

# CONSTITUTION AND BYLAWS INDEX

Note: the 2008 version of the Constitution and Bylaws  
will be available on the Softball Canada website

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NOTE: *Changes made for 2006 and 2007 will be BOLD and ITALICIZED*

## **SOFTBALL CANADA — CONSTITUTION**

### **ARTICLE I – NAME**

The name of the organization shall be “THE CANADIAN AMATEUR SOFTBALL ASSOCIATION” (in French: L’ASSOCIATION CANADIENNE DE SOFTBALL AMATEUR”), and herein the Constitution and Bylaws referred to as the “Association”. The Association is also known by its registered trade name “SOFTBALL CANADA”.

### **ARTICLE II – JURISDICTION**

1. The Association recognizes all amateur sports and claims jurisdiction over and recognizes its responsibilities as the governing body of softball, which includes fast pitch and slo-pitch softball as played by members of this Association in Canada or in such other places as may be designated by the Association.
2. The Association is recognized by the Canadian Olympic Committee, the International Softball Federation, and Sport Canada, as the governing body of amateur softball, which includes both fast pitch softball and slo-pitch softball, in Canada.

### **ARTICLE III – AIMS AND OBJECTIVES**

1. The purpose of the Association is to carry on in more than one province/territory of Canada, without pecuniary gain for its members, the following objectives:
  - a) Foster, develop, promote and regulate the playing of amateur softball.
  - b) Provide the game of softball with proper safeguards in accordance with the spirit of true sportsmanship.
  - c) Encourage all eligible potential members to affiliate with the Association.
  - d) Establish and maintain by allied membership, alliances with associations devoted wholly or partially to the promotion of the game of softball.
  - e) Establish a set of uniform rules for the playing of softball throughout Canada. The rules as set by the International Softball Federation shall be the established rules as amended by the Association.
  - f) Initiate, promote and regulate Canadian Championships.
  - g) Cooperate with the International Softball Federation (or whatever international amateur softball organization so recognized at the Annual General Meeting) in the promotion of international play and international standards for softball.
  - h) Represent Canada on softball councils or associations of other countries where deemed practical and necessary.
  - i) Assist in the establishment of governing softball bodies in provinces/territories if requested.
  - j) Do all such things as may be deemed necessary for the proper promotion and jurisdiction of softball throughout Canada.
2. The Association shall be carried on without the purpose of gain for its members and any profits or other attribution to the Association shall be used in promoting its objectives.

**SOFTBALL CANADA — BYLAWS****ARTICLE I – MEMBERSHIP****1. Association Membership**

- a) Provincial/Territorial softball associations recognized at the Annual General Meeting of the Association shall be members of the Association. These associations shall be the governing bodies of softball in the province or territory.
- b) New association memberships may be granted to those softball bodies that:
  - i) Are the recognized provincial/territorial sports governing body for softball in a federally (Government of Canada) recognized province or territory
  - ii) Request membership in writing to the directors of Softball Canada
  - iii) Agree to abide by the by-laws, constitution and operating rules of Softball Canada
  - iv) Are approved by a two-thirds majority vote of the delegates at a Softball Canada Annual General Meeting

**2. Team Membership**

All teams that are bona fide affiliates of their provincial/ territorial association shall be deemed to be members of the Association.

**3. Individual Membership**

- a) Anyone elected as an Executive Officer (hereinafter in the Bylaws referred to as the “Executive”) shall be a member of the Association.
- b) All affiliated players, coaches, managers and umpires shall be members of the Association.
- c) Anyone appointed to an Association Committee and approved by their provincial/ territorial association prior to appointment shall be members of the Association.
- d) Any elected or appointed representative of Softball Canada may not hold an elected or appointed position with a softball organization which is not recognized by Softball Canada.

**4. Members in Good Standing**

Members in good standing (i.e. eligible to participate in the proceedings and business of the Association at the Annual General Meeting, Special General or Extraordinary General Meetings) will be those who have:

- i) Paid in full all affiliation and registration fees established at an Association General Meeting.
- ii) Reported accurately their individual membership (players, coaches and umpires) numbers *for the current year by November 1st.*
  - (a) All members must agree that maximum participation in national programming and support of Softball Canada’s economic and political priorities are essential to the sustainability of a strong Softball Canada. The members of Softball Canada therefore, resolve to

support the initiatives of Softball Canada through maximum possible participation in programming, and by supporting political and economic imperatives that will strengthen the national organization.

