

SECTION 6.13 - MEETINGS

1. Procedure

All meetings of the Association shall be conducted in accordance with Robert's Rules of Order.

~~The books and records of the Association may be inspected by any member of the Association at any General Meeting of the Association.~~

Commented [A1]: This is now covered in Section 7

2. Board Meetings

~~Meetings of the Board of Directors may be held in person or virtually.~~

~~Meetings of the Board of Directors are closed to members and the public, but any person may be admitted at the invitation of the Chair of the meeting. Meeting minutes will be maintained in the Provincial Office and a backup maintained at another location.~~

~~There shall be a minimum of five Board meetings in each fiscal year to be held at such time as the President shall designate.~~

~~A majority of the Board of Directors holding office at that time shall constitute a quorum for a meeting of the Board.~~

6.13. Annual General Meeting (AGM)

~~A majority of the eligible and designated voting delegates as outlined in the Voting section of the Bylaws shall constitute a quorum for an Annual General Meeting.~~

- ~~a) The Association shall hold an Annual General Meeting of the Association must be held within six months ninety (90) days of the fiscal year-end, at such time as determined by the Board of Directors.~~
- ~~b) The AGM may be held in person or by electronic means that allow all participants to communicate adequately with each other during the meeting.~~
- ~~a)c) Written notice of the AGM annual General Meeting, specifying the date, time, place of the meeting, and details of any specific business, shall be provided to all Members entitled to vote, each Director, and the auditor not given by email no less than 15 days and not more than 50/30 days before prior to the meeting date. The notice must include the text of any special resolution to be submitted at the meeting. A second notice will be circulated no less than 15 days prior to the meeting that shall designate the date, time and format of the meeting, an agenda for the meeting, bylaws changes and audited financial statements. Notice will be given to the club contacts who are responsible for sharing the notice with their members.~~

Commented [MF2]: These requirements are found in section 11-4(1), and 13-1(2) of the Non-profit Corporations Act, 2022 (Saskatchewan)

Commented [A3]: Question to Legal Team: Is there need to stipulate calendar days or business days? Answer: Clarification was added to Section 1.2 last sentence.

~~Any notice of motion from the membership must be received in writing by the Bows Sask office no later than 30 days prior to the date of the Annual General Meeting in order for it to be included in the agenda.~~

- ~~d) The Association shall provide each Member with a copy of the annual financial statements, auditor's report (if applicable), and any other prescribed financial information not less than 15 days before the AGM.~~
- ~~e) Notice and documents may be provided to Members by electronic means, provided that Members can access and review the information.~~

- f) Quorum for the AGM shall be a majority of eligible voting delegates. If quorum is not achieved, a subsequent AGM must be called within 30 days with proper notice as set out in this section. If quorum is still not met at the subsequent meeting, the attending Members shall constitute quorum and may only address items listed on the original agenda.
- g) If only one nominee for any position, that individual is elected by acclamation unless a vote is requested.

4. Agenda for the Annual General Meeting

The suggested agenda for the Annual General Meeting shall follow the format described below:

- Welcome
- Roll call
- Bereavements
- Reading and approval of the Minutes of the previous Annual General Meeting, including any amendments to the minutes
- Matters arising from the Minutes
- President's report
- Secretary Treasurer's report and correspondence
- Audited Financial Statements
- Appointment of the auditor
- Committee reports (for each committee that existed over the season)
 - i. Officer Manager Report
 - j. Election of Directors
 - k. New business
 - l. Closing Remarks
 - m. Adjournment

6.2 5-Special Meetings

A Special Meetings of the Members may be called by the Board (by Board resolution) or in accordance with the requisition procedures and thresholds set out in The Non-profit Corporations Act, 2022. The Association will comply with the notice and timing requirements for special meetings prescribed by the Act, to deal with urgent business.

A majority of the eligible and designated voting delegates as outlined in the Voting section of the Bylaws shall constitute a quorum for a Special Meeting.

Special Meetings of Bowls Sask may be called:

- a) At the request of the majority of the Board;
- b) Upon receipt of a written request to the Board of at least 25% of the registered membership in good standing; or
- e) Upon receipt of a written request to the Board of two or more registered clubs:
 - a) Such The requisitioners must state set out the purpose of the meeting.
 - b) The Only the business stated in the notice may that can be conducted at during the Special Meeting. is the purpose for which it was called and included in the notice calling the meeting.

Commented [A4]: Asked legal if we should change "If to "When"? Answer: I can provide guidance on whether to use "If" or "When":

Legal Drafting Analysis
 "If" is the more appropriate choice for this provision. Here's why:
 Reasoning for "If":

Conditional Nature - The word "if" properly reflects that having only one nominee is a possibility, not a certainty. Some positions may have contested elections.

Standard Drafting Practice - "If" is the conventional term in parliamentary procedure and corporate governance documents for contingent circumstances.

No Presumption - Using "if" doesn't presume that acclamations will occur, which is more neutral and appropriate for a bylaw.

Why "When" is Less Appropriate:

"When" implies the situation will definitely occur, suggesting an expectation or certainty
 It could be read as presuming that positions will regularly go uncontested
 Less common in formal legal and governance documents for this type of contingent procedure

Recommendation
 Keep "If" - The current language should read:
 "If only one nominee for any position, that individual is elected by acclamation unless a vote is requested."
 This maintains proper legal drafting conventions and accurately reflects the conditional nature of the provision. The practical effect is the same, but "if" is the more precise and professionally appropriate term for corporate bylaws.

Commented [MF5]: We've added specific thresholds for calling special meetings as noted in the Act. This provides clear procedural guidance while maintaining reasonable access to the special meeting process.

Commented [A6]: Legal is suggesting this new wording to align with removal of original a,b,c below that is being deleted.

~~Meetings must be held within thirty (30) days of the request at such time as the Board may decide. Extensions may be approved by the members requesting the meeting. If the reason for the Meeting is time sensitive notice will be given as soon as possible.~~

~~d) Notice of a special non-time sensitive Meeting must be sent within shall be given by email no less than 21 15 days of receipt of a valid requisition, and the prior to the meeting must be held within 60 days of sending the notice. ~~date. Notice of time sensitive Meeting shall be given as soon as possible.~~ Notice will be given to the club contacts who are responsible for sharing the notice with their members.~~

Commented [MF7]: We added specific timelines (21 days for notice, 60 days for meeting) to align with statutory requirements and prevent potential compliance issues. These deadlines provide clear guidance for our team and reduce risk of delays.

6.3 Board Meetings

- ~~a) The Board shall meet a minimum of five times each fiscal year, in person or by electronic means that permit all participants to communicate adequately with each other during the meeting.~~
- ~~b) Board meetings are normally closed, but guests may be invited by the Chair.~~
- ~~c) Quorum for Board meetings is a majority of Directors in office.~~

6.4 Meeting Procedures

~~All meetings shall be conducted in accordance with the most current edition of Robert's Rules of Order, except where these rules conflict with the Act, these Bylaws, or any special rules of order adopted by the Association.~~

6.5 Voting

~~The President at all meetings does not vote, except in the case of a tie, when they will have a tie breaking vote.~~

~~No proxy votes are permitted.~~

~~Unless otherwise specified, a resolution may be passed by a simple majority of votes.~~

~~Abstentions are not counted when establishing a majority vote.~~

~~Voting at all meetings will be by a show of hands, by voice or by whatever means agreed to advance of the meeting. Any voting by the Board via email will be ratified at the next meeting of the Board. At the request of any member, a secret ballot may be held. A motion to destroy all ballots shall be made prior to the conclusion of the meeting.~~

~~a) At meetings of the Board of Directors, Meetings each Director, ~~except the President,~~ has each member of the Board shall be entitled to one vote ~~The President shall vote only in the event of a tie. No Director may vote by proxy.~~~~

~~b) At Annual General Meetings or Special Meeting of the Association, At the commencement of the meeting, the President must call for the identification of the voting delegates eligible to vote. Only those members of Bowls Sask in good standing are eligible to vote.~~

~~d) Delegates entitled to vote include at the Annual General Meeting or Special Meeting of the Association ~~include~~ all members of the Board of Directors; and eligible delegates from each~~

affiliated club. Eligible delegates from outdoor clubs must be registered for the current year and eligible delegates for short mat or indoor clubs must have been registered in the previous year. The number of voting delegates from each affiliated club is determined according to its registered club members from the previous fiscal year who have voting rights under the affiliated club's bylaws and policies/regulations.

Membership - 50 or less	1 voting delegate
Membership - 51 - 100	2 voting delegates
Membership - 101+	3 voting delegates

Clubs are entitled to one delegate per 25 registered club members from the previous fiscal year, plus one delegate for any fraction more than an even 25 of registered club members from the previous fiscal year, with a minimum of two per club.

Members of the Board of Directors will not be a part of the delegation from their respective clubs.

- c) Each delegate ~~No person shall have be entitled to more than one vote, irrespective of the number of positions held. If a person finds themselves in a position of having dual voting they must choose in advance of the meeting which position they wish to be recognized (i.e. Board or club). No individual may carry more than one vote, regardless of the number of positions they may hold.~~
- d) All votes shall be cast openly unless a secret ballot is requested by any delegate present and approved by a majority of the delegates present.

Commented [A8]: Legal was asked about all this.

Answer "6.5 Voting Delegates — Allocation and Verification. For the purposes of any general meeting of the Association:

(a) The number of voting delegates allocated to each Affiliated Club shall be determined based on the number of registered club members of that Affiliated Club who, as of the record date fixed by the Board pursuant to section 11-3 of The Non-profit Corporations Act, 2022, have voting rights under the affiliated club's bylaws or policies/regulations. The Board shall fix the record date in accordance with the Act and shall give notice to Affiliated Clubs of the record date in the manner required by these Bylaws.

(b) The allocation formula shall be: Membership - 50 or less: 1 voting delegate; Membership 51–100: 2 voting delegates; Membership 101+: 3 voting delegates; provided that each Affiliated Club shall be entitled to a minimum of two (2) voting delegates notwithstanding the foregoing. [Or preserve current table and minimum as agreed.]

(c) Each Affiliated Club shall certify in writing to the Association, on a form provided by the Association and sworn or confirmed by the Club Secretary (or equivalent), the number of registered club members with voting rights as at the record date, and shall, on request by the Association, provide documentary support for the certified number. The Association may require such certification to be accompanied by the statutory affidavit where necessary to comply with section 4-3 of The Non-profit Corporations Act, 2022.

(d) A Club may increase the number of its members who have voting rights under the Club's own bylaws at any time; any such increase that is effective prior to the record date will be reflected in the Club's certified count for delegate allocation.

(e) Disputes as to an Affiliated Club's certified number of voting members shall be resolved in accordance with procedures set by the Board, including a right for the Club to correct inadvertent errors within a fixed correction window prior to the meeting; in the absence of timely correction, the Association's certification shall be final for the purposes of determining delegates for that meeting."

Commented [A9]: Altered wording such that any voting delegate may ask for a secret ballot.