

CONSTITUTION OF
BASEBALL NEWFOUNDLAND AND LABRADOR

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SECTION ONE
THE COMPANIES ACT
REVISED STATUTES OF NEWFOUNDLAND
CHAPTER 54 – REG. # 8151
MEMORANDUM OF ASSOCIATION OF
BASEBALL NEWFOUNDLAND AND LABRADOR INC.

1. The name of the Corporation is “Baseball Newfoundland and Labrador Inc.”
2. The registered office of the corporation will be situated at 1296A Kenmount Road, Paradise, Newfoundland and Labrador, A1L 1N3
3. The objectives of the Corporation are:
 - a. To foster, control and improve Baseball in the Province of Newfoundland
 - b. To protect and promote the mutual interests of the members
 - c. To institute and regulate competition for the Newfoundland Championships
 - d. To encourage in young players the development of qualities of sportsmanship, honesty, loyalty, and respect for authority and property.
 - e. To assume all the assets and liabilities of the unincorporated Association
 - f. To organize and operate projects and undertakings for the purpose of raising money.
 - g. To borrow or raise money and to obtain public and private subscription.
 - h. To accept, receive, hold, sell, invest, re-invest, and administer gifts, legacies, banquets, devises, funds, benefits of trust, and property of any sort or nature without limitation as to amount of value or sort and to use, lend, apply, employ, expend, disburse and/or donate the income or any part of the principal thereof for the promotion of the interests of the Corporation in whatever form the Executive may from time to time determine.
 - i. To purchase, take on lease or in exchange of otherwise acquire any land, buildings, easements, rights of common or property real or personal which may in the opinion of the Corporation be requisite for the purposes of or conveniently used in connection with any of the objects of the Corporation and to sell, demise, mortgage, give in exchange or otherwise dispose of the same.
 - j. To effect insurances against all or any of the risks incurred in the course of the Corporation’s business either by the Corporation itself or by its Members.
 - k. To do all such lawful things as are incidental or conducive to the attainment of the above objectives
4. The income and property of the Corporation, whensoever derived, shall be applied solely towards the promotion of the objectives of the Corporation as set forth in the Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Corporation: PROVIDED that nothing herein contained shall prevent the payment, in good faith, of remuneration to any officers or servants of the Corporation or to any Member of the Corporation or other person in return for any services actually rendered to the Corporation

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5. The fourth paragraph of this Memorandum contains conditions under which a license is granted by the Minister of Provincial Affairs to the Corporation in pursuance of Section 253 of the Companies Act, Chapter 59 of the Revised Statues of Newfoundland, 1970 as amended
6. The liability of the Members is limited
7. Every Member of the Corporation undertakes to contribute to the assets of the Corporation in the event of the same being wound up during the year that he is a Member, or within one year afterwards, for payment of the debts and liabilities of the Corporation contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding the sum of One Dollar (\$1.00)
8. If upon winding up or dissolution of the Corporation there remains after the satisfaction of its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the Members of the Corporation, but shall be given or transferred to some other charitable organization(s) in Canada having similar objectives to the objectives of the Corporation and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least is great as is imposed upon the club under or by virtue of Clause 4 thereof, and their determination shall be mad by the Members of the Corporation at or before the time of dissolution, in default thereof, by such Judge or the Supreme Court as may have or acquire jurisdiction in this matter, and if in so far as effect cannot be given to the aforesaid provisions, then to some charitable object.
9. True accounts shall be kept to the sums of money received and expended by the Corporation, and the manner in respect of which such receipts and expenditures take place, and of the property, credits and liabilities of the Corporation, and such to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Corporation for the time being, shall be opened to the inspection of the members. Once, at least, in every year the accounts of the Corporation shall be examined and the correctments of the balance sheet ascertained by one of more auditors appointed by the Corporation.

