

APPENDIX A

ONTARIO AMATEUR SOFTBALL ASSOCIATION OBJECTS

The objects of the OASA are:

- a) To co-ordinate, to organize and to give structure to the game of male softball for participants of all ages in Ontario through:
 - a. Provision of locations and hosts for competitions.
 - b. Provision of guidelines for competition.
 - c. Provision of a learning environment for players, coaches, officials and other individuals and groups in the softball community.
 - d. Promoting accessibility of the game to any who wish to play, coach or officiate.
 - e. Provision of a forum for dialogue among its members and the larger softball community.
 - f. Representation of its members at the local, provincial, national and international levels.
 - g. Creation of opportunities for groups and individuals in Ontario to:
 - i. Compete on a fair basis.
 - ii. Participate in the game, locally, provincially, nationally and internationally.
 - h. Develop skills.
- b) To recognize excellence through:
 - a. Provision of awards for individual, team and member organization achievements.
 - b. Publication of achievements of individuals, teams and member organizations.
- c) To promote the game of softball year long.
- d) To encourage communities to develop their own minor system and discourage the practice of players moving from team to team at the expense of other communities.

ONTARIO AMATEUR SOFTBALL ASSOCIATION VISION

The Ontario Amateur Softball Association is recognized as the pre-eminent developmental body for male Softball in Ontario.

ONTARIO AMATEUR SOFTBALL ASSOCIATION BY-LAWS

ARTICLE I GENERAL

- 1.1 Purpose – These By-Laws relate to the general conduct of the affairs of the Ontario Amateur Softball Association.
- 1.2 Definitions – The following terms have these meanings in these By-Laws:
 - a) *Act* – the Ontario Not-for-Profit Corporations Act, 2010.
 - b) *Affiliated Centre* – an independent team or an association that has one (1) or more teams that participate in the Corporation's tournaments.
 - c) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
 - d) *Board* – the Board of Directors of the Corporation.
 - e) *Corporation* – the Ontario Amateur Softball Association.
 - f) *Days* – days including weekends and holidays.
 - g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-Laws.
 - h) *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
 - i) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board

- j) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-Laws.
 - k) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
 - l) *Special Resolution* – a resolution that is submitted to a special meeting of the members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast; or consented to by each member of the Corporation entitled to vote at a meeting of the members of the Corporation.
- 1.3 Registered Office – The registered office of the Corporation will be located within the Province of Ontario.
- 1.4 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.
- 1.5 Ruling on By-Laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-Laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- 1.6 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).
- 1.7 Interpretation – Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

ARTICLE II MEMBERSHIP

- 2.1 Categories – The Corporation has the following categories of Member:
- a) Director – Any individual who is elected or appointed as a Director of the Corporation in accordance with the By-Laws. (Voting member)
 - b) Advisory Council Member - an individual who is not a Director but who is appointed to the Advisory Council. (Non-voting member)
 - c) Organization Member – An Affiliated Centre that is approved by the Board. (Voting member – max of 3 votes per Affiliated Centre)
 - d) Associate Member – An organization or individual who is approved by the Board. (Non-voting member)
 - e) Past President Member – Any past president of the Corporation. (One (1) vote via Delegate as described in Section 3.13)
 - f) Honourary Member – The Honourary President and Honourary Vice President as appointed by the Board for a two (2) year term. (Non-voting member)
 - g) Life Member – An individual who is appointed as a Life Member by the Board, provided there are not more than twelve (12) living Life Members. (One (1) vote via Delegate as described in Section 3.13)
- 2.2 Registration – Each category of Member must register with the Corporation and agree to abide by the Corporation’s By-Laws, policies, procedures, rules and regulations.

Authority of Members

- 2.3 Membership Authority – The Members of the Corporation will have the following powers:
- a) To appoint the Auditor
 - b) To amend the By-Laws
 - c) To elect Directors; and
 - d) As provided in the Act and in these By-Laws

Admission and Renewal of Members

- 2.4 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:
- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
 - b) The candidate member was previously a Member, the candidate member was a Member in good standing when the candidate ceased to be a Member;
 - c) The candidate member has paid fees as prescribed by the Board;

- d) Excluding honorariums for Directors, the candidate member is not an employee or contractor receiving \$500 or more in compensation from the Corporation;
- e) The candidate member agrees to uphold and comply with the Corporation's governing documents;
- f) The candidate member meets any other condition of membership determined by the Board;
- g) The candidate member has met the applicable definition listed in Section 2.1; and
- h) The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Fees and Duration

- 2.5 Duration – Unless otherwise determined by the Board, membership with the Corporation begins on the date the Board accepts the candidate member's registration and ends on December 31st or when the member resigns or is terminated from membership.
- 2.6 Fees – Membership fees will be determined by the Board.
- 2.7 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees 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.

