

CONSTITUTIONAL BY-LAW, 2014
CANADIAN FEDERATION OF AMATEUR BASEBALL
FÉDÉRATION CANADIENNE DE BASEBALL AMATEUR

ARTICLE 1 GENERAL

- 1.1 Purpose - This By-law relates to the general conduct of the affairs of the Canadian Federation of Amateur Baseball/Fédération Canadienne de Baseball Amateur, (hereafter referred to as “Baseball Canada”), a federal corporation incorporated under the *Canada Corporations Act* (S.C. c. C-32) and continued under the *Canada Not-For-Profit Corporations Act* (S.C. 2009, c. 23) (hereafter referred to as the *CNCA*)
- 1.2 Head Office - The Head Office of Baseball Canada shall be located in the National Capital Region of Canada, or at such place as the Board of Directors (hereafter referred to as the “Board”) shall determine.
- 1.3 Interpretation of By-law - Except as provided in the *CNCA*, in the event of a dispute, the Board shall 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 Official Languages - The Official languages of Baseball Canada shall be English and French.

ARTICLE 2 MEMBERSHIP CLASSES

- 2.1 Classes - Baseball Canada has eleven (11) classes of Members, being:
- a) Class Newfoundland: which class shall be comprised of Baseball Newfoundland and Labrador Inc.;
 - b) Class Nova Scotia: which class shall be comprised of Baseball Nova Scotia;
 - c) Class Prince Edward Island: which class shall be comprised of Baseball P.E.I. Inc.;
 - d) Class New Brunswick: which class shall be comprised of Baseball New Brunswick Inc.;
 - e) Class Quebec: which class shall be comprised of Fédération du Baseball Amateur du Québec Inc.;
 - f) Class Ontario: which class shall be comprised of Ontario Baseball Association, Inc.;
 - g) Class Manitoba: which class shall be comprised of Manitoba Baseball Association, Inc.;

- h) Class Saskatchewan: which class shall be comprised of Saskatchewan Baseball Association Inc.;
- i) Class Alberta: which class shall be comprised of The Alberta Baseball Association;
- j) Class British Columbia: which class shall be comprised of B.C. Amateur Baseball Association; and
- k) Class Executive: which class shall be comprised of the President, Vice President and Treasurer.

Should an association be recognized by Baseball Canada to represent any of the three territories of Canada pursuant to Article 2.3, a new class of Member shall be created for such association.

Qualifications for Membership

2.2 Member:

- a) Provincial / Territorial Associations that are recognized by Baseball Canada as the governing body for the sport of amateur baseball in each province and territory are eligible to be Members, provided that there shall be only one Member per province or territory and that the organizations listed in Article 2.1 are the recognized governing bodies as of the date this by-law came into effect and shall remain the recognized governing bodies unless removed in accordance with Article 2.12; and
- b) the President, Vice President, Treasurer shall each also be a Member.

Admission of Members

2.3 No organization shall be admitted as a Member unless:

- a) It has made written application to the Board of Directors in the form prescribed by the Board;
- b) It has been approved as a Member by the Board; and
- c) It has paid membership dues as determined by the Board.

Membership Dues

2.4 Year - Unless otherwise determined by the Board, the membership year of Baseball Canada shall be the fiscal year.

2.5 Dues - Membership dues shall be as determined by the Board by June 30th of each year for the next fiscal year.

- 2.6 Deadline - Membership dues must be paid by June 1st of each year or, where deemed appropriate by the Board to change the June 1st due date in any year, by such date as is determined by the Board.
- 2.7 Sport Development Fees - A Sport Development fee shall be paid annually by September 30th of each year by each Member of each class of Members as follows:
- a) Class Newfoundland: \$1,950
 - b) Class Nova Scotia: \$8,100
 - c) Class Prince Edward Island: \$1,350
 - d) Class New Brunswick: \$3,600
 - e) Class Quebec: \$15,000
 - f) Class Ontario: \$30,000
 - g) Class Manitoba: \$5,000
 - h) Class Saskatchewan: \$5,000
 - i) Class Alberta: \$5,000
 - j) Class British Columbia: \$15,000
 - k) Class Executive : \$0

