Burlington Lawn Bowling Club

By-Law Number 1

As Amended October 13, 2026

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Burlington Lawn Bowling Club

BY-LAW NUMBER 1

Section 1 - General

1.01 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)"Board" means the board of directors of the Corporation; comprised of the President, Vice-President, Secretary, Treasurer, ex officio Past-President and Directors.
c)"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;
d)"Chair" means the chair of the Board, who also serves as President
e)"Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
f)"Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
g)"Member" means a member of the Corporation;
h)"Members" means the collective membership of the Corporation; and
i)"Officer" means an executive officer of the Corporation, being the President, Vice-President, Secretary, Treasurer and one other Director chosen by the Board.

1.02 Interpretation

Other than as specified in Section 1.01, 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. Interpretations of these rules as well as questions in dispute shall be referred to the Board.

1.03 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.

Section 2 – Directors

2.01 Election and Term

2.01 (a) The Members shall elect the Directors to hold office for a term of two years, or until their successors are elected or appointed to fill the vacancy. The immediate former President will serve in an ex officio capacity as Past President and the Past President will be a non-voting position.

2.01 (b) The Board may have a range of Directors from 5 to 12. If additional Directors are appointed by the Board, the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual Meeting of the Members. This ability of the Board to appoint Directors is separate from the ability of the Board to fill vacancies on the Board.

2.01 (c) The Board of Directors shall have charge of all the property of the Club and shall keep such inventory as may be required.

2.01 (d) The names of Committees and their functions can be changed by a two thirds majority of the board.

2.01 (e) A Member may be nominated as a Director in their absence, provided that the Secretary has, before the Annual Meeting, been notified in writing by both nominator and seconder naming the office or offices for which the Member has been nominated, and that the Member shall, before the Annual Meeting have signified to any Officer of the club their intention to stand. Only fully paid up Outdoor and/or Short Mat Members may hold office.

2.01 (f) A nominating committee consisting of the Past President as Chairperson, plus two club Members not on the existing Board of Directors shall be appointed by the Board and shall present a Slate of Officers at the Annual Meeting. Nominations from the floor will be accepted at the meeting.

2.02 Vacancies

2.02 (a) A Director will stop holding office immediately, if the Director:

1). dies
2). becomes bankrupt,
3). is found to be incapable of managing property by a court or under Ontario law.
4). resigns by written notice to the Corporation.

A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

2.02 (b) The Board may remove a Director if:

1). the Director fails to attend at least 75% of the Board meetings in any 12-month period while a Director, unless the Director's attendance is excused by the Board for good and sufficient reason; or,

2). the Director is removed by a resolution passed by at least two-thirds of the votes cast at a Board meeting of which notice specifying the intention to pass such a resolution is given to the said Director.

2.02 (c) Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a majority (51%) of the votes cast by the Members.

2.03 Filling Vacancies

2.03 (a) If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.

2.03 (b) The Board may fill any other vacancy by a majority (51%) vote.

2.03 (c) If there aren't enough Directors to make up a quorum, or the Members did not elect the minimum number of Directors set out in the By-Law, the Directors in office will, without delay, call a special Members' Meeting to fill the vacancy. If the Directors fail to call such a meeting, the meeting may be called by any Member.

2.04 Committees

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.

2.05 Remuneration of Directors

The Directors will fulfil their role as Director without remuneration. Directors will not directly or indirectly receive any profit from occupying the position of Director.

Section 3 - Board Meetings

3.01 Calling of Meetings

The Chair may call meetings of Directors at any time and any place on notice as required by the Notices Section of this By-law.

3.02 Quorum

3.02 (a) The majority of Directors will form a quorum at board meetings.

3.02 (b) A quorum of Directors must be present at the start of a meeting to conduct business. If a quorum is not present throughout the meeting, the Directors remaining may proceed to conduct business, if the majority remaining agree

3.03 Notice

3.03 (a) Notice must be given according to requirements set out in the Notices Section of this By-law, and notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation not less than 7 days before the date that the meeting is to be held. For issue specific emergency meetings called by the chair 24hrs notice shall suffice.

3.03 (b) Notice of a meeting is not necessary if:

a). all of the Directors are present, and none objects to the holding of the meeting,
b). those absent have waived notice, or have otherwise signified their consent to the holding of such a meeting, or
c). a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

3.03 (c) A Motion. *"THAT all acts, contracts, by-laws, resolutions, appointments, proceedings and payments enacted, made, done and take by the directors of the Corporation since the last annual meeting are approved, ratified, and confirmed" is to be made by Board at first meeting of new fiscal year.*

3.04 Chair

The Chair will oversee Board Meetings. If the Chair is absent the Vice President will act as the Chair of the meeting.

3.05 Voting

Each Director, excluding the Chair, has one vote. In case of an equality of votes, the Chair will have a casting vote. Questions arising at any Board Meeting will be decided by a majority (50%+1) of votes unless otherwise required by the Act.