Transfer, Suspension, and Termination of Membership

- 2.8 Transfer – Membership in the Corporation is non-transferable.
- 2.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation'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.
- 2.10 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Corporation, and may be subject to a probationary period before being reinstated to good standing.
- 2.11 Termination – Membership in the Corporation will terminate immediately upon:
- a) The expiration of the Member's membership, unless renewed in accordance with these By-Laws;
 - b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-Laws;
 - c) Resignation by the Member by giving written notice to the Corporation;
 - d) Dissolution of the Corporation;
 - e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these By-Laws or the Corporation's policies;
 - f) The Member's death or dissolution, as applicable; or
 - g) 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.
- 2.12 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.
- 2.13 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.
- 2.14 Discipline – A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members or, upon fifteen (15) days' written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-Laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Good Standing

- 2.15 Definition – A Member will be in good standing provided that the Member:
- a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - b) Has completed and remitted all documents as required by the Corporation;
 - c) Has complied with the By-Laws, policies, and rules of the Corporation;
 - d) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - e) Has paid all required membership fees.
- 2.16 Privileges of Good Standing - Subject to these By-Laws and other governing documents of the Corporation, Members in good standing may be entitled to the following privileges:
- a) To attend, participate, and vote at meetings of the Members;
 - b) To participate in the Corporation's activities; and
 - c) To participate in other events associated with the Corporation.
- 2.17 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE II MEETINGS OF MEMBERS

- 3.1 Annual Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).
- 3.2 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 voting 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.
- 3.3 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 the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board 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.
- 3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. The original notice may include, or a further notice will be provided, prior to the date of the meeting containing, a proposed agenda, and reasonable information to permit Members to make informed decisions.
- 3.5 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.
- 3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board

thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

- 3.8 Quorum – Delegates holding at least twelve (12) votes present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- 3.9 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 3.10 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 3.11 Attendance – The only persons entitled to attend a meeting of the Members are the Members, delegates representing Members, the Directors, members of the Advisory Committee, Life Members, Honourary Members, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.
- 3.12 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by an Ordinary Resolution of the voting Members in attendance in person or by proxy.

Voting at Meetings of Members

- 3.13 Voting Rights – Members in good standing at the time of the meeting of the Members at which a vote is to be taken have the following voting rights at all meetings of the Members:
 - a) Director – have one (1) vote each
 - b) Advisory Council Member – do not vote.
 - c) Organization Member – have one (1) vote each, up to a maximum of three (3) votes per Affiliated Centre.
 - d) Associate Member – do not vote.
 - e) Past President Member – have one (1) vote that is exercised by the Past President's Representative who is any Past President Member approved by the Past President Members as the Representative.
 - f) Honourary Member – do not vote.
 - g) Life Member – have one (1) vote that is exercised by the Life Member's Representative who is any Life Member approved by the Life Members as the Representative
- 3.14 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.
- 3.15 Delegates – Affiliated Centres may appoint up to three (3) Delegates who will each be eligible to exercise one (1) vote each on behalf of the Organization Members within that Affiliated Centre. Affiliated Centres will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of the Delegates to represent the Affiliated Centre. Delegates must be at least 18 years of age, of sound mind, and be acting as the Affiliated Centre's representative.
- 3.16 Proxy Voting – Proxy voting is not permitted.
- 3.17 Absentee Voting – Absentee voting is not permitted.

- 3.18 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:
- The Corporation has made available a procedure that permits voting by mail, telephonic, or electronic means;
 - The votes may be verified as having been made by the Member entitled to vote; and
 - The Corporation is not able to identify how each Member voted.
- 3.19 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
- 3.20 Majority of Votes – Except as otherwise provided in these By-Laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV GOVERNANCE

Composition of the Board

- 4.1 Directors – The Board will consist of twelve (12) Directors.
- 4.2 Composition of the Board – The Board will consist of the following:
- President
 - Executive Vice President
 - Two (2) Vice Presidents
 - Secretary
 - Treasurer
 - Six (6) Directors-at-Large

Eligibility of Directors

- 4.3 Eligibility – To be eligible to serve as a Director, an individual must:
- Be eighteen (18) years of age or older;
 - Not be a paid employee of the Corporation;
 - Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
 - Have not been declared incapable by a court in Canada or in another country; and
 - Not have the status of bankrupt.
- 4.4 Eligibility – To be eligible for election as the President, an individual must have served at least two years as a Director. To be eligible for election as the Executive Vice President or a Vice President, an individual must have served at least one year as a Director.

