

# SARNIA LAWN BOWLING CLUB INC BY- LAWS

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## Section 1 – General

### 1.01 Statement of Principles - Objective, Purpose and Affiliation

The objective of the Club shall be to encourage, promote and facilitate the game of lawn bowls. To provide healthful recreation, fellowship and enjoyment through participation in the activities of the Club. The club shall be affiliated with and maintain membership in the Ontario Lawn Bowls Association (OLBA) and Bowls Canada Boulingrin (BCB). The Club supports the aims and objectives of the OLBA and those of BCB.

### 1.02 Definitions

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the corporation
- c. "Board" means the board of directors of the Corporation;
- d. "By-Laws" means this By- Law (including the schedules to this By-law) and all other By-Laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "Club" means the Corporations facilities at 550 Bright Street, Sarnia ON

- f. "Contracts, Documents and Instruments in Writing" includes cheques, drafts, orders for payment, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges, for the payment of money or other obligation, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper and electronic writings.
- g. "Chair" means the chair of the Board;
- h. "Corporation" means Sarnia Lawn Bowling Club Inc, incorporated under the Act and having Federal corporation that has passed these By-Laws under the Act or that is deemed to have passed these By-Laws under the Act;
- i. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- j. "Members" means the collective membership of the Corporation
- k. "Membership" means a member (Active, Associate, Life, Social or Youth,) of the Corporation and has the meaning given in section 8.02
- l. "Officer" means an officer of the Corporation.
- m. "President" means the President of the Corporation
- n. "Secretary" means the Secretary of the Corporation
- o. "Treasurer" means the Treasurer of the Corporation
- p. "Vice President" means the Vice President of the Corporation
- q. "Include" etc. whenever the words "include", "includes or "including" (or similar terms) are used they are deemed to be followed by the words "without limitations."
- r. "Words" Defined by the act other than as specified in section 1, words and expressions defined in the Act have the same meanings when used in the By-law.

**1.03 Conditions of Play** Laws of the Sport (Crystal Mark current edition) as accepted and published. The Conditions of Play issued by OLBA and BCB shall be observed for Club tournaments and competitions.

#### **1.04 Interpretation**

Other than as specified in Section 1.02, all terms contained in this By-Law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

#### **1.05 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

#### **1.06 Execution of Documents and Instruments**

- a. **Signing Authorities** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of signing authorities of the Club they will be President, Past President and Treasurer in special circumstances the Vice President.
- b. **Other Authorization** Notwithstanding any provisions to the contrary contained in this By- Law, the Board may at any time by resolution direct the manner in which and the

person or persons by whom, any specific or particular type of Contract, Document or instrument of the corporation may or shall be executed

- c. **Certified Documents** Any signing authority may certify a copy of any instrument, resolution, by law or other document of the corporation to be a true copy thereof.
- d. **Corporate Seal** the Corporation shall not have a corporate seal.

## Section 2 – Directors

### **2.01 Qualifications.** Each Director shall:

- a. be a member in good standing and thereafter remain throughout his or her term of office, a member
- b. be at least eighteen years of age;
- c. not be an individual who has been declared incapable by any court in Canada or in another country; and
- d. not be an undischarged bankrupt.

**2.02 Number.** The board as specified in the Articles will be a minimum of three and a maximum of ten Directors. The Board shall be comprised of the fixed number of Directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the Directors to determine the number, by resolution of the Board.

**2.03 Election of Directors** Election of Directors shall be subject to and in accordance with the following:

- a. **Eligible Candidates** Individuals meeting the qualifications of Directors are eligible for election to the Board
- b. **Nominations**
  - i. **By Nomination:** In August, the Board shall provide a slate of current Directors and a nomination list comprised of at least three and no more than seven active members for each Board position to be elected at the annual general meeting. The candidate's names shall be presented to the Board and shall be posted on the club bulletin board by September 1<sup>st</sup>.
  - ii. **By Members:** Members may nominate qualified candidates for election as Directors. Nominations may be made before the close of nomination at the Membership meeting at which the Directors are to be elected. The nominee must be present at the meeting and must be supported by two members and agree to the nomination.
- c. **When Elections Held:** The election of Directors shall be held annually at the annual general meeting of the Members.
- d. **Method:** The members shall elect the Directors. Each Board position shall be nominated and elected separately and individually. If there is only one candidate for a Board position, that position is acclaimed and no ballot is required. If more than one Member stands for election for the same Board position, a ballot vote must be held to determine the successful candidate. A committee appointed by the President for that purpose shall tabulate the ballots during the annual general meeting.
- e. **Term of Office of Directors:** At the first election of Directors following approval of this By- Law, the Directors shall be elected for the remainder of their term except where an

