

ONTARIO PROVINCIAL CIVIL SERVANTS SOFTBALL LEAGUE

CONSTITUTION & BY-LAWS

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Approved at a Special Meeting of Members, January 17, 2020

**CONSTITUTION
OF THE
ONTARIO PROVINCIAL CIVIL SERVANTS SOFTBALL LEAGUE**

DEFINITIONS

Member Any group by virtue of paying the prescribed membership fee and admitted to the League by the Officers (see By-Laws).

VISION

The Ontario Provincial Civil Servants Softball League is recognized as the pre-eminent recreational softball association for current and former members of the Ontario provincial civil service.

ARTICLES

Article I – Name

The name of the unincorporated association is the “Ontario Provincial Civil Servants Softball League” otherwise known as the “OPCSSL” or the “League”.

Article II – Objects

The objects of the OPCSSL are:

- a) To co-ordinate, to organize and to give structure to the game of softball for Members through:
 - i) Provision of locations for competitions.
 - ii) Provision of guidelines for competition.
 - iii) Provision of a learning environment for players, coaches, officials and other individuals and groups that are Members.
 - iv) Creation of opportunities for groups and individuals who are Members to:
 - (1) Compete on a fair basis.
 - (2) Develop skills.
 - v) Fostering goodwill and sportsmanship.
 - vi) Promoting accessibility of the game to any who wish to play, coach or officiate.
- b) To recognize excellence through:
 - i) Provision of awards for Member achievements.

**CONSOLIDATED BY-LAWS
OF THE
ONTARIO PROVINCIAL CIVIL SERVANTS SOFTBALL LEAGUE**

ARTICLE I – GENERAL

- 1.1. Purpose. This By-Law relates to the general conduct of the affairs of the Ontario Provincial Civil Servants Softball League, a non-profit unincorporated association.
- 1.2. Head Office. The Head Office of the Ontario Provincial Civil Servants Softball League will be located in the Municipality of Toronto, at such place therein as the Directors may determine.
- 1.3. Ruling on By-Law. In the event of a dispute the Board will have the authority to make an interpretation concerning any word, term or phrase in this By-Law which is ambiguous, contradictory or unclear.
- 1.4. Definitions. The following terms have these meanings in this By-Law:
 - a) Director – an individual elected or appointed to serve on the Board pursuant to this By-Law.
 - b) Member – any group by virtue of paying the prescribed membership fee and admitted to the League by the Officers.
 - c) Officer – an individual elected to serve as an Officer of the Ontario Provincial Civil Servants Softball League pursuant to this By-law.
 - d) Ordinary Resolution - a resolution passed by the majority of votes cast in a General Meeting of Members for which proper notice has been given.
 - e) Special Resolution - a resolution passed by not less than two-thirds of the votes cast at a General Meeting of Members for which proper notice has been given.

ARTICLE II – MEMBERSHIP

- 2.1. Categories. The OPCSSL has a single category of members:
 - a) Teams, which are comprised of individual players, coaches and other individuals. At the time of the adoption of the Consolidated By-Laws, there were sixteen (16) teams.
- 2.2. Membership Dues. Membership dues will be as determined by the Board.
- 2.3. Admission of New Members. No team will be admitted as a Member unless:
 - a) The candidate has made an application for membership in a manner prescribed by the Board;
 - b) The candidate has been approved as a Member by the Officers; and
 - c) The candidate has paid member dues as prescribed by the Board.
- 2.4. Voting Rights of Members. Members are each entitled to one (1) vote at meetings of Members, to be exercised by delegates.

