

By-Laws

**Preston Lawn Bowling Club of Cambridge,
Ontario**

Incorporation # 5036324

PRESTON LAWN BOWLING CLUB
BY-LAWS

ARTICLE 1 GENERAL

1.1 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the *Ontario Not-for-Profit Corporations Act, 2010*, as amended from time to time.
- b) *Auditor* – the person or public accounting firm appointed by the Members of the Corporation, where required or permitted by the Act, to conduct an audit or review engagement of the Corporation's financial statements in accordance with the Act.
- c) *Board* – the Board of Directors of the Corporation.
- d) *Corporation* – the Preston Lawn Bowling Club.
- e) *Days* – calendar days, including weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- g) *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- h) *In Writing* – includes communication in paper or electronic form and any other form permitted by the Act.
- i) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- j) *Ordinary Resolution* – a resolution passed by a majority of the votes cast by Members entitled to vote on that resolution, whether voting in person, by proxy, by mail, or by permitted electronic means.
- k) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting Members entitled to vote on that resolution.
- l) *Voting Member* – a Member who belongs to a membership category designated as having voting rights under these By-laws and who is in good standing

1.2 Registered Office – The registered office of the Corporation will be located within the Province of Ontario. The registered office may be changed by resolution of the Board.

1.3 Mailing Address – The mailing address of the Corporation will be maintained in the corporate records and may be changed by resolution of the Board.

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 purposes.

1.5 Ruling on By-laws – The Board may interpret these By-laws where a question arises regarding their meaning or application. Any interpretation adopted by the Board must be reasonable and consistent with the Act, the Articles, these By-laws and any applicable policies of the Corporation. Any interpretation made by the Board will remain in effect until amended or overturned by the Members or by a court of competent jurisdiction.

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted in accordance with the current edition of Robert's Rules of Order Newly Revised, to the extent applicable and consistent with the Act, the Articles, these By-laws, and any applicable policies.

1.7 Interpretation – Words importing the singular will include the plural 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.

- 1.8 Affiliation – The Corporation may maintain affiliation with organizations that support the sport of lawn bowling, including the Ontario Lawn Bowling Association (OLBA), Bowls Canada Boulingrin (BCB), and any successor organizations.

ARTICLE 2 MEMBERSHIP

- 2.1 Categories – The Corporation has the following categories of Member:

- a) **Active (or Full) Member** – An Active Member is an individual, eighteen (18) years of age or older as of May 1st of the membership year and who is in good standing with the Corporation. Active Members are required to pay applicable fees, are entitled to vote and may hold office. Active Members may include participants, coaches, officials, volunteers or administrators who are registered with the Corporation. Active Members may be registered with the applicable lawn bowling governing organizations as determined by the Board and will have lawn bowling privileges.
- b) **Limited Member** – A Limited Member is an individual, eighteen (18) years of age or older as of May 1st of the membership year and who is in good standing with the Corporation. Limited Members are required to pay applicable fees, are not entitled to vote and may not hold office. Limited Members may be registered with the applicable lawn bowling governing organizations as determined by the Board and will have limited lawn bowling privileges and limited social privileges as established from time to time by the Board.
- c) **Junior Member** – A Junior Member is an individual under the age of eighteen (18) years on May 1st of the membership year and who is in good standing with the Corporation. Junior Members are required to pay applicable fees, are not entitled to vote and may not hold office. Junior Members may be registered with the applicable lawn bowling governing organizations as determined by the Board and will have lawn bowling privileges.
- d) **Social Member** – A Social Member is an individual with a membership that does not include lawn bowling privileges. Social Members are required to pay applicable fees, are entitled to vote and may hold office. The total number of Social Members will not exceed fifteen percent (15%) of the number of Active Members.
- e) **Life Member** – A Life Member is an individual approved by the Board and presented to the Members for confirmation at the next Annual Meeting, who has provided sustained, exceptional, meritorious, and valuable service to the Corporation or related organizations. Life Members are not required to pay fees, are entitled to vote and may hold office. Life Members may be registered with the applicable lawn bowling governing organizations as determined by the Board and will have lawn bowling privileges.
- f) **Honorary Member** – An Honorary Member is an individual who has demonstrated superior achievements that have contributed to the advancement of lawn bowling at a local, provincial, national or international level. Honorary Members are not required to pay fees, are not entitled to vote and may not hold office. Honorary membership may be granted by the Board subject to confirmation by the Members at the next Annual Meeting and may be revoked by the Board subject to confirmation by the Members at the next Annual Meeting. Honorary Members may be registered with the applicable lawn bowling governing organizations as determined by the Board and will have lawn bowling privileges.

