

GEORGETOWN SOCCER CLUB

BY-LAWS

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Effective as of August 27, 2017

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ARTICLE I - GENERAL

1.1 Purpose: These By-Laws relate to the general conduct of the affairs of the Georgetown Soccer Club.

1.2 Definitions: The following terms have these meanings in these By-Laws:

- a) Act – the Ontario Corporations Act or any successor legislation including the Not for Profit Corporations Act, 2010 (upon becoming law).
- b) Auditor - an individual 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.
- c) Board – the Board of Directors of the Corporation.
- d) Corporation – the Georgetown Soccer Club.
- e) Days – days including weekends and holidays.
- f) Director – an individual appointed or elected to serve on the Board pursuant to the By-Laws.
- g) Ordinary Resolution – a resolution passed by the majority of the votes cast on that resolution.
- h) OSA – the Ontario Soccer Association, operating as Ontario Soccer.
- i) Special Resolution – a resolution passed by a majority of not less than two thirds of the votes cast on that resolution.

1.3 Name of Organization

This Organization shall be known as Georgetown Soccer Club, hereinafter called GSC or the Club. The headquarters of the Club shall be located within the district boundaries of the Peel Halton Soccer Association, hereinafter referred to as the District Association.

1.4 Vision of the Georgetown Soccer Club

Life long involvement in soccer

1.5 Mission of the Georgetown Soccer Club

Georgetown Soccer Club is dedicated to developing and providing quality soccer programs in a fun, safe environment for all to enjoy.

1.6 Values - The values of the Georgetown Soccer Club are:

*Empowerment
Excellence
Fun
Integrity*

Empowerment: An inclusive environment where success is driven through creativity, flexibility and open-mindedness

Excellence: We strive for excellence through continuous improvement in everything we do

Fun: We value fun and create rewarding experiences for all ages on and off the field

Integrity: All stakeholders are treated with respect and compassion. Fairness is applied in all situations. We work hard to earn trust.

ARTICLE II - MEMBERSHIP

2.1 Members - Definition

The Corporation shall have one class of Member being:

- a) Active Volunteer Member: A member is any person who is currently registered with the GSC in one or more of the following volunteer capacities:
- i) Director of the Board
 - ii) Convenor
 - iii) Committee Member
 - iv) Team Official

2.2 One Subclass – Although an individual may qualify for, and be registered or designated under more than one capacity, each individual may only hold one membership in the Corporation.

- 2.3 Member Exclusions - Individuals who receive more than \$500 per year in remuneration per year (except as defined in Article 7.10) from the Corporation are not eligible to be Members of the Corporation.
- 2.4 Admission of Members - No individual will be admitted as a Member of the Corporation unless:
- (a) The candidate member is eighteen years of age or older;
 - (b) The candidate member has made application for membership in a manner prescribed by the Corporation;
 - (c) The candidate member had paid dues as prescribed by the Board, if any;
 - (d) The candidate member agrees to uphold and comply with the Corporation's governing documents;
 - (e) The candidate member meets any other condition of membership determined by the Board; and
 - (f) The candidate member has been approved for such position as required by the Corporation's governing documents.

Membership Dues and Duration

- 2.5 Year – Unless otherwise determined by the Board or these By-Laws, Members, with the exception of Directors who are deemed members as long as they hold office as a Director, the membership year of the Corporation will be October 1 to September 30.
- 2.6 Dues – Membership dues will be determined annually by the Board.

Transfer, Suspension and Termination of Membership

- 2.7 Transfer – Membership in the Corporation is non-transferable.
- 2.8 Termination – Membership in the Corporation will terminate immediately upon:
- (a) The expiration of the Member's annual membership, unless renewed in accordance with these By-Laws;
 - (b) Resignation by the Member by giving written notice to the Corporation;
 - (c) Dissolution of the Corporation;
 - (d) The Member's death or dissolution;
 - (e) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for the termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
- 2.9 Effect of Termination – Upon termination of membership for any reason, all rights and benefits of membership will cease effect immediately upon termination of the membership.

- 2.10 May Resign – A Member may resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation, but the disciplinary investigation or action will continue and be completed.
- 2.11 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.
- 2.12 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of its Members.
- 2.13 Dispute Resolution – The Corporation will adopt and adhere to the OSA's Dispute Resolution Policy.
- 2.14 Dues Payable – Any dues, subscriptions or other monies owed to the Corporation by suspended or expelled members will remain due.