- 2.5. Good Standing. A Member may be deemed by the Board to not be in good standing when:
- a) It owes outstanding membership dues or other debts to the Ontario Provincial Civil Service Softball League; or
 - b) It is subject to a disciplinary action or investigation of the Ontario Provincial Civil Servants Softball League, or if subject to disciplinary action previously, has not fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Ontario Provincial Civil Servants Softball League.
- 2.6. Not in Good Standing. Members who cease to be in good standing will not be entitled to vote at meetings of Members, will not be entitled to have their appointed Directors vote at meetings of Directors, and will not be entitled to the benefits and privileges of membership. A Member may be restored to good standing upon meeting the definition of good standing set out in Article 2.5, to the satisfaction of the Board of Directors of the Ontario Provincial Civil Servants Softball League. A Member may be expelled if the Member fails or refuses to return to good standing within the timelines specified by the Board.
- 2.7. Resignation. A Member may resign from the Ontario Provincial Civil Servants Softball League by giving written notice to the Commissioner. Notwithstanding resignation from membership, a former Member remains liable for any membership dues owing prior to the resignation.

ARTICLE III – GOVERNANCE

- 3.1. Board of Directors. The affairs of the Ontario Provincial Civil Servants Softball League will be managed by a Board of Directors comprised of one (1) Director appointed by each Member.
- 3.2. Powers of the Board. Except as otherwise provided in this By-law, the Board has the powers of Ontario Provincial Civil Servants Softball League and may delegate any of its powers, duties and functions. Without limiting the generality of the foregoing:
- a) The Board may make policies, procedures and regulations for managing the affairs of Ontario Provincial Civil Servants Softball League in accordance with this By-law.
 - b) The Board may make policies and procedures relating to management of disputes within the Ontario Provincial Civil Servants Softball League and all disputes will be dealt with in accordance with such policies and procedures.
 - c) The Board may establish committees to assist with performing the work of the Ontario Provincial Civil Servants Softball League, and may delegate authority to committees.
 - d) The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Ontario Provincial Civil Servants Softball League.

- 3.3. Eligibility to Serve on the Board. Directors will be appointed by each respective Member. Members will appoint their Directors prior to the Annual General Meeting, and these Directors will assume office at the start of the Annual General Meeting.
- 3.4. Term. All Directors will serve terms of one (1) year, and will hold office until their successors have been duly appointed or elected in accordance with this By-law, unless they resign, are removed from or vacate their office. There is no limit on the number of consecutive terms that may be served by a Director.
- 3.5. Resignation. A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board.
- 3.6. Vacate Office. The office of any Director will be vacated automatically:
- a) If the Director ceases to be in good standing of his or her respective Member;
 - b) If the Director is found by a court to be of unsound mind;
 - c) If the Director becomes bankrupt; or
 - d) If the Director, without reasonable excuse, fails to attend three (3) consecutive meetings of the Board.
- 3.7. Removal. A Director may be removed by Special Resolution of the Members present at a Meeting of Members, provided the Director has been given notice of and the opportunity to be present and to speak at such a Meeting.
- 3.8. Vacancy. Where the position of a Member Director becomes vacant for whatever reason, the Member will appoint another qualified individual to fill the vacancy for the remainder of the Director's term.
- 3.9. Number of Meetings. The Board will meet a minimum of one (1) time per year in person, and may meet additionally by telephone conference call as required.
- 3.10. Call of Meeting. The meetings of the Board will be at the call of the Commissioner, or at the call of the Secretary if a majority of the Board requests a meeting.
- 3.11. Notice. Written notice of Board meetings will be provided to all Directors at least fourteen (14) calendar days before the date of the meeting.
- 3.12. Meetings without Notice. Meetings of the Board may be held at any time without notice if all members of the Board are present and waive notice, or if those members who are absent signify their consent in writing to the meeting being held in their absence.
- 3.13. Quorum. Quorum for any meeting of the Board will be the majority of Directors then in office.