Election of Directors

- 4.5 Nominations Committee – The Board may appoint a Nominations Committee. If appointed, The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors.
- 4.6 Nomination – Any nomination of an individual for election as a Director will:
- Include the written consent of the nominee by signed or electronic signature;
 - Comply with the procedures established by the Nominations Committee (if appointed); and
 - Be submitted to the Registered Office of the Corporation ten (10) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.
- 4.7 Incumbents – Current Directors wishing to be re-elected are not subject to nomination but must notify the Board of their interest in re-election ten (10) days prior to the Annual Meeting.
- 4.8 Nominations from the Floor – An individual will be permitted to be nominated from the floor at a meeting of the Members only by unanimous consent of the Members.
- 4.9 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections. When there are multiple candidates for a position, nominees or their designate are allowed a maximum of one (1) minute to speak at the Annual Meeting.

- 4.10 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director's term is expiring and/or any Director position that is vacant.
- 4.11 Elections – Elections for each non-Director-at-Large position will be decided by Ordinary Resolution of the Members in accordance with the following:
- a) One Valid Nomination – Winner elected by Ordinary Resolution.
 - b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.
- 4.12 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:
- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
 - b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution.
- 4.13 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Corporation.
- 4.14 Terms – Directors will serve terms of one (1) year and will hold office until they or their successors have been duly elected in accordance with these By-Laws, unless they resign, or are removed from or vacate their office.
- 4.15 Director Consent – An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

Resignation and Removal of Directors

- 4.16 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice 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 of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.17 Vacate Office – The office of any Director will be vacated automatically if:
- a) The Director resigns;
 - b) The Director is found to be incapable of managing property by a court or under Ontario law;
 - c) The Director is found by a court to be incapable;
 - d) The Director becomes bankrupt; or
 - e) The Director dies.
- 4.18 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

- 4.19 Vacancy – When 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 position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.

Meetings of the Board

- 4.20 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.
- 4.21 Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.
- 4.22 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.
- 4.23 Board Meeting With New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).
- 4.24 Number of Meetings – The Board will hold at least four (4) meetings per year.
- 4.25 Quorum – At any meeting of the Board, quorum will be seven (7) Directors and must include either the President or Executive Vice President.
- 4.26 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.
- 4.27 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.
- 4.28 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.
- 4.29 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 4.30 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. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Corporation consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.
- 4.31 Minutes – The minutes of each meeting of the Board will be distributed to the Board. The minutes must contain the names of attendees, approval of the agenda, a statement that a quorum exists, a statement of any declared conflicts of interest, approval of minutes of previous Board meetings not yet approved, all motions, resulting actions and relevant discussion points.

Duties of Directors

- 4.32 Standard of Care – Every Director will:
- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
 - b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

- 4.33 Powers of the Corporation – Except as otherwise provided in the Act or these By-Laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

4.34 Empowered – The Board is empowered, including but not limited to:

- a) Appoint a Registrar.
- b) Confirm the appointment of the Chair of the Annual General Meeting.
- c) Controls the affairs of the Corporation and fills any vacancies that occur during its term.
- d) Approves the signing authorities for the Corporation for the current term of office, as defined in these By-Laws.
- e) Recommends to the membership at the Annual General Meeting an Auditor to review the books and records of the Corporation.
- f) Oversees the financial and contractual matters of the Corporation, approves a budget prepared by the Treasurer and reviews all financial and other reports delivered by the Treasurer, committees, sub committees, ad hoc committees or task forces.
- g) Make policies and procedures or manage the affairs of the Corporation for the purpose of furthering the objects and purposes of the Corporation in accordance with the Act and these By-Laws;
- h) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- i) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- j) Confirms representatives to act in liaison in the interests of the Corporation with other softball organizations including but not limited to: Provincial Women's Softball Association of Ontario (PWSA), Ontario Rural Softball Association (ORSA), Western Ontario Athletic Association (WOAA), Slo-Pitch Ontario Association (SPOA), Softball Ontario (SO), Eastern Canadian Softball Championship Committee (ECSC), Softball Canada (SC) and the World Baseball Softball Confederation (WBSC).
- k) Provides leadership regarding amendments to the Corporation's By-Laws, Operating Rules and Variations to Softball Canada's Playing Rules.
- l) Ensures all amendments received in proper form from members are submitted to the Secretary for consideration at the Annual General Meeting.
- m) Reviews all amendments suggested by internal committees and forwards those that are approved for consideration at the Annual General Meeting.
- n) Develops and monitors the implementation of operational policies and procedures to ensure consistent application of the By-Laws and Operating Rules.
- o) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- p) Determine registration procedures, determine membership fees, and determine other registration requirements;
- q) Enable the Corporation to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Corporation;
- r) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- s) Invest funds for the purpose of furthering the objects and purposes of the Corporation;
- t) Manage the Corporation's assets and resources expenditures for the purpose of furthering the objects and purposes of the Corporation;
- u) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-Laws; and
- v) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V OFFICERS

