

**OPERATING**

**CANADIAN 5 PIN  
BOWLERS' ASSOCIATION**



**BY-LAW  
NUMBER ONE**

Revised – August 25, 2013  
Governance & Communication Committee  
Sheila Carr - Chairperson

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**CANADIAN 5 PIN BOWLERS' ASSOCIATION**

**BY- LAW NUMBER ONE**

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## PART A

### ARTICLE 1: GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of the **Canadian 5 Pin Bowlers Association**, a Canadian Corporation.
- 1.2 Definitions – Unless context otherwise specifies or requires, the following terms have these meanings in these By-laws:
- a) *Act* – the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
  - b) *Annual Meeting* – the annual meeting of the Members;
  - c) *Corporation* – Canadian 5 Pin Bowlers' Association;
  - d) *Articles* – the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution, or revival of the Corporation;
  - e) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual General Meeting to audit the books, accounts, and records of Corporation for a report to the Members at the next Annual General Meeting;
  - f) *Board* – the Board of Directors of the Corporation;
  - g) *By-laws* – shall mean these and all other by-laws of the Corporation in effect from time to time;
  - h) *Days* – days irrespective of weekends and holidays;
  - i) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
  - j) *Member* – those entities admitted as members of the Corporation pursuant to these By-laws;
  - k) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
  - l) *Ordinary Resolution* – a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
  - m) *Proposal* – a proposal submitted by a Member of the Corporation that meets the requirements of Section 163 of the Act;
  - n) *Regulations* – the regulations made under the Act, as amended, restated or in effect from time to time
  - o) *Special Resolution* – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- 1.3 Head Office – The head office of the Corporation will be located in the province of Ontario at such address as the Board may, by Ordinary Resolution, determine.
- 1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.
- 1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objectives, mission, vision and values of the Corporation.
- 1.6 Conduct of Meetings – Unless otherwise specified in the Act or these By-laws, meetings of Members, Committees, and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
- 1.7 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title or program will include any successor organizational name, title or program. Other than as specified in section 1.1 above, words and expressions defined in the Act have the same meanings when used in these By-laws.
- 1.8 Language – These By-laws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.
- 1.9 Invalidity of any provisions of these By-Laws – The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws.

## **ARTICLE 2: Membership**

### **Membership Categories**

- 2.1 Categories – The Corporation has one category of Members:  
a) Provincial Members
- 2.2 Provincial Membership Definition – Any Corporation recognized by the applicable Provincial/Territorial government (one from each province and/or territory, excluding Ontario which may have two) as the governing body for the sport of 5 pin bowling. A Provincial Member accepted into membership will have the right to vote at any meeting of the Members.

### **Conditions and Qualifications for Membership**

- 2.3 Provincial Members – Membership will be available only to **Provincial** Corporations that meet the following qualifications:  
a) Recognized by the applicable Provincial/Territorial government (one from each province and/or territory, excluding Ontario which may have two)  
b) Has applied for membership within the Corporation;  
c) Ensures all local clubs register participants with the provincial organization and subsequently registers all participants with the Corporation;  
d) Complies with and agrees to abide by the Corporation's By-laws, policies, procedures, rules and regulations; and  
e) Is accepted as a Member of the Corporation.

### **Transfer of Membership**

- 2.4 Transfer – Any interest arising out of membership in the Corporation is not transferable.
- 2.5 Charter - Provincial Corporations will receive a charter from the Corporation certifying that the Provincial Corporation is recognized by the Corporation as the governing 5 pin bowling body in that Province.

### **Applications for Membership**

- 2.6 Applications - All applications for Membership in the Corporation shall be made, in writing in the manner prescribed by the Corporation, to the President of the Corporation not less than sixty (60) days prior to the Annual Meeting of the Corporation.
- 2.7 Decision - The Board of Directors of the Corporation, or any committee delegated this authority, shall examine the application and either accept or reject said application by a majority vote.
- 2.8 Acceptance - If the Board of Directors of the Corporation accepts the application, then the new member shall be entitled to all the rights, privileges and responsibilities of membership in the Corporation, upon the payment of any required membership dues.

