



SCARBOROUGH EAST MINOR SOFTBALL ASSOCIATION

Constitution

Article 1 Name and Affiliation

The name of the organization shall be known as SCARBOROUGH EAST MINOR SOFTBALL ASSOCIATION, also known as SEMSA.

Article 2 Objectives

To develop the ideals of good sportsmanship and fair play in players through a well regulated amateur softball program, within the boundaries of Scarborough, in accordance with the principles and rules of Softball Canada, the O.A.S.A. and the P.W.S.A

To have and exercise a general care, supervision, and direction over all playing interests and conduct of the teams and players of the Association

To provide administrative and training support for all affiliated players, coaches, umpires and interested parties.

Article 3 Membership

The following persons shall be eligible for membership in the Corporation:

- a. the incorporating directors;
- b. any parent of a registered player or a registered player over 18, on an Association team
- c. any persons holding an appointed position within the last two years. This would include but not be limited to:
 - a. Directors
 - b. Officers
 - c. Coach, Assistant Coach or Manager of an Association team
 - d. SEMSA conveners', managers, and other persons supportive of the league and as such are admitted on an individual basis by the directors.

These rights accrue to the members of any amalgamating league joining with the Association

Article 4 Board of Directors

The Board of Directors of the Association shall be elected for a one year term at the Annual General Meeting by the majority of the members present at the meetings.

The affairs of the Corporation shall be managed by a Board of Directors of five (5) Directors.

The Board of Directors has the power to enforce the provisions of the Constitution, Bylaws, operating procedures, and playing rules.

The board of directors shall authorize all expenses, be responsible for the auditing of the books of the Association and in general look after the financial welfare of the Association.

Article 5 Amendments

No amendments or alteration shall be made to any part of this Constitution except at the Annual General Meeting of the Association and only by two-thirds majority of the total votes cast. Notice of any proposed amendment must be submitted to the Secretary of the Association in writing at least 30 days prior to the Annual General Meeting.

Amendments to the By-laws and playing rules may be made at any Executive Council Meeting by a majority of votes of the executive members present at such meeting.

PASSED by the membership at the Annual General Meeting and accepted this 17 day of October, 2007.

President

Vice President

By- Laws

A set of by-law relating generally to the transaction of the affairs of the **SCARBOROUGH EAST MINOR SOFTBALL ASSOCIATION**, a corporation without share capital incorporated under the Ontario Corporations Act (Ontario Corporation Number *to be determined*) hereafter referred to as the "Act"

BE IT ENACTED as a by-law of the **SCARBOROUGH EAST MINOR SOFTBALL ASSOCIATION**

(The "Corporation") as follows:

HEAD OFFICE

1. The head office of the Corporation shall be in the City of Toronto. The directors may from time to time, determine the specific location of the head office.

MEMBERS

2. Annual membership fees shall be set by the by the Board of Directors as they may in their discretion determine, from time to time.
3. Every member in good standing and who has paid the applicable annual membership fee for that year is entitled:
 - a. to attend any general meeting of the Corporation;
 - b. to vote, if of legal voting age, at any general meeting of the Corporation; and,
 - c. to hold any office of the Corporation if of legal voting age.
4. A member may vote at a meeting by proxy delivered to the secretary prior to the vote subject to:
 - a. delivery of the proxy votes to the Secretary a minimum of twenty-four (24) hours prior to the meeting, and,
 - b. the voters being clearly identified as members of the Association
5. Each member is entitled to one vote. The chair of the meeting is entitled to a casting vote in the event of a tie on any matter before that meeting that has been voted upon by the members.
6. Membership shall cease:
 - a. upon the death of a member;
 - b. if the member has not renewed his or her membership and paid the applicable annual membership fee prior to or at the annual general meeting;
 - c. if the member resigns by written notice given to the Secretary; orif the member no longer qualifies for membership in accordance with the Constitution.

