



Almonte Lawn Bowling Corporation By-laws

1. Definitions:

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires: "Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time

"AGM" shall mean the Annual General Meeting of the members of the Almonte Lawn Bowling Club

"ALBC" shall mean the Almonte Lawn Bowling Club (ALBC) in the Province of Ontario

"articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;

"Board" means the Board of Directors of the Corporation and "Director" means a member of the Board;

"by-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"Club" shall mean ALBC

"Executive Committee" shall mean a committee chaired by the President, consisting of the President, Vice-President, Secretary, Treasurer, and Chairs of standing committees

"Members" shall mean a regular member. Such regular members include several categories of voting members including Active Regular members who are annual fee paid-up members, Junior members, and Life members whose membership fees are from time-to-time determined by the Board.

"Officers of the Club" shall be the President, Immediate Past-President, Vice-President, Secretary and Treasurer. Other officers may be appointed by the Board

"meeting of members" includes an annual meeting of members or a special meeting of members;

"special meeting of members" includes a special meeting of all members entitled to vote at an annual meeting of members

"ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Execution of Documents

Deeds, leases, transfers, assignments, licenses, contracts, securities, obligations and other instruments in writing requiring execution by the Corporation and all capital expenditures shall be contracted for and



signed by the President and the Vice-President or, in the absence of the Vice-President, the Secretary or the Treasurer.

4. Financial Year End

The financial year end of the Corporation shall be September 30 in each year.

5. Banking Arrangements

The banking arrangements are as follows:

- a) The banking business of the Corporation shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint, or authorize from time to time by resolution.
- b) The Treasurer and any other designated signing officer, or any other member of the Board as may from time to time be designated by the Board, are hereby authorized by the Board for and in the name of ALBC to conduct all Club financial business.
- c) In the ordinary course of Club operations, signing authority shall be conducted by any two (2) of the following: the President, Vice President, Treasurer, Secretary or any other person authorized by the Board of Directors.

6. Borrowing Powers

The Directors of the Corporation may not:

- a) borrow money on the credit of the Corporation;
- b) borrow money on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Corporation
- c) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
- d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

7. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) of the Act are available on the ALBC website or at the registered office of the Corporation, and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail or by email.

8. Membership Conditions

Membership in the Corporation shall be available to persons interested in furthering the ALBC purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board and who have paid the membership fees as determined from time to time by the Board of Directors of the Club and ratified by the members at a general meeting of the membership.

Each member shall be entitled to receive notice of, attend, and vote at all meetings of the members of the Corporation unless contraindicated by membership classification.



There is one class of membership and all members have voting rights. There are several categories of this one class of members:

- a) Regular Active: A member currently participating in the Club's lawn bowling program
- b) Junior: Eighteen (18) years of age or younger as of January 1st and as defined by the Board of Directors from time to time and who is participating in the Club's lawn bowling program.
- c) Life: A Member in good standing who has participated in the Club's lawn bowling program for at least twenty-five (25) years, not necessarily consecutive.

The Board may from time to time designate one or more categories of non-members who do not have voting rights but who the Board wishes to recognize for social or honorific reasons as affiliates of the ALBC.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

9. Transferring Membership

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

10. Notice of Members' Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by any of the following means:

- a) by mail, courier, or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held; or
- c) by posting on the ALBC website or at the offices of the ALBC during a period of 21 to 35 days before the day on which the meeting is to be held

The notice of any general meeting shall state the purpose for such meeting.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

11. Members Calling a Members' Meeting

The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of not less than 10 members with voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

12. Absentee Voting at Members' Meeting

There shall be no absentee voting at a Members' or Board meeting.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.



13. Membership Fees

The annual fees of the Club for regular membership categories shall be set from time to time by the Board of Directors of the Club and ratified by the members at a general meeting of the members. Partial year membership fees policy may be determined by the Board from time to time.

14. Termination of Membership

A membership in the Corporation is terminated when:

- a) the member dies or resigns;
- b) the member is expelled, or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) the member's term of membership expires; or
- d) the Corporation is liquidated and dissolved under the Act.

15. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

16. Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines it has grounds to consider that a member be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision. If a decision to terminate the membership receives the approval of seventy-five percent (75%) of the Directors, the member shall be notified concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

17. Proposals Nominating Directors at Annual Members' Meetings

The election of Directors shall take place at an Annual General Meeting of the Members. Nominations shall be made by a Nominating Committee as appointed annually by the Board of Directors.



18. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

19. Place of Members' Meetings

Meetings of the members will be held at the registered office of the Corporation or any other location in the municipality of Mississippi Mills as decided by the Board of Directors.

20. Persons Entitled to be Present at Members' Meetings

Members, Directors, and the public accountant of the Corporation are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the members.

21. Chair of the Members' Meetings

In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

22. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 25% percent of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

23. Voting at Members' Meetings

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of equality of votes, the motion fails to pass.

24. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic, or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic, or other communication facility that the Corporation has made available for that purpose.

25. Meeting of Members Held Entirely by Electronic Means

If the Directors or members of the Corporation call a meeting of members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in



accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

26. Number of Directors

The Board of Directors shall consist of a minimum of three (3) and a maximum of ten (10) persons. 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.

27. Term of Office of Directors

The Directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election. Elections of Officers and the election of other Directors will occur in alternate years for continuity of Board membership.

