



## **BY-LAW NUMBER 1**

A by-law relating generally to the conduct of the affairs of

## **TOTTENHAM – BEETON DISTRICT MINOR SOFTBALL ASSOC.**

### **NAME**

The name of the organization shall be “Tottenham – Beeton District Minor Softball Assoc.” The organization may also be referred to as “TBDMSA” in some documents provided the document has at least one reference to the name “Tottenham – Beeton District Minor Softball”.

### **PURPOSE**

Tottenham – Beeton District Minor Softball is accepted by the Corporation of The Town of New Tecumseth as an organization providing young people, with an enjoyable form of recreation as well as instruct them in the game of softball (fast pitch and tee ball) and instill a sense of fair play and good sportsmanship.

All members, involved in the operation of Tottenham -Beeton District Minor Softball, participate, without exception, on a purely volunteer basis without remuneration, or consideration, of any sort.

All moneys, including registration fees; sponsorship fees; interest; donations of any kind, will be used solely to promote the objectives of Tottenham – Beeton District Minor Softball.

## **CORPORATE SEAL**

1. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of Tottenham – Beeton District Minor Softball Assoc.

## **CONDITIONS OF MEMBERSHIP**

2. Membership in the corporation shall be limited to persons over the age of eighteen (18) interested in furthering the objects of the corporation.
3. Membership fees shall be as determined by the Board of Directors ('Board').
4. Membership fees shall be deemed to be paid if the member has paid a Registration Fee.
5. Any member may withdraw from the corporation by delivering to the corporation a written resignation and lodging a copy of the same with the Secretary of the corporation.

## **HEAD OFFICE**

6. The Head Office of the corporation shall be located in the Town of New Tecumseth, in the County of Simcoe, in the Province of Ontario.

## **BOARD OF DIRECTORS**

7. The property and business of the corporation shall be managed by a board of at least three (3) Directors of whom majority number shall constitute a quorum.
8. The applicants for incorporation shall become the first Directors of the corporation and shall hold office until their successors are elected or appointed under paragraphs 9 or 10 hereof.
9. Successors to the first Directors shall be elected by the members at the first meeting of members. Thereafter Directors shall be elected annually at the annual meeting of members.
10. The Office of Director will be automatically vacated if:
  - (a) the Director ceases to be a member of the corporation as under paragraph 2;
  - (b) the Director becomes an undischarged bankrupt or mentally incompetent person;
  - (c) the Director is not at least eighteen (18) years of age;

(d) at a special general meeting of members a resolution is passed by a three quarters (3/4) majority of the members present at the meeting that the Director be removed from office;

(e) the Director dies. A Director may resign his/her position before the end of its term by delivering a written resignation to the Secretary of the corporation. If any vacancy occurs for any reason, the Board of Directors may, by majority vote, appoint a new Director from the existing membership.

11. Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that seven (7) days notice of such meeting shall be given to each Director, provided there shall be at least one (1) meeting per year of the Board of Directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. Each Director is authorized to exercise one (1) vote. In the case of a tie, the President shall cast a second and deciding vote.
12. Directors, as such, shall not receive any remuneration for their services. In addition, a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties. Nothing herein contained shall be construed to preclude any Director from serving the corporation as an officer or in any other capacity and receiving compensation therefor.
13. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected. A Director shall hold office until the next annual meeting of members following his/her election or appointment.
14. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
15. The remuneration of all employees shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members,

then the remuneration to such employees shall cease to be payable from the date of such meeting of members.

## **INDEMNITIES TO DIRECTORS AND OTHERS**

16. Every Director or Officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;
- (a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;
  - (b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

## **POWERS OF DIRECTORS**

17. 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 articles or otherwise authorized to exercise and do. The Directors may by resolution delegate to the Officers of the corporation such of their powers as may be lawfully delegated and as may be specified in the resolution or resolutions.
18. The Directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an Officer or Officers or other employee or agent of the corporation the right to make such expenditures including the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the corporation.

19. The Board of Directors shall take such steps as they may deem requisite to enable the corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the corporation.

## **OFFICERS**

20. Officers of the corporation shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following each annual meeting of the members.

21. The Officers of the corporation shall be a President, Vice-President, Secretary, Treasurer, Convenors of each division as determined at the annual general meeting. Any two (2) offices may be held by the same person.

22. The Officers of the corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead.

## **DUTIES OF OFFICERS**

23. The President shall be a Director of the corporation, but no other Officer need be a Director of the corporation. Any Officer may also be removed by a resolution of the Board of Directors.

24. The President shall be the Chief Executive Officer of the corporation. He/she shall preside at all meetings of the corporation and of the Board of Directors. He/she shall have the general and active management of the affairs of the corporation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect.

25. The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors.

26. The Treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer

in securities as may be designated by the Board of Directors from time to time. He/she shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, and accounting of all the transactions and a statement of the financial position, of the corporation. He/she shall also perform such other duties as may from time to time be directed by the Board of Directors.

27. The Secretary shall attend all meetings of the corporation and of the Board of Directors and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he/she shall be. He/she shall be custodian of the seal of the corporation, which he/she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

28. 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 them.