- (b) All members of Softball Canada must agree to abide by the Constitution and Bylaws of Softball Canada. Failure to do so will result in penalties or sanctions being placed upon a member of Softball Canada by the Board of Directors of Softball Canada. Such penalties and sanctions may include, but not be limited to, monetary fines, the suspension of privileges to compete in Canadian Championships, the suspension of privileges to host Canadian Championships or Annual Congresses, the suspension of privileges to participate in, or vote at, an Annual Congress or extraordinary meeting of Softball Canada and in the most severe cases, the expulsion of the Province/Territory as a member of Softball Canada.
- (c) All Provincial/Territorial members of Softball Canada acknowledge Softball Canada as the only recognized national sport governing body for softball in Canada. As such, each member agrees not to enter into a relationship, formal or written agreement with any softball organization other than Softball Canada, without the prior written approval of the Softball Canada Board of Directors. Should a member enter into an agreement with a softball organization other than Softball Canada they may be considered, at the discretion of the Board of Directors of Softball Canada, to be in violation of the constitution and bylaws of Softball Canada and be subject to resulting penalties and sanctions.
- (d) Softball Canada in turn, by recognizing the unique and diverse nature of its membership, acknowledges that in certain circumstances an agreement between a provincial/territorial member and a competing softball organization may strengthen the sport of softball in a particular location and enhance the development and delivery of the sport of softball. In such circumstances Softball Canada will not unreasonably withhold its support of such an agreement.

## 5. Registration

### a) Registration Procedures

#### i) Teams

Provincial/Territorial governing bodies shall present to the Association a fully completed Softball Canada Team Registration Form for each team in a Canadian Championship. These forms must be presented PRIOR to the Canadian Championship.

#### ii) Players

Players may become members by signing a Softball Canada Team Registration Form in one province only by July 1st (July 15th in the Yukon Territory, Northwest Territories and Nunavut). This form must be received in the National Office of the Association by July 20th (Territories by July 30th) of the current year.

*Players on the Softball Canada National Teams shall register in their home province (place of residency).*

- b) Player Releases
  - i) A player may obtain a release from a Softball Canada Team Registration Form provided that the player requests it in writing before the official provincial/territorial registration date not after July 1st, (July 15th in the Yukon Territory, Northwest Territories and Nunavut).
  - ii) The provincial/territorial association shall have the final authority to deal with the release request and there shall be no appeal to the Association.

## 6. Membership Termination

- a) Any member may withdraw from the Association by delivering to the Association President a written resignation and lodging a copy of the same with the Association's National Office.
- b) If a member is under suspension by the Association, notification of membership termination by the member does not alter the term of suspension.
- c) Termination of membership does not entitle the member to any refund of membership fees.

## 7. Discipline

- a) Jurisdiction: Teams, team members, umpires and Association officials will be subject to the duly constituted code of conduct and discipline policies of the Association.
- b) Misconduct: The Softball Canada discipline policy enumerates actions, which would require disciplinary action.
- c) Procedures: The Softball Canada discipline policy outlines the appropriate procedures to be followed in the application of disciplinary action.
- d) Sanctions: The Softball Canada discipline policy lists sanctions that may be applied individually or in combination.

## 8. Umpires Program

- a) Affiliation
 

July 1 of the current year is the deadline for affiliation. All umpires in Canada who register with their provinces/territories will also be registered with the Association. The umpire, upon passing their yearly exam, will receive a Softball Canada Registration Card, indicating their provincial/territorial affiliation.
- b) International Competitions
 

The Association, on the recommendation of its Chairperson – National Director of Umpires, will select umpires to officiate international events or World Championships.

## 9. Travel Permits

Affiliated teams, players or umpires, that wish to travel outside Canada must be in possession of a travel permit, and have filed an ISF form and a complete list of personnel travelling with the team. This travel permit is obtainable from the office or president of the province/territory from which the team(s), player(s) or umpire(s) originate(s).

## ARTICLE II – MEMBERSHIP DUES

Membership fees shall be determined by the Annual General Meeting and shall be in an amount necessary to carry out the continued operation of the Association.

### 1. Provincial/Territorial Fees

a) Provincial/Territorial fees for 2007 will be:

<i>Ontario</i>	<b>\$45,000.00</b>
<i>British Columbia</i>	<b>\$40,000.00</b>
<i>Alberta, Saskatchewan</i>	<b>\$25,000.00</b>
<i>Manitoba</i>	<b>\$20,000.00</b>
<i>Québec</i>	<b>\$15,000.00</b>
<i>New Brunswick</i>	<b>\$10,000.00</b>
<i>Nova Scotia, Newfoundland and Labrador</i>	<b>\$6,000.00</b>
<i>Prince Edward Island, Nunavut, Yukon, Northwest Territories</i>	<b>\$4,000.00</b>

### 2. Umpire Fees

Umpire fees for 2007 will be \$16.00.