5.1 Composition – The Officers will be the President, Executive Vice President, Vice Presidents, Secretary and Treasurer.

5.2 Duties – The duties of Officers are as follows:

- a) The President:
 - i. Chairs all meetings of the Board.
 - ii. Is responsible for and has the authority to act on all matters of the Corporation at all times. Decisions made under this clause must be presented to and voted upon by the Board at the first opportunity.

- iii. May call meetings (other than Board meetings) to discuss matters of concern to the OASA. Recommendations and motions that result from these meetings must be brought to the Board for final review and approval or denial.
 - iv. Is a voting member of all committees.
 - v. May designate a Vice-President to be responsible for specific duties.
 - vi. May form ad hoc committees. The Chairperson of these committees must be a member of the Board.
 - vii. Attends the Softball Canada Annual Meeting or appoints a Board designate.
 - viii. In consultation with the Board, appoints the Presiding Officer of the Annual General Meeting.
 - ix. Peruses, and signs a notice confirming that the President has seen all invoices greater than \$5,000 submitted for payment to the Treasurer. Invoices placed in question by the President are submitted to the Board for approval or denial.
 - x. May elect or appoint Directors to act in liaison with the following organizations: Provincial Women's Softball Association of Ontario (PWSA), Ontario Rural Softball Association (ORSA), Western Ontario Athletic Association (WOAA), Slo-Pitch Ontario Association (SPOA), Eastern Canadian Softball Championship Committee (ECSC), the World Baseball Softball Confederation (WBSC), Softball Ontario (SO) (which will require affirmation by the voting members) and Softball Canada (SC).
 - xi. Appoints Tournament Directors for Elimination Tournaments and President's Representatives to Championship Tournaments.
 - xii. Appoints Chairs of the Standing Committees.
 - xiii. Will be the official spokesperson of the Corporation.
 - xiv. Will perform such other duties as may from time to time be established by the Board.
- b) The Executive Vice President and the Vice Presidents will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- c) The Secretary:
- i. Receives and responds to correspondence on behalf of the Corporation.
 - ii. Prepares agendas for all Board meetings in collaboration with the President.
 - iii. Receives amendments and nominations for the Annual General Meeting.
 - iv. Receives delegates' registrations to the Annual General Meeting.
 - v. Receives all protests unless at a tournament.
 - vi. Receives, records and reports the minutes of Board meetings as well as any meetings of the Members.
 - vii. Is responsible for functions as listed in the By-Laws, Operating Rules and Policies.
 - viii. Performs all other functions as required and in accordance with the Secretary's job description.
 - ix. May receive nominations for awards and scholarships.
 - x. Receives and coordinates bids to host tournaments.
 - xi. Will perform such other duties as may from time to time be established by the Board.
- d) The Treasurer:
- i. Keeps an accurate record of all monies received and disbursed; reports at least quarterly to the Board and prepares a financial statement for the fiscal year to be enclosed with the notice of the Annual General Meeting.
 - ii. Makes all meeting arrangements for the Corporation's personnel.
 - iii. Performs all other functions as required and in accordance with the Treasurer's job description.
 - iv. Submits all invoices greater than \$5000 to the President and receives a signature showing that this has been done.
 - v. Files all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable legislation.
 - vi. Keeps proper accounting records as required by the Act.
 - vii. Will cause to be deposited all monies received by the Corporation in the Corporation's bank account.
 - viii. When required will provide the Board with an account of financial transactions and the financial position of the Corporation.
 - ix. Will perform such other duties as may from time to time be established by the Board.

