

Mayfair Lawn Bowling Club Inc. (Established in 1925)

923 – Ave. D North, Saskatoon, SK. S7L 1N4
Phone 306-652-3152

Affiliates:
Bowls Sask., Bowls Canada Boulingrin

Our Mission Statement:

To develop and enhance Lawn Bowling as a sport for all ages and abilities, through membership, education, promotions, tournaments, and volunteer recognition.

ARTICLE 1 - GENERAL

- 1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Mayfair Lawn Bowling Club.
- 1.2 Ruling on By-laws-The Board shall have the authority to interpret any provision of these By-laws, which is contradictory, ambiguous, or unclear.
- 1.3 Registered Office – The registered office of the Club shall be in the City of Saskatoon, in the Province of Saskatchewan, and at such place therein as the directors may from time to time determine. The Mayfair Lawn Bowling Club is affiliated with Bowls Saskatchewan and Bowls Canada Boulingrin.
Legal address 923 Ave. D. North. (No mail delivery)
- 1.4 Dissolution of Club – Upon the dissolution of the Club, the assets remaining after the payment in satisfaction of all debts and liabilities shall be transferred to Bowls Saskatchewan.

ARTICLE 2- MEMBERSHIP

- 2.1 The members may from time to time determine the classes of persons eligible for membership in the Club. The Board of Directors may from time to time create additional classes of membership, including membership ex-officio.
- 2.2 A member, after being absent for a period of three years, shall be considered a new member.

2.3 Regular:



Shall be twenty-six (26) years of age or older as of January 1 of the current year.

Shall have paid all fees as set out by club regulations.

Membership is valid from May 1 to April 30 of each year.

May participate in all Club activities.

Shall be entitled to stand for election at the Annual meeting.

Shall be allowed to vote at any member meeting.

Shall be allowed to make representation at regular Board meetings.

2.4 Youth:

Shall be twenty-five (25) years of age or younger as of January 1 of the current year.

Shall have paid all fees as set out by the Club regulations.

Membership is valid from May 1 to April 30 each year.

May participate in all Club activities.

If eighteen (18) to twenty-five (25) years of age:

Shall be entitled to stand for elections at the Annual General Meeting.

Shall be allowed to vote at the Annual and Special General meetings.

Shall be allowed to make representation at regular Board meetings.

2.5 Honorary/Lifetime Member:

A member in good standing shall at any time nominate a member who has rendered services beyond expectations. Acceptance of such a nomination will be presented to the Board for consideration. When accepted by the Board, it will then be presented to the membership for approval.

2.6 Property of Mayfair Lawn Bowling Club:

Any removal of Club property from the premises must be recorded in the Log provided. The description must be clear. All bowls removed for the purpose of attending Bowls Saskatchewan tournaments or tournaments of other clubs are permitted, including practice with said bowls. Club bowls are only to be removed from the premises for use at a sanctioned Bowls Saskatchewan Club.

ARTICLE 3 – MEETINGS

3.1 All meetings shall be conducted according to Robert’s Rules of Order.
(Current edition)

3.2 **Annual General Meetings:**

3.2.1 **Quorum**- A quorum shall consist of not less than twenty (20%) of eligible voting members present and having the right to vote.

3.2.2 **Business at Meetings**- At every September 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 Auditor/Reviewer shall be presented. One-half of the Board of Directors shall be elected and an Auditor/Reviewer appointed for the ensuing year. The members may consider and transact any business without any notice thereof at any meeting of the members (except such notice as may be required by statute).

3.2.3 **Notice** - Notice of time and place of every such meeting shall be given to each voting member by sending the notice at least ten (10) days before the time fixed for the holding of such meetings.

3.2.4 **Voting** - All motions shall be decided by majority vote of the voting members. Every motion shall be decided in the first instance by a show of hands unless any member demands a secret ballot. In the case of an equality of votes at any general meeting, the Chairperson shall be entitled to a second casting vote.

3.2.5 **Nominating Committee** - The Immediate Past President shall be the chairperson of the nominating committee plus one (1) other appointed member.

3.3 **Board Meetings:**

3.3.1 Meetings of the Board may be called by the President, or Secretary on request in writing by two (2) Directors. Notice of meetings shall be delivered, telephoned, or emailed to each Director no less than forty-eight (48) hours prior to the meeting.

- 3.3.2 **Quorum** - A majority of the designated number of the Board shall form quorum for the transaction of business.
- 3.3.3 **The President** will chair the meetings of the Board of Directors. In the absence of the President, the Board of Directors will appoint from among its members, a Director to preside over the meeting. If a President is unable to fulfill their term of office, the Board of Directors shall appoint a Board member to serve as Acting President.
- 3.3.4 **Voting** - Questions arising at any meeting of the Board shall be decided by a majority of votes. The Chair shall not vote, except in the case of an equality of votes.
- 3.3.5 **Electronic Meetings** - Where any Director is unable to attend a meeting in person, that Director may participate in the meeting by means of telephone or video conference and shall be considered having attended the meeting.

ARTICIAL 4 - GOVERNANCE

- 4.1 **Board of Directors: Executive:** President, Secretary, Treasurer, Past President.
- 4.1.1 **Number of Directors** - The Board of Directors for the Club shall be managed by a Board of not less than seven (7) and not more than ten (10), the exact number within such limits to be designated by the Board of Directors from time to time. A member of the Board of Directors must be an active member, regularly participating in at least one (1) league of the Mayfair Lawn Bowling Club.
- 4.1.2 **Powers of the Board** - Except as otherwise provided in the Act, or these By-laws, the Board has the powers of the Club and may delegate any of its powers, duties, and functions. The Board may make any policies and procedures for managing the affairs of the Club within these By-laws.
- 4.1.3 **Banking** and all other negotiable instruments on behalf of the Club shall be signed by any two (2) of the officers of the Board.

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- 4.1.4 A major expenditure of one thousand dollars (\$1000) or more must be approved by the membership.

- 4.1.5 Employment of individuals - The Board may employ such individuals as it deems necessary to carry out the work of the Club.

4.2 Election, Appointment or Removal of Directors

- 4.2.1 Directors must be members in good standing with the Club.
- 4.2.2 Directors shall be elected to hold office for two-year terms and shall sign and abide by the Board Member Agreement.
- 4.2.3 One half of the Board of Directors shall be retired at each Annual General Meeting, and shall be eligible for re-election, if otherwise qualified. The voting members shall elect Directors by show of hands or secret ballot, if necessary. All elected positions shall be assumed immediately following the Annual General Meeting.
- 4.2.4 Vacancies on the Board, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among qualified members of the Club, or at the next Annual Meeting of the members.
If there is no quorum of Directors, the remaining Directors will call a meeting of the members to fill the vacancy.
- 4.2.5 A Director may resign from the Board at any time by presenting in writing their notice of resignation to the Board. This resignation shall become effective the date on which the request is accepted by the Board. Notice and acceptance can be by text or email. If no written resignation has been submitted, the Board shall consider verbal, text, or email, as confirmation of resignation. The Board shall request a vote at the next board meeting to accept the said resignation.
- 4.2.6 The members of the Club may, by resolution passed at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office, and may, by a majority of votes cast at the meeting, elect any person in their stead for the remainder of their term.

4.3 Officers:

- 4.3.1 The officers shall consist of President, Past President, Treasurer and Secretary, or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the Board may determine by resolution from time to time. One person may hold more than one office except the office of the President.
- 4.3.2 **Election of Officers** -The officers shall be elected by the Board of Directors from among their members at the first meeting of the Board after the Annual election of such Board of Directors. In default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. Distribution of the Directors' duties shall honor each person's strengths and preferences.

Duties of Officers

- 4.3.3 **The President** shall be responsible for the general management and supervision of the affairs and operations of the Club, shall preside at all meetings of the members of the Club and Board, shall be the Club liaison to Bowls Saskatchewan, and shall have signing authority. The Board in the absence of the President from time to time, shall appoint a Director, who will perform the duties and exercise the powers of the President. The **Past President** shall perform from time to time such duties as designated by the Board of Directors and shall chair the nominating committee.

The Secretary shall attend all meetings of the Board and record all facts and minutes of all proceedings, shall give notice to members and Directors, shall be the custodian of the corporate seal, of all books, papers, records, correspondence, contracts and other documents belonging to the Club, and perform such other duties as may from time to time be determined by the Board of Directors.

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Club in proper books of accounts and render to the Board of Directors at regular meetings or whenever required, an account of all transactions taken and of the financial position of the Club. They shall also perform such duties as may from time to time be determined by the Board of Directors.

4.3.4 **Vacancy** - Where the position of an officer becomes vacant for whatever reason, the position may be filled by the Directors from among qualified members of the Club for the remainder of the officer's term if they shall see fit to do so.

4.4 **Committees**

4.4.1 The Board of Directors from time to time may constitute such committees as it deems necessary and shall prescribe their duties.

4.4.2. The Board may remove any member whom it has appointed to any committee.

4.5 **Remuneration** - The Directors, officers and committee members shall receive an honorarium as approved by the membership. All reasonable expenses shall be paid by the Club.

4.6 **Conflict of Interest** - A Director, officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Club shall disclose fully and promptly the nature and extent of such interest to the Board or committee. As the case may be, they shall refrain from voting or speaking in debate on such contract or transaction, shall refrain from influencing the decision on such contract or transaction, and shall otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 5- FINANCE AND MANAGEMENT

5.1 **Fiscal Year**- Unless otherwise designated by resolution of the Board of Directors, the fiscal year of the Club shall terminate on the last day of December in each year.

5.2 **Auditor/Reviewer** - At each Annual General Meeting, the members shall appoint an Auditor/Reviewer.

ARTICLE 6 - INDEMNIFICATION

6.1 **Shall indemnify** - Every Director or officer of the Club or other person who has undertaken or is about to undertake a liability on behalf of the Club and their heirs, executors and administrator, and estate and effect, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Club, from and against:

- a) All costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability.
- b) All other costs, charges, or expenses, which they sustain or incur in or about or in relation to the affairs thereof.

6.2 **Shall not Indemnify** - Directors and officers shall not be indemnified if any of the above has occurred through their own wrongful and willful act, neglect, or default.

6.3 **Protection of Directors and Officers** - No Director or officer for the time being of the Club shall be liable for:

- a) The acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act of conformity.
 - b) Any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the Club or for or on behalf of the Club.
 - c) The insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Club shall be placed out or invested.
 - d) Any loss or damage arising from the bankruptcy, insolvency or devious tactics of any person, firm, or Club, including any person, firm, or Club with whom or which moneys, securities or effects shall be lodged or deposited.
 - e) Any loss, conversion, misapplication, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Club.
 - f) Any other loss, damage, or misfortune whatever, which may happen in the execution of the duties of their respective office or trust in relation thereto.
- 6.4 Directors or officers shall be held liable if the same shall happen by or through their own wrongful and willful act, neglect, or default.

7.1 **Special Resolution** – These By-laws may only be amended, revised, repealed or added to by a special resolution at a General meeting.

7.2 **Notice** – The written notice of the General meeting of the Club must include the resolution to change the By-laws. This notice must be delivered to all members 30 days prior to the meeting.

Signed on behalf of the Club this, 30th day of April, 2024.

President: _____

Secretary: _____

Mayfair Lawn Bowling Club