- 2.2 Registration – Each category of Member must register with the Corporation and agree to abide by the Corporation's By-laws, policies, procedures, rules and regulations or, if the Member is under the age of eighteen (18), have a parent or guardian agree to abide by the Corporation's By-laws, policies, procedures, rules and regulations on behalf of the Member.

- 2.3 Voting Rights - Voting rights will be determined by membership category as set out in Section 2.1 of these By-laws. Only Members belonging to categories designated as voting categories under these By-laws are entitled to vote.

Authority of Voting Members

- 2.4 Membership Authority – The voting Members of the Corporation will have the following powers:
- a) To appoint or remove the Auditor
 - b) To amend the By-laws
 - c) To elect Directors; and
 - d) To exercise any other powers reserved to the Members by the Act, the Articles, or these By-laws

Admission and Renewal of Members

- 2.5 Admission and Renewal of Members – Any applicant will be admitted or renewed as a Member if the applicant:
- a) Submits an application in the manner determined by the Corporation;
 - b) Meets the applicable membership requirements;
 - c) Agrees to comply with the Corporation's governing documents; and
 - d) Pays applicable fees

Membership Fees and Duration

- 2.6 Year – Unless otherwise determined by the Board, the membership year of the Corporation will be May 1st to April 30th.
- 2.7 Duration – Membership is granted for one membership year and must be renewed each membership year.
- 2.8 Fees – Membership fees will be determined annually by the Board. The Board may establish different fees for different membership categories. Membership fees may include applicable affiliation fees payable to governing organizations.
- 2.9 Fee Adjustments – The Board may, in its sole discretion, establish prorated membership fees or otherwise adjust, waive, or reduce membership fees for individual Members or categories of Members in appropriate circumstances, including, but not limited to, members joining after the commencement of the membership year, promotional membership initiatives, or other circumstances the Board considers to be in the best interests of the Corporation.
- 2.10 Refunds - Membership fees are non-refundable except where otherwise approved by the Board.
- 2.11 Deadline – Members will be notified by mail, electronic communication, or other method approved by the Board of the membership fees and the date on which they are payable. If membership fees are not paid within sixty (60) days after the membership renewal date, or such later date as approved by the Board, the Member will automatically cease to be a Member without further notice.

Transfer, Suspension, and Termination of Membership

- 2.12 Transfer – Membership in the Corporation is non-transferable.
- 2.13 Suspension – A Member may be suspended in accordance with the Corporation's discipline policies or, where immediate action is necessary to protect the interests of the Corporation, by resolution of the Board pending completion of the applicable discipline process. Suspension does not terminate membership unless otherwise determined under the discipline process.
- 2.14 Effects of Suspension – A suspended Member is not in good standing, may not vote or participate in the activities or programs of the Corporation except as expressly authorized under the applicable disciplinary decision or by resolution of the Board, and may be subject to a probationary period before being reinstated to good standing.
- 2.15 Termination – Membership in the Corporation will terminate immediately upon:
- a) The expiration of the Member's membership, unless renewed in accordance with these By-laws;
 - b) The Member ceases to meet any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
 - c) Resignation by the Member by giving written notice to the Corporation;
 - d) Dissolution of the Corporation;
 - e) A decision made in accordance with the Corporation's discipline or dispute resolution policies;
 - f) The Member's death; or
 - g) By resolution of the Board in accordance with the Act and these By-laws, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for the proposed termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
- 2.16 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.
- 2.17 Arrears – A Member's membership will automatically terminate for failing to pay fees or other amounts owing to the Corporation by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Corporation by suspended or terminated Members will remain due.
- 2.18 Discipline – A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members or, upon fifteen (15) days' written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles or By-laws. The notice will set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice will be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board will consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Good Standing

2.19 Definition – A Member will be in good standing provided that the Member:

- a) Has completed all membership requirements established by the Corporation;
- b) Has paid all required membership fees;
- c) Is in compliance with these By-laws, policies, and rules of the Corporation;
- d) Is not subject to disciplinary sanctions and, where disciplinary sanctions have previously been imposed, has complied all applicable terms and conditions to the satisfaction of the Board; and
- e) Has not been suspended, had their membership terminated, or had other membership restrictions or sanctions imposed.