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WE, THE SEVERAL PERSONS whose names and addresses are subscribed are desirous of being formed into a Corporation in pursuance of the Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS OF THE SUBSCRIBERS

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SECTION TWO ARTICLES OF ASSOCIATION OF BASEBALL NEWFOUNDLAND AND LABRADOR

1. Membership in this Corporation is voluntary and is open to any City, Town or Regional Baseball Association which wishes to promote and foster the objectives of the Corporation as set out in the Memorandum of Association
2. For the purposes of registration, the number of Members of the Corporation is declared to be unlimited.
3. These Articles shall be construed with reference to the provisions of the Companies Act, being Chapter 54 of the Revised Statutes of Newfoundland 1970 and amendments thereto, and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the said Act and amendments thereto.
4. The Corporation is established for the purposes expressed in the Memorandum of Association.
5. All Members of the Corporation agree to abide by the Memorandum of Association and Articles of Association of this Corporation and by any rules and regulations of this Corporation created by the Members of the Corporation at the Annual General Meeting or the Executive and these Articles.
6. The First Executive of the Corporation shall be the signatories to the Memorandum of Association and these Articles
7. The First Members of the Corporation shall be the following:
 - a. St. John's Baseball Association
 - b. Grand Falls-Windsor Baseball Association
 - c. Gander Baseball Association
 - d. Corner Brook Baseball Association
8. Associations desiring membership in the Corporation must apply to the Secretary of the Corporation in writing. Such applications will be considered at a General Meeting of the Corporation. Any applicant shall become a Member if it gains two-thirds approval of the voting delegates at the General Meeting. Any existing Member may resign its membership in the Corporation by giving notice in writing of its resignation to the Secretary of the Corporation. Any existing Member may lose its membership in the Corporation if a Resolution to that effect is passed by two-thirds of the voting delegates at the Annual General Meeting
9. An Annual General Meeting of the Corporation shall be held at such place as may be designated by the Executive, and shall be held sometime during the fall of each year.
10. A General Meeting of the Corporation may be held at any time and place designated by the Executive and must be held within ten (10) days of receipt of a written request for such a General Meeting from at least one half of the Members of the Corporation to the Secretary of the Corporation
11. A quorum at a General Meeting of the Corporation shall consist of one-half of the eligible voting delegates of the Corporation.

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12. At a General Meeting, Members will have one minor division voting delegate and one Senior/Junior division voting delegate.
13. If an association in good standing does not have representation from their association present at a General Meeting, the President of that association is permitted to assign their association's voting rights in writing to the Executive Director to another meeting attendee.
14. If an association in good standing does not have representation from their association present at a General Meeting and also chooses to not give their voting rights to another attendee, that association will not have a vote during motions, Election of Officers, etc.
15. No delegate from a Member in the arrears financially to the Corporation in any way shall be permitted to vote at a General Meeting of the Corporation or participate in any Baseball NL activity.
16. Decisions of the General Meeting of the Corporation shall be decided by a majority of the votes cast. At a General Meeting, voting shall be by a show of hands, unless the meeting decides upon a ballot.

The Chair shall rule whether a motion is applicable to both divisions or only to one of the two divisions. When the Chair rules that a motion is applicable to the minor division, only minor division voting delegates will be permitted to vote on the motion. When the Chair rules that the motion is acceptable to the senior/junior division, only senior/junior division voting delegates will be permitted to vote on the issue. When the Chair rules that the motion is applicable to both divisions, all voting delegates will be permitted to vote on the issue.

Executive members shall have the right to one vote each at General Meetings, except on the occasion of the Election of Officers, and except the President who shall have the right to vote only when a tied vote is required to be broken.

Only the delegates within a region shall nominate and vote for the regional director positions within their particular region.

For any motion to be part of the "new business" section of a General Meeting, this motion must be brought forward in its entirety as a result of work done at a roundtable session or other meeting of any of Baseball NL's working committees. New motions, or motions not discussed during a roundtable or other meeting, will not be entertained.
17. Notice of each Annual General Meeting of the Corporation shall be given by the Secretary to the Members of the Corporation not less than thirty (30) days before the date fixed for the holding of said Annual General Meeting.
18. The Executive of the Corporation shall consist of:
 - a. President
 - b. Vice-President
 - c. Treasurer
 - d. Metro Director (St. John's/Mount Pearl)
 - e. Eastern Director (CBS, CBN, Paradise)
 - f. Central Director (Gander, Grand Falls Windsor)
 - g. Western Director (Pasadena, Corner Brook, Bay St. George)

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These positions shall be voted on in alternating years for two (2) year terms each time such a position is voted on. The position of President, Treasurer, Eastern Director and Central Director shall be voted on in one year; the positions of Vice-President, Metro Director, and Western Director shall be voted the following year, and so on.

