

# Quebec Women's Baseball League (QWBL/ *LFBQ*)

## General Regulations

As adopted on March 6, 2021

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# 1. General provisions

## 1.1 Name

In the general regulations that follow, the word "league" refers to the Quebec Women's Baseball League.

## 1.2 Incorporation

The league was formed on February 23, 2021 by letters patent.

## 1.3 head office

The league's head office is located at a designated address by the Board of Directors (C.A.) , in due course.

## 1.4 Goals

The league's goals are:

- To provide a provincial baseball platform for women-only games
- To learn, teach and improve baseball for girls
- To ensure healthy competition for the players in a balanced and fair environment
- To attribute to physical and moral development through the application of sound discipline

## 1.5 Affiliation

The league is part of Baseball Quebec and the organizations will comply with the regulations of this federation.

# 2. Board of Directors (C.A.)

## 1.6 Number of administrators

The number of directors on the Board is nine (9):

- Seven (7) Administrators Elected by the Electoral College
- One (1) Governor-appointed Administrator
- One (1) employee director of Baseball Quebec (non-voting)

The Board consists of a minimum of three (3) directors. The Board is committed to seeking, as far as possible, diversity (sex, age, environment, geographical location, ethnicity, skills, etc.) in the appointment of directors.

## 1.7 Duration of duties

- a) The mandate of the seven (7) elected directors is two years, renewable.
- b) The mandate of the representative of the governors' table is one year, renewable.
- c) Baseball Quebec employee's term is one year, renewable
- d) Each director enters office at the close of the annual general meeting. He remains in office until the end of his term or until his successor has been appointed or elected.

## 1.8 Election of directors

- a) Directors are elected annually by the Electoral College at the annual general meeting.
- b) Four directorships are elected in even years, while the other three are elected in odd years.

- c) The administrator representing the board of governors is elected by the governors at the annual general meeting.
- d) In the event that there are no more candidates than the number of directors to be elected, the election will be held by acclamation; in the event that there are more candidates than administrators to be elected, the election will be made (by secret ballot) by a simple majority.
- e) Anyone applying for a directorship must declare their direct attachments to a league, association, organization or other player affiliated with Baseball Quebec. Forgetting to make such a statement may lead to the challenge of this election.
- f) The president and the election secretary do not have the right to vote.

### 1.9 electoral college

The voting members of the Board and the other governors are the electors of the directors.

### 1.10 resignation

Any member of the Board of Command who wants to leave his position will have to do so in writing and hand over all documents belonging to the league.

### 1.11 vacancy

If there is a vacancy within the Board of Directors, the members of the C. A. can fill it by appointing a person with the required qualifications for the rest of the term.

### 1.12 Assemblies

The C.A. may be summoned at any time by the President or at the request of four (4) members on forty-eight (48) hours' notice, by email or any other means of communication. Members who convene a C.S. Assembly, must be present. The quorum of the assemblies consists of half plus one of the members in good standing. Non-members of the C. A. may not attend the meetings unless they have been formally invited by a majority vote of C members. An agenda and minutes must be prepared for each of the meetings. Decisions are made by a majority of the members present. The president has the right to vote but does not have a casting vote in the event of a tie. Members present at the various assemblies must exercise their right to vote.

## 3. Officers

### 1.13 designation

The officers of the organization are: the president, the vice-president, the secretary, the treasurer and any other director whose title and duties can be determined by resolution of the Board. The same person cannot hold multiple officer positions.

### 1.14 election

The C.A. must, at its first meeting following the annual general meeting of members, and subsequently, when circumstances require it, elect or appoint the officers of the organization.

### 1.15 Qualification

The President, Vice-President, Secretary and Treasurer must be elected from among the members of the Board.

### 1.16 remuneration

Officers are not paid as such for their services.

### 1.17 Term

The officers of the organization are elected as specified in these general regulations. Each officer will be in office from election until the first meeting of the Board. following the next election of directors or until his successor is elected or appointed and qualified. Officers' terms are one year long, renewable as long as they remain members of the Board. and that their peers designate them in that capacity.

### 1.18 Responsibilities

#### a) **The President**

He presides over all the meetings of the Board and the Governors' Table. It is part of the board of all committees and receives communication of the decisions made by the various committees. He is responsible for enforcing gambling regulations and enforcing penalties and fines to league standards. He is the league's representative to Baseball Quebec. He signed, with the secretary, the minutes of the assemblies he presided over.

#### b) **The Vice-President**

The Vice-President replaces the President in his absence or if he is prevented from acting. He then exercises all the prerogatives of the president. He is responsible for discipline and protest.

#### c) **The Treasurer**

The treasurer is responsible for the accounting of the league, the small fund and the bank account. It collects good faith deposits, dues, fines and other royalties to the league. He must prepare a budget and present it to the Board at the beginning of the year and present the state of the league's finances each quarter or at the request of the Board. It is to present, at the annual general meeting, the balance sheet of financial activities.