2.20 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Corporation, Members in good standing are eligible to exercise the rights and privileges applicable to their membership category, including:

- a) To serve as a Director of the Corporation, where permitted by the Member's membership category;
- b) To be a member of a Committee of the Corporation;
- c) To attend and participate in meetings of the Members and, where permitted by the Member's membership category, to vote;
- d) To participate in the Corporation's activities; and
- e) To participate in other events associated with the Corporation.

2.21 Cease to be in Good Standing – A Member who ceases to be in good standing, as determined by the Board or a disciplinary panel, will not be entitled to vote at meetings of the Members or to receive the benefits and privileges of membership until the Board is satisfied that the Member has again met the definition of good standing.

ARTICLE 3 MEETINGS OF MEMBERS

3.1 Annual Meeting – The Corporation will hold an Annual Meeting of the Members at a date, time and place within the Province of Ontario, or by telephonic or electronic means, as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting. All Members will be provided, not less than ten (10) days before the Annual General Meeting, with a copy of the approved year-to-date financial statements.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of at least ten percent (10%) of the Members entitled to vote, in accordance with the Act. Upon receipt of a valid requisition, the Board will call the meeting in accordance with the Act.

3.3 Participation by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

- 3.4 Notice – Notice in writing specifying the date, time and place of the Annual Meeting or, if the meeting is to be held in whole or in part by telephonic or electronic means, the information required to access the meeting, will be given to all Members, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days before the meeting. Notice is deemed to have been given when sent in accordance with these By-laws. The Corporation may provide additional information prior to the meeting, including a reminder regarding the right to vote by proxy, mail, or electronic means (if applicable), the proposed agenda, and other information intended to assist Members in making informed decisions.
- 3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.
- 3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members will invalidate the meeting or make void any proceedings taken at the meeting.
- 3.7 New Business – No Member proposal or other business requiring approval by the Members will be considered unless written notice of the proposed business or Member proposal has been submitted to the Board at least sixty (60) days prior to the meeting in accordance with the Act and procedures approved by the Board. This provision does not prevent the consideration of procedural matters or matters permitted under the Act. Copies of all Member proposals properly submitted under this Section, together with any recommendations of the Board and any resolutions to be considered at the meeting relating to those proposals, will be provided with the notice of the meeting, where applicable.
- 3.8 Quorum – Twenty-five (25) percent of the voting Members entitled to vote, whether present in person, by telephonic or electronic means, or represented by proxy, will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members entitled to vote who are present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 3.9 Scrutineers – At the beginning of each meeting, the Chair may appoint one or more scrutineers who will be responsible for supervising the receipt, validation, counting, and reporting of votes.
- 3.10 Adjournments – If a quorum is present, the Members entitled to vote who are present may, by majority vote, adjourn a meeting of Members and no notice is required for the adjourned meeting if the meeting is held within thirty (30) days. Any business that could have been considered at the original meeting may be considered at the adjourned meeting.
- 3.11 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member who is under eighteen (18) years of age, the Directors, the Auditor (if appointed), or the person who has been appointed to conduct a review engagement (if any), proxy holders, and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Board or with the consent of a majority of the Members present.
- 3.12 Chair – The President will chair meetings of the Members unless the President is unable or unwilling to act, in which case the Board may designate another individual to chair the meeting.