19. Nominations for positions a – g as outlined above shall be made from the floor at the Annual General Meeting of the Corporation. The Directors shall reside at the time of the Annual General Meeting in the region they represent. Persons nominated and accepting a nomination must be either present at the meeting or communicate to the President their intention to accept a nomination.
20. For anyone to be a member of Baseball NL, they must be considered a member in good standing within the association. The definition of good standing is to be determined on a case-by-case basis by the Baseball NL Executive or a selected sub-committee when such an infraction is possible.
21. For anyone to run for a position on Baseball NL's Board of Directors, he/she must be a member in good standing with Baseball NL.
22. In order to serve the role of President, an interested candidate must have served at least one (1) full term on the Baseball NL Board of Directors, or served as a Baseball NL Committee Chair for at least one (1) full term.
23. If any person in good standing wishes to make an Amendment to the Constitution, that amendment must be brought to the Baseball NL Executive no later than two (2) weeks prior to that year's Annual General Meeting or Semi Annual Meeting for inclusion in the *Articles to the Amendments* section of that year's Annual General Meeting or Semi Annual Meeting
24. The President, or in the absence of the President, the Vice-President shall preside at all General Meetings of the Corporation and at Executive Meetings as the Chairman. If there is no such Chairman or if at any meeting he is not present within five (5) minutes of the time fixed for holding the same, the Members present shall choose someone from their number to be Chairman of the Meeting. In the case of an equality of votes among voting delegates the Chairman shall be entitled to a deciding vote at any General Meeting of the Corporation.
25. The Vice-President shall, in the absence of the President, have all powers and perform all of the duties of the President.
26. The Executive Director of the Association shall record the proceedings of each meeting and shall provide the news media with information concerning the activities of the Corporation and perform any similar duties as may be required.
27. The Treasurer shall take charge of all monies belonging to the Corporation and pay out any monies which have been signed by any two of the President, Treasurer or Executive Director and obtain receipts and present a yearly report at the Annual General Meeting of the Corporation which report has previously been audited by auditors appointed by the Corporation.
28. The Umpire-In-Chief shall be responsible for the supervision of umpires and all matters related to umpiring and shall act as a member of the Executive.

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29. The Minor Chairperson shall be responsible for minor baseball and relate such to the Executive.
30. The auditor or auditors of the Corporation shall each year, before the Annual General Meeting and at any other time at the request of the Executive, audit the books, accounts and balance sheets of the Corporation and shall for this purpose have access to all books, documents, securities and receipts of the Corporation. For the purpose of any such audit, the Treasurer shall give the auditors any assistance they may require.
31. Should an Executive member consistently fail to perform his/her duties or fail to act in the best interest of the Corporation, he/she may be removed from the Executive by a two-thirds majority vote of the Executive members present at an Executive Meeting considering such a motion.
32. Should a vacancy occur in any of the Executive positions for any reason, or should any of the Executive positions not be filled at the Annual General Meeting of the Corporation, a person may be appointed by the remaining Executive members to fill the vacant position until the next General Meeting of the Corporation at which time the vacancy shall be filled in the manner as the election of the Executive is carried out at the Annual General Meeting of the Corporation.
33. Meetings of the Executive shall be held at the discretion of the President, provided that a meeting of the Executive shall be called within seven (7) days of receipt of a written request for a meeting from at least one-half of the members of the Executive to the Secretary of the Corporation. Notice of all Executive meetings shall be given to each member of the Executive but such notice need not be in writing.
34. At all Executive meetings of the Corporation, a quorum shall consist of one-half if the members of the Executive
35. At all meetings of the Executive, each member of the Executive shall be entitled to one (1) vote. No vote by proxy shall be allowed or accepted at any Executive meeting of the Corporation.
36. Decisions of the Executive shall be by a majority votes cast. Voting shall be by a vote of hands unless the members decide upon a ballot.
37. The President may conduct a vote of the Executive on any matter by telephone without an Executive meeting when the President deems such a telephone vote necessary due to an urgent decision
38. The Members at a General Meeting of the Corporation may pass such rules and regulations as they deem fit to govern all matters not provided for in the Articles of Association and Memorandum of Association of this Corporation. Such rules and regulations may be altered or amended by any subsequent meeting of the Corporation by simple majority vote.
39. The Executive of the Corporation shall exercise all such powers and do all such things as may be exercised or done by the Corporation save such as by those Articles or by any statutes for the time being in force which are required to be exercised or done by the Corporation in a General Meeting.
40. All monies received by the Corporation from any source shall be used for the expenses and objectives of this Corporation by the Executive.

