



NORTH TORONTO SOCCER BY-LAWS

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct and affairs of North Toronto Soccer.

1.2 Definitions – The headings used throughout these By-laws will not affect the construction here. In these By-laws, unless context requires, expressions defined in the Act (as defined below) or any statutory amendment or modification thereof will have the meaning so defined, and the following terms have these meaning:

- a) *Act* – the *Ontario Not-For-Profit Corporations Act, 2010*, as amended or substituted from time to time;
- b) *Annual Meeting* – has the meaning ascribed to it in section 3.1;
- c) *Auditor* – has the meaning ascribed to it in section 8.3;
- d) *Board or Board of Directors* – the Directors of the Corporation;
- e) *By-laws* – these by-laws and all other by-laws of the Corporation from time to time in force and effect;
- f) *Corporation* – North Toronto Soccer;
- g) *Days* – days including weekends and statutory holidays;
- h) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws;
- i) *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- j) *In Writing or Written* – will include both hard copy and electronic communication and any other modes of representing or reproducing words in visible form determined appropriate by the Board;
- k) *Member* – has the meaning ascribed to it in section 2.1;
- l) *Member in Good Standing* - has the meaning ascribed to it in section 2.12;
- m) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws;
- n) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members at a Member’s Meeting or Directors at a Board Meeting who are entitled to vote on that resolution;
- o) *Registrant* – has the meaning ascribed to it in section 6.1. For greater certainty, Registrants are not Members unless they are admitted as Members pursuant to section 2.1;
- p) *Registrant in Good Standing* – has the meaning ascribed to it in section 6.8;
- q) *Special Meeting* – has the meaning ascribed to it in section 3.2; and
- r) *Special Resolution of Members* – a resolution submitted to a special meeting of the Members passed by not less than two-thirds of the votes cast by Members entitled to vote 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.

1.3 Registered Office – The registered office of the Corporation will be located within the Province of Ontario and the City of Toronto.

1.4 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.

1.5 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

1.6 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).

1.7 Interpretation – Words importing the singular will include the plural and *vice versa* and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

1.8 Dispute Resolution - The Corporation will adhere to the Dispute Resolution process as published and approved by Ontario Soccer. Any Member may initiate the Dispute Resolution process by communicating with Ontario Soccer, with a copy to the Corporation, and following the outlined procedure.

1.9 Harassment - The Corporation will adhere to Ontario Soccer’s policies regarding harassment. Ontario Soccer’s policies regarding harassment will apply to all Directors, Registrants and Members of the Corporation. The Corporation will make Ontario Soccer’s policies regarding harassment available to any Director, Member or Registrant upon request.

1.10 Volunteer Screening – The Corporation will adhere to Ontario Soccer’s policies regarding volunteer screening.

ARTICLE II MEMBERSHIP

2.1 Categories – The Corporation has the following categories of Member:

- a) Regular Member – Up to fifty (50) individuals who have applied for and are accepted as Regular Members.
- b) Director Member - Any Director of the Corporation.
- c) Honorary/Lifetime Member – Only those current individuals that have been approved by the Board as Honorary or Lifetime Members who have contributed greatly to the development or promotion of the Corporation or its purpose.

2.2 Registration – Each category of Member must register with the Corporation and agree to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.

Authority of Members

2.3 Membership Authority – The Members of the Corporation will have the following powers:

- a) appoint the Auditor;
- b) amend the By-laws;
- c) elect Directors; and
- d) as provided in the Act and in these By-laws.