Voting at Meetings of Members

- 3.13 Voting Rights – Only Members in good standing whose membership category confers voting rights under Section 2.1 are entitled to vote at meetings of the Members:
- a) Each voting Member is entitled to one (1) vote on each matter submitted to the Members.
 - b) Non-voting Members are entitled to attend meetings of Members but are not entitled to vote.
- 3.14 Record Date for Voting – The Board may establish a record date for determining Members entitled to receive notice of and vote at a meeting of Members in accordance with the Act.
- 3.15 Proxy Voting – Every Member entitled to vote may appoint a proxy holder to attend and vote on behalf of the Member.
- a) The proxy holder must be a voting Member in good standing. A proxy must:
 - (i) Be signed by the Member or executed in another manner permitted by the Act;
 - (ii) Be in the form approved by the Corporation and comply with the requirements of the Act and any applicable regulation; and
 - (iii) Be received by the Secretary or the Registered Office of the Corporation at least forty-eight (48) hours, excluding Saturdays and holidays, before the commencement of the meeting, in accordance with the Act.
 - b) A Member who has voted by mail or electronic means on a matter is deemed to have exercised their vote on that matter and may not appoint a proxy holder to vote on the same matter.
- 3.16 Proxy Holder – A proxy holder may hold no more than three (3) proxies.
- 3.17 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:
- a) The Corporation has made available a procedure that permits voting by mail, telephonic, or electronic means;
 - b) The votes may be verified as having been made by the Member entitled to vote;
 - c) The Corporation is able to verify the vote while preserving the secrecy of the ballot where required; and
 - d) The Member has complied with any procedures established by the Board governing such voting.
- 3.18 Failure or Interruption of Electronic Voting – If a failure or interruption of any telephonic or electronic voting system occurs during a meeting, the Chair may suspend voting, extend the voting period, adopt an alternative voting procedure, or adjourn the meeting if necessary to ensure that Members are able to vote fairly and securely.
- 3.19 Determination of Votes – Unless otherwise provided by these By-laws or the Act, votes will be taken by a show of hands or, where the meeting is held by telephonic or electronic means, in accordance with the voting procedures established for the meeting. Elections of Directors will be conducted by secret ballot unless the number of nominees is equal to or fewer than the number of positions to be filled, in which case the eligible nominees will be declared elected by acclamation. A secret ballot on any other matter may be requested by any Member entitled to vote and will be conducted if ordered by the Chair or requested by a majority of voting Members present.
- 3.20 Majority of Votes – Except as otherwise provided in these By-laws, each matter submitted to the Members will be decided by a majority of the votes cast. In the event of a tie, the motion is defeated. The Chair does not have a second or casting vote.

ARTICLE 4 GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of:

- a) Six (6) to ten (10) Directors-at-Large elected by the Members at the Annual Meeting or appointed by the Board to fill a vacancy, each of whom must meet the eligibility requirements set out in Section 4.3.
 - (i) No more than twenty percent (20%) of the Directors-at-Large positions may be held by Social Members, with the maximum permitted number rounded down to the nearest whole number.
- b) The immediate Past President, if eligible, willing and able to serve, will serve as an additional Director of the Corporation. The Immediate Past President will not be counted when determining the minimum or maximum number of Directors-at-Large.

4.2 Number of Directors-at-Large – The Board will recommend the number of Directors-at-Large to be elected, subject to approval by the Members. The Members will determine the number of Directors-at-Large on the Board by Ordinary Resolution, provided that:

- a) The number of Directors-at-Large will be at least six (6) and no more than ten (10); and
- b) The determination of the number of Directors-at-Large on the Board will not shorten the term of a sitting Director.

Eligibility of Directors

4.3 Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Be a Member in good standing of the Corporation;
- c) Belong to a membership category that is expressly designated as being eligible to hold office, as set out in Section 2.1 of these By-laws;
- d) Not be a paid employee of the Corporation;
- e) Not have been found incapable of managing property under the Substitute Decisions Act, 1992 or by any court in Canada or elsewhere; and
- f) Not be an undischarged bankrupt.

Election of Directors

4.4 Nominations Committee – The Board may appoint a Nominations Committee. If a Nominations Committee is appointed:

- a) The Nominations Committee will be responsible for soliciting and receiving nominations for election to the Board and recommending candidates who collectively provide the skills, knowledge, experience, and perspectives needed by the Corporation;
- b) The Nominations Committee will be formed no later than forty-five (45) days before the Annual Meeting.
- c) If no Nominations Committee is appointed, nominations may be managed by the Secretary or another person designated by the Board.

4.5 Nomination – Any nomination of an individual for election as a Director must:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Comply with the procedures established by the Nominations Committee (if appointed); and
- c) Be received at the Registered Office of the Corporation (including electronically where permitted) no later than ten (10) days before the Annual Meeting. The Board may extend this deadline by Ordinary Resolution.