#### d) **The Secretary**

He and the President prepare the agenda for each of the assemblies. It sends summonses to members and controls attendances at assemblies. He writes, ships, classifies and keeps all the official correspondence of the league. He writes the minutes of the meetings.

#### e) **Other directors**

The functions of other administrators are determined by board resolution and may include, among other things, the creation of schedules, the compilation of statistics, webmaster, the promotion of the league, etc.

## 4. Table of Governors

### 1.19 Composition

Governors are duly appointed representatives of Baseball Quebec's regional boards of directors with, at a minimum, a team within the league. The governors' table includes the governors and the board. and it is chaired by the president.

### 1.20 General powers

The purpose of the Governors' Table is to verify the relevance and quality of programs and services offered to teams and to make recommendations regarding administration.

### 1.21 Term

The term of office is one year, renewable.

### 1.22 election

Each governor is appointed according to the terms and conditions of his or her regional association.

### 1.23 resignation

Any governor who wants to leave office will have to do so in writing and hand over all documents belonging to the league.

### 1.24 vacancy

If there is a vacancy in the governors' table, his regional association will not be able to provide for it, for the rest of the term, a person with the requisite qualifications.

### 1.25 Assemblies

The Governors' Table meets as often as necessary, but at least three (3) times a year. All meetings are convened by the President at least seven (7) days before the date set for each meeting by email or any other means of communication. The quorum of the assemblies consisted of half plus one of the members in good standing. Non-members may not attend the meetings unless they have been formally invited by a majority vote of the members. An agenda and minutes must be prepared for each of the meetings.

### 1.26 Special Assembly

A special meeting of the governors' table may be convened by ten per cent (10%) members in good standing or by the president. The summons, including the agenda, must be sent with at least seventy-two (72) hours' notice. The reasons for the summons should be indicated on the agenda. Members who convene a special assembly must be present, otherwise the special meeting will not take place. The quorum of the special assembly is made up of the members in good standing present.

## 5. Annual General Meeting

### 1.27 Date

The annual general meeting is held on the date and place that the Board sets each year. The date must be located within 60 days of the end of the league's fiscal year.

### 1.28 Call for applications

Outgoing directors have thirty (30) days before the date of the annual general meeting to express their intention to run again. New applications must be received 15 days before the date of the annual general meeting.

### 1.29 Participation

Only the board members, and members of the Governors' Table will be able to attend the annual general meeting. For the founding meeting, the first directors, as well as a representative per region of Baseball Quebec duly appointed by its regional board of directors, will be able to participate.

### 1.30 Calling

The President sends the notice of summons, indicating the agenda, at least seven (7) days before the annual general meeting. This notice of summons is forwarded to the members of the Board, and members of the governors' table.

### 1.31 electoral college

The elected administrators, the governor-appointed administrator and the other governors form the Electoral College. Decisions are made by a majority of the members present. The president has the right to vote but does not have a casting vote in the event of a tie. Members present must exercise their right to vote.

### 1.32 Agenda

- Call for order by the President
- Attendance
- Welcome from the President
- Appointment of the President of the Assembly
- Reading and adopting the agenda
- Reading and adoption of the minutes of the last annual general meeting and special general meetings (if applicable)
- Reports from Board members
- Committee leaders' reports (if applicable)
- Financial report
- Study and adoption of proposed amendments to the constitution and general regulations
- Admission or withdrawal of organizations
- Election of Board members
- Raising the meeting

## 6. Special General Assembly

### 1.33 Convocation and agenda

A special general meeting may be convened by the President or at the request of at least 50% of the Board members. The summons, including the agenda, must be sent with at least seventy-two (72) hours' notice. The reasons for the summons must be indicated on the agenda. Only the subject or subjects mentioned in the verbal or written notice of summons will be dealt with at this special general meeting. Members who convene a special general meeting must be present, otherwise the special general meeting will not take place. This notice of summons is sent to the governors' table.

### 1.34 Participation

Only the board members, and members of the Governors' Table will be able to participate in the special general meeting.

## 7. Ad hoc committees

### 1.35 formation

The Board will be able to set up ad hoc committees and will have to set the rules for their proper functioning.

### 1.36 Types of ad hoc committees

- Discipline Committee;
- Committee on the Constitution, General Regulations and Regulations;
- Tournament Committee;
- End-of-season series committee;
- Any committee other than the Board would consider it necessary for the best functioning of the league.

### 1.37 commerce

Ad hoc committees must report their work to the Board.

### 1.38 Powers

All ad hoc committees deal with the subjects for which they were formed.

### 1.39 Number of members

Any ad hoc committee must have at least three (3) persons, excluding the president who is automatically a member.

## 8. Admission

### 1.40 Application for admission

Any application for admission to the league must be received by the league by April 15 of each year. The application will have to mean in which divisions the organizations will present teams in the next season.

### 1.41 Annual membership fee for organizations

The annual membership fee for organizations is set in the league's operating budget. The final amount of the final annual dues will be adjusted based on the total number of teams that will play in the league.