### **Membership Dues**

- 2.9 Assessment Fees - To register participants in the Corporation, the Provincial Member will forward the required assessment fee to the Corporation.
- 2.10 Determination of Fees - The above fees are to be determined at any Semi-Annual or Annual Meeting of the Corporation.
- 2.11 Duration - Membership is accorded on an annual basis and will terminate on August 31, subject to renewal.
- 2.12 Overdue Payments - Members whose membership accounts are not paid promptly (as specified) shall be referred to the Executive Officers of the Corporation by the Corporate Secretary/Treasurer.

### **Withdrawal and Termination of Membership**

- 2.13 Withdrawal and Termination – Membership in the Corporation is terminated when:  
a) The Member dissolves or ceases to exist;  
b) The Member fails to maintain any of the qualifications or conditions of membership;

- c) The Member resigns from the Corporation by giving written notice to the Secretary, in which case the resignation becomes effective on the date specified in the resignation. The Member will be responsible for all fees payable until the actual withdrawal becomes effective;
  - d) The Member fails to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation;
  - e) The Member is removed by Special Resolution of the Members present at an Annual General Meeting or Special Meeting, provided the Member has been given written notice of, and the opportunity to present and to be heard at, such meeting
  - f) The Member's term of membership expires; or
  - g) The Corporation is liquidated or dissolved under the Act.
- 2.14 May Not Resign – A Member or Registrant may not resign from the Corporation if the Member or Registrant is subject to disciplinary investigation or action.
- 2.15 Discipline – A Member or Registrant may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members and Registrants.
- 2.16 Effects of Termination – Subject to the Articles, upon termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist.

### **Suspensions – Due Process**

- 2.17 Due Process - In matters involving athletes, coaches, trainers, managers, administrators, or officials, in national competition or participating in that competition, and in matters involving league or tournament competition or suspension of membership other than for non-payment of dues, due process may include notice, hearing, expedited hearing, decision, and appeal, all as provided in written policies approved by the Corporation's Board of Directors.

### **Good Standing**

- 2.18 Definition – A Member of the Corporation will be in good standing provided that the Member:
- a) Has not ceased to be a Member;
  - b) Has not been suspended or expelled from membership, or had other restrictions or sanctions imposed;
  - c) Has completed and remitted all documents as required by the Corporation;
  - d) Has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;
  - e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
  - f) Had paid all required membership dues or debts to the Corporation, if any.
- 2.19 Cease to be in Good Standing – Members who cease to be in good standing may have privileges suspended and will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.
- 2.20 Change of Terms/Conditions of Membership – Pursuant to subsection 197(1) of the Act (Fundamental Changes), a Special Resolution of the Members is required to make any amendments if those amendments affect membership rights and/or conditions described (in paragraphs 197(1)(e), (h), (l) or (m)) as follows:
- a) Change a condition required for being a Member;
  - b) Change in the manner of giving notice to Members entitled to vote at a meeting of Members; or
  - c) Change the method of voting by Members not in attendance at a meeting of Members.

## PART B

### ARTICLE 3: Directors/Board of Directors

#### Composition of the Board

- 3.1 Directors – The Board of Directors will be composed as follows:
- President
  - 1<sup>st</sup> Vice-President
  - 2<sup>nd</sup> Vice-President
  - Corporate Secretary/Treasurer
  - Three (3) Director-at-Large

#### Election of Directors

- 3.2 Eligibility – Any individual, who is eighteen (18) years of age or older, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, and does not hold any elected, employment or contract employment position(s) with the Corporation, is eligible to be nominated for election as a Director.
- 3.3 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit nominee for the election of the Directors.
- 3.4 Nomination – Any nomination of an individual for election as a Director will:
- Include the written consent of the nominee by signed or electronic signature; and
  - Comply with the procedures established by the Nominations Committee.
- 3.5 Nominations from the Floor – Nominations may be accepted from the floor.
- 3.6 Election Decisions – Elections will be decided as follows:
- One Valid Nomination – Winner declared by acclamation.
  - Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie, the nominees receiving the same number of votes for the Director's position will participate in a run-off vote. The nominee receiving the most votes will be determined the winner. If there continues to be a tie, the President holding office will cast a second, deciding vote.
- 3.7 Election – The election of Directors will take place at the Annual General Meeting of members as follows:
- The President, 2<sup>nd</sup> Vice-President and two (2) Directors-at-Large will be elected in alternate meetings to those listed in subsection b;
  - The 1<sup>st</sup> Vice-President, Corporate Secretary/Treasurer and one (1) Director-at-Large will be elected in alternate meetings to those listed in subsection a.
- 3.8 Term - Elected Directors will hold office for a term of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

