

## BY-LAW NO. 3

A By-law relating to the particularities of the

### DIRECTORS AND OFFICERS

**BE IT ENACTED** as a By-law of The Ontario 5 Pin Bowlers' Association as authorized under the Act and Section 1.8.00 of By-law No. 1, and supplemental to the provisions of the said By-law No. 1, as follows:

#### **3.1.00 NOMINATING COMMITTEE**

##### 3.1.01 Appointment of Nominating Committee

The Board of Directors shall appoint a Nominating Committee at least thirty (30) days prior to the annual general meeting, the announcement of which Committee shall be included with notice of the annual general meeting.

##### 3.1.02 Nominating Committee Composition

Said Committee shall consist of three (3) Members, none of whom may be a sitting Director.

##### 3.1.03 Nominating Committee Responsibility

The Nominating Committee shall submit a slate of candidates to the annual general meeting by mailing or distributing such slate of candidates for the Board of Directors in writing at least ten (10) days before the annual general meeting to each delegate entitled to vote for the election of such Directors.

##### 3.1.04 Nominees Required

The slate of candidates for Board of Directors shall include as a minimum, nominees equal to the number of positions to be filled.

##### 3.1.05 Nominee Qualifications - Director

Any Registered Member, or any person who would be qualified otherwise to become a Registered Member, provided they are a full eighteen (18) years of age, may be nominated to become a Director of a League, House, Zone, or the Corporation, provided other qualifications as set out below have been met for the appropriate level for the nomination:

- A Registered Member to be nominated to be a Director of the Corporation shall have been a Director of a House, Zone or Provincial Board for at least one (1) elected term within the immediately previous three (3) year period.
- A Registered Member to be nominated a Director of a Zone or House shall have been a Director of a League for some period during the immediately preceding three (3) year period.
- Other qualifications and/or criteria for serving as a Director or Officer of a League, House or Zone are set out in the "Constitutions" of such entities, attached hereto as Schedules C and D.

##### 3.1.06 Nominating Committee May Nominate

The Committee may approach any Registered Member it considers qualified (as described in Section 3.1.05 above), and may nominate any such Member the Committee deems suitable.

##### 3.1.07 Nominees by Other Members

The Committee must include any nominee on the slate, who has been nominated by any two (2) Registered Members in writing at least fifteen (15) days prior to the annual general meeting, provided the nominee so nominated meets the standard of experience set out in Section 3.1.05.

##### 3.1.08 Nominee Consent

The Committee must have the consent in writing of any nominee to be so nominated, prior to the annual general meeting.

#### **3.2.00 ELECTION PROCEDURE – ANNUAL GENERAL MEETING**

##### 3.2.01 Scrutineers Appointed

Two (2) Members of the Nominating Committee shall be appointed scrutineers and the third (3<sup>rd</sup>) Member shall serve as Chair pro tem for the election of Directors at the annual general meeting. Said scrutineers under the direction of the Chair pro tem shall ensure that only Members having voting rights for election of Directors are present and vote, which Members shall only be the delegates of the Zones and Houses.

