

SOFTBALL ONTARIO  
BY-LAWS

**ARTICLE I    GENERAL**

- I.1    Purpose - This By-law relates to the general conduct of the affairs of Softball Ontario, an Ontario Corporation.
- I.2    Registered Office - The Registered Office of Softball Ontario will be located in the Municipality of Toronto, at such place therein as the Directors may determine.
- I.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.
- I.4    Definitions - The following terms have these meanings in this By-law:
- a) *Act* – the *Ontario Corporations Act*, R.S.O. 1990, c. C38, or any successor legislation.
  - b) *Auditor* – an individual, partnership or corporation 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 in accordance with the Act. The Auditor will not be an Employee or a Director of Softball Ontario.
  - c) *Days* – will mean total days, including 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 on the resolution.
  - i) *Registered Member* – an individual who is a member of a Member Association and who does not have voting rights.
  - j) *Registered Umpire* – an individual who is a member of Softball Ontario and who does not have voting rights.
  - k) *Softball Canada* – the national governing body for the sport of amateur softball in Canada.
  - l) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on the resolution.
- I.5    No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.
- I.6    Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
- I.7    Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

**ARTICLE 2    MEMBERSHIP**

- 2.1    Categories - Softball Ontario is a federation of amateur softball organizations in the province of Ontario. Softball Ontario has three 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 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.

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

2.3 Deadline – Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.

2.4 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.

2.5 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.

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

- a) A member has not complied with Softball Ontario's By-laws, policies, procedures and rules;
- b) If a Member Association, has a constitution, by-laws, policies and rules that are not consistent with those of Softball Ontario;
- c) 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;
- d) If a Member Association, it does not have in place an executed agreement with Softball Ontario that defines the terms of their working relationship;
- e) It owes outstanding membership dues or other debts to Softball Ontario; and
- f) 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.

2.7 Not in Good Standing – Member Associations who cease to be in good standing will not be entitled to vote at meetings of Members, 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.

2.8 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.

- 2.9 Transfer – Membership in the Corporation is non-transferable.
- 2.10 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with Softball Ontario's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.
- 2.11 Termination – Membership in Softball Ontario will terminate immediately upon:
- a) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;
  - b) Resignation by the Member by giving written notice to Softball Ontario;
  - c) Dissolution of Softball Ontario;
  - d) A decision made by a panel in accordance with Softball Ontario's applicable discipline policies;
  - e) The Member's death or dissolution; or
  - f) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

### **ARTICLE 3 GOVERNANCE**

- 3.1 Board of Directors -- The affairs of Softball Ontario will be managed by a Board of Directors comprised of thirteen (13) Directors as follows:
- a) Chairperson
  - b) Secretary
  - c) Eleven (11) Directors
- 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.
  - e) Perform any other duties from time to time as may be in the best interests 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 does not have the status of bankrupt, who has not been declared incapable by a court in Canada or in another country, who is not an employee of Softball Ontario, and who supports the aims and objectives of Softball Ontario may be elected or appointed as a Director.
- 3.4 Solicitation of Nominations – Softball Ontario will receive nominations for the election of the Chairperson, Secretary and Directors. Each Member Association will nominate three (3) individuals for election as a Director and may also nominate the Chairperson.
- 3.5 Nomination – Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee by signed or electronic signature;
  - b) Comply with the procedures established by Softball Ontario; and
  - c) Be submitted to the Registered Office of Softball Ontario seven (7) days prior to the Annual Meeting. This timeline may be amended by Ordinary Resolution of the Board.

3.6 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

3.7 Elections – Elections for the Directors positions will be decided by Ordinary Resolution of the voting Members.

3.8 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.

3.9 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 received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

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

- a) If the Director ceases to be a Registered Member in good standing of a Member Association;
- b) If the Director is found by a court to be of unsound mind;
- c) If the Director becomes bankrupt; If the Director, without reasonable excuse, fails to attend three (3) consecutive meetings of the Board.
- d) The Director resigns;
- e) The Director is found to be incapable of managing property by a court or under Ontario law;
- f) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- g) The Director dies.

3.11 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.

3.12 Vacancy – Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual Meeting.

3.13 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.

3.14 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.

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

3.16 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.

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

3.18 Chairperson - The Chairperson will be the chair of all meetings of the Board unless designated by the Chairperson. In the absence of the Chairperson, or if the meeting of the Board was not called by the Chairperson, the Board will appoint a chair via Ordinary Resolution to preside over the meeting.

- 3.19 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.
- 3.20 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.
- 3.21 No Alternate Directors – No person shall act for an absent Director at a meeting of directors.
- 3.22 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.
- 3.23 Officers -- The Officers of Softball Ontario are the Chairperson, and Secretary.
- 3.24 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 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;
- 3.25 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.
- 3.26 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote.
- 3.27 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.
- 3.28 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.
- 3.29 Committees – The Board may appoint such committees as it deems necessary for managing the affairs of Softball Ontario and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.
- 3.30 Finance Committee – Softball Ontario will have a Finance Committee which 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.
- 3.31 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.

3.32 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.

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

3.34 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.

3.35 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 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

4.4 Annual General Meeting -- Softball Ontario will hold an Annual General Meeting at such date, time and place as may be determined by the Board,. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of Softball Ontario's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).

4.5 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

4.6 Business at Meetings – The report of the Auditor, presentation 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.

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

4.8 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if Softball Ontario makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

4.9 Voting – Member Associations are entitled to three (3) votes and will cast their votes through a maximum of three (3) 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.

4.10 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

## **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. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended.

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.

7.2 Registration -- The amended By-law will take effect immediately, unless decided otherwise by the voting Members by way of Special Resolution.

## **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 Ratification -- These By-laws were ratified by a Special Resolution vote of the Members of the Corporation on the 26<sup>th</sup> day of July, 2021.

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.