Good Standing

- 2.15 Definition – A Member will be in good standing provided that the Member:
- (a) has not ceased to be a Member;
 - (b) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - (c) has completed and remitted all documents as required by the Corporation;
 - (d) has complied with all By-Laws, policies and rules of the OSA and the Corporation;
 - (e) has no relationship of a sporting nature with entities that are not recognized by the Corporation or with Members who have been suspended or expelled;
 - (f) 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
 - (g) has paid all required membership dues.
- 2.16 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board 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 THE MEMBERS

- 3.1 Annual General Meeting (AGM) - The Corporation will hold meetings of the members at such date, place and time as determined by the Board of Directors within the Province of Ontario. The Annual Meeting will be held with fifteen (15) months of the last AGM and within six (6) months of the Corporation's fiscal year end.
- 3.2 Special Meeting - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exception listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.
- 3.3 Notice - Written or electronic notice of the Annual Meeting of the Members shall be given to all Members in good standing, Directors and the Auditor, at least fourteen (14) days and not more than ninety (90) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors and the text of any resolutions or amendments to be decided.
- 3.4 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 business on the grounds that the meeting was not lawfully called in accordance with these By-Laws.
- 3.5 Error or Omission in Giving Notice - No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 3.6 New Business - No other item of business will be included in the notice of meeting of the Members unless notice in writing of such other items of business or a Member's proposal has been submitted to the Board thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.
- 3.7 Quorum - Twenty (20) voting members present or by proxy will constitute a quorum. If quorum is present at the opening of a meeting of the Members, the Members may proceed with the business of the meeting even if quorum is not present throughout the meeting.

3.8 Closed Meeting – Meetings of the Members will be closed to the public except by invitation of the Board or in accordance with the Act.

3.9 Agenda for AGM

- (a) Registration of members and guests
- (b) Call to order
- (c) Establishment of quorum
- (d) Approval of the agenda
- (e) Approval of the minutes of the previous general meeting
- (f) Unfinished business from the previous general meeting
- (g) Presentation of reports
- (h) Treasurer's report/presentation of audited statements
- (i) Appointment of auditor
- (j) Amendments to the By-Laws
- (k) Business as specified in the meeting notice
- (l) Election of officers
- (m) Adjournment

3.10 Adjournment - With the majority consent of the Members present and 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.

Voting Rights at General Meetings

3.11 Voting Rights - Members will have the one vote at all meetings of the Members.

3.12 Eligibility of Votes – the date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.

3.13 Proxy Voting – Every Member entitled to vote at a meeting of the Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the member. The proxy voter need not be a Member. A proxy must:

- a) be signed by the Member;
- b) be in a form that complies with the Act;
- c) comply with the format stipulated by the Corporation; and
- d) be submitted to the registered office of the Corporation at least two (2) business days prior to the meeting of the Members.

- 3.14 Absentee Voting - A Member may vote in writing in advance of the meeting of the Members on published resolutions and for the election of Directors by so indicating the vote to the Secretary prior to the vote being taken.
- 3.15 Voting Procedure - Except upon demand, by at least ten (10) of the Members, for a secret ballot prior to the vote being held, voting on resolutions or proposals other than election of Directors will be held by means specified by the Board.
- 3.16 Majority of Votes - Except as otherwise provided in these By-Laws, the majority of votes 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 at least twelve (12) Directors or a number fixed by Ordinary Resolution of the Board.
- 4.2 Board of Directors – Composition

The Corporation shall be governed by a Board of Directors holding the following positions:

- (a) President
- (b) Past President
- (c) Vice-President of House League
- (d) Vice-President of Development/Rep
- (e) Secretary
- (f) Treasurer
- (g) Registrar
- (h) Director of Fields and Facilities
- (i) Director of Purchasing
- (j) Inter-County Commissioner
- (k) Director of Marketing
- (l) Director of Policies and Procedures
- (m) Director of Complaint Resolution
- (n) Director of Indoor
- (o) Director(s) at Large (to a maximum of 5). It is a requirement that the Director at Large voting positions fulfill a specified organizational function to be determined each year.

A Director may hold more than one position.

Election of Directors

- 4.3 Eligibility - To be eligible as a Director an individual must:

- (a) be eighteen (18) years of age or older;
- (b) not have been found under the Substitute Decisions Act 1992 or under the Mental Health Act to be incapable of managing property;
- (c) have the power under law to contract;
- (d) have not been declared bankrupt by a court in Canada or in another country;
- (e) not have the status of bankrupt;
- (f) not be a Corporation staff member or staff member of another soccer organization; and
- (g) if a Member, be a Member in good standing.

4.4 Call for Nominations - At least seventy-five (75) days prior to the Annual Meeting, the Nominating Committee will issue a "Call for Nominations" using any means of communication. The Call for Nominations" will state the method by which the nominations are to be made, the requirements for the position and the deadline for submission which will be no later than thirty (30) days prior to the AGM.

