

**Baseball Ontario By-laws
2023 Edition**

Section 1 - ORGANIZATION	2
1.01 Name.....	2
1.02 Objects.....	2
1.03 Membership	3
1.04 Board of Directors	4
1.05 Duties of Directors	6
1.06 Meetings	7
1.07 Amendments to the Baseball Ontario By-laws:	9
1.08 Electing Directors	10
1.09 Voting Ratio and Voting Point Calculation Methodology	11
1.10 General.....	12
Section 2 DIVISIONS	12
2.01 OBA Procedures and Playing Rules	12
2.02 Rep Division	12
2.03 Select Division	12
2.04 Conflicts	12
Section 3 FINANCIAL NOTES	13
3.01 Budget Process	13
3.02 Books and Financial Statements.....	13
3.03 Dissolution	14

Section 1 - ORGANIZATION

1.01 Name

The name of this organization shall be the “Ontario Baseball Association, Inc.” (unless the context otherwise requires, hereinafter referred to as the “OBA”). The OBA is authorized to carry on its business under the name “Baseball Ontario”.

The OBA was organized May 4, 1918, under the name “Ontario Baseball Amateur Association”. In 1938 the name was changed to “Ontario Baseball Association”. In 1981, the organization was incorporated as “Ontario Baseball Association, Inc.”.

1.02 Objects

The objects of the OBA shall be in order of priority:

- a) To foster and improve baseball at all levels in the Province of Ontario.
- b) To protect and promote the mutual interests of the members.
- c) To institute and regulate competition for the Ontario championships.
- d) To institute and regulate competition for determining the Ontario representative(s) in the national or Canadian play-offs.

Definitions:

- a) Act – the Ontario Not-for-Profit Corporations Act, 2010, as amended.
- b) Corporation – Ontario Baseball Association, Inc.
- c) Auditor - an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
- d) Board – the Board of Directors of the Corporation.
- e) Days – days including weekends and holidays.
- f) Director – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- g) Extraordinary Resolution – a resolution passed by not less than eighty (80) percent of the voting points assigned to the votes cast on that resolution.
- h) In Writing – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
- i) Officer – an individual elected or appointed to serve in an office of the Corporation pursuant to these By-laws.
- j) Ordinary Resolution – a resolution passed by a majority of the voting points assigned to the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- k) Special Resolution – a resolution passed by not less than two-thirds of the voting points assigned to the votes cast on that resolution. Special Resolutions considered by the Members must be

submitted to a Special Meeting of the Members unless each Member present at the meeting consents to the resolution.

1.03 Membership

a) Membership in the OBA shall be comprised of the following member classes:

(i) Rep Members

- a. Affiliated Associations
- b. Rep Direct Entries
- c. Rep Council Members
- d. Life Members
- e. Honorary Members
- f. Past Presidents

(ii) Select Members

- a. Loop Associations
- b. Select Local Community Baseball Associations
- c. Select Direct Entries
- d. Select Council Members
- e. Select Life Members

(iii) Board Members - Directors of the Corporation, elected or appointed in accordance with these By-laws.

(iv) Local Members - associations that are approved by the OBA Board of Directors, that offer a structured baseball program in their community within the policies and guidelines of Baseball Ontario.

- b) The position of Life Member can only be conferred on an individual if approved by the Board by not less than two-thirds of the votes cast, after 15 years or more of continuous, faithful service by the individual to the OBA and where a definite desire exists to retain the active service of the individual with an official status. To be appointed a Life Member, the individual must have previously been appointed an Honorary Member. The total number of Life Members that the OBA may have at any one time shall not exceed 3, but terms of Life Memberships conferred prior to 1972 will continue to their expiration. Life Members shall have the right of delegates at all Annual Meetings and Special Meetings of the OBA, including the right to vote.
- c) The position of Honorary Member may be conferred by the Board, by not less than two-thirds of the votes cast, for outstanding continuous and meritorious service to the OBA. Future Life Members are to be selected from Honorary Members. Honorary Members shall have the right of delegates at all Annual Meetings and Special Meetings of the OBA, including the right to vote.
- d) Past Presidents, including an Immediate Past President that is not ratified by the Board in accordance with section 1.04 e), shall have the right of delegates at all Annual Meetings and Special Meetings of the OBA, including the right to vote.