Admission and Renewal of Members

2.4 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if:

- a) the candidate makes an application for membership in a manner prescribed by the Corporation;
- b) if the candidate was previously a Member, the candidate was a Member in Good Standing when the candidate ceased to be a Member;

- c) the candidate is not in default of any fees or other obligations owed to the Corporation;
- d) if being considered for appointment or election as a Director Member, the candidate is not an employee, independent contractor or supplier contractor receiving \$500 or more in compensation from the Corporation;
- e) the candidate agrees to uphold and comply with the Corporation's governing documents and policies;
- f) the candidate meets any other condition of membership determined by the Board; and
- g) the candidate has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Membership Duration

2.5 Duration – Unless otherwise determined by the Board, membership with the Corporation begins as described below and ends as described below or when the Member resigns or is terminated from membership:

- a) Regular Member – Begins on the date the Board accepts the Member's registration and ends on January 1 unless renewed by Ordinary Resolution of the Board.
- b) Director Member – Begins on the date the Director assumes office in accordance with these By-laws and ends when the individual ceases to be a Director.
- c) Honorary/Lifetime Member – Began on the date the Board accepted the Member's registration and continues indefinitely.

Transfer, Suspension, and Termination of Membership

2.6 Transfer – Membership in the Corporation is non-transferable.

2.7 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, or by Ordinary Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

2.8 Effects of Suspension – A suspended Member is not in Good Standing, may not vote at meetings of the Members, and may be subject to a probationary period before being reinstated to Good Standing.

2.9 Termination – Membership in the Corporation will terminate immediately upon:

- a) the expiration of the Member's term, unless renewed in accordance with these By-laws;
- b) by the Member providing written notice of resignation to the Corporation;
- c) dissolution of the Corporation;
- d) a decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Corporation's policies to terminate such Member;
- e) the Member's death; or
- f) by Ordinary Resolution of the Board, a committee of Directors, or a committee of Members (as applicable) at a duly called meeting, upon fifteen (15) days written notice of the meeting to the Member. The notice will set out the reasons for the termination of membership. The subject Member will be entitled to provide a written response to the Board, committee of Directors, or committee of Members (as applicable) with respect to the reasons and the proposed termination at least five (5) days prior to the meeting. The Board, committee of Directors, or committee of Members (as applicable) will consider the written submission of the Member before making a final decision regarding the termination of membership.

2.10 May Not Resign – Unless approved by the Board, a Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation. Nonetheless, the Member will be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

2.11 Discipline – A Member may be disciplined in accordance with the Corporation’s policies and procedures.

Good Standing

2.12 Definition – A Member will be in Good Standing provided that the Member:

- a) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- b) has completed and remitted all documents as required by the Corporation;
- c) has complied with the By-laws, policies, and rules of the Corporation;
- d) is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) has completed all other obligations owed to the Corporation.

2.13 Privileges of Good Standing - Subject to these By-laws and other governing documents of the Corporation, Members in Good Standing may be entitled to the following privileges:

- a) attend, participate, and vote at meetings of the Members;
- b) participate in the Corporation’s activities; and
- c) participate in other events associated with the Corporation.

2.14 Cease to be in Good Standing – Members that are not in Good Standing, as determined by the Board (or designate) or a disciplinary panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of Good Standing.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting – The Corporation will hold an Annual Meeting of the Corporation 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, within six (6) months of the Corporation’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 approved financial statements, Auditor’s report (if any) or review engagement report (if any).

3.2 Special Meeting – A Special Meeting of the Corporation may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members (Member’s Requisition) for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the Member’s Requisition. The Corporation will give at least ten (10) days’ notice of any Special Meeting called by Member’s Requisition.

3.3 Business – All business transacted at a Special Meeting and all business transacted at an Annual Meeting (except consideration of the financial statements, presentation of the Auditor’s report or review engagement report (if any); the election of Directors; and re-appointment of the incumbent Auditor or the person conducting the review engagement (if any)) is special business. The business transacted at the Annual Meeting will include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
- c) consideration of the financial statements;
- d) report of the Auditor or person who has been appointed to conduct a review engagement (if any);
- e) reappointment or appointment of the Auditor or person who has been appointed to conduct a review engagement for the coming year (if any);
- f) election of Directors; and
- g) such other business or special business as may be set out in the notice of meeting.

