



BASEBALL CANADA BYLAWS

ARTICLE 1 GENERAL

1.1 Purpose - These Bylaws relate to the general conduct of the affairs of the Canadian Federation of Amateur Baseball/Fédération Canadienne de Baseball Amateur, (hereafter referred to as “Baseball Canada”), a federal corporation incorporated under the Canada Corporations Act (S.C. c. C-32) and continued under the Canada Not-For-Profit Corporations Act (S.C. 2009, c.23) (hereafter referred to as the “CNCA” or the “Act”).

1.2 The following terms have these meanings in these Bylaws:

- a) *Act or CNCA*– the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- b) *Annual Meeting* – the annual meeting of the Members;
- c) *Articles* – the restated articles of continuance of the Corporation;
- d) *Auditor* – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;
- e) *Authorized Delegate* – A person named by the member association to act on their behalf;
- f) *Board* – the Board of Directors of the Corporation;
- g) *Corporation* – Baseball Canada;
- h) *Days* – In these Bylaws, the number of days specified for giving notice shall mean total days, inclusive of weekends or holidays. Where a deadline’s final date falls on a weekend or a holiday, the next business day when the Baseball Canada office is open shall be the final date for the purpose of the deadline in question;
- i) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws;
- j) *Member* – those organizations meeting the definition of Member pursuant to section 2.1 of these Bylaws;
- k) *Officer* – an elected director or appointed to serve as an Officer (President, Vice-President, Treasurer and CEO), of the Corporation pursuant to section 3.18 of these Bylaws;
- l) *Ordinary Resolution* – a resolution passed by the majority of votes cast on that resolution;
- m) *Organizational Participant* – those athletes, coaches and officials who are engaged in activities at the provincial/territorial, national or international level that are provided, sponsored, supported, sanctioned or recognized by the Corporation or its Members, provided that all such athletes, coaches and officials are registered. Organizational Participants may pay a program fee for services rendered by the

<p>Corporation or its Members but are not Members of the Corporation. The Corporation will maintain a Registration Policy that will determine the requirements of registration in order for an athlete, coach or official to be deemed to be an Organizational Participant.</p> <p>n) <i>Provincial Committee</i> – a standing committee of the Board composed of Members’ Presidents or authorized delegate, acting in an advisory role to support the Board in strategic and policy matters, such as national championships, national registration, fees and other matters of importance common to all provinces or significant to one province;</p> <p>o) <i>Special Resolution</i> – a resolution that fundamentally changes articles or the bylaws of the Corporation as defined by article 7.2 of these bylaws.</p>
<p>1.3 Head Office - The Head Office of Baseball Canada shall be located in the National Capital Region of Canada, or at such place as the Board shall determine.</p>
<p>1.4 Interpretation of Bylaws - Except as provided in the Act, in the event of a dispute, the Board shall have the authority to make an interpretation concerning any word, term or phrase in these Bylaws which is ambiguous, contradictory or unclear.</p>
<p>1.5 Official Languages - The Official languages of Baseball Canada shall be English and French.</p>
<p>ARTICLE 2 MEMBERSHIP CLASS</p>
<p>2.1 Members – Baseball Canada shall have one (1) class of Members; the Provincial/Territorial Sport Organizations (PTSO) in Baseball who shall be the voting Members of the Corporation.</p> <p>The Provincial/Territorial Sport Organizations in Baseball shall be the sole voting Members of the Corporation. The Members elect the Board of Directors and vote on any matter to be decided by the Members as stipulated in these Bylaws or in the Act.</p> <p>As at (Date of Adoption by membership) the Members are:</p> <p>Baseball British Columbia Baseball Alberta Baseball Saskatchewan Baseball Manitoba Baseball Ontario Baseball Quebec Baseball New Brunswick Baseball Nova Scotia Baseball Prince Edward Island Baseball Newfoundland & Labrador</p>

Qualifications for Membership

2.2 Member's qualifications are as follows:

- a) Provincial/Territorial Sport Organization in baseball that are recognized by Baseball Canada as the only governing body for the sport of amateur baseball in each province and territory are eligible to be Members, provided that they are recognized as a governing body by their province or territory and shall remain the recognized governing bodies unless removed in accordance with section 2.9 of these Bylaws;
- b) Baseball Canada's Board of Directors shall have the sole authority to determine the Provincial/Territorial Organization's Member for a given province or territory.

