

BY-LAW NO. 1

A By-law relating generally to the transaction of the affairs and

GENERAL OPERATIONS of THE ONTARIO 5 PIN BOWLERS' ASSOCIATION

BE IT ENACTED as a By-law of "The Ontario 5 Pin Bowlers' Association", also known as O5PBA, hereinafter referred to as the "Corporation", as follows:

1.1.00 HEAD OFFICE

The Head Office of the Corporation shall be in the Municipality of Metropolitan Toronto, Province of Ontario, and at such place therein as the Directors may from time to time determine.

1.2.00 SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

1.3.00 BOARD OF DIRECTORS

1.3.01 Number of Directors

The affairs of the Corporation shall be managed by a Board of twelve (12) Directors, each of whom at the time of their election or appointment or within ten (10) days thereafter, and throughout his or her term of office, shall be a Member of the Corporation.

1.3.02 Directors' Term of Office

Each Director shall be elected to hold office for a three (3) year term or portion thereof or until the third annual general meeting after he/she shall have been elected, or until his or her successor shall have been duly elected and qualified.

1.3.03 First Election of Directors

At the first election conducted under this By-law, Directors to the total number of Directors forming the Board of Directors shall be elected, and for this election only the elected Directors shall be listed in order of the votes received, highest to lowest. The three (3) Directors receiving the greatest number of votes shall be seated as a Director in those three (3) Director positions having a full three (3) year term as set out in Article 1.3.02 above; the next three (3) to a two (2) year term, and the next three (3) to a one (1) year term.

1.3.04 Subsequent Election of Directors

In each year thereafter, four (4) positions of Director shall be filled by election in the usual manner, for the full term of such office, namely three (3) years, and nominee Directors to the number required. Prior to each annual general meeting, four (4) positions of Director shall be declared vacated on convening of the annual general meeting and the appropriate Directors in such positions shall be retired at each annual general meeting, but shall be eligible for re-election if otherwise qualified.

1.3.05 Election of Directors

The election shall be by ballot, unless the number of nominees is less than or equal to the number of positions to be vacated at the annual general meeting, in which instance all the nominees shall be acclaimed and seated as Directors.

1.3.06 Removal of Director – Cause (as per Directors Handbook)

The voting Members of the Corporation may, by resolution passed by at least two-thirds (2/3) of the votes cast, (that is by special resolution), at any general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

- 1.3.07 **Removal of Director - Non-attendance**
The Board of Directors, by special resolution of the Board at a meeting to which notice of intent as to presenting the motion has been given, may remove any Director for non-attendance at Board meetings. The notice shall be given after a Director has been absent from two (2) consecutively scheduled Board meetings, and if approved, the removal of the Director is deemed a resignation by the Director at the third (3rd) consecutive meeting not attended by the Director, and the Board may elect or appoint any qualified Member in the stead of the resigned Director until the next annual general meeting.

1.4.00 VACANCIES - BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may so long as a quorum of the Directors remain in office, be filled by the Directors from among the qualified Members of the Corporation, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual general meeting, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy or vacancies. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

1.5.00 QUORUM AND MEETINGS - BOARD

- 1.5.01 **Quorum of Directors**
A majority of the Directors shall form a quorum for the transaction of business and two-thirds (2/3) of the Directors is deemed a majority.
- 1.5.02 **Meetings of Directors**
Except as otherwise required by law, the Board may hold its meeting at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Meetings may be regularly scheduled and, for such meetings, notice is not required once such regular schedule is approved. Directors' meetings may be formally called by the President, or the Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing of two (2) Directors.
- 1.5.03 **Notice of Meeting of Directors**
Notice of such meetings shall be delivered, telephoned, or delivered by means of a facsimile telephone machine, telegraphed or e-mailed to each Director not less than forty-eight (48) hours before the meeting is to take place, or shall be mailed to each Director not less than two (2) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given, pursuant to this By-law, shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named, and of such regular meeting no notice need be sent.
- 1.5.04 **Caucus Meeting**
A Board meeting to be called and known as a caucus meeting may be held without notice during the annual general meeting of the Corporation, and a Board meeting may be called immediately following the annual general meeting of the Corporation, without further notice than that set out herein.
- 1.5.05 **Business Transacted**
The Directors may consider or transact any business, either special or general, at any meeting of the Board.
- 1.5.06 **Conference Meeting**
The Board of Directors may, on consent of a quorum of Directors, and notice to all Directors, conduct and hold a meeting by telephone conference, provided that each Director participating in the meeting may hear each other Director who is participating, and each Director participating may comment and be heard by each of the other Directors.
- 1.5.07 **Meeting in Writing**
Nothing stated herein shall be a prohibition against the Board of Directors voting on any matter when a proposal is circulated in writing or e-mailed and the Director may express his or her support of, or against the proposal.