4.5 Nominations - Any nomination of an individual for election as a Director will:

- (a) Include the written consent of the nominee by signed or electronic signature; and
- (b) be submitted using forms specified by the Corporation to the Registered Office of the Corporation thirty (30) days prior to the Annual Meeting. This timelines may be extended by Ordinary Resolution of the Board.

4.6 Election and Term - Election of Directors will take place at each AGM of the Members. The terms of office shall be two (2) years except the Directors at Large which are one (1) year. And the Past President whose term ends when succeeded by a new Past President.

The following shall be elected at the Annual General Meeting held in even-numbered years: Secretary, Vice-President of House League, Director of Marketing, Director of Purchasing, Inter-County Commissioner, Director of Indoor Soccer.

The following shall be elected in odd-numbered years: President, Treasurer, Vice-President of Development/Rep, Director of Policies and Procedures, Director of Fields and Facilities, Director of Complaint Resolution, Registrar.

4.7 Elections - Elections will be decided by the Members in accordance with the following:

- (a) A simple majority will determine the winner;
- (b) If there are more than two (2) candidates for any one position, the winning candidate must receive a simple majority. If this does not occur on the first ballot then the candidate with the lowest number of votes will be removed

from the ballot and the voting will occur again until the winner has a simple majority.

Vacant positions on the Board of Directors, which occur between Annual General Meetings, may be filled by persons appointed by a quorum of the Board of Directors. Such appointments shall expire when the Director returns from that temporary absence or at the next AGM.

- 4.8 Effect of the Elections - Directors will assume their office as a Director immediately after the Elections and/or appointment.
- 4.9 Post-Election Eligibility - An elected Director who does not meet the eligibility requirements for election as Director will have sixty (60) days to become eligible for the position or will be removed as a Director.

Resignation and Removal of Directors

- 4.10 Resignation - A Director may resign from the Board at any time by presenting his or her 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.
- 4.11 Vacate Office - The office of any Director will be vacated automatically if:
- (a) The Director resigns;
 - (b) At the discretion of the Board and without reasonable excuse, the Director is absent from two (2) consecutive meetings of the Board;
 - (c) The director is found to be incapable of managing property by a court order under Ontario Law;
 - (d) The Director is found by a court to be of unsound mind;
 - (e) The Director becomes bankrupt or suspends payment of debts or compounds with creditors and makes an authorized assignment in bankruptcy or is declared insolvent; or
 - (f) The Director dies.
- 4.12 Removal of Director – An elected Director may only be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable notice of, and the opportunity to be present and to be heard at such a meeting.

Filling a Vacancy on the Board

- 4.14 Vacancy – Where the position of a Director becomes vacant for whatever reason and there is still quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual Meeting. In addition to Section 4.7, at the next Annual Meeting, the vacancy filled or not will be up for election for the balance of the term. The total number of Directors so appointed may not exceed one third of the number of Directors elected at the previous Annual Meeting.

Meetings of the Board

- 4.15 Call of Meeting - A meeting of the Board will be held at any time and place as determined by the President, or by written request of at least two (2) Directors. A Board meeting will be held within two (2) months of the election of Directors.
- 4.16 Number of Meetings - Such meetings shall be held at least nine (9) times a year.
- 4.17 Chair - The President will be Chair of all Board meetings unless designated by the President. In the absence of the President, the President will designate an alternate Chair or if the meeting was not called by the President, the Board will determine the Chair of the meeting.
- 4.18 Notice - Written notice served other than by mail of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) 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.
- 4.19 Quorum - A quorum will be a majority of Directors holding office.
- 4.20 Voting - Each Director, except the Chair of the Meeting, is entitled to one vote. Voting will be by a show of hands, written or oral, unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the Chair of the meeting will have a vote but must vote to retain status quo.
- 4.21 No Alternative Directors - No person shall act for an absent Director at a meeting of Directors.
- 4.22 Written Resolutions - A resolution in writing is valid if it has been passed at a meeting of the Board.
- 4.23 Closed Meetings - Meetings of the Board are closed to Members and the public except by invitation of the Board.

4.24 Meetings by Telecommunications - Meetings of the Board may be held by teleconference call or by other means of telecommunication technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of the Board of Directors

4.25 Standard of Care - The Board of Directors shall conduct the business of the Corporation during the periods between general meetings of the Corporation and in accordance with the authority granted to it in the published rules of the Corporation. Every Director will:

- (a) Act honestly and in good faith with a view to the best interests of the Corporation and its Members and participants; and
- (b) Exercise the care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances.

