

CONSOLIDATED BY-LAW - Softball Ontario

[This By-law replaces By-laws No. 1 through 7]

ARTICLE I GENERAL

- 1.1 Purpose -- This By-law relates to the general conduct of the affairs of Softball Ontario, an Ontario Corporation.
- 1.2 Head Office -- The Head Office of Softball Ontario will be located in the Municipality of Toronto, at such place therein as the Directors may determine.
- 1.3 Ruling on By-law -- Except as provided in the Act, in the event of a dispute the Board will have the authority to make an interpretation concerning any word, term or phrase in this By-law which is ambiguous, contradictory or unclear.
- 1.4 Definitions -- The following terms have these meanings in this By-law:
- a) *Act* – the *Ontario Corporations Act*, R.S.O. 1990, c. C38.
 - b) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts and records of Softball Ontario for a report to the Members at the next Annual General Meeting. The Auditor will not be an Employee or a Director of Softball Ontario.
 - c) *Days* – will mean total days, irrespective of weekends and holidays.
 - d) *Director* – an individual elected or appointed to serve on the Board pursuant to this By-law.
 - e) *Extraordinary Resolution* – a resolution passed by not less than three-quarters of the votes cast at a General Meeting of Members for which proper notice has been given
 - f) *Member Association* – an incorporated organization that is a member of Softball Ontario and which has voting rights.
 - g) *Officer* – an individual elected to serve as an Officer of Softball Ontario pursuant to this By-law.
 - h) *Ordinary Resolution* – a resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given.
 - i) *Registered Address* – the most recent address of record in the register of Members, Officers or Directors, as the case may be.
 - j) *Registered Member* – an individual who is a member of a Member Association and who does not have voting rights.
 - k) *Registered Umpire* – an individual who is a member of Softball Ontario and who does not have voting rights.
 - l) *Registrar* – the Ontario Ministry of Government Services, or any successor or replacement agency.
 - m) *Softball Canada* – the national governing body for the sport of amateur softball in Canada.
 - n) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast at a General Meeting of Members for which proper notice has been given.

ARTICLE 2 MEMBERSHIP

- 2.1 Categories -- Softball Ontario is a federation of amateur softball organizations in the province of Ontario. Softball Ontario has four categories of members:
- a) *Member Associations*, which are incorporated organizations providing province-wide programs in amateur softball. At the time of adoption of this Consolidated By-law, Softball Ontario comprised four Member Associations:
 1. Ontario Amateur Softball Association (OASA), Ontario Corporation # 366494, which provides primarily fast pitch programs for males;
 2. Ontario Rural Softball Association (ORSA), Ontario Corporation # 335997, which provides primarily fast pitch programs for males and females in rural and small communities;
 3. Provincial Women's Softball Association (PWSA), Ontario Corporation # 319221, which provides primarily fast pitch programs for females; and

4. Slo-Pitch Ontario Association (SPO), Ontario Corporation # 674059, which provides primarily recreational slo-pitch programs for males and females.
- b) *Registered Umpires*, who are individuals who are registered with Softball Ontario as fast pitch or slo-pitch umpires.
- c) *Registered Local Softball Associations/Leagues*, who are registered with Softball Ontario as a Local Softball Association/League to access programs and services of Softball Ontario.
- d) *Registered Members*, who are the individuals, teams, clubs or leagues that are members of Member Associations, as each Member Association has defined them. Registered Members are members of Softball Ontario by virtue of their affiliation with a Member Association, and are not required to expressly apply for membership in Softball Ontario to be recognized as such.
- e) *Individual Members*, all current volunteers representing Softball Ontario (including the following but not restricted to: Committee Member, Zone Personnel, Instructors, Evaluators and Statisticians) appointed by the Association and in good standing whom agree to abide by the By-laws of the Association, as enacted and amended from time to time, will be Individual Members.

2.2 Member Dues – Membership dues will be as determined by the Board.

2.3 Admission of Member Associations – No incorporated organization will be admitted as a Member Association unless:

- a) The candidate has made an application for membership in a manner prescribed by the Board;
- b) The candidate has been approved as a Member Association by an Extraordinary Resolution of the Board;
- c) The candidate has successfully completed a one-year probationary period as a Member Association to the satisfaction of the Board; and
- d) The candidate has paid member dues as prescribed by the Board.

2.4 Voting Rights of Members – Member Associations are each entitled to three (3) votes at meetings of Members, to be exercised by delegates. Registered Umpires and Registered Members, while entitled to attend meetings of Members, do not have voting rights at such meetings.

