



NIAGARA HAMILTON & DISTRICT TENPIN BOWLING ASSOCIATION

BYLAWS

APPROVED BY THE BOARD – 30 March 2025

RATIFIED BY THE MEMBERS - tbd

NIAGARA HAMILTON & DISTRICT TENPIN ASSOCIATION - BYLAWS

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NIAGARA HAMILTON & DISTRICT TENPIN ASSOCIATION - BYLAWS

A bylaw relating generally to the conduct of the affairs of

Niagara Hamilton & District Tenpin Bowling Association

(the "Corporation")

BE IT ENACTED as a bylaw of the Corporation as follows:

1. Definitions

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

"Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Association Members" means CTF registered bowlers;

"Board" means the board of directors of the Corporation and "director" means a member of the board;

"Bylaw" means this bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect;

"Delegate" means a Registered Participant, 18 years of age or older who is selected to represent Association Members and Athlete Council Members according to these bylaws;

"Director Members" means those individuals elected or appointed as a director under these bylaws;

"Independent" means that a director or prospective director has no fiduciary obligation to anybody for the subject sport at the national or provincial level, receives no direct or indirect material benefit from any such party, and is free of any conflict of interest of a financial, personal or representational nature (provided that participation in tenpin bowling does not alone cause a person not to be independent). A person who would not be considered Independent will be considered to be Independent once they resign from or terminate the circumstance that gives rise to the non- independence.

"Members" means an Association Member or a Director Member;

"Members' Meeting" includes an annual members' meeting or a special members' meeting; "special members' meeting" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual members' meeting;

"Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act;

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"Registered Participant" means an individual who is engaged in activities that are provided, sponsored, supported or sanctioned by an Association Member and may include, but is not limited to including, recreational and competitive athletes, members of national teams, coaches, officials, event organizers, administrators of provincial/territorial and local associations, and volunteers who serve on club executives, committees and boards of directors;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these bylaws.

These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.

3. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

4. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

5. Financial Year End

The financial year end of the Corporation shall be July 31 in each year, unless otherwise determined by the board of directors by way of Ordinary Resolution.

6. Banking Arrangements

The banking business of the Corporation shall be transacted at a bank, trust company or other firm or Corporation carrying on a banking business in Canada or elsewhere as the council may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the council may by resolution from time to time designate, direct or authorize.

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7. Financial Statement Approval

Financial statements of the Corporation shall be reviewed by the Board at a meeting:

- a) in respect of unaudited quarterly financial statements, within 60 days of a quarter ending;
and
- b) in respect of the audited annual financial statements, within 120 days of year-end.

The directors of the Corporation shall approve the financial statements referred to in (b) prior to them being issued, published or circulated by the Corporation for any purpose. The directors of the Corporation shall approve the financial statements referred to in (b) in accordance with Section 178 of the Act.

8. Annual Financial Statements

The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

Annual financial statements in their entirety must be audited and posted on the Corporation's website within six months of year end.

9. Membership Conditions

Subject to the articles, there shall be three classes of members in the Corporation, namely:

- a) Association Member
- b) Director Member (of which not less than 40% of the directors should be Independent)

All Director Members must be Safe Sport compliant.

Association Members are subject to the authority of the Corporation. The Corporation approves the geographic areas in which Association Members may operate. The Corporation may revoke Association Membership at any time if it determines that the Member is not meeting the established requirements. The duration of an Association Membership is one (1) year and is renewable annually.

Association Members are required to:

- a) Accept, and adhere to, these Bylaws, the terms of membership, and the authority of the Corporation;
- b) Adopt and maintain bylaws in the form determined by the Corporation and avoid any rules or policies conflicting with those bylaws or the Corporation Bylaws; and
- c) Achieve performance standards established by the Corporation.

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In extraordinary circumstances, the Corporation may waive or suspend any requirements otherwise applicable to a provincial or local tenpin bowling association or to an approved bowling centre acting as a provincial or local association.

Director Members are required to maintain their status as a Director under these Bylaws.

10. Transferring Membership

A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the bylaws.

11. Notice of Members Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

12. Members Calling a Members' Meeting

The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

13. Absentee Voting at Members' Meetings

Absentee voting and voting by proxy are prohibited.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

14. Termination of Membership

A membership in the Corporation is terminated when:

- a) the member dies or resigns;
- b) the member is expelled or their membership is otherwise terminated in accordance with the articles or bylaws;
- c) the member's term of membership expires; or

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- d) the Corporation is liquidated and dissolved under the Act.

15. Effect of Termination of Membership

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

16. Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the articles, bylaws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period.

In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

The Board's decision shall be final and binding on the member, without any further right of appeal.

17. Annual Member's Meetings

An Annual Meeting of the Members will be held at a time and place approved by the Board provided it is held at least once annually.

1) Voting and Speaking

Voting at a Meeting of the Members is by Delegates and Director Members. Other Registered Participants or invited individuals may address the Meeting but may not vote

2) Voting Rights

- a) Each Association Member shall be entitled to one (1) vote.
- b) When a Registered Participant has registered with more than one Local Association, the Local Association in which the CTF National portion of annual fees has been paid shall be credited with the registration.
- c) Each Director Member shall be entitled to one (1) vote.

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- d) The Athlete Council Membership class is entitled to one (1) vote, exercised by a Delegate selected by the Athlete Council to represent the membership class.
- e) An Association Member that has its membership suspended or revoked is not entitled to have representation at a Meeting of the Members.

