

CONSTITUTION  
OF THE  
OAKVILLE MINOR BASEBALL ASSOCIATION  
(A Not for Profit Corporation)

TABLE OF CONTENTS

Part I	Short Title
Part II	Interpretation
Part II	General
Part III	Affiliation
Part IV	Objects
Part V	Rights
Part VI	Board of Directors
Part VII	Vacancies, Board of Directors
Part VIII	Quorum and Meetings of Board of Directors
Part IX	Errors In Notice, Board Of Directors
Part X	Voting, Board of Directors
Part XI	Powers
Part XII	Remuneration of Directors
Part XIII	Officers of Corporation
Part XIV	Duties of the President
Part XV	Duties of the Secretary
Part XVI	Duties of the Treasurer
Part XVII	Duties of the Vice President of House League
Part XVIII	Duties of the Vice President of Rep Baseball
Part XIX	Duties of Other Officers
Part XX	Execution of Documents
Part XXI	Books and Records
Part XXII	Membership
Part XXIII	Dues
Part XXIV	Annual and Other Meetings of Members
Part XXV	Financial Year
Part XXVI	Cheques Etc.
Part XXVII	Deposit of Securities for Safekeeping
Part XXVIII	Notice
Part XXIX	Borrowing
Part XXX	Repeal
Part XXXI	Procedure for Amending the Constitution

Part I  
Short Title

1. Short Title – This document may be cited as the Constitution.

Part II  
Interpretation

2. In this Constitution, and all other by-laws and special resolutions of the Oakville Minor Baseball Association (OMBA), unless the context otherwise requires: words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and *vice versa*, and references to persons shall include firms and corporations.

2.1 All terms defined in the Corporations Act (the Act) have the same meanings in these by-laws and all other by-laws and resolutions or enactments of the OMBA as those terms have in the Act.

2.2 All marginal headings, numbering of clauses, or Table of Contents shall exist for ease of reference only and shall not be interpreted as having any other purpose or meaning.

2.4 In this Constitution, and all other by-laws and special resolutions of the OMBA, unless the context otherwise requires:

“Act” or “Corporation Act” means the Corporations Act (Ontario) and any Act that may be substituted therefore, as from time to time amended.

“Bank/Bankers” - includes a financial institution such as banks, trust companies or any other financial institution as determined by the Board.

“Baseball Oakville” means the Oakville Minor Baseball Association.

“Board”, “Board of Directors” and “Directors” mean the Board of Directors of the OMBA.

“By-laws” mean this Constitution and all other by-laws and special by-laws or resolutions of the OMBA from time to time in force and effect.

“Immediate family” means any of: spouse or spousal equivalent, Father, Mother, Son, Daughter, Grandfather/mother, Grandson/daughter, Step Son/Daughter/Mother/Father/Grandson/Granddaughter.

“Meeting of Members” or “Meeting” means an annual, general or special meeting of members.

“OMBA” means the Oakville Minor Baseball Association incorporated and organized according to the Act.

“Person” shall include individuals, proprietorships, partnerships, Corporations, trusts, unincorporated organizations, governmental bodies and other legal entities and words importing the singular number or the masculine gender shall, unless the context otherwise requires, include the plural or the feminine or neuter genders, as the case may be, and *vice versa*.

### Part III General

3. The Head Office of the Corporation shall be in the Town of Oakville, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

3.1 This Constitution replaces any and all previous Constitutions ratified and enacted prior to November 26, 2020.

3.3 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

3.4 The OMBA shall be operated not for profit.

### PART IV Affiliation

4. The Oakville Minor Baseball Association shall be a Member in good standing of the following bodies:

- (a) The Canadian Federation of Amateur Baseball (Baseball Canada);
- (b) The Ontario Baseball Amateur Association (Ontario Baseball Association, OBA);
- (c) The Central Ontario Baseball Association (COBA).

### PART V Objects

5. The objects for the OMBA as incorporated are:

- (a) To promote, organize and supervise minor baseball in the Town of Oakville;
- (b) To provide maximum opportunity for all eligible individuals in developing their baseball skills while encouraging the highest possible sense of sportsmanship and community spirit;
- (c) To carry on all other activities necessarily incidental to the operation of the Oakville Minor Baseball Association;

- (d) To accept donations, gifts, legacies and bequests in order to further the said objects;

PART VI  
Rights

6. Every player, parent, member, coach and volunteer have the following rights:

- (a) to be treated with dignity and respect;
- (b) to be free of physical or verbal abuse;
- (c) to speak freely without fear of recrimination;
- (d) to be free of intimidation, bullying, ridicule or humiliation.

6.1 Any person found contravening these rights may have his or her membership or affiliation with the OMBA terminated by a two-thirds vote of the Board at a duly constituted meeting.

Part VII  
Board of Directors

7. The affairs of the Corporation shall be managed by a board of directors, comprised of a minimum of five (5) directors and a maximum of eleven (11) directors, each of whom, at the time of his or her, election or within ten (10) days thereafter and throughout his term of office be a member of the Corporation.

7.1 Election of the directors shall be by rotation.

7.2 Each director shall be elected to hold office until the third annual meeting after he or she shall have been elected or until his successor shall have been duly elected and qualified.

7.3 For the purposes of electing directors in rotation, immediately after the coming into force of this Constitution, the newly elected directors will assemble, and they shall be divided as equally as possible into three (3) groups. The directors of the first group shall be vacated at the expiration of the first year, of the second group at the expiration of the second year and of the third group at the expiration of the third year so that one third of the directors may be chosen every year; and if vacancies happen by resignation or otherwise, the Board may make temporary appointments until the next Annual General Meeting.

7.4 The manner in which the groups will be established will be to write the names of all directors on papers of equal size folded and put into a box and drawn one by one by the President of the OMBA. The first third of papers drawn will be the first group, the next third of papers drawn will be the second group and the remaining names will be the third group as described in s. 7.3.

Approved at OMBA General Meeting, 26 October 2020

7.5 Each director upon his or her term expiring is eligible for re-election if otherwise qualified.

7.6 Each director that chooses to resign from or is voted off the Board will be eligible for re-election after twenty-four (24) consecutive months.

7.7 The election of directors may be by a show of hands unless any member demands a ballot.

7.8 Eligibility to become a board member requires the following qualifications:

- (a) be eighteen (18) or more years of age;
- (b) be a current member of the OMBA;
- (c) if not a current member of the OMBA, a person must be nominated by the Board of Directors for a Director's position, and must become a member within ten (10) days of election or appointment;
- (d) be of sound mind;
- (e) shall have no direct financial interest, in any sports business, organization, association or league;
- (f) cannot be a director of any sports business, or amateur sports organization, association or league.
- (g) cannot be a director if he or she has been convicted of a criminal offence for which he or she has not been pardoned.

7.9 If a director is convicted of a criminal offence, he or she automatically ceases to be a director.

7.10 No undischarged bankrupt shall be a director. If a director becomes bankrupt, he or she automatically ceases to be a director.

7.11 A director must immediately disclose to the Board that he or she has been charged with a Criminal offence.

7.12 A director must immediately disclose to the Board that he or she has filed for bankruptcy.

7.13 A director may not hold any paid employment with the OMBA including, without limitation, any staff position, nor may a director be an immediate family member of any person holding any such paid employment with the OMBA; provided that any individual under the age of 18 who is a family member of a director may be remunerated as an umpire in the OMBA if they do not receive special treatment or privileges in that capacity because of their relationship to the director and further provided that they are governed generally, as umpires, by the policies, procedures and practices of the OMBA created for general application to the development, education, assignment and discipline of all referees.

7.14 No more than one member of an immediate family can serve as a director at the same time.

7.15 The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

7.16 The Board, by resolution passed by at least two-thirds of the votes cast at a meeting of which notice specifying the intention to pass such resolution has been given, remove any director, who has engaged in conduct that is detrimental to the OMBA, before the expiration of his or her term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

7.17 A person shall cease being a director if he or she:

- (a) dies;
- (b) becomes mentally incompetent;
- (c) ceases to have the qualifications set out in sections 6.5, 6.6 and 6.7 for holding the position of director;
- (d) submits his or her resignation, in writing, to the OMBA;
- (e) if he or she is absent from three (3) regular meetings of the Board in succession or any four (4) regular meetings in any twelve (12) month period;
- (f) In the event of a director's absence per s. 7.16 (e), the Board, in its unfettered discretion, may reappoint that director to complete his or her original term of office if it sees fit to do so.

#### Part VIII Vacancies, Board of Directors

8. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

8.1 The term of any director selected by the Board in section. 8 of this Constitution will end at the next Annual General Meeting.

#### Part IX Quorum And Meetings Of Board Of Directors

9. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such

places or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or by the Secretary on direction of the President, or by the Secretary on direction in writing from any three directors. Notice of such meetings shall be delivered by any of the following: in person, by phone, , email, in writing or via any other electronic means of communication to each director not less than 1 day before the meeting is to take place or shall be mailed to each director not less than 2 days before the meeting is to take place. The statutory declaration of the Secretary or the President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

9.1 The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and such regular meeting no notices need be sent.

9.2 The Board shall meet at least once every fiscal quarter.

9.3 A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board. The directors may also conduct business electronically via email, if necessary.

#### Part X

#### Errors In Notice, Board Of Directors

10. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### Part XI

#### VOTING, BOARD OF DIRECTORS

11. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairperson, in addition to his or her original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demand by any director present, but if no demand be made, the vote shall be taken in the usual way be assent or dissent. A declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President, the Secretary or such other director may perform his duties, as the board may from time to time appoint for the purpose.

Part XII  
Powers

12. The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

12.1 The directors may by resolution from time to time set any and all rules of play, registration and eligibility requirements (including registration fees), policies, regulations and such other procedures with respect to all aspects of minor baseball within the objects of the Corporation and such other rules, requirements, policies, regulations, and procedures as the board from time to time may deem in the best interest of the Corporation, its members and players generally.

12.2 The board of directors may constitute from their number one or more committees of the board including an Executive Committee, however designated, and delegate to such committee or committees any power of the board permitted by law.

12.3 Where the board establishes an Executive Committee that committee may be empowered or delegated such powers of the board to carry on the management of the Corporation and any resolution, direction or other action taken by such committee that may have been taken by the board shall be valid and subsisting until determined otherwise by a majority of directors at any subsequent meeting of the board.

12.4 The board shall appoint external auditors and set their remuneration.

12.5 Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

Part XIII  
Remuneration Of Directors

13. The directors shall receive no remuneration for acting as such. However, the directors shall be entitled to be reimbursed for any out-of-pocket expenses reasonably incurred on behalf of the Corporation.



Part XIV  
Officers Of Corporation

14. There shall be a President, a Secretary, a Vice-President of House League, a Vice-President of Rep Baseball and a Treasurer, and such other officers as the board of directors may determine from time to time and shall comprise the Executive Committee.

14.1 No person may hold more than one position as an officer except whenever there is a vacancy on the Executive Committee and the Board approves combining one office with the other, by resolution of the Board.

14.2 Whenever the Board elects from amongst the directors, a member of the Executive other than the President, the Board shall fix and prescribe the duties of the named Officer so as to clearly differentiate the office from the position as director.

14.3 No officer except the President, by virtue of his or her office, need be a director of the OMBA, but all officers must be members of the OMBA.

14.4 All officers are in the service of the Board. As such they are bound by Board wishes and by limits of authority as set by the Board and may not act as an individual or in place of the Board except as the Board may have specifically delegated.

14.5 No officer, who is a director, shall receive remuneration for acting as an officer except for *bona fide* out of pocket expenses for acting, as an officer of the OMBA, shall be reimbursed. The remuneration, if any, for officers who are not directors shall be as the Board determines by resolution at its sole discretion.

14.6 The President, all Vice-Presidents, the Secretary and the Treasurer shall be selected by the board of directors.

14.7 The incumbent members of the Executive Committee shall hold office until their successors are selected, unless the Board has removed them from their position.

14.8 The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the Board shall settle the employment of all officers from time to time.

Part XIV  
Duties of the President

15. The OMBA shall have a President selected by the Board of Directors.

15.1 The President will also be the Chairperson of the Board of Directors

15.2 The President shall have no financial interest, direct or indirect, in any other sports business, organization, association or league.

15.3 The President must be at least eighteen (18) years of age.

15.4 The Board shall determine the other qualifications for the President.

15.5 Subject to the authority of the Board of Directors and by-laws and other governing documents of the OMBA, the President shall have the responsibility for the general supervision and direction of all business and affairs of the OMBA and shall have all such powers as may be necessary or appropriate to fulfill his or her responsibilities.

15.6 He or she will represent and promote the Association's policies in external meetings with the public, governments or other bodies, as authorized or requested by the Board.

15.7 The President is charged with protecting and preserving public confidence in the OMBA.

15.8 The President shall, when present, act as the Chairperson of any meetings of the Board, Executive Committee, special or general meetings of members and of the Annual General Meeting.

15.9 The President shall ensure the integrity of Board processes including meeting effectiveness, the Board's adherence to its own rules and that directions, orders and resolutions of the Board are carried out.

15.10 Questions arising at any meeting of the Board, Executive Committee or any committee shall be decided by a majority of votes. In case of an equality of votes, the President, in addition to his original vote, shall have a second or casting vote.

15.11 The president shall sign all contracts, instruments and documents as would normally require his or her signature and shall exercise such power and perform such other duties as may be assigned from time to time by the Board.

15.12 He or she shall act as spokesperson for the OMBA, as may be required from time to time, and perform such incidental duties as might normally be required or allowed by the Board to fall within the portfolio of the office of the President.

15.13 All officers, employees and volunteers of the OMBA will report to the President either directly or indirectly with the exception of the Board of Directors.

15.14 All decisions made by any member of the Executive Committee or any person in the OMBA, other than a decision of the Board of Directors, is reviewable by and appealable to the President and can be changed at his or her discretion.

15.15 In addition, the President shall:

Approved at OMBA General Meeting, 23 October 2020

- (a) Along with the Secretary, sign all by-laws and membership certificates;
- (b) Shall be an *ex officio* member of all OMBA committees;
- (c) Establish committees and or positions for general or specific purposes, as he or she deems necessary. The positions and committees can include, but are not limited to the following:
  - i) Director of Communications;
  - ii) Umpire-in-Chief;
  - iii) Umpire Scheduler;
  - iv) Director of Volunteers;
  - v) Marketing Director;
  - vi) Facilities Manager;
  - vii) Director of Discipline and Complaints.

15.16 The President at any time may remove a Chair of a committee or position or disband a committee established under s. 15.15 (c)

15.17 The Board of Directors shall determine the President's term of office. No term shall exceed two (2) years and the terms can be renewed.

15.18 The President shall be able to succeed himself or herself.

15.19 The President shall be selected by a majority of the directors' present at a duly constituted meeting.

15.20 The President by virtue of this position is a member of the OMBA Board of Directors.

15.21 The President may be removed at any time by a majority vote of the Board of Directors at a duly constituted meeting with a quorum present. The President shall not, by virtue of his role as Director, be able to cast a vote on this matter.

15.22 The President may be removed at any time at the Annual General meeting or by a special meeting of the members of the Corporation by a majority of the lawful votes present.

#### Part XVI Duties of the Secretary

16. The Secretary shall be *ex officio* clerk of the board of directors and the Executive Committee. He shall attend all meetings of the board of directors and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by a resolution of the board of directors to do so and to such person or persons as may be

Approved at OMBA General Meeting, 23 October 2020

named in the resolution, and he shall perform such other duties as may from time to time be determined by the board of directors.

16.1 The Secretary must be at least eighteen (18) years of age.

16.2 The Board shall determine the other qualifications for the Secretary.

16.3 Shall assist the President in the performance of his or her duties in the President's absence.

16.4 The Secretary shall, in the event that the President (as chairperson of specified meetings) is unable or unwilling to fulfill his or her duties for any reason, assume the responsibilities and powers and perform the duties of the office of President for such time as the Board sees fit. Should the Secretary be unable or unwilling to perform this duty, the presidential succession shall be granted to any other Director chosen by resolution of the Board.

16.5 The Secretary shall have other powers, authority, duties and responsibility as determined by the Board from time to time.

16.6 Shall act as a Risk Manager on behalf of the OMBA and as such:

- (a) shall cause to be performed any criminal records or other background checks or any other checks as the Executive Committee may determine;
- (b) shall report and deal with any activity or concerns relating to or regarding insurance liability coverage.

16.7 Shall act as the Privacy Officer of the OMBA

16.8 Shall perform any other duties as determined by the President

16.9 Shall prepare and retain custody of minutes or proceedings of the annual general meeting, extraordinary general meetings and any other meeting of the OMBA.

16.10 Shall be responsible for all correspondence of the OMBA and any other related duties.

16.11 Shall file such reports, resolutions, by-laws and any other documents as may be required by law.

16.12 The Board of Directors shall determine the Secretary's term of office. No term shall exceed two (2) years and the terms can be renewed.

16.13 The Secretary may be removed at any time by a majority vote of the Board of Directors at a duly constituted meeting with a quorum present. The Secretary shall not, if a Director, be able to cast a vote on this matter.

16.14 The Secretary may be removed at any time at the Annual General meeting or by a special meeting of the members of the Corporation by a majority of the lawful votes present.

Part XVII  
Duties of the Treasurer

17. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account

17.1 The Treasurer must be at least eighteen (18) years of age.

17.2 The Board shall determine the other qualifications for the Treasurer.

17.3 The Treasurer shall draft a budget for approval by the Board of Directors.

17.4 The Treasurer shall provide the financial position of the Corporation to the Board or President whenever required of him or her.

17.5 He shall also perform such other duties as may from time to time be determined by the board of directors.

17.6 The Treasurer can never sign any item contemplated by section 26 of the Constitution.

17.7 The Board of Directors shall determine the Treasurer's term of office. No term shall exceed two (2) years and the terms can be renewed.

17.6 The Treasurer may be removed at any time by a majority vote of the Board of Directors at a duly constituted meeting. The Treasurer shall not, if a director, be able to cast a vote on this matter.

17.8 The Treasurer may be removed at any time at the Annual General meeting or by a special meeting of the members of the Corporation by a majority of the lawful votes present.

Part XVIII  
Duties of the Vice President of House League

18. Shall chair and establish and appoint members to the House League Committee

18.1 The Vice President of House League must be at least eighteen (18) years of age.

Approved at OMBA General Meeting, 23 October 2020

18.2 The Board shall determine the other qualifications for the Vice President of House League.

18.3 The House League Committee shall manage all aspects of the House League Program.

18.3 Shall solicit interest and select the members of the House League Committee for approval by the Executive Committee.

18.4 Shall maintain and review the House League Manual and have it approved yearly by the Board of Directors.

18.5 The Board of Directors must approve of any amendments or changes to the House League Manual.

18.6 Shall select the coaches for the House League Program.

18.7 From time to time will have additional duties and responsibilities assigned as directed by the President.

18.8 The Board of Directors shall determine the Vice President of House League's term of office. No term shall exceed two (2) years and the terms can be renewed.

18.9 The Vice President of House League may be removed at any time by a majority vote of the Board of Directors at a duly constituted meeting. The Vice President of House League shall not, if a director, be able to cast a vote on this matter.

18.10 The Vice President of House League may be removed at any time at the Annual General meeting or by a special meeting of the members of the Corporation by a majority of the lawful votes present.

## Part XIX

### Duties of the Vice President of Rep Baseball

19. Shall chair and establish and appoint members to the Rep Committee

19.1 The Vice President of Rep Baseball must be at least eighteen (18) years of age.

19.2 The Board shall determine the other qualifications for the Vice President of Rep Baseball.

19.3 The Rep Committee shall manage all aspects of the Rep Program, including player releases and selecting the OMBA representative at COBA.

19.4 Shall solicit interest and select the members of the Rep Committee for approval by the Executive Committee.

Approved at OMBA General Meeting, 23 October 2020

19.5 Shall maintain and review the Rep Manual and have it approved yearly by the Board of Directors.

19.6 The Board of Directors must approve any amendments or changes to the Rep manual.

19.7 Shall select the rep coaches by establishing a Rep coaches selection committee.

19.8 From time to time will have additional duties and responsibilities assigned as directed by the President.

19.9 The Board of Directors shall determine the Vice President of Rep Baseball's term of office. No term shall exceed two (2) years and the terms can be renewed.

19.9 The Vice President of Rep Baseball may be removed at any time by a majority vote of the Board of Directors at a duly constituted meeting. The Vice President of Rep Baseball shall not, if a director, be able to cast a vote on this matter.

19.10 The Vice President of Rep Baseball may be removed at any time at the Annual General meeting or by a special meeting of the members of the Corporation by a majority of the lawful votes present.

#### Part XX Duties Of Other Officers

20. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

20.1 Officers must be at least eighteen (18) years of age.

20.2 The Board shall determine the other qualifications for the Officers.

20.3 The Board of Directors shall determine the other officers' term of office. No term shall exceed two (2) years and the terms can be renewed.

20.4 Any other Officer may be removed at any time by a majority vote of the Board of Directors. The Officer, if a director, shall not be able to cast a vote on this matter.

20.5 An Officer can be removed from his or her position at any time by a resolution approved of by the membership at an Annual General Meeting or at a Special Meeting. The Officer shall not be able to cast a vote on this matter.

Part XXI  
Execution Of Documents

21. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by the President together with the Secretary, or by such other officers as the board by resolution may determine from time to time, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

21.1 Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President and the Secretary, or by any person as the board by resolution may authorize.

21.2 The President, or the Secretary or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation and may, affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

21.3 Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

Part XXII  
Books And Records

22. The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

Part XXII  
Membership

22. Membership in the OMBA shall be limited to:

- (a) Each parent or guardian (to a maximum of two (2)) of a registered player on a baseball team organized by the OMBA, provided that player is under the age of 18 years of age;
- (b) A person registered as a player on a baseball team organized by the OMBA who is 18 years of age and older;



- (c) Honorary members who are appointed by the Board for such reasons and such periods of time as the Board sees fit and shall have such privileges and benefits of membership as the Board determines from time to time. Honorary members shall be deemed registered without payment of fees and shall have no vote at any meeting of voting members;
- (d) Such other person or persons who demonstrate an interest in the OMBA and its purpose and objectives and who is approved for membership by the Board of Directors;
- (e) Each member agrees to act in accordance with the purposes and objects of the OMBA.

22.1 In the case of a parent or guardian of a player described in section 22 (a):

- (a) his or her membership will begin once dues have been paid in the manner determined, from time to time, by the Board;
- (b) his or her membership shall automatically terminate at the end of every playing season, forty-eight (48) hours following the completion of the OBA Provincial Championships;
- (c) his or her membership will terminate immediately if the player, or the parent or guardian on behalf of the player, has declared that he or she will no longer be playing in the OMBA;
- (d) a parent or guardian having more than one child registered in the OMBA shall have no greater rights as a member in the Corporation than a member having only one child registered.

22.2 All persons shall apply for membership in writing on forms or by methods designated by the Board, and by policy or regulations as are approved by the Board from time to time, and the forms may contain requirements, restrictions, stipulations, undertakings or any conditions as the Board may require. All membership applications are subject to Board approval and the Board may refuse to accept any application. Such refusal shall not be required to show cause, although adherence to OMBA regulations and policies is required and compliance with principles of fairness is presumed.

22.3 Notwithstanding anything to the contrary herein, the board may at any time revoke the membership of any member or refuse membership to any person that in the opinion of the board, is not acting in the best interests of the Corporation.

22.4 In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation unless otherwise determined by the board.

22.5 Each member in good standing shall be entitled to one (1) vote on each question arising at any special or general meeting of the members. A member shall not be entitled to vote by proxy in any circumstance.

22.6 The Secretary shall not be required to record or to inform any member of his or her admission as a member.

Part XXIII  
Dues

23. There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by resolution of the board of directors, which resolution shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

23.1 The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

23.2 Registration fees for programs provided by or carried out by the Corporation may be chargeable in such amounts and on such terms and conditions as may be determined by resolution of the board from time to time.

Part XXIV  
Annual and Other Meetings of Members

24. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

24.1 At every annual meeting, in addition to any other business that may be transacted thereat, the following business shall be dealt with:

- (a) the Board of Directors' report;
- (b) the financial statements for the Corporation;
- (c) the report of auditors of the Corporation;
- (d) election of directors.

24.2 The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors, the President, or the Secretary on the written request of at least three (3) directors, shall have power to call at any time a general meeting of the members of the Corporation. A public notice or advertisement of members' meetings, annual or general, shall be required. Any such public notice or advertisement shall include notice of the time and place of every such meeting and shall be given by placing such public notice or advertisement in a newspaper with general circulation in the Town of Oakville at least ten days before the time fixed for the holding of such meeting. Provided that any meetings of members may be held at any time and place without such notice if all members of the Corporation are

present thereat and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

24.3 Nominations for the election of a director at any annual meeting shall be required to be delivered to the Secretary, or where the board has duly established a nominating committee, to the chairperson of that committee, no later than seven (7) calendar days prior to the annual meeting. Nominations may be accepted after that date at the discretion of the board only in the event the number of nominations received prior to that time are less than the minimum number of directors permitted on the board. A non-member of the OMBA seeking to be a Director can only do so if nominated by the Board of Directors. Non-members of the OMBA cannot nominate themselves for election to the Board.

24.4 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any of all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

24.5 Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

24.6 A quorum for the transaction of business at any meeting of members shall consist of not less than thirteen (13) members present or virtual, and in no case can any meeting be held unless there are at least thirteen (13) members present in person.

24.7 Subject to the provisions, if any, contained in the Letters Patent of the Corporation or the Corporations Act (Ontario), as it may amended from time to time, each member of the Corporation shall at all meetings of members be entitled to one (1) vote. No member shall be entitled to vote at meetings of the members of the Corporation unless he or she has paid all dues or fees, if any, then payable by him or her.

24.8 At all meetings of members every question shall be decided by a majority of the votes of the members present unless otherwise required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless any member demands a poll. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given

by the members present in person, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

Part XXV  
Financial Year

25. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the last day of the month of September, in each year.

Part XXVI  
Cheques Etc.

26. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by at least two (2) officers, who are not the Treasurer, or agents of the Corporation and otherwise in such manner as shall from time to time be determined by resolution of the board of directors and any such officers or agents may endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Anyone of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

Part XXVII  
Deposit Of Securities For Safekeeping

27. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions, which may be so selected as custodians by the Board of Directors, shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Part XXVIII  
Notice

28 Any notice (which term includes any communication or document) to be given, sent delivered or served pursuant to the Act, the Letters Patent or by-laws or otherwise, to a member, director, officer or auditor, if any, shall be sufficiently given if delivered electronically, personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered, electronically, personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of electronic transmission or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. Notice required to be given by public notice or advertisement, either electronically or in the newspaper, shall be deemed to be given on the date on which such newspaper is expressed to be published or printed and distributed. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

Part XXIX  
Borrowing

29. The Board of Directors may from time to time:

- (a) borrow money on the credit of the Corporation; or issue, sell or pledge securities of the Corporation; or
- (b) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the Corporation.

29.1 From time to time the Board may authorize any director, officer or employee of the Corporation; to issue, sell or pledge securities of the Corporation; or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the Corporation.

29.2 The Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any

Approved at OMBA Annual General Meeting, 17 November 2014

moneys borrowed or remaining due by the Corporation as the directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

**Part XXX**  
Repeal

30. All previous Constitutions of the Corporation are repealed as of the coming into force of this Constitution. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act), or predecessor charter documents of the Corporation obtained pursuant to, any such by-law prior to its repeal.

30.1 All officers are to act as if appointed under the provisions of this Constitution and all resolutions of the shareholders or the Board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

**Part XXXI**  
Procedure for Amending the Constitution

31. The Constitution may be enacted, repealed, amended, added to or re-enacted by the Board in accordance with the provisions of the Act.

PASSED at the Annual General Meeting on this 17<sup>th</sup> day of November 2014

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Mark O'Connor  
Acting President  
Oakville Minor Baseball Association

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Name  
Secretary  
Oakville Minor Baseball Association