

HAMILTON & DISTRICT BASEBALL ASSOCIATION

CONSTITUTION



January 2003

Amended: November 2004

Amended: November 2007

Amended: November 2009

Amended: November 2014

Amended: November 2015

Amended: November 2018

Amended: November 2019

The objects for which the Corporation is incorporated are:
Objets pour lesquels l'association est constituée:

The objects of the Association shall be:

To foster and improve baseball in the Regional Municipality of Hamilton-Wentworth.

To protect and promote the mutual interests of its members.

To instruct and practice the code of good sportsmanship while endeavouring to improve playing ability and provide recreation through the operation of its program.

To organize and operate competition for the regular season in all series.

To organize and operate competition for the City Championships in all series.

To allot and administer all playing diamonds for all Member Associations.

For the above objects, the power to accept donations, gifts, legacies and bequests.

For the above objects, to purchase, lease and otherwise acquire and to hold, enjoy, manage, develop, and improve lands and buildings and interests therein.

For the above objects, to borrow money and issue securities and bonds.

BY-LAW NO. 1

BEING a special by-law relating generally to the affairs of the Corporation.

CONTENTS

Section One	Interpretation
Section Two	Business of the Corporation
Section Three	Directors
Section Four	Officers of the Corporation
Section Five	Committees
Section Six	Appeal Procedure
Section Seven	Membership and Annual General Meeting
Section Eight	Notices
Section Nine	Auditors
Section Ten	Books and Records
Section Eleven	Cheques, etc
Section Twelve	Affiliations
Section Thirteen	General
Section Fourteen	Rules and Regulations
Section Fifteen	Meetings

NOW THEREFORE BE IT ENACTED and it is hereby enacted as a by-law of Hamilton & District Baseball Association (hereinafter called the "Corporation or "Association) as follows:

1. INTERPRETATION

Definitions. In this by-law and all other by-laws and resolutions of the Corporation, unless the context otherwise specifies or requires:

- *Act* - means the Corporations Act, Revised Statutes of Ontario, 1980, c.95 as from time to time amended, and every statute that may be substituted therefor and, in the case of such substitution, any reference in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
- *Active Life Member* - means a Life Member who is determined by the Board upon recommendation of the Nominations Committee to be active within the Association;
- *Active Past President* - means a Past President who is determined by the Board upon recommendation of the Nominations Committee to be active within the Association;
- *Associated Association* - means an organized association admitted as an Associated Association by the Board of Directors, pays the dues and levies as established and complies with the Rules and Regulations as may be set for an Associated Association;
- *Board* - means the Board of Directors of the Corporation;
- *By-laws* - means this by-law and all other by-laws and special by-laws of the Corporation from time-to-time in force and effect;
- *Corporation or Association* - means the Corporation incorporated by Letters Patent issued pursuant to the Corporations Act of the Province of Ontario and named:

HAMILTON & DISTRICT BASEBALL ASSOCIATION

- *Member Association* - means an organized Association within the boundaries of the Hamilton District Baseball Association as defined by the Ontario Baseball Association admitted as a Member Association of the Corporation, by the Board of Directors, complies with the By-laws, Rules and Regulations of the Corporation, pays its dues and levies as authorized by the Corporation and registers at least one team/group with the Association;

Member Associations are listed as follows:

Alexander Park Minor Sports Incorporated
 Ancaster Baseball Association
 Binbrook Baseball Association
 Dofasco Minor Baseball
 Dundas Minor Baseball Association
 East Mountain Baseball Association
 Greensville Minor Baseball
 Hamilton Baseball Umpires Association
 Hamilton Cardinals Rep Baseball Association
 Mahoney Minor Sports Association Incorporated
 West Mountain Baseball Association

- *Recorded address* - means, in the case of a member, his address as recorded in the register of members and, in the case of a director, officer, auditor or member of a committee of the board, his address as recorded in the records of the Corporation;
- *Special resolution* - means a resolution passed by the vote of a least two-thirds of the members present and voting at a duly convened meeting;

Words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

2. BUSINESS OF THE CORPORATION

- 2.01 Head Office. Until changed in accordance with the act, the head office of the Corporation shall be in Hamilton, in the Province of Ontario and at such location therein as the board by from time to time determine by resolution.
- 2.02 Corporate Seal. Until changed by resolution of the board, the Corporate Seal of the Corporation shall be in the form appearing on this page of this by-law opposite this sub-clause and impressed hereon.
- 2.03 Financial Year. Until changed by resolution of the board, the financial year of the Corporation shall end on the 31st day of October in each year.
- 2.04 Execution of Instruments. Contracts in the ordinary course of the Corporation's operations shall be entered into on behalf of the Corporation by the President and Treasurer or by any person authorized by the Board of Directors. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which a person or persons by whom any particular instrument, contract or obligation of the Corporation may or shall be executed.