election is held to fill the unexpired portion of the term, newly elected Directors shall be elected for two-year terms or until their successors are elected.

**2.04 Composition of the Board** will consist of the following:

- a. President
- b. Vice President
- c. Treasurer
- d. Secretary
- e. Past President
- f. Five (5) Directors at Large

**2.05 Directors at Large** – Directors at Large may be appointed, by the Board, to serve as Directors of various portfolios related to the operations of the Corporation. Directors at large may have more than one portfolio (i.e. Competition Director, Communications Director, Greens Director etc.) and may be assigned and removed duties by Ordinary Resolution of the Board.

**2.06 Vacancies**

The office of a Director shall be vacated immediately:

1. Resignation if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. Death if the Director dies or
3. Becomes bankrupt;
4. No longer qualified if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
5. if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

**2.07 Filling Vacancies**

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors.

**2.08 Committees**

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The

Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

3. Committee Chairpersons shall attend all meetings of the Club and shall, when requested, submit written reports to be given to the secretary to include in the agenda minimum two weeks prior to the meeting. Each Committee Chairperson shall select and maintain members to serve on their committees.

## **2.09 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties upon approval of the signing authorities;
2. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - i. considered reasonable by the Board;
  - ii. approved by the Board for payment by resolution passed before such payment is made; and
  - iii. in compliance with the conflict-of-interest provisions of the Act

## **Section 3- Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on notice as required by this By- Law.

### **3.02 Regular Meetings**

The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### **3.03 Notice**

Notice of the time and place, if applicable, for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By- Law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such 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. A quorum of Directors will be 50% +1 of the eligible voting Directors. The Chair of the meeting will be included in the quorum.

A notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

### **3.04 Chair**

The President will act as Chair and shall preside at Board meetings. In the absence of the Chair, the Vice President shall act as Chair in the absence of the President and Vice President the Directors present shall choose one of their number to act as the Chair.

### **3.05 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. The Chair of the meeting will only have a vote in the event of a tie.

### **3.06 Participation by Telephonic or Electronic Means**

Subject to the provisions of the articles, if any, a meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

## **Section 4- Financial**

### **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### **4.02 Financial Year**

The financial year of the Corporation ends on October 31.

## **Section 5- Officers**

### **5.01 Officers**

The Officers shall consist of the Chair/President, Vice President, Secretary, Treasurer and the immediate Past President. The office of Treasurer and Secretary may be held by the same person and may be known as the Secretary-Treasurer. The office of Chair and President may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time. The same person may hold two or more offices of the Corporation. In the absence of the Chair/President the Vice President will assume the duties of the President. The Board shall appoint from among the Directors a Chair and may appoint any other person to be President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation.

### **5.02 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

### **5.03 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

#### **5.04 Duties of the Chair**

The Chair shall perform the duties described in sections 3.04 and 9.06 and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.05 Duties of the President**

The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.06 Duties of the Treasurer**

The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.07 Duties of the Secretary**

The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

#### **5.08 Duties of the Vice President**

The Vice President shall perform the duties described in Schedule D and such other duties as may be required by the Board.

### **Section 6- Protection of Directors and Officers**

#### **6.01 Protection of Directors and Officers**

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles and By- Laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

### **Section 7- Conflict of Interest**

#### **7.01 Conflict of Interest**

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

## Section 8- Members

### 8.01 Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership and have paid the fees that have been passed by resolution of the Board of Directors.

