

Manitoba Baseball Association CONSTITUTION

ARTICLE 1.0 - NAME

Manitoba Baseball Association herein after referred to as M.B.A. (or Baseball Manitoba) and duly incorporated under the Laws of Manitoba, September 26, 1979.

ARTICLE 2.0 - PURPOSE

To be the volunteer based, governing body for the administration, development and encouragement of baseball for all skill and age levels throughout the province of Manitoba.

ARTICLE 3.0 - OBJECTIVES

- 3.1 To provide guidelines for the co-ordination and administration of programs for all volunteer leagues and associations throughout the province.
- 3.2 To represent the interests of its members at the Western Canada and Canadian Federation of Amateur Baseball Councils.
- 3.3 To represent the interests of its members with Agencies and Sports Federations of Municipal, Provincial and Federal Governments.
- 3.4 To provide a central administrative support service to its volunteer based member groups.
- 3.5 To organize and implement skill development programs for players, umpires, team coaches and managers.
- 3.6 To schedule and administer tournaments for Provincial Championships for all member leagues.
- 3.7 To define regional boundaries, and membership categories for all leagues throughout the province.
- 3.8 Fees and Finances: To establish affiliation fees and administer all funds and securities of M.B.A. as defined in the By-Laws.

ARTICLE 4.0 - MEMBERSHIP

- 4.1 The membership of M.B.A. shall consist of players, teams, umpires, regions (leagues), associations and individuals who have met the criteria for membership as defined in the By-Laws.

ARTICLE 5.0 - GOVERNMENT

- 5.1 M.B.A. shall be governed by a Board of Directors and a Management Committee with delegates elected or appointed from geographical areas and associations as defined herein and in the By-Laws.

M.B.A. CONSTITUTION

5.2 Board of Directors

5.21 The Board of Directors of the Manitoba Baseball Association shall be appointed or elected members (as chosen by the region) who shall represent the following areas of Manitoba:

Brandon	Carillon
Interlake	Norman
North Winnipeg	Parkland
Pembina Hills	Portage
Red River	Bonivital
West Winnipeg	South Central
Westman North	Oildome
Winnipeg South	Western Ontario

These 16 regions shall also be permitted to name a second member as delegate for voting purposes at M.B.A. meetings.

Also, 4 other constituencies not directly represented by the above regions will also be permitted to name a Director only:

- Provincial Senior "AAA" Age Category (not currently in existence)
- Provincial Junior Age Category (MJBL)
- Provincial Senior Age Category (Senior Council)
- Winnipeg "AAA" Baseball Association (WABA)

5.22 In the event that a particular region (league) does not register in a particular season with Baseball Manitoba as a member, that league will be ineligible to vote. Should they return to register another year, then their vote will be reinstated.

5.23 In the event that any constituency in 5.21 has not elected or appointed a delegate to the Board within two months following the date of the Annual Meeting, the Management Committee, after giving 30 days' notice, may appoint the delegate; to serve until the next A.G.M. providing further that such appointment shall be subject to ratification by the Board at its next meeting.

5.24 Members of the Board of Directors will be asked to serve on any of the Standing Committees of the M.B.A.:

- Marketing
- Development (Sport Development, High Performance)
- Competition
- Finance
- Facilities
- Umpire Development
- Coaches Development

They will ask, as representatives of their region, to bring concerns, comments and solutions to these decision-making bodies.

5.3 Management Committee

5.3.1 The Management Committee shall normally comprise of a Past President, President, V/P Policy, V/P Competition, V/P Sport Development, V/P High Performance Development, V/P Coaching Development, V/P Finance, V/P Facilities, V/P Marketing and V/P Umpires. Every Management Committee member, except the Past President, will be elected for a two-year term.

5.3.2 The Management Committee shall be elected at the Semi-Annual Meeting of the M.B.A., to be held in the fall of each year, with the term of office for each of the Executive Committee members being a two (2) year term. The positions of President, Vice-President of Finance, Vice-President of Competition, Vice-President of Umpires and Vice-President of Coaching shall be up for election on the even years and Vice-President of Marketing, Vice-President of Policy, Vice-President of Sport Development, Vice-President of High Performance and Vice-President of Facilities shall be up for election on the odd years. Once elected the members of the Management Committee terms will be from January 1 of the year immediately following the member's election to December 31, two consecutive years after election. All reports given at the Annual General Meeting of the M.B.A., normally held in the spring of each year, will be given by the previous year's Management Committee member.