1.6.00 ERRORS IN NOTICE - BOARD MEETING

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting, or invalidate, or make void any proceedings taken, or had at such meeting, and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

1.7.00 VOTING - BOARD MEETINGS**1.7.01 Majority - Various Resolutions**

Questions arising at any meeting of Directors shall be decided by a majority of votes present, save and except those matters as set out in the Act or in these By-laws which require a special resolution of the Directors in which instances a majority vote of two-thirds (2/3) is required, or in the event of the need for an extraordinary resolution being required, a majority vote of three-quarters (3/4).

1.7.02 Voting by Chair

The Chair shall not vote on any matter unless there is a tie in which situation, the Chair shall vote. In case of an equality of votes, the Chair, in addition to his or her original vote, shall have a second and/or casting vote, and the question need not be put or called a second time.

1.7.03 Manner of Voting

All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.

1.7.04 Voting Result Declared

A declaration by the Chair that a resolution has been carried and an entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution, and no poll shall be recorded.

1.7.05 Vote Recorded

The result of each and every resolution on which the Directors vote shall be recorded as being either "carried" or "defeated", and such result in either instance shall be recorded as unanimous.

1.7.06 Chair

In the absence of the President, his or her duties may be performed by a Vice-President or such other Director as the Board may from time to time appoint for the purpose.

1.8.00 POWERS - DIRECTORS**1.8.01 All Corporate Powers**

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

1.8.02 Any Legal or Proper Act

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.

1.9.00 REMUNERATION - DIRECTORS

The Directors shall receive no remuneration for acting as such, but such prohibition does not prevent reasonable remuneration for expenses of Directors expended on business matters of the Corporation as approved by the Board from time to time.

1.10.00 CORPORATION OFFICERS**1.10.01 Principal Officers**

There shall be a President, Vice-President, Secretary and Treasurer, and such other Officers as the Board of Directors may determine from time to time.

- 1.10.02 Principal Officers - One Office
One person may hold more than one (1) office except the offices of President, Vice-President, Secretary and Treasurer.
- 1.10.03 Appointment of Principal Officers
The President, Vice-President, Secretary and Treasurer shall be elected by the Directors from among the Directors at a caucus meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being Members of the Board, shall hold office until their successors are elected.
- 1.10.04 Other Officers Appointed
Other Officers of the Corporation need not be Directors and, in the absence of written agreement to the contrary, the employment and/or appointment of all Officers shall be settled from time to time by the Board of Directors.

1.11.00 DUTIES OF PRINCIPAL OFFICERS

- 1.11.01 President
The President shall, when present, preside at all meetings of the Members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other Officer appointed by the Board for the purpose, shall sign all By-laws and membership certificates.
- 1.11.02 Vice-President
During the absence or inability of the President to act, his or her duties and powers may be exercised by the Vice-President, so far as principal Officers are concerned, and if an Officer is absent or unable to act, any such other Director as the Board of Directors may from time to time appoint for the purpose, and in the exercise of any such duty or power by other than the President and absent a motion or appointment by the President of another Officer to act as Chair in the meeting, the absence or inability of the President shall be presumed without further reference thereto.
- 1.11.03 Secretary
The Secretary shall be an ex officio clerk of the Board of Directors. He or she shall attend all meetings of the Board of Directors and shall cause to be recorded all facts and minutes of all proceedings in the books kept for that purpose. He or she shall give all notices required to be given to Members and to Directors. He or she shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents, belonging to the Corporation which he or she shall deliver up only when authorized by a resolution of the Board of Directors to so do, and to such person or persons as may be named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the Board of Directors.
- 1.11.04 Treasurer
The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account, and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He or she shall disburse the funds of the Corporation under the direction of the Board of Directors, take proper vouchers therefore and shall render to the Board of Directors at regular meetings thereof or whenever required of him or her, an account of all his or her transactions as Treasurer, and of the financial position of the Corporation only. On a yearly basis, the Corporation budget will be prepared by the Treasurer and Financial Co-ordinator. He or she shall also perform such other duties as may from time to time be determined by the Board of Directors.
- 1.11.05 Other Officers
The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for, or the Board of Directors requires of them.

