

CRANBROOK MINOR BALL ASSOCIATION

I HEREBY CERTIFY THAT THIS IS A COPY  
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REGISTRAR OF COMPANIES ON

MAY 12 1988 19

CONSTITUTION

*B. Pen*

REGISTRAR OF COMPANIES  
FOR THE PROVINCE OF BRITISH COLUMBIA

1. The name of the Society shall be the "Cranbrook Minor Ball Association".

2. The purposes of the Society shall be:

(1) to foster, develop and promote baseball and softball in the Cranbrook District;

(2) to encourage good sportsmanship, team play and good citizenship; and

(3) to promote the union of teams into divisions of specific age levels that will provide equal opportunity for participation of all kids under the league age of 19 years.

3. To operate as a charitable institution without profit to its members for promoting and encouraging the development or establishment of activities or endeavours within the areas served by the Society and for the social betterment of those living within the general territorial jurisdiction of the Society.

## BY-LAWS

OF

### CRANBROOK MINOR BALL ASSOCIATION

#### Part 1 - Interpretation

1. (a) In these by-laws, unless the context otherwise requires,
  - (i) "directors" means the directors of the Society for the time being;
  - (ii) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - (iii) "registered address" of a member means his address as recorded in the register of members.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person.

#### Part 2 - Membership

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members in accordance with these by-laws and, in either case, have not ceased to be members.
4. A person may apply to the directors for membership in the Society and on acceptance by the directors shall be a member.
5. Every member shall uphold the constitution and comply with these by-laws.
6. Membership in the Society is on a yearly basis and shall consist of:
  - (a) any registered player and his parents or legal guardian;
  - (b) any registered manager, coach, or equipment/uniform manager;
  - (c) any member of the Board of Directors;
  - (d) any individual involved with any task or function of the Society which he was asked by a member of the Board

of Directors or his designate to perform or with which to be involved.

7. (a) Registration fees for all player members will be established by the Board of Directors prior to registration on a yearly basis.

(b) On the recommendation of a member of the Board of Directors, the President may excuse a player from paying these fees and may substitute an appropriate work committment in lieu of these fees.

(c) If at all possible, no child should be embarrassed or prevented from participating because of an inability to pay the required fees.

8. A person shall cease to be a member of the Society

(a) by delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or

(b) on his death, or

(c) on being expelled,

(d) on having been a member not in good standing for twelve (12) consecutive months, or

(e) on having his yearly membership expire.

9. (a) A member may be expelled by a special resolution of the members passed at a general meeting.

(b) The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(c) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

10. All members are in good standing if they fall under paragraph 6 of the by-laws.

### Part 3 - Meetings of Members

11. Meetings fall into three categories, being:

(a) Annual General Meeting held in the fall of each year,  
or

(b) General or regular meetings to carry out the business of the Society on a yearly basis, or

(c) Special meetings to deal specifically with separate concerns.

12. The President or the Board of Directors may whenever they think fit, convene a general and/or special meeting of the membership.

13. The President or the Board of Directors shall call an annual general meeting at such time and place as they decide.

14. (a) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.

(b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

15. The first annual general meeting of the Society shall be held not more than fifteen (15) months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

16. In addition to the Annual General Meeting, regular and/or special meetings of the membership may be called by the President at any time.

#### Part 4 - Proceedings at General Meetings

17. (a) A majority of the Executive and Division Heads shall constitute a quorum at any meeting of the Board of Directors.

(b) A quorum at the Annual General Meeting, a general or special meeting, shall consist of not less than five (5) members.

18. (a) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

19. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

20. Subject to By-law 21, the president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.

21. If at a general meeting:

(a) there is not the president, vice-president, or other director present within fifteen (15) minutes after the time appointed for holding the meeting, or

(b) the president and all the other directors present are unwilling to act as chairman,  
the members present shall choose one of their number to be chairman.

22. (a) A general meeting may be adjourned from time to time and from place to place,

(b) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

23. (a) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

(b) In case of an equality of votes the chairman shall have only one vote to which he is entitled as a member.

24. (a) A member in good standing present at a meeting of members is entitled to one (1) vote.

(b) Voting is by show of hands.

(c) Voting by proxy is not permitted.

Part 5 - Directors and Officers

25. (a) The directors may exercise all such powers and do all such things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:

- (i) all laws affecting the Society,
- (ii) these by-laws, and
- (iii) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.

(b) In addition, the powers listed in (a) above, the directors shall have the following specific powers:

- (i) to make and enforce rules and regulations to govern itself on a local basis;
- (ii) to solicit sponsors and contributions, and to provide, upon request, a tax deductible receipt;
- (iii) to enter into contracts;
- (iv) to hold and own property.

(c) No rule, made by the Society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

26. (a) The Board of Directors shall consist of two (2) groups; the Executive and the Division Heads. The Executive shall consist of the President, Vice-President, Secretary/treasurer, Umpire-in-chief, Publicity Chairperson, Equipment Manager and Field Manager. The Division Heads shall consist of a director for each division based on age groups that the Executive determines will operate in a particular year.

(b) The number of directors shall be five (5) or such greater number as may be determined from time to time at a general meeting.

27. (a) The terms of office for the Board of Directors shall be from their election to office up to and including the Annual General meeting covering their term of office.

(b) Separate elections shall be held for each office to be filled.

(c) An election may be by acclamation, by ballot or by volunteering.

(d) Any positions not filled at the time of the election may be filled by appointment by the President at any subsequent time.

28. (a) The President may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(b) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.

29. (a) If a director resigns his office or otherwise ceases to hold office, the President shall appoint a member to take the place of the former director.

(b) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in the office.

30. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.

31. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

32. (a) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(b) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.

(c) The president shall be chairman of all meetings of the directors, but if at any meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors present may choose one of their number to be chairman at the meeting.

(d) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

33. (a) The President or the Executive may delegate any but not all of their powers to committees consisting of such directors, or persons from the general membership as they think fit.

(b) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the President or the Executive, and shall report every act or thing done in exercise of those powers to the President after it has been done.

34. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

35. The members of a committee may meet and adjourn as they think proper.

36. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted if a quorum of the directors is present.

37. (a) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.

(b) In case of an equality of votes the chairman shall have a second and tie breaking vote.

38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

39. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 - Duties of Officers

40. (a) The president shall preside at all meetings of the Society and of the directors.

(b) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

41. The vice-president shall carry out the duties of the president during his absence.

42. The secretary/treasurer shall:

- (a) conduct the correspondence of the Society;
- (b) issue notices of meetings of the Society and directors;
- (c) keep minutes of all meetings of the Society and directors;
- (d) have custody of all records and documents of the Society;
- (e) have custody of the common seal of the Society;
- (f) maintain the register of members;
- (g) keep such financial records, including books of accounts, as are necessary to comply with the Society Act; and
- (h) render financial statements to the directors, members and others when required.

43. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

44. The Umpire-in-chief shall:

- (a) arrange for a list of umpires and linesmen to be drawn up each year for use by the team managers;
- (b) be responsible to deal with all concerns of an umpiring nature, report all concerns to the president, and, if necessary, and after discussion with the president, take disciplinary action when necessary; and
- (c) arrange for an annual clinic to be held for the training of the Society's umpires.

45. The publicity chairperson shall:

- (a) arrange for all publicity of the Society's program;
- and

(b) ensure all publicity matters have been concluded before the 15th day of October of the given year.

46. The equipment manager shall co-ordinate the inventory and acquisition of all equipment and uniforms.

47. The field manager shall establish lines of communication between the Board of Directors and the Parks and Recreation Department of the Corporation of the City of Cranbrook respecting the use, maintenance and upkeep of the city ball fields used by the Society.

48. Each division head shall be responsible for the acquisition of team managers for the teams in his age grouping and for the operations of the Division within the guidelines of the Society.

49. In addition to the duties identified for each member of the Board of Directors, it shall be his duty to all matters assigned by the president or the Board of Directors.

#### Part 8 - Seal

50. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

51. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and secretary or president and secretary/treasurer.

#### Part 9 - Extraordinary Expenses

52. In order to promote the activities of the Society or to provide financial assistance to those working to better the Society's programs, the president may authorize the payment of funds for the following reasons and for any other reason which immediate circumstances may necessitate:

(a) assistance with travel and/or living expenses for any member required to travel a significant distance on Society business; and

(b) assistance with operating expenses for any group within the Society intending to conduct an event of obvious benefit to the Society such as tournaments, fund-raising events, coaching, umpiring or players' clinics.

#### Part 10 - Notices to Members

53. Notice of a meeting must be given to a member in writing, at his registered address. ✓

#### Part 11 - By-laws

54. A copy of the constitution and by-laws of the Society is available to any member to view upon request.

55. (a) Amendments to these by-laws may be made orally or in written form.

(b) Adoption of these amendments shall be by seventy-five (75%) percent of those members present and eligible to vote, that is, of the necessary quorum.

#### Part 12 - Order of Business

56. Order of business at the Annual General Meeting shall be:

(a) reading of the minutes of the previous General Meeting and of any special meetings held since the last Annual General Meeting;

(b) Business arising out of the Minutes;

(c) President's Report;

(d) Financial Reports;

(e) Correspondence;

(f) Committee Reports;

(g) Director's Reports;

- (h) Election of Officers;
- (i) New Business; and
- (j) Adjournment.

Part 13 - Financial

57. The fiscal year of the Society shall end August 31st of each year and immediately following that date, the Secretary/Treasurer shall prepare a report, based on the books and accounts, for the Annual General Meeting.

58. There will be two (2) signing officers of the Society, the president and the secretary/treasurer, and all cheques issued by the Society must be signed by both parties. No cheque, in any case, will be signed in blank.

59. All financial and other records of the Society are the property of the Society and shall remain in the possession of the Society notwithstanding a change in directors or officers of the Society.

Part 14 - Statement of Affiliation

60. The various age groupings within the organization may affiliate with various provincial, national or international baseball or softball organizations as decided upon by the Board of Directors on a yearly basis.

Part 15 - Sites of Principal Operations

61. The principle operations of the Society shall be in and about the City of Cranbrook and Province of British Columbia, but may extend into such areas as provided by regulations as well as those areas wherein exhibition games be deemed, by the President or Board of Directors, to be beneficial to the development of the players or program.

Part 16 - Borrowing

62. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

63. No debenture shall be issued without the sanction of a special resolution.

64. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Part 16 - Miscellaneous

65. "Roberts Rules of Order" shall be the parliamentary authority on all matters not covered by the Constitution and By-laws of the Society.

DATED the 21 day of March, 1988.

WITNESS  
(Signature, Full Name  
and Address)

APPLICANTS FOR INCORPORATION

GARY BIRD -  
(Name)

2406-21<sup>st</sup> ST NW Cranbrook  
(Address) VIC-4113

(As to all Signatures)

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Keith R. Burton  
1613 - 3rd Avenue South  
Cranbrook, British Columbia

Reg Chatten

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Cranbrook, British Columbia