

## Bowling Federation of Canada / La Federation de Quilles du Canada

### BY-LAWS

#### ARTICLE I: GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Bowling Federation of Canada, a Canadian Corporation.

1.2 Definitions – 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) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of Corporation for a report to the Members at the next Annual Meeting;
- d) *Board* – the Board of Directors of the Corporation;
- e) *Corporation* – the Bowling Federation of Canada;
- f) *Days* – days including weekends and holidays;
- g) *Director* – an individual elected to serve on the Board pursuant to these By-laws;
- h) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- i) *Ordinary Resolution* – a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution; and
- j) *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 Registered Office – The registered 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 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.

#### ARTICLE II: MEMBERSHIP

##### Membership Categories

2.1 Categories – The Corporation has the following categories of Members:

- a) Regular Members

2.2 Regular Member – The Regular Members of the Corporation are:

- a) Canadian 5 Pin Bowlers' Association
- b) Canadian Tenpin Federation
- c) Bowl Canada (Formerly the Bowling Proprietors Association of Canada)

##### Admission of New Members

2.3 Admission of New Members – Applications for new members in the Corporation may be made by other bowling games in Canada whose programs are operating on a national basis in Canada (programs in at least six provinces/territories). Each applicant must submit the following:

- a) The candidate makes an application for membership in a manner prescribed by the Corporation.
- b) The candidate provides a copy of their Constitution, By-laws, names and addresses of directors and officers, locations of members, number of current members and an outline of programs presently being conducted.
- c) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
- d) The candidate member has paid dues as prescribed by the Board; and

- e) The candidate member has been approved by 75% of the Board or by any committee or individual delegated this authority by the Board.

### **Transfer of Membership**

2.4 Transfer – Membership in the Corporation is non-transferable.

### **Membership Dues**

2.5 Dues Determination – Membership dues for all categories of membership will be determined by the Board of Directors.

2.6 Deadline – Members will be notified in writing of the membership dues at any time payable by them, and if they are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.

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

2.7 Withdrawal and Termination – Membership in the Corporation is terminated when:

- a) The Member dissolves or ceases operations;
- b) The Member resigns from the Corporation by giving written notice to the Corporation, 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;
- c) The Member fails to pay membership dues or monies owed to the Corporation by the deadline dates prescribed in Section 2.6 above;
- d) The Member fails to comply with Corporation registration policies or applicable policies, whereupon an Ordinary Resolution of the Board confirming such termination will be passed;
- e) The Member's term of membership expires; or
- f) The Corporation is liquidated or dissolved under the Act.

2.8 May Not Resign – A Member may not resign from the Corporation if the Member is subject to disciplinary investigation or action.

2.9 Discipline – A Member may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members.

### **Good Standing**

2.10 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.

2.11 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.

## **ARTICLE III: MEETINGS OF MEMBERS**

3.1 Types of Meetings – Meetings of Members will include Annual Meetings and Special Meetings.

3.2 Special Meeting – A Special Meeting of the Members may be called at any time by the President, by Ordinary Resolution of the Board, or upon the written requisition of members who hold five percent (5%) of the votes of the Corporation. The agenda of Special Meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date – The Corporation will hold meetings of Members at such date, time and place as determined by the Board. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting but not later than six (6) months after the end of the Corporation’s preceding financial year.

3.4 Funding Grants – Written requests to the Federal Government for funding will be received by the Corporation at the Annual Meeting. Accounting for the disbursement of Federal grant monies awarded to a Member shall be the responsibility of that Member. The Corporation will be obligated for any funds not directed to the purpose for which the funds were obtained.

3.5 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.

3.6 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.

3.7 Notice – Notice will include the time and place of a meeting, the proposed agenda, 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.