#### Suspension, Resignation and Removal of Directors

- 3.9 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 3.10 Vacate Office – The office of any Director will be vacated automatically if the Director:
- Is found by a court to be of unsound mind;
  - Resigns;
  - Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
  - Upon the Director's death.

- 3.11 Removal – A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting, provided the Director has been given notice of and the opportunity to be heard at such a meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his position as an Officer.
- 3.12 Suspension – A Director may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, by Special Resolution of the Board at a Board meeting, provided the Director has been given notice of and the opportunity to be heard at such meeting.

### **Filling a Vacancy on the Board**

- 3.13 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy until the next Annual General Meeting of Members, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the Articles.

### **Remuneration**

- 3.14 Remuneration – Directors will serve as such without remuneration and Directors will not directly or indirectly receive any profit from their positions as such; provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving compensation therefor.

### **Meetings**

- 3.15 Call of Meeting – Meetings of the Board will be held any time and place as determined by the Board.
- 3.16 Notice – Notice of Board meetings will be given to all Directors at least three (3) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. In urgent situations and at the sole discretion of the President, a Board meeting may be called with three (3) hours' notice.
- 3.17 Number of Meetings – The Board will hold at least two (2) meetings per fiscal year.
- 3.18 Quorum – At any meeting of the Board, quorum will consist of four (4) Directors holding office.
- 3.19 Voting – Each Director, in attendance or participating, is entitled to one vote. Voting will be by a show of hands, orally or by electronic ballot, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the case of a tie, the President will declare that the resolution has not been decided and will set a date for further deliberation. After further deliberation, if the vote remains tied, the resolution is defeated.
- 3.20 Absentee Voting – There will be no absentee or proxy voting by Directors.
- 3.21 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 3.22 Meetings by Teleconference or Other Electronic Means – The Directors may meet by teleconference or other electronic means that permit each Director to communicate adequately with each other provided that:
- a) The Directors have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing a quorum and for recording votes;
  - b) Each Director has equal access to the specific means of communications to be used;
  - c) Each Director has consented in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 3.23 Attending by Telephone – Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

3.24 Executive Director – The Executive Director shall attend and participate in all meetings of the Board, but will not be entitled to vote.

### **Powers of the Board**

3.25 Powers – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions.

3.26 Empowered – The Board will be empowered to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws.
- b) Make policies and procedures relating to discipline of Members and Registrants, and will have the authority to discipline Members and Registrants in accordance with such policies and procedures.
- c) Make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.
- d) Employ or engage under contract the CEO who will carry out the work of the Corporation, who will have the authority to employ or engage other individuals on behalf of the Corporation. The Board may also terminate the employment of the CEO.
- e) Determine registration procedures and membership fees, dues, assessments, charges and other registration requirements.
- f) Borrow money upon the credit of the Corporation as it deems necessary:
  - i. From any bank, Corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
  - ii. To limit or increase the amount to be borrowed;
  - iii. To issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board of directors;
  - iv. To secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
- g) Perform any other duties from time to time as may be in the best interests of the Corporation.

## **ARTICLE 4: Officers and Committees**

### **Officers**

4.1 Composition – The Officers will be comprised of the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice- President and Corporate Secretary/Treasurer.