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41. The Executive shall forthwith secure a common seal to be made for the Corporation and shall provide for the safe custody thereof. The Seal of the Corporation shall not be affixed to any instrument except by authority of a Resolution of the Executive and in the presence of any two (2) of the President, Vice-President, and Secretary/Treasurer who shall sign every instrument to which the Seal of the Corporation is to be affixed in their presence.
42. Amendments or alterations to these Articles of Association can be made only at a General Meeting of the Corporation and by passing a Special Resolution – a Special Resolution being a Resolution passed by at least three-quarters of the votes cast by Members of the Corporation present at the said General Meeting.

We, the several persons, whose name and addresses are subscribed hereunder, are desirous of being formed into a Corporation in pursuance of these Articles of Association.

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SECTION THREE REGULATIONS OF BASEBALL NEWFOUNDLAND AND LABRADOR

1. The annual membership fees for the Members of this Corporation shall be:
 - a. For each Member which operates a team in the Senior and/or Junior, and in the Minor Division provincial competition – \$300.00
 - b. For each Member which operates a team or teams only in the Senior and/or Junior provincial competition – \$150.00
 - c. For each Member which operates a team or teams only in Minor Division provincial competition – \$150.00
 - d. For each team which enters the Senior A, Senior B, and Junior A provincial competition – \$500.00
 - e. For each team which enters a Minor Division provincial competition – \$350.00
 - f. For each registered player in a Member Association – \$30.00
 - g. For each registered non-player in a Member Association – \$3.00
2. On or before the fifteenth day of July each year, each Member of this Corporation shall send to the Executive Director of the Corporation the following:
 - a. The membership fee as prescribed in (1) above;
 - b. A list of the Officers of the Member Association
 - c. The names of all players to be registered and insured (and any other individuals wishing to be insured). There will be no insurance coverage for players and other individuals whose name have not been submitted to Baseball NL. Players whose names appear on tournament rosters but whose names have not been submitted to Baseball NL shall not be eligible to play in Baseball NL tournaments
3. Members eligible for competition in Senior, Junior and Minor Division provincial competition in each year shall be determined at the Annual General Meeting.
4. Players competing in any Provincial, Atlantic, and/or National tournaments in the Minor division must be registered with a minor division Member Association.
5. A player must be a permanent resident of the centre for which he/she participates on June 30th of the current year. residency shall be determined on June 30th of the current year by the Newfoundland Municipalities Act as follows
 - a. A person shall be a resident of the place where he or she lives and sleeps and to which, when absent, he or she intends to return;
 - b. Residency is not lost by a person who leaves that residence for temporary purposes only;
 - c. The place where a person's family resides shall be his or her residence unless that person commences and continues to live at some other place with the intention of remaining there, in which case, the person shall be considered to be a resident in the place in which he or she intends to reside.
 - d. A person shall, for the purpose of this act, have only one place of residency
6. A player residing in a community where there is no organized Member Association in affiliation with Baseball NL may play for the team in the region of the nearest Member

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Association that wishes to use that player or with another Member Association he has previously played with for three (3) or more years in the Minor Division.