If a vacancy(s) in any position has occurred during a term, and that vacancy has occurred in the first year of such term, then that position shall also be filled at the time of the annual elections for the balance of the term remaining for that position.

5.3.3 In the event that a successful candidate for membership on the Management Committee is then serving on the Board of Directors, the constituency that appointed or elected such person as a member of the Board of Directors shall be entitled to appoint or elect an alternate member to the Board of Directors.

5.3.4 Members of the Board of Directors, the Management Committee, and any other Committee of M.B.A., except those deemed to be serving in a professional capacity as a consultant, shall serve without remuneration.

ARTICLE 6.0 - COMMITTEES

6.1 Committees may be established by the Management Committee or the Board of Directors as required; for the purpose of specific administrative duties of M.B.A. Such committees shall be subject to review and confirmation by the Board of Directors at the Annual Meeting.

ARTICLE 7.0 - MEETINGS

7.1 The Annual Meeting, Semi-Annual Meeting or any special meeting of M.B.A. shall be convened at a time and place, in the Province of Manitoba and/or virtually and/or by teleconference, as determined by the Management Committee or as provided by the M.B.A. By-Laws and with voting delegates as defined in the M.B.A. By-Laws.

7.2 Regular meetings of the Management Committee and of the Board of Directors shall be convened as provided for in the By-Laws.

7.3 Special meetings of the Management Committee and of the Board of Directors may be convened as provided for in the By-Laws.

7.4 All meetings shall be open to members of registered affiliate groups of M.B.A. as observers.

ARTICLE 8.0 - QUORUM

8.1 A quorum for the Annual Meeting, Semi-Annual Meeting and any special meetings of the M.B.A. shall be 40% of the total number of voting delegates.

M.B.A. CONSTITUTION

8.2 A quorum for meetings of the Management Committee of the Board of Directors shall be 50% of the total number of voting delegates.

ARTICLE 9.0 - MEETING RECORDS

9.1 Minutes of all meetings of the Board of Directors and the Management Committee shall be maintained, or caused to be maintained, by the V/P Policy.

9.2 The minutes of all meetings of the Board of Directors and the Management Committee shall be signed by the President after approval by the voting delegates.

9.3 All approved minutes of meetings of the Management Committee shall be distributed to the Board of Directors and League Presidents.

ARTICLE 10.0 - ORDER OF BUSINESS

10.1 Annual Meeting

1. Delegate's Credentials
2. Verification of a Quorum
3. Approval of the Agenda
4. Approval of the Minutes of the previous meeting
5. Business arising from the Minutes of the previous meeting
6. President's Report
7. Executive Director and Registrar's Report
8. Program Director's Report
9. Vice-President of Finance's Report
10. Vice-President's Reports
 - Policy
 - Competition
 - Sport Development
 - High Performance Development
 - Coaching Development
 - Facilities
 - Marketing
 - Umpires
11. Resolutions
12. New Business
13. Appointment of the Auditor
14. Adjournment

10.2 Semi-Annual Meeting

1. Delegate's Credentials
2. Verification of a Quorum
3. Approval of the Agenda
4. Approval of the Minutes of the previous meeting
5. Business arising from the Minutes of the previous meeting
6. President's Report
7. Executive Director and Registrar's Report
8. Program Director's Report
9. Vice-President of Finance's Report
10. Vice-President's Reports
 - Policy

- Competition
 - Sport Development
 - High Performance Development
 - Coaching Development
 - Facilities
 - Marketing
 - Umpires
11. Resolutions
 12. Nominating Committee
 13. Election of Officers
 14. New Business
 15. Installation of Officers
 16. Adjournment

ARTICLE 11.0 - VOTING RIGHTS

11.1 Only those delegates appointed or elected to the Board of Directors pursuant to Article 5.21 of the Constitution in attendance at an Annual Meeting, Semi-Annual Meeting or special meeting of M.B.A. shall be entitled to vote on any matter requiring a vote. Accordingly, members of the Management Committee are not entitled to vote on any matter arising at an Annual Meeting, Semi-Annual Meeting or special meeting of the M.B.A.

