

Index To Constitution and By-Law No. 1		
Constitution		Page #
	Name	3
	Objectives	3
	Membership	3
	Board of Directors	3
	Voting Members	4
	General Meetings	4
	Amendments	4
Paragraph No.	BY-LAW No. 1	
	General Business	
1	Registered Office	5
2	Seal	5
3	Financial Year	5
4	Banking Arrangements	5
5	Execution of Instruments	5
	Directors	
6	Powers of Directors	6
7	Number of Directors and Quorum	6
8	Qualifications	6
9	Resident Canadians	6
10	Transaction of Business	6
11	Election and Term	6
12	Removal of Directors	6
13	Vacancies	7
14	Call of Meetings	7
15	Vote to Govern	7
16	Declaration of Interest	7
17	Avoidance Standards	7
18	Standard of Care	8
19	Indemnity of Directors and Officers	8
20	Financial Assistance	8
	Officers	
21	President	9
22	Vice- President	9
23	Secretary	9
24	Treasurer	9
25	Other Officers	9

26	Variation of Duties	9
27	Reports to Members	9
28	Persons Entitled to be present	10
29a	Votes to Govern	10
29b	Voting Members	10
30	Show of Hands	10
31	Polls	10
32	Casting Vote	10
33	Adjournment	10
	Notices	
34	Notices	11
35	Method of Giving	11
36	Computation of Time	11
37	Omissions and Errors	11
38	Waiver of Notice	11
39	Interpretations	11
40	Resolution	12

KITCHENER-WATERLOO MINOR BOYS SOFTBALL ASSOCIATION

CONSTITUTION

NAME

The name of the Organization shall be the Kitchener-Waterloo Minor Boys Softball Association

OBJECTIVES

The intent of the Association is that all Members may participate fully in all the activities of the Association without fear of intimidation, embarrassment or humiliation.

To foster the development of character.

To promote, improve and govern organized Minor Boys Softball in the Cities of Kitchener and Waterloo

MEMBERSHIP

Membership in this Association shall be composed of such minor participants having paid the prescribed registration fee and also the Board of Directors, coaches, assistant coaches and managers. All members shall agree to abide by and comply with the Constitution, By-Laws and Rules & Regulations of the Kitchener-Waterloo Minor Boys Softball Association.

Membership is generally restricted, but not limited to, residents within the area boundaries of the **Cities of Kitchener and Waterloo** at the discretion of the Board of Directors.

Membership in the Association shall be annual and will expire at the conclusion of the Annual General Meeting.

Membership may be terminated for causes as defined in the by-laws of the Association

BOARD OF DIRECTORS

The Board of Directors shall be elected at the Annual General Meeting of the Association and shall hold office until the next Annual General Meeting. Directors shall be elected by a majority of those voting.

Vacancies, however caused, may be filled by appointment by the Board of Directors at any regular meeting.

The Board of Directors will consist of a minimum of seven (7) and a maximum of twenty-five (25) directors and their duties will be define by the By-Laws. The Board of Directors shall include a President and such other officers as may be elected and/or appointed.

The Board of Directors shall have control of the affairs of the Association, including implementing and changing the By-Laws and Rules and Regulations. They shall control the finances and discharge all business of the Association.

The Board of Directors may establish committees, made up of Members of the Board and other people, in order to carry out their duties. The Mandate of the committees shall be determined by the Board of Directors. All recommendations of any committee shall only come into effect upon approval by the Board of Directors. The Board of Directors may also implement special procedures for special events including tournaments. Where special events rules conflict with general rules, the special events rules shall override the general rules for the special event. General and Special Event Rules shall be in writing.

A majority of Directors shall form a quorum for the transaction of business. All meetings of the Board will be held in accordance of the By-Laws of the association. The Board of Directors shall

serve without remuneration and no Director shall directly or indirectly receive any profit from their position.

VOTING MEMBERS

Eligible voting delegates shall be determined in the By-Laws of the Association. No Member may have more than one (1) vote.

GENERAL MEETINGS

There shall be an Annual General Meeting within forty-five (45) days of the end of the regular season. There shall be a Spring General Meeting not more than thirty (30) days prior to the beginning of the regular season. There may be a Special General Meeting held in accordance with the By-Laws of the Association.

AMMENDMENTS

Amendments or alterations to the Constitution will require two thirds (2/3) majority vote of those eligible to vote and being present at the Annual General Meeting or the Special General Meeting.

Amendments or alterations to the By-Laws will require a majority vote of those eligible to vote and being present at the Annual General meeting or Special General Meeting. The Board of Directors may at any regular meeting, pass or amend such by-laws as they see fit for the betterment of the Association during the season. These will remain in effect until the next Annual General Meeting when they will be ratified as a By-Law or Amendment or be rejected. Amendments to the rules and Regulation of the Association will require a majority vote of the Board of Directors at any regular meeting.

BY-LAW NO. 1

**A BY-LAW RELATING GENERALLY TO THE TRANSACTIONS OF THE BUSINESS
AND AFFAIRS OF
KITCHENER-WATERLOO MINOR BOYS SOFTBALL ASSOCIATION
BE IT ENACTED and it is hereby enacted as a by-law of
KITCHENER-WATERLOO MINOR BOYS SOFTBALL ASSOCIATION
(hereinafter called the “Association”) as follows**

GENERAL BUSINESS

REGISTERED OFFICE

1. The Board of Directors (hereinafter called the Directors) may from time to time by resolution fix the location of the registered office of the Association within the municipality or geographic township within Ontario as specified in its articles.

SEAL

2. The Association shall have a corporate seal, an impression whereof is stamped in the margin hereof which may be adopted and may be changed by resolution of the Directors

FINANCIAL YEAR

3. Unless otherwise ordered by the Directors, the fiscal year of the Association shall terminate on the last day of September in each year.

BANKING ARRANGEMENTS

4. The banking business of the Association, or any part thereof, shall be transacted with such bank, trust company or other firms or corporation carrying on a banking business as the Directors may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Association’s behalf by any two (2) of the President, the Vice-President or the Treasurer. Without restricting the endorsing, negotiating, allotting, depositing or transferring of any cheques, promissory notes, drafts, acceptances,, bills of exchange and orders for the payment of money, the giving of receipts for and orders relating to any property of the Association, the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto, and the authorizing of any officer of such banker to do any act or thing on the Association’s behalf to facilitate such banking business.

EXECUTION OF INSTRUMENTS

5. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring the signature of the Association shall be signed on behalf of the Association by the President and the corporate seal shall be affixed to such instruments as may be required by any person so authorized to sign on behalf of the Association notwithstanding any provisions to the contrary contained in the By-laws of the Association , the Directors may at any time and from time to time by resolution direct the manner in which and the person or persons by whom any particular deed, transfer, contract, obligation or other instrument in writing , any class of deeds, contracts, obligations or other instruments in writing requiring signature by the Association may or shall be signed.

DIRECTORS

POWERS OF DIRECTORS

6. The Directors shall manage or supervise the management of the business and affairs of the Association.

NUMBER OF DIRECTORS AND QUORUM

7. Subject to the Constitution of the Association, the number of Directors of the Association shall be that number of Directors as specified in the Constitution or shall be that number of Directors as determined from time to time by a special resolution within the minimum and maximum as permitted by the Constitution of the Association. A majority of the number of Directors required by the Constitution shall constitute quorum at any regular meeting of the Directors.

QUALIFICATIONS

8. Each Director shall be eighteen (18) or more years of age and shall be an individual as defined by the Business Corporation Act. No person who is of unsound mind and has been so found by a court in Canada or elsewhere shall be a Director. If a Director becomes of unsound mind and is so found, he shall be thereupon cease to be a director.

RESIDENT CANADIANS

9. A majority of the Directors of the Association shall be resident Canadians

TRANSACTION OF BUSINESS

10. The Board of Directors shall not transact any business at a meeting of Directors unless a majority of Directors are present and are resident Canadians.

ELECTION AND TERM

11. The Directors shall be elected yearly to hold office until the next Annual General Meeting of the members of the Association. The whole board shall be elected at each Annual General Meeting and all the Directors then in office shall retire, but if qualified, are eligible for re-election. The election may be by a show of hands unless a ballot be demanded by any member.

REMOVAL OF DIRECTORS

12. Any Director may be removed from the Board of Directors for
 - a. Missing three (3) consecutive regular meetings. Procedure: After missing three (3) meetings the Secretary shall under the direction of the Board of Directors, notify the offending Director by registered mail of its intention to discuss that Director at the next regular meeting. The offending Director shall be dismissed upon a two-thirds (2/3) majority vote of the Directors in attendance.
 - b. Cause or failure to perform their duties. Procedure a motion to remove a Director shall be made by three (3) Directors, shall be made in writing, shall be received by the President, a minimum of ten (10) days prior to the meeting at which the motion is to be tabled. The President shall send a copy of the motion to each of the Board of Directors by registered mail, posted a minimum of seven (7) days prior to the meeting and file proof of service at the meeting. At the next meeting either regular or

special, the motion must be presented and seconded by a fourth (4) Director. The Board of Directors shall determine to proceed at this meeting or a special meeting called specifically for this purpose. The Method for proceeding shall be determined by a simple majority vote of the Directors present, but no Directors shall be removed except by a two-thirds (2/3), majority vote of the entire Board of Directors.

VACANCIES

13. Except as hereinafter provided, vacancies on the Board of Directors, however caused, may be filled for the remainder of its term of office by qualified persons by the remaining Directors at any regular meeting. If there is not a quorum of Directors or if a vacancy results from a failure to elect the number of Directors required to be elected at any General Meeting, of the members or if a vacancy results from an increase in the number of Directors where the Directors are other wise authorized by special resolution to determine the number of Directors and the appointment of an additional Director would results in a total number of Directors greater than one and one third (1 ½) times the number of Directors required to have been elected at the last Annual General Meeting of the members, then the Directors then in office shall forthwith call a Special General Meeting of the members to fill the vacancy and if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any member.

CALL OF MEETINGS

14. a) Regular Meetings: The first regular meeting of the Board of Directors, after the Annual General Meeting shall be held within forty-five (45) days at such time and place as determined by the president and thereafter at such time and place as determined by the Board of Directors
b) Special Meetings. A Special meeting may be requested by any three (3) Directors by giving notice in writing to the President or their designate. The President or designate shall call the special meeting within forty-eight (48) hours of receiving the request No decision made at a Special meeting will take effect unless ratified at the next regular meeting of the Board of Directors.

VOTE TO GOVERN

15. At all meetings of the Board of Directors, all motions shall be decided by a majority of the votes cast on the motion. The Chairman of the meeting shall not be entitled to a vote unless there is a tie vote.

DECLARATION OF INTEREST

16. Every Director or Officer of the Association who is a party to a material contract or transaction or proposed material contract or transaction with the Association, or is a Director or an Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association, shall disclose in writing to the Association or request to have entered in the minutes of the meeting of the Director's, the nature and extent of their interest. All such disclosures shall be made at the time required by the applicable provisions of the Act and Directors shall refrain from voting in respect of any such contract or transaction unless otherwise permitted by the Act.

AVOIDANCE STANDARDS

17. If a material contract is made or a material transaction is entered into between the Association and a Director or Officer of the Association or between the Association and any

other person of which a Director or Officer of the Association is a Director or Officer or in which they have material interest, the Director or Officer is not accountable to the Association or its members for any profit or gain realized from the contract or transaction and the contract or transaction is neither void or voidable, by reason only of that relationship or by reason only that the Director is present at or is counted to determine the presence of a quorum at the meeting of Directors that authorize the contract or transaction, if the Director or Officer disclosed their interest as hereinbefore provided and the contract or transaction was reasonable and fair to the Association at the time it was so approved. A Director or Officer acting honestly and in good faith is not accountable to the Association or its members for any profit or gain realized from the contract or transaction by reason only of their holding the office of Director or Officer and the contract or transaction, if it was reasonable and fair to the Association at the time it was approved, is not by reason only of the Director's or Officer's interests therein void or voidable where, the contract or transaction is confirmed or approved by special resolution at a meeting of the members duly called for that purpose; and the nature and extent of the Director's or Officer's interest in the contract or transaction is disclosed in reasonable detail in the notice calling the meeting.

STANDARD OF CARE

18. Every Director and Officer of the Association in exercising their powers and discharging their duties shall, act honestly and in good faith with a view to the best interests of the Association; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Association shall comply with the Act, the Articles, By-Laws and Rules and Regulations of the Association.

INDEMNITY OF DIRECTORS AND OFFICERS

19. The Association shall indemnify the Directors and Officers of the Association, former Directors or Officers of the Association or a person who acts or acted at the Association's request as a Director or Officer of a body corporate of which the Association is or was a shareholder or creditor and their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Association or body corporate and with the approval of the court in respect of an action by or on behalf of the Association or body corporate to procure a judgment in its favour to which they are made a party by reason of being or having been a Director or Officer of the Association or body corporate against all costs, charges and expenses reasonably incurred by them in connection with such action, if, they acted honestly and in good faith with a view to the best interests of the Association, and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

FINANCIAL ASSISTANCE

20. The Association or any association with which it is affiliated, shall not, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise, to any Member, Director, Officer or employee of the Association or affiliated association or to an associate of any such person for any purpose, except as required by the Cities of Kitchener or Waterloo.

OFFICERS

PRESIDENT

21. The President shall, when present preside at all meetings of the Members and the Board of Directors and shall be charged with general supervision of the business and affairs of the Association. The President shall also have the powers and be charged with the duties of that office as determined by the Board of Directors annually

VICE-PRESIDENT

22. During the absence or inability of the President, his/her duties may be performed and his/her powers may be exercised by the Vice-President, or if there are more than one, by the Vice-President in order of seniority (as determined by the Board of Directors) save that no Vice-President shall preside at a meeting of the Board of Directors or at a meeting of the Members who is not qualified to attend the meeting as a Director as the case may be. If a Vice-President exercises any such duty or power, the absence of the President shall be presumed with reference thereto. A Vice-President shall also perform such duties and exercise such powers as the President may from time to time delegate to him/her or the Board may prescribe.

SECRETARY

23. The Secretary shall give, or cause to be given, all notices required to be given to Members, Directors, Auditors and members of committees; he/she shall attend meetings of the Directors and of the Members and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings and he/she shall perform such duties as may from time to time be prescribed by the Board of Directors.

TREASURER

24. The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Association and under the direction of the Board of Directors, shall control the deposits of money, the safekeeping of securities and the disbursement of the funds of the Association, he/she shall render the Board of Directors at the meeting thereof, or whenever required, an account of all transactions as Treasurer and of the financial position of the Association; and he/she shall perform such duties as may from time to time be prescribed by the Board of Directors.

OTHER OFFICERS

25. The duties of all other Officers of the Association shall be as the terms of their engagement call for or the Board of Directors requires of them. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board of Directors otherwise directs.

VARIATION OF DUTIES

26. From time to time the Board may vary add to or limit the powers and duties of any office or Officers.

REPORTS TO MEMBERS

27. Subject to the provision of the Act a copy of the financial statements for the period that began immediately after the end of the last completed financial year end and ended not more than six (6) months after the fiscal year, a copy of the auditor's report, if any, and any further information respecting the financial position of the Association and the results of its operations required by the articles or by-laws, be available not less than ten (10) days before

each annual meeting of the members or before the transaction of the annual business of the Association pursuant to paragraph 33 hereof.

PERSONS ENTITLED TO BE PRESENT

28. Persons entitled to attend a meeting of Members shall be those entitled to vote thereat, the auditor, if any of the Association, the Directors of the Association and others who although not entitled to vote are entitled or required under the provision of the Act or by-laws of the Association to be present at the meeting. Any other person may be admitted to the meeting. Any person may be expelled from the meeting by motion.

VOTES TO GOVERN

29. a) At all meetings of the Members, every question shall, unless otherwise required by the articles or by-laws of the Association or by the Act, be decided by the majority of the votes duly cast on the question.
b) Voting members of the Association are: the current Directors, Coaches, Assistant Coaches and Players eighteen (18) years of age or older.

SHOW OF HANDS

30. At all meetings of the Members, every question shall be decided by a show of hands unless a poll thereon be required by the Chairman or be demanded by any Members present in person or entitled to vote. Upon a show of hands every person present and entitled to vote shall have one (1) vote. After a show of hands has been taken upon any question the Chairman may require, or any Members present in person entitled to vote may demand, a poll thereon. Whenever a vote by show of hands shall be taken upon a question, unless a poll thereon be so required or demanded, a declaration by the Chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number or proportions of the votes recorded in favour of or against any resolution or other proceedings in respect of the said question and the result of the vote so taken shall be the decision of the Association in annual or special meeting, as the case may be, upon the question, A demand for a poll may be withdrawn at any time prior the taking of the poll.

POLLS

31. If a poll be required by the Chairman of the meeting or be duly demanded by any Members and the demand be not withdrawn, a poll upon the question shall be taken in such manner as the Chairman of the meeting shall direct. Upon a poll each member who is present in person and is entitled to vote, shall be entitled to one (1) vote and the results of the poll shall be the decision of the Association in annual or special meeting, as the case may be, upon the question.

CASTING VOTE

32. In case of an equality of votes at any meeting, either upon a show of hands or upon a poll, the Chairman of the meeting shall be entitled to a deciding vote, but shall not vote otherwise.

ADJOURNMENT

33. The Chairman of the meeting of the Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, or where permitted under the provisions of the Act, adjourn the meeting from time to time and from place to place.

NOTICES

NOTICES

34. No public notice or advertisement of any meeting of Members shall be required, but notice of the time and place of each such meeting shall be given not less than ten (10) days nor more than fifty (50) days before the day on which the meeting is to be held. A meeting of Members may be held at any time without notice if all the Members entitled to vote thereat are present and do not object to the holding of the meeting or those not present have waived notice, if all the Directors are present or have waived notice and if the auditor, if any is present or has waived notice.

METHOD OF GIVING

35. Any notice, communication or other document to be given by the Association to a Member, Director, Officer or Auditor of the Association under any of the provisions of the Articles or By-Laws or the Act shall be sufficiently given if sent to such Member, Director, Officer, or Auditor by prepaid mail addressed to, or may be delivered personally to, a Member at his last address as shown on the records of the Association or its transfer agent; and a Director, Officer or Auditor at his last address as shown in the records of the Association or in the case of a Director or Officer in the most recent notice filed under the Corporation Information Act, whichever is the more current. A notice sent by prepaid mail as hereinbefore provided to a Member, Director, Officer or Auditor of the Association shall be deemed to be received by the addressee on the fifth (5) day after mailing. Where the Association sends a notice or document to a Member by prepaid mail as hereinbefore provided and the notice or document is returned on three (3) consecutive occasions because the Member cannot be found, the Association is not required to send any further notices or documents to the Member until he informs the Association in writing of his new address.

COMPUTATION OF TIME

36. In computing the date when notice must be given under any provisions of the Articles or By-Laws requiring a specified number of days notice of any meeting or other event the date of giving the notice and the date of the meeting or other event shall be included.

OMISSIONS AND ERRORS

37. The accidental omission to give any notice to any Member, Director, Officer or Auditor or any error in any notice affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon

WAIVER OF NOTICE

38. Where a notice or document is required by the Act, or by the Articles or By-laws of the Association to be sent, the notice may be waived or the time for sending the notice or document may be waived or abridged at any time with the consent in writing of the person entitled thereto.

INTERPRETATION

39. In this By-law and all other By-laws of the Association, words importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and the neuter genders; words importing persons shall include individuals, sole proprietorships, partnerships, unincorporated associations, unincorporated syndicates, unincorporated organizations, trusts, body corporates and natural persons in their capacity as trustees, executors, administrators or other legal representatives; "resident Canadian" means an individual who is determined to be a resident Canadian as defined by

the Act; "Articles" shall include the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of dissolution, articles of continuance, articles of reorganizations, articles of arrangement, articles of revival and any amendments thereto; the "Act" shall mean the Business Corporations Act, 1982 as amended from time to time or any act that may hereafter be substituted therefore.

Passed the _____ day of _____, _____
Witness the corporate seal of the Association

President

Secretary

BE IT RESOLVED THAT By-Law Number 1 being a by-law relating generally to the transaction of the business and affairs of the Association be and the same is hereby made as a by-law of the Association and the President and the Secretary be and they are hereby authorized to sign the by-law and to apply the corporate seal thereto.

THE UNDERSIGNED, being all the Directors of the Association hereby sign the foregoing resolution pursuant to the provisions of the Business Corporations Act, 1982

Date the _____ day of _____, _____