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

4.27 Empowered - The Board is empowered including but not limited to:

- (a) make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-Laws;
- (b) make policies and procedures relating to the discipline of members and have the authority to discipline members in accordance with these policies for those instances that are not covered by OSA Discipline policies;
- (c) make policies and procedures relating to dispute 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, set registration fees and determine other registration requirements;
- (f) set the annual budget for the Corporation and make expenditures according to that budget to further the activities of the Corporation;
- (g) borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-Laws; and
- (h) perform any other duties from time to time as may be in the best interest of the Corporation.

4.28 Investments - The Board may purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of stocks, shares, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as it may deem advisable.

- 4.29 Trusts – The Board may enter into a trust agreement with a trust company or other trustees as it may deem fit for the purpose of creating a trust fund or funds of which the capital and income may be made available for the furtherance of the mission of the Corporation in accordance with such terms and conditions as it may prescribe.

ARTICLE V – BOARD

5.1 Duties – The duties of the Directors shall be as follows:

- a) President: The President will be the Chair of the Board, will preside at Special and Annual General Meetings unless he/she delegates the responsibility, will be the official spokesperson of the Corporation and will perform other such duties as may from time to time be established by the Board. The President must have completed at least a one (1) year term as a member of the Board of Directors prior to his/her election or appointment. This term must have been served during the last three (3) years prior to his/her election or appointment. The President shall be an ex officio member of all committees, except the Nominations Committee.
- b) The Vice-President of House League shall perform the duties assigned by the President as outlined in the GSC Policies and Procedures.
- c) The Vice-President of Development/Rep shall perform the duties assigned by the President as outlined in the GSC Policies and Procedures.
- d) The Inter-County Commissioner shall perform the duties assigned by the President as outlined in the GSC Policies and Procedures.
- e) The Director of Marketing shall perform the duties assigned by the President as outlined in the GSC Policies and Procedures.
- f) The Director of Policies and Procedures shall perform the duties as assigned by the President as outlined in the GSC Policies and Procedures.
- g) The Director of Complaint Resolution shall perform the duties assigned by the President as outlined in the GSC Policies and Procedures.
- h) The Secretary shall take and record minutes of all GSC meetings, shall give required notice of all meetings, shall distribute the agenda for all meetings and shall perform duties as assigned by the President as outlined in the GSC Policies and Procedures.
- i) The Treasurer shall:
 - i) provide a receipt for all monies which shall be deposited in a financial institution in the name of the GSC; and

- ii) shall be one (1) of the authorized signing officials of the GSC; and
 - iii) shall make all disbursement from the accounts by cheques signed by two (2) members of the Board of Directors; and
 - iv) shall register the signing authority with a financial institution; and
 - v) shall be responsible for the maintenance of appropriate books of records covering all income and expenditure, for the proper reconciliation to the bank account(s) and for the preparation of all balance sheets; and
 - vi) shall furnish to the Board of Directors an overview of major financial transactions since the previous meeting of the Board of Directors; and
 - vii) shall prepare and present a year-to-date account of income, expenditure and cash on hand for the current year at the AGM; and
 - vii) shall furnish the Annual Financial Statement to the Recreation Department of the Town of Halton Hills; and
 - vii) shall liaise with the GSC's auditors to ensure that the GSC's financial records are audited by February 28 latest of the following year.
- j) The Registrar shall perform the duties assigned by the President as outlined in the GSC Policies and Procedures.
 - k) The Past President shall perform assignments given by the President.
 - l) The Director of Purchasing shall perform the duties assigned by the President as outlined in the GSC Policies and Procedures.
 - m) The Director of Fields and Facilities shall perform the duties assigned by the President as outlined in the GSC Policies and Procedures.
 - n) The Director of Indoor Soccer shall perform the duties assigned by the President as outlined in the GSC Policies and Procedures.
- 5.2 Delegation of Duties - At the discretion of the President and with approval by Ordinary Resolution of the Board, any Director may delegate any duties of that office to appropriate staff or committee of the Corporation.

