

THE CONSTITUTION
OF
MASTER BOWLERS' ASSOCIATION OF ONTARIO

BE IT ENACTED AND IT IS HEREBY ENACTED as the constitution of the Master Bowlers Association of Ontario (hereinafter called the ~~%Corporation~~) as follows:

HEAD OFFICE

1. The Head office of the Corporation shall be in the City of Toronto in the Province of Ontario and at such place therein as the directors may from time to time determine. However, should need arise to relocate the office within a season, it will be approved by the Board of Directors and then confirmed by the membership at the next Annual General Meeting.

SEAL

2. The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the corporation.

BOARD OF DIRECTORS

3. The affairs of the Corporation shall be managed by a board of directors of not less than three (3) and not more than ten (10) of whom a majority shall constitute a quorum for the transaction of business. Notwithstanding vacancies the remaining directors may act if constituting a quorum.
4. No person shall be qualified as a director unless he/she shall be nineteen (19) or more years of age and shall at the time of his/her election and throughout his/her term of office be a member of the Corporation; provided that a person who is not a member of the Corporation may be a director if he/she is otherwise qualified and if he/she becomes a member of the Corporation within ten (10) days after his/her election, subject to the provisions of the Act.
5. The members of the board of directors will hold office for three-year terms. The election of the board members will be held every year, with three board members being elected each year. The election of the board members will take place at the annual meeting of members held in 2009 and every year thereafter. If the new directors are not elected thereat, the directors then in office shall continue to hold office until their successors are duly elected. Retiring directors shall be eligible for re-election. The election may be by a show of hands or by resolution of members unless a ballot be demanded by any member.
6. The members may, by resolution passed by at least two-thirds of the votes cast thereon at a general meeting of the members called for that purpose, remove any director before the expiration of his/her term of office and may, by majority vote at that meeting, elect any person in his/her stead and for remainder of his/her term.
7. The office of a director shall be vacated upon the occurrence of any of the following events: (a) if a receiving order is made against him/her or if he/she makes an assignment under the *Bankruptcy Act*; (b) if an order is made declaring him/her to be a

mentally incompetent person or incapable of managing his/her affairs; (c) if he/she ceases to be qualified as provided in section 5 (d) if he/she shall be removed from office by resolution of the members as provided in section 6 or (e) if by notice in writing to the Corporation he/she resigns his/her office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

8. Vacancies on the board may be filled for the remainder of its term of office either by the members at a general meeting of members called for that purpose or by the board if the remaining directors constitute a quorum. If the number of directors is increased, a vacancy or vacancies on the board to the number of authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.
9. Subject to the provisions of the Act, no director shall be disqualified by his/her office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any director or in which any director is in any way interested be liable to be avoided.
Nor shall any director so contracting or being so interested be liable to account to the Corporation or any of its members or creditors for any profit realized from any such contract or arrangement by reason of such director holding that office or the fiduciary relationship thereby established.
10. It shall be the duty of every director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act.
11. The directors shall serve as such without remuneration.
12. Whenever the board consists of more than six directors, the board may elect from its number an executive committee consisting of not less than three (3), which committee shall have power to fix its quorum at not less than a majority of its members and may exercise all the powers of the board, subject to any regulations imposed from time to time by the board.
13. The board of directors may by resolution create one or more other committees, which may but need not include members of the board. Until otherwise provided, the president shall be a member *ex officio* of all committees. Other committees created by the board of directors may be given written terms of reference by the board.

MEETINGS, BOARD OF DIRECTORS

14. Except as otherwise required by law, the board of directors may hold its meetings 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. Directors meetings may be formally called by the President or Vice-President or by the Secretary on direction of the President or Vice-President or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or sent by facsimile or electronic communication to each director not less than two days before the meeting is to take place or shall be received by each director no less than two days before the meeting is to take place. The statement 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. A directors meeting may also be held, without notice, immediately following the annual general meeting of the members of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

15. The directors shall be entitled from time to time to adopt such rules of procedure as are deemed appropriate by the directors.
16. If all the directors present at or participating in the meeting consent, a meeting of directors or of a committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed to be present at the meeting.
17. Notwithstanding any other provision of this by-law, any by-law or resolution signed by all the directors is as valid and effective as if passed at a meeting of the directors duly called, constituted and held for that purpose.