3.4 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

3.5 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in Good Standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda and reasonable information to permit Members to make informed decisions.

3.6 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.7 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members will invalidate the meeting or make void any proceedings taken at the meeting.

3.8 New Business - No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business is submitted by a Member ten (10) days prior to the meeting of Members and is approved by the Board, unless submitted as a member's proposal in accordance with the Act. Copies of all such approved proposals, together with copies of any amendments thereto then proposed by the Board, and copies of all resolutions put forward by the Board will be sent to all Members with the agenda and the notice calling the Member's Meeting.

3.9 Quorum – Ten (10) voting Members present will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.10 Scrutineers – At the beginning of each meeting of Members, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.11 Adjournments – On an Ordinary Resolution of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.12 Attendance – The only persons entitled to attend an Annual or Special Meeting are the Members, the Directors, the Auditor (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or on an Ordinary Resolution of the Members present.

3.13 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the President or appointed by the Board.

Voting at Meetings of Members

3.14 Voting Rights – Members in Good Standing at the time of the relevant meeting at which a vote is to be taken have the following voting rights:

- a) Regular Members have one vote each.
- b) Director Members have one vote each.
- c) Honorary/Lifetime Members do not have a vote.

3.15 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting . The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.16 Proxy Voting – Proxy voting is not permitted.

3.17 Voting by Electronic Means – A Member may vote by electronic means if:

- a) the Corporation has made available a procedure that permits voting by electronic means;
- b) the votes may be verified as having been made by the Member entitled to vote; and
- c) the Corporation is not able to identify how each Member voted.

3.18 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, , unless a secret or recorded ballot is requested by Ordinary Resolution of the Board.

3.19 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution of Members will decide each issue. In the case of a tie, the issue is defeated.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors – The Board will consist of seven (7) Directors.

Eligibility of Directors

4.2 Eligibility – To be eligible to serve as a Director, an individual must:

- a) be eighteen (18) years of age or older;
- b) not be an employee, independent contractor or supplier of the Corporation, except as provided herein;
- c) not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- d) have not been declared incapable by a court in Canada or in another country; and
- e) not have the status of bankrupt.

Election of Directors

4.3 Governance & Nominating Committee – The Board may appoint a Governance & Nominating Committee. If appointed, the Governance & Nominating Committee will be responsible to solicit and receive nominations for the election of the Directors.

4.4 Nomination – Any nomination of an individual for election as a Director will:

- a) include the written consent of the nominee by signed or electronic signature;
- b) comply with the procedures established by the Governance & Nominating Committee (if appointed); and
- c) be submitted to the Registered Office of the Corporation ten (10) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.5 Nominations from the Floor – If a position on the Board is vacant and there are no nominations for the position, an individual will be permitted to be nominated from the floor for that position at a meeting of the Members. Such nomination will require a nominator and seconder from the voting Members present and will also require the attendance at the meeting and verbal or written acceptance of the nomination by the individual.

4.6 Circulation of Nominations – Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

4.7 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the Director’s term is expiring and/or any Director position that is vacant.

4.8 Election – Directors will be elected at each Annual Meeting in accordance with the following rotation:

- a) Two (2) Directors-at-Large
- b) Two (2) Directors-at-Large
- c) Three (3) Directors-at-Large

4.9 Director-at-Large Elections – Elections for Directors will be decided in accordance with the following:

- a) Equal number of Nominations and Available Positions – elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The winner(s) are the nominee(s) receiving the greatest number of votes and an Ordinary Resolution. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the greatest number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

4.10 Post-Election Eligibility – Any Director who subsequently to the Annual Meeting no longer meets the eligibility requirements will have fourteen (14) days to meet such requirement or will be removed as a Director of the Corporation. A Director will advise the Corporation immediately upon becoming aware of their failure to meet the eligibility requirements.

4.11 Terms – Directors will serve terms of three (3) years, to a maximum of two (2) consecutive terms, and will hold office for such term , unless they resign, or are removed from or vacate their office.

4.12 An individual who is elected or appointed to be a Director must register with the Corporation as a Director, must sign all required documents presented by the Corporation, and must consent in writing to hold office as a Director within ten (10) days of such 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.

Resignation and Removal of Directors

4.13 Resignation – A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.14 Vacate Office - The office of any Director will be vacated automatically if:

- a) the Director resigns;

- b) the Director does not meet the eligibility requirements for election as a Director within fourteen (14) days of being elected. A Director will advise the Corporation immediately upon becoming aware of their failure to meet the eligibility requirements;
- c) the Director fails to consent in writing to hold office as a Director and deliver other required documents within ten (10) days of their initial election or appointment;
- d) the Director is found to be incapable including incapable of managing property by a court or under Ontario law;
- e) the Director becomes bankrupt; or
- f) the Director dies.

4.15 **Removal** – A Director may be removed by Ordinary Resolution of the Members at a duly called Special Meeting provided the subject Director has been given fifteen (15) days written notice of the meeting to the Director. The notice shall set out the reasons for removal as a Director. The subject Director will be entitled to provide a written response to the Members with respect to the reasons and the proposed removal five (5) days prior to the meeting. The Members will consider the written submission of the Member before making a final decision regarding the removal of the Director.

Filling a Vacancy on the Board

4.16 **Vacancy** – 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, by Ordinary Resolution, 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.

Meetings of the Board

4.17 **Call of Meeting** – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

4.18 **Chair** – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will designate a Chair of the meeting.

4.19 **Notice** – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

4.20 **Board Meeting with New Directors** – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

4.21 **Number of Meetings** – The Board will hold at least four (4) meetings per year.

4.22 **Quorum** – At any meeting of the Board, quorum will be fifty percent (50%) of the Directors holding office.

4.23 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

4.24 No Alternate Directors – No person will act for an absent Director at a meeting of the Board.

4.25 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.26 Attendance at Meetings – Meetings of the Board will be closed to Members, Registrants and the public except by invitation of the Board.

4.27 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors consent, participate by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

Duties of Directors

4.28 Standard of Care – Every Director will:

- a) act honestly and in good faith with a view to the best interests of the Corporation; and
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.29 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

4.30 Powers of the Board – The Board is empowered, including but not limited to:

- a) make policies and procedures or manage the affairs of the Corporation for the purpose of furthering the objects and purposes of the Corporation in accordance with the Act and these By-laws;
- b) make policies and procedures relating to the discipline of Members;
- c) make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) determine registration procedures, determine fees, and determine other registration requirements;
- f) enable the Corporation to receive sponsorship, donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Corporation;
- g) make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) invest funds for the purpose of furthering the objects and purposes of the Corporation;
- i) manage the Corporation's assets and resources expenditures for the purpose of furthering the objects and purposes of the Corporation;
- j) borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- k) perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE V OFFICERS

5.1 Composition – The Officers will be the President (Chair), Secretary and Treasurer.

5.2 Term – The term of the Officers will be a minimum of one (1) year or a maximum of their term as a Director.

5.3 Election – The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect a President, Secretary, and Treasurer. They will take office immediately.

5.4 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – by Ordinary Resolution.
- b) Two (2) or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the greatest number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

5.5 Duties – The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, will oversee and supervise the Executive Director, and will perform such other duties as may from time to time be established by the Board.
- b) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each meeting of the Members and other meetings a report of all activities since the previous meeting of the Members or other meetings, will give due notice to all Members of the meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- c) The Treasurer will, subject to the powers and duties of the Board, file all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable legislation, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

5.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Officer or Director.

5.7 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. Removal from an Officer position does not automatically mean the individual is removed from their Director position (when applicable).

