

SCHEDULE "A"

Form 1

SOCIETY ACT


REGISTRAR OF COMPANIES
FOR THE PROVINCE OF BRITISH COLUMBIA

CONSTITUTION

1. The name of the society is "MISSION MINOR SOFTBALL ASSOCIATION" (hereafter referred to as "the Society").
2. The purposes of the Society are:
 - a) To promote, foster and engage in the sport of Minor Softball.
 - b) To assist, further and promote the development of teams, leagues and groups interested in Minor Softball.
 - c) To raise and provide funds for the promotion of Minor Softball and allied activities in the name of the Society and in such activities be permitted to employ paid assistants or managers to operate such activities on behalf of the Society.
 - d) To affiliate with the British Columbia Minor Softball Association and Canadian Amateur Softball Association to gain assistance in carrying out the above objectives.
3. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the organization shall be used in promoting its purposes. This provision is unalterable.
4. Should the Society be dissolved at a future date, all its assets after payment of liabilities shall be donated to one or more legitimate charitable minor sports organizations in the Mission District and related unorganized territory. This provision is unalterable.

PROVINCE OF BRITISH COLUMBIA

SCHEDULE B
(section 6)

SOCIETY ACT

BY-LAWS OF

MISSION MINOR SOFTBALL ASSOCIATION

PART 1. Interpretation and Purposes

1. In these by-laws, unless the context otherwise requires,
 - (a) "directors" means the directors of the Society for the time being;
 - (b) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) "registered address" of a member means his address as recorded in the register of members.
 - (d) the definitions in the Society Act on the date these by-laws become effective apply to these by-laws;
 - (e) Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation;
 - (f) an Honorary Member means and includes any worthy individual so designated by the Directors, who following such designation shall be deemed to be an Honorary Member of the Society during his lifetime;
 - (g) a Life Member means and includes any member so designated by the Directors who has made an outstanding contribution to the Mission Minor Softball Association during a minimum of ten (10) years of membership in the Society, who following such designation shall be deemed to be a member of the Society during his lifetime.

PART 2

Membership

3. The Members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become Members, or Life Members in accordance with these By-Laws, excluding Honorary Members, and in any case have not ceased to be Members.
4. A person may apply to the Directors for membership in the Society and after the expiration of sixty (60) days from the time the Directors have accepted the persons application, which shall include the membership fee, that person shall be a Member.
5. Every Member shall uphold the constitution and comply with these By-Laws.
6. The amount of the annual membership dues shall be determined by the Directors.
7. A person shall cease to be a member of the Society:
 - a) By delivering his resignation in writing to the secretary of the Society or by mailing or delivering it to the address of the Society, or
 - b) on his death, or
 - c) on being expelled or in the case of a corporation on dissolution;
 - d) on having been a member not in good standing for twelve (12) consecutive months.
8.
 - (a) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

PART 3

Meetings of Members

10. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.

11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

12. The directors may, whenever they think fit, convene as extraordinary general meeting, but upon receiving a Petition duly signed by Ten (10) percent of the members in good standing of the Society, the Directors shall be required to call an extraordinary general meeting to be held within fourteen (14) days of the delivery of the Petition.

13.. (a) Notice of a general meeting shall specify the place, the day and the hour of the meeting, and in case of special business, the general nature of that business.

(b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at the meeting.

14. The Annual Meeting of the Society shall be held during the month of July in each year.

PART 4

Proceedings at General Meetings

15. Special business is:

(a) all business at an extraordinary general meeting except the adoption of rules of order, and

(b) all business that is transacted at an annual general meeting, except

(i) the adoption or rules of order,

(ii) the consideration of the financial statements,

(iii) the report of the directors,

(iv) the report of the auditor, if any,

(v) the election of directors,

(vi) the appointment of the auditor, if required, and

(vii) such other business as, under these By-Laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice conveying the meeting.

16. (a) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting, at a time when a quorum is not present.
- (b) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (c) A quorum is three (3) members present or such greater number as the members may determine at a general meeting.

17. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time or such other time and place as the members are given advance notice of, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

18. Subject to By-Law 19, the president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.

19. If at a general meeting:

- (a) there is no president, vice president, or other director present within fifteen (15) minutes after the time appointed for holding the meeting, or
- (b) the president and all the other directors present are unwilling to act as chairman,

the members present shall choose one of their number to be chairman.