### 3. Deadline and Penalties

a) Provincial/Territorial Fees

The annual provincial/territorial affiliation fees must be paid by June 15.

b) Umpire Registration Fees

Umpire registration fees must be paid by August 31.

c) Penalties

i) Unpaid Provincial/Territorial Fees

If the June 15 deadline is missed the province/territory will not be allowed to participate in the current year Canadian Championship.

ii) Unpaid Umpires Fees

If the August 31 deadline is missed the province/territory shall not be allowed to submit bids, nominations or amendment motions to the Association's Annual General Meeting.

## ARTICLE III – EXECUTIVE OFFICERS

1. The affairs of the Association shall be managed by Executive Officers (hereinafter referred to as "The Executive") consisting of the following:

a) Six/seven Directors

b) The President

c) The Immediate Past-President

d) Any Softball Canada nominated officer of the International Softball Federation (not already an Executive Officer of the Association) who shall be an ex-officio member.

- e) Any Softball Canada nominated member of the Executive Committee of the Canadian Olympic Association (not already an Executive Officer of the Association) who shall be an ex-officio member.

## 2. Selection and Terms of Office

- a) The President shall be elected at the Annual General Meeting for a two year term beginning on an odd numbered year.
- b) The Directors shall be elected at the Annual General Meeting for a two year term. Three directors shall be elected in odd numbered years and three directors shall be elected in even numbered years. Upon the completion of a Past President's term a fourth director shall be elected. Upon completion of a President's term, however, only three directors shall be elected.
- c) The Past President shall serve a single two-year term.

NOTE: The Past President will be, for organizational purposes, considered a Director.

## ARTICLE IV – DUTIES OF THE EXECUTIVE

### 1. The duties of the Directors shall be:

#### a) Responsibilities

The role of the board of directors is to act as a steward or trustee of the Association's mission, promoting values and anticipating the future. Specific responsibilities include:

#### 1. Legal

- a) To govern and direct Softball Canada according to its Constitution, By-Laws and Special Operating Rules, ensuring that these are consistent with the purposes; and
- b) To review and approve recommendations of revisions of its Constitution, By-Laws and Special Operating Rules, when necessary, and forward these to the Annual General Meeting for ratification.

#### 2. Culture and Values

- a) To establish and review fundamental principles and beliefs that form the foundation of Softball Canada, to guide the Association's behaviour, services and programs.
- b) To communicate, encourage and monitor the application of these fundamental beliefs throughout the softball community.

#### 3. Planning

- a) To formulate the strategic plans and long range corporate goals of Softball Canada.
- b) To ensure the maintenance of an effective planning process for strategic and operational planning.
- c) To monitor the formulation and implementation of operational plans and ensure that such plans are consistent with the strategic direction of the Association.
- d) *To work hand-in-hand with the provinces when National events are occurring within that province/territory.*

4. Policy
  - a) To develop major functional policies which relate to the goals and objectives of Softball Canada.
  - b) To make policies and procedures relating to discipline and have the authority to discipline members in accordance with such policy and procedures.
  - c) To make policies and procedures relating to how disputes within Softball Canada will be managed, and all such disputes will be dealt with in accordance with such policies and procedures.
  - d) To monitor the development and implementation of operational policies and procedures to ensure they are consistent and compatible with the major functional policies of Softball Canada.
5. Human Resources
  - a) To approve and monitor sound human resource management policies, procedures and practices.
  - b) To select and hire a Chief Executive Officer capable of assuming responsibility for implementation of the board's policies and strategic plans through the efficient management of the Association's operations. The Chief Executive Officer should be capable of identifying policy needs and developing and recommending policy to the board.
  - c) To ratify and support volunteer and contract position appointments of people whom are capable of assuming operations responsibilities within the strategic direction and policies established by the board, under the guidance and leadership of the Chief Executive Officer.
  - d) To counsel, support and assist the Association's staff and appointed volunteers in the fulfillment of their operational responsibilities.
6. Financial
  - a) To ensure that the budget reflects the priorities and strategic direction of the Association through the approval and monitoring of the annual budget and within financial statements.
  - b) To plan for and acquire sufficient financial resources to implement the plans of the Association in prudent, financially responsible way.
  - c) To ensure that effective financial controls and management systems are in place to protect the assets of the Association.
  - d) To ensure auditing of the financial operation.
7. Advocacy
  - a) To develop community awareness of the purpose and mission of Softball Canada.
  - b) To represent the Association to the national and international sporting community, government, foundations, funding agencies and other Associations.
  - c) To monitor government legislation and advise government officials on the impact of currently proposed policies.
  - d) To report to the membership on strategic plans and policy development and ensure the reporting to the membership on programs services and future operational planning.