Withdrawaland Termination of Membership

- 2.8 Resignation - A Member may resign from Baseball Canada by giving one hundred (180) days written notice to the Board.
- 2.9 Arrears For Dues - A Member may be suspended from Baseball Canada by a majority vote of the Board for failing to pay membership dues or the sport development fees by the deadline date prescribed by this By-law. The Board will allow the Member the opportunity to defend its position against being suspended.
- 2.10 Removal of a Member - A Member in the Executive Class may be removed in accordance with Article 3.7 a). A Member of any other class may be expelled from membership in Baseball Canada by a unanimous vote of all other Members at a meeting of the Members duly called to consider such decision to expel the Member and at which the Members will allow the Member the opportunity to defend its position against expulsion.
- 2.11 Liabe For Dues - Notwithstanding expulsion from membership, a former Member remains liable for any membership dues or sport development fees owing prior to the expulsion.
- 2.12 Cease to Be a Member - Any Member shall cease to be a Member upon its dissolution or winding up of its affairs, upon its resignation in accordance with Article 2.8 or if the Member is removed as a Member pursuant to Article 2.10

ARTICLE 3 GOVERNANCE

Composition of the Board of Directors

3.1 The affairs of Baseball Canada shall be managed by a Board of Directors ("Board") made up of the following Directors:

- a) The President, Vice President and Treasurer, who are elected by all of the Members;
- b) One Director elected by the Class Newfoundland Member;
- c) One Director elected by the Class Nova Scotia Member;
- d) One Director elected by the Class Prince Edward Island Member;
- e) One Director elected by the Class New Brunswick Member;
- f) One Director elected by the Class Quebec Member;
- g) One Director elected by the Class Ontario Member;
- h) One Director elected by the Class Manitoba Member;
- i) One Director elected by the Class Saskatchewan Member;
- j) One Director elected by the Class Alberta Member; and
- k) One Director elected by the Class British Columbia Member;
- l) Four Directors appointed by the President, subject to approval by the Board

Directors appointed by the President shall serve staggered 2-year terms with 2 appointments at the Annual General Meeting in even years and 2 appointments at the Annual General Meeting in odd years.

Directors shall be elected every two (2) years at the Annual General Meeting

Powers of the Board

3.2 Except as otherwise provided in the *CNCA* or this By-law, the Board shall manage or supervise the management of the activities and affairs of Baseball Canada.

Eligibility of Directors

3.3 Any individual who has the power under law to contract and who supports the aims and objectives of Baseball Canada, may be nominated for election as a Director.

Election of Executive Committee

3.4 Election - The President, Vice President and Treasurer shall be elected by secret ballot at the Annual General Meeting by those Members present and eligible to vote. Unless there is only one nomination for an office, election to each office of President, Vice President and Treasurer shall occur when a nominee for the particular office receives at least fifty per cent (50%) plus one vote of the votes cast by the Members present. In the event that no nominee has garnered sufficient votes to be elected in the first round of voting, the nominee who garnered the fewest votes shall be removed from the list of nominees for election following which there shall be another vote

taken. In the event that no nominee is elected following the second round of voting, the same process shall be followed as provided herein after the first round and continued round by round until a nominee is elected.

- 3.5 Notwithstanding Article 3.4 herein, where there is only one nominee for any one of the offices of the President, the Vice President or the Treasurer, and the time for nomination provided by Article 3.20 has expired, then, at the next ensuing Annual General Meeting, the nominee for such office shall be declared elected to that office by acclamation

Resignation and Removal of Director

- 3.6 Resignation - A Director may resign in writing from the Board at any time by presenting a notice of resignation to the Board.

- 3.7 Removal:

- a) A Director, who is the President, Vice President or Treasurer, may be removed for cause by special resolution of the Members present at a meeting of the Members, provided the Director has been given notice of and the opportunity to be present at such a meeting.
- b) A Director, who is elected pursuant to Articles 3.1 b) to k), inclusive, may be removed for any reason by a special resolution of the Member of that particular class at a meeting of the Member, provided the Director has been given notice of and the opportunity to be present at such meeting. The special resolution of the Member may be evidenced by a written resolution signed by the Member of the class.

Filling a Vacancy on the Board

- 3.8 Vacancy - Where the position of the President, Vice President and/or Treasurer becomes vacant for any reason, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacating Director's term of office. Where the position of a Director elected pursuant to Articles 3.1 b) to k), inclusive, becomes vacant for any reason, the Member of the particular class of Member that elected the Director shall, within 60 days of the occurrence of the vacancy, elect a replacement Director. Such election may be pursuant to a written resolution signed by the Member in the class.