1.12.00 EXECUTION OF DOCUMENTS

- 1.12.01 Under Seal
Deeds, transfers, licences, contracts, and engagements on behalf of the Corporation shall be signed by either the President, or by the Vice-President and Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

- 1.12.02 **Contracts**
 Contracts, in the ordinary course of the Corporation's operations, may be entered into on behalf of the Corporation by the President, Secretary, or by any person properly authorized by the Board to so do.
- 1.12.03 **Board of Directors Authorize**
 The President, Vice-President, Secretary or Treasurer, the Directors, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity, or as trustee or otherwise, and may accept in the name and on behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing, necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers or shares, bonds or other securities, on the books of any company or corporation.
- 1.12.04 **Authorization Unfettered**
 Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.
- 1.13.00 BOOKS AND RECORDS**
- The Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.
- 1.14.00 MEMBERSHIP**
- 1.14.01 **Application to Board**
 The membership shall consist of the applicants for incorporation of the Corporation and such other individuals and/or legal entities as are admitted as Members by the Board of Directors, and upon application for such membership.
- 1.14.02 **Membership Creates a Contract**
 It is herein specifically stated that this Corporation is a contract-based entity, wherein any applicant for membership, by applying for such membership is offering to follow the By-laws, Regulations, Policies and Rules of the Corporation, as they exist from time to time, as evidenced by the submission of an application form and attendant dues and fees; the Board of Directors, and thereby the Corporation, completes the contract by accepting the applicant as a Member, as evidenced by acceptance of the dues and fees, and therein agrees to follow its own By-laws, Regulations, Policies and Rules, as they exist from time to time. In addition to the above-cited contractual obligation, the Corporation agrees as follows:
- (i) Each Member shall promptly be informed by the Secretary of his or her admission as a Member.
 - (ii) Each Member in good standing shall be entitled to one (1) vote on each question arising at any special or any annual general meeting of the Members, in the appropriate jurisdiction and forum as set out in the By-laws of the Corporation. A legal entity, or deemed entity may vote through a duly authorized representative or delegate, in the appropriate jurisdiction and forum as set out in the By-laws of the Corporation.
 - (iii) A Member may resign by submitting to the Board of Directors resignation in writing, and such resignation shall only be effective upon acceptance thereof by the Board of Directors.
 - (iv) In case of resignation, a Member shall remain liable for payment of any assessment or other sum due and owing the Corporation as at the date the resignation is accepted.

1.15.00 MEMBERSHIP CLASSES**1.15.01 Member Placed In Class**

Applicants for membership shall be designated a Member of a class of Member, and there shall be nine (9) classes of Members, such classes of Member including those individuals or entities as herein set out, namely, Registered, Associate, Affiliate, Zone (Zone Association), House (Decentralized Association) Travelling League, Honourary, Life, and Governor, and each class of Member, and the Members thereof, shall have the rights, responsibilities and obligations as herein set out, and as set out for more particularity in By-law No. 4, infra.

1.15.02 Member Release and Waiver

All applications for membership shall include or be deemed to include the Release and Waiver attached hereto as Schedule B, which Release and Waiver is a Regulation as to form and can be amended as to form by the Board of Directors of the Corporation, from time to time. In the event an applicant for membership is not of the age of majority, the parent or guardian shall complete the Form on behalf of such child.

1.16.00 LEAGUE DEFINITIONS**1.16.01 Sanctioned League**

A league will be registered and sanctioned providing that seventy-five percent (75%) of the participating bowlers purchase a Membership Card. Sanctioned Leagues shall be entitled to all services and benefits provided by the Corporation.

1.16.02 Affiliated League

A league will be affiliated providing that at least ten (10) bowlers from the league purchase a Membership Card. Included with those bowlers must be the President, Vice-President, Secretary and Treasurer of the league. Affiliated Leagues may have some restrictions as to the services and benefits provided by the Corporation.