3 DIRECTORS

- 3.01 Board of Directors. The affairs of the Corporation shall be managed by a board of directors, made up as follows:
- a) Each President of a Member Association or his/her designate
 - b) President
 - c) First Vice-President
 - d) Second Vice-President
 - e) Secretary
 - f) Treasurer
 - g) Registrar
 - h) O.B.A. Rep
- 3.02 Each President of Member Associations or his/her designate shall be appointed by the Member Association. Each director appointed or elected shall hold office until the first annual meeting after he shall have been elected or appointed until his successor shall have been duly elected or appointed and qualified. The whole board shall be retired at each annual meeting, but shall be eligible for re-election or re-appointment as the case may be if otherwise qualified. The election shall be by a ballot.
- 3.03 Directors: Can be replaced only when written notice is received by the Secretary of the Association that a Director has resigned. Any Director who resigns shall not be eligible for nomination as a Director until after the Annual Meeting of the Association.
- 3.04 Quorum and Meetings of the Board of Directors. Directors representing a majority of member associations shall form a quorum for the transaction of business. Except as otherwise provided by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present or if those absent have signified their consent to the meeting being held in their absence. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named, and of such regular meetings no notice need be sent. A Directors meeting may be held without notice immediately following the annual meeting of the members of the Corporation. The Directors may consider or transact any business, either special or general, at any meeting of the board.
- 3.05 Errors in Notice, Board of Directors. No error or omission in giving such notice for a meeting of the Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- 3.06 Voting, Board of Directors. Questions arising at any meeting of the Directors shall be decided by a majority of votes. When a vote is taken and there is an equality of votes, it is deemed to be lost. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman of the meeting 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 of or against such resolution. In the absence of the President his duties may be performed by the Vice-President, or such other director as the Board may from time to time appoint for the purpose.
- 3.07 Powers of Directors. The Board of Directors shall enforce the By-laws, Rules and Regulations of the Corporation which include the power to admit, refuse admittance, suspend, expel or otherwise discipline Member or Affiliated Associations for cause. The Directors of the Corporation may administer the affairs of the Corporation in all things that make or cause to be made for the Corporation in its name any kind of contract which the Corporation may lawfully enter into and save as hereinafter provided, generally exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the directors are expressly empowered from time to time to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, or other properties, movable or immovable, real or personal, or any right or interest owned therein by the Corporation for

such consideration and upon such terms and conditions as they may deem advisable.

3.08 Remuneration of Directors. Directors of the Corporation shall receive no remuneration for acting as such.

4 OFFICERS OF THE CORPORATION

4.01 Qualification for Executive Positions. A candidate wishing to stand for an HDBA Executive position is required to be a member in good standing with the Association or one of its Member Associations to be eligible for office.

4.02 Election or Appointment. There shall be a President, a 1st Vice-President, a 2nd Vice-President, a Secretary and a Treasurer, or in lieu of a Secretary and Treasurer, a Secretary-Treasurer (also referred to as the elected Executive.) There shall be a Registrar and an OBA Rep appointed as provided herein. One person may hold more than one office, except that the office of President or Vice-President cannot be held concurrently with any other elected office. All elected Officers of the Corporation shall be elected as follows:

Election of Officers:

- a The elected Officers of the Association shall be elected annually at the Annual Meeting.
- b All Candidates for Office shall be nominated by a Member Association in good standing and operating the previous year or by any Member of the Association.
- c In order to remain on the ballot, a nominee must so request in person at the Annual Meeting, or must have indicated to the Secretary prior to the election.
- d If more than one candidate is nominated for any office, a vote by ballot will be taken and the nominee receiving the greatest number of votes will be elected.
- e In lieu of an office not being filled, the Board of Directors shall have the right to appoint a person to fill the vacant position(s)
- f All Officers shall take office at the conclusion of the Annual Meeting or when elected or appointed, if not at the Annual Meeting and shall sit on the 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.