- 4.6 Nominations from the Floor – An individual may be nominated from the floor at a meeting of the Members provided that:
- a) The nominee meets all eligibility requirements;
 - b) The nominee provides verbal or written acceptance of the nomination; and
 - c) The nomination is supported by a nominator and seconder who are voting Members present at the meeting.
- 4.7 Circulation of Nominations – Valid nominations will be provided to Members before the election of Directors at the Annual Meeting.
- 4.8 Election to Fill Vacancies – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.
- 4.9 Director-at-Large Elections – Elections for Director-at-Large positions will be conducted by the Members in accordance with the following:
- a) Number of Nominations Equal to or Fewer than Available Positions – Where the number of eligible nominees is equal to or fewer than the number of available positions, the nominees will be declared elected by acclamation.
 - b) More Nominations than Available Positions – Where the number of eligible nominees exceeds the number of available positions, the nominees receiving the greatest number of votes cast will be elected until all positions have been filled.
 - c) Tie Vote – If there is a tie for the final available position, a further vote will be conducted among the tied nominees. If the further vote results in a tie, the winner will be determined by lot.
- 4.10 Post-Election Eligibility – An individual elected as a Director who subsequently fails to meet the eligibility requirements will cease to hold office unless the circumstances causing the individual to be ineligible are remedied within fourteen (14) days after receiving written notice from the Corporation.
- 4.11 Terms – Directors will serve terms of two (2) years and will hold office until the close of the meeting at which their successor is elected or appointed in accordance with these By-laws, unless they resign, or are removed from or vacate their office. To establish staggered elections, initial terms following adoption of these By-laws will be adjusted in accordance with Section 4.12.
- a) Newly Elected Directors – A Director elected to the Board for the first time will serve an initial term of one (1) year, unless elected to fill a vacancy for the unexpired portion of a term.
 - b) Past President – The immediate Past President will serve as a Director commencing immediately following completion of their term as President and ending at the conclusion of the next Annual Meeting, provided they remain eligible and are willing and able to serve. If the immediate Past President is unwilling or unable to serve, the position will remain vacant.
 - c) There will be no limitation regarding the number of terms any Director may be elected.
- 4.12 Election to Meet Rotation Objective – At the first election of Directors following approval of these By-laws, approximately one-half of the Directors elected will serve a two (2) year term and the remaining Directors will serve a one (1) year term to establish staggered elections. If an uneven number of Directors are elected, the Board will determine by Ordinary Resolution which Directors will receive the longer terms. Thereafter, Directors will be elected for two (2) year terms.

- 4.13 Director Consent – An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

Resignation and Removal of Directors

- 4.14 Resignation – A Director may resign from the Board at any time by providing written notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When 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.
- 4.15 Vacate Office – The office of a Director will be automatically vacated if:
- a) The Director resigns;
 - b) The Director is found by a court or under applicable legislation to be incapable of managing property;
 - c) The Director is charged and/or convicted of any criminal offence;
 - d) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an unauthorized assignment in bankruptcy or is declared insolvent; or
 - e) The Director dies.
- 4.16 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting. Removal of a Director does not affect the Director's liability for actions taken while serving as a Director.

Filling a Vacancy on the Board

- 4.17 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position until the next Annual Meeting. Alternatively, the Board may decide that the position will remain vacant until the next Annual Meeting, provided that a quorum of the Board is maintained.

Meetings of the Board

- 4.18 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least two (2) Directors. The President will call the meeting within fourteen (14) days of receipt of the requisition.
- 4.19 Chair – The President will be the Chair of all meetings of the Board unless another Director is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.

- 4.20 Notice – Written notice, delivered personally, by courier, or electronically, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the 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. Such waiver or consent may be provided before or after the meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.
- 4.21 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 4.22 Number of Meetings – The Board will hold at least four (4) meetings per year.
- 4.23 Quorum – Quorum at a meeting of the Board will be a majority of the Directors then in office. The immediate Past President, if serving as a Director, will be included in determining quorum.
- 4.24 Voting – Each Director, including the immediate Past President if serving as a Director, is entitled to one (1) vote. Voting will be by a show of hands, written ballot, or oral vote unless a secret ballot is requested by a Director present at the meeting. Resolutions of the Board will be passed by a majority vote of Directors present. In the case of a tie, the resolution is defeated. The Chair does not have a second or casting vote.
- 4.25 No Alternate Directors – No person will act for an absent Director at a meeting of the Board.
- 4.26 Written Resolutions – A resolution in writing signed by all Directors entitled to vote on that resolution is as valid as if it had been passed at a meeting of the Board. The Board may establish procedures permitting resolutions to be circulated and approved electronically.
- 4.27 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.28 In-Camera Meetings – The Board may, by Ordinary Resolution, consider business in-camera if the business deals with
- a) Discipline of any Director or Member;
 - b) Removal, suspension, or appointment of individuals to offices of the Corporation, or any organization from membership in the Corporation;
 - c) Recruitment and employment of personnel;
 - d) Confidential personal information or other matters where disclosure could reasonably prejudice the interests of the Corporation or an individual;
 - e) Acquisition or disposition of property or other contractual arrangements; or
 - f) Preparation or planning for the presentation of a competitive bid, quote, or similar activity.
- 4.29 Meetings by Electronic Means – A meeting of the Board may be held by telephonic or electronic means that permits all participants to communicate adequately with each other. A Director participating by such means is deemed to be present at the meeting. A Director may participate in an in-person meeting by electronic means if all Directors consent and the technology permits adequate communication among all participants.

