

THE CONSTITUTION
*{comprised of the Charter (Letters Patent),
By-Laws and Regulations}*

OF

ONTARIO 5 PIN BOWLERS' ASSOCIATION

A COMPANY INCORPORATED
UNDER THE LAWS OF THE PROVINCE OF ONTARIO
BY STATUTE AUTHORITIES GRANTED
BY THE QUEEN AND SET OUT IN THE
CORPORATIONS ACT, R.S.O. 1990, c.C.38, Part III,
as amended by 1992, c.32, Section 6, and amendments thereto:

June, 2000

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PREFACE **HISTORICAL DEVELOPMENT & DEFINITIONS** **IN AND BY** **ONTARIO 5 PIN BOWLERS' ASSOCIATION**

PF.1 Elements

The "constitution" of any Association, Corporation or Society is comprised of various elements. The elements which comprise a Constitution, and that of the Ontario 5 Pin Bowlers' Association, are the Letters Patent, By-Laws, and Regulations, set out herein as Schedules or Appendices.

PF.2 Letters Patent

Letters Patent is the legal name of the Charter of the Company. It includes the original application to the Crown for the Company, as for this type of Company, an application is made and the Minister decides whether or not to issue the Charter. The acceptance of the Company and allowing it to incorporate is a discretionary act of the Minister. The Company was originally incorporated as The Ontario Bowlers' Congress on the 11th day of July, 1967. The Letters Patent state the powers given to the Corporation, and the objects for which the Company or Corporation was incorporated. An amendment was made to the Letters Patent by Supplementary Letters Patent, changing the name "The Ontario Bowlers' Congress" to "The Ontario 5 Pin Bowlers' Association" the 13th day of August, 1982.

PF.3 History

The Company was formed in 1958, becoming immediately active, but not incorporating until 1967. The Charter notes that the Company was incorporated a non-share Corporation, Ontario Corporation number 204095, under the Act that was in force at the time of incorporation. That Act, the Corporations Act, R.S.O. 1960, c.35, was the Act under which the Minister granted the Charter.

PF.4 Legal History

The Act not only gives the Minister the right to grant a Charter on application for incorporation, but also outlines what powers the Corporation is given by the Charter; the specific matters the Corporation must include in its' By-laws; and lists areas in which the Corporation may make By-laws, in order to properly operate, and achieve its' objects. The Act, together with the By-laws which must be included, and those which are included by choice, governs or rules the operations, management, and running of the Ontario 5 Pin Bowlers' Association.

The Act under which the Company was incorporated, was amended by the Corporations Act, R.S.O. 1970, c.89, and again by the Corporations Amendment Act, 1971, c.25. That Act again was amended by the Corporations Act, R.S.O. 1980, c.95, and has been amended recently by the Corporations Act, R.S.O. 1990, c.C.38. When amendments are made to the Act, it must be noted by the Corporation and appropriate amendments made in the By-laws of the Corporation. The Corporation does not have a choice in making amendments to By-laws if an amendment to the Act requires By-law amendment; the Corporation is deemed in law to have made the amendments in any event. This consolidation includes any such deemed amendments, to the date of publication.

PF.5 By-laws - History

The Corporation is obligated in law to follow its own rules and procedures as set out in its' By-laws, and properly approved by the directors and by the members. The **Ontario 5 Pin Bowlers' Association** has had various By-laws in effect, the original By-laws being adopted at the tenth annual meeting and convention of the Association, June 26th, 1976, at Elgin House in the Township of Muskoka Lakes, Ontario. There were further amendments to the By-laws as of November 14th, 1976; June 26th, 1977; June 25th, 1978; November 12th, 1978; November 9th, 1980; November 8th, 1981; June 27th, 1982; November 6th, 1982; and June 25th, 1983. Due to the various changes in the By-laws, and also in the Act, all of the By-laws with all amendments and revisions were presented in written form during 1984.