Admission of Members

2.3 No organization shall be admitted as a Member unless:

- a) It has made written application to the Board of Directors in the form prescribed by the Board;
- b) It has been approved as a Member by the Board; and
- c) It has paid membership dues as determined by the Board.

Membership Dues

2.4 Year - Unless otherwise determined by the Board, the membership year of Baseball Canada shall be the fiscal year.

2.5 Dues - Membership dues shall be determined by the Board by June 30th of each year for the next fiscal year in accordance with Baseball Canada's policies.

2.6 Deadline - Membership dues must be paid by June 1st of each year or, where deemed appropriate by the Board to change the June 1st due date in any year, by such date as is determined by the Board.

Withdrawal and Termination of Membership

2.7 Resignation - A Member may resign from Baseball Canada by giving one hundred and eighty (180) days written notice to the Board.

2.8 Arrears For Dues - A Member may be suspended from Baseball Canada by a majority vote of the Board for failing to pay membership dues or failing to be in compliance with their provincial or territorial Government's requirements by the deadline date prescribed by these Bylaws. The Board will allow the Member the opportunity to defend its position against being suspended.

2.9 Removal of a Member - A Member may be expelled from membership in Baseball Canada by a unanimous vote of all other Members at a meeting of the Members duly called to consider such decision to expel the Member and at which the Members will allow the Member the opportunity to defend their position against expulsion.

2.10 Liable For Dues - Notwithstanding expulsion from membership, a former Member remains liable for any membership dues , sport development fees owing prior to the expulsion and any other related obligation

2.11 Cease to Be a Member - Any Member shall cease to be a Member upon its dissolution or winding up of its affairs, upon its resignation in accordance with section 2.7 or if the Member is removed as a Member pursuant to section 2.9.

ARTICLE 3 GOVERNANCE

Composition of the Board

3.1 The affairs of Baseball Canada shall be managed by a Board made up of eleven (11) Directors duly elected by the Members at a Members' Annual or Special Meeting. The Board of Directors shall be composed of:

- a) Seven (7) independent directors elected for their relevant and diverse skills, experience and competencies respecting inclusion and diversity;
- b) Two (2) directors (one male and one female) being retired players (former pro player or national team player who is not involved in Baseball Canada's activities or programs). Players must have Canadian citizenship; and
- c) Two (2) directors chosen from among the members of the Provincial Committee.

In all cases, the Board shall be composed of a majority of independent directors as contemplated by section 3.9.

All directors shall have the same legal duties as prescribed in the Act and these Bylaws.

3.2 Subject to the transition conditions stipulated in section 10.4 of these Bylaws, Directors shall be elected for a three-year term at the Annual Meeting. Directors may be elected for a maximum of three consecutive terms.

3.3 If a Meeting of Members fails to elect the number of Directors required by these Bylaws by reason of a lack of consent, a disqualification under section 3.7 of these Bylaws or the death of any candidate, the Directors elected at that meeting may exercise all the powers of the Directors if the number of Directors so elected constitutes a quorum.

3.4 The Board can appoint one or more Director(s) from the same category of Directors who shall hold office for a term expiring not later than the close of the next Annual Meeting of Members, but the total number of Directors so appointed may not exceed one third of the number of Directors elected at the previous Annual Meeting of Members.

3.5 If the Members decide, in accordance with section 7.2, that a minimum and maximum number of Directors are required, the Members may, from time to time by Ordinary Resolution, fix the number of Directors of the Corporation and the number of Directors to be elected at the Annual Meetings of the Members. No decrease in the number of Directors shall shorten the term of an incumbent Director.

Powers of the Board

3.6 Except as otherwise provided in the Act or these Bylaws, the Board shall manage or supervise the management of the activities and affairs of Baseball Canada, and as such shall:

- (a) Approve the vision, mission, values and strategic direction of Baseball Canada;
- (b) Approve policies, procedures and rules to deliver the programs and services of Baseball Canada, including policies relating to the discipline of Members and registrants and the management of disputes within Baseball Canada;
- (c) Provide continuity for Baseball Canada by ensuring its financial health;
- (d) Engage under employment contract such persons as it deems necessary for carrying out the work of Baseball Canada;
- (e) Ensure positive relationships with stakeholders; and
- (f) Perform any other duties from time to time as may be in the best interests of Baseball Canada.