Duties of Directors

4.30 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
- b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.31 Powers of the Corporation – 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.

4.32 Empowered – Without limiting the generality of Section 4.31, the Board is empowered, including but not limited to:

- a) Make and approve policies and procedures and manage the affairs of the Corporation for the purpose of furthering the objects and purposes of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Establish registration procedures, determine membership fees, and determine other registration requirements;
- f) Enable the Corporation to receive donations, grants, benefits, bequests, and other sources of income for the purpose of furthering the objects and purposes of the Corporation;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) Invest funds for the purpose of furthering the objects and purposes of the Corporation;
- i) Manage the Corporation's assets, resources, and expenditures for the purpose of furthering the objects and purposes of the Corporation;
- j) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- k) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE 5 OFFICERS

5.1 Composition – The Officers will be the President, Vice-President, Secretary, and Treasurer. The Board may create additional Officer positions as permitted by these By-laws.

5.2 Term – The Officers will serve a one (1) year term beginning immediately upon election, or until their successors are elected or appointed, unless they resign, are removed from office, or, where applicable, cease to be Directors in accordance with these By-laws.

- 5.3 Election – The Officers of the Corporation will be elected by the Board.
- a) At its first meeting following the Annual Meeting at which Directors are elected, the Board will elect from among the Directors a President, Vice-President, Secretary, and Treasurer.
 - b) Each Officer will take office immediately upon election.
 - c) The Board may establish succession planning practices for Officer positions, including anticipated progression from Vice-President to President, but no Director has a right or entitlement to serve in any Officer position or for any specified term.
 - d) Directors who are not elected by the Board to an Officer position will serve as Directors-at-Large.
- 5.4 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:
- a) One Valid Nominee for an Office – The nominee will be declared elected by acclamation.
 - b) Two or More Valid Nominees for an Office – The winner is the nominee receiving the greatest number of votes cast. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the greatest number of votes cast will appear on the run-off ballot. The nominee receiving the greatest number of votes cast will be declared the winner. Additional runoff votes may occur if required.
- 5.5 Duties of Officers – Officers will carry out the duties assigned by these By-laws and by the Board, and may delegate operational tasks as authorized by the Board. The duties of Officers are as follows:
- a) The President – The President will be the Chair of the Board, will preside at Annual and Special Meetings of the Members and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, will represent the Corporation at Ontario Lawn Bowling Association (OLBA) and District Annual Meetings, will, as directed by the Board, provide Board oversight of employees and contractors engaged by the Corporation, and will perform such other duties as may be established by the Board.
 - b) The Vice-President – The Vice-President will assist the President in carrying out the duties of that office and, in the absence or inability of the President to act, will perform the duties and exercise the powers of the President. The Vice-President will support succession planning and perform such other duties as may be established by the Board.
 - c) The Secretary – The Secretary will document all amendments to the Corporation's By-laws and maintain a record of their approval dates and effective dates, will ensure that the official records of the Corporation are properly maintained, will maintain the corporate records and minute books of the Corporation, will give due notice of meetings of the Members, and will perform such other duties as may be established by the Board.
 - d) The Treasurer – The Treasurer will, subject to the powers and duties of the Board, ensure the filing of all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable legislation, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will oversee the management and the disbursement of funds of the Corporation, will, upon request of the Board, provide the Board with reports respecting the financial transactions and financial position of the Corporation, will prepare and present the proposed annual budget for approval by the Board, and will perform such other duties as may be established by the Board.

- 5.6 Duties of the Past President – The Past President will act as a resource to the President and will perform such other duties as may be established by the Board.
- 5.7 Delegation of Duties – At the discretion of the Officer and with approval of the Board, any Officer may delegate the performance of administrative and operational duties of that office to appropriate staff or Committee of the Corporation, or to another Officer or Director.
- 5.8 Multiple Positions – With the exception of the position of President, a Director may hold more than one Officer position provided that the Board determines that such arrangement is in the best interests of the Corporation and that adequate segregation of duties and financial controls are maintained.
- 5.9 Removal – An Officer may be removed from office by Ordinary Resolution of the Board, provided the Officer has been given reasonable notice of the meeting and an opportunity to be heard before the resolution is voted upon. Removal as an Officer does not affect the individual's position as a Director unless the individual also ceases to be a Director in accordance with these By-laws. If an individual ceases to be a Director, that individual simultaneously ceases to hold any Officer position.
- 5.10 Vacancy – Where an Officer position becomes vacant and a quorum of Directors remains in office, the Board may, by Ordinary Resolution, appoint a Director to fill the vacancy until the next election of Officers.
- 5.11 Other Officers – The Board may establish additional Officer positions and appoint individuals to those positions. Such Officers need not be Directors, are not members of the Board by virtue of holding office, and will have only the authority, powers, and duties assigned by the Board. Such Officers may attend meetings of the Board by invitation but have no voting rights.

ARTICLE 6 COMMITTEES AND TEAMS

- 6.1 Appointment of Standing and Ad hoc Committees – The Board may establish such standing and ad hoc Committees and Teams as it considers necessary to assist in carrying out the affairs of the Corporation. The Board may appoint or remove members, provide for the election of members where appropriate, establish terms of reference, and delegate such powers, duties and functions as permitted by these By-laws and the Act. The Board may dissolve or reconstitute any Committee or Team at any time.
- 6.2 Composition – Unless otherwise determined by the Board, the members of each standing or ad hoc Committee or Team will be appointed by the Board and serve at the pleasure of the Board.
- 6.3 President Ex officio – The President will be an ex officio and non-voting member of all standing and ad hoc Committees of the Corporation unless otherwise appointed as a voting member by the Board.
- 6.4 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE 7 FINANCE AND MANAGEMENT

- 7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be October 1st to September 30th.
- 7.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.
- 7.3 Auditors – At each Annual Meeting the Members will appoint an Auditor, if required by the Act, to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The Auditor will hold office until the next Annual Meeting. The Auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended. When the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an Auditor. Alternatively, when the Corporation's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, choose to conduct a review engagement in lieu of an audit.
- 7.4 Annual Financial Statements – The Directors will approve the annual financial statements for the most recently completed fiscal year. The approval of the Directors will be evidenced by the signature of one or more Directors as required by the Act. The annual financial statements will be presented to the Members at the Annual Meeting. A copy of the annual financial statements and the other documents required by the Act will be provided to each Member who has informed the Corporation that they wish to receive a copy, within the time prescribed by the Act before the Annual Meeting. The documents provided to the Members will include:
- a) The annual financial statements;
 - b) The Auditor's report or review engagement report (if any); and
 - c) Any further information respecting the financial position of the Corporation and the results of its operations required by the Act, the Articles, or these By-laws.
- 7.5 Books and Records – The Corporation will maintain the books and records required by these By-laws and applicable law, including but not limited to:
- a) The Corporation's Articles and By-laws;
 - b) The minutes of meetings of the Members and of any committee of Members;
 - c) The resolutions of the Members and of any committee of Members;
 - d) The minutes of meetings of the Directors or any committee of Directors;
 - e) The resolutions of the Directors and of any committee of Directors;
 - f) A register of Directors;
 - g) A register of Officers;
 - h) A register of Members; and
 - i) Accounting records sufficient to permit the Directors to ascertain the financial position of the Corporation on at least a quarterly basis.
 - j) Any other records required by the Act.
- 7.6 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board resolutions will be maintained as confidential records of the Corporation and may be made available for inspection only in accordance with the Act, these By-laws, and any Board policy. Confidential portions may be withheld where permitted by applicable law.

- 7.7 Signing Authority – Contracts, agreements, deeds, leases, mortgages, 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 Officers or other individuals, as designated by the Board. In addition, the Board may establish policies respecting signing authority and may designate the person or persons authorized to execute any particular class of document.
- a) Signing Authority is granted to the President, Vice-President, Secretary and Treasurer.
- 7.8 Banking and Financial Transactions – The banking business of the Corporation will be transacted with such financial institution or institutions as the Board may designate by resolution. All cheques, drafts, electronic fund transfers, withdrawals, transfers and other banking instruments will be signed, authorized, executed, or approved by any one (1) of the Officers with Signing Authority. The Board may establish policies with respect to electronic banking, credit cards, debit cards, electronic fund transfers and other financial transactions and may delegate authority for such transactions subject to such limits and conditions as it considers appropriate.
- a) Banking and Financial Transaction Signing Authority will be allocated to the following Officers: Treasurer, President, Vice-President and Secretary.
- 7.9 High Value Contracts – Any expenditure, contract, capital purchase, lease, or other financial commitment of the Corporation exceeding the monetary threshold established by resolution of the Board and reviewed by the Board at least annually will require the prior approval of the Board before the Corporation becomes contractually bound. The monetary threshold is calculated exclusive of applicable taxes.
- a) For the purposes of this section:
- (i) Related or recurring expenditures or financial commitments that are part of the same project, purpose, or arrangement will be considered a single financial commitment and will be aggregated when determining whether the threshold has been exceeded.
 - (ii) No Officer, Director, employee, or Committee will divide, split, or otherwise structure a transaction or series of related transactions for the purpose of avoiding the requirements of this section or to circumvent the Board approval requirements under this section.
 - (iii) The Board may establish, by resolution, additional policies governing spending authority, including delegated approval limits, procurement procedures, emergency expenditures, and other financial controls, provided that such policies are consistent with these By-laws.
- b) For the purpose of determining whether the monetary threshold has been exceeded, the value of a contract or other financial commitment will be the total financial obligation of the Corporation over the full term of the agreement, including any renewal or extension options that are reasonably expected to be exercised by the Corporation.
- c) Board approval under this section authorizes the Corporation to enter into the applicable financial commitment.
- d) No Officer, Director, employee, or Committee will bind the Corporation to any financial commitment where Board approval is required under this section.
- e) All contracts and other documents approved under this section will be executed in accordance with the signing authority provisions set out in Section 7.7 of these By-laws.

- f) In circumstances requiring immediate action to protect the Corporation's property, safety, or operations, the President and Treasurer, acting jointly, may authorize an emergency expenditure exceeding the threshold, provided the expenditure is reported to and ratified by the Board at the next meeting.
- 7.10 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.
- 7.11 Borrowing – The Board may authorize the Corporation to borrow money upon such terms and conditions as permitted by the Act.
- 7.12 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

- 7.13 No Remuneration – All Directors, Officers, and members of Committees and Teams will serve their term of office without remuneration (unless approved by Ordinary Resolution of the Members) except for reimbursement of expenses as approved by the Board. This section does not prevent the Corporation from entering into reasonable contracts with Directors or Members where permitted by law and approved in accordance with the Corporation's conflict-of-interest procedures. Any Director, Officer, or member of a committee or team will disclose any actual or potential conflict of interest in accordance with these By-laws.

Conflict of Interest

- 7.14 Conflict of Interest – A Director, Officer, or member of a Committee or Team who has an actual or potential conflict of interest in any matter before the Board or a Committee or Team will promptly and fully disclose the nature and extent of the conflict of interest to the Board or the applicable Committee or Team and will refrain from participating in any discussion or vote on the matter, except as permitted by the Act. Where required by the Act, the individual will also withdraw from the meeting during the discussion and voting on the matter.

ARTICLE 8 AMENDMENT OF BY-LAWS

- 8.1 Voting – Subject to Article 12 (when applicable), these By-laws may only be amended, revised, repealed or added to by:
 - a) Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for fundamental changes requiring approval by Special Resolution under the Act, the Voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
 - b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

ARTICLE 9 NOTICE

- 9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.
- 9.2 Date of Notice – Date of notice will be the date on which delivery is confirmed where the notice is hand-delivered, transmitted electronically, or in writing where the notice is delivered by courier, 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 Board or of 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 10 DISSOLUTION

- 10.1 Dissolution – Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property will be distributed to one or more registered charitable organizations or qualified donees under the Income Tax Act (Canada), with preference given to organizations carrying on activities in Ontario.

ARTICLE 11 INDEMNIFICATION

- 11.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director and any individual who acts at the Corporation's request in a similar capacity.
- 11.2 Will Not Indemnify – The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Corporation will not indemnify an individual unless:
- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
 - b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- 11.3 Insurance – The Corporation will maintain in force Directors and Officers liability insurance at all times.

ARTICLE 12 FUNDAMENTAL CHANGES

12.1 Fundamental Changes – A Special Resolution of the Members is required to authorize an amendment to the Articles of the Corporation in respect of any of the following fundamental changes, as applicable under the Act:

- a) Change the Corporation's name;
- b) Add, change or remove any restriction on the activities that the Corporation may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of Directors or the minimum or maximum number of Directors permitted under the Articles or By-laws;
- i) Change the purposes of the Corporation;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act.

ARTICLE 13 ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by the Members of the Corporation at a meeting of Members duly called and held on September 28, 2026.

13.2 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.