- Has no undischarged bankruptcy, and, if he or she becomes a bankrupt during the term, he or she thereupon ceases to be a director.

<b>Director Position</b>	<b>Name</b>	<b>Address/Phone</b>	<b>Signature</b>	<b>Date</b>
President				
Vice-President				
Secretary				
Finance Director				
Club Captain				
Greens Director				
House Director				
Governance/Strategic Planning Director				
Social Director				
Marketing Director				
Membership Director				

Completed on this date by:

Secretary: \_\_\_\_\_

Date: \_\_\_\_\_