Eligibility of Directors

3.7 Any person, who is 18 years of age or older, who has the power under law to contract, who is resident of Canada, who has not been declared incapable by a court in Canada or in another country, who does not have the status of bankrupt, and who satisfies the requirements of the Income Tax Act in relation to the eligibility to serve as a director of a registered charity may be nominated for election or appointment as a Director.

3.8 The Corporation recognizes that diverse perspectives, experiences, skills and competencies and backgrounds provide for optimal board performance as prescribed in the Corporation's policies,. To promote this diversity, the Board shall:

- a) be representative and inclusive of the community at large and take into consideration individuals from equity deserving groups;
- b) have a majority of independent Directors with needed skills and competencies for Baseball Canada;
- c) have athlete representation on its Board at all times;
- d) will make every effort to ensure that no more than 60% of the Directors that shall be of the same gender; and
- e) strive to have a balanced geographical distribution of directors.

3.9 Any person who holds a position of Director or is an employee of a Member or local or regional baseball club or association of a Member and/or Baseball Canada shall not be eligible for directorship. Any individual holding a director or employment position of a Member or local or regional baseball club or association of a Member and/or Baseball Canada will be required to step down from such position immediately upon being elected as a Director of Baseball Canada. This section does not apply to persons elected as a Director from the Provincial Committee. Notwithstanding the foregoing, no Director is permitted to have any commercial or personal interest in Baseball Canada.

Resignation and Removal of Director

3.10 Resignation - A Director may resign in writing from the Board at any time by presenting a notice of resignation to the Board.

3.11 Removal - A Director may be removed for good and sufficient reason by special resolution of the Members present at a meeting of the Members, provided the Director has been given notice of and the opportunity to be present at such a meeting and defend their position.

Filling a Vacancy on the Board

3.12 Filling a Vacancy on the Board – Where the position of a Director becomes vacant and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for the unexpired term of their predecessor, except a vacancy resulting, if applicable, from an increase in the number or minimum or maximum number of Directors as determined by the Members in accordance with section 7.2 of these Bylaws.

Meetings of the Board

3.13 Number of Meetings - The Board shall hold a minimum of two meetings per year at a place and time to be determined by the Board.

3.14 Call of Meeting - The meetings of the Board shall be at the call of the President, or a meeting shall be convened if a majority of the Directors, then in office, make a written request for such a meeting.

3.15 Notice – A minimum of ten (10) days before a meeting of the Board to be held by telephone conference call, or electronic meeting format or a minimum of twenty-one (21) days before a meeting of the Board to be held in person, the President shall cause to be sent to each Director a notice of the meeting together with the agenda of business to be transacted at the meeting.

3.16 Meeting Without Notice - A meeting of the Board may be held at any time without notice where all Directors are present and waive notice, or if those Directors who are absent signify their consent in writing to the meeting being held in their absence.

3.17 Quorum – The quorum for the transaction of business at a meeting of the Board is two-thirds (2/3) of the Directors.

3.18 Chair - The President shall preside as Chair of every meeting of the Board, provided however, that, if the President is absent from the meeting, the Vice President shall chair the meeting. If both the President and Vice President are absent, the Treasurer shall chair the meeting. In the absence of the President, Vice President and Treasurer, the Board shall appoint from among its directors a Director to preside over the meeting.

3.19 Voting - Voting on any matter before the Board shall be as follows:

- a) Questions shall be decided by a majority vote;
- b) Voting shall be by show of hands where the meeting is held in person or by voice vote individually identified and confirmed by the voter where the meeting is held by telephone conference call or other electronic means, unless a resolution is passed for a secret vote; and
- c) No proxy voting will be allowed.

3.20 Closed Meetings - Meetings of the Board shall be open only to board members and staff except where otherwise determined by the Board. Any Director may request that staff be excused from any portion of any meeting.

3.21 Telephone Meetings or other electronic means – A Meeting of the Board may be held by telephone conference or other electronic means. In addition, where any Director is unable to personally attend a meeting, he or she may be included in the meeting by means of participation by telephone conference or other electronic means with all the other Directors in attendance. Directors who participate in a meeting by telephone or other electronic means are considered to have personally attended the meeting.