3.8 Agenda – The agenda for the Annual Meeting may include:

- a) Roll Call
- b) Establishment of Quorum
- c) Appointment of Scrutineers
- d) Approval of the Agenda
- e) Declaration of any Conflicts of Interest
- f) Adoption of Minutes of the previous Annual Meeting
- g) Correspondence
- h) Report of the Officers, Administrator/Executive Director
- i) Appointment of the Auditor
- j) Business as specified in the meeting notice
- k) Election of Directors/Officers (if required)
- l) Adjournment

3.9 Quorum – A minimum of five (5) Directors and one Delegate from each Member will constitute a quorum.

3.10 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

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

3.11 Voting Privileges – Members will have the following voting rights at all meetings of Members:

- a) A Regular Member will be entitled to three (3) votes by way of Delegates.

3.12 Delegates – Regular Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of their three Delegates to represent the voting Member. Delegates must be at least eighteen years of age, of sound mind and be a director or representative of the Regular Member.

3.13 Proxy Voting – There will be no proxy voting.

3.14 Determination of Votes – Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member. Except as otherwise provided in the Act or these By-laws, the majority of votes cast will decide each issue. In the case of a tie, the issue is defeated.

## **ARTICLE IV: GOVERNANCE**

### **Composition of the Board**

4.1 Directors – The Board will consist of nine (9) elected Directors.

### **Eligibility of Directors**

4.2 Eligibility – Any individual affiliated with a member, who is eighteen (18) years of age or older, who is a resident of Canada as defined in the *Income Tax Act*, who has the power under law to contract, who has not been declared incapable by a court in Canada or in another country, and who does not have the status of bankrupt, may be nominated for election or appointment as a Director.

### **Election of Directors**

4.3 Nomination – On a rotational basis, each Regular Member will nominate three (3) individuals to be elected to the Board of Directors. In the event that a Regular Member's nominee is not elected as a Director, the Regular Member will nominate another individual for election as a Director.

4.4 Election and Term – The election of directors will take place at each Annual Meeting of members.

4.5 Decision – Elections will be decided by the Members in accordance with the following:

- a) Three Valid Nominations – Winners declared by acclamation.
- b) Four or More Valid Nominations – Winners are the three nominee receiving the greatest number of votes. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until their remains only two nominees or a winner is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.

4.6 Terms – Elected Directors will hold office for a term of one (1) year and will hold office until their successors have been duly appointed in accordance with these Bylaws, unless they resign, or are removed from or vacate their office.

### **Election of Officers**

4.7 Officers – Following the election of the Directors and at the first Board of Directors Meeting, the Board of Directors shall elect from among its members a President, a Vice-President and a Secretary/Treasurer each for a one year term. These officers shall comprise the Executive Committee.

### **Suspension, Resignation and Removal of Directors**

4.8 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to 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.

4.9 Vacate Office – The office of any Director will be vacated automatically if the Director:

- a) Is found by a court to be of unsound mind;
- b) Becomes bankrupt, suspends payment, or compounds with his creditors, or makes unauthorized assignment, or is declared insolvent;
- c) Is charged and/or convicted of any criminal offence related to the position;
- d) Changes their permanent residence outside of Canada;
- e) Upon the Director's death; or
- f) Has his/her eligibility revoked by the respective member group.

4.10 Removal – A Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special 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.

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

4.11 Vacancy – Where the position of a Director becomes vacant and there is still a quorum of Directors, the applicable Member will nominate a qualified individual to fill the vacancy and such nomination will be approved by the Board, until the next Annual 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. No more than one-third (1/3) of the total number of Directors elected at the previous Annual Meeting can be appointed pursuant to this Section.

### **Meetings**

4.12 Call of Meeting – Meetings of the Board will be held any time and place as determined by the President. Upon written request of any five (5) Directors, a Board meeting shall be called by the Corporation provided appropriate notice is given.

4.13 Notice – Notice of Board meetings will be given to all Directors at least five (5) 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.

4.14 Quorum – At any meeting of the Board, quorum will consist of a majority of Directors holding office, with each member group being represented.