20. (a) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

- (c) Except as provided in this By-Law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 21.
- (a) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
 - (b) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 22.
- (a) A member in good standing present at a meeting of members is entitled to one vote.
 - (b) Voting is by show of hands.
 - (c) Voting by proxy is not permitted.
23. The guidelines for procedures in any meeting of the Society shall be those as set out in Roberts Rule of Order, save where the provisions of these rules are inconsistent with the By-Laws of the Society. Specific rules or order for the management of any General or Annual Meeting shall be presented to the assembly for acceptance.

PART 5

Directors and Officers

- 24.
- (a) The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do and which are not by these By-Laws or statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, and in particular, but not so as to restrict the generality of the foregoing, to establish, add to, delete, or alter the rules governing play of Softball and conduct of players, and may confer the status of Honorary Member upon not more and two (2) worthy individuals in each calendar year and may confer the status of Life Member upon not more than one (1) eligible member in each calendar year, but subject nevertheless to the provisions of:
 - (i) all laws affecting the Society,
 - (ii) these By-Laws, and
 - (iii) rules, not being inconsistent with these By-Laws, which are made from time to time by the Society in a general meeting.
 - (b) No rule, made by the Society in a general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

25. (a) The president, vice president, secretary, treasurer, immediate past president or one other person if the past president is unavailable shall be directors.
(b) The number of Directors shall be five (5) or such greater number as may be determined from time to time at a general meeting.
26. (a) The President and Secretary shall retire from office at each general meeting held in odd numbered years.
(b) The Treasurer and Vice President shall retire from office at each general meeting held in even numbered years.
(c) Separate elections shall be held for each office to be filled; but only members of the Society in good standing are eligible to be elected or to hold office.
(d) An election may be by acclamation, otherwise it shall be by secret ballot.
(e) No director is eligible to hold the same office for more than four (4) consecutive years.
27. (a) The Directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
(b) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for election at the meeting.
28. (a) If any Director, including the immediate past president, resigns his office, otherwise ceases to hold office, or is ineligible to hold office, the remaining directors shall appoint a member to take the place of the former director.
(b) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
29. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
30. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

PART 6 Proceedings of Directors

31. (a) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 (b) The quorum necessary for the transaction of business shall be a majority of the directors then in office.
 (c) The president shall be chairman of all meetings of the directors; but if at any meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice President shall act as Chairman, but if neither is present the directors present may choose one of their number to be chairman of that meeting.
 (d) A director may at any time, and the Secretary, on the request of a director, shall, convene a meeting of the directors.
32. (a) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
 (b) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
33. The Directors shall appoint a Chairman of each of the following Standing Committees, and such other Committees as the Directors from time to time strike:
- | | |
|--|------------------|
| Registration; | Equipment; |
| Publicity; | Grievance; |
| Minor Softball Tournament; | |
| Field Co-Ordinator and Game Organizer; | |
| Umpire in Chief; | Umpire Assignor; |
| Head Coach; | Award Night; |
| Fund Raising; | Sponsor; |
| Nominating Committees. | |
34. The Chairman of a standing committee shall have the power to add to his committee as he deems necessary, any other member in good standing who is willing to serve.
35. The members of a committee may meet and adjourn as they think proper.

36. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.

37. (a) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
(b) In case of an equality of votes the chairman does not have a second or casting vote.

38. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.

39. A resolution in writing signed by all the directors and placed with the minutes of the directors is a valid and effective as if regularly passed at a meeting of the directors.

PART 7

Duties of Officers

40. (a) The president shall preside at all meetings of the Society and of the directors.
(b) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
(c) The president shall be the official representative of the Society at all Softball functions, as required.
41. The Vice President shall:
(a) carry out the duties of the president during his absence;
(b) in the event of a vacancy in the office of the president, assume his duties until a new president is appointed or elected;
(c) be responsible for appointing and supervising division representatives.
42. The Secretary shall:
(a) conduct the correspondence of the Society;
(b) issue notices of meetings of the Society and the directors;
(c) keep minutes of all meetings of the Society and the directors;
(d) have custody of all records and documents of the Society except those required to be kept by the treasurer;

- (e) have custody of the common seal of the Society; and
 - (f) maintain the register of members.
43. The Treasurer shall:
- (a) keep such financial records, including books of accounts, as are necessary to comply with the Society Act;
 - (b) render financial statements to the directors, members and others when required;
 - (c) receive and account for all monies of the Society;
 - (d) pay the accounts of the Society at the direction of the executive.
44. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

PART 8 Seal

45. The directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
46. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and secretary or the secretary and any other director.