2.5 Good Standing -- A Member may be deemed by the Board to not be in good standing when:

- a) If a Member Association, it has a constitution, by-laws, policies and rules that are not consistent with those of Softball Ontario;
- b) If a Member Association, it fails to provide to Softball Ontario a copy of its audited financial statement within 90 days of the conclusion of its fiscal year;
- c) If a Member Association, it does not have in place an executed agreement with Softball Ontario that defines the terms of their working relationship;
- d) It owes outstanding membership dues or other debts to Softball Ontario; and
- e) It is subject to a disciplinary action or investigation of Softball Ontario, or if subject to disciplinary action previously, has not fulfilled all terms and conditions of such disciplinary action to the satisfaction of Softball Ontario.

2.6 Not in Good Standing – Member Associations who cease to be in good standing will not be entitled to vote at meetings of Members, will not be entitled to have their appointed Directors vote at meetings of Directors, and will not be entitled to the benefits and privileges of membership. Other Members who cease to be in good standing will not be entitled to the benefits and privileges of membership. A Member may be restored to good standing upon meeting the definition of good standing set out in Article 2.5, to the satisfaction of the Board of Directors of Softball Ontario. A Member may be expelled if the Member fails or refuses to return to good standing within the timelines specified by the Board.

2.7 Resignation -- A Member Association or a Registered Umpire may resign from Softball Ontario by giving written notice to the Secretary. A Member Association or Registered Umpire may not resign from Softball Ontario when subject to a disciplinary investigation or action of Softball Ontario. Notwithstanding resignation from membership, a former Member remains liable for any membership dues owing prior to the resignation.

ARTICLE 3 GOVERNANCE

3.1 Board of Directors -- The affairs of Softball Ontario will be managed by a Board of Directors comprised of an elected Chairperson, three (3) Directors appointed by each Member Association, and two (2) Directors representing Registered Umpires. Member Associations having probationary status may not appoint Directors to the Board.

3.2 Powers of the Board -- Except as otherwise provided in the Act or this By-law, the Board has the powers of Softball Ontario and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing:

- a) The Board may make policies, procedures and regulations for managing the affairs of Softball Ontario in accordance with the Act and this By-law.
- b) The Board may make policies and procedures relating to management of disputes within Softball Ontario and all disputes will be dealt with in accordance with such policies and procedures.
- c) The Board may establish committees to assist with performing the work of Softball Ontario, and may delegate authority to committees.
- d) The Board may employ or engage under contract such persons as it deems necessary to carry out the work of Softball Ontario.

3.3 Eligibility to Serve on the Board -- Any individual who is a Registered Member and who is 18 years of age or older, who has the power under law to contract, who is not an employee of Softball Ontario, and who supports the aims and objectives of Softball Ontario may be appointed as a Director or nominated for election as Chairperson, with the exception that a current President of a Member Association may not be nominated or elected as Chairperson.

3.4 Election of Chairperson -- Any nomination of an individual for election as Chairperson will be endorsed in writing by a Member Association and will include the written consent of the nominee. Nominations must be submitted to Softball Ontario 30 days in advance of the Annual General Meeting.

3.5 Appointment of Member Association Directors -- Member Associations will appoint their Directors prior to the Annual General Meeting, and these Directors will assume office at the close of the Annual General Meeting.

3.6 Appointment of Directors Representing Registered Umpires -- these Directors will be the Fast Pitch Provincial Umpire-in-Chief and the Slo-pitch Provincial Umpire-in-Chief, appointed pursuant to a Board-approved provincial selection process.

3.7 Term -- All Directors will serve terms of one (1) year, and will hold office until their successors have been duly appointed or elected in accordance with this By-law, unless they resign, are removed from or vacate their office. There is no limit on the number of consecutive terms that may be served by a Director.

3.8 Resignation -- A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board.

3.9 Vacate Office -- The office of any Director will be vacated automatically:

- a) If the Director is a Director representing a Member Association and ceases to be a Registered Member in good standing of his or her respective Member Association;
- b) If the Director is a Director representing Registered Umpires and ceases to be a Provincial Umpire-in-Chief or ceases to be a Registered Umpire;
- c) If the Director is found by a court to be of unsound mind;
- d) If the Director becomes bankrupt; or
- e) If the Director, without reasonable excuse, fails to attend three (3) consecutive meetings of the Board.

3.10 Removal – A Director may be removed by Special Resolution of the Members present at a Meeting of Members, provided the Director has been given notice of and the opportunity to be present and to speak at such a Meeting.

3.11 Vacancy -- Where the position of a Member Association Director becomes vacant for whatever reason, the Member Association will appoint another qualified individual to fill the vacancy for the remainder of the Director's term. Where the position of a Director representing Registered Umpires becomes vacant, the Board will name a new Director pursuant to the Board-approved provincial selection policy. Where the position of the Chairperson becomes vacant, the remaining Directors will appoint another qualified individual to fill the vacancy for the remainder of the Chairperson's term.

3.12 Number of Meetings -- The board will meet a minimum of two (2) times per year in person, and may meet additionally by telephone conference call as required.

3.13 Call of Meeting -- The meetings of the Board will be at the call of the Chairperson, or at the call of the Secretary if a majority of the Board requests a meeting.

3.14 Notice – Written notice of Board meetings will be provided to all Directors at least thirty (30) days before the date of the meeting.

3.15 Meetings Without Notice – Meetings of the Board may be held at any time without notice if all members of the Board are present and waive notice, or if those members who are absent signify their consent in writing to the meeting being held in their absence.

3.16 Quorum – Quorum for any meeting of the Board will be the majority of Directors then in office.

3.17 Chairperson -- If the Chairperson is absent from the meeting, the Vice-Chairperson will preside over the meeting. If the Chairperson and Vice-Chairperson are absent, the Directors will appoint from among their number a Director to preside over the meeting.

3.18 Voting – Unless specified otherwise, questions will be decided by majority vote, where the Chairperson does not vote except to break a tie. Voting will be by a show of hands unless the majority of the Board approves a secret ballot.

3.19 Closed Meetings -- Meetings of the Board will be private, attended only by members of the Board and staff, as required. Others may participate in the meeting if invited by the Chairperson or by the Board.

3.20 Telephone Meetings -- A Meeting of the Board may be held by telephone conference provided that either the majority of the Board consents to such a meeting, or the holding of meetings by telephone conference has been approved by a resolution by the Board.

3.21 Officers -- The Officers of Softball Ontario are the Chairperson, Vice-Chairperson, Secretary and Treasurer. The positions of Secretary and Treasurer may be held by one Officer. All Officers except the Chairperson are elected from among the Directors at the first meeting of Directors after the Annual General Meeting, and Officers will serve terms of one (1) year.

3.22 Duties -- The duties of Officers are as follows:

- a) The Chairperson will be responsible for the general supervision of the affairs and operations of Softball Ontario, will Chair the Meetings of Members of Softball Ontario, meetings of the Board and will perform such other duties as may from time to time be established by the Board;
- b) The Vice-Chairperson will perform the duties and exercise the powers of the Chairperson in the absence of the Chairperson, and will perform such other duties as may from time to time be established by the Board;
- c) The Secretary will cause to be kept proper minutes of the meetings of Members and the Board; will maintain all other official records of Softball Ontario as are required to be maintained by the Act and this

By-law; will have custody of the corporate seal; and will perform such other duties as may from time to time be established by the Board;

- d) The Treasurer will cause to be kept proper accounting records as required by the Act; will cause to be deposited all monies received by Softball Ontario into Softball Ontario's bank account; as directed by the Board will supervise the management and the disbursement of funds of Softball Ontario; when required will provide the Board with an account of financial transactions and the financial position of Softball Ontario; and will perform such other duties as may from time to time be established by the Board.

3.23 Committees – The Board may appoint such committees as it deems necessary for assisting the Board in carrying out its activities.

3.24 Terms of Reference of Committees -- The Board will establish the terms of reference for committees, and may delegate any of its powers, duties or functions to a committee, except where prohibited by the Act or this By-law.

3.25 Vacancy on Committees -- When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.

3.26 Removal from Committees -- The Board may remove any member of any committee.

3.27 No Remuneration -- All Officers, Directors and members of Committees will serve their term of office without remuneration except for reimbursement of expenses in accordance with policies approved by the Board.

3.28 Conflict of Interest -- An Officer, Director or member of a committee who has an interest in, or who may be perceived as having an interest in, a proposed contract or transaction with Softball Ontario will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; will refrain from voting or speaking in debate on such contract or transaction; will refrain from influencing the decision on such contract or transaction; and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 4 MEETINGS OF MEMBERS

4.1 Types of Meetings – General Meetings of Members will include Annual General Meetings and Special General Meetings.

4.2 Notice -- Written notice of General Meetings will be given to all voting Members at least thirty (30) days prior to the date of the meeting.