PF.6 Consolidated By-laws

The By-laws produced in a consolidated manner were formulated and approved by the Board of Directors prior to the 1984 Annual Meeting. The members of the Corporation approved the By-laws in principle, as printed, June 22, 1984 at the Annual Meeting. The By-laws were to be re-presented at the semi-annual meeting after detailed study by the members. Minor amendments were approved by the directors and presented to the members at the semi-annual meeting, and the members approved the By-laws as printed, the 11th day of November, 1984. That printing, being the first printing of the approved By-laws, is hereafter referred to as "The Constitution, 1984".

PF.7 Consolidated Constitution

Since 1984, there have been several minor amendments to the By-laws. "The Constitution, 1984" was an actual reprint of the approved and engrossed by-laws as in the Minute Book of the Corporation. Comment has been received from time to time that the Minute Book format makes it difficult for members to ascertain the actual structure, organization, and entities within the Corporation. The Constitution Chair, in 1992, undertook to re-organize, and add several charts and tables such as the Table of Contents, Index, Structural Presentation of the Corporation, to assist the members as much as possible.

PF.8 Regulations

Regulations of the Board of Directors state the manner and procedure by which the Board wishes or directs that the By-laws be carried out by the Corporation and the members. In effect the Regulations are the rules under which everyone involved with the Corporation, operate. The Board of Directors pass Regulations by resolutions of the Board. A resolution is the formal expression of the opinion or intent of the Board; a regulation is a further expression wherein the Board sets a prescribed rule to achieve the opinion or intention. When approved by the Board, a new Regulation or procedure is given to the members by memorandum, newsletter, or a similar type of communication. Therefore although Regulations are included in this "constitution" as the establishment of programs, rules, etc. is an on-going process, not all Regulations are necessarily included. As of the date of publication the majority of Regulations are set out herein, but others may have been formulated since publication.

The Constitution Chair and/or Executive Director recommend to the Executive Committee which Board Resolutions be made Regulations and printed as such. The Executive Committee determines in fact which resolutions of the Board are deemed Regulations, or are ongoing rules or procedures necessary to the continued operation of particular programs and activities of the Corporation. As such, Regulations may be amended by the Board of Directors at any time, and the members need only be informed of such amendment.

PF.9 Amending Regulations

From the above outline of what makes up the Constitution, one can realize the significance of the various elements or components. That is, Regulations have the least effect within the Corporation as they can be changed by the Board of Directors at any meeting. This does not mean to say that they are not proper rules; they must be followed by both the members and the Corporation, but they are the most easily changed element in the Constitution.

PF.10 Amending By-laws

By-laws on the other hand, are more difficult to change since they must be approved by the directors and the change has force and effect as soon as the directors approve the amendment, unless the directors say otherwise. But the amendment or change must be presented to the members at the next members' meeting whether it is an annual member meeting, or a member meeting called for the purpose of approving the By-law amendment. If the amendment is not approved or ratified by the members, the amendment ceases to have force and effect forthwith.

PF.11 Amending Letters Patent

The Letters Patent themselves can be changed by Supplementary Letters Patent, but not only does this

require approval of the Board of Directors, and ratification by special resolution of the members, but the approval of the Minister of Consumer and Commercial Relations must be sought by application to the Minister to change the Letters Patent. Not only are there greater costs to change the Letters Patent but the changes can really only be to change the objects of the Corporation, or the name of the Corporation.

PF.12 Office Consolidation

This edition of the Constitution 1999, is prepared for purposes of convenience only. For accurate reference, recourse should be had to the official Minute Book of the Corporation for which arrangements may be made by contacting the Executive Director or Secretary of the Corporation. In the event of discrepancy between The Constitution, 1992 and the By-laws, the official by-laws of the Corporation as signed by the President and the Secretary and kept in the Minute Book of the Corporation, prevail and govern, or the actual motion of amendment as approved by the members and included in the minutes shall prevail.

PF.13 Purpose

The major purpose of a Constitution is to explain and set out the rules of the Corporation which preserve the rights of the majority, and at the same time, protect minority rights. For any meeting of members, be it at Provincial, Zone, House or League level, recourse should be had to the Constitution.