Officers

3.22 Appointment – The Officers of Baseball Canada shall be the President, Vice-President and Treasurer and shall be appointed from the elected Directors by Ordinary Resolution of the Board at the first meeting of the Board following each Annual Meeting of Members in which the Board is elected. The CEO shall be a non voting Officer.

3.23 Duties - The duties of the Officers are as follows:

- a) The President shall chair the Meetings of Members and meetings of the Board and the Executive Committee and perform such other duties as may from time to time be assigned by the Board;
- b) The Vice President shall perform the duties and exercise the powers of the President in the absence of the President, and shall perform such duties as, from time to time, are assigned by the Board.
- c) The Treasurer shall perform the duties and exercise the powers of the President in the absence of both the President and Vice President; shall cause to be kept proper accounting records as required by the Act; shall cause to be deposited all monies received by Baseball Canada in Baseball Canada's bank account; as directed by the Board, shall supervise the management and the disbursement of funds of Baseball Canada; when required, shall provide the Board with an account of the financial transactions and the financial position of Baseball Canada and shall perform other duties as may, from time to time, be assigned by the Board.

Committees

3.24 Appoint other Committees - The Board may, from time to time, create such other committees as it deems necessary to conduct or manage any aspect of the affairs of Baseball Canada and may disband, amalgamate, reconstitute or terminate the responsibilities of such Committees. Subject to the approval of the Board, the President shall appoint the Chair of any Committee (other than the Provincial Committee). Subject to the approval of the President and the Board, a Chair (other than the Chair of the Provincial Committee) shall appoint such person or persons to their Committee as the Chair considers appropriate in order to fulfill the mandate of the Committee. The Board may delegate the management of operational committees to the CEO for operational matters. The CEO may, from time to time, create operational committees as the CEO deems necessary to conduct or manage any aspect of the operations of Baseball Canada and may disband, amalgamate, reconstitute or terminate the responsibilities of such committees.

3.25 The standing committees of the Board shall be as follows:

- a) The Audit and Finance Committee
- b) The Nomination Committee
- c) The Governance, Ethics and Bylaws Committee
- d) The Provincial Committee
- e) The Human Resources Committee

3.26 Terms of Reference - The Board shall approve the terms of reference and operating procedures for all Committees and may delegate any of its powers, duties, or functions to any Committee. The Provincial Committee shall draft its terms of reference which will be subject to approval by the Board. Once approved by the Board, the terms of reference of the Provincial Committee shall form a Schedule to these By-laws which may only be amended in accordance with Article 7 of these By-laws.

3.27 Provincial Committee – The Provincial Committee will review, consider and provide advice to the Board on any matter referred to the Provincial Committee by the Board. The Provincial Committee may also consider matters on its own choosing and may make recommendations to the Board on those matters. It is intended that the Provincial Committee will work in a collaborative manner with the CEO and Board. The Provincial Committee will have the authority to determine its processes. Fundamental changes to (i) the rules and structure for National Championships; (ii) Coaching Programs; (iii) Umpiring Programs; and (iv) National Teams shall be brought before the Provincial Committee for recommendations to the Board and then brought to the Board for approval.

3.28 Vacancy - When a vacancy occurs on any committee (except for the Provincial Committee), the President may, on the recommendation of the Committee Chair, appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

3.29 President is Ex-officio Member - The President shall be an ex-officio and non- voting member of all Committees of Baseball Canada, with the exception of the Executive Committee where they are a voting member.

3.30 Removal - The Board may remove any member of any Committee with or without cause and without incurring any liability whatsoever for doing so.

Executive Committee

3.31 The Executive Committee shall be comprised of the President, the Vice-President, and Treasurer, and be appointed by Ordinary Resolution of the Board at the first meeting of the Board following each Annual Meeting of Members in which the Board is elected. The CEO shall have the right to attend the Executive Committee meetings as a non-voting member other than a meeting, or portion of a meeting, dealing with matters relating to the CEO.

3.32 Authority - The Executive Committee shall have the authority to oversee the implementation of Board policies and decisions during intervals between meetings of the Board and shall perform other duties as may from time to time be authorized by the Board. It shall act in an advisory role to the CEO on operational matters.