PART 9 Borrowing

47. In order to carry out the purposes of the Society the directors may, on behalf of and in name of the Society, raise or secure the payment or repayment of money in such manner as they decide.
48. Pursuant to Section 47, the directors may incur indebtedness to an aggregate sum of not more than \$200.00.
49. Notwithstanding Section 48, the directors may borrow any additional sum as may be authorized by a special resolution of the members in good standing of the Society.

PART 10. Auditor

50. The Society shall appoint a qualified auditor as soon as practicable.
51. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

52. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

53. An auditor may be removed by ordinary resolution.

54. An auditor shall be informed forthwith in writing of appointment or removal.

55. No director and no employee of the Society shall be auditor.

56. The auditor may attend general meetings.

PART 11 Notices To Members

57. A notice may be given to a member, either personally or by mail to him at his registered address.

58. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

59. (a) Notice of a general meeting shall be given to:
 (i) every member shown on the register of members on the day notice is given;
 (ii) the auditor, if Part 10 of these By-Laws apply.
(b) No other person is entitled to receive a notice of general meetings.

PART 12 By-Laws

60. On being admitted to membership, a member is entitled to and the Society shall give him, without charge, a copy of the constitution and By-Laws of the Society.

61. These By-Laws shall not be altered or added to except by special resolution.

PART 13 General Playing Rules

62. The "Rules of the Game" as laid down by the British

Columbia Softball Association shall govern all "competitive softball" games in matters not regulated by local club rules.

WITNESS:

APPLICANTS FOR INCORPORATION

V Gayton
VALERIE GAYTON
7813 Wren Street
Mission, B.C.
V2V 3C6
"as to all signatures"

W Hickey
WALT HOCKEY
7890 Burdock Street
Mission, B.C. V2V 4Y1

V Gayton

Mike Gayton
MIKE GAYTON
7813 Wren Road
Mission, B.C. V2V 3C6

V Gayton

Neal Williams
NEAL WILLIAMS
8233 Blueberry Drive
Mission, B.C. V2V 5Z8

V Gayton

Ken Peters
KEN PETERS
9053 Shook Road
Mission, B.C. V2V 5M2

V Gayton

Charles Gordon
CHARLES GORDON
8096 Lawrence Lane
S.S. #1
Mission, B.C. V2V 5V6

Al DATED the 10th day of April, 1985.

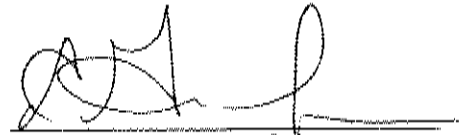
FORM 4

SOCIETY ACT

LIST OF FIRST DIRECTORS OF
MISSION MINOR SOFTBALL ASSOCIATION

<u>FULL NAMES</u>	<u>RESIDENT ADDRESSES</u>
WALT HOCKEY	7890 Burdock Street Mission, B.C. V2V 4Y1
MIKE GAYTON	7813 Wren Road Mission, B.C. V2V 3C6
NEAL WILLIAMS	8233 Blueberry Drive Mission, B.C. V2V 5Z8
KEN PETERS	9053 Shook Road Mission, B.C. V2V 5M2
CHARLES GORDON	8096 Lawrence Lane S.S. #1 Mission, B.C. V2V 5V6

Dated at Mission, British Columbia, this 22 day of
April, 1985.


CHARLES GORDON

Certificate of
Incorporation No.

FORM 5

SOCIETY ACT


NOTICE OF ADDRESS OF SOCIETY

The Address of the Society is 33066 First Avenue,
Mission, British Columbia, V2V 1G3, until the day after the next
Notice of Address of Society is filed by the Society.

DATED the 10th day of April, 1985.

MISSION MINOR SOFTBALL ASSOCIATION

by:


Director

TO: Registrar of Companies
Victoria, British Columbia.