- 5.3 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 an appropriate staff member or committee of the Corporation, or to another Officer or Director.
- 5.4 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. If the Officer is removed by the Members, their position as a Director will automatically and simultaneously be terminated.
- 5.5 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI COMMITTEES

- 6.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Corporation. The Board may appoint members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.
- 6.2 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.
- 6.3 President Ex-officio – The President will be an ex-officio voting member of all standing and ad-hoc committees of the Corporation.
- 6.4 Debts – No committee will have the authority to incur debts in the name of the Corporation.
- 6.5 Advisory Council – The Board will appoint an Advisory Council composed of all Past Presidents not currently serving on the Board, the Honourary President and Honourary Vice President, and up to six (6) individuals not currently serving on the Board. The Advisory Council advises the Board on matters requested by the Board and recommends candidates for the Honourary President and Honourary Vice President positions when requested to do so by the Board.

ARTICLE VII FINANCE AND MANAGEMENT

- 7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be October 1st to September 30th.
- 7.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.
- 7.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. 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. When the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Corporation's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement in lieu of an audit.
- 7.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report or review engagement (if any); and
- c) Any further information respecting the financial position of the Corporation.

7.5 Books and Records – The necessary books and records of the Corporation required by these By-Laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a) The Corporation's articles and By-Laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

7.6 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.

7.7 Signing Authority – The signing authority of the Corporation shall be vested in the Officers of the Corporation and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of the Treasurer or any two of these Officers shall be required on any financial instrument of the Corporation.

7.8 Property – The Corporation 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. Authorization of the acquisition, lease, sale, or otherwise dealing with real property transactions shall require the approval of a Special Resolution by the Members. Authorization of any financial transaction acquisition, lease, sale of property in an amount exceeding one hundred thousand dollars (\$100,000) shall require the approval of an Ordinary Resolution by the Members.

7.9 Other Expenditures – Any single expenditure over thirty thousand dollars (\$30,000) will be approved by Ordinary Resolution of the voting Members at a meeting of Members.

7.10 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act and subject to authorization by an Ordinary Resolution of the Members if the amount of the financial transaction exceeds one hundred thousand dollars (\$100,000).

7.11 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

7.12 Remuneration – All Directors, Officers and members of committees may be remunerated as approved by the Board and will be reimbursed of expenses as approved by the Board.

Conflict of Interest

7.13 Conflict of Interest – A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation 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 VIII AMENDMENT OF BY-LAWS

- 8.1 Voting – Subject to Article XII (when applicable), these By-Laws may only be amended, revised, repealed or added to by:
- a) Ordinary Resolution of the Board. The new, amended, or revised By-Law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-Laws by Ordinary Resolution. A new, amended, or revised By-Law that is not ratified by the Members ceases to have effect and no new By-Law of the same or like substance has any effect until ratified at a meeting of the Members; or
 - b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-Law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-Law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-Laws by Ordinary Resolution.

ARTICLE IX NOTICE

- 9.1 Written Notice – In these By-Laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.
- 9.2 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 faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.
- 9.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any 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 X DISSOLUTION

- 10.1 Dissolution – Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed to charitable organizations which carry on their work solely in the province of Ontario.

ARTICLE XI INDEMNIFICATION

- 11.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.
- 11.2 Will Not Indemnify – The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon them under the Act. For further clarity, the Corporation will not indemnify an individual unless:
- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
 - b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- 11.3 Insurance – The Corporation will maintain in force Directors and Officers liability insurance at all times.

ARTICLE XII FUNDAMENTAL CHANGES

- 12.1 Fundamental Changes – A Special Resolution (2/3) of the Members is required to make the following fundamental changes to the By-Laws or articles of the Corporation. Fundamental Changes are defined as follows:
- a) Change the Corporation's name;
 - b) Add, change or remove any restriction on the activities that the Corporation may carry on;
 - c) Create a new category of Members;
 - d) Change a condition required for being a Member;
 - e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
 - f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
 - g) Add, change or remove a provision respecting the transfer of a membership;
 - h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
 - i) Change the purposes of the Corporation;
 - j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
 - k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
 - l) Change the method of voting by Members not in attendance at a meeting of the Members; or
 - m) Add, change or remove any other provision that is permitted by the Act.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

- 13.1 Ratification – These By-Laws were ratified by the Members of the Corporation at a meeting of Members duly called and held on February 11, 2023.
- 13.2 Repeal of Prior By-Laws – In ratifying these By-Laws, the Members of the Corporation repeal all prior By-Laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-Laws.