Where the position of a Director appointed pursuant to Articles 3.1 l) becomes vacant for any reason, the President may appoint a qualified individual, subject to approval by the Board, to fill the vacancy for the remainder of the vacating Directors term of office.

Meetings of the Board

- 3.9 Number of Meetings - The Board shall hold a minimum of two meetings per year at a place and time to be determined by the Board.

- 3.10 Call of Meeting - The meetings of the Board shall be at the call of the President, or a meeting shall be convened if a majority of the Directors, then in office, make a written request for such a meeting.
- 3.11 Notice – A minimum of ten (10) days before a meeting of the Board to be held by telephone conference call or a minimum of twenty-one (21) days before a meeting of the Board to be held in person, the President shall cause to be sent to each Director a notice of the meeting together with the agenda of business to be transacted at the meeting.
- 3.12 Meeting Without Notice - A meeting of the Board may be held at any time without notice where all Directors are present and waive notice, or if those Directors who are absent signify their consent in writing to the meeting being held in their absence.
- 3.13 Quorum – The quorum for the transaction of business at a meeting of the Board of Directors' is two-thirds (2/3rds) of the Directors.
- 3.14 Chair - The President shall preside as Chair of every meeting of the Board, provided however, that, if the President is absent from the meeting, the Vice President shall chair the meeting. If both the President and Vice President are absent, the Treasurer shall chair the meeting. In the absence of the President, Vice President and Treasurer, the Board shall appoint from among its members a Director to preside over the meeting.
- 3.15 Voting - Voting on any matter before the Board shall be as follows:
- a) Questions shall be decided by a majority vote;
 - b) Voting shall be by show of hands where the meeting is held in person or by voice vote individually identified and confirmed by the voter where the meeting is held by telephone conference call or other electronic means; and
 - c) No proxy voting will be allowed.
- 3.16 Closed Meetings - Meetings of the Board shall be open to Members except where otherwise determined by the Board. Any Director may request that staff be excused from any portion of any meeting.
- 3.17 Telephone Meetings – A Meeting of the Board may be held by telephone conference or other electronic means. In addition, where any Director is unable to personally attend a meeting, he or she may be included in the meeting by means of participation by telephone conference with all the other Directors in attendance. Directors who participate in a meeting by telephone are considered to have personally attended the meeting.

Executive

- 3.18 Officers - The Executive of Baseball Canada are the President, Vice President and Treasurer.
- 3.19 Eligibility of Officers - To be eligible for the position of an officer, a candidate shall declare his or her relationship, if any, with a Member of Baseball Canada. If subsequently elected as an Officer of Baseball Canada, such candidate shall, no later than the 31st day of December in the year of election as an Officer of Baseball Canada, resign any decision-making position he or she holds with a Member or an organization under a Member's jurisdiction.
- 3.20 Nomination For Election - Nominations for election as an Officer and a Member of the Executive Class shall occur as follows:
- a) No later than sixty (60) days prior to the Annual General Meeting, elected Officers who wish to stand for re-election shall declare this wish in writing.
 - b) No later than thirty (30) days prior to the Annual General Meeting any individual may be nominated for election by a Member.
 - c) In all cases, the nominee must consent to the nomination.
- 3.21 Duties - The duties of the Executive are as follows:
- a) The President shall be responsible for implementing the policies established by the Board, the general supervision of the affairs and operations of Baseball Canada, shall chair the meetings of Members of Baseball Canada and meetings of the Board and the Executive Committee and shall perform such other duties as may from time to time be assigned by the Board;
 - b) The Vice President shall perform the duties and exercise the powers of the President in the absence of the President, and shall perform such duties as, from time to time, are assigned by the Board.
 - c) The Treasurer shall perform the duties and exercise the powers of the President in the absence of both the President and Vice President; shall cause to be kept proper accounting records as required by the *Act*; shall cause to be deposited all monies received by Baseball Canada in Baseball Canada's bank account; as directed by the Board, shall supervise the management and the disbursement of funds of Baseball Canada; when required, shall provide the Board with an account of the financial transactions and the financial position of Baseball Canada and shall perform other duties as may, from time to time, be assigned by the Board.