- e) A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members or, upon fifteen (15) days' written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.
- f) Memberships in the OBA are the property of the OBA and cannot be bartered or transferred.

1.04 Board of Directors

- a) Management of the OBA shall be handled by the OBA Board of Directors ("the Board"), which shall be:
 - (i) President
 - (ii) Vice President
 - (iii) Treasurer
 - (iv) Rep Commissioner
 - (v) Select Commissioner
 - (vi) Six (6) Rep Directors
 - (vii) Two (2) Select Directors
 - (viii) Immediate Past President
- b) The President and Vice President shall be elected by the voting members.
- c) The Rep Commissioner and Rep Directors will be elected by Rep members.
- d) The Select Commissioner and Select Directors will be elected by Select members.
- e) The Immediate Past President is an ex-officio position and is the last person to hold the position of President. The Immediate Past President will only be considered as a Director upon annual ratification of the Board of Directors by majority vote. In the event that the Board of Directors does not ratify the appointment of the Immediate Past President, the position will sit vacant.
- f) Election – Directors will be elected in rotation at each Annual Meeting as follows:
 - (i) The President, Vice President, two (2) Rep Directors and one (1) Select Director.
 - (ii) The Select Commissioner and two (2) Rep Directors.
 - (iii) The Rep Commissioner, two (2) Rep Directors and one (1) Select Director.
- g) Each Board member shall have one (1) vote at all meetings of the Board.
- h) The Treasurer shall be appointed by the Board; their term will run from December 1st to November 30th of the following year, and they may be paid a specified honorarium determined by the Board of Directors.
- i) An Executive Committee will be appointed by the Board to assist in the preparation of budgetary statements and any business operational decisions that cannot wait until the next Board meeting. All decisions made by the Executive Committee must be ratified by the Board at the next Board meeting to have continued effect. The Executive Committee shall include the President, Vice

President, Treasurer, Rep Commissioner, Select Commissioner, and any other Board member as determined by the President.

- j) Individuals may be invited to serve as a Board Observer and attend meetings of the Board in a non-voting capacity provided the individual is interested in serving in the position and has been approved by the Board. The Board may appoint Board Observers at its discretion (e.g., Supervisor of Umpires, Chair of Coach & Player Development). Board Observers are not Directors or considered to be members of the Board.
- k) An Executive Director and other staff may be hired by the Board. The duties of the Executive Director shall be as directed by the Board. The Executive Director, or designate, shall act as the Secretary of the OBA.
- l) An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.
- m) The Board shall have control of the affairs of the OBA and shall have power to fill vacancies in accordance with the Act. The Board shall also have the power to deal with matters which are not otherwise provided for or covered by the OBA By-Laws.
- n) The President may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Corporation. Such committee(s) shall be comprised of one (1) or more members of the Board and may include members of the Rep Council, Select Council, and/or other persons as the President may deem fit. The Board may prescribe the duties and terms of reference of these committees and may delegate to any of these committees any of its powers, duties, and functions.
- o) Nominations for Directors: Directors shall be nominated (in writing):
 - (i) by an Affiliated Association in good standing and operating the previous year, or
 - (ii) by a member of the Board, or
 - (iii) by a member of the Rep Council, or
 - (iv) by a member of the Select Council, or
 - (v) by a Loop Association in good standing and operating the previous year, or
 - (vi) by a Select local community association in good standing and operating the previous year.

The Rep Commissioner and Rep Directors may only be nominated by (i), (ii), and (iii). The Select Commissioner may only be nominated by (ii), (iv), (v) or (vi) and Select Directors may only be nominated by Select Council. The President and Vice President may be nominated by any of the above.

- p) All nominations must be at the OBA Office by a deadline set by the Board prior to the date of the Annual Meeting of Members. For a name to remain on the ballot, a nominee must consent at the Annual Meeting in person or must have indicated their consent to the OBA Office in writing, prior to the election.