4.2 Duties – The duties of Officers are as follows:

#### **a) Duties of the President**

- i. The President is responsible for the successful management of the Corporation according to the strategic direction set by the Board of Directors.
- ii. The President shall preside at all meetings of the Corporation and Board of Directors.
- iii. The President shall be charged with the general management and supervision of the affairs and operations of the Corporation.
- iv. The President acts as a spokesperson for the Corporation and has signing authority for the Corporation. The President conducts official business on behalf of the Board of Directors as appropriate and jointly with the Executive Officers when appropriate.
- v. The President shall perform such other duties as pertain to his/her office and shall make a written report with his/her recommendations at each Annual General Meeting and Semi-Annual meeting of the Corporation.
- vi. The President, together with the Corporate Secretary/ Treasurer, shall sign all By-laws and Constitutions.
- vii. The President shall be a member of all committees of the Corporation.
- viii. During elections the President shall exercise his/her vote.
- ix. The President shall oversee the development and implementation of orientation, for the incoming

executive officers.

- x. The President has financial signing authority for the Corporation.
- xi. The President shall conduct performance evaluations of all employees of the Corporation on an annual basis.

**b) Duties of the Vice-President(s)**

- i. The First Vice-President shall have such powers and perform such duties as may be assigned to him/her by the Executive Officers of the Board of Directors. In the absence or disability of the President he/she may exercise the powers and perform the duties of the President. If the First Vice-President exercises any such duty or power, the absence or disability of the President shall be presumed.
- ii. The First Vice-President shall review the agenda for the Annual General Meeting and the Semi-Annual General Meeting to ensure entirety and suitability. The First Vice-President shall forward the agenda to the Provincial Presidents two weeks prior to meeting.
- iii. The First Vice-President shall be the Chair of the Planning Committee.
  - Ensures formation of appropriate committees for the Annual General Meeting and Semi-Annual General Meeting.
  - Identifies scope and expectations of each committee.
  - Assigns Board of Director members to each committee. Ensures that all committee members receive appropriate orientation, instructions and required material 2 weeks prior to the meeting.
  - Creates a detailed strategic plan which identifies and sequences the activities required to successfully complete ongoing projects.
  - Reviews on a regular basis with committee members the progress of the work completed to ensure timeliness of projects.
- iv. The First Vice-President, in conjunction with Executive Officers, shall be responsible for assessing the recommendations of the committees for review by the Board of Directors and integration into the Strategic Plan of the Corporation.
- v. The First Vice-President is one of three representatives of the Corporation on the Bowling Federation of Canada Board of Directors and attends all meetings as required.
- vi. The First Vice-President shall be chair of the Constitution Committee.
- vii. The Second Vice-President shall carry out the duties of the First Vice-President in the absence of the First Vice-President.
- viii. The Second Vice-President is the National Technical Director.
- ix. The Second Vice-President shall be chair of the National Technical Committee.
  - Standards and Specifications
  - Rules and Regulations
  - Coaching Certification
  - Officials Certification

**c) Duties of the Corporate Secretary/Treasurer**

- i. The Corporate Secretary/Treasurer shall be chair of the Finance Committee, if such committee is appointed.
- ii. The Corporate Secretary/Treasurer shall maintain and shall have charge of the records of the Corporation including books containing the names and addresses of the board members of the Corporation and such other books as the Corporation may direct.
- iii. The Corporate Secretary/Treasurer shall keep a full and accurate account of all receipts and disbursements of the Corporation in proper books of account.
- iv. The Corporate Secretary/Treasurer shall render an account of the financial condition of the Corporation on monthly bases to the Executive Officers and the Annual and Semi-Annual Meeting to the Board of Directors.
- v. The Corporate Secretary/Treasurer shall submit to the Board of Directors, as soon as possible after the end of the fiscal year, an audited statement of the financial condition of the Corporation.
- vi. The Corporate Secretary/Treasurer shall supply a copy of the audited financial statement to each of the recognized Provincial Member in good standing.
- vii. The Corporate Secretary/Treasurer shall present an annual Audited Financial statement to the

- Annual Meeting of the Corporation.
- viii. The Corporate Secretary/Treasurer shall prepare all supporting information for the annual audit and liaise with the Board of Directors audit committee and the external auditors as necessary.
  - ix. The Corporate Secretary/Treasurer establishes guidelines for the budget and forecast preparations and prepares the annual budget in consultation with the Board of Directors.
  - x. The Corporate Secretary/Treasurer is responsible for the preparation and follow-up of outstanding accounts receivable.
  - xi. The Corporate Secretary/Treasurer has financial signing authority for the Corporation.
  - xii. The Corporate Secretary/Treasurer is responsible for reviewing the new Corporation programs that have financial implications to the Corporation.

### **Committees**

- 4.3 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by the Act, the Constitution or these Bylaws.
- 4.4 Quorum - A quorum for any committee will be the majority of its voting members.
- 4.5 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.
- 4.6 Vacancy - When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
- 4.7 President Ex-officio - The President will be an *ex-officio* (non-voting) member of all Committees of the Corporation.
- 4.8 Removal - The Board may remove any member of any Committee.
- 4.9 Chairperson – The chairperson will be appointed by the President upon ratification by the Board of Directors. It is the Chairperson's responsibility to ensure that an Annual report is prepared for presentation to the Board of Directors.

### **Executive Committee**

- 4.10 Composition - The Executive Committee of the Corporation shall consist of the President, 1<sup>st</sup> Vice-President, 2<sup>nd</sup> Vice-President and Corporate Secretary/ Treasurer, who shall be responsible for the day to day operations of the Corporation, the Executive Director shall be a member thereof, ex-officio, non-voting.
- 4.11 Eligibility - Employees of a Provincial or National 5 Pin Corporation, Proprietors (anyone owning any percentage of a bowling establishment) and Managers of 5 Pin Bowling Centres, shall not be allowed to serve as an Executive Officer or as a member of the Executive Committee.
- 4.12 Authority/Duties - During the time when the Board of Directors are not in session, the Executive Committee shall have and exercise all the power to oversee the implementation of Board policies, all the power granted to the Corporation by these By-laws, except that it shall have no power to alter, rescind or nullify any part or provision of the By-laws of the Corporation, and will perform such other duties as are prescribed by the Board of Directors.
- 4.13 Additional Duties - The Executive Committee in session shall assume the duties and power of the Executive Officers as defined in Section 4.12 and Section 4.14 of these By-laws.
- 4.14 Powers of the Executive Committee - The Executive Committee shall have full power:
  - a) To hear and determine all protests and violations of the rules and regulations of the Corporation and shall have the power to suspend, expel or otherwise discipline any bowler, league or organization

affiliated with the Corporation. For the purposes of determining all such matters, the Executive Officers may, through its Executive Director, issue to the several parties and witnesses, its citation to appear at the hearing with records and papers involved in the case. Failure to attend the meeting could result in automatic suspension until attendance at a subsequent meeting.

- b) To establish special committees for specific purposes, or standing committees for ongoing purposes. The Executive Committee shall be empowered to appoint the chairperson and the members of such committees who shall serve in such capacity until the completion of the work of the committee. Any committee so formed shall, in the exercise of its power, conform to all regulations or limitations that may be imposed upon them by the By-laws of the Corporation or the Executive Committee.
- c) To change or eliminate such committee or appointments to committee, by majority vote.
- d) To cancel any sanctions.
- e) To supervise, manage, conduct and control all tournaments held by the Corporation and shall have the power to change the location of such tournament(s) and to annul and cancel any grant or privilege for conducting any such tournament(s), if at any time the Municipality, Person or Corporation to whom such sanction, grant or privilege was given shall default on any of the terms, conditions or provisions of such sanctions, grant or privilege.
- f) To appoint an Executive Director at a salary to be determined by the Executive Officers/Committee. Such Executive Director shall not have voting privileges in the Corporation.
- g) To appoint or delegate the appointment of such agents, and engage such employees as it shall deem necessary, from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the Executive Officers at the time of such appointment. The Executive Committee shall establish the salaries for all employees of the Corporation.
- h) To take such steps as they may deem requisite to enable the Corporation to acquire, solicit or receive gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- i) To authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation, the right to employ and pay salaries to employees. The Executive Officers/Committee shall have the power to make expenditures for the purpose of furthering the objects of the Corporation. The Executive Officers/Committee shall have the power to enter into a trust arrangement with a financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Canadian 5 Pin Bowlers; Association in accordance with such terms as the Executive Officers/Committee may prescribe.

4.15 Meetings of the Executive Committee - Meetings of the Executive Committee may be held at any time and place to be determined by the Executive Officers, provided that seven (7) clear days' notice of such meeting shall be sent in writing to each Executive Officer. There shall be at least one (1) meeting per year of the Executive Officers.