11.2 No single delegate to any meeting of M.B.A. shall carry more than one vote on any one issue.

11.3 Votes by proxy shall not be permitted.

ARTICLE 12.0 - ADMINISTRATIVE OFFICERS

12.1 The Administrative Officers of M.B.A. shall be such Administrative Officers as the Board of Directors may from time to time appoint provided that the senior officer be designated the Executive Director.

12.2 The Administrative Officers shall be appointed on an annual basis, or as provided by written agreement with such officers; and such officers are deemed to be employees of M.B.A. and subject to the control and direction of the Management Committee.

12.3 The Management Committee shall by resolution, fix the remuneration to be paid to the Administrative Officers of M.B.A. and shall enter into written agreements respecting the terms of their employment.

12.4 The Management Committee shall have the power to hire agents and employees for M.B.A. and by resolution may delegate such power to the Administrative Officers of M.B.A.

12.5 Neither the Executive Director nor any Administrative Officer shall be a voting member of the Board of Directors or the Management Committee.

M.B.A. CONSTITUTION

ARTICLE 13.0 - FINANCIAL CONTROL

- 13.1 All accounts and securities of M.B.A. shall be maintained by the Vice-President Finance in a chartered bank, trust company or other financial institution approved by the Board of Directors.
- 13.2 Detailed records of all financial transactions shall be maintained or caused to be maintained by the Vice-President Finance in forms approved by the Management Committee.
- 13.3 All cheques issued by M.B.A. shall carry a minimum of two signatures as approved by the Management Committee.
- 13.4 A financial summary of significant transactions, including a record of all cheques issued since the previous meeting shall be included with the Vice-President Finance's Report to each meeting of the Management Committee.
- 13.5 For each Annual Meeting the Vice-President Finance shall present a complete statement of financial transactions for the fiscal period as defined in Article 13.0 audited by an accredited Chartered Accountant approved for the following year by delegates at the Annual Meeting.

ARTICLE 14.0 - FISCAL PERIOD

- 14.1 The fiscal period for M.B.A. shall be January 1st to December 31st of each year.

ARTICLE 15.0 - AMENDMENTS TO GOVERNING DOCUMENTS - THE CONSTITUTION; THE BY-LAWS; AND LEAGUE REGULATIONS

- 15.1 The Constitution of the M.B.A. may be repealed, amended or re-enacted by the Board of Directors only at an Annual Meeting or Semi-Annual Meeting of the M.B.A. and shall require at least a 2/3 majority vote of the delegates appointed or elected, pursuant to Article 5.21 of the Constitution, who are in attendance at the meeting, provided that notice of any proposed change to the Constitution has been provided to the Board of Directors pursuant to Article 10.0.4 of the M.B.A. By-Laws.
- 15.2 The By-Laws of the M.B.A. may be repealed, amended or re-enacted by the Board of Directors only at an Annual Meeting or Semi-Annual Meeting of the M.B.A. and shall require at least a 2/3 majority vote of the delegates appointed or elected, pursuant to Article 5.21 of the Constitution, who are in attendance at the meeting, provided that notice of any proposed change to the By-Laws has been given to the Board of Directors pursuant to Article 10.0.4 of the M.B.A. By-Laws.
- 15.3 The M.B.A. Playing Rules & Regulations may be amended at the Annual Meeting, Semi-Annual Meeting or special meeting of the M.B.A. by the Board of Directors and shall require at least a 2/3 majority vote of the delegates appointed or elected, pursuant to Article 5.21 of the M.B.A. Constitution, who are in attendance at the meeting. Any such amendments shall be effective for the balance of the season and at the next Semi-Annual Meeting such amendment or amendments shall be on the Agenda as a Resolution for ratification and must receive at least a 2/3 majority vote of delegates appointed or elected, pursuant to Article 5.21 of the M.B.A. Constitution, who are in attendance at the meeting,

provided that notice of such Resolution or Resolutions are provided to the Board of Directors in accordance with Article 10.0.5 of the M.B.A. By-Laws.