3.06 Participation by Telephone or Electronic Means

If the majority (50%+1) of Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

Section 4 – Officers

4.01 Officers

The Officers shall consist of the Chair/President, Vice Chair/President, Secretary, Treasurer, and one other director as chosen by the Board.

The Officers' positions will be confirmed by the Members at the time of the election of Directors. The Chairperson will be the President of the corporation.

The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time. The same person may hold two or more offices of the Corporation.

4.02 Chair/President

The Chairperson/President will perform the duties described in this By-law, the Operating Policies and Procedures, and such other duties as may be required by law, or as the Board may determine from time to time, including: calling and chairing meetings of the Board, setting meeting agendas and chairing executive committees.

4.03 Duties

4.03 (a) Each Officer will perform the duties specified in the Operating Policies and Procedures, those required by law, and as the Board may determine from time to time.

4.03 (b) Officers will be responsible for the duties assigned to them but they may delegate to others the performance of any or all of such duties.

4.04 Removal of Officer(s)

The Board may remove any Officer by a resolution passed by a 2/3 majority of the board.

Section 5 - Legally Protecting Directors and Others

5.01 Protection of Directors and Officers

5.01 (a) No Director, Officer or committee member of the Corporation will be liable for:

1).the acts, neglects or defaults of any other Director, Officer, Committee member or employee of the Corporation

2) 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

3). 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

4). 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

5). any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.

5.01 (b) No Director, Officer or committee members of the Corporation will be liable for the above mentioned things as long as they:

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 6 - Conflicts of Interest

6.01 Conflict of Interest

6.01 (a) 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.

6.01 (b) No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

6.01 (c) No Member or Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the *Act* and the law applicable to non-profit corporations are complied with.

Section 7 - Members

7.01 Classes of Membership

Membership in the Corporation shall consist of 5 classes of Members. Each member, who is entitled to vote, will have one vote no matter how many classes of membership they hold.

7.02 Outdoor Members

7.02 (a) Outdoor Members shall be individuals who have paid the required dues, completed an application and signed the waiver.

7.02 (b) The term of membership of an Outdoor Member shall be 1 year, subject to renewal according to the policies of the Corporation.

7.02 (c) Each Member of the Outdoor Members class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Outdoor Members class will be entitled to one (1) vote at such meetings.

7.03 Associate Members

7.03 (a) Associate Members shall be individuals who do not bowl, were former members, partners of members, or those who have been approved, have paid the required dues, completed an application, and signed the waiver.

7.03 (b) The term of membership of an Associate Member shall be 1 (one) year, subject to renewal according to the policies of the Corporation.

7.03 (c) Each Member of the Associate Members class is entitled to receive notice of, and attend all Members' Meetings as non-voting members. Consistent with section 2.01(e) of this By-Law Associate Members are not eligible to hold office.

7.04 Junior Members

7.04 (a) Junior Members shall be individuals up to the age of 18, who have been approved according to board policies, have paid the required dues, completed an application, and had the waiver signed by a parent or guardian.

7.04 (b) The term of membership of a Junior Member shall be 1 (one) year, subject to renewal according to the policies of the Corporation.

7.04 (c) Each Member of the Junior Members class is entitled to receive notice of, and attend all Members' Meetings as non-voting members.

7.05 Short Mat Members

7.05 (a) Short Mat Members shall be individuals who have paid the required dues, completed an application and signed the waiver.

7.05 (b) The term of membership for a Short Mat Member shall be 1 (one) year, subject to renewal according to the policies of the Corporation.

7.05 (c) Each Member of the Short Mat Members class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Short Mat Members class will be entitled to 1 (one) vote at such meetings.

7.06 Dual Members

7.06 (a) Dual Membership Members shall be individuals who are also members of another club, and have chosen that club as their primary club for their OLBA membership, have paid the required dues, completed an application and signed the waiver.

7.06 (b) The required dues in this membership class shall not include the OLBA fee.

7.06 (c) The term of membership of a Dual Member shall be 1 year, subject to renewal according to the policies of the Club.

7.06 (d) Each Member of the Dual Member Class is entitled to receive notice of, attend and vote at all Member's meetings and each Member of the Dual Members class will be entitled to 1 (one) vote at such meetings.

7.07 Membership Not Transferable

Membership in the Corporation is not transferable to another individual and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act.*

7.08 Dues

Dues for all membership classes are to be set by the Board of Directors.

7.09 Disciplinary Action

7.09 (a) 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 provisions of the By-Laws, Operating Policies and Procedures, and/or the Club Code of Conduct.

7.09 (b) The notice will set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice is 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 submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 8 - Members' Meetings

8.01 Chair

8.01 (a) The Chair/President shall be the chair of the Members' Meeting. In the Chair's absence, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.
8.01 (b) Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the By-laws.

8.01 (c) The only persons entitled to attend a Members' Meeting are:

1) the Members
2) the Directors
3) the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting.
4) Any other person may be admitted only if the Chair of the meeting invites them or the majority (50%+1) of the Members present at the meeting consent to their being there.