ERRORS IN NOTICE, BOARD OF DIRECTORS

18. 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.

POWERS

19. 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 all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

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/or other property, moveable or immoveable, 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.

The board of directors are further empowered to employ whichever employees that they deem necessary to ensure the proper operation of the corporation.

OFFICERS OF CORPORATION

20. There shall be a President, a Vice-President a Secretary and a Treasurer or, in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by resolution from time to time. One person may hold more than one office except the offices of President and Vice-President. The President, Vice President and Treasurer shall be elected by the board of directors from among their

number at the first meeting of the board after the annual members meeting, provided that in default of such election the then incumbents, should they remain as directors, shall hold office until their successors are elected. All Board Members will partake in the nomination and voting process. The other officers of the Corporation need not be directors and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

DUTIES OF PRESIDENT AND VICE-PRESIDENT

21. The President shall, when present, preside at all meetings of the members of the Corporation and of the board of directors as Chairman. 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 any membership certificates. During the absence or inability of the President, his or her duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director as the board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

DUTIES OF SECRETARY

22. The Secretary shall be ex officio clerk of the board of directors. He or she shall attend all meetings of the board of directors and record 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 do so 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.

DUTIES OF TREASURER

23. The Treasurer, or his or her designate, 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, taking proper vouchers therefore and shall render to the board of directors at the 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. He or she shall also perform such other duties as may from time to time be determined by the board of directors.

DUTIES OF OTHER OFFICERS

24. 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.

EXECUTION OF DOCUMENTS

25. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by one of the President or Vice-President together with the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two of the President, Vice-President or Treasurer, or by any person authorized by the board.

The President, Vice-President, the directors, Secretary or Treasurer, or any two of them, or any person or persons from time to time designated by the board of directors may transfer any and all shares of stock, bonds or other securities from time to time standing in the name of the Corporation in its corporate or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares of stock, 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 or otherwise 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 of shares of stock, bonds or other securities on the books of any company or corporation.

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 obligations of the Corporation may or shall be executed.

BOOKS AND RECORDS

26. 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.

MEMBERSHIP

27. The membership shall consist of the members of the board of directors and such other individuals and legal entities as are admitted as members by the board of directors. There shall be the following three classes of memberships:
- 28.
- (a) Registered members which include tournament, teaching and senior members, affiliated and unaffiliated;
 - (b) Associate members; and
 - (c) Life members.
29. There shall be dues or fees payable by the members as shall, from time to time, be fixed by a majority vote of the board of directors. This vote shall become effective only when confirmed by a majority vote of the members at an annual meeting or other general meeting.
30. Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors, upon which resignation they shall cease to be directors

as well. Each director, upon his or her ceasing to be a director shall, without further resignation or action, cease to be a member of the Corporation.

ANNUAL AND SPECIAL MEETING OF MEMBERS

31. The annual or any special 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 said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a special general meeting of the members of the Corporation. No public notice nor advertisement of members meetings annual or special, 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 post, telephoned or sent by facsimile or electronic communication, ten 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, and at such meeting any business may be transacted which the Corporation at annual or special meetings may transact.

32. Notwithstanding any other provision of this by-law, any by-law or resolution signed by all the members is as valid and effective as if passed at a meeting of members duly called, constituted and held for that purpose.