- q) The Board shall meet at a minimum once every two months throughout the year or when business warrants. 7 Directors shall form a quorum for meetings of the Board.
- r) A meeting of the Board may be held by telephonic or electronic means. Directors who participate in a meeting by telephonic or electronic means are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the OBA consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.
- s) The office of any Director will be vacated automatically if:
 - (i) The Director resigns;
 - (ii) The Director is found to be incapable of managing property by a court or under Ontario law;
 - (iii) The Director is found by a court to be incapable;
 - (iv) The Director becomes bankrupt; or
 - (v) The Director dies.
- t) A Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting. If a Director is elected by a class or group of members, only those members will vote on the removal of the Director.
- u) When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. Alternatively, the Board may decide that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting.

1.05 Duties of Directors

- a) The President will be the chair of the Board and will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated. The President, or their designate, will be the official spokesperson of the Corporation and will perform such other duties as are necessary for the proper conduct of the office of the President.
- b) The Vice President, in the absence of the President, shall have all the powers and perform all the duties of the President. The Vice President shall also perform such duties as may be assigned to them by the President and ratified by the Board.
- c) Elected or appointed Directors shall perform such duties as may be assigned to them by the President and ratified by the Board.
- d) The Immediate Past President shall perform such duties as may be assigned by the President and ratified by the Board and shall offer such advice and guidance to the OBA Board of Management and the Rep Council and Select Council as may be requested.
- e) The Secretary shall keep an accurate record of the proceedings of the OBA, and a register of all members.

- f) The Treasurer shall keep an accurate record of all monies received and disbursed by the OBA and report at least annually to the members of the OBA. Except in accordance with section 3.02 a), the Treasurer's books shall be audited annually by an accredited auditor.
- g) The President and Vice President of the OBA are deemed to be ex-officio, voting members of all councils and committees, except disciplinary committees as appropriate.

1.06 Meetings

- a) The OBA will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the OBA's fiscal year end. Any Member, upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the meeting agenda, Board-approved financial statements, auditor's report (if any) or review engagement report (if any). The sites for Annual Meetings shall be determined by the Board.
- b) All members attending a meeting of the members must register as a voting delegate with the OBA office in advance before the registration deadline, which will be communicated to all members when notice of the meeting is provided. No delegate shall be permitted to speak or vote at an Annual Meeting or Special Meeting unless they have registered in the manner required.
- c) Annual members fees for the then-current period October 1st to September 30th must be paid by a Member before that Member's delegate(s) shall have a voice or vote at Annual Meetings or Special Meetings of the OBA.
- d) Special Meetings - The President may call a special general meeting of the OBA ("Special Meeting") at any time but must do so at the request of ten percent (10%) or more of the voting Members. 21 days' notice of such meeting must be given and the reason for such meeting.
- e) Member associations must operate the previous year under OBA jurisdiction before having the right of voice at an Annual Meeting or Special Meeting of the OBA.
- f) At an Annual Meetings or Special Meeting, twenty (20) voting delegates shall form a quorum, established as follows:
 - (i) Rep Members are entitled to vote in accordance with section j) below.
 - Affiliated Associations
 - Rep Direct Entries
 - Rep Council Members
 - Life Members
 - Honorary Members
 - Past Presidents
 - (ii) Select Members are entitled to vote in accordance with section k) below.
 - Loop Associations
 - Select Local Community Baseball Associations
 - Select Direct Entries
 - Select Council Members
 - Select Life Members
 - (iii) Board Members are entitled to one (1) vote.

- (iv) Local Members are entitled to one (1) vote.
- g) All voting delegates will be entitled to vote with respect to the election of the President and Vice President, the amendment of the By-laws and the appointment of the auditor.
- h) Rep Member voting delegates will elect the Rep Commissioner and Rep Directors of the Board.
- i) Select Member voting delegates will elect the Select Commissioner and Select Directors of the Board.
- j) Rep Member voting:
 - (i) Each Affiliated Association in good standing shall be entitled to the following votes:

Affiliated Associations with more than 24 teams	4 votes
Affiliated Associations with 15 to 24 teams	3 votes
Affiliated Associations with 6 to 14 teams	2 votes
Affiliated Associations with 1 to 5 teams	1 vote

- (ii) Board Members, Rep Direct Entries, Life Members, Honorary Members, Past Presidents and each member of Rep Council shall be entitled to one (1) vote as a Rep Member.
- (iii) Total number of teams will be calculated annually based on the number of rosters submitted from all Affiliated Associations.