5.8 Vacancy – Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position’s term of office.

5.9 Other Officers – The Board may determine other Officer positions and appoint Directors to fill those positions.

ARTICLE VI REGISTRANTS

6.1 Registrants – The Corporation has the following categories of Registrants who must register with the Corporation (or, if the Registrant is younger than eighteen (18) years old, who must have a parent / guardian register on behalf of the Registrant):

- a) Recreational Soccer Players;
- b) Competitive Soccer Players;
- c) Match Officials registered with Ontario Soccer; or
- d) Volunteers.

Term

6.2 Year – Unless otherwise determined by the Board (or designate), the registration term of Registrants begins on the date the Board accepts the Registrant’s registration and ends at the conclusion of the Registrant’s program.

Fees

6.3 Fees – Registrant fees, if applicable, will be determined annually by the Board.

6.4 Deadline – Registrants will be notified in writing of the fees payable, and if they are not paid by the date specified by the Corporation, the Registrant in default will automatically cease to be a Registrant with the Corporation.

Discipline

6.5 Discipline – A Registrant may be suspended or expelled from the Corporation in accordance with the Corporation’s By-laws, policies, and procedures relating to discipline of Registrants.

6.6 May Not Resign – Unless approved by the Board, a Registrant may not resign from the Corporation when the Registrant is subject to disciplinary investigation or action by the Corporation. When a Member who is subject to a disciplinary investigation or action of the Corporation resigns, that Registrant will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

Status

6.7 Expulsion and Resignation – A Registrant ceases to be a Registrant if the:

- a) Registrant fails to maintain any of the qualifications or conditions of being a Registrant described in Section 6.1;
- b) Registrant resigns from the Corporation by giving written notice to the Corporation in which case the resignation becomes effective on the date specified in the resignation. The Registrant will be responsible for all fees payable until the actual withdrawal becomes effective;
- c) Registrant fails to pay fees owed to the Corporation by the deadlines prescribed in Section 6.4;
- d) Registrant fails to comply with the Corporation’s registration policies or applicable policies;
- e) Registrant’s term of registration expires; or
- f) Corporation is liquidated.

Registrant in Good Standing

6.8 Definition – A Registrant with the Corporation will be a Registrant in Good Standing provided that the Registrant:

- a) has not ceased to be a Registrant;
- b) has not been suspended, resigned or been expelled, or had other restrictions or sanctions imposed;
- c) has completed and remitted all documents as required by the Corporation;
- d) has complied with the By-laws, policies, procedures, rules and regulations of the Corporation;
- e) is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) has paid all required fees to the Corporation.

6.9 Cease to be a Registrant in Good Standing – Registrants who cease to be a Registrant in Good Standing may have privileges suspended and will not be entitled to the benefits and privileges of registration until such time as the Board is satisfied that the Registrant has met the definition of Registrant in Good Standing as outlined in this Section.

ARTICLE VII COMMITTEES

Committees

7.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary. The Board may appoint members of these committees or provide for the election of members of these committees, 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.

7.2 Committee Limitations – No Committee has authority to:

- a) submit to the Members any question or matter requiring approval of the Members;
- b) fill a vacancy among the Directors or appoint additional Directors;
- c) issue debt obligations except as authorized by the Board;
- d) approve any financial statements; or
- e) adopt, amend or repeal the By-laws.

7.3 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

7.4 President Ex-officio – The President, or any individual appointed by the President, will be an ex-officio member of all standing and ad-hoc committees of the Corporation. If the President appoints a delegate, the Board of Directors may affirm, remove, or change the delegate by Ordinary Resolution.

7.5 Debts – No committee will have the authority to incur debts or other obligations on behalf of or in the name of the Corporation.

ARTICLE VIII FINANCE AND MANAGEMENT

8.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be October 1st to September 30th.

8.2 Bank – The banking business of the Corporation will be conducted at such Schedule 1 Bank as the Board may determine.

8.3 Auditor – 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 Corporation in accordance with the Act. The Auditor will hold office until the next Annual Meeting. The employees, representative or contractors of Auditor engaged on or

with responsibility for the audit will not be an employee, contractor, Officer, Director, Member or Registrant of the Corporation. The Auditor must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended. When the Corporation's revenue for the previous fiscal year is less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Corporation's revenue for the previous fiscal year is greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, choose to conduct a review engagement or compilation in lieu of an audit.

8.4 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation and present said financial statements to the Members no more than six (6) months after fiscal year end. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than ten (10) days before the Annual Meeting. The Financial Statements will include:

- a) the financial statements;
- b) the Auditor's report or review engagement (if any); and
- c) any further information respecting the financial position of the Corporation.

8.5 Books and Records – The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records which may be electronic include, but are not limited to:

- a) the Corporation's articles and By-laws;
- b) the minutes of meetings of the Members and of any committee of Members;
- c) the resolutions of the Members and of any committee of Members;
- d) the minutes of meetings of the Directors or any committee of Directors;
- e) the resolutions of the Directors and of any committee of Directors;
- f) a register of Directors;
- g) a register of Officers;
- h) a register of Members; and
- i) account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

8.6 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential. For greater certainty, there will be no disclosure of (i) any privileged information or documents; (ii) any personal, employment, health or medical or otherwise identifiable information of any individual and (iii) any information declared by the Board to be non-disclosable.

8.7 Signing Authority – The signing authority of the Corporation will be vested in the Officers and the Executive Director of the Corporation and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of the Treasurer or any two of these Officers or persons will be required on any financial instrument of the Corporation.

8.8 Property – The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

8.9 Borrowing – The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

8.10 Borrowing Restriction – The Members may, by Special Resolution of the Members, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

8.11 No Remuneration – All Directors, Officers, Members and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or Member or member of a committee from providing goods or services to the Corporation under contract or for purchase up to five hundred (\$500) dollars. Any Director or Member or member of a committee will promptly disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

8.12 Conflict of Interest – A Director, Officer, Member or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE IX AMENDMENT OF BY-LAWS

9.1 Voting – These By-laws may only be amended, revised, repealed or added to by:

- a) Subject to Article XIII (when applicable):
 - i. by Ordinary 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
 - ii. by 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.

ARTICLE X NOTICE

10.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, Registrant or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

10.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

10.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the meeting.

ARTICLE XI DISSOLUTION

11.1 Dissolution – Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property will be distributed to not-for-profit or charitable organizations which carry on their work solely in the province of Ontario.

ARTICLE XII INDEMNIFICATION

12.1 Will Indemnify – The Corporation will indemnify and hold harmless out of the funds of the Corporation or insurance, each Director and any individual who acts at the Corporation’s request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation’s request in a similar capacity.

12.2 Will Not Indemnify – The Corporation will not indemnify a Director or any individual who acts at the Corporation’s request in a similar capacity for acts of fraud, dishonesty, bad faith, gross negligence, or willful misconduct. For further clarity, the Corporation will not indemnify an individual unless:

- a) the individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b) the individual had reasonable grounds for believing that their conduct was lawful.

12.3 Insurance – The Corporation will maintain in force Directors’ and Officers’ liability insurance at all times.

ARTICLE XIII FUNDAMENTAL CHANGES

13.1 Fundamental Changes – Under the jurisdiction of the Act, a Special Resolution of Members is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:

- a) change the Corporation’s name;
- b) add, change or remove any restriction on the activities that the Corporation may carry on;
- c) create a new category of Members;
- d) change a condition required for being a Member;
- e) change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) add, change or remove a provision respecting the transfer of a membership;
- h) increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) change the purposes of the Corporation;
- j) change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- k) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) change the method of voting by Members not in attendance at a meeting of the Members; or
- m) add, change or remove any other provision that is permitted by the Act.

ARTICLE XIV ADOPTION OF THESE BY-LAWS

14.1 Ratification – These By-laws were adopted and ratified by the Members of the Corporation at a meeting of Members duly called and held on August 21, 2024.

14.2 Repeal of Prior By-laws – In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.