

## **BY-LAW NO. 7**

A By-law relating generally with to the

### **PROCEDURES & STANDARDS FOR OFFICERS**

in the Corporation, or by members or persons appointed to offices in the Corporation, Corporation being the

#### **ONTARIO 5 PIN BOWLERS' ASSOCIATION**

BE IT ENACTED as By-law Number 7 of **ONTARIO 5 PIN BOWLERS' ASSOCIATION** as follows:

##### **7.1.00 OFFICE/OFFICERS**

###### **7.1.01 Definition**

An officer is a person or member appointed by the Board of Directors, or by the Members, to any office for any task or responsibility in or for the Corporation and includes but is not limited to a person or member appointed to a committee of the Corporation; to any office referred to in the by-laws of the Corporation; or to any position wherein the person or member represents the Corporation.

##### **7.2.00 INTEREST**

###### **7.2.01 Definition**

It is the duty of any person or member holding an office or being an officer of the Corporation to disclose any information which an ordinary person or member could rationally regard as affecting the impartiality of the officer in acting as such officer, and such information shall be called an interest.

##### **7.3.00 APPOINTMENT OF OFFICERS**

###### **7.3.01 Corporate Requirement**

The Corporation shall so much as is possible, when appointing persons or members to any official position ensure that the appointee has no pre-set attitude nor apparent interest in the result of fulfilling the official position in a proper manner.

###### **7.3.02 Additional Requirements**

In any situation wherein the Corporation appoints an officer to an official position wherein the rights of a member may be reviewed and/or sanctioned, in addition to the matters set out in article 7.3.01, the Corporation shall so much as is possible, ensure that no association exists between the officer and the member, either actual or apparent, and that the officer has not been involved in any preliminary stage of the matter under review and/or sanction.

##### **7.4.00 DECLARATION OF INTEREST**

###### **7.4.01 Disclosure - At Meeting**

The person or member required to disclose an interest, whether such interest is direct or indirect, shall declare the interest at the meeting appointing such person or member an officer.

###### **7.4.02 Disclosure - Member Absent**

If the person or member is not at the meeting wherein the appointment is made, or at the date of that meeting is not under obligation to declare an interest, at the next meeting of the entity appointing that person or member held after the interest arises, the person or member shall disclose or declare the interest.

###### **7.4.03 Disclosure - Written or Verbal**

A declaration of interest may be in writing or may be made verbally.

###### **7.4.04 Procedure on Disclosure**

Upon declaration of an interest, the declarant thereafter shall not participate, nor vote, in relation to the matter giving rise to the interest, or if the declarant has voted such vote shall be discounted.

###### **7.4.05 Declaration Indemnifies**

Any officer, person or member who has made a declaration of interest under this by-law and has not voted in respect to any matter giving rise to the interest contrary to article 7.4.03 shall not be accountable nor liable to the Corporation or any of its members by reason only of the office held, or the fiduciary relationship thereby established.

**7.5.00 DIRECTORS**

**7.5.01 Referral To Advisory Committee**

In any situation arising wherein a director is of the opinion a conflict of interest exists either as to the director, another director, or any corporate act, the director may ask for a referral to the Advisory Committee of the Corporation for a ruling, and such referral shall occur forthwith, or as soon as feasibly possible.

**7.5.02 Advisory Committee Recommends**

The Advisory Committee shall make recommendation, and is not obligated to give the basis or other reasons for its' recommendation, but its recommendation shall be followed.

**7.5.03 Advisory Committee Powers**

The Advisory Committee shall have recourse to any other information it requires, or to any other consultant or advisor to the Corporation, without further authority required.

**7.5.04 Advisory Committee Recommends Procedure**

The Advisory Committee in its recommendation shall cite whether the person or member in conflict, if such conflict is established, should impart information to the meeting; participate in a limited way in the meeting; or be absent from the meeting while the matter causing a conflict of interest is on the floor of the meeting.

**7.5.05 All Committees & Officers**

Any committee or officer of the Corporation shall have recourse to this procedure at any time, save and except when the situation of possible conflict arises in other than a directors' meeting the Advisory Committee may request information in writing, and forthwith or as soon as feasibly possible as cited in article 7.5.01 above shall mean "as soon as is reasonable".

**ENACTED this 13th day of June, 1994.**

**WITNESS THE SEAL OF ONTARIO 5 PIN BOWLERS' ASSOCIATION**

"Jennifer Guay"

**President**

"Nancy Taverna"

**Secretary**

**UNANIMOUSLY SANCTIONED AND CONFIRMED AS AMENDED by the Members at the annual meeting of the membership duly constituted after proper notice held on the 14th day of June, 1994.**

"Jennifer Guay"

**President**

"Nancy Taverna"

**Secretary**

\* \* \* \* \*