### 8.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

- (a) Active Members: are members that have paid their membership fee in the Club and are issued an OLBA number. Active members consist of all persons who are desirous of playing and promoting the game of lawn bowling. An Active member may take part in all Club Activities and may compete in District Championships playdowns that lead to Ontario and Canadian Championship (as long as OLBA requirements are met). An Active member shall enjoy the rights and privileges of the Club, including the right to vote and hold office.
- (b) Associate members: Bowlers who are members of other affiliated OLBA clubs may join the Club by paying a membership fee according to the fee scheduled passed by Board resolution. The fee will reflect that the OLBA/BCB assessment fee has already been paid to another Club. Upon payment of the prescribed fee, associate members may participate in all of the social events of the Club and use the facilities thereof. Such members may attend the annual or other meetings of the Club. Associate members have the same privileges as Active members but are not eligible to vote or serve on the Board of Director
- (c) Life members: are nominated by the Directors and approved by a majority at a directors meeting. Potential life members must be at least 65 years of age, have been an active member of the club for a minimum of 20 years, be a current active member and have performed quality service for the enhancement of the club. Life members have the same privileges as Active members. Life members are exempt from paying the Club membership annual fee but are required to pay an amount equal to the yearly assessment fee dictated by OLBA and BCB. The criteria for life membership shall be distinguished, outstanding, and exceptional service to the Club and its members. District and Provincial service may also be taken into consideration. Normally such service would require a minimum of 20 years of membership in the Club. Each proposal for life membership shall detail the nature of the services rendered and the number of years of membership.
- (d) Social Members: are people who do not go on the greens but may attend social activities of the club and need to be registered as a social member for liability insurance coverage. Social members are non-active member of the club and are invited to take part in all social activities of the club. Social members will be charged a membership fee according to the fee schedule passed by Board resolution. Social members are not eligible to vote or serve on the Board of Directors



- (e) Youth Members: are members under the age of 18 and have the same privileges as Active members but are not eligible to vote or serve on the Board of Directors. Youth members will be charged a membership fee according to the fee schedule passed by Board resolution
- (f) Applications: Application for membership shall be in writing using the SLBC Membership Application Form and signed OLBA waiver form, and be accompanied by payment made payable to Sarnia Lawn Bowling Club Inc. Membership fees are non-refundable and non-transferable.
- (g) Persons wishing to try lawn bowling on a trial basis must first sign an OLBA Waiver Form. The trial period shall be a maximum of three sessions after which one of the membership categories above must be selected. Bowlers new to the sport of lawn bowls will be charged a membership fee according to the fee schedule passed by Board resolution

### **8.03 Disciplinary Act or Termination of Membership for Cause**

1. Upon 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.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

## **Section 9- Members' Meetings**

### **9.01 Annual General Meeting**

The annual general meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than fourteen days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-Laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the

meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting. Sample Agenda items are listed in Schedule E

Subject to the provisions of the articles, if any, a meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting.

### **9.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

### **9.03 Notice**

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

### **9.04 By-laws**

By-laws of the Club can only be amended at the Spring Meeting or Annual General Meeting (AGM). The Vice President or person designated by the Officers will recommend revisions to the Board of Directors. The recommended By-law revisions, if approved by the Board of Directors, will then be communicated electronically and/or printed copy for the membership's perusal 21 days prior to the Spring Meeting or AGM. Members may also propose amendments to the By-laws by submitting such changes (signed by two members) detailing each proposed change. Such proposed changes should be submitted to the Club Secretary 22 to 40 days prior to the Spring Meeting or AGM. Proposed changes by the Board of Directors and or member(s) will be posted for membership perusal not less than 21 days prior to the Spring Meeting or AGM. At the ensuing Spring Meeting or AGM, the combined proposed changes to the By-laws will be presented to the Membership for discussion and approval. In these By-laws and all other By-laws of the club hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number and the feminine gender, or persons as the case may be, vice versa, and references to persons shall include firms and corporations.

### **9.05 Quorum**

A quorum for the transaction of business at a general, or special members' meeting is twenty five percent (25%) of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

### **9.06 Chair of the Meeting**

The President shall be the chair of the members' meeting; or in the absence or inability of the President the Vice President or in the absence or inability of the President and Vice President the Members present at any Members' meeting shall choose another Director to act as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### **9.07 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By- Law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, shall have a vote in the event of a tie
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie after the written ballots have been counted, the chair of the meeting shall cast the tie breaking vote
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### **9.08 Representation by Proxy**

Proxy voting is not permitted.