### **EXECUTION OF DOCUMENTS**

29. Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two Directors or Director/Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers or other person or persons on behalf of the corporation to sign specific contracts, documents and instruments in writing.

### **MEETINGS OF MEMBERS**

30. The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place as the Board of directors may determine and on such day as the said Directors shall appoint.

31. At every annual meeting, in addition to any other business that may be transacted, the financial statement prepared by Treasurer shall be presented and a Board of Directors elected. The members may consider

and transact any business either special or general at any meeting of the members. The Board of Directors shall have power to call, at any time, a general meeting of the members of the corporation.

32. At least seven (7) days' prior notice shall be given of any annual or special general meeting of members. Members present in person at a meeting shall constitute a quorum. Each member present at a meeting shall have the right to exercise one vote. Notice may be by mail, newspaper, email, fax or telephone.
33. 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 or all proceedings taken or had thereat. For purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of the member, Director or Officer shall be his/her last address recorded on the books of the corporation.

### **VOTING OF MEMBERS**

34. At all meetings of members of the corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute, by these by-laws or by unanimous agreement among the members.

### **FINANCIAL YEAR**

35. Unless otherwise ordered by the Board of Directors, the fiscal year-end of the corporation shall be December 31.

### **COMMITTEES**

36. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors.

### **AMENDMENT OF BY-LAWS**

37. The by-laws of the corporation may be repealed or amended by by-laws enacted by a majority of the Directors at a meeting of the Board of Directors. Any by-law amendment by the Board of directors is effective when passed.

Every such by-law, repeal or amendment, unless in the meantime confirmed at a general meeting by a majority of members present, has effect only until the next annual meeting of the members and unless confirmed thereat by a majority of members present, ceases to have effect. In that case, no new by-law of the same or like substance has any effect until confirmed at a general meeting.

## **BOOKS AND RECORDS**

38. 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.

## **RULES AND REGULATIONS**

39. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

## **SAFETY**

40. All rules pertaining to safety, as defined in the Softball Canada Official Guide and Rule Book, will be adhered to. Tottenham – Beeton District Minor Softball Assoc. may add rules regarding safety provided they do not override or undermine existing Softball Canada rules.

## **REGISTRANT ELIGIBILITY**

41. Within the constraints of the jurisdiction of Tottenham – Beeton District Minor Softball Assoc. and available teams and diamond time:

- (a) All young people between the ages of three (3) years and eighteen (18) years are eligible to register with Tottenham – Beeton District Minor Softball Assoc.
- (b) No youth shall be made ineligible on the basis of race, sex, creed colour, or financial situation. Ineligibility may occur if the registrant is under suspension from previous years.



## **SUSPENSIONS**

42. (a) If a person, directly or indirectly connected with a Tottenham – Beeton District Minor Softball Assoc. sanctioned team, be it a player, coach, assistant coach or any other, is deemed with due process to be exhibiting behavior contrary to the policies of Tottenham – Beeton District Minor Softball Assoc.: Said person may be suspended from play subject to a review by the officers of Tottenham – Beeton District Minor Softball Assoc. Should it be deemed that the behavior could have or in fact did cause injury then the suspension will most likely be for the remainder of the current season including any tournament play
- (b) If the suspended person is a TBDMSA registrant, under the age of eighteen, a letter will be forwarded to the parent/guardian stating the cause and effect of the suspension.
- (c) Suspension does not entitle the registrant or member to any refund of fees.
- (d) A suspension may be appealed by the registrant or a parent or guardian in writing to the secretary of TBDMSA:
- An open hearing will be arranged at the earliest possible time by the officers of Tottenham – Beeton District Minor Softball Assoc.
  - The suspension will remain in force pending the appeal.
  - The final decision rests with the Officers of Tottenham – Beeton District Minor Softball Assoc .

## **EQUIPMENT**

43. All equipment supplied by TBDMSA shall remain the property of TBDMSA.
44. Equipment shall be returned promptly to the organization when requested by the Officers or the Equipment Manager.
45. Disposal of any and all Tottenham – Beeton District Minor Softball Assoc. equipment may be made only with the approval of the Officers.
46. Abuse of TBDMSA equipment, other than normal wear and tear, will incur a liability on the part of the user to repair or replace said equipment.
47. Full ban of high power bats.

48. All equipment used must be both CSA and “Thumb printed” as well as approved by TBDMSA.

## **REGISTRATIONS**

49. (A) Public registrations will be held each year on no less than two (2) separate dates between February 1st and April 15th.

(B) Online Registration opens February 1st and closes April 15th.

50. Registrations accepted after the final public registration date will be subject to a \$25.00 administration fee subject to space availability.

51. No registrant will be placed on a team until their registration is complete and fully paid.

## **REFUNDS**

52. Refunds may be issued due to injury at the Board’s discretion.

53. Full refunds will be given up to the time that the registrant has been placed on a team list and has been so informed.

54. From the time that the registrant is placed on a team list and until the playing season has begun, refunds in the amount of 50% of the fee will be given.

55. Once the playing season is underway, a refund will be given at the discretion of the Executive will be made.

## **INTERPRETATION**

56. In these by-laws of the corporation hereafter passed, 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.

Updated: November 2019