18. Proposals Nominating Directors at Annual Members' Meetings

At the Annual Meeting, Directors are elected to fill open positions on the board that are subject to election by Members; election is by majority vote of the Members present from:

- a) A slate provided by the Nominating Committee; and
- b) Nominations from the floor, provided that the names of nominees and their qualifications are submitted to the Nominating Committee at least twenty-four (24) hours prior to the opening of the Annual Meeting, and provided that each nominee is offered as an alternative to fill a specified position on the Nominating Committee's slate. Absentee voting and voting by proxy are prohibited.

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

19. Cost of Publishing Proposals for Annual Members' Meetings

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

20. Place of Members' Meetings

Subject to compliance with section 159 (Place of members' meetings) of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

21. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or bylaws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

22. Chair of Members' Meetings

One of the Independent directors shall be elected by the directors to serve as Chair. An Independent director can vote for themselves to serve as Chair. A person shall not serve as Chair for longer than a cumulative period of six years. For purposes of the six-year term limit, any period of a Chair's service prior to December 31, 2021 shall apply against the term limit for a maximum of three years.

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

23. Quorum at Members' Meetings

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be the presence of eight (8) Delegates including Director Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

24. Voting at Members' Meeting

At any meeting of members every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the issue is defeated.

The members of the Corporation shall vote only on the election of directors, the appointment of the auditors, those matters on which members are entitled to vote under the Act and any specific matter that the Board determines shall be voted on by the members.

25. Participation by Electronic Means at Members' Meeting

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this bylaw, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

26. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

27. Number of Directors

The board shall consist of the number of directors specified in the articles and of whom not more than 60% of the directors are of the same gender. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the directors to determine the number, by resolution of the Board. In the case of a soliciting Corporation the minimum number of directors may not be fewer than three (3), at least two (2) of whom are not officers or employees of the Corporation or its affiliates.

At all times at least 40% of the directors shall be Independent. The determination of whether a director or prospective director is Independent shall be made by the Nominating Committee.

28. Term of Office of Directors

At the first election of Directors by Members following the approval of this bylaw, newly elected directors shall be elected for a three-year (3) term, except where an election is held to fill the unexpired portion of a term. The Directors' term of office shall commence the first of the month following the date of election.

There are no limits as to the number of terms.

29. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any director at any time (subject to the approval of a majority of the board). If the Corporation has only one director, that director may call and constitute a meeting.

30. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Corporation not less than 21 days before the time when the meeting is to be held by one of the following methods:

- a) delivered personally to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
- b) mailed by prepaid ordinary mail to the director's address as set out in (1);
- c) by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
- d) by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the bylaw otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

31. Regular Meetings of the Board of Directors

The Board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

32. Voting at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

33. Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the board of directors.

34. Appointment of Officers

The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these bylaws otherwise provide. Two or more offices may be held by the same person.

35. Officers of the Corporation

The Board from among current Directors, elects officers, other than the Association Manager, annually. In order to be eligible for an officer position, a director must have served at least two years on the board.

The Board employs the Association Manager.

Members of the board will not be compensated for serving as a director but may be reimbursed for reasonable expenses in accordance with a Board- approved Travel Policy or upon the approval of the Chair and CEO, or in respect of the expenses incurred by the Chair, the approval of the CEO and the Chair of the Audit and Finance Committee.

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a) **Chair of the Board** – The chair of the board should be an Independent director and shall be a director elected by the directors. The chair of the board shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the Board may specify.
- b) **Vice-Chair of the Board** – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the Board may specify.

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- c) **President** – The president shall be a director elected by the directors and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- d) **First Vice-President** - The first vice-president of the board shall be a director elected by the directors. If the president of the board is absent or is unable or refuses to act, shall perform the duties of the president; and shall have such powers and duties as the Board may specify.
- e) **Second Vice-President** - The second vice-president of the board (if required) shall be a director elected by the directors and presides at a meeting of members and/or board meetings if the president and first vice-president of the board are absent or is unable or refuses to act; and shall have such powers and duties as the Board may specify.
- f) **Association Manager** – The association manager of the board is an employee contracted by the board and acts as the secretary/treasurer of the Corporation. The association manager shall attend and be the secretary of all meetings of the board; shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation, and shall have such powers and duties as the Board may specify.

36. Officer vacancies

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a) the officer's successor being appointed,
- b) the officer's resignation,
- c) such officer ceasing to be a director (if a necessary qualification of appointment) or
- d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

37. Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the bylaws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a

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director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);

- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

38. Invalidity of any Provisions of this Bylaw

The invalidity or unenforceability of any provision of these bylaws shall not affect the validity or enforceability of the remaining provisions.

39. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

40. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this bylaw.

41. Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, committee members, or volunteers of the Corporation arising out of or related to the Certificate of Formation, the Bylaws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the Members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the Certificate of Formation, Bylaws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

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- a) The dispute or controversy shall first be submitted to a panel of mediators where the one party appoints one mediator, the other party (or if applicable the Council) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute.

The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this provision shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this provision shall be borne by such parties as may be determined by the arbitrators.

42. Bylaws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation. Any such bylaw, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the bylaw, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The bylaw, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a bylaw that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such bylaw amendments or repeals are only effective when confirmed by members.