4.03 Duties of the President.

- a Shall be the Chief Executive Office of the Association and shall perform all duties as are incidental to the office of President and are properly required of him.
- b Shall chair all Meetings of the Association and Executive with the usual privileges of the office. May call meetings of the Executive or the Board.
- c Shall be an ex-officio member of all Committees.
- d The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates.
- e During the absence or inability of the President, his duties and powers may be exercised by a Vice-President, who is a Director, and if such Vice-President or such other Director as the Board may from time-to-time appoint for the purpose, exercises any such duty or power in the absence or the inability of the President it shall be presumed with reference thereto.

4.04 Duties of the 1st Vice-President.

- a Shall be the Chief Operating Officer in Association matters as defined by the President and ratified by the Board.
- b Shall be the Chief Executive Office of the Association in the absence of the President and as such, shall perform all duties and enjoy all privileges of the office as though he were President.
- c Shall automatically become a member of any Committee which reports to him as Chief Operating Officer as defined by the President.

4.05 Duties of the 2nd Vice-President.

- a Shall be the Chief Operating Officer in Association matters as defined by the President and ratified by the Board.
- b Shall be the Chief Executive Officer of the Association in the absence of both the President and the

1st Vice-President and as such, shall perform all duties and enjoy all privileges of office as though he were President.

- c Shall automatically become a member of any Committee which reports to him as Chief Operating Officer as defined by the President.

4.06 Duties of the Secretary.

- a Shall receive, send out, and keep a file for all correspondence of the Association.
- b Shall keep and maintain all property, trophies, records, Minutes, legal documents of, used by or belonging to the Association and shall be accountable for same, except registration documents.
- c Shall maintain an adequate supply of all forms, books, manuals, except team and individual player registration forms, used by or belonging to the Association and shall be accountable for same.
- d Shall notify and sufficiently in advance, all necessary parties as to the date, time and place of all Executive, Board and General Meetings of the Association when called by the President.
- e Shall prepare a written agenda as directed by the President for every Executive, Board and General Meeting of the Association and shall distribute same to all necessary parties beforehand.
- f Shall prepare written Minutes of each Board Meeting of the Association and shall distribute the Minutes to all Directors within 10 days of the meeting and shall prepare the minutes of each General Meeting.
- g Shall give all notices required to be given to members and to Directors. He shall be the custodian of the seal of the Corporation, and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, excluding registration documents, which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

4.07 Duties of the Treasurer.

- a Shall receive all of the Association's monies and deposit same in the Association's account with a Chartered Bank or Trust Company.
- b Shall receive all invoices made out to the Association and shall pay same only if correct and authorized.
- c Shall sign all cheques along with the signature of the President or the 1st Vice President or the 2nd Vice President.
- d Shall keep an accurate, written account of all receipts and disbursements of the Association.
- e Shall prepare a written financial report of the Association for each Board Meeting or when requested by the President.
- f Shall prepare a written, year-end financial report of the Association and preliminary team fee structure for the coming year to be presented at the Annual General Meeting and shall have it reviewed by the Association's accountants and shall present copies of it as soon as possible to the Board.

4.08 Duties of the Registrar.

- a Shall be recommended by the Executive and approved by the Board.
- b Shall review and approve all rosters for all teams registered with the Association
- c Shall process Player Releases as per the Release Rules and maintain a file of release records.
- d Shall report to the Board on a regular basis the number of teams registered by each Member and Associate Member Association, and on player releases.
- e Shall submit Rep rosters to the Ontario Baseball Association office within the deadlines set by the OBA
- f Shall distribute OBA approved rosters to the Member and Associate Member Associations once received from the OBA.

4.09 Duties of the OBA Rep

- a Shall be recommended by the Executive and approved by the Board;
- b Shall attend regularly all OBA Board of Director meetings, and all Committee meetings required by the OBA;

- c Shall attend regularly all HDBA Board of Director meetings;
- d Shall represent the interests of the HDBA and its Member and Associate Member Associations at the OBA.