- e) To participate as a responsible member of the Canadian and international sporting communities on issue identification and resolution.
8. Maintenance of the Board
- a) To ensure that qualified board candidates are recruited as required for electoral consideration.
  - b) To evaluate the board's performance annually.
- b) Duties
- 1. Conduct the business of the Association between the Annual General Meetings of the Association.
  - 2. Have the authority to suspend players, managers, coaches, or umpires who do not abide by the Association's By-Laws and Special Operating Rules.
  - 3. Chair executive committees.
  - 4. Belong to other executive committees.
  - 5. Oversee the supervision, modification and application of policies by the Chief Executive Officer.
  - 6. Assist the President in his/her absence by chairing meetings.
  - 7. Carry out other duties assigned by the President who shall state their extent. Specific committee assignments shall be made at the first executive committee meeting after the Annual General Meeting.
2. **The President shall:**
- a) preside at all Association General and Executive meetings;
  - b) be an ex-officio member of all Association committees;
  - c) supervise the general administration and management of the Association;
  - d) supervise the work of the Chief Executive Officer;
  - e) supervise tasks assigned to members of the Executive and ensure that all Association Constitution, Bylaws, Operating Rules and Policies are respected;
  - f) provide the liaison between the Association and all external agencies;
  - g) assign committee responsibilities to Executive members; and
  - h) designate a Director to be his/her replacement in the event that he/she is unable to act due to illness.

## ARTICLE V – NOMINATION AND ELECTION PROCEDURES

### 1. Nominations for Executive Officer Positions:

- a) Written nominations for Association Executive positions shall be in the hands of the Chief Executive Officer by October 1 of the election year.
- b) The nomination shall be accompanied by a consent form signed by the nominee and a personal resume.
- c) Notice of the nomination and copies of the consent form and personal resume shall be circulated to the membership at least twenty days (20) prior to the Annual General Meeting.
- d) A written nomination may be made by a member association or a member of the Executive. No member shall nominate himself.

- e) Regardless of the method of nomination a candidate may withdraw from the election any time prior to the commencement of voting for the office.
- f) A paid employee of a provincial/territorial, national or international softball association shall not be entitled to be elected as an Association Executive officer.

**2. Election of Executive Officers**

- a) Association elections shall be carried by ballot at the Annual General Meeting.
- b) The President and Association Directors shall be elected by fifty percent plus one of the votes cast. Until this number is reached the candidate receiving the least number of votes on any ballot shall be removed from the next ballot to be cast for the office.

**3. Period of Office**

The Executive members of the Association shall continue in office until their respective successors are duly elected or appointed as provided in the Bylaws of the Association.

**4. Resignation or Termination of Office**

- a) An Executive Officer may resign his/her office by forwarding a written resignation to the Chief Executive Officer of the Association.
- b) An Executive Officer may be removed from office by a resolution to that effect passed by three-quarters (3/4) of the voting delegates at any Annual General Meeting of the Association membership.
- c) An Executive Officer may be removed or suspended from office for any conduct deemed detrimental to the Association by a unanimous vote of the other Executive officers. An appeal of this decision may be made to the next Annual General Meeting of the Association.

**ARTICLE VI – ANNUAL GENERAL MEETING - VOTING PROCEDURES**

- 1. Voting privileges at an Annual General Meeting shall be accorded to the following:
  - a) Each provincial/territorial softball governing body affiliated with Softball Canada, shall have three (3) votes at an Annual General Meeting. The selection of the provincial/territorial representation as official delegates to the Annual General Meeting shall be left to the discretion of the provincial/territorial governing body.
  - b) Each member of the Executive shall have one vote. The President shall vote only in case of a tie or the election of officers.
- 2. A vote by proxy will not be permitted and each individual shall be entitled to only one (1) vote no matter how many offices that individual holds.
- 3. Delegates to the Annual General Meeting
  - a) All official delegates attending the Annual General Meeting must be in good standing with the Association.
  - b) *A paid employee of a national or international softball organization shall not be entitled to be an official delegate to the Association Annual General Meeting.*

4. A quorum shall be a majority of the delegates officially registered for the Annual General Meeting.
5. The Association will provide funding for the travel of two (2) provincial/territorial delegates.