1.16.03 Recognized League

A league will be recognized providing that the President, Vice-President, Secretary and Treasurer purchase a Membership Card. Recognized leagues may have some restrictions as to the services and benefits provided by the Corporation.

1.17.00 MEMBER DUES AND MEMBER FEES**1.17.01 Member Dues**

There shall be no dues payable by Members except such, if any, as shall from time to time, be fixed by special resolution of the Board of Directors, which resolution shall become effective only when confirmed by a vote of the Members at an annual general meeting or other general meeting.

1.17.02 Member Fees

There shall be fees payable by Members as set by the Board of Directors from time to time, and such fees may be varied as to class of member, or may be as set for particular competitions, activities or programs of the Corporation as determined by the Board of Directors.

1.17.03 Member in Good Standing

The Secretary shall notify the Members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice, any Member in default shall thereupon automatically cease to be a Member of the Corporation, but any such Member may, on payment of all unpaid dues or fees, be reinstated by the Board of Directors. Any Member who has paid all dues and fees due and owing the Corporation may be called "a Member in good standing", unless the Board of Directors for some other reason or act has specifically sanctioned the said Member. Any Member not in good standing will be ineligible to participate in any competition and will cease to have any voting rights.

1.18.00 MEMBER MEETINGS**1.18.01 Annual General Meetings and Semi-annual General Meetings**

The annual general meeting (referred to as AGM) or the semi-annual general meeting (referred to as SAGM) and any other general meeting of the Members shall be held at the Head Office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the Board of Directors shall appoint.

- 1.18.02 **Annual General Meeting Business and Semi-annual General Meeting Business**
At every annual general meeting, in addition to any other business that may be transacted, the report of the Directors shall be presented and the appropriate Directors elected to the Board of Directors. At every semi-annual general meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed.
- 1.18.03 **Business of Meetings**
The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members, provided that no action or transaction by the Members shall have force and effect until approved by the Board of Directors. Any action or transaction of the Members shall be dealt with by the Board of Directors at the first scheduled meeting of the Board following the Member meeting.
- 1.18.04 **Call of Meetings**
The Board of Directors, or the President, Vice-President and Secretary shall have power to call, at any time, a meeting of the Members of the Corporation.
- 1.18.05 **Notice of Meetings**
No public notice nor advertisement of a Member meeting, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending the notice by prepaid mail, telegraph, or e-mail ten (10) days before the time fixed for the holding of such meeting; provided that any meetings of Members may be held, at any time and place, without such notice if all the Members of the Corporation are present thereat or represented by duly appointed representative or delegate, and at such meeting any business may be transacted, which the Corporation at any annual or general meeting may transact. Member herein refers to a Member having a vote directly or by delegate, namely a Zone, House or Travelling League.
- 1.18.06 **Supplementary Notice**
Any official communications organ of the Corporation, circulated generally or specifically to the Members may be deemed by the Directors to constitute prepaid mail, provided all other provisions as to time are met when same is used for notice.
- 1.18.07 **Member Request for Member Meeting**
Any five (5) Zones may in writing request the President to call a Member meeting and in such instance, the President shall call a Member meeting. Notice for such meeting shall be sent within ten (10) days of receipt of the request, and the meeting shall be called for within thirty (30) days of such notice.
- 1.19.00 ERROR IN NOTICE - MEMBER MEETING**
- No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director, or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be his or her last address recorded on the books of the Corporation.
- 1.20.00 ADJOURNMENTS**
- Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that a quorum is not present.
- 1.21.00 QUORUM - MEMBER MEETING**
- A quorum for the transaction of business at any meeting of Members shall consist of not less than two-thirds (2/3) of the Members present in person or represented by delegate.

1.22.00 VOTING - MEMBER MEETINGS**1.22.01 Members Vote**

Subject to the provisions of Articles 1.14.00 and 1.15.00, each Member of the Corporation shall at all meetings of Members be entitled to one (1) vote and he or she may vote by delegate. Such delegate need be himself or herself a Member and, before voting, shall produce and deposit with the Secretary sufficient appointment in writing from his or her constituent or constituents. No Member shall be entitled, either in person or by delegate, to vote at meetings of the Corporation unless he or she has paid all dues or fees, if any, then payable by him or her, and is a Member in good standing.

