



BYLAWS

CORPORATE SEAL

1. The seal, approved by the Board, shall be the seal of the Master Bowlers Association of Canada. The Secretary shall be the custodian of the seal.

CONDITIONS OF MEMBERSHIP

2. Membership in the corporation shall be limited to one association per province (except for Ontario which will consist of two, Northern Ontario and Southern Ontario) or territory interested in furthering the objects of the corporation and shall consist of those associations whose application for admission as a member has received the approval of the Board of Directors of the corporation.

Regular membership in this corporation shall consist of the association recognized as the Master Bowlers Association within its province or territory.

3. Membership fees or dues shall be determined by the Board of Directors.
4. Any member association may withdraw from the corporation by advising the Board of Directors at a general meeting or special meeting that they will be withdrawing from the corporation and that said withdrawal has been duly authorized by the Master Bowlers Association of its province or territory.
5. Each regular member association shall be represented by two delegates at all general or special meetings, either in person or by conference call, video conference, etc., one of which shall be the President, or his/her delegate, of the member association. If the member association chooses to only be represented by one delegate at a member meeting, it is understood that that member association will then only be entitled to one vote. Each delegate will serve for the length of time as designated by the member association, said delegates shall be elected or appointed by the member association. Each delegate shall be a Director of this corporation and shall act in all matters for the member association in this corporation.

BOARD OF DIRECTORS

6. The property and business of the corporation shall be managed by a Board of sixteen Directors of whom two-thirds shall constitute a quorum. The number of Directors may vary based on the number of member associations and delegates in the corporation. Directors must be individuals, 18 years of age or more, with power under law to contract. Directors must be delegates from a member association.

INDEMNITIES TO DIRECTORS AND OTHERS

7. Every Director of the corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:
 - a) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
 - b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

OFFICERS

8. The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer and any such other officers as the Board of Directors may determine. Any two offices may be held by the same person.
9. The President and Vice-President shall be elected at an annual meeting for a term of office determined by the Board of Directors. The Secretary and Treasurer shall be appointed by the Board of Directors for a term of office determined by the Board of Directors.
10. Officers do not need to be Directors of the corporation.
11. Should an officer of the corporation vacate his/her position before their term has expired, or has been removed by resolution of the Board of Directors, the Board of Directors shall have the authority to appoint a new officer in their stead.

DUTIES OF OFFICERS

12. The President shall be the Chief Executive officer of the corporation and preside at all meetings of the corporation and of the Board of Directors. The President shall have the general and active management of the affairs of the corporation and see that all orders and resolutions of the Board of Directors are carried into effect.
13. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

14. The Treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in a chartered bank or trust company. He/she shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render an accounting of all the transactions and a statement of the financial position of the corporation. He/she shall also perform such other duties as may from time to time be directed by the Board of Directors.
15. The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/she shall be custodian of the seal of the corporation, which he/she shall deliver only when authorized by the Board of Directors to do so and to such person or persons as authorized by the Board of Directors.
16. 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.

BOARD OF DIRECTORS MEETINGS

17. The Board of Directors, or the President or Vice President, shall have the power to call, at any time, a general meeting or special general meeting of the members of the corporation. The only persons entitled to be present at a general meeting or a special general meeting shall be those members entitled to vote. Any other person may be admitted only on the invitation of the members of the Board.
18. Thirty (30) days prior written notice shall be given to each member of any annual, semi-annual or special general meeting of the corporation. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Each voting member present at a meeting shall have the right to exercise one vote.
19. No error or omission in giving notice of any annual, semi-annual or special general meeting or any adjourned meeting, whether annual, semi-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 purpose of sending notices to any Director or officer for any meeting or otherwise, the address or email address of the Director or officer shall be his/her last address or email address recorded on the books of the corporation.

COMMITTEES

20. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees.

EXECUTION OF DOCUMENTS

21. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers or Directors and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The Board of Directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation, when required, may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by the Board of Directors.

FINANCIAL YEAR

22. Unless otherwise ordered by the Board of Directors, the fiscal year end of the corporation shall be December 31st.

AUDITOR

23. The Board of Directors shall, at either the annual meeting or semi-annual meeting, appoint two Directors to audit the accounts and annual financial statements of the corporation.

These Bylaws have been approved, enacted and confirmed by the Board of Directors of the Master Bowlers Association of Canada at the Annual General Meeting held on the 16th day of January, 2014.