#### **ARTICLE VII – PERMANENT EMPLOYEES**

1. The President may appoint any paid employee with the approval of the Executive and any employee so appointed shall be paid a salary approved and determined by the Executive.
2. Paid employees shall execute job responsibilities that are described in formal job descriptions.

#### **ARTICLE VIII – MEETINGS**

1. The Annual General Meeting of the Association shall be held on a Friday, Saturday, Sunday weekend in the month of November.
  - a) The exact date of the meeting shall be determined two (2) calendar years in advance.
2. A special general meeting of the Association may be called by the President, and fourteen (14) days prior, written notice shall be given to the membership of any special general meeting and such notice shall set forth the entire business to be conducted at the special general meeting.
3. An extraordinary general meeting of the Association may be called at any time by a majority vote of the Executive of the Association or shall be called by the President when requested in writing by a majority of voting members. Fourteen (14) days prior, written notice shall be given of all extraordinary general meetings to the membership and such notice shall set forth the entire business to be conducted at the extraordinary general meeting.
4. The Annual General Meeting shall be rotated annually through three regions. The regions will be comprised as follows:
  - i) ATLANTIC – New Brunswick, Nova Scotia, Newfoundland, Prince Edward Island
  - ii) CENTRAL – Ontario, Québec, Manitoba, Nunavut, and Northwest Territories
  - iii) WESTERN – Saskatchewan, Alberta, British Columbia and the Yukon

#### **ARTICLE IX – FINANCIAL MATTERS**

1. **Accounts**
  - a) All approved accounts shall be paid by cheque.
  - b) All cheques written on the operating account at the National Office of the Association will be signed by one of the President, Chief Executive Officer or individuals as approved by the Directors.
2. **Audit and Inspection of the Books**
  - a) The books and records of the Association shall be kept by the Chief Executive Officer under the strict supervision of the President, and shall be audited each year

by an independent auditor. This independent auditor shall be designated by the Executive at its first regular meeting following the Annual General Meeting.

- b) The books and records of the Association may be inspected by members of the Association, by appointment made through the office of the President, at the National Office of the Association. Such a member must be in good standing with the Association. The expenses of travel, housing and loss of time inspecting the books shall be borne by the requesting member.

**3. Borrowing Powers**

The Association may exercise any borrowing powers conferred upon it by any Act of Parliament governing this corporate body without share capital and only with the approval of seventy-five percent (75%) of the voting members present at the Annual General Meeting, special meeting or extraordinary general meeting.

**4. Remuneration of Executive**

The remuneration, if any, to be paid to the Executive members of the Association shall be in such amounts as the Annual General Meeting of the Association may from time to time determine.

**5. Indemnities to Directors and Others**

Every Director or Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association 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 association, from; and

- a) all cost, 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, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

**ARTICLE X – SIGNATURE AND CERTIFICATION OF DOCUMENTS**

- 1. Contracts, documents, or any instruments in writing requiring the signature of the Association, shall be signed by the President and a Director and such other officer of the Association that may be authorized from time to time by resolution of the Executive, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
- 2. The Executive shall have power from time to time by special resolution to appoint an officer or officers on behalf of the Association either to sign contracts, documents in writing generally or to sign specific contracts, documents and instruments in writing.

## ARTICLE XI – AMENDMENT OF BYLAWS

1. Amendments to the Bylaws shall be made by resolution from a member association or the members of the Executive or duly appointed Association Committees.
2. A Notice of Motion to amend the Bylaws must be received in writing (or email) by the National Office of the Association by October 1 and the National Office of the Association shall forward copies of all Notices of Motion to the membership at least twenty (20) days prior to the Annual General Meeting.
3. A two-thirds (2/3) majority is required to enact or repeal Constitution and Bylaws at any Annual General Meeting.
4. When a Notice of Motion has not been served as provided for in above paragraph 2 of this Article number XI, the Bylaws may be enacted, repealed or amended at any Annual General Meeting provided all those present at the Annual General Meeting are in favour of having the matter discussed on the floor. If such a unanimous vote is obtained then a two-thirds (2/3) majority is required to enact, repeal or amend the particular Bylaw.

## ARTICLE XII – CUSTODY AND USE OF SEAL

1. The seal of the Association shall remain in the custody of the National Office.
2. The seal of the Association shall not be affixed to any contracts, documents or any instruments in writing requiring the signature of the Association except in presence of:
  - a) The President and a Director; or
  - b) The President and such other Officer of the Association that may be authorized from time to time by resolution of the Executive.

## ARTICLE XIII – DISSOLUTION

In the event of dissolution or winding-up of the Association, all its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada.