

MANITOBA TENPIN FEDERATION



CONSTITUTION & BY-LAW NO. A - 1

RATIFIED SEPTEMBER 16, 2020

CONSTITUTION

& **BY-LAW NO. A-1**

A By-Law relating generally to the transaction of the business and affairs of MANITOBA TENPIN FEDERATION, INC.

The MANITOBA TENPIN FEDERATION, INC. is a non-profit organization incorporated in the Province of Manitoba.

BE IT AND IT IS HEREBY ENACTED as a by-law of MANITOBA TENPIN FEDERATION, INC. (hereinafter referred to as the “Corporation”) as follows:

HEAD OFFICE

1. The head principal office of the Corporation shall be at the City of Winnipeg, in the Province of Manitoba, at such place therein as the directors of the Corporation may from time to time by resolution determine.

OBJECTS

2. The objects of the Corporation are:

- a. To promote, encourage and develop the sport of Tenpin Bowling in the Province of Manitoba.
- b. To assist in the moral and physical growth of youth through bowling.
- c. To do all such things as are incidental or conducive to the attainment of the above objects and, without limiting the generality of the foregoing;

- I) to make appeals for funds, to acquire, accept or receive gifts, donations, bequests or subscriptions or money or other real or personal, immovable or movable property whether they be unconditional or subject to special conditions provided any special conditions are not inconsistent with the above objects;

- II) to hold, manage, improve, develop, exchange, lease, sell, turn to account or

otherwise deal with the real or personal immovable to movable property from time to time held by the Corporation and to retain any real or personal, immovable or movable property in the form in which it may be received by the Corporation for such length of time as the Corporation may determine;

- III) subject to any special conditions attaching to any gift, to invest and deal with the monies of the Corporation in such manner as the Corporation may from time to time determine;
- IV) subject to the provisions of this by-law, to distribute the income of the Corporation in such manner as the board of directors may from time to time determine;
- V) to enter into and carry out agreements, contracts, and undertakings;
- VI) to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange and other negotiable or transferable instruments;
- VII) to acquire by purchase, lease or otherwise any real or immovable property necessary for the carrying on of its objects, and to sell, lease, dispose of any convey the same or any part thereof as may be considered advisable;
- VIII) to demand, receive, sue for the recovery and compel the payment of all sums of money that become due and payable to the Corporation;

- IX) to employ and pay such assistants, clerks, agents, representatives and employees and to procure, equip, maintain such office and

other facilities and to incur such operating expenses as may be considered necessary;

- X) to pay costs and expenses of or incidental to the incorporation and organization of the Corporation.

EXECUTION OF INSTRUMENTS

- 3. Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by the Secretary/Treasurer and one of two appointed authorities of the Corporation, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without further authorization or formality. The directors shall have power from time to time by resolution to appoint any officer or officers, person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- 3.1 Emailing of information and the communication between the Executive Director and Board members, shall have the same power of written correspondence and registered letters.

MEMBERSHIP

- 4. Membership in the Corporation shall be open to the Manitoba Bowling Association (5 representatives), Winnipeg Tenpin Bowling Association (5 representatives), Brandon Tenpin Bowling Association (1 representative), Dauphin Tenpin Association (1 representative) and the Manitoba Tenpin Bowling Coaches Association (1 representative) and shall be recognized as a member upon payment by the association or group he/she represents, of the annual dues that are determined at the proceeding Annual General Meeting. The “Membership at Large” will be recognized as a member of the Corporation and will be represented by the Past President. Each member of the Corporation shall appoint representatives as stated, to become directors on the Corporation’s Board of Directors. Member associations have the right to remove/replace any or all of their appointed reps to the MTF Board at any time, provided 14 working days written notice to the corporation office is given prior to the next meeting, and it is in accordance with their own by-laws.

The Manitoba Tenpin Bowling Coaches Association activities and programs must not be in conflict with established MTF Policies and funding procedures must be regularly reviewed and approved by the MTF Board of Directors.

- 5. The CTF (1 representative) and a tenpin bowling proprietor from Bowl Manitoba (1 representative) shall be **Associate Members** of the Manitoba Tenpin Federation and will be permitted to attend all meetings of the Corporation with voice, but no vote.

Limited Associate Membership will be available to the general public. Limited Associate Members are not permitted to attend any meetings of the corporation, and as such will have neither voice nor vote. Limited Associate Members benefits and privileges are defined in policy.

6. The Board of Directors may, by majority vote, declare certain individuals to be life members of the Corporation in recognition of past service to and promotion of the objects of the Corporation; such life members shall not be entitled to vote at any meetings of the Corporation.
7. Association Members will be accepted as a member in good standing providing the association:
 - I) Has made a written application to the Board in form as prescribed by the Board;
 - II) Has been approved as a member by the Board;
 - III) Has paid membership dues as determined by the Board.