Executive Committee

- 3.22 Composition - The Executive Committee shall consist of the President, Vice President and Treasurer.
- 3.23 Authority - The Executive Committee shall have the authority to oversee the implementation of Board Policies and decisions during intervals between meetings of the Board and shall perform other duties as may from time to time be authorized by the Board.
- 3.24 Meetings - Meetings of the Executive Committee shall be held at such time and place as determined by the President, provided that two (2) days' notice of the meeting shall be given to each member of the Committee.
- 3.25 Quorum - Two (2) members shall be a quorum for a meeting of the Executive Committee.

Other Committees

- 3.26 Appoint Other Committees - The Board may, from time to time, create such other Committees as it deems necessary to conduct or manage any aspect of the affairs of Baseball Canada and may disband, amalgamate, reconstitute or terminate the responsibilities of such Committees. Subject to the approval of the Board, the President shall appoint the Chair of any Committee. Subject to the approval of the President and the Board, a Chair shall appoint such person or persons to their Committee as the Chair considers appropriate in order to fulfill the mandate of the Committee.
- 3.27 Terms of Reference - The Board shall approve the terms of reference and operating procedures for all Committees and may delegate any of its powers, duties or functions to any Committee.
- 3.28 Vacancy - When a vacancy occurs on any Committee, the President may, on the recommendation of the Committee Chair, appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
- 3.29 President is *Ex-officio* Member - The President shall be an *ex-officio* and non-voting member of all Committees of Baseball Canada.
- 3.30 Removal - The Board may remove any member of any Committee with or without cause and without incurring any liability whatsoever for doing so.

Remuneration

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

ARTICLE 4 MEETINGS OF MEMBERS

Annual General Meeting

- 4.1 Notice - Written notice of the Annual General Meeting, together with the Agenda, shall be given to all Members at least twenty-one (21) days, but not more than sixty (60) days prior to the date of the meeting.
- 4.2 New Business - Any Member who wishes to have new business placed on the Agenda shall give written notice to Baseball Canada at least twenty-eight (28) days prior to the date of the meeting.
- 4.3 Quorum - Seventy per cent (70%) of the eligible votes shall be a quorum at an Annual General Meeting.

Special Meetings

- 4.4 Call of Meeting - A Special Meeting of the Members may be called at any time at the discretion of the Board, and shall be called within sixty (60) days of receiving a written request for a Special Meeting from 5% of the Members.
- 4.5 Notice - Written notice of the Special Meeting shall be given to all Members at least twenty-one (21) days but not more than sixty (60) days prior to the date of the meeting, and such notice shall contain the date, time and place of the meeting as well as the purpose of the meeting.
- 4.6 Quorum - Seventy per cent (70%) of the eligible votes shall be a quorum at a Special Meeting.

Voting at Meetings of Members

- 4.7 Members - Each Member which is a Provincial or Territorial Association shall be entitled to four (4) votes.
- 4.8 Officers - Each Officer who is a Member under Article 2.2 (b) shall be entitled to one (1) vote at meetings of Members.

- 4.9 Delegates - Each Member which is a Provincial or Territorial Association may appoint from one (1) to four (4) delegates to exercise the votes to which it is entitled, and shall advise Baseball Canada in writing of the names of its delegate(s) prior to any meeting of Members.
- 4.10 Voting - In the case of Officers, votes shall be cast directly by those Officers holding the vote. In all other cases, votes shall be cast by only those delegates named by each Member. There shall be no voting by proxy.
- 4.11 Determination of Votes - Votes shall be determined by a show of hands. Secret ballots may only be used for election of Officers.
- 4.12 Majority of Votes - With the exception of a matter that must be decided by a Special Resolution, a matter required to be determined shall be decided by a simple majority of the votes cast by the Members present and entitled to vote at an Annual General Meeting or Special Meeting.

Special Resolution

- 4.13 In the case of a matter that must be decided by a Special Resolution, such matter shall be decided by not less than 75% of the votes cast by the Members present and entitled to vote at an Annual General Meeting or Special Meeting.