PF.14 Rules of Order

The general "Rules of Order" which are utilized by most Associations are *Roberts' Rules of Order*, and it must be noted that those Rules of Order are American, and as developed in the House of Representatives or Senate of the United States. In any actual situation of confrontation or Court determination as the Corporation is Canadian or Ontario, part of Canada, Rules of Order as determined by Parliament or under parliamentary procedures will be followed.

However, as any observer of the televised sessions of Parliament will soon realize, the rules followed by Parliament are in many instances not only arcane but convoluted, difficult to apply to regular situations, and not designed to accomplish transactions in the most expeditious manner.

The Constitution Chair in concert with the solicitor of the Corporation have examined the Rules of Order recognized through decisions of the Courts. Generally, those rules show that a meeting cannot be forced to consider anything against the wishes of the majority; no resolution may be passed, or agreement entered into, or monies expended without the approval of the majority. The rights of the minority are protected by the quorum rule; the right to be heard; the right to enter into the discussion on any motion; and the right to make a motion. As well, every member, even those absent, can expect that the Act; the By-laws; and Regulations will be followed, and applied equally for or against each member of the Corporation.

The Rules of Order were generally developed over the eight hundred year history of the British Parliament, and as applied within Canada, as developed or amended for Canada during the last one hundred and thirty years or so of the Canadian Parliament. Therefore Canadian Rules of Order are not exactly the same as those that are followed in Great Britain, the United States, Australia, New Zealand or India and other English-speaking countries. But all Rules of Order have the same basis. For example, at common law, members are required to appear in person to voice their opinion, or to cast their vote. A Court, under Canadian Rules of Order would say delegation is not possible. However the Court would then look to the Act in Ontario which permits members to appoint delegates; and then the Court would look to the Corporation By-laws to determine if the By-laws state delegates are permitted to attend meetings and vote on behalf of members. Upon reading the By-laws, the Court would then determine delegation is proper in The Ontario 5 Pin Bowlers' Association.

The major stated purpose of a Constitution and use of Rules of Order is to expedite the business of meetings and to minimize dilatory action. To assist in this process, the Corporation has set out the only Rules of Order to be used in the jurisdiction of the Corporation at any level. Those Rules have been set so that any and all business can be transacted, without depriving a dissenting party from dissenting, but also with a view to ensure that necessary business gets done. Further, the Rules are simplified such that no member can use the Rules to halt or

delay business, or state that the Rules are so complex that the member cannot understand the Rules. Decisions and the business of Bowling should be made on information and/or consideration of Bowling matters; not Rules developed in and for Parliament. Thus the Rules of Order for the Corporation are simplified and shall be followed in Corporation meetings to ensure business is completed.

PF.15 Definitions

As well, a Glossary or Definition section is included so that there should be no confusion between the words that are used throughout the By-laws of the Ontario 5 Pin Bowlers' Association, or throughout any explanation of those By-laws or other Regulations.

PF.16 Powers

The definitions included as Schedule I, should be the only definitions required. However, within the Association and through its own By-laws, in any situation where there is a problem of redundancy or contradiction, or definition of what is written, the Board of Directors of the Association will make the determination as to what the final rule or procedure will be. In this manner, every member will operate and follow the same "rules", even the directors, and the Corporation itself. But this also illustrates the powers of the Board of Directors in the Corporation.

PF.17 Member Participation

For the reasons set out here, if you do not have great experience at meetings, remember everyone is operating under the same rules. If you make your opinion known, the other members at the meeting can consider your opinion together with others. It is the gradual build-up of such opinions which leads to new rules, or changes in rules, in a manner which ensures every member knows of the change to the rules, and everyone concerned continues operating under the same rules.

PF.18 Format

The format of the by-laws set out herein is to number each section or sub-section as well as name such sections. The numbering used is the **# of the by-law**; followed by the **# of the section**; and then the **# of the sub-section**. Schedules and appendices appear and follow in the order in which they are referred to in the by-laws.

* * * * *