The votes under section j) (i) and (ii) count as Rep Division votes.

- k) Select Member voting:
 - (i) Each member of the Select Division shall be entitled to the following votes:

Each local community baseball association which is a member in good standing	1 vote
Each recognized loop association	1 vote
Each member of Select Council	1 vote
Each Select Life member without a vote as a current member of the Select Council	1 vote

The votes under section k) (i) count as Select Division votes.

- l) A delegate may only cast one vote/ballot and may not cast both a Rep vote/ballot and a Select vote/ballot on the same matter.
- m) Only delegates present are entitled to vote.
- n) A delegate from an association in arrears to the OBA in any way shall be considered not in good standing and shall not be permitted to vote at an Annual or Special Meeting, providing notice of such arrears has been given in writing to the association a month prior to the meeting.

1.07 Amendments to the Baseball Ontario By-laws:

Subject to the following section on Fundamental Changes, these By-laws may only be amended, revised, repealed or added to by:

- a) Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

Fundamental Changes – A Special Resolution of all Members is required to make the following fundamental changes to the By-laws or articles of the OBA. Fundamental Changes are defined as follows:

- Change the OBA's name;
 - Add, change or remove any restriction on the activities that the OBA may carry on;
 - Create a new category of Members;
 - Change a condition required for being a Member;
 - Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
 - Divide any category of Members into two or more categories and fix the rights and conditions of each category;
 - Add, change or remove a provision respecting the transfer of a membership;
 - Increase or decrease the number of, or the minimum or maximum number of, Directors;
 - Change the purposes of the OBA;
 - Change to whom the property remaining on liquidation after the discharge of any liabilities of the OBA is to be distributed;
 - Change the manner of giving notice to Members entitled to vote at a meeting of Members;
 - Change the method of voting by Members not in attendance at a meeting of the Members; or
 - Add, change or remove any other provision that is permitted by the Act.
- c) An amendment may only be proposed by the Board, the Rep Council, the Select Council or by an Affiliated Association, a Loop Association or a Select Local Community Baseball Association in good standing.
 - d) With respect to proposed amendments to the OBA By-laws under this section, voting points will be assigned to votes cast in the following manner:
 - each Rep Division vote will be assigned 4.1 voting points.
 - each Select Division vote will be assigned 1 voting point.

- each Local Member vote will be assigned 1 voting point.

1.08 Electing Directors

- a) The OBA shall, at its Annual Meeting, provide the delegates with a proper ballot, giving the offices and nominations for each.
- b) For the election of the President and Vice President, voting points will be assigned to votes cast in the following manner:
 - (i) each Rep Division vote will be assigned 4.1 voting points.
 - (ii) each Select Division vote will be assigned 1 voting point.
 - (iii) Each Local Member vote will be assigned 1 voting point.
 - (iv) The candidates will be elected on the basis of achieving the most voting points and an Ordinary Resolution. Where no candidate receives a majority of voting points with respect to votes cast, there shall be a run-off election between the top two candidates.
- c) For the election of the Rep Commissioner, only Rep voting delegates may vote. Select voting delegates and Local Member delegates do not have a vote for Rep Commissioner. The candidate will be elected on the basis of achieving the most votes and an Ordinary Resolution. Where no candidate receives a majority of votes, there shall be a run-off election between the top two candidates.
- d) For the election of Select Commissioner, only Select voting delegates may vote. Rep voting delegates and Local Member delegates do not have a vote for Select Commissioner. The candidate will be elected on the basis of achieving the most votes and an Ordinary Resolution. Where no candidate receives a majority of votes, there shall be a run-off election between the top two candidates.
- e) The number of Rep Directors elected, and the number of Select Directors elected will maintain the voting ratio rounded to the nearest whole number (i.e., the current voting ratio is 3:1, hence 6 Rep Directors and 2 Select Directors).
 - (i) In the case of the nominations for Rep Directors, of which 2 are to be elected annually, all eligible Rep voting delegates must mark their ballots for 1 or 2 of the candidates nominated and where such is not done, the ballot is to be considered spoiled and not counted. Select voting delegates and Local Member delegates do not have a vote for Rep Directors. A candidate will be elected on the basis of achieving the top two in votes and an Ordinary Resolution. If one of the top two in votes achieves a majority of votes but the other does not, then the first candidate will be declared elected and the second candidate shall compete in a run-off election with the candidate who finished third. If neither of the top two candidates achieved a majority, then there shall be a run-off election whereby the candidate receiving the least number of votes shall be removed from the ballot and the remaining candidates shall compete for election. This process shall continue until two candidates are elected by a majority of votes cast.
 - (ii) In the case of nominations for Select Directors, of which at most 1 is to be elected annually, all eligible Select voting delegates must mark their ballots for 1 of the candidates nominated and where such is not done, the ballot is to be considered spoiled and not