ARTICLE VI - COMMITTEES

- 6.1 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference for committees and may delegate to any committee any of its powers, duties and functions.
- 6.2 Standing Committees - The Board will have the following Standing Committees:
- a) Finance

- b) House League Technical Committee
 - c) Rep/Development Technical Committee
 - d) Marketing Committee
- 6.3 Special Committees: The Board will establish special committees to undertake specific tasks or projects that are to be completed within a defined time period. Such committees will be dissolved after the tasks or project are completed.
- 6.4 Conveners shall be appointed by the Board of Directors or its delegate for a one (1) year term. Vacancies may be filled by the Board of Directors or its delegate for terms expiring at the following AGM.
- 6.5 Removal – The Board may remove any member or any committee or any committee by way of Ordinary Resolution.
- 6.6 Debts – no committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VII - FINANCE AND MANAGEMENT

- 7.1 Fiscal Year - The fiscal year of the Corporation shall end on September 30 of each year unless otherwise ordered by the Board of Directors.
- 7.2 Bank - The banking business of the Corporation will be conducted at such financial institution as the Board may determine.
- 7.3 Auditor - At each Annual Meeting, the Members will 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 AGM unless elected for a two-year term and then it will be until the second AGM after appointment. The auditor will not be a director, officer or employee of the Corporation or an affiliated Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act, 2004, as amended. The members may, by special resolution passed by at least two-thirds of the votes cast at a general meeting of which proper notice has been provided, remove any auditor before the expiration of the auditor's term of office.
- (a) The auditor will report to the members at the annual meeting the auditor's financial statement which presents fairly the financial position of the Corporation and the results of its operations for the period under review in accordance with generally accepted accounting principles; and
 - (b) The auditor's report will be open for inspection by any member of the Corporation.

The members may, by special resolution passed by at least two-thirds of the votes cast at a general meeting of which proper notice has been provided, remove any auditor before the expiration of the auditor's term of office.

7.4 Annual Financial Statements - Directors will approve the Annual Financial Statements (evidenced by the signature of one or more Directors) of the Corporation of the last fiscal year 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 not less than twenty-one (21) days before the Annual Meeting. The financial statements include:

- (a) the financial statements;
- (b) the auditor's report; and
- (c) any further information respecting the financial position of the Corporation.

7.5 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 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 committees of the Members;
- (c) the resolutions of the Members and of any committee of the Members;
- (d) the minutes of the meetings of the Directors and any committees of Directors;
- (e) the resolutions of the Directors and of any committee of Directors;
- (f) a register of Directors;
- (g) a register of Officers (if any);
- (h) a register of Members; and
- (i) account records adequate to enable the Directors to ascertain the financial position of the Corporation on at least a quarterly basis.

7.6 Signing Authority - Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports or any other instruments in writing to be executed by the Corporation will be executed by the President or assigned to one or more of the signing officers. In addition, the Board may direct the manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.7 Property - The Corporation may acquire, lease, sell or otherwise dispose of securities, lands, buildings, or other property or any right or interest thereof for such consideration and upon such terms and conditions as the board may determine.

7.8 Borrowing - The Board may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.

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

Remuneration

7.10 No Remuneration - All Directors and members of Committees will serve their term of office without remuneration (unless approved by a meeting of the Members by way of Ordinary Resolution) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-Laws.

Conflict of Interest

7.11 Conflict of Interest - A Director or member of a committee who has an interest or who may be perceived as having an interest, in a proposed contract or transaction within 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

7.12 Conflict of Interest Policy - The Directors of the Corporation will additionally comply with the Ontario Soccer Association Conflict of Interest policy.

ARTICLE VIII - AMENDMENTS OF THE BY-LAWS

8.1 Voting - These By-Laws may be amended, revised, repealed or added to by Ordinary Resolution of the Board. Any By-Law amendments 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.

- 8.2 Member Proposal - A Member entitled to vote may make a proposal to make, amend or repeal a By-Law in accordance with the Act which requires at least thirty (30) days' notice.
- 8.3 Effective Date - By-Laws' amendments are effective from the date of the resolution of the Directors unless rejected or amended by voting Members at a meeting of the Members.

ARTICLE IX - NOTICE

- 9.1 Written Notice - In these By-Laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual Director or Member as applicable.
- 9.2 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 faxed or emailed or in writing where the notice is couriered or in the case that it is provided by mail, five (5) days after the date the mail is post marked.
- 9.3 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 X - DISSOLUTION

- 10.1 Dissolution - The Corporation may be dissolved in accordance with the Act.
- 10.2 Assets - Upon dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to Corporations or organizations supporting or promoting soccer in Ontario.

ARTICLE XI - INDEMNIFICATION

- 11.1 Will Indemnify - The Corporation will indemnify and hold harmless out of the funds of the Corporation 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 judgement, 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.

- 11.2 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, breach of any statutory duty or responsibility imposed upon him or her under the Act. 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) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty. The individual has reasonable grounds for believing that his or her conduct was lawful.
- 11.3 Insurance - The Corporation will, at all times, maintain in force such Directors and Officers' liability insurance.

ARTICLE XII - FUNDAMