

SECTION 5.1- BOARD OF DIRECTORS

~~The Board of Directors shall carry out the daily affairs of the Association.~~

~~The Board of Directors has full power, including, but not limited, to:~~

- ~~a. Transacting the normal business of the Association~~
- ~~b. Hiring any employee(s) to assist with the operation of the Association and the implementation of its programs~~
- ~~c. Appointing committees and sub-committees, with such powers, as they deem advisable~~
- ~~d. Filling any vacancy on the Board for any cause arising, for any term up to the next Annual General Meeting~~
- ~~e. Revisions to the Policies and Procedures.~~

5.1 Board Composition, Terms and Eligibility

1. Directors of the Association

~~a) Directors: The directors of the Association are as follows:~~

- ~~i. President – Two-year terms. (The President may not stand for re-election as President immediately following their term; becomes Past President).~~
- ~~ii. Two Vice-Presidents – Two-years terms, one elected each year on a rotating basis each year~~
- ~~iii. Secretary-Treasurer – One-year term.~~
- ~~iv. Two Members-At-Large – Two-years terms, one elected each year on a rotating basis~~
- ~~v. Immediate surviving-Past President (ex official, not elected).~~

5.2. Eligibility for Election of Board of Directors

~~The Board of Directors of the Association, with the exception of the Past President (who is not elected), shall be elected at the Annual General Meeting from the membership of the Association:~~

~~a) All Directors must:~~

- ~~i. All Directors must Be an individual;~~
- ~~ii. Be at least 18 years old of age or over;~~
- ~~iii. Be in good standing with Bowls Sask, BCB, and Sask Sport;~~
- ~~iv. Not be currently under suspension by Bowls Sask, BCB, or Sask Sport;~~
- ~~v. Not be an employee of Bowls Sask.~~
- ~~vi. Not have been found by a court in Canada or elsewhere to lack capacity;~~
- ~~vii. Not have the status of bankrupt; and~~
- ~~viii. Not have been convicted of an offence in connection with the promotion, formation or management of a body corporate or unincorporated business, or of an offence involving fraud, unless an exception in section 9-5(1) of the Act applies (including a court order, expiry of the applicable period, or a pardon/record suspension).~~

~~b) The Board shall consist of the number of Directors specified in these Bylaws, each of whom must be an individual Member in good standing with the Association.~~

~~c) Directors shall be elected in the manner and for the terms specified by these Bylaws.~~

5.3 Duties and Authority

~~a) The Board is responsible for the overall governance, strategic direction, and management of Directors shall carry out the daily affairs of the Association.~~

Commented [A1]: Asked legal if we should add 'at the time they are elected to the position'? Answer: no need to add this as it says they must be 18.

~~b) The Board of Directors has full power, including, but not limited, to shall carry out the daily affairs of Bowls Sask, including::~~

~~ia. Transacting the normal business of the Association~~

~~ib. Hiring any employee(s) as needed; to assist with the operation of the Association and the Implementation of its programs~~

~~iiie. Appointing committees and sub-committees; with such powers, as they deem advisable~~

~~ivd. Filling any Board vacancies on the Board for any cause arising, for any term up to the next Annual General Meeting as specified in section 5.4.~~

~~c. Revisions to the Policies and Procedures.~~

Commented [A2]: Wording change to read 'as specified in 5.4.' and removed 'as below'

~~Directors are elected for the following terms:~~

~~a. President—Two years. The President may not stand for re-election as they become Past President immediately following the end of their term.~~

~~b. Vice Presidents—Two years, one elected each year~~

~~c. Secretary Treasurer—One year~~

~~d. Members At Large—Two years, one elected in same year the President is elected and the other is elected in the following year~~

~~Directors whose term has expired may be eligible for re-election to the Board.~~

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~~c) Elected Directors shall assume office immediately after the AGM following the election, each year. To be eligible for election, an individual must be a registered member in good standing and must have Nominations require a nominator and a seconder.~~

~~d) No Director or family member may directly or indirectly receive any remuneration other than reimbursement for pre-approved expenses.~~

~~e) Directors shall act honestly and in good faith with a view to the best interests of the Association and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.~~

5.4 Vacancies and Resignation

~~Directors resigning from office shall be deemed to resign as of the date notice is given to the Board of Directors however, if not given at a board meeting, ratification of such resignation will occur at the next Board Meeting.~~

- ~~a) In the event of a vacancy on the Board, (other than the Past President), the Board of Directors shall call for nominations from the membership. From these nominations, they may and appoint a replacement member to fill such a vacancy until the next Annual General Meeting at which time the vacancy shall be filled by election for the unexpired term of office. Such appointment must be ratified by a majority vote of the Board.~~

~~Should the immediate Past President resign; the position shall be left vacant. The immediate Past President shall be the person who prior to the holding of elections at the Bowls Sask Annual General Meeting held the office of President.~~

~~If there is only one candidate for a position, that candidate will be declared elected by acclamation unless someone asks for a vote.~~

b) Removal of a

~~A Director may be removed before term expiration of their term of office according to must follow the Non-profit Corporations Act, 2022 (Saskatchewan) only in a manner consistent with and the Bowls Sask's Safe Sport Policy. Any Director suspended by BCB, Bowls Sask, or Sask Sport shall be immediately removed from office.~~

Commented [A3]: Asked legal if we should leave in Saskatchewan? Answer: No this is covered under Section 1 - Interpretation.

~~Where there is a vacancy in the number of Directors, the remaining Directors may exercise all powers of the Directors as long as a quorum remains in office.~~

~~No Director may be an employee of Bowls Saskatchewan Inc.~~

~~Directors shall serve without remuneration and no Director or their immediate family shall directly or indirectly receive any benefits from their position as such, with the exception that they be reimbursed expenses incurred in connection with the work of Bowls Sask.~~

Commented [A4]: This is covered in new 5.3.d) above

c) A Director may resign at any time by providing a written resignation to the Board. The resignation becomes effective at the time it is received by the Association or at the time specified in the resignation, whichever is later.

d) If a Director resigns, is removed, or otherwise ceases to hold office, and a quorum of Directors remains in office, the Board may appoint a qualified individual to fill the vacancy for the remainder of the term.

e) If the number of remaining Directors is below quorum or the minimum number required by these Bylaws or the Act, the remaining Directors shall promptly call a special meeting of Members to fill the vacancies in accordance with the Act. If no Directors remain in office, the procedures set out in the act shall apply.

Commented [A5]: Asked legal if we could say 'If the number of remaining Directors is below quorum or the minimum number required by these Bylaws or the Act, refer to the Act.' Answer: We changed wording to this.

~~It shall be the duty of each Director to adhere to Bowls Sask's Conflict of Interest Policy (contained within the Safe Sport Policy).~~