counted. Rep voting delegates and Local Member delegates do not have a vote for Select Directors. The candidate will be elected on the basis of achieving the most votes and an Ordinary Resolution. Where no candidate receives a majority of votes, there shall be a run-off election between the top two candidates.

- f) Each person nominated for election as an Officer (i.e., President, Vice President, Rep Commissioner, Select Commissioner) or Director shall be given a maximum of two minutes to speak about their candidacy. Nominees may decline to speak.

1.09 Voting Ratio and Voting Point Calculation Methodology

- a) The voting point calculation is intended to yield a result that gives voting weights that are in proportion to the relative size of the Rep and Select Divisions.
- b) The calculation of the points assigned to the various sources of votes will be recalculated every three years.
 - (i) The “voting ratio” is calculated as the ratio of the number of Rep Teams divided by the number of Select teams. The numerator and denominator of the ratio will be based on an average of the last three years. The “voting ratio” will be rounded up or down to one decimal.
 - (ii) The “voting points” assigned to Rep votes are calculated as the ratio of the number of Select Division votes available to be cast multiplied by the “voting ratio” divided by the number of Rep Division votes available to be cast. The numerator and denominator available vote numbers will be based on the average of the last three years. The result of this calculation will be rounded up or down to one decimal to become the “voting points” assigned to Rep votes.
 - (iii) The “voting points” assigned to Select votes resulting from the calculation is 1 to maintain the “voting ratio”.
 - (iv) Voting points associated with Local Members to cast a vote is set to 1.

Example Based on 2017 to 2019 to be implemented in 2020:

Rep Teams:	1095.3	Select Teams	341.0
Rep Available Votes:	100	Select Available Votes:	129

Voting Ratio: $1095.3 / 341.0 = 3.212:1$ (Rounded to 3.2:1)
Rep Voting Points: $129 \times 3.2 / 100 = 4.128$ (Rounded to 4.1)

1.10 General

- a) The OBA By-Laws are intended as a general guide and cannot specifically cover each situation that may arise. Therefore, the President in regular or special meetings, with a quorum of the Board, will have the authority to interpret and decide to the best of their judgement with regard to all the circumstances or any specific case, any matter pertaining to any and all clauses contained herein. Their decision shall be final.
- b) The operational procedures, rules and policies of members and member associations may not circumvent these by-laws.
- c) Any member of the OBA that violates these by-Laws, policies or procedures, as applicable, or refuses to abide by the decisions of the Board, Rep Council, Select Council or other committee(s) may be subject to discipline including being expelled or suspended.
- d) The governing documents of the OBA will only be amended by way of Ordinary Resolution or a majority vote. Governing documents include the OBA's rules, regulations, policies, and procedures.

Section 2 DIVISIONS

2.01 OBA Procedures and Playing Rules

The OBA Procedures and Playing Rules shall apply to and govern both the Rep and Select Divisions of the OBA. The OBA Procedures and Playing Rules may only be amended as stated in such OBA Procedures and Playing Rules. The OBA Procedures and Playing Rules may not include any provision that conflicts with the OBA By-Laws. If any conflict exists, these By-Laws shall prevail.