FISCAL YEAR

7. The fiscal year of the Corporation shall begin on January 1 of each year and end on Dec 31 of that year.

MEETINGS OF MEMBERS

8. The annual general meeting of the Corporation shall be held not later than eighteen months after its incorporation and not more than fifteen months after the holding of the preceding annual meeting.
9. The Directors may, from time to time, call a general meeting of the Corporation.
10. The Directors shall call a general meeting of the Corporation if the members of the Corporation request that a general meeting be called by presenting to the Secretary a
d. petition signed by a minimum of 10% of the members.
11. Notice of the annual general meeting or of a general meeting shall be given to the members by the Secretary at least seven days before the date of the meeting.
12. A Quorum for the annual general meeting or for a general meeting of the Corporation shall be the lesser of ten (10) members or two thirds ($\frac{2}{3}$) of the total number of members providing those members are of legal voting age.
13. The members present shall vote on any resolution arising at any general meeting of the members. A majority of votes shall decide the resolution.
14. Any meeting of the Corporation may be adjourned to any time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.
15. Any notice required to be given under the Act, the letters patent, the by-laws or otherwise by a member, director, officer or auditor shall be deemed to have been given if:
 - a. delivered personally to the person to whom it is to be given;
 - b. delivered to the person's address as recorded in the Corporation's records;
 - c. mailed to the person's address as recorded in the Corporation's records by prepaid ordinary mail or electronic mail;
 - d. sent to the person's address as recorded in the Corporation's records by any means of prepaid transmittal, delivery or recorded communication;
16. A notice shall be deemed to have been given when it is delivered personally or to the person's address, or three days after it was mailed or transmitted.
17. The notice shall specify the business to be attended to at the annual general meeting or a general meeting of the Corporation.

BOARD OF DIRECTORS

18. The Board of Directors shall appoint from among themselves; a President, Vice President, and Treasurer. The positions of Secretary shall be appointed by the Board of Directors. The positions of Secretary and Treasurer may be combined into one position where the Directors consider it appropriate.
19. The Board of Directors has the power to appoint replacements of any member of the Board of Directors who resign during the term of office.
20. The Board of Directors may, on behalf of the Corporation, exercise all the powers that the Corporation may legally exercise under the Act, the letters patent or otherwise, unless the Directors are restricted by law or by the members from exercising those powers. These powers include, but are not limited to, the power:
 - a. to enter into contracts or agreements
 - b. to make banking and financial arrangements;
 - c. to execute documents;
 - d. to direct the manner in which any other person or persons may enter into contracts or agreements on behalf of the Corporation;
 - e. to purchase, lease or otherwise acquire, sell, exchange or otherwise dispose of real or personal property, securities or any rights or interests for such consideration and upon such terms and conditions as the directors may consider advisable;
 - f. to borrow on the credit of the Corporation for the purposes of operating expenses, or on the security of the Corporation's real or personal property; and
 - g. to purchase insurance to protect the property, rights and interests of the Corporation and to indemnify the Corporation, its members, directors and officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation.
 - h. The Associations annual budget shall be approved by the board of directors. Expenditures outside the budget shall require acceptance of the Board of Directors.
21. Each director shall be a member of the Corporation at the time of his or her election or appointment, or within ten days of his or her election or appointment. A director shall be eighteen or more years of age. No undischarged bankrupt person shall be a director, and, if a director becomes a bankrupt, he thereupon ceases to be a director.
22. Each director shall be elected to hold office until the first annual general meeting after he or she was elected or until his or her successor shall have been duly elected. All directors shall retire at each general meeting, but each is eligible for re-election if he or she is otherwise qualified to be a director.
23. The directors may appoint a director to fill a vacancy, provided that a quorum of directors remains in office. If there is no quorum of directors, the remaining directors shall call a general meeting of the Corporation to fill the vacancies.
24. The members of the Corporation may elect a director or directors, as the case may be, by a show of hands or by ballot if requested by a member.
25. The members of the Corporation may remove a director by a resolution passed by at least two-thirds of the votes cast at a general meeting for which notice was given and may by a majority of votes cast, elect at that general meeting any person in his or her

stead for the duration of the term.

26. Any by-law or resolution signed during a corporation's first year or existence by all the directors is as valid and effective as if passed at a meeting of the directors duly called, constituted and held for that purpose.
 - a. Any resolution signed during the corporation's first year of existence by all members is as valid and effective as if passed at a meeting of the members duly called, constituted and held for that purpose.
 - b. Any by-law passed at any time during a corporation's existence may, in lieu of confirmation at a general meeting, be confirmed in writing by all the members entitled to vote at such meeting.

MEETINGS OF THE DIRECTORS

27. A quorum for a meeting of the Board of Directors shall be a majority of the directors. The Board may hold its meetings at any place in Ontario as it may, from time to time, determine.
28. No formal notice of any meeting of the Board shall be necessary if all the elected directors are present or if those absent have indicated their consent to the meeting being held in their absence.
29. Board meetings may be called by any director. Notice may be given by telephone or by electronic transmittal not less than one day before the meeting is to take place or by mail not less than three days. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of the directors may also take place without notice immediately after an annual general meeting or a general meeting to transact any business.
30. No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at such meeting. Any director may at any time waive notice for any such meeting and may ratify and approve of any or all proceedings taken or had at the meeting.
31. The directors shall vote on any resolution arising at any meeting of the Board. Any resolution requires the support of three members of the board of directors.
32. A declaration by the Secretary 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 or against any resolution.

OFFICERS

33. There shall be a President, Vice-President, Treasurer, Secretary, and such other officers as the Board of Directors may determine by resolution from time to time. One person

may hold more than one office except the office of President and Vice-President. The President, Vice-President, and Treasurer shall be elected to the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the Board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board. No person shall qualify to be an officer of the Corporation until he or she attains the age of eighteen (18) years of age.

34. The officers of the Corporation shall have the following duties:

- a. President – The President shall preside at all meetings of the Corporation and of the Board, when present in person and able; have general supervision of the affairs of the Corporation; sign all by-laws and execute any documents with the Secretary, perform any other duties which the Board may, from time to time, assign;
- b. Vice-President: The Vice President shall exercise any or all of the duties of the President in the absence of the President or if the President is unable for any reason to perform those duties; and perform any other duties which the Board may, from time to time, assign;
- c. Secretary: - The Secretary shall keep and maintain the records and books of the Corporation, including the registry of officers and directors, the registry of members, the minutes of the annual general meeting, general meetings and meetings of the Board, the by-laws and resolutions; give any notices required for the annual general meeting, general meetings and meetings of the Board of Directors; and perform any other duties which the board may, from time to time assign;
- d. Treasurer: The Treasurer shall receive all moneys paid to the Association. Such moneys shall be deposited without delay into an account in the name of Scarborough East Minor Softball Association. The Treasurer shall keep and maintain the financial records and books of the Corporation; co-sign all cheques or other payments with the President or the Vice-President; assist the auditor in the preparation of the financial statements of the Corporation; and perform any other duties which the Board may, from time to time, assign;
- e. Other Officers - the Board may appoint other officers, including without limitation Honorary Officers and agents (and with such titles as the Board may prescribe from time to time) as it considers necessary and all officers shall have the authority and perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officer or agent of the Corporation. The duties of all other officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

OPERATING POLICIES AND PROCEDURES

35. Operating policies to lock in expectations will be established by the board of directors and will be authorized for the calendar year by a majority of the directors.

SUSPENSION

- 36. Any member of SEMSA willfully violating the Constitution, Bylaws, or Operating Policies and Procedures of SEMSA or refusing to abide by the decision of the Executive shall be subject to a hearing and possible suspension.

INDEMNIFICATION

- 37. The Corporation shall indemnify and save harmless the directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:
 - a. all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
 - b. all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

The foregoing by-law is hereby confirmed by all of the directors of the Corporation pursuant to the Corporations Act, as evidenced by their signatures hereto.

Dated the 22 day of November, 2007.

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