3.33 Meetings - Meetings of the Executive Committee shall be held at such time and place as determined by the President, provided that two (2) days' notice of the meeting shall be given to each member of the Committee.

3.34 Quorum - Two (2) members shall be a quorum for a meeting of the Executive Committee.

Nomination Committee

3.35 The Board shall appoint a Nomination Committee at least 6 months prior to the Annual Meeting to conduct the nomination process and provide a slate of nominated candidates for election to the Board at Annual and Special meeting where elections take place. Unless determined otherwise by the Board, the Nomination Committee shall be bound by Baseball Canada Nomination Policy and the Nomination Committee's terms of reference as set forth by the Board. The Nomination Committee shall consist of five (5) persons in compliance with the Canadian Sport Governance Code. No person intending to run for the Board in the next election, except from the Provincial Committee, is eligible to serve on the Nomination Committee.

3.36 In the context of the nomination process, Baseball Canada recognizes that diverse perspectives, experiences and backgrounds provide for optimal board performance as prescribed in its Nomination Policy and other applicable policies. To promote this diversity, the Nomination Committee shall propose candidates that meet the requirements of 3.8 of these bylaws.

3.37 The Nomination Committee shall accept nominations from applicants responding to calls for candidates and from Members;

3.38 The Nomination Committee shall choose a slate of candidates to be submitted to the Membership from the applicants.

3.39 All nominations must be submitted to the Nomination Committee at least ninety (90) days prior to elections at the Annual Meeting,

3.40 The names submitted to the members from the Nomination Committee will be presented at the Annual General Meeting for the purpose of selecting Board members,

3.41 The Nomination Committee will develop a process for selection of a slate of candidates in compliance with section 3.36 of these by-laws.

3.42 The Chair of the Nomination Committee will be selected by the President and ratified by the Board. Members of the Nomination Committee will be selected by the Chair of the Nominating Committee and ratified by the Board.

Remuneration

3.43 No Remuneration - All Directors, Officers and members of committees shall serve their term of office without remuneration except for reimbursement of expenses in accordance with policies approved by the Board.

ARTICLE 4 MEETINGS OF MEMBERS**Annual Meeting**

4.1 Notice - Written notice of the Annual Meeting, together with the agenda, shall be given to all Members at least twenty-one (21) days, but not more than sixty (60) days prior to the date of the Annual Meeting. Baseball Canada shall give notice of the proposed date of the Annual Meeting at least one hundred eighty (180) days prior to the date of the Annual Meeting. The time frames for the nomination process shall be calculated off of the basis of such notice, even if the date of the Annual Meeting shall have to change for some reason.

4.2 New Business - Any Member who wishes to have new business placed on the agenda shall give written notice to Baseball Canada at least twenty-eight (28) days prior to the date of the Meeting.

4.3 Quorum - Seventy per cent (70%) of the eligible votes shall be a quorum at an Annual Meeting.

Special Meetings

4.4 Call of Meeting - A Special Meeting of the Members may be called at any time at the discretion of the Board and shall be called within sixty (60) days of receiving a written request for a Special Meeting from 5% of the Members.

4.5 Notice - Written notice of a Special Meeting shall be given to all Members at least twenty-one (21) days but not more than sixty (60) days prior to the date of the Meeting, and such notice shall contain the date, time and place of the Special Meeting as well as the purpose of the Special Meeting.

4.6 Quorum - Seventy per cent (70%) of the eligible votes shall be a quorum at a Special Meeting.

Voting at Meetings of Members

4.7 Members - Each Member which is a Provincial/ Territorial Organization shall be entitled one (1) vote. Each Member shall appoint one (1) Authorized Delegate to exercise the vote to which it is entitled and shall advise Baseball Canada in writing of the name of its delegate prior to any meeting of members.