#### **Remuneration**

4.16 No Remuneration - All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

#### **Conflict of Interest**

4.17 Conflict of Interest – In accordance with Section 141 of the Act, a Director, Officer, or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will comply with the Act and the Corporation's Conflict of Interest Policy and will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

## PART C

### ARTICLE 5: MEETINGS OF MEMBERS

- 5.1 Types of Meetings – Meetings of Members will include Annual General Meetings and Special Meetings. The Members may consider and transact any business, either special or general, at any meeting of the Members.
- 5.2 Annual General Meeting – The Annual General Meeting of the Members shall be called by the President at a location, time and with notice pursuant to these By-laws. At every Annual General Meeting, in addition to any other business that may be transacted, the financial statements and the report of the auditor shall be presented.
- 5.3 Semi-Annual Meeting – The Semi-Annual Meeting will be held at some time and place between Annual Meetings at such time and place as determined by the Board of Directors.
- 5.4 Special Meeting – A Special Meeting of the Members may be called at any time by the President, the Board of Directors or upon the written requisition of members who hold 5% of the votes of the Corporation.
- 5.5 Location and Date – Subject to compliance with section 159 (Place of Members' Meetings) of the Act, the Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting but not later than six (6) months after the end of the Corporation's preceding financial year.
- 5.6 Meetings by Electronic Means – A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
- 5.7 Participation in Meetings by Electronic Means – Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 5.8 Notice – Notice will include the time and place of a meeting, the proposed agenda, and reasonable information to permit Members to make informed decisions, and shall be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:
- a) By mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21-60 days before the day on which the meeting is to be held; or
  - b) By telephone, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21-35 days before the day on which the meeting is to be held; or
  - c) By posting on the Corporation's website not less than thirty (30) days prior to the date of the meeting.
- 5.9 Change in Notice Requirements – Pursuant to Section 197(1) of the Act (Fundamental Changes), a Special Resolution of the Members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.
- 5.10 Persons Entitled to Attend – All categories of membership, the Directors and the auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the Board or by resolution of the members.
- 5.11 The regular **Order of Business** at all General Meetings may be as follows:
- (a) Call to Order
  - (b) Roll Call
  - (c) Establishment of Quorum

- (d) Approval of Agenda
- (e) Reading and Adoption of Minutes of previous meeting
- (f) Business arising out of the Minutes
- (g) Executive Officers and Professional Staff reports
- (h) Provincial Corporation reports (written) or typed for presentation to the Executive Director (30 days prior)
- (i) Reports of the Standing Committees
- (j) Reports of Special Committees
- (k) Financial Report
- (l) Appointment of Auditor
- (m) Unfinished Business
- (n) New Business, as specified in the Meeting Notice
- (o) Election of Officers (Annual General Meeting only)
- (p) Adjournment

5.12 New Business – Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the Corporation at least fourteen (14) days prior to the meeting date.

5.13 Quorum – A minimum of 2/3 of the eligible number of voting members present will constitute a quorum.

#### **Voting at Meetings of Members**

5.14 Voting Privileges – All Provincial Members functioning and operating with at least 1,000 individual members or 50% of bowlers in the prescribed area (whichever is the lesser figure), will be entitled to elect, by their respective members, two Delegates who are each entitled to attend meetings of members and one (1) vote per Delegate.

5.15 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of the Delegate(s) to represent and vote on behalf of the voting Member. Delegates must be at least eighteen years of age. A voting Member may name an Alternate Delegate at least three (3) days prior to the date fixed for the next General Meeting, in the case of a Delegate who is unable to attend.

5.16 Absentee Voting – There will be no absentee or proxy voting.

5.17 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

5.18 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, unless a secret or recorded ballot is requested by a voting Member. A secret ballot is required for elections.

5.19 Majority of Votes – Except as otherwise provided in the Act or these By-laws, the majority of votes and proxy votes cast, calculated on an aggregate basis, will decide each issue. In the case of a tie, the President, or the Vice-President in the President's absence, will cast a deciding vote.