## 9. Other provisions

### 1.42 remuneration

Directors are not paid as such for their services. In addition, the Board of Justice. may pass a resolution to reimburse directors for expenses incurred in the performance of their duties.

### 1.43 compensation

Any director will be required, if necessary and at any time, from the funds of the corporation, unscathed and covered:

- any expenses, expenses and expenses that this director bears or suffers in the course or in the course of an action, for the course or proceeding brought against him, in respect of or as a result of acts or things performed or permitted by him in the exercise or performance of his duties, and
- any other expenses, expenses and expenses incurred or incurred in the course or occasion of the league's affairs or in relation to those matters, except those resulting from his own negligence or wilful omission.

No director is responsible for the actions, receipts, negligence or defects of another director, officer, public servant or employee, or any loss, damage or expenses casual to the league by the inadequacy or defect of the title to any property acquired for the league by order of directors, or the inadequacy or weakness of any guarantee on which the league has divested itself of money or other assets or invested them, or any loss or damage resulting from the bankruptcy, insolvency or tortious acts of any person, firm or corporation with which money, securities or effects have been housed or deposited, or any other loss, damage or misfortune of any kind that may occur in the performance of or in connection with its duties, unless it has occurred by its act or its wilful default.

The directors are heresafter authorized to compensate from time to time any director or other person who has assumed or is about to assume in the ordinary course of business any responsibility for the league or for any company controlled by the league and to guarantee such a director. or other person against a loss by pawning all or part of the league's personal property or buildings, by creating a mortgage or any other real right on all or part of them or in any other way.

### 1.44 conflict of interest

No director may confuse league assets with his own or use the league's assets or information for the benefit of a third party or the information he obtains as a result of his duties, unless he is expressly and specifically authorized to do so by members of the league.

Each director must avoid placing himself in a situation of conflict between his or her personal interest and his or her duties as a league administrator. He must immediately report to the league any interest he has in a company or association that may place him in a conflict of interest, as well as the rights he can assert against it, indicating, if necessary, their nature and value.

A director may, even in the course of his duties, acquire, directly or indirectly, rights in the league's assets, provided that he immediately reports this fact to the league, indicating the nature and value of the rights he acquires, and requesting that this fact be recorded in the minutes of the Board's deliberations. or what takes place of it.

The administrator thus interested in an acquisition of property or a contract must, unless necessary, refrain from deliberating and voting on the matter and, if he votes, his vote must not be counted. This rule does not apply, however, to questions about the director's remuneration or working conditions.

Ni the league or any of its members will not be able to challenge the validity of an acquisition of property or a contract involving the league on the one hand and, on the other hand, directly or indirectly a director, for the sole reason that the director is part or interested, as long as that administrator has proceeded without delay and correctly to the information mentioned above in this regulation.

#### 1.45 Statements in court

The president, vice-president, secretary or treasurer, or any of them, or any other director or person authorized by the Board, are authorized and entitled to answer for the league to any writs, orders and interrogations on facts and articles issued by any court, to respond on behalf of the league to any garnishment and to declare on behalf of the league on any garnishment in which the league is third-party, to make any affidavit or sworn statement in connection with any garnishment or in connection with any proceedings to which the league is a party, to make requests for transfers of property or motions for liquidation or receiver orders against any debtor of the league, as well as to be present and to vote at any meeting of creditors of the league's debtors and to grant proxies relating to those proceedings.

#### 1.46 Statements to the registry

The declarations to be filed with the Registrar of Quebec Companies under *the Legal Advertising of Companies Act* are signed by the president, any director of the league or any other person authorized for this purpose by resolution of the Board. Any director who has ceased to hold this position as a result of his withdrawal, resignation, dismissal or otherwise is authorized to sign on behalf of and to file an amending statement that he has ceased to be a director, effective 15 days after the date of that termination, unless he receives proof that the league has made such a statement.

#### 1.47 Changes to general regulations

The C.A. has the power to repeal or amend any provision of this regulation, which will come into force from the time they are adopted, until the next annual general meeting. In accordance with the provisions of the Companies Act, any repeal or amendment must subsequently be ratified by two-thirds (2/3) of the members present, entitled to vote, at the league's annual general meeting; or unless in the meantime it is ratified at a special meeting of members convened for that purpose. The text of any amendments to the league's letters patent or by-laws must be sent with the notice of convening of the meeting during which it will be submitted to members for ratification. If the repeal or amendment to the general regulations is rejected or not ratified at that meeting, it will cease, but only from that day, to be in force.

#### 1.48 Dissolution and liquidation

The dissolution of the league must be approved and adopted by two-thirds (2/3) of voting members at a special meeting convened for this purpose. At this meeting, members will have to define the terms of dissolution and liquidation of the league's assets in accordance with this article, the 3rd Companies Act and the obligations to be fulfilled with the Registrar of Companies, this, after payment of the debts. In the event of dissolution or liquidation, the assets and funds of the league will be devolved, following the decision of the members taken in special house, to the participating regions and in proportion to the number of teams in the league during the last year of operation.