MEETINGS OF THE MEMBERS

8. All Member Association directors of the Corporation and all current CTF members in good standing may attend the Annual Meeting of the Members.
9. An Annual Meeting of the Members of the Corporation shall be held for the purpose of electing officers of the Board of Directors, receiving the annual report of the directors and reports of officers and committees, receiving the financial statements of the Corporation, appointing the auditors and considering and transacting any other business of the Corporation and such Annual Meeting shall be held prior to December 1st.
10. A special Meeting of the Members of the Corporation may be called at such time and place as the directors may determine. The notice of the special meeting shall state the business to be transacted and no other business shall be considered at the meeting.
11. With the consent in writing or emailing, of the voting members, a general meeting may be convened at shorter notice than twenty-one days, and in any manner in which the members shall think fit.
12. At all Meetings of the Members of the Corporation, voting directors shall be entitled to cast one vote on each question submitted to a vote and a quorum shall consist of the presence in-person, via teleconference or video conference of a least 6 of the directors. Any Members of the Corporation may attend the Meeting of the Members via teleconference or video conference with full voting rights due to special circumstances approved by the board, such as, but not limited to, excessive travel concerns, out-of-town or illness.
13. The executive officers, shall be elected by a majority of the members at the Annual Meeting by a show of hands, unless a ballot is demanded.

14. The term of office for the Vice Presidents shall be from one Annual Meeting to the next. The term of office for the President shall be 2 years, concluding July 31 following the Meeting of Members in which elections for President have been conducted. Retiring officers shall be eligible for re-election, however the President cannot serve more than two consecutive terms of 2 years, unless there is no candidate available to take on the position and fulfill the necessary duties. In such case, the incumbent President may continue to serve in additional two year terms of office as deemed necessary.

BOARD OF DIRECTORS

15. The affairs of the Corporation shall be managed and controlled by a Board consisting of the 13 appointed directors from the Member Associations and the immediate Past President, if active, representing the "Membership at Large". The board may exercise all such powers and do all such acts and things that may be exercised or done by the Corporation and are not expressly prohibited by the by-laws or resolutions of the Corporation or any statute or by the members of the Corporation. The presence in-person, via teleconference or video conference of at least a minimum of 6 of the directors shall be necessary to constitute a quorum at a meeting of the Board of Directors. Any board member may attend Board of Directors Meetings via teleconference or video conference with full voting rights due to special circumstances approved by the board, such as, but not limited to, excessive travel concerns, out-of-town or illness.
16. The Board of Directors shall consist of the President, Past President, if active, two Vice Presidents and ten Directors At Large. As Associate Members of the Corporation, one CTF-National Association representative and one Bowling Proprietors Association of Manitoba representative may attend and report at Regular Board meetings with voice, but no vote.
17. Meetings of the directors shall be held at the head office of the Corporation or elsewhere as the directors may from time to time by resolution determine. A meeting of directors may be convened by the President or any two directors at any time and the Secretary-Treasurer by direction of the President or any two directors shall convene a meeting of directors.
18. At least two days notice of any and every meeting of the directors shall be given to the directors, provided always that such meetings may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing or emailing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director.
19. Any minute, resolution or by-law, the adoption and approval of which is manifested and evidenced by the signatures of all the directors without their meeting together, shall have the same force, effect and validity as if such minute, resolution or by-law had been adopted, passed or enacted at a formal meeting of directors.
20. No director shall be entitled to any remuneration for acting as a director of the Corporation but each director shall be entitled to reasonable out-of-pocket expenses incurred in carrying out his duties as a director, provided that such expenses shall be approved by the directors.
21. Questions arising at any meeting of directors shall be decided by a majority of votes of those present. Only in tie-breaking circumstances shall the chairperson of the meeting have a vote. Less than a quorum of directors shall have power to adjourn a meeting from time to time until a quorum can be present