15.4 In the event that a Resolution is defeated at the next ensuing Semi-Annual Meeting, the subject of the Resolution shall not be introduced, either with duplicate or similar intent, during the playing season immediately following such Semi-Annual Meeting.

ARTICLE 16.0 - INDEMNITY TO DIRECTORS, OFFICERS AND OTHERS

16.1 Every Director and Officer of M.B.A. or other person who has undertaken or is about to undertake any liability on behalf of M.B.A. shall at all times be indemnified and saved harmless out of the funds of M.B.A. from and against:

- (a) All costs, charges and expenses incurred in or about any action, suit or proceedings, which is brought or prosecuted for any actions done or permitted in or about the execution of the duties of the office, except those costs, charges or expenses as are occasioned by willful neglect.
- (b) All other costs charges and expenses sustained or incurred in or about or in relation to the affairs of M.B.A. except such costs, charges or expenses as are occasioned by willful neglect.

ARTICLE 17.0 - ROBERTS RULES OF ORDER

17.1 The rules of conduct of any regular or special meeting of the Board of Directors or the Management Committee shall be in accordance with Roberts Rules of Order.

BY-LAWS

ARTICLE 1.0 - MEMBERSHIPS

- 1.1 Annual memberships of players, teams, leagues and association in M.B.A. shall be based on the receipt by the Registrar of those fees as defined by the Management Committee on or before the date as defined by the Management Committee; and on acceptance by the Applicant(s) of the Constitution, By-Laws and League Regulations of M.B.A.
- 1.2 The Management Committee shall have the right to reject any application for just cause.

ARTICLE 2.0 - DUTIES OF THE MANAGEMENT COMMITTEE

2.10 Past President

- 2.10.1 Shall be a member of the Management Committee with full voting rights.
- 2.10.2 Shall normally be the immediate Past President of M.B.A.
- 2.10.3 Shall accept assignments from the Management Committee and the Board of Directors as required.

2.11 President

- 2.11.1 Shall preside when present at all meetings of the Management Committee and the Board of Directors.
- 2.11.2 Shall, when available, represent M.B.A. at all meetings and functions external to M.B.A.
- 2.11.3 When acting as Chairperson shall vote only in the event of a tie.
- 2.11.4 Shall be responsible to the membership for the implementation of policies and programs, and the effective governing of M.B.A.
- 2.11.5 Shall be a non-voting member of all standing and ad hoc committees of M.B.A.
- 2.11.6 Shall convene a minimum of seven meetings of the Management Committee and two meetings of the Board of Directors each year, one meeting of the Board of Directors to be the Annual Meeting and the other meeting of the Board of Directors to be the Semi-Annual Meeting.
- 2.12.7 Shall annually appoint Chef's de Mission for inter-provincial championship play with the support of the Management Committee.

2.12 Vice-President of Marketing

- 2.12.1 Shall plan and implement fundraising programs of the M.B.A.
- 2.12.2 Shall develop and oversee M.B.A marketing, public relations, advertising, and events objectives.
- 2.12.3 Shall research and establish leads to corporate relationships.
- 2.12.4 Shall develop proposals for corporate partnerships.
- 2.12.5 Shall maintain professional relationships with existing corporate partners.
- 2.12.6 Shall supervise corporate programs to ensure fulfillment of commitments.
- 2.12.7 Shall represent M.B.A. to all funding agencies

2.13 Vice-President - Sport Development

- 2.13.1 Shall be responsible to encourage and implement introductory skill development programs for players and coaches in all leagues and associations of M.B.A.
- 2.13.2 Shall be Chairman of the M.B.A. Sport Development Committee
- 2.13.3 Shall prepare an annual development program complete with budget for presentation to the Annual Meeting.
- 2.13.4 Shall liaise with the Vice-President – Coaches Development on all matters of coach development, assessment, evaluation, discipline and instruction

2.14 Vice-President - High Performance Development

- 2.14.1 Shall be responsible to encourage and implement elite skill development programs for players and coaches in all leagues and associations of M.B.A.
- 2.14.2 Shall oversee the operations of the Provincial Youth team, Canada Summer Games team and any other elite teams
- 2.14.3 Shall be Chairperson of the M.B.A. High Performance Development Committee.
- 2.14.4 Shall prepare an annual development program complete with budget for presentation to the Annual Meeting.
- 2.14.5 Shall liaise with the Vice-President – Coaches Development on all matters of coach development, assessment, evaluation, discipline and instruction

2.15 Vice-President of Competition

- 2.15.1 Shall be responsible for the scheduling and management of M.B.A. sponsored tournaments.
- 2.15.2 Shall be Chairperson of the M.B.A. Competition Committee.
- 2.15.3 Shall be responsible for the appointment of Conveners for each tournament, and for the appointment of members to the Committee.
- 2.15.4 Shall receive from tournament conveners and rule on all protests in consultation with the appropriate tournament convener.
- 2.15.5 Responsible for the establishment of provincial and team affiliated fees.

2.16 Vice-President of Facilities

- 2.16.1 Shall represent M.B.A. at all meetings related to the evaluation of facility needs.
- 2.16.2 Shall prepare proposals for submission to funding sources.
- 2.16.3 Shall develop a library of reference information related to layouts, construction and costs of baseball facilities.
- 2.16.4 Shall maintain or cause to be maintained, inventory records of all physical assets of M.B.A.
- 2.16.5 Shall be Chairperson of the M.B.A. Facilities Committee.
- 2.16.6 Shall oversee the M.B.A. Facility Development Program.

2.17 Vice-President of Umpire Development

- 2.17.1 Shall co-ordinate the activities of all umpires of affiliated leagues with the interests and priorities of M.B.A.
- 2.17.2 Shall receive applications and approve the appointment of umpires for all M.B.A. sponsored tournaments.
- 2.17.3 Shall recommend umpires for participation in Western Canada and National tournaments.
- 2.17.4 Shall co-ordinate development clinics and certification programs with V/P Development.

BY-LAWS

- 2.17.5 Shall represent M.B.A. at Western Canada and National meetings related to umpire development.
- 2.17.6 Shall prepare an annual expense budget to be included with the M.B.A. budget presented to the Annual Meeting.

2.18 Vice-President Policy

- 2.18.1 Shall maintain, or cause to be maintained, records of all correspondence, agreements, and minutes of meetings of the Management Committee and the Board of Directors.
- 2.18.2 Shall issue, or cause to be issued, meeting agendas, newsletter and public release statements to the membership and the public.
- 2.18.3 Shall ensure that minutes of all Management Committee meetings are distributed to the Board of Directors.
- 2.18.4 Shall be responsible for revisions and amendments to the M.B.A. Constitution, By-Laws and Playing Rules, as well as the M.B.A. Policy Manual.
- 2.18.5 Shall be responsible for the formulation of the Awards Committee and its recommendations for the annual awards.
- 2.18.6 Shall be one of the M.B.A. representatives on the Board of Directors of the Manitoba Baseball Hall of Fame & Museum Inc.
- 2.18.7 Shall recommend to the Management Committee the appointment from the Management Committee itself or from the M.B.A Board of Directors of a second representative to sit on the Board of Directors of the Manitoba Baseball Hall of Fame & Museum Inc.
- 2.18.8 Shall assist the Board of Directors of the Manitoba Baseball Hall of Fame & Museum Inc. in the identification of the individuals to be nominated for election or appointment as directors or officers.
- 2.18.9 Shall assume all duties of the President in the absence of or failure to act, of the President.

2.19 Vice-President Finance

- 2.19.1 Shall maintain, or cause to be maintained, records of all financial transactions and report to regular meetings of the Management Committee and the Board of Directors.
- 2.19.2 Shall maintain accounts for all funds and securities in financial institutions approved by the Management Committee.
- 2.19.3 Shall present an audited financial record for the preceding fiscal year to date of the current year to the Annual Meeting.
- 2.19.4 Shall recommend to the Annual Meeting for approval, the appointment of an Auditor for the current year.
- 2.19.5 Shall assume all duties of the President in the absence of, or failure to act, of the President and the Vice-President Policy
- 2.19.6 Shall be responsible to administer the financial affairs of the M.B.A
- 2.19.7 Shall prepare or cause to be prepared a financial plan to support grant applications to funding agencies

2.20 Vice-President - Coaches Development

- 2.20.1 Shall be responsible for ensuring that courses are available and held annually and instructors are employed for training coaches as provided in a coach's certification program and as may arise in clinics, including specialty or super clinics.
- 2.20.2 Shall be responsible for evaluation of coaches, the supply to coaches of instructional material and the development, maintenance and availability of the MBA video library;

- 2.20.3 Shall liaise with the Vice-President – Sport Development and Vice-President - High Performance Development on all matters of coach development, assessment, evaluation, discipline and instruction;
- 2.20.4 Shall participate in the process of coach identification and selection for provincial teams (boys and girls);
- 2.20.5 Shall develop a coach's information package regarding, without restriction, such matters as travel within and outside of the province and Canada, conduct, responsibilities, responsibilities, rights, obligations, roles, contracts, disclosure of personal information, records, drugs, disputes, dispute resolution, dealing with parents or guardians, handling of monies and accounting responsibilities, releases, emergencies, insurance coverage and such other matters as are relevant;
- 2.20.6 Shall be responsible for ensuring that courses are available and held annually, as required, for certifying instructors to train, instruct and evaluate coaches at all levels; and
- 2.20.7 Shall be responsible to encourage and implement introductory skill development programs for coaches in all leagues and associations of the M.B.A.

ARTICLE 3.0 - BOARD OF DIRECTORS

- 3.0.1 Shall organize constituency meetings and represent the interest of their constituents at meetings of M.B.A.
- 3.0.2 Shall be the point of contact for issues of importance to their constituent members.
- 3.0.3 Shall ensure that their constituents are informed of policies and decisions of the Management Committee and the Board of Directors.

ARTICLE 4.0 - COMMITTEES

- 4.0.1 The Board of Directors and/or the Management Committee may appoint Committees as required to assist with the administration of the affairs of M.B.A.
- 4.0.2 All committees and committee appointments by the Management Committee shall be referred to the next meeting of the Board of Directors for approval.

ARTICLE 5.0 - NOMINATING COMMITTEE

- 5.0.1 Delegates attending the Annual Meeting shall nominate and elect two members to the Nominating Committee, one of which shall reside in Zone I and one in Zone II.
- 5.0.2 At least four months prior to the Semi-Annual Meeting, the Management Committee shall appoint a Chairperson of the Nominating Committee who shall not be a member of the Management Committee but may be a member of the Board of Directors.
- 5.0.3 The Chairperson may appoint an additional two members to the Nominating Committee, one from Zone I and one from Zone II.
- 5.0.4 The Chairperson shall present a slate of candidates to the delegates attending the Semi-Annual Meeting and shall conduct the election of officers of the Management Committee.
- 5.0.5 As provided in Article 5.22 of the Constitution, in the event that the Management Committee must appoint a delegate to the Board of Directors, the Nominating Committee may be requested to identify and recommend candidates.

ARTICLE 6.0 - EXECUTIVE DIRECTOR/REGISTRAR

- 6.0.1 The Executive Director shall be the Registrar for the M.B.A. and shall receive annual registrations and fees and shall maintain records of players ages and league affiliations.

BY-LAWS

- 6.0.2 Shall be subject to confirmation at the Annual Meeting.
- 6.0.3 Shall provide support service to M.B.A. volunteers as defined in Duties of the Executive Director which shall be appended to and be a part of the Constitution and By-Laws of M.B.A.

ARTICLE 7.0 - CONVENORS

- 7.0.1 The V/P Competition shall provide a list to the Management, of Committee candidates for the positions of Convener for each M.B.A. Provincial Tournaments.
- 7.0.2 The Convener of each tournament shall be responsible for the administration of that M.B.A. sponsored event.

ARTICLE 8.0 - BOARD OF DIRECTORS - ELECTIONS

- 8.0.1 The term of office of each Director shall normally be 2 years or as determined by each region, area or league.
- 8.0.2 In the event of appointment of a Director by the Management Committee, as provided for in Article 5.22 of the Constitution and Article 5.0 of the By-Laws, the term of office shall be pre-dated to the date of the previous Annual Meeting and shall terminate at the close of the next Annual Meeting.

ARTICLE 9.0 - REMOVAL AND REPLACEMENT OF OFFICERS AND DIRECTORS

- 9.0.1 Any member of the Board of Directors or the Management Committee may be removed from office by a 2/3 vote of Directors attending a regular or Special Meeting of the Board of Directors.
- 9.0.2 In the event of a vacancy on the Board of Directors, the area or the league shall be notified by the V/P Policy with the request to either elect or appoint a replacement as provided for in Article 5.3. If a replacement is not elected or appointed within 30 days of the vacancy, the Management Committee may appoint a Director to represent the Constituency and forward for approval at the first meeting for the Board.
- 9.0.3 In the event of a vacancy on the Management Committee, a replacement may be appointed by the Committee for the balance of the 1-year term, provided that the appointment shall be referred to the Board of Directors for approval at their earliest meeting following the appointment.

ARTICLE 10.0 - MEETINGS

- 10.0.1 Notices of regular meetings of the Board of Directors and the Management Committee complete with preliminary agendas shall be mailed to the delegates at least 14 days prior to the meeting.
- 10.0.2 A special meeting of the Board of Directors may be convened by a majority vote of the Management Committee attending a regularly constituted meeting, or by a minimum of ten Directors on written notice to the Executive Director. In the event of an approved Special Meeting, the Executive Director shall issue notice to all Directors, including the Management Committee at least 10 days prior to the meeting. The issue involved shall be clearly defined in the notice, and only that issue shall be subject to debate at the meeting.
- 10.0.3 The Annual Meeting of M.B.A. shall be convened in the spring, and the Semi-Annual meeting in the fall. The locations shall normally rotate between appropriate site in Zone I and Zone II.
- 10.0.4 Notice of the Annual Meeting and Semi-Annual Meeting shall be mailed to the Board of Directors at least 60 days prior to such meeting and shall include the location,

starting time and agenda. Notice of a special meeting of the Board of Directors of the M.B.A. shall be mailed to the Directors at least 30 days prior to the meeting and shall include the location, starting time and agenda.

- 10.0.5 Resolutions to be included on the agenda of an Annual Meeting, Semi-Annual Meeting or special meeting, other than Resolutions amending the M.B.A. Constitution or By-Laws, shall be received in writing at least 21 days prior to such Annual Meeting, Semi-Annual Meeting or special meeting by the Executive Director and distributed to the delegates at least 14 days prior to the meeting. Resolutions amending the M.B.A. Constitution and M.B.A. By-Laws shall be forwarded to the Management Committee for approval and if approved or where the Management Committee itself approves a Resolution amending the Constitution and By-Laws, notice of such Resolution shall be enclosed with the Notice of the Annual Meeting or Semi-Annual Meeting of the Board of Directors and provided to the Directors at least 60 days prior to such Annual Meeting or Semi-Annual Meeting. If a resolution is discussed at a Semi-Annual Meeting to be voted on at the next AGM, it should be stated in the minutes of the SGM that this will serve as the 60 days notice.
- 10.0.6 Resolutions that do not purport to amend the Constitution or By-Laws may be received at an Annual Meeting or Semi-Annual Meeting provided 100% of the voting delegates in attendance at such meeting approve the reception of such Resolution and upon such reception the Board of Directors may approve or defeat such Resolution by majority vote.
- 10.0.7 In the event that a geographical area constituency wishes to appoint or elect an additional voting delegate to the Annual Meeting, Semi-Annual Meeting or special meeting, as provided for in Article 5.3 of the M.B.A. Constitution, such delegate shall be confirmed in writing as a voting delegate provided that the Executive Director receives from such constituency written confirmation of the appointment or election at least 7 days prior to such Annual Meeting, Semi-Annual Meeting or special meeting. If a notice is received by the Executive Director from the constituency, within a period of 7 days of such Annual Meeting, Semi-Annual Meeting or special meeting, such notice will be of no force or effect and the named delegate appointed or elected shall not have a vote at any meeting of the Board of Directors held within the said 7 day period.