28. Calling of Meetings of Board of Directors

Board meetings may be called at any time by the Chair, Vice-Chair, or a majority of the Board members.

29. Notice of Board of Directors Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than 14 days before the time when the meeting is to be held by one of the following methods:

- a) delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or 134 (Notice of change of Directors);
- b) mailed by prepaid ordinary mail to the Director's address as set out in (a);
- c) by telephonic, electronic, or other communication facility at the Director's recorded address for that purpose; or
- d) by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

30. Voting at Meetings of the Board

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the question fails to pass.

31. Committees of the Board

The following Standing Committees will be formed;

- a) Finance Committee – Chaired by the Club Treasurer
- b) Bowling Program Committee – Chaired by the Club Match Chair



c) Property Management Committee – Chaired by the Club Property Manager

d) Executive committee - Chaired by the President, and consisting of the President, Vice- President, Secretary, Treasurer and Chairs of Standing Committees

Mandates and Terms of reference for Standing Committees shall be made and approved by the Board. Special committees with special mandates and terms of reference may be formed from time to time as approved by the Board.

Ad hoc short-term committees with specific assignments, mandates, and time frames may be appointed by the Board. Appointed Chairs of ad hoc committees are not Directors (unless already a Director). Ad hoc Chairs report to an assigned Director or to the Board.

The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

32. Appointment of Officers

The Board may designate the offices of the Corporation, specify the duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. The Officers of the Club shall be Directors of the Club and shall be elected by the members of the Club at the Annual General Meeting of members.

33. Officers of the Corporation

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions.

General duties of the Officers are:

- a) management of Club affairs on behalf of the members
- b) maintenance of complete and accurate Club financial and administrative records and accounts
- c) decision making on the basis of a simple majority vote
- d) appointment of ad-hoc committees as necessary to fulfill the Club's business
- e) hold regular meetings during the bowling season to approve all expenses for payment
- f) fill any vacancy on the Board of Directors should such vacancy occur
- g) enforcement of Bowls Canada and OLBA Laws of the Game

Specific duties of Officers:

- a) President - The President shall, when present, preside at all meetings of the Board of Directors. The President shall also be charged with the general management, supervision of affairs, and the operations of the Club. The President, with the Secretary or other Officers appointed by the Board for the purpose shall sign all by-laws. The President shall have such other duties and powers as the Board may specify. During the absence or inability of the President, his duties and powers may be exercised by a Vice President and, if the Vice-President is absent or unable to assume this responsibility, the Board may appoint another Director. The President shall be an *ex-officio* member of all committees of the Club and may exercise voting privileges. The President (or designate) shall represent ALBC at District 16 meetings.
- b) Immediate Past President - The Immediate Past President shall play an advisory role and may



undertake any duties assigned by the Board.

c) Vice-President -- The Vice-President shall have all the powers and perform all of the duties of the President in the absence or disability of the President and shall perform such other duties as shall, from time to time, be assigned by the Board.

d) Secretary -- The Secretary shall be a director *ex-officio* clerk of the Board of Directors and shall attend all meetings and record minutes of all proceedings in books kept for that purpose. The Secretary shall give all notices required to be given to members, be custodians of all books, papers, records, correspondence, contracts and other documents belonging to the Club, and shall deliver up only when authorized by resolution of the Directors or Executive Committee to do so and to such person or persons as may be named in the resolution. The Secretary shall also perform such other duties as may from time to time be determined by the Board of Directors. Except in the normal course of business, records of the Club shall be kept on the premises.

e) Treasurer -- The Treasurer or persons performing the usual duties of a Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account and shall deposit all monies of the Club in such bank or banks as may, from time to time, be designated by the Board. The Treasurer shall disburse the funds of the Club under the direction of the Board of Directors, taking the proper vouchers therefore, and shall render to the members at the regular meetings thereof, or whenever required of him, an account of all transactions as Treasurer, and of the financial position of the Club. The Treasurer shall also perform such other duties as may, from time to time, be determined by the Board of Directors.

Other Officers:

The duties of all other Officers of the Club shall be as determined by the Board of Directors.

34. Office Vacancies

The Board may remove, whether for cause or without cause, any officer of the Corporation by way of a seventy-five percent (75%) majority vote of the Board of Directors. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed,
- b) the officer's resignation,
- c) such officer ceasing to be a director (if a necessary qualification of appointment) or
- d) such officer's death.

If the office of any officer of the Corporation shall be or becomes vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

35. Invalidity of the Provisions of this By-Law

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions.

36. Omissions and Errors

The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or public accountant, 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.



37. Dispute Resolution

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws or out of any aspect of the operations of the Corporation, any one of the parties to the dispute may appeal to the Board of Directors of the Club, and the President shall appoint a Council of Appeal consisting of three (3) Board members, to assess all particulars relating to the dispute. This assessment shall take place within a period of seventy-two (72) hours from the time the Appeal is filed with the President. All parties shall be members in good standing of the Club. Statements and/or appearances will be required which represent all views of the factions affected. As soon as the Council of Appeal has pronounced its decision, it shall be final and a full written report submitted to the Secretary of the Club for inclusion in the minute book of the Club for reference.

38. By-laws and Effective Dates

Subject to the articles, the Board of Directors may, by resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment, or repeal shall be effective from the date of the resolution of Directors until the next meeting of members where it may be confirmed, rejected, or amended by the members by ordinary resolution. 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. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

11/29/2023

Approved by membership 2/29/2024