2.02 Rep Division

In addition to the provisions of the OBA By-Laws and OBA Procedures and Playing Rules, rep play shall be governed by the Policies and Procedures of the Rep Division, in accordance with the Terms of Reference for Rep Council. The Policies and Procedures of the Rep Division may only be amended as stated in such Policies and Procedures.

2.03 Select Division

In addition to the provisions of the OBA By-Laws and OBA Procedures and Playing Rules, select play shall be governed by the Policies and Procedures of the Select Division, in accordance with the Terms of Reference for Select Council. The Policies and Procedures of the Select Division may only be amended as stated in such Policies and Procedures.

2.04 Conflicts

Neither the Policies and Procedures of the Rep Division nor the Policies and Procedures of the Select Division may include any provision that conflicts with the OBA By-Laws and/or the OBA Procedures and

Playing Rules. If any conflict exists, these By-laws and/or the OBA Procedures and Playing Rules shall prevail.

Section 3 FINANCIAL NOTES

3.01 Budget Process

- a) The Executive Committee shall prepare a budget for consideration and approval by the Board.
- b) The Board shall have authority to reduce any fee at the Rep Division level or Select Division level, but may not increase a fee at the Rep Division level without the approval of Rep Council nor at the Select Division level without the permission of Select Council.
- c) The Board shall have complete discretion over the establishment of fees for matters within the jurisdiction of the Board (e.g., insurance, coaching clinics, umpire clinics, etc.).

3.02 Books and Financial Statements

- a) Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the OBA in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the OBA and must be permitted to conduct an audit or review engagement of the OBA under the Public Accounting Act, 2004, as amended. When the OBA's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution (80% agreement), to appoint an auditor. Alternatively, when the OBA's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution (80% agreement), chose to conduct a review engagement or notice to reader in lieu of an audit.
- b) Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the OBA of the last fiscal year of the OBA but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
 - (i) The financial statements;
 - (ii) The auditor's report or review engagement (if any); and
 - (iii) Any further information respecting the financial position of the OBA.
- c) Books and Records – The necessary books and records of the OBA required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:
 - (i) The OBA's articles and By-laws;
 - (ii) The minutes of meetings of the Members and of any committee of Members;
 - (iii) The resolutions of the Members and of any committee of Members;
 - (iv) The minutes of meetings of the Directors or any committee of Directors;
 - (v) The resolutions of the Directors and of any committee of Directors;

- (vi) A register of Directors;
 - (vii) A register of Officers;
 - (viii) A register of Members; and
 - (ix) Account records adequate to enable the Directors to ascertain the financial position of the OBA on a quarterly basis.
- d) Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board and the Board's approval.

3.03 Dissolution

- a) Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed to not-for-profit organizations that carry on their work solely in the province of Ontario, as determined by the Board.

Temporary - Bylaw #2

Board Transition Plan

1.1 Board Transition – This By-law #2 is enacted and portions of the Corporation's By-laws will be temporarily repealed to the extent necessary to give effect to the provisions of this By-law #2.

1.2 Elections at Annual Meetings – The following elections will occur at each Annual Meetings of the Members:

- a) 2023 Meeting
 - i. Three Year Term
 - i. President
 - ii. Vice President
 - iii. Two (2) Rep Directors
 - iv. One (1) Select Director
 - ii. Two Year Term
 - i. Rep Commissioner
 - ii. Two (2) Rep Directors
 - iii. One (1) Select Director
 - iii. One Year Term
 - i. Select Commissioner
 - ii. Two (2) Rep Directors
- b) 2024 Meeting
 - i. Three Year Term
 - i. Select Commissioner
 - ii. Two (2) Rep Directors
- c) 2025 Meeting
 - i. Three Year Term
 - i. Rep Commissioner
 - ii. Two (2) Rep Directors
 - iii. One (1) Select Director

1.3 Repeal of this By-law #2 – After the elections at the 2025 Annual Meeting, the Board transition period will have completed and this By-law #2 will be automatically repealed.