4.10 Duties of Other Officers. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

5 COMMITTEES

5.01 House League Committee

- a Chairperson shall be recommended by the Executive and ratified by the Board
- b Each association registering 1 or more house league teams and H.B.U.A. shall appoint one member
- c Shall appoint, subject to ratification by the Board, Convenors for each series in which an Interlock program is offered. These convenors shall sit as members of the committee.
- d Responsible to determine season schedule for interlock play in all series
- e Responsible to set the format for Mid-Summer Tournaments and City Championship playoffs
- f Responsible to recommend team fees and budget to the Board
- g Responsible to recommend playing rules and regulations to Board
- h Present written reports to the Board on a regular basis

5.02 Rep Committee

- a Chairperson shall be recommended by the Executive and ratified by the Board
- h Present written reports to the Board on a regular basis

5.03 Rules and Regulations Committee

- a Chairperson to be selected by the Executive
- b Responsible to receive House League and Rep League Rule recommendations
- c Responsible to review all HDBA Rules and Regulations and make recommendations to the Board

5.04 Release Appeals Committee

- a Chairperson shall be the HDBA Registrar
- b A minimum of 5 members shall be appointed by the Board
- c Responsible to hold hearings when requested by any player who has been denied a release
- d Responsible to adhere to the HDBA Release Rules except in unique and unusual circumstances requiring special consideration
- e Quorum shall be any 3 members for any hearing
- f Decisions are final and effective immediately
- g Shall make written reports to the Board

5.05 Protest Committee

- a Chairperson shall be selected by the Executive
- b A minimum of 5 members shall be appointed by the Board
- c Responsible to hold hearings whenever a Protest is accepted by the President.
- d The President shall appoint 3 or more members to hear each protest from among the committee's membership
- e Decisions are final and effective immediately
- f Shall make written reports to the Board

5.06 Discipline Committee

- a Chairperson shall be recommended by the Executive and ratified by the Board
- b A minimum of 5 members shall be appointed by the Board
- c Responsible to hold hearings for all Class II ejections and any other matter referred to it by the Executive
- d Quorum shall be any 3 members for any hearing, with one member being appointed by the Hamilton Baseball Umpire's Association

- e Decisions are final and effective immediately
- f Shall make written reports to the Board

5.07 Budget and Finance Committee

- a Chairperson shall be the Treasurer
- b Members shall be appointed by the Board
- c Responsible to prepare the budget
- d Responsible for the operation of HDBA fundraising activities
- e Responsible to prepare reports to the Board on a regular basis
- f Responsible to recommend fee changes.

5.08 Nominations Committee

- a Chairperson shall be recommended by the Executive and ratified by the Board
- b Members shall be appointed by the Board
- c Responsible to recommend nominees for Life Membership to the Board
- d Responsible to recommend to the Board the list of Active Life Members and Active Past Presidents.
- e Responsible to seek qualified individuals for nomination to Executive positions

5.09 All other committees shall be appointed by and report to the Executive

6 APPEAL PROCEDURE

6.01 Any decisions made by any Committee of the Association or by the Board may be appealed to the President, in writing, with a deposit of \$100.00. The appeal must be made within 7 days of the decision being appealed.

6.02 When the President receives an appeal in writing, the President shall review the appeal and determine whether, in the President's discretion, the appeal either (i) presents new information not available or presented to the board or committee that made the decision appealed from or (ii) represents an important and compelling matter which justifies the holding of an appeal. Where the President determines that either (i) or (ii) applies the President shall name a committee of at least 3 members of the Board of Directors who shall hear the appeal. The decision of the committee shall be final. The committee shall also rule on the disposition of the deposit.

6.03 The President shall establish the time and place of the appeal hearing. The hearing must be held within 15 days of receiving written appeal. The 15 days shall begin the day following the receipt of the written appeal.

6.04 The appellant must be present in person at the hearing. Failure to appear will result in a default decision and no further appeal shall be allowed.

7 MEMBERSHIP

7.01 The membership shall consist of the each Member Association, each Associated Association, Active Life Members, Active Past Presidents, the elected and appointed Executive, and Convenors. A Member may be suspended, disciplined or expelled for violation of the By-laws, Rules or Regulations of the Corporation. Expulsion of a Member requires a 2/3 majority of the entire board in order to be effective. Any Member may resign which shall be effective upon acceptance by the Board of Directors. In case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to the acceptance of his resignation. The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon his death, or when the period of his membership expires, or when he ceases to be a Member by resignation or otherwise in accordance with the by-laws of the Corporation, or when he ceases to pay any dues properly assessed by the Corporation.