4.8	Determination of Votes - Votes shall be determined by a show of hands, except where a resolution for secret vote is passed.
4.9	Majority of Votes - With the exception of a matter that must be decided by a Special Resolution under these bylaws, a matter required to be determined shall be decided by a simple majority of the votes cast by the Members present and entitled to vote at an Annual Meeting or Special Meeting.
Special Resolution	
4.10	In the case of a matters that must be decided by a Special Resolution, such as a fundamental change stipulated in section 7.2 of these Bylaws or section 197 (1) of the Act, such matter shall be decided in accordance with section 7.2.
ARTICLE 5 FINANCE AND MANAGEMENT	
5.1	Fiscal Year - The fiscal year end shall be March 31st.
5.2	Bank - The banking business of Baseball Canada shall be conducted at such financial institution(s) as the Board may designate.
5.3	Auditors - At each Annual Meeting, the Members shall appoint an auditor to audit the books, accounts and records of Baseball Canada and to report to the Members at the next Annual Meeting.
5.4	Signing Authority - The Officers of Baseball Canada and three staff member(s) shall have signing authority for all financial transactions conducted in the name of Baseball Canada. All such transactions shall require two signatures, one of which shall be the Treasurer except where the Treasurer expressly authorizes, in writing, another individual having signing authority to sign on his or her behalf.
5.5	Property - Baseball Canada may acquire, lease, sell or otherwise dispose of securities, lands, buildings or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
5.6	Borrowing - Baseball Canada may borrow funds upon such terms and conditions as the Board may determine.
ARTICLE 6 INDEMNIFICATION	
6.1	Shall Indemnify - Baseball Canada shall indemnify and hold harmless each Director, Officer, Organizational Participant and employee from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director, Officer, Organizational Participant or employee.

6.2 Shall not Indemnify - Baseball Canada shall not indemnify a Director, Officer, Organizational Participant or employee or any other person for acts of fraud, dishonesty or bad faith.

6.3 Insurance - Baseball Canada will purchase and maintain insurance for the benefit of its Directors, Officers, Organizational Participants and employees, as the Board may determine.

ARTICLE 7 AMENDMENT OF BYLAWS

7.1 Except for the items set out in section 7.2, these Bylaws may be amended or repealed by Ordinary Resolution of the Directors at a meeting of the Board. The Directors will submit the Bylaw amendment or repeal to the Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject, or amend the Bylaw, amendment or repeal. The Bylaw, amendment, or repeal is effective from the date of the resolution of the Directors. If the Bylaw, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed. The Bylaw, amendment, or repeal ceases to have effect if it is not submitted to the Members as described, or if it is rejected by the Members. The Bylaws may also be amended by a Member proposal, as described in Section 163 of the Act. Amendments by Member proposal must be approved by Ordinary Resolution of the Members at any Meeting of the Members. Amendments by Member proposal that are approved by the Members take effect immediately.

7.2 Fundamental changes - In accordance with the Act, a Special Resolution of the Members in accordance with section 7.2 is required to make the following fundamental changes to the Articles or Bylaws of the Corporation:

- (a) Change the Corporation's name;
- (b) Change the province in which the Corporation's registered office is situated;
- (c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) Create a new class or group of Members;
- (e) Change a condition required for being a Member;
- (f) Change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) Add, change or remove a provision respecting the transfer of a membership;
- (i) Increase or decrease the number of, or the minimum or maximum number of Directors;
- (j) Change the statement of the purpose of the Corporation;
- (k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (m) Change the method of voting by Members not in attendance at a meeting of Members; or
- (n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

Any fundamental change as defined by this section is required to be passed by a special resolution of the Members. In order for any fundamental change to be accepted, it requires 2/3 of the voting Members, representing at least 55% of the Canadian population according to the most recent Canadian census.

7.3 Waiver of Notice of Proposed Amendment - Any notice period provided herein can be waived by the unanimous consent of all Members.

7.4 Notice - The Notice of Meeting provided for an Annual Meeting or Special Meeting must include details of the proposed resolution to change the Bylaws.

ARTICLE 8 DISSOLUTION

8.1 Upon dissolution of Baseball Canada, any funds or assets remaining after paying all the debts and liabilities shall be distributed by resolution of the Board to qualified donees within the meaning of subsection 248 (1) of the Income Tax Act, as the same may be amended or replaced from time to time.

ARTICLE 9 NOTICE

9.1 Written Notice - In these Bylaws, written notice shall mean notice that is mailed, faxed, couriered, or e-mailed to the address of record provided by the Director or Member.