- 3.2.02 **Additional Scrutineers**  
The Chair pro tem may propose to the meeting through the Chair of the meeting the appointment of additional scrutineers if it is considered necessary by the Chair pro tem.
- 3.2.03 **Chair Pro Tem**  
The Chair pro tem for election of Directors shall inform all voting Members to indicate their choice(s) for Director(s) on the ballot by entering the name(s) in the indicated space. A delegate may cast a vote from one (1) to all available to the said delegate on any ballot.
- 3.2.04 **Scrutineers Record Votes**  
The scrutineers shall record votes received in ascending cumulative fashion. That is, the votes received by each candidate shall be recorded, but for reporting purposes, the scrutineers shall list the candidates in the order of votes received, greater to lesser, and then shall only include on the list presented to the Chair pro tem, the elected candidates.
- 3.2.05 **Announcement of Results**  
The Chair pro tem shall announce the results of each ballot by indicating the elected Directors or tied Directors or nominees in alphabetical order until the full number of Directors required are elected to the Board of Directors.
- 3.2.06 **Directors Elected**  
The Chair pro tem shall ask if there is any challenge to the ballot results and, in the absence of same, shall present the elected Directors in alphabetical order to the Chair, and with no votes recorded, and direct the scrutineers to destroy all ballots.
- 3.2.07 **Challenge of Results**  
The only challenge which may be accepted by the Chair pro tem shall be one based on a non-voting Member or unqualified Member voting, and in such instance the scrutineers and Chair pro tem shall determine the validity of the challenge, and their decision is final and binding. If the validity of a claim cannot distinguish validity of a ballot or ballots, a new vote shall be cast, with a roll call and new ballots distributed.
- 3.2.08 **Proper Challenge**  
If a challenge is successful the ballot wrongfully cast shall be disallowed and the Chair pro tem shall not include any disallowed votes in his final determination of elected Directors, and shall present the elected Directors to the Chair and proceed as per 3.2.04 and 3.2.05 infra.
- 3.2.09 **Results Recorded**  
The results presented to the Chair shall be signed by the Chair pro tem and include total votes cast and total votes disallowed.
- 3.2.10 **Directors Caucus**  
The Chair shall recess the annual general meeting for the purposes of a caucus meeting of all of the elected Directors, and shall reconvene the annual general meeting upon their return.
- 3.3.00 ELECTION OF DIRECTORS**
- 3.3.01 **Director Positions Elected**  
From any slate of candidates, the nominees receiving the highest cumulative number of votes shall be ranked according to the votes received, and from such ranking the positions of Director required to be filled shall be filled and the nominees so elected shall be deemed elected as Directors to the Board of Directors for the ensuing year, or the term of office appropriate, that term being four (4) years for the first three (3) elected Directors, and the unexpired portion of the term of office for the remaining Directors-at-large elected.
- 3.3.02 **Votes Tied**  
In the event of a tie in the number of cumulative votes, wherein there is a dispute because of the tie as to who is the higher ranked candidate, there shall be a second ballot circulated to all Members voting on the first ballot only, which second ballot shall include only the names of candidates tied and where ranking is in dispute as a result of the first ballot.
- 3.3.03 **Procedure if Tied Vote**  
The procedures shall then continue as set out in Sections 3.2.03 and 3.2.04 supra.

**3.4.00 OFFICERS**

- 3.4.01 **Caucus Election of Officers**  
The caucus meeting of elected Directors shall meet only for the appointment of Officers by the Directors from among themselves, and the setting of a time of the next meeting of the Board of Directors.
- 3.4.02 **Recording of Caucus**  
The Chair of the annual general meeting shall sign the Minutes of said meeting together with the new Chair so appointed, and their signatures shall deem all election results and appointment of Officers conclusive, and if the Chair set out above are the same Director, two (2) other Directors shall sign the said Minutes.
- 3.4.03 **Principal Officers Only**  
The Officers herein referred to are as set out in Section 1.10.00 only, and not to other Officers or Chair.
- 3.4.04 **Eligibility**  
Employees of the Provincial or National 5 Pin Corporation, Proprietors (anyone owing any percentage of a bowling establishment) and Managers of 5 pin bowling centres, shall not be allowed to serve as an Executive Officer or as a Member of the Executive Committee.

**3.5.00 DIRECTORS**

- 3.5.01 **Re-Appointment of Zone or House Officer/Director**  
In the event a sitting Director is elected a principal Officer of the Corporation, and is an Officer of a Zone or House, then the Director is obliged to declare a conflict of interest on any items pertaining to matters associated with their Zone or House.
- 3.5.02 **Replacement Director**  
Any replacement Director or Officer so elected or appointed by the Zone or House shall be appointed as delegate, Director, or otherwise as was the Director required to resign an Officer's position in the Zone or House, or another Director of the Zone or House may be appointed to replace the said Director, and the Corporation shall accept such re-appointments provided all other qualifications are met by the replacement Director.

**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**

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**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**

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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

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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

"John Cresswell"  
Secretary

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