- 7.02 Fees
- a The fees for the Association shall be \$300.00 for a Member Association and \$300.00 for an Associated Association and shall be paid by the 15th day of December of each year.
 - b Fees for team participation in the Association shall be calculated annually and shall be paid in accordance to deadlines established in the Rules and Regulations of the Association.
- 7.03 Annual Meeting and Other Meetings of Members. The Annual General Meeting shall be held each year no later than November 30. Notices of the Annual General Meeting shall be communicated to the Member and Affiliated Member Associations by telephone or electronic transmission at least 40 days prior to the scheduled date of the meeting. The Annual General Meeting will be chaired by the President, and the Agenda shall include the following items in order:
- a President's Report
 - b Vice Presidents' Reports
 - c Treasurer's Report and Financial Review
 - d Reports of Convenors and/or Committees
 - e Consideration of Constitutional Amendments
 - f Consideration of Life Members
 - g Elections of Elected Executive
 - h Declaration by Member Associations of the President or Designate to be appointed to the Board
 - i Adjournment
- 7.04 Voting at the Annual General Meeting
- a Each Member Association shall be entitled to
 - i One voting delegate if the Member Association registers less than 5 teams with the Association
 - ii Two voting delegates if the Member Association registers 5 to 10 teams with the Association
 - iii Three voting delegates if the Member Association registers more than 10 teams with the Association
 - b Each Active Life Member and Active Past President shall have one vote
 - c The Hamilton Baseball Umpires Association shall have 1 voting delegate
 - d The Elected and the Appointed Executive shall each have one vote
 - e Each appointed Convenor shall have one vote
- 7.05 Error or Omission in Notice. No error or omission in giving notice of any annual or general meeting or any adjourned meeting whether annual or general of the members of the Corporation shall invalidate such meeting, or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify approval, confirm any or all proceedings taken or had thereat. For the purpose of sending notices to any Member, Director or Officer for any meeting or otherwise, the address of any Member, Director or Officer shall be his last address recorded on the books of the Corporation.
- 7.06 Adjournments. Any meetings of the Corporation or of the Directors may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting of which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present thereat.
- 7.07 Quorum. A quorum for the transaction of business at any meeting of the Members shall consist of a majority of the Member Associations being represented.
- 7.08 Voting of Members. Subject to the provision of this By-law or contained in the Letters Patent of the Corporation, each voting Member of the Corporation at the Annual General Meeting may not vote by proxy. No Member shall be entitled to vote at meetings of the Corporation unless he has paid all dues or fees if any then payable by him. At the Annual General Meeting every question shall be decided by a majority of the votes of the Members present in person, unless otherwise required by the By-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member having voting rights shall have one vote and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an

entry to that effect in the minutes of the Corporation shall be admissible in evidence as prim facie proof of the fact without proof of the number or proportion of the votes recorded in favour of our against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of the votes given by such manner as the Chairman of the meeting shall direct and the result of such poll shall be deemed to be the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting whether upon a show of hands or at a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

7.09 Constitutional and By-Law Amendments. The Constitution and by-laws may be amended only at the Annual General Meeting provided such amendments have been presented to the Board of Directors no later than the last Board meeting before the Annual General Meeting. Constitutional and by-law Amendments require a 2/3 majority at the Annual General Meeting to be effective.

7.10 Member Association Autonomy

- a) It is recognized that Member Associations are autonomous organizations in their own right and in forming part of the HDBA membership do so to provide a cooperative relationship among the Members and to obtain the services of the HDBA.
- b) In recognition of its service role and where any Member Association so requests, the HDBA will apply for diamond permits for said Member Association from the municipality and will fulfill such administrative roles as may be agreed to from time to time between the HDBA and the Member Associations.
- c) Notwithstanding any agreement with the HDBA to provide such services, Member Associations having boundaries forming only a part of the HDBA territory shall retain separate and full authority over the allocation of diamond time within their respective boundary area.
- d) Member Associations whose diamond allocation from the municipality does not satisfy its program requirements and those Member Associations not having a specified boundary within the HDBA territory and therefore not having a designated diamond allocation, may request diamond time from any other Member Association. In such circumstances, it shall be the responsibility of the affected Member Associations to develop and agree upon the arrangements regarding costs, conditions of use, and such other agreements as may be required to reach a suitable agreement on the diamond use.
- e) Wherever practical and to serve the best interests of baseball for the HDBA, diamonds are to be effectively utilized. Member Associations are encouraged to share excess diamond capacity with other Member Associations making any such requests.

8 NOTICES

8.01 Notice. Whenever under the provisions of the by-laws of the Corporation notice is required to be given such notice may be given either personally or transmitted or by telephone, or by depositing same in a post office or public letter box in a prepaid sealed wrapper addressed to the Director, Officer or Member at his or their address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a Post Office Box or public letter box as aforesaid, or if transmitted shall be held to be sent when the same was transmitted. For the purpose of sending any notice the address of any Member, Director or Officer shall be his last address as recorded on the books of the Corporation.