9.2 Date of Notice - Date of notice shall be the date on which the written notice is sent.

9.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or Members, the failure of any Director or Member to receive notice, or an error in any notice that does not affect its substance, shall not invalidate any action taken at the Meeting.

ARTICLE 10 TRANSITIONAL PROVISIONS

10.1 Enactment — These Bylaws are hereby enacted and shall be effective on the date it is approved by its Members and Baseball Canada continues under the Act (the “Effective Date”).

10.2 Repeal of Prior Bylaws —Constitutional Bylaw, 2014 (“2001 Bylaw”) and any amendment thereof is repealed on the Effective Date, provided however, that such repeal shall not affect the validity of any decision made or action taken pursuant to such repealed Bylaw.

10.3 Committees – On the effective date, all Committees established under Bylaws 2001 and 2014, and any amendments thereto, shall continue to fulfill their respective mandates, provided however, that the Board may change their names, revise their mandate or terminate their activity, as the Board may, from time to time, consider appropriate pursuant to the provisions of these Bylaws.

10.4 In order to achieve an orderly transition from the Board under the previous Bylaws to the Board described in these Bylaws, the following transition conditions will occur upon approval of these Bylaws by the Members:

- a) All current Directors will continue to hold office until the Special Meeting or Annual Meeting electing the Directors based on these Bylaws, at which meeting they will cease to hold office.
- b) In an effort to maintain corporate and operational knowledge, the current executive will remain in their positions until the Annual General Meeting in 2029.
- c) At the 2025 Annual Meeting or a Special Meeting following the Bylaws approval, elections will occur on a staggered basis as follows:
 - Three independent Directors will be selected to a two (2) year term at the 2025 Annual General Meeting
 - Three independent Directors shall be elected to a Three (3) year term at the 2025 Annual General Meeting
- d) In addition, Two (2) Directors from the Provincial Committee, elected by the Provincial Committee, will be selected at the 2025 Annual General Meeting with terms as outlined in the Provincial Committee Terms of Reference.

10.5 After the transition stipulated in section 10.4, all Director's positions will be up for election at the Annual Meeting at the end of their respective terms.

SCHEDULE A

TERMS OF REFERENCE OF THE PROVINCIAL COMMITTEE

1. General Notice

- 1.1. The interpretation of these Terms of Reference shall not override the Bylaws of Baseball Canada.
- 1.2. In case of any contradiction, the Bylaws of Baseball Canada shall prevail.

2. Definition of the Provincial Committee

- 2.1. According to Baseball Canada Bylaws the meaning of the Provincial Committee is:

2.1.1 Bylaw 1.2(n) Provincial Committee - a standing committee of the Board, composed of the Members' Presidents or their authorized delegate, acting in an advisory role to support the Board in strategic and policy matters, such as national championships, national registration, fees, and other issues of importance common to all provinces or significant to one province.

3. Role of the Provincial Committee

- 3.1. As stipulated in Baseball Canada Bylaw 3.27, the role of the Provincial Committee includes:

3.27 Provincial Committee – The Provincial Committee will review, consider and provide advice to the Board on any matter referred to the Provincial Committee by the Board. The Provincial Committee may also consider matters on its own choosing and may make recommendations to the Board on those matters. It is intended that the Provincial Committee will work in a collaborative manner with the CEO and Board. The Provincial Committee will have the authority to determine its processes. Fundamental changes to (i) the rules and structure for National Championships; (ii) Coaching Programs; (iii) Umpiring Programs; and (iv) National Teams shall be brought before the Provincial Committee for recommendations to the Board and then brought to the Board for approval.

4. Members of the Provincial Committee

4.1. The Provincial Committee is comprised of the 10 Presidents and/or authorized delegate.

4.2. Current Members – As of the date of adoption, the members are:

- Baseball British Columbia
- Baseball Alberta
- Baseball Saskatchewan
- Baseball Manitoba
- Baseball Ontario
- Baseball Québec
- Baseball New Brunswick
- Baseball Nova Scotia
- Baseball Prince Edward Island
- Baseball Newfoundland & Labrador

4.3. Representation on the Provincial Committee – Each member province is represented by its President or, authorized delegate.