8.02 Voting at Members Meetings

8.02 (a) Each voting Member will be entitled to one vote at any Members' Meeting.

8.02 (b) If a Member is unavailable to attend or participate in a Members' Meeting, they may not appoint someone to vote for them by proxy.

8.02 (c) Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act. Before or after a show of hands has been taken on any question, the Auditor or any Member may demand, a written ballot. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.

8.02 (d) The chair of the meeting, if a voting Member, will have a vote.

8.02 (e) If there is a tie vote, the chair of the meeting has to call for a written ballot. The chair cannot vote in a written ballot to break a tie. If the written ballot results in a tie, the motion doesn't pass.

8.02 (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 will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.02 (g) An abstention will not be considered a vote cast.

8.03 Quorum

8.03 (a) A quorum for the transaction of business at a Members' Meeting is 25 Members entitled to vote at the meeting.

8.03 (b) 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,

8.04 Annual Meeting:

8.04 (a.) The Annual Meeting shall be held on a day and at a place within Ontario fixed by the Board, and notice convening the meeting shall be notified to each member by posting the information in the clubhouse, or by message sent by email to the latest email address on club's files, not less than 10 and not more than 50 days before the date of the meeting.

Any Member, upon request, shall be provided, not less than 5 business days or other number of days that may be further prescribed in regulations 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.

8.04 (b). The business at the Annual Meeting will include the following:

1). Approval of quorum
2). Approval of agenda for the Annual Meeting
3). Remembrance / acknowledgement
4). Approve the minutes of the previous Annual Meeting and any special meetings
5.) Matters arising from those minutes.
6). President's Report
7). A report from the auditor or the person appointed to review the non-profit's finances.

8). Approving the financial statements for the previous year
9). Reappointing the auditor or appoint a new public accountant to do an audit or review engagement if required, or waive the audit and/or review engagement if allowed.
10). Chairperson's Reports
11). Amendments to By-Laws
12). Elect Directors, and
13). any new business that was included in the notice of the meeting

8.04 (c) Voting Members have a right to submit proposals in writing 28 days in advance of the meeting to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members' Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members' Meeting. No other item of business shall be included on the agenda for the Annual Members' Meeting.

8.05 Special Members' Meetings

8.05 (a) 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% 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.

8.05 (b) Subject to the Act, written notice of any Annual or Special Members Meeting must be given, not less than 10 and not more than 50 days prior to the Meeting, in the manner specified in the Act and the Notices Section of this By-law to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

8.06 Notices

8.06 (a) 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 shall be delivered to the last email address on record for that director or member, and also posted on the notice board at the club.

8.06 (b) Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

8.06 (c) Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.
8.06 (d) No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

Section 9 - Finances & Signing Authority

9.01 Banking

9.01(a) 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. The President, Vice President and Treasurer have bank signing authority on behalf of the corporation.

9.01(b) For club operating expenses up to and including $3000.00 the Treasurer has sole signing authority. In the event the Treasurer is unavailable, two signatures are required. For expenditures over $3000.00, two signatures are required. All disbursements be supported with appropriate documentation.

9.02 Financial Year

The financial year of the Corporation ends on August 31 in each year or on such other date as the Board may from time to time by resolution determine.

9.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers. In addition, the Board may decide who will execute a particular document or type of document and how it will be executed. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

9.04 Auditors

The Board will appoint an auditor annually, if required, to give an opinion of the accounts of the Club.

Section 10 – Adoption and Amendment of By-laws

10.01 Amendment of this By-Law

10.01 (a) The Members may from time to time amend this By-law with 51% of the votes cast at a Members' Meeting.

10.01 (b) Only the voting Members may pass or amend this By-law.

10.02 Amendment of Other By-Laws, Policies and Rules of Play

The Board of Directors may set out rules for committees, games, tournaments, and operating procedures as set out in Operating Policies and Procedures. No changes to Operating Policies and Procedures will be permitted during the playing season without the consent of the Board of Directors. All rules laid down shall be approved by a majority of the Board members present at a meeting called for such a purpose.

Section 11 Cessation of Operations

11.01 Obligations

If BLBC needs to cease operations for any reason, the Board of Directors shall ensure all debts, leases and obligations will be paid.

11.02 Disbursement of Assets

After all obligations have been filled, the Board will recommend and share with the members of BLBC how the assets will be dispersed according to the following process:

Assets will be sold and funds from sales will be given to one or more of the following:

a) If we are classed as a public benefit organization at the time of dissolution, the assets will be distributed to a public benefit organization with a similar purpose to ours.

b) If we are classed as a not-for-profit corporation, but not a public benefit organization. The assets will be sold and funds from sale(s) distributed to a not-for-profit corporation with a similar purpose to ours.

c) to a registered charity

d) to a government agency

e) to a municipality

Chronology of Constitution/By-Law Number 1

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