

1. Resolve that: As PWSA requires there be 4 non-voting directors added to the MNBA board for Covid-19 safety reasons a constitutional amendment be approved with the specific need to satisfy the PWSA requirement that a board member attend practices and games and to ensure all PWSA Covid-19 protocols are followed.

Titles of Directors(4) to be added are: Directors of Covid Protocol Management

Proposed Resolution:

Amend Article 9, Section 9.2 to include above title

Amend Article 10, add Section (new) 10.21: Directors of Covid Protocol Management

Add 10.21.1: Shall be responsible to assist the board;

Add 10.21.2: Shall be given duties and responsibilities by the Board and report directly to the board in a Non-Voting Capacity. The Board may appoint up to 4 (maximum) such Board positions in any given year.

2. Resolve that: Indemnification of the Directors is necessary due to re-opening of the Den facility. Even though MNBA has created, in addition to the Baseball Ontario return to play procedure, its own return to play procedure and waivers of all participants in the Den, MNBA must ensure the integrity of the Board and that the association be protected by codifying the need for legal indemnification of the Directors/Officers of the Board, from harm or loss due to any unforeseen circumstance.

Proposed Resolution:

Renumber "Article 16. Dissolution" to "Article 17. Dissolution"

New Article 16. be entitled "Indemnities to Directors and Others"

Add 16.1: Every director of the Corporation, his or her heirs, executors and administrators, and estate and effects, respectively, may, with the consent of the Corporation, given at any meeting of the members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against.

(a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and

(b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs, thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

The Corporation shall also indemnify any director in such other circumstances as the Corporations Act allows any person entitled to indemnity or to claim indemnity apart from the provisions of this by-law to the extent permitted by the Corporations Act or law.

3. Resolve that: in the case of a force majeure type of situation (arising out of or caused by, directly or indirectly, forces beyond MNBA's control, including, but not limited to and without limitation: strikes, work stoppages, accidents, pandemics, acts of war or terrorism, civil or military disturbances, nuclear or natural catastrophes or acts of God, and interruptions, etc), this motion serves as an emergency provision to ensure continuity of the MNBA board.

Proposed Resolution:

Amend Article 8, add Section (new) 8.8:

The MNBA board may vote, by 2/3 majority, to maintain the existing elected board for an additional calendar year and postpone the MNBA yearly Annual General Meeting (AGM) (AGM to be set no later than one calendar year to the date of such a vote) in the case of a of a force majeure type of situation (arising out of or caused by, directly or indirectly, forces beyond MNBA's control, including, but not limited to and without limitation: strikes, work stoppages, accidents, pandemics, acts of war or terrorism, civil or military disturbances, nuclear or natural catastrophes or acts of God, and interruptions, etc). Any such continuation of the board beyond the following year deadline (ie: into a 2<sup>nd</sup> + year) requires reasonable notification to the MNBA membership, an explanation/summarization of such reasoning for additional extension (be provided to MNBA membership) and an additional 2/3 majority vote by the MNBA board in place at that time. This section serves as an emergency provision to ensure continuity of the MNBA board, its functions, and its financial obligations and may only be utilized for situations of the aforementioned type/scope. All reporting and necessary legal, accounting and other activities must be continued and maintained as expected by all reasonable standards of duty and care.