4.15 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 favor 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.

4.16 Absentee Voting – There will be no absentee or proxy voting by Directors.

4.17 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.18 Meetings by Telecommunications – A meeting of the Board may take place by teleconference upon the consent of the Directors.

4.19 Meetings by Other Electronic Means – The Directors may meet by 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.

4.20 Meetings 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.

### **Powers of the Board**

4.21 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.

## **ARTICLE V: OFFICERS**

5.1 Composition – The Officers will be comprised of the President, Vice President, and Secretary/Treasurer.

5.2 Duties – The duties of Officers are as follows:

- a) The President will be responsible for the general supervision of the affairs and operations of the Corporation, will preside at the Annual and Special Meetings of the Corporation and at meetings of the

Board, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board;

- b) The Vice President shall assist the President and will perform other duties as may from time to time be established by the Board. In the absence of the President, the Vice President shall preside at the Annual and Special Meetings of the Corporation and at meetings of the Board, and act as the official spokesperson on behalf of the Corporation;
- c) The Secretary/Treasurer will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will give due notice to all Members of the meeting of the Members, 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 supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board.

5.3 Administrator/Executive Director – If appointed or employed, the Administrator/Executive Director (whom shall be bonded at the expense of the Corporation) of the Corporation, who may attend board meetings and committee meetings, shall be responsible for:

- a) Keeping the minutes of all meetings of the Federation, maintain all correspondence and records as may be required and will perform such other duties as directed by the President or the Board of Directors.
- b) All monies received by the Corporation, the depositing of same into a chartered bank in the name of the Corporation, make all expenditures by cheque and will be responsible for keeping a true and accurate account of all receipts and disbursements, and shall present an audited statement of the financial condition of the Corporation at any meeting when called upon to do so.

5.4 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

#### **ARTICLE VI: COMMITTEES**

6.1 Appointment of Other 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 or these By-laws.

#### **ARTICLE VII: CONFLICT OF INTEREST**

7.1 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.

#### **ARTICLE VIII: FINANCE AND MANAGEMENT**

8.1 Fiscal Year – The fiscal year of the Corporation will be April 1<sup>st</sup> to March 31<sup>st</sup>, or such other period as the Board may from time to time determine.

8.2 Auditor – At each Annual 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 Meeting. The auditor will not be an employee or a Director of the Corporation but shall have remuneration fixed by the Directors.

8.3 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.

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

8.5 Cheques – All cheques issued in payment of the accounts of the Corporation must be signed by two of the three authorized signatures, one of which must be the Secretary/Treasurer or their appointed designate.

#### **ARTICLE IX: AMENDMENT OF BY-LAWS**

9.1 Directors Voting – Except for the items set out in sub-section 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.

9.2 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.

9.3 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 meeting of Members at which it is to be considered.

#### **ARTICLE X: FUNDAMENTAL CHANGES**

10.1 Fundamental Changes – Subsection 197(1) of the Act requires a Special Resolution of all Members in order to make the following fundamental changes to the By-laws or Articles of the Corporation. 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.

10.2 Special Class Vote – Section 199 of the Act provides that each membership class is entitled to vote separately (2/3rds 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) Effect 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 XI: NOTICE**

11.1 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.

11.2 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.

11.3 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 XII: DISSOLUTION**

12.1 Dissolution – Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

#### **ARTICLE XIII: INDEMNIFICATION**

13.1 Will Indemnify – 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.

13.2 Will Not Indemnify – the Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

13.3 Insurance – the Corporation will, at all times, maintain in force such Directors and Officers liability insurance as may be approved by the Board.

#### **ARTICLE XIV: ADOPTION OF THESE BY-LAWS**

14.1 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 October 26, 2013.

14.2 Ratification – These By-laws are ratified by the Members of the Corporation entitled to vote at a meeting of Members duly called and held on October 26, 2013.

14.3 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.