ARTICLE 5 FINANCE AND MANAGEMENT

- 5.1 Fiscal Year - The fiscal year end shall be March 31st.
- 5.2 Bank - The banking business of Baseball Canada shall be conducted at such financial institution(s) as the Board may designate.
- 5.3 Auditors - At each Annual General Meeting, the Members shall appoint an auditor to audit the books, accounts and records of Baseball Canada to report to the Members at the next Annual General Meeting. The auditor shall hold office until the next Annual General Meeting.
- 5.4 Signing Authority - The Officers of Baseball Canada and three staff member(s) shall have signing authority for all financial transactions conducted in the name of Baseball Canada. All such transactions shall require two signatures, one of which shall be the Treasurer except where the Treasurer expressly authorizes, in writing, another individual having signing authority to sign on his or her behalf.

- 5.5 Property - Baseball Canada 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.
- 5.6 Borrowing - Baseball Canada may borrow funds upon such terms and conditions as the Board may determine.

ARTICLE 6 INDEMNIFICATION

- 6.1 Shall Indemnify - Baseball Canada shall indemnify and hold harmless each Director, Officer, Individual Member and Employee 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, Officer, Individual Member or Employee.
- 6.2 Shall not Indemnify - Baseball Canada shall not indemnify a Director, Officer, Individual Member or Employee or any other person for acts of fraud, dishonesty or bad faith.
- 6.3 Insurance - Baseball Canada will purchase and maintain insurance for the benefit of its Directors, Officers, Individual Members and Employees, as the Board may determine.

ARTICLE 7 AMENDMENT OF BY-LAW

- 7.1 Amendment, Proposal and Notification to Members - Any Member can present a proposal to amend this By-law by submitting to the Board of Directors a copy of such proposed amendment at least forty-five (45) days prior to the date of the next Annual General Meeting or Special Meeting and the President shall arrange for the amendment to be circulated to Members at least twenty-one (21) days but not more than sixty (60) days prior to the date of the next Annual General Meeting or Special Meeting.
- 7.2 Waiver of Notice of Proposed Amendment - Any notice period provided herein can be waived by the unanimous consent of all Members.
- 7.3 Special Resolution - This By-law may only be amended, revised or repealed by a Special Resolution of the Members at an Annual General Meeting or a Special Meeting. Notwithstanding the foregoing, where a change to this By-law would grant a class of Member a class vote pursuant to section 199 of the *CNCA*, as the same may be amended or replaced from time to time, this By-law may only be amended, revised or repealed by a Special Resolution of all

Members and a Special Resolution of the Members of each class entitled to a class vote. Without limiting the generality of the foregoing, any change to Article 2.7, Article 3.1 or Article 4.7 shall be deemed to give a class vote to each class of Member, other than the Executive Class. (i.e. A class vote means that a particular class must approve the matter.)

- 7.4 Notice - The Notice of Meeting provided for an Annual General Meeting or provided for a Special Meeting must include details of the proposed resolution to change the By-law.

ARTICLE 8 DISSOLUTION

- 8.1 Upon dissolution of Baseball Canada, any funds or assets remaining after paying all the debts and liabilities shall be distributed by resolution of the Board to qualified donees within the meaning of subsection 248 (1) of the *Income Tax Act*, as the same may be amended or replaced from time to time.

ARTICLE 9 NOTICE

- 9.1 Written Notice - In this By-law, written notice shall mean notice that is mailed, faxed, couriered or e-mailed to the address of record provided by the Director or Member.
- 9.2 Days - In this By-law, the number of days specified for giving notice shall mean total days, irrespective of weekends or holidays. Where a deadline's final date falls on a weekend or a holiday, the next business day when the Baseball Canada office is open shall be the final date for the purpose of the deadline in question.
- 9.3 Date of Notice - Date of notice shall be the date on which the written notice is sent.
- 9.4 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or Members, the failure of any Director or Member to receive notice, or an error in any notice that does not affect its substance, shall not invalidate any action taken at the Meeting.

ARTICLE 10 TRANSITIONAL PROVISIONS

- 10.1 Enactment— This By-law is hereby enacted and shall be effective on the date Baseball Canada continues under the *CNCA* (the “Effective Date”).

- 10.2 Repeal of Prior By-laws—Constitutional By-Law, 2001 (“2001 By-law”) and any amendment thereof is repealed on the Effective Date, provided however, that such repeal shall not affect the validity of any decision made or action taken pursuant to such repealed By-law.
- 10.3 Committees—On the Effective Date, all Committees established under By-law 2001 shall continue to fulfill their respective mandates, provided however, that the Board may change their names, revise their mandate or terminate their activity, as the Board may, from time to time, consider appropriate pursuant to the provisions of this By-law.