22. In the event of a vacancy in the executive, however caused, such vacancy may as long as there is a quorum of directors then in office, be filled by the directors if they see fit to do so; otherwise such vacancy shall be filled at the next Annual Meeting of the Members. In the event of a vacancy, however caused, occurring in the Board of Directors, such vacancy may be filled by the respective member association with 14 days written notice, if they see fit to do so. Any director appointed or elected to fill such vacancies shall hold office for the unexpired term of the officer/director who caused such vacancy.
23. The office of any director of the Corporation shall be vacated:
- I) if removed from office by a resolution passed by at least two-thirds of the votes cast at a special Meeting of the Members called for that purpose, provided that the director has notice of the meeting and the opportunity to address the members at the meeting;
 - II) if the director is declared mentally incompetent;
 - III) if the director is convicted of a criminal offense;
 - IV) if the director resigns by written notice to the Board of Directors;
 - V) if the director ceases to be a permanent resident of Manitoba;
 - VI) if the director is no longer living;
 - VII) if the director does not attend two consecutive regular directors' meetings or, during the period between the annual meeting of the Corporation in one year and the next ensuing annual meeting, fails to attend one-third or more of the total number of regular or special directors' meetings held during such period without providing reasons for such non-attendance satisfactory to the Board or Directors;
 - VIII) if the director becomes an employee of the Corporation or an employee of a member of the Corporation; or
 - IX) if the director ceases to be a member of a member of the Corporation;

- X) if the director is not a minimum of 18 years of age;
- XI) the member associations may remove and/or replace any of their representatives from the MTF Board as they deem necessary, at anytime provided it is done in writing a minimum of 14 working days prior to the next meeting and is in accordance with their own by-laws.

OFFICERS

- 24. In case of the absence of any officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may by resolution delegate all or any of the powers of such officer to any other officer or to any director for the time designated in such appointment.

PRESIDENT

- 25.1 The President shall be the chief executive officer of the Corporation; the President shall preside when present at all meetings of the members of the Corporation and at all meetings of the Board of Directors; the President shall be charged with the general management and supervision of the affairs and operations of the Corporation; the President shall present to the Annual Meeting of the members of the Corporation a report on the activities of the Corporation; the President shall preside at all meetings of the Arbitration Board of the Corporation.

PAST PRESIDENT

- 25.2 Upon completion of the President's term , that individual will immediately assume the position of Past President and shall retain the position for a term of one year. The Past President shall be a full member of the boards executive, possessing the same voting rights and privileges as any officer of the corporation, including , but not limited to, being a member of the Arbitration Board. Upon the Past Presidents appointment, he will cease to be a representative of a member association and become a "Member at Large" representative, whose sole allegiance is to the Manitoba Tenpin Bowling Community, as a whole.

VICE PRESIDENTS

- 26. The 1st Vice President shall be vested with all the powers of the President and shall perform all of the duties of the President in the absence or inability to act of the President and shall have such other powers and duties (if any) as may be assigned to him/her by the directors. The 2nd Vice President shall be vested with all the powers of the 1st Vice President and shall perform all of the duties of the 1st Vice President in the absence or inability to act of the President and 1st Vice President and shall have such other powers and duties (if any) as may be assigned to him/her by the directors. The Vice Presidents shall be members of the Arbitration Board.

SECRETARY TREASURER

27. The Secretary/Treasurer shall be the Executive Director of the Corporation office in an ex-officio role and attend all Annual and Special meetings of the Corporation and all meetings of the directors and shall record upon the books and records of the Corporation the proceedings of the meetings of the members of the Corporation and of the directors at their respective meetings. The Secretary/ Treasurer shall notify the members of the Corporation and the directors of their respective meetings in accordance herewith. The Secretary/ Treasurer shall keep accurate records of the names, addresses and telephone numbers of all the members, directors, division, associations and groups involved with the Corporation and shall circulate to the voting members and directors all minutes of meetings and orders of business prior to the next meeting.

The Secretary/Treasurer shall be the financial officer of the Corporation and shall receive and deposit in a bank or banks to be approved by the directors, all monies of the Corporation and shall keep an accurate account thereof. The Secretary/ Treasurer shall make disbursements subject to such regulations as may be determined from time to time by the directors and shall present the financial statement of the Corporation annually and report on the finances of the Corporation whenever requested by the directors.

DIRECTORS/COMMITTEES

- 28.01 Each director shall assume any duties that may be assigned to him/her from time to time by the Board of Directors.
- 28.02 Committees shall be established at the discretion of the Board of Directors to carry out assigned duties of the Corporation.
- 28.03 Committees members may be chosen from outside the Corporation.
- 28.04 The selection and dismissal of any committee member must be approved by the Board of Directors.

PROTESTS AND DISPUTES

29. Any dispute between members relating to the objects of the Corporation that cannot otherwise be settled shall be brought before the Arbitration Board of the Corporation.
30. The Arbitration Board shall be the Executive Committee, which will consist of the President, 1st Vice President, 2nd Vice President, Past President if active, and 3 neutral persons acceptable to both parties in the dispute, however only 2 neutral persons will be employed if the Past President position is inactive.
31. All matters shall be submitted in writing by the parties to the Arbitration Board and the decision of the Arbitration Board shall be final and binding.