- 3.14. Commissioner. If the Commissioner is absent from the meeting, the Assistant Commissioner will preside over the meeting. If the Commissioner and Assistant Commissioner are absent, the Directors will appoint from among their number a Director to preside over the meeting.
- 3.15. Voting. Unless specified otherwise, questions will be decided by majority vote, where the Commissioner does not vote except to break a tie. Voting will be by a show of hands unless the majority of the Board approves a secret ballot.
- 3.16. Closed Meetings. Meetings of the Board will be private, attended only by members of the Board and staff, as required. Others may participate in the meeting if invited by the Commissioner or by the Board.
- 3.17. Telephone Meetings. A Meeting of the Board may be held by telephone conference provided that either the majority of the Board consents to such a meeting, or the holding of meetings by telephone conference has been approved by a resolution by the Board.
- 3.18. Officers. The Officers of Ontario Provincial Civil Servants Softball League are the Commissioner, Assistant Commissioner, and two (2) Members at Large. All Officers are elected from among the Directors at a meeting of the Directors. Officers will serve terms of four (4) years. There is no limit to the number of consecutive terms that are served by an Officer.
- 3.19. Duties. The duties of Officers are as follows:
- a) The Commissioner will be responsible for the general supervision of the affairs and operations of the Ontario Provincial Civil Servants Softball League, will Chair the Meetings of the Board and will perform such other duties as may from time to time be established by the Board;
 - b) The Assistant Commissioner will perform the duties and exercise the powers of the Commissioner in the absence of the Commissioner, and will perform such other duties as may from time to time be established by the Board; and
 - c) The Members at Large will perform such other duties as may from time to time be established by the Board.
- 3.20. Committees. The Board may appoint such committees as it deems necessary for assisting the Board in carrying out its activities.
- 3.21. Terms of Reference of Committees. The Board will establish the terms of reference for committees, and may delegate any of its powers, duties or functions to a committee, except where prohibited by this By-law.
- 3.22. Vacancy on Committees. When a vacancy occurs on any committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.

- 3.23. Removal from Committees. The Board may remove any member of any committee.
- 3.24. No Renumeration. All Officers, Directors and members of Committees will serve their term of office without remuneration except for reimbursement of expenses in accordance with policies approved by the Board.
- 3.25. Conflict of Interest. An Officer, Director or member of a committee who has an interest in, or who may be perceived as having an interest in, a proposed contract or transaction with the Ontario Provincial Civil Servants Softball League will disclose fully and promptly the nature and extent of such interest to the Board or committee, as the case may be; will refrain from voting or speaking in debate on such contract or transaction; and will refrain from influencing the decision on such contract or transaction.

ARTICLE IV – MEETINGS OF MEMBERS

- 4.1. Types of Meetings. General Meetings of Members will include Annual General Meetings and Special General Meetings.
- 4.2. Notice. Written notice of General Meetings will be given to all voting Members at least fourteen (14) calendar days prior to the date of the meeting.
- 4.3. Annual General Meeting. The Ontario Provincial Civil Servants Softball League will hold an Annual General Meeting at such date, time and place as may be determined by the Commissioner, at least once every calendar year and not more than fifteen (15) months after the adjournment of the previous Annual General Meeting.
- 4.4. Special General Meeting. A Special General Meeting of Members may be called at any time at the discretion of the Board, and will be called within thirty (30) days of receiving a written request for a Special General Meeting from a majority of voting Members. If requested by voting Members, the request must state the reason for the meeting and the items to be determined at the meeting.
- 4.5. Business at Meetings. The presentation of financial statements and report of the Officers and Directors to the Members will be conducted at the Annual General Meeting. Any other business may be conducted at the Annual General Meeting or at Special General Meetings.
- 4.6. Quorum. Quorum at a General Meeting will be a majority of voting Members.
- 4.7. Voting. Members will cast their votes through delegates identified prior to the start of the General Meeting. A delegate may be a Director of the Ontario Provincial Civil Servants Softball League, and may carry one (1) vote. Unless specified otherwise, questions at General Meetings will be determined by Ordinary Resolution, where a tie vote will fail. Voting will be by show of hands unless a majority of Members approve a secret ballot.