4.3 Annual General Meeting -- Softball Ontario will hold an Annual General Meeting at such date, time and place as may be determined by the Board, at least once every calendar year and not more than fifteen (15) months after the adjournment of the previous Annual General Meeting.

4.4 Special General Meetings – A Special General Meeting of Members may be called at any time at the discretion of the Board, and will be called within thirty (30) days of receiving a written request for a Special Meeting from a majority of voting Members. If requested by voting Members, the request must state the reason for the meeting and the items to be determined at the meeting.

4.5 Business at Meetings – The report of the Auditor, presentation and approval of financial statements, appointment of the new Auditor and report of the Officers and Directors to the Members will be conducted at the Annual General Meeting. Any other business, including Ordinary, Special and Extraordinary Resolutions, may be conducted at the Annual General Meeting or at Special General Meetings.

4.6 Quorum – Quorum at a General Meeting will be a majority of voting Members.

4.7 Voting – Member Associations will cast their votes through delegates identified in writing prior to the start of the General Meeting. A delegate must be a Registered Member of the Member Association, may be a Director of Softball Ontario, and may carry one (1), two (2) or three (3) votes. Unless specified otherwise, questions at General Meetings will be determined by Ordinary Resolution, where a tie vote will fail. Voting will be by show of hands unless a majority of Members approve a secret ballot.

ARTICLE 5 FINANCE AND MANAGEMENT

5.1 Fiscal Year -- Unless otherwise determined by the Board, the fiscal year-end of Softball Ontario will be December 31.

5.2 Bank -- The banking business of Softball Ontario will be conducted at such financial institution as the Board may designate.

5.3 Auditors -- At each Annual General Meeting the Members will appoint an Auditor.

5.4 Signing Authority for Financial Transactions -- The Officers of Softball Ontario and the Executive Director will have signing authority for all financial transactions conducted in the name of Softball Ontario. Transactions under \$500 will require one signature, while transactions \$500 or over will require two signatures.

5.5 Execution of Agreements -- All written agreements entered into in the name of Softball Ontario will be signed by two Officers, except those written agreements identified by the Board in advance as being standard form agreements relating to routine and ongoing operations of Softball Ontario, which may be entered into by one Officer or the Executive Director.

5.6 Property -- Softball Ontario may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

5.7 Borrowing -- Softball Ontario may borrow funds upon such terms and conditions as the Board may determine.

5.8 Books and Records -- The Board will ensure that all books and records of Softball Ontario required to be kept by the Act, this By-law or any other statute or law are regularly and properly kept. The Board may from time to time specify a time and place at which Members may view the books and records of Softball Ontario.

ARTICLE 6 INDEMNIFICATION

6.1 Will Indemnify -- Softball Ontario will indemnify and hold harmless out of the funds of Softball Ontario each Officer and Director from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer. Such indemnification will be in conformance with the Act.

6.2 Will Not Indemnify -- Softball Ontario will not indemnify an Officer or Director or any other person for acts of fraud, dishonesty, or bad faith.

6.3 Insurance -- Softball Ontario may purchase and maintain insurance for the benefit of its Officers and Directors, as the Board may determine.

ARTICLE 7 AMENDMENT OF BY-LAW

7.1 Special Resolution -- This By-law may only be amended, revised, repealed or added to by a Special Resolution. Amendments to the By-Law require 30-days notice.

7.2 Notice -- The written notice of the Meeting of Members at which the Special Resolution will be proposed must include details of the proposed resolution to change this By-law.

7.3 Registration -- The amended By-law will take effect after acceptance by the Registrar.

ARTICLE 8 NOTICE

8.1 Written Notice -- In this By-law, written notice will mean notice which is hand-delivered or provided by e-mail, facsimile, mail or courier to the address of record of the Officer, Director or Member, as the case may be.

8.2 Date of Notice -- Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is e-mailed or sent by facsimile, in writing where the notice is couriered, or in the case of notice which is provided by mail, five days after the date the mail is post-marked.

8.3 Error in Notice -- The accidental omission to give notice of a Meeting of the Board or the Members, the failure of any Officer, Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE 9 ADOPTION OF THIS BY-LAW

9.1 Adoption by the Board of Directors -- This By-law is presented by the Board of Directors to the voting Members of Softball Ontario, for ratification by Special Resolution, at a meeting duly called and held on 3 February 2007.

9.2 Repeal of Prior By-laws -- In ratifying this By-law, the voting Members of Softball Ontario repeal all prior By-laws of Softball Ontario provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

9.3 Enactment -- This By-law is hereby enacted and will come into force upon its acceptance by the Registrar.