## PART D

### ARTICLE 6: FINANCE AND MANAGEMENT

- 6.1 Fiscal Year – The fiscal year of the Corporation will be July 1<sup>st</sup> to June 30<sup>th</sup>, or such other period as the Board may from time to time determine.
- 6.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may designate.
- 6.3 Auditor – At each Annual General Meeting, the Members will appoint, by Ordinary Resolution, an auditor to audit the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual General Meeting. The auditor will not be an employee or a Director of the Corporation but shall have remuneration fixed by the Directors.
- 6.4 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The Board of Directors minutes and records of the Corporation will not be available to the general membership of the Corporation but will be available to the Board, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the head office of the Corporation in accordance with the Act.
- 6.5 Annual Financial Statements - The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.
- 6.6 Signing Authority – Contracts, agreements, deeds, leases, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) of the Secretary/Treasurer, President or Executive Director or other individual, as designated by the Board. In addition, the Board may from time to time direct a manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed.
- 6.7 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

### ARTICLE VII: AMENDMENT OF BY-LAWS

- 7.1 Directors Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors shall submit the By-law, amendment or repeal to the members at the next meeting of Members, and the Members may by a majority affirmative vote confirm, reject or amend the By-laws. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.
- 7.2 Members Voting – Except for the items set out in subsection 197(1) of the Act (Fundamental Changes), these By-laws may be amended or repealed by a majority affirmative vote of the Members present at the next meeting of Members. Upon majority affirmative vote, any amendments will have immediate effect.
- 7.3 Notice in Writing – Notice of proposed amendments to these By-laws, general rules, regulations and the constitution shall be provided to Members at least twenty-one (21) days prior to the date of the Member's meeting at which it is to be considered.

## **ARTICLE VIII: FUNDAMENTAL CHANGES**

8.1 Fundamental Changes – Subsection 197(1) of the Act requires a Special Resolution of all Members in order to make the following fundamental changes to these By-laws. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's registered office is situated;
- c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of members;
- e) Change a condition required for being a member;
- f) Change the designation of any class or group of members or add, change or remove any rights and conditions of any such class or group;
- g) Divide any class or group of members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;
- i) Subject to Section 133 of the Act, increase or decrease the number of — or the minimum or maximum number of directors;
- j) Change the statement of the purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to members entitled to vote at a meeting of members;
- m) Change the method of voting by members not in attendance at a meeting of members; or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

8.2 Special Class Vote – Section 199 of the Act provides that each membership class is entitled to vote separately (Special Resolution vote of each class) if the fundamental change noted above relates to membership rights, such as:

- a) Effect an exchange, reclassification or cancellation of all or part of the memberships of the class or group;
- b) Add, change or remove the rights or conditions attached to the memberships of the class or group, including
  - i. To reduce or remove a liquidation preference, or
  - ii. To add, remove or change prejudicially voting or transfer rights of the class or group;
- c) Increase the rights of any other class or group of members having rights equal or superior to those of the class or group;
- d) Increase the rights of a class or group of members having rights inferior to those of the class or group to make them equal or superior to those of the class or group;
- e) Create a new class or group of members having rights equal or superior to those of the class or group; or
- f) Affect an exchange or create a right of exchange of all or part of the memberships of another class or group into the memberships of the class or group.

## **ARTICLE IX: NOTICE**

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director or Member, as the case may be.

9.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

9.3 Error in Notice – The accidental omission to give notice of a Meeting of the Directors or the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

## **ARTICLE X: DISSOLUTION**

10.1 Dissolution – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to an incorporated non-profit Canadian organization as determined by the Board.

**ARTICLE XI: INDEMNIFICATION**

- 11.1 Will Indemnify – Subject to the provisions of these By-laws and sections 151(3) and (4) of the Act, the Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 11.2 Will Not Indemnify – the Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, unlawful conduct, or bad faith.
- 11.3 Insurance – the Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

**ARTICLE XII: ADOPTION OF THESE BY-LAWS**

- 12.1 Adoption by Board – These By-laws were adopted by the Board of the Corporation at a meeting of the Board duly called and held on August 24, 2013.
- 12.2 Ratification – These By-laws are ratified by Special Resolution of the Members of the Corporation at a meeting of Members duly called and held on August 24, 2013.
- 12.3 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.