9 AUDITORS

9.01 Qualification. One or more Auditors may be appointed by resolution of the Members at the Annual Meeting of the Members of the Corporation. The qualifications of the Auditor must satisfy all of the requirements of the Act.

9.02 Access to Records. The Auditor or Auditors shall at all reasonable times have access to all records, documents, books, accounts, and vouchers of the Corporation.

10 BOOKS AND RECORDS

10.01 The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation, or by any applicable statute or law are regularly and properly kept.

11 CHEQUES, ETC.

11.01 All cheques, bills of exchange or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, Agent or Agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such Officers or Agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed for collection or for deposit with the bankers of the Corporation using the Corporation's rubber stamp for the purpose. Any one of such Officers or Agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and released or verification slips.

12 AFFILIATIONS

12.01 The Association shall be affiliated with the Ontario Baseball Association.

12.02 The Association shall abide by the Constitution, By-laws and Rules and Regulations of the Ontario Baseball Association.

12.03 The Association shall maintain a full membership in the Ontario Baseball Association and shall protect its rights as a member of that Association by whatever action is necessary.

13 GENERAL

13.01 The Constitution and By-laws of the Association are intended as a general guide and cannot specifically cover each situation that may arise. Therefore, the President in Regular or Special Meeting, with a quorum of the Board of Directors shall have the authority to interpret and decide to the best of their judgment with regard to all these circumstances or any specific case, any matters pertaining to any and all claims contained herein and that their decision shall be final.

13.02 Except as provided by the Constitution and By-laws, the Management and Control of each Member Association shall be left entirely in the hands of each Member or Associated Association.

13.03 Memberships in the Association are the property of the Association and cannot be transferred unless approved by the Board of Directors.

13.04 The Boundaries of the Member Associations are set out in a HDBA, Hamilton City map, kept on file with the Secretary and the Registrar.

14 RULES AND REGULATIONS

14.01 Shall be approved annually before the playing season starts by the Board

14.02 Shall carry the same power as if detailed in the By-laws of the Association.

15 MEETINGS

15.01 The Annual Meeting of the Association shall be held before the 30th of November each year.

15.02 The Board of Directors of the Association shall meet at least once every two (2) months from Jan 1st through December 31st, excluding the Annual Meeting. Additional meetings, if required, will be at the

request of the executive members of the Board of Directors

PASSED by the Board of Directors this 12th day of November, 2018.

PASSED by the Board of Directors this 18th day of November, 2015.

UNANIMOUSLY CONFIRMED, RATIFIED AND APPROVED by the members
this 18th day of November, 2014.

WITNESS the Corporate Seal of the Corporation.

BY-LAW NO. 2

BY-LAW TO AUTHORIZE THE DIRECTORS
TO BORROW AND GIVE SECURITY

HAMILTON & DISTRICT BASEBALL ASSOCIATION

RESOLVED THAT THE FOLLOWING BE ENACTED AS A BY-LAW OF THE CORPORATION AS FOLLOWS:

The Directors of the Corporation are hereby authorized from time to time:

- a To borrow money upon the credit of the Corporation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- b To issue or reissue debt obligations of the Corporation;
- c To pledge or sell such debt obligations for such sums and at such prices as may be deemed expedient;
- d To mortgage, charge, hypothecate, pledge, or otherwise create a security interest in all or any property, real and personal, immovable and moveable, undertaking and rights, of the Corporation owned or subsequently acquired, to secure any debt obligations of the Corporation, present or future, or any money borrowed or to be borrowed or any other debt or liability of the Corporation, present or future;
- e To give a guarantee on behalf of the Corporation to secure the performance of an obligation, of any person present or future;
- f To delegate to such officer(s), Director(s) or Committee of Directors, of the Corporation as the Directors may designate all or any of the foregoing powers to such extent and in such manner as the Directors may determine.

This by-law shall remain in force and be binding upon the Corporation as regards any party acting on the faith thereof, until a copy, certified by the Secretary of the Corporation, By-law Bylaw 2 (f) repealing or replacing this By-law shall have been received by such party and duly acknowledged in writing.

By-law 2 Cont'd

ENACTED this 18th day of October, 1985.

AS WITNESS the corporate seal of the Corporation.

President

Secretary

THE ROYAL BANK OF CANADA

CONFIRMED by the members in accordance with the Act the 18th day of October, 1985.