7. In the Minor Division if a Member Association does not, in any season, enter a team in Baseball NL Minor competition, then a player who is a permanent resident in the community of that Member Association will be eligible to play with the nearest team competing in the age division category that wishes to use that player with the exception that no player from another local association shall be permitted to play with the St. John's Minor Association teams unless the player is a resident of St. John's. A player residing in a community where there is no organized Member Association in affiliation with this Corporation may play for the team of the nearest Member Association that wishes to use that player.
8. A registered non-resident player of a Member Association who has been playing with that Member Association for the two (2) consecutive previous years and who has not competed in provincial competition for the same two (2) previous consecutive years shall be permitted to play with that Member Association.
9. In the Minor Division a player who has been playing with his residence Member Association for three (3) or more consecutive years and who relocates to the geographic residence of another Member Association may continue to compete with his original Association if the player continues to compete for or in the local league of the original Member Association; and once he discontinues competing for or in the league of the original Member Association and begins competing for or in the league of the Member Association that he has relocated his residence to, then the player forfeits the right to compete for the original Member Association.
10. A Member Association may approve with a written notice to Baseball NL a community area within its geographic boundary registering to enter a provincial tournament, and that community area must be registered with the Member Association and pay the tournament fee.
11. Appeals of exceptional cases to the residency regulations may be made to the Baseball NL Executive in consultation with the Member Associations involved.
12. Baseball NL at its Annual General Meeting shall set boundaries for each Member Association for each year
13. Baseball NL shall conduct and assist the Member Associations to meet and play off to determine the Newfoundland champion in the various age levels.
14. The Baseball NL Executive shall appoint a Chairman to handle each Baseball NL series competition. The Chairman shall have the power to disqualify any team for refusing or failing to play when ordered. The Club that has been suspended shall have the right to appeal to the Executive for a hearing. All appeals may be accompanied with a fee of fifty (\$50) dollars. Any team failing to play a game when ordered to play by a Series Chairman will automatically forfeit their right to continue in Baseball NL championship playoffs.
15. The Series Chairman making arrangements for playoffs must contact both Clubs personally regarding dates and times for all games and any further arrangements that

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might be necessary. The Series Chairman must make such contacts at least one (1) week in advance of the said dates and times.

16. In the Senior A Finals the hosting team will be designated as the “home” team for official scoring purposes.
17. The Baseball Canada Official Playing Rules of Baseball shall cover all Baseball NL competitions.
18. The Host Association will pay all Umpires fees.
19. Each Member Association participating in competition must be prepared to enter Baseball NL competition on the dates set out by the Baseball NL Executive.
20. Playing fields in Minor Division tournaments shall conform, as close as possible, to Baseball Canada standards and rules.
21. Teams, officers or players of Member Associations may be suspended by the Baseball NL Executive for:
 - a. Knowingly permitting betting or improper conduct by players or officer at Baseball NL games;
 - b. Offering, ageing, conspiring, or attempting to lose any Baseball NL game or being interested in any pool or wager thereof;
 - c. Knowingly having on its list of players any disqualified players.
22. Any Member Association to whom a trophy is presented by Baseball NL shall be financially responsible for the safe return of the trophy and case to Baseball NL in the following year and they shall also be liable for any damage other than extraordinary wear or tear that may be caused while the trophy is in their custody.
23. Teams that default games shall be subject to:
 - a. A financial penalty with a maximum \$500 limit and/or
 - b. A suspension of the offending Member Association in the following year.
24. Provincial tournaments shall not be held on the same weekend as a national age group division championship tournament
25. Where there is more than one tournament in an age division, the Baseball NL Minor Committee and Executive Director shall determine which teams shall compete in each tournament in that division, and any team may appeal the tournament placement to the full Baseball NL Executive.
26. The disciplinary policy adopted at the 2002 Baseball NL Semi-Annual Meeting shall be used to deal with the matters of discipline.
27. The gold and silver medal winning teams in the Provincial 13U AAA Tournament shall represent the province at the National 13U Atlantic Championships.
28. St. John’s, Mount Pearl, Paradise and Corner Brook associations will enter primary teams in 11U, 13U and 15U AAA tournaments, and all other associations will enter primary teams in AA tournaments. Any AA association may skip the AA tournament and enter the AAA tournaments if they so choose, with the approval of Baseball NL.
29. In order for a local member association to receive Baseball NL sanction to host a Provincial, Atlantic or National Championship Tournament and to receive program materials and equipment for youth baseball programs, it must register with Baseball NL all players’ ages four and upwards in its community/region.