### **9.09 Adjournments**

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **9.10 Persons Entitled to be Present**

The only persons entitled to attend a members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the By- Laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **Section 10 - Notices**

### **10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

### **10.02 Error or Omission in Giving Notice**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By- Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **Section 11 – Dissolution**

The Club may, after the passage of a Special Resolution approved by two-thirds of the members present at a Special meeting called for this purpose, chose to dissolve or wind up the affairs of the Club. If, for any reason, the affairs of the Club are terminated or are wound up, or are dissolved and assets remain, at that time, after satisfaction of all its debts and liabilities, the following shall occur

Physical Assets - shall be given to some other non-profit lawn bowling organization(s) in Canada, having objectives similar to those of the Club. Voting Members shall select the lawn bowling organization(s) to receive the assets by Special Resolution at a Special Meeting duly called for this purpose. Approval shall be by simple majority plus 1 vote.

Cash or Securities - shall be given and/or paid to a local charity in the Sarnia Lambton area. Voting Members shall select the charity to receive the cash or securities by Special Resolution at a Special Meeting duly called for this purpose. Approval shall be by simple majority plus 1 vote. Under no circumstances, shall any member or former member of the Club receive any of the assets, cash or securities.

## Section 12- Adoption and Amendment of By-Laws

### 12.01 Amendments to By-Laws

No amendment to this By-law shall be effective until confirmed by the Members.

Unanimously approved, ratified, sanctioned, amended and confirmed by the Members of the Corporation the 3rd of May 2025

Louise Mills

Rebecca McQueen

President

Secretary

**Amended September 2022**

**Amended May 2023**

**Amended November 2024**

**Amended May 2025**

### **Schedule A**

#### **Position Description of the President**

##### **Role Statement**

The President shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President shall be the Chair of Board.

##### **Responsibilities**

##### **Agendas**

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

##### **Direction**

Serve as the Board's central point of communication; provide guidance regarding the Board's expectations and concerns. In collaboration with the Board, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

##### **Work Plan**

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

##### **Representation**

Serve as the Board's primary contact with the public.

#### **Reporting**

Report regularly to the Board on issues relevant to its governance responsibilities.

#### **Board Conduct**

Set a high standard for Board conduct and enforce policies and By- Laws concerning Directors' conduct.

#### **Mentorship**

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

#### **Succession Planning**

Ensure succession planning occurs for officers, and Board.

#### **Committee Membership**

May serve as member on all Board committees.

#### **Schedule B**

##### **Position Description of the Treasurer**

##### **Role Statement**

The Treasurer works collaboratively with the President, to support the Board in achieving its fiduciary responsibilities.

##### **Responsibilities**

##### **Custody of Funds**

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

##### **Board Conduct**

Maintain a high standard for Board conduct and uphold policies and By- Laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

##### **Mentorship**

Serve as a mentor to other Directors.

##### **Financial Statement**

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

#### **Schedule C**

##### **Position Description of the Secretary**

##### **Role Statement**

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

### **Responsibilities**

#### **Board Conduct**

Support the President in maintaining a high standard for Board conduct and uphold policies and the By- Laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

#### **Document Management**

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

#### **Meetings**

Give such notice as required by the By- Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

### **Schedule D**

#### **Position Description of the Vice President**

The Vice President shall have the powers of the President in the absence of the President. The duties and responsibilities of the Vice President shall be in addition to those as set out in this By- Law and other Board policies. For, greater clarity, the Vice President shall have no independent power or authority. The Vice President shall perform any other duties assigned by the Board.

### **Schedule E**

#### **Agenda**

- a. Call to order
- b. Period of Remembrance
- c. Establishment of Quorum
- d. Approval of Agenda
- e. Declaration of and Conflicts of Interest
- f. Adoption of Minutes of the Previous annual meeting
- g. Board, Committee and Staff reports
- h. Auditors Report, Financial Statement and Budget
- i. Appointment of Auditor
- j. Presentation of Membership fees and related fees
- k. Election of the Directors and Officers
- l. Adjournment