CHANGE TO THE CONSTITUTION

33. Amendments, additions or deletion to this constitution will be made a general meeting of the Corporation and by a majority vote of the members present (51% of the membership in attendance)
34. Regardless of any other provision in the Constitution, the Bylaws or and Resolution of the Corporation, the Board of Directors is empowered to deal with exigent circumstances in the best interests of the Corporation. If the circumstances persist until the next annual general meeting of the corporation, the issue shall be put to the membership for their guidance and, if advisable, the membership decision by a majority of the members present at the meeting. If the circumstances do not so persist, at the next annual general meeting, the Board of Directors shall report to the membership of the circumstances and the manner in which they were addressed.

ERROR IN OMISSION IN NOTICE

35. No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or special, 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,

directors or officers for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

ADJOURNMENTS

36. Any meetings of the members of the Corporation or of the directors or any committee thereof 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 no quorum is present.

QUORUM OF MEMBERS

37. A quorum for the transaction of business at any meeting of members shall consist of members of the Corporation present through zone affiliation. The number and location of these zones may be altered from time to time by the board of directors of the corporation along with other organizations within the Province of Ontario that share a vested interest in the sport of 5 Pin Bowling.

VOTING OF MEMBERS

38. Subject to the provisions, if any, contained in the Letters Patent or Supplementary Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote. A member is not entitled to vote by proxy.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person 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. Unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded 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 and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation upon the matter in question. In case of an equality of votes, whether upon a show of hands or at a poll, the Chairman shall be entitled to a casting vote.

FINANCIAL YEAR

39. Unless otherwise resolved by the board of directors, the fiscal year of the Corporation shall terminate on the 31st day of July in each year.

CHEQUES ETC.

40. 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 two of such officers or agents may 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 bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any two 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 of settlement of balances and release or verification slips.

BORROWING

41. The directors may from time to time:
- (a) Borrow money on the credit of the Corporation; or
 - (b) Issue, sell or pledge securities of the Corporation; or
 - (c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

LIMITATION OF LIABILITY

42. Subject to the provisions of the Corporations Act (Ontario) no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful neglect or default. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board of directors of which the director or directors to whom recourse is being had was or were members. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation other than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his or her being a director or officer of the Corporation shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

INDEMNIFICATION AND INSURANCE

43. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any Corporation controlled by it and their heirs, executors, administrators, assigns and estate and effects

respectively, shall from time to time and at all times be indemnified and save harmless out of the funds of the Corporation from and against:

- (a) Any liability and all costs, charges and expenses that he or she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him or her for or in respect of anything or permitted by him or her in respect of the execution of the duties of his or her office; and
- (b) All other costs, charges and expenses that he or she sustains or incurs in respect of the affairs of the Corporation;

provided that no director or officer of the Corporation shall be indemnified by it in respect of any liability, costs, charges or expenses that he or she sustains or incurs in or about any action, suit or other proceeding as a result of which he or she is adjudged to be in breach of any duty or responsibility imposed upon him or her under the Corporations Act (Ontario) or under any other statute unless in an action brought against him or her in his or her capacity as a director or officer, he or she has achieved complete or substantial success as a defendant.

- 44. The Corporation shall purchase and maintain such insurance for the benefit of its directors and officers as the board may from time to time determine, except insurance against the liability, costs, charge or expense of the director or officer incurred as a result of the contravention of Section 283(5) of the Corporations Act (Ontario), as amended from time to time.

INTERPRETATION

- 45. 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 or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

BYLAWS AND RESOLUTIONS

- 46. The Corporation may pass such by-laws, resolutions and Executive decisions as are deemed appropriate for the proper operation of the Corporation.
- 47. Procedural issues not otherwise provided for in the rules and decisions of the Corporation shall be governed by Robert's Rules of Order.
- 48. The primacy sequence for the various rules and decisions of the Corporation is:
 - (a) Constitution,
 - (b) By-laws,
 - (c) Resolutions and
 - (d) Executive decisions.

Signed, sealed and certified as approved by they Master Bowlers Association of Ontario Board of Directors this _____ day of _____ 2009.

Brenda Pankoff, President

Date

Tim O'Hara, Vice-President

Date