5. Baseball-Canada Board Members from the Provincial Committee

5.1. According to Baseball Canada Bylaw 3.1(c), two members from the Provincial Committee must serve on the Baseball Canada Board

5.2. These two members, referred to as Board Members from the Provincial Committee (BMPC), are respectively the Chair and Vice-Chair of the Provincial Committee.

5.3. Presidents and/or authorized delegate may serve on the Baseball Canada Board.

5.4. The BMPC members serve in their personal capacity and owe the fiduciary duties of a board member to Baseball Canada. They do not act as spokespersons for the Provincial Committee nor as representatives of their province, ensuring their independence.

5.5. The BMPC members are elected in one of the circumstances listed in section 7.5 and 7.6 during the transition period.

6. Chair and Vice-Chair of the Provincial Committee

6.1. The Provincial Committee shall have a Chair and a Vice-Chair, who are elected by its members.

6.2. The Chair and Vice-Chair cannot have a substitute or replacement if they are absent from the Baseball Canada Board of Directors. However, if the Chair and Vice-Chair are both absent from a meeting of the Provincial Committee, the remainder of the Provincial Committee, assuming a quorum is present, may elect a replacement chair to chair that meeting

6.3. Duties of the Chair:

The Chair facilitates meetings and performs duties assigned by Committee members.

6.4. Duties of the Vice-Chair:

The Vice-Chair assumes the Chair's duties in their absence and performs assigned tasks.

7. Election of the Chair and Vice-Chair (Officer)

7.1. The Chair and Vice-Chair are elected as BMPC members at the Annual Meeting of Baseball Canada.

7.2. Procedure for the election of officers:

During the election of officers, one of the officers from the Baseball Canada Board of Directors or the CEO will act as the "scrutineer".

The scrutineer asks the members present who wishes to be nominated as an officer (Chair or Vice-Chair). If only two candidates come forward, there will be a vote, and the candidate with the highest number of votes will be elected Chair, while the other candidate will become Vice-Chair.

If there are more than two candidates, there will be a first vote to elect the Chair, and a second vote among the remaining candidates to elect the Vice-Chair.

In all of these situations if there is a tie, there will be a second round of voting between the candidates who received the same number of votes. If there is a tie after the second round, a third round of voting will be held. If there is still a tie after the third round, the name will be chosen by a coin toss.

7.3. Term and Re-election:

7.3.1. The Chair and Vice-Chair are elected for a three-year term

7.3.2. They may serve a maximum of three consecutive terms.

7.4. Transition Period – To ensure continuity, the first term of the Chair lasts three years, while the first term of the Vice-Chair lasts two years.

7.5. Circumstances requiring an election for Chair or Vice-Chair

- If the Chair or Vice-Chair resign.
- If their term ends.
- If the province's president is no longer the president of their province.
- The Chair and/or Vice-Chair may be removed from their role as Chair and/or Vice Chair, but not their role as BMPC, by a resolution duly approved by the members of the Provincial Committee. While no longer the Chair or Vice-Chair, the person(s) would remain BMPC unless removed in accordance with section 3.11 of the Baseball Canada By-law.

7.6 Transition period:

Upon approval of these Terms of Reference by the members of Baseball Canada, the provincial committee shall convene to elect two individuals from among its members to serve on the Board of Directors of Baseball Canada

8. Meetings

8.1. The Provincial Committee shall hold a minimum of two meetings per year, at a time and place determined by its members.

8.2. Meetings may be called by the Chair or upon request by a majority of Provincial Committee members.

8.3. Notice Requirements:

At least ten (10) days for virtual meetings.

At least twenty-one (21) days for in-person meetings.

8.4. Meeting Without Notice – If all members are present or consent in writing, a meeting may be held without notice.

8.5. Quorum – Two-thirds (2/3) of members must be present for valid meeting.

9. Voting Rights

9.1. Each member is entitled to one vote.

9.2. No proxy voting will be allowed

9.3. Matters voted on will be determined by simple majority.

9.4. According to Article 7 of the Baseball Canada bylaws, any amendment to this document must be approved by the Baseball Canada Board before taking effect. The Board will submit the amendment to the Baseball Canada Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject, or amend the Terms of Reference amendment or repeal.

9.5. In the event of a tie, the Chair has the final decision.

Bylaws Adopted – November 7, 2024

Schedule A Provincial Committee Terms of Reference Adopted – July 27, 2024