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ARTICLE V – FINANCE AND MANAGEMENT

- 5.1. Non-Profit. The Ontario Provincial Civil Servants Softball League is a non-profit unincorporated association and will not be run as a money-making venture for its Members, Board or Officers.
- 5.2. Fiscal Year. Unless otherwise determined by the Board, the fiscal year-end of the Ontario Provincial Civil Servants Softball League will be December 31.
- 5.3. Bank. The banking business of the Ontario Provincial Civil Servants Softball League will be conducted at such financial institution as the Board may designate.
- 5.4. Exemption from Audit. Unless required by law, the financial statements of the Ontario Provincial Civil Servants Softball League will be unaudited.
- 5.5. Signing Authority for Financial Transactions. The Commissioner and Assistant Commissioner of the Ontario Provincial Civil Servants Softball League will have signing authority for all financial transactions conducted in the name of the Ontario Provincial Civil Servants Softball League. All transactions will require two signatures.
- 5.6. Execution of Agreements. All written agreements entered into in the name of the Ontario Provincial Civil Servants Softball League will be signed by two Officers, except those written agreements identified by the Board in advance as being standard form agreements relating to routine and ongoing operations of the Ontario Provincial Civil Servants Softball League, which may be entered into by one Officer.
- 5.7. Property. The Ontario Provincial Civil Servants Softball League 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.
- 5.8. Borrowing. The Ontario Provincial Civil Servants Softball League may borrow funds upon such terms and conditions as the Board may determine.
- 5.9. Books and Records. The Board will ensure that all books and records of the Ontario Provincial Civil Servants Softball League required to be kept by this By-Law or any other statute or law are regularly and properly kept. The Board may from time to time specify a time and place at which Members may view the books and records of the Ontario Provincial Civil Servants Softball League.

ARTICLE VI – INDEMNIFICATION

- 6.1. Will Indemnify. The Ontario Provincial Civil Servants Softball League will indemnify and hold harmless out of the funds of the Ontario Provincial Civil Servants Softball League each Officer and Director 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 or Officer.

- 6.2. Will Not Indemnify. The Ontario Provincial Civil Servants Softball League will not indemnify an Officer or Director or any other person for acts of fraud, dishonesty, or bad faith.
- 6.3. Insurance. The Ontario Provincial Civil Servants Softball League may purchase and maintain insurance for the benefit of its Officers and Directors, as the Board may determine.

ARTICLE VII – AMENDMENT OF BY-LAW

- 7.1. Special Resolution. This By-Law may only be amended, revised, repealed or added to by a Special Resolution. Amendments to the By-Law require thirty (30) calendar days notice.
- 7.2. Notice. The written notice of the Meeting of Members at which the Special Resolution will be proposed must include details of the proposed resolution to change this By-Law.

ARTICLE VIII – NOTICE

- 8.1. Written Notice. In this By-Law, written notice will mean notice which is hand-delivered or provided by e-mail, facsimile, mail or courier to the address of record of the Officer, Director or Member, as the case may be.
- 8.2. Date of Notice. Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is e-mailed or sent by facsimile, in writing where the notice is couriered, or in the case of notice which is provided by mail, five days after the date the mail is post-marked.
- 8.3. Error in Notice. The accidental omission to give notice of a Meeting of the Board or the Members, the failure of any Officer, Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE IX – ADOPTION OF THIS BY-LAW

- 9.1. Adoption by the Board of Directors. This By-law is presented by the Board of Directors to the voting Members of Ontario Provincial Civil Servants Softball League, for ratification by Special Resolution, at a meeting duly called and held electronically on January 17, 2020.
- 9.2. Repeal of Prior By-Laws. In ratifying this By-Law, the voting Members of the Ontario Provincial Civil Servants Softball League repeal all prior By-Laws of the

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Ontario Provincial Civil Servants Softball League provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

- 9.3. Enactment. This By-law is hereby enacted and will come into force on the date approved by the Members.