

BYLAWS OF BOWLS SASKATCHEWAN INC.

(as revised June 2, 2024 and incorporating amendments as per legal and member feedback to April 2026)

PREAMBLE

WHEREAS, Bowls Saskatchewan Inc. (“Bowls Sask” or the “Association”) was incorporated under the Non-Profit Corporations Act of Saskatchewan on April 1, 1991. (Corporation Number 291103) and is a charitable corporation;

AND WHEREAS, Bowls Sask is empowered under the Act to make bylaws for the governance of the Association;

THEREFORE, Bowls Sask adopts the following bylaws which replace and supersede any previous versions.

SECTION 1 - INTERPRETATION

1.1 Definitions – In these bylaws, unless the context otherwise requires:

- ‘Act’ means The Non-profit Corporations Act, 2022 (Saskatchewan), and any regulations made pursuant to the Act, as amended from time to time;
- ‘BCB’ means Bowls Canada Boulingrin;
- ‘Board’ or ‘Board of Directors’ means the Board of Directors of Bowls Sask;
- ‘Director or Directors’ means a member of the Board of Directors;
- ‘Ex officio’ means by virtue of one’s office or position;
- ‘Good Standing’ means a member or club that has paid all prescribed fees, is not under suspension or disciplinary action, and adheres to the Bylaws and Policies and Safe Sport requirements of the Association;
- ‘Affiliated Club’ means an outdoor, indoor & short mat lawn bowling club granted membership status by Bowls Sask and in compliance with the Bylaws and Policies;
- ‘Term’ means the period between one Annual General Meeting (AGM) and the next.

1.2 The singular includes the plural, and vice versa; words importing any gender include all genders; words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations. Unless otherwise specified, references to 'days' in these Bylaws mean calendar days.

SECTION 2 - JURISDICTION & NAME

2.1 The Association shall be known as Bowls Saskatchewan, Inc. and may conduct business as “Bowls Sask”.

2.2 Bowls Sask shall operate throughout the Province of Saskatchewan, for the governance of its Members and Affiliated Clubs, and shall comply with the relevant policies of BCB and Sask Sport Inc. where applicable.

2.3 The registered office shall be located at such place as determined by the Board and shall consist of both a physical address and a mailing address in Saskatchewan. Any change to the registered office shall be communicated to the Registrar within 15 days as required by the Non-Profit Corporations Act, 2022. The Association shall maintain a current Information Services Corporation (ISC) profile and promptly file all the necessary notices and returns. The mailing address shall be as registered with Sask Sport Inc.

SECTION 3 – MEMBERSHIP

3.1. Classes of Membership

(a) Affiliated Clubs

All outdoor, indoor and short mat clubs that are granted membership by Bowls Sask and pay the annual membership fees for all their members.

b) Members of Affiliated Clubs

All individuals who have paid membership fees to their Affiliated Club, which includes the required Bowls Sask fee.

3.2 Qualifications for Affiliated Clubs

To be and remain eligible for Affiliated Club Membership, a club must:

- (a) Maintain and enforce bylaws that include the following minimum requirements, and provide annual confirmation of compliance:**
 - i.** A requirement that all directors are individuals in good standing with Bowls Sask, BCB, and Sask Sport;
 - ii.** A prohibition on suspended individuals (by Bowls Sask, BCB, or Sask Sport) acting as club directors or members of Bowls Sask.
- (b) Annually submit to Bowls Sask:**
 - i.** A current copy of the club bylaws (and any amendments adopted since the previous submission), including confirmation that all required annual returns and notices have been filed with ISC, if the club is registered.
 - ii.** If registered, Proof of current corporate registry status with Information Services Corporation (ISC);
 - iii.** Any additional documents required by Membership Policy.
 - iv.** Annually certify the club's total registered membership and the number of members holding voting rights under the club's bylaws
- (c) Comply with all Bowls Sask Bylaws, Policies, and procedures.**

3.3 Rights & Standing

Only Members and Affiliated Clubs in good standing with Bowls Sask are entitled to membership benefits, including but not limited to insurance coverage, possible eligibility to participate in sanctioned events, voting privileges, and access to programs. Loss of good standing results in temporary forfeiture of these benefits.

3.4 Membership Year & Fees

- (a) Club Membership is granted on an annual basis, terminating on March 31st of the current fiscal year, unless renewed in accordance with the Membership Policy.
- (b) The term of membership for members of an affiliated club shall begin with the payment of the Bowls Sask membership fee to an affiliated club and shall continue to the end of the club's membership year, if the club's membership is renewed in accordance with the Membership Policy.
- (c) Fees shall be prescribed by the Board from time to time.
- (d) Membership shall be forfeited for:
 - i. Non-payment of required fees or debts to Bowls Sask;
 - ii. Breach of Bylaws or Policies;
 - iii. Conduct detrimental to Bowls Sask;
 - iv. Suspension or expulsion in accordance with the Bylaws and Membership Policy.
- (e) Reinstatement: A suspended or expelled Member or Club may apply for reinstatement per the Membership Policy. The Board has sole discretion in such applications.

SECTION 4 - DISCIPLINE, SANCTION, AND TERMINATION

4.1 Grounds – Any Member or Affiliated Club may face disciplinary action, sanction, suspension, or termination of membership for:

- (a) Violation of the Bylaws, Policies, or the rules of the sport;
- (b) Violations of the Safe Sport Policy of Bowls Sask, BCB, or Sask Sport;
- (c) Conduct detrimental to the reputation or operations of Bowls Sask;
- (d) Non-payment of required fees or other financial obligations.

4.2 Disciplinary Procedures – The Board shall establish and enforce within the Safe Sport Policy a disciplinary procedure consistent with procedural fairness, which must include:

- (a) Notice to the affected party of the allegations;
- (b) Reasonable opportunity to respond;
- (c) Impartial decision-making;
- (d) Proportionate sanctions; and
- (e) Right to appeal per the Appeal Policy.

4.3 Possible Sanctions – Sanctions are outlined in the Safe Sport Policy and may include:

- (a) Verbal or written warnings;
- (b) Conditions on continued participation;
- (c) Suspension or revocation of membership privileges;
- (d) Expulsion from membership;
- (e) Any other appropriate sanction.

4.4 Enforcement of Sanctions

All Members and Affiliated Clubs must automatically recognize, implement and enforce any suspension or sanction imposed against any individual under their authority by Bowls Saskatchewan Inc., Bowls Canada Boulingrin (BCB), Sask Sport Inc, the Canadian Centre for Ethics in Sport or any other sport organization with authority over the individual. Any individual who is suspended by any of these bodies must be promptly removed from any position of

responsibility, including board or officer roles, within their club and is prohibited from participating in any club or Association activities for the duration of the suspension. If an Affiliated Club fails to remove a suspended individual from such positions or allows their participation in contravention of a suspension or sanction, the Bowls Sask Board may take disciplinary action against the board members of that club, following notice and an opportunity to be heard in accordance with the disciplinary procedures set out in Section 4.2.

SECTION 5 - BOARD OF DIRECTORS

5.1 Board Composition, Terms and Eligibility

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

5.2 Eligibility for Board

- (a) All Directors must:
 - i. Be an individual;
 - ii. Be at least 18 years old;
 - 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 the Association.
- (b) The Board shall carry out the daily affairs of Bowls Sask, including:
 - i. Transacting business;
 - ii. Hiring employees as needed;
 - iii. Appointing committees and sub-committees;
 - iv. Filling Board vacancies as specified in section 5.4.
- (c) Elected Directors shall assume office immediately after the AGM. 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

- (a) In the event of a vacancy (other than the Past President), the Board shall call for nominations and appoint a replacement 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.
- (b) Removal of a Director before term expiration must follow the Non-profit Corporations Act, 2022 and the Bowls Sask Safe Sport Policy. Any Director suspended by BCB, Bowls Sask, or Sask Sport shall be immediately removed from office.
- (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.

SECTION 6 - MEETINGS

6.1 Annual General Meeting (AGM)

- (a) The Association shall hold an Annual General Meeting within six months of the fiscal year-end.
- (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.
- (c) Written notice of the AGM, 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 less than 15 days and not more than 50 days before the meeting. The notice must include the text of any special resolution to be submitted at the meeting.
- (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.

6.2 Special Meetings

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.

- (a) The requisition must state the purpose of the meeting.
- (b) Only the business stated in the notice may be conducted at the special meeting.
- (c) Notice of a special meeting must be sent within 21 days of receipt of a valid requisition, and the meeting must be held within 60 days of sending the notice. Notice will be given to the club contacts who are responsible for sharing the notice with their members.

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

- (a) At meetings of the Board of Directors, each Director, except the President, has one vote. The President shall vote only in the event of a tie. No Director may vote by proxy.
- (b) At general meeting of the Association, delegates entitled to vote 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

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

- (c) Each delegate shall have one vote. 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.

SECTION 7 - FINANCIAL AND ADMINISTRATIVE MATTERS

7.1. Fiscal Year

The fiscal year end for the Association shall be March 31st.

7.2 Auditor

An auditor, as required by the act, shall be appointed at each AGM for the subsequent fiscal year. The Board shall set the remuneration for such services.

7.2A Approval and Signature of Financial Statements

Annual financial statements must be approved by the Board of Directors and signed by one or more directors prior to being distributed to Members or otherwise made available. Circulation to Members shall occur only after such approval and signature.

7.3 Limitation of Liability

No Member, Director, or Officer shall be personally liable for any debt, liability, or obligation of the Association, except where such liability is expressly provided for in the Act. Directors and Officers may be liable for their own willful misconduct, gross negligence, or breach of their fiduciary duties under the Act. The Association shall maintain Directors and Officers liability insurance with coverage limits and terms as determined by the Board to be appropriate for the Association's activities and risks.

7.4 Corporate Records

7.4.1 The Association shall maintain at its registered office or another Board-designated location in Saskatchewan the following records:

- (a) The articles, bylaws, and all amendments thereto;
- (b) Minutes of meetings and resolutions of members;
- (c) Register of directors and officers, including names and addresses;
- (d) Register of voting members, including names, addresses, and membership dates;
- (e) Register of any issued securities;
- (f) Adequate accounting records and financial statements.

7.4.2 Members' Access Rights

- (a) Members may inspect and obtain, without charge, one copy of the articles, bylaws, amendments, and any unanimous member agreement, in accordance with the Act.
- (b) Members who request it may examine the minutes of meetings electronically once those minutes have been approved by the Board.
- (c) Members may inspect the register of directors and officers, the register of voting members, the register of any issued securities, and financial statements, upon providing the Association with a written request at least seven (7) business days in advance. Access will be arranged during regular business hours at a mutually agreeable time and may be supervised by a representative of the Association.

- (d) Additional copies or large record requests may be subject to a reasonable fee to cover administrative costs.
- (e) Requests for a membership list shall require the statutory affidavit as set out in The Non-profit Corporations Act, 2022, and the list's use shall be restricted under the provisions of the Act.
- (f) Access to any information may be restricted and/or portions redacted where reasonably necessary to protect privacy, comply with law, or maintain confidentiality as permitted by the Act and at the Board's discretion.

SECTION 8 - COMMITTEES

8.1 The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Association. Each committee shall have a Board liaison appointed by the Board and shall provide a written report at the Annual General Meeting.

8.2 The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

SECTION 9 - AMENDMENTS

9.1 Amendments to these Bylaws require: (a) written notice of the proposed amendment, signed by a mover and seconder who are Members in good standing, received by the Board at least (35 days before the Annual General Meeting, and approval by at least two-thirds (2/3) of the voting delegates present at such meeting where quorum is achieved. Amendments must be sent to the Bowls Sask office.

9.2 Within 30 days of the adoption of any amendments, the Association shall file the amended bylaws with the Corporate Registry of Saskatchewan and provide written notice to all Members.

SECTION 10 - DISSOLUTION

Upon dissolution of the Association, all assets shall be held in trust by a qualified trustee appointed by the Board for a period not exceeding five (5) years. If the Association is not reconstituted within this period, such assets shall be distributed to either: (a) a registered non-profit association with similar purposes and objectives in Saskatchewan, or (b) a registered Canadian charity, as determined by the last serving Board of Directors in accordance with applicable Saskatchewan law.

SECTION 11 - ADOPTION

These bylaws were initially adopted by Bowls Saskatchewan Inc. effective June 2, 2024, and were subsequently amended and approved by Special Resolution of the Members at the Annual General Meeting held on April 26, 2026, with such amendments taking effect immediately upon approval.