BOOK OF ACCOUNTS

32. The books of account of the Corporation may be kept either at the head office or at such other place as the directors may from time to time determine by resolution.

CHEQUES, DRAFTS AND NOTES

33. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons whether or not officers of the Corporation and in such manner as the directors may from time to time designate. Two signatures are required for all MTF accounts, which shall consist of the MTF Executive Director and either the MTF President or 1st Vice President.

FISCAL AFFAIRS AND AUDITS

34. The fiscal year of the Corporation shall end on the last day of March.
35. After the close of each fiscal year of the Corporation, the financial transaction of the Corporation for the preceding fiscal year shall be audited by qualifying public or chartered accountants as directed by the directors and a report of the audit shall be made to the directors and to the annual meeting of the members of the Corporation.
36. All funds received by the Corporation shall be deposited in banks or depositories in the name of the Corporation. All withdrawals from such banks or depositories shall be made only by cheques or similar orders bearing two signatures authorized by the directors.

INDEMNIFICATION OF DIRECTORS

- 37.01 1. Every director and officer of the Corporation or other person who has undertaken or is about to undertake any liability as directed by the Corporation, will at all times be indemnified and saved harmless out of the funds of the Corporation from and against.
- a. all costs, charges and expenses whatsoever which such directors, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office; and
 - b. all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

2. The directors of the Corporation are hereby authorized from time to time to cause the Corporation to give indemnities to any director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and to secure such director or other person against loss by mortgage and charge upon the whole or any part of the real and personal property of the Corporation by way of security and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the members.
 3. 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 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 provided he is in compliance with the provisions as defined in the policy manual's Standards of Conduct.
- 37.02 Directors shall receive no remuneration for acting as such, but, by resolution of the Board or Directors, expenses of their attendance at directors' meetings, or otherwise incurred in connection with their services as directors may be allowed and paid.
- 38.01 i) The Board of Directors may enact, amend, repeal, or re-enact the constitution and/or by-laws for the Corporation at any meeting of the directors, providing such meetings has at least 2/3 of its directors present:
- a) All changes to the Constitution and By-Laws must be ratified at the Annual Meeting of the Members and a "Notice of Motion" indicating same, is to be sent to each board director, fourteen days prior to the holding of the Annual Meeting of the Members.
 - b) Fourteen days before the date of any scheduled Special Meeting of the Members if the purpose of such Special Meeting is to consider any issue relating to the constitution and/or by-laws of the Corporation.

ii) Every such enactment, amendment, repeal, or re-enactment of the constitution and/or by-laws is effective from the time of its passing, provided:

a) at least two-thirds of the directors then voting voted in favor of same, and

b) it is confirmed, with or without variation, by at least two-thirds of the delegates then voting at the next ensuing annual Meeting of the Members or at a Special Meeting of the Members of the Corporation called for that purpose.

iii) In the event such enactment, amendment, repeal or re-enactment of the constitution and/or by-laws is not confirmed by the membership under subparagraph (ii) (b):

a) such enactment, amendment, repeal, or re-enactment has effect from the time of its passing until such meeting but not thereafter; and

b) no subsequent enactment, amendment, repeal, or re-enactment of the constitution and/or by-laws dealing with the same or substantially similar subject matter has any effect until confirmed by at least two-thirds of the delegates then voting at either an annual or special meeting of the members of the Corporation.

38.02 Notwithstanding anything herein contained to the contrary, all of the preceding provisions may be amended by a two-thirds majority vote of the members present at an Annual Meeting provided that the Secretary/Treasurer has been informed in writing at least thirty days prior to the Annual Meeting of such amendment and the text of such amendment is distributed to all voting members fifteen days prior to that meeting.

39. In all by-laws of the Corporation, the singular shall include the plural and the plural the singular; the masculine shall include feminine.

40. The latest version of “Webster’s New World: Roberts Rules of Order – Simplified and Applied” governs all meetings.

STANDARDS OF CONDUCT / CONFLICT OF INTEREST

41. *See MTF Policy Manual – Standards of Conduct, Pages A9 – A12.*

DISTRIBUTION OF ASSETS ON DISSOLUTION OF THE CORPORATION

42. Any profits which may accrue to the Corporation during the time it is in operation shall be used for the further attainment of the objects for which the Corporation is formed. In the event of the winding up of the affairs of the Corporation all the assets of the Corporation including cash on hand or in the bank, after the payment of all outstanding accounts and other liabilities shall be assigned, transferred and paid to a recognized tenpin bowling related charitable or non-profit organization determined by the Board of Directors prior to final dissolution.

DONE, PASSED AND ENACTED this _____ day of _____, 20____

WITNESS the corporate seal of the Corporation.

PRESIDENT

1ST VICE PRESIDENT