1.22.02 Manner of Voting

At all meetings of Members every question shall be decided by a majority of the votes of the Members present in person or represented by delegate unless otherwise required by the By-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member having voting rights and in attendance shall have one vote, and unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the Minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the Members present in person or by delegate of such poll shall be deemed the decision of the Corporation in any general meeting upon the matter in question.

In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second and/or casting vote.

1.23.00 FISCAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year, or financial year of the Corporation shall terminate on the July 31 of each year.

1.24.00 DEPOSITS**1.24.01 Receipt/Payment of Monies**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors, and any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the banks of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

1.24.02 Delegation of Powers

By-law No. 2 herein shall serve and delineate specific delegation of the Directors' powers under Article 1.23.01.

1.24.03 Corporation Banker

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation, signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians for the Board of Directors, shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application for securities withdrawn from deposit, or the proceeds thereof.

1.25.00 INDEMNIFICATION - DIRECTORS/MEMBERS**1.25.01 Waiver and Release**

Each and every Member of each and every class of the Corporation shall be notified on application to the Corporation for membership, and on acceptance of such application that as a contractual right and/or obligation the Waiver and Release set out in Schedule B hereof is deemed to have been signed, and will be signed such that as between any Member, Director, Officer and for or in relation to any corporate activity, act or action any and all rights to take any action against or for such Director, Officer or Member, except as specifically allowed or set out in the By-laws of the Corporation have been waived and such Director, Officer or Member released from any such action or right of action whether founded in negligence or otherwise. It is specifically noted that a personal action for breach of any law of Canada or the Province of Ontario on a personal basis is not exempted, waived nor released by such Waiver and Release.

1.25.02 Insurance

The Corporation may purchase and maintain such insurance for the benefit of its Directors and Officers or for matters as the Board may from time to time determine, and specifically matters identified in the Corporations Act, R.S.O. 1990, Chapter C.38, Section 80, save and except insurance for errors and omissions under the Corporations Act R.S.O. 1990, Chapter C.38, or contravention of Sections 331, 332 or 333 thereof.

1.26.00 NOTICE

Whenever under the provisions of the By-laws of the Corporation, notice is required to be given, such notice may be given either personally, or by courier, or by facsimile transmission, or telegraphed, or by e-mail, or posted by depositing same in a post office or a public letter-box, in a prepaid sealed wrapper addressed to the Director, Officer, Member, or Member at his or her or their address as the same appears on the books of the Corporation. Any notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or telegraphed shall be held to be sent when the same was handed to the telegraph company or its messenger. In the event of personal delivery, delivery by courier, or facsimile transmission, or e-mail, delivery shall be held to be sent when so sent or delivered. For the purpose of sending any notice the address of any Member, Director or Officer shall be his or her last address as recorded on the books of the Corporation.

1.27.00 AMENDMENT OF BY-LAWS**1.27.01 Special Resolutions**

By-laws of the Corporation may be enacted and the By-laws repealed or amended by By-law or resolution enacted by special resolution of the Board of Directors. A repeal, amendment or re-enactment of a By-law, unless in the meantime confirmed at any general meeting of Members duly called for that purpose, is effective only until the next annual general meeting unless confirmed thereat, and, in default of confirmation by the Members thereat, ceases to have force and effect at, and from that time, and in that case no new By-law of the same or like substance has any effect until confirmed at any general meeting of the Members.

1.27.02 Confirmation/Rejection Effect

The Members may, at any general meeting or the annual general meeting, referred to in Section 1.27.01 above confirm, reject, amend or otherwise deal with any By-law passed by the Directors and submitted to the meeting for confirmation, but no act done, or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or other dealing.

1.27.03 Procedure for Amendments

Any special resolution of the Directors, and prior to being proclaimed by the Directors, providing for the enactment, repeal or amendment of any By-law shall be submitted to the solicitors of the Corporation for opinion that the proposed enactment, amendment or repeal affects no redundancy nor contradiction within the existing By-law and to other By-laws of the Corporation, or if such enactment, amendment or repeal requires other enactments, amendments, or repeals, in the By-law or other By-laws, the Directors shall include such other changes as given by the solicitors' opinion so that redundancy or contradiction does not occur, and when such opinion is tendered or acted upon, then the enactment, amendment or repeal shall have immediate force and effect.

1.28.00 REGULATIONS

The Board of Directors may prescribe such Regulations not inconsistent with the By-laws relating to the management and operation of the Corporation as they deem expedient, provided that such Regulations shall have force and effect only until the next annual general meeting of the Corporation when they shall be confirmed, and in default of confirmation at such annual general meeting, shall from that time cease to have force and effect.

1.29.00 INTERPRETATION

1.29.01 General

In these By-laws and in all other By-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number as the case may be, and vice versa, and references to persons shall include firms, Corporations, Zones, Houses, Leagues, individuals, and any other entity recognized by the Corporation as the context may require. Reference to "Member" shall be to the class and/or Member as the context requires, and reference to "Member" refers to a voting Member for election purposes, referring to Zones, Houses and/or Travelling Leagues.

1.29.02 Applicable

Unless specifically approved otherwise by the Board of Directors, this By-law, and all other By-laws, are applicable "mutatis mutandis" to the operation of each jurisdiction of the Corporation, and more specifically to the operations of Members of the Corporation.

1.29.03 Particular Definitions

Attached hereto as Schedule A, headed Definitions, which Schedule is deemed a Regulation and may be amended from time to time by the Board of Directors, are the definitions which shall be applicable to these By-laws, and all By-laws of the Corporation, and shall be applied throughout all of the jurisdiction of the Corporation, and in the instance wherein such definitions vary from those prescribed in the Act, then the definition set out in Schedule A shall have precedence, except in those instances where no definition appears in Schedule A for a definition in the Act, whereby the definition in the Act shall apply.

1.29.04 Schedules/Appendices

Any Schedule in the By-laws of the Corporation are and are deemed to be a Regulation, and as such may be amended from time to time by resolution of the Board of Directors only, but such amendment shall require a special resolution of the Directors. Any Appendix or Appendices in the By-laws of the Corporation are specific additions to provisions approved by the Members in conjunction with, or as part of, a provision of the By-laws of the Corporation and to amend or change an Appendix shall require resolution of the Board of Directors only.

ENACTED this 22nd day of June, 1984.

WITNESS THE SEAL OF THE ONTARIO 5 PIN BOWLERS' ASSOCIATION

**"Jack Hales"
President**

**"Evelyn Wood"
Secretary**

UNANIMOUSLY SANCTIONED AND CONFIRMED by the Members at a general meeting of the membership duly constituted after proper notice held on the 7th day of November, 1984.

**"Jack Hales"
President**

**"Evelyn Wood"
Secretary**

AMENDED this 22nd day of June, 1992.

WITNESS THE SEAL OF THE ONTARIO 5 PIN BOWLERS' ASSOCIATION

**"Thomas Cowan"
President**

**"Evelyn Wood"
Secretary**

UNANIMOUSLY SANCTIONED AND CONFIRMED AS AMENDED by the Members at the annual meeting of the membership duly constituted after proper notice held on the 24th day of June, 1992.

"Thomas Cowan"
President

"Evelyn Wood"
Secretary

AMENDED this 13th day of June, 1994.

WITNESS THE SEAL OF THE ONTARIO 5 PIN BOWLERS' ASSOCIATION

"Jennifer Guay"
President

"Nancy Taverna"
Secretary

UNANIMOUSLY SANCTIONED AND CONFIRMED AS AMENDED by the Members at the annual meeting of the membership duly constituted after proper notice held on the 14th day of June, 1994.

"Jennifer Guay"
President

"Nancy Taverna"
Secretary

AMENDED this 12th day of June, 2008.

WITNESS THE SEAL OF THE ONTARIO 5 PIN BOWLERS' ASSOCIATION

"Dave Post"
President

"Mike Wilson"
Secretary

UNANIMOUSLY SANCTIONED AND CONFIRMED AS AMENDED by the Members at the annual meeting of the membership duly constituted after proper notice held on the 12th day of June, 2008.

"Dave Post"
President

"Mike Wilson"
Secretary

AMENDED this 15th day of June, 2018.

WITNESS THE SEAL OF THE ONTARIO 5 PIN BOWLERS' ASSOCIATION

"John Cresswell"
President

"Mike Wilson"
Secretary

UNANIMOUSLY SANCTIONED AND CONFIRMED AS AMENDED by the Members at the annual meeting of the membership duly constituted after proper notice held on the 16th day of June, 2018.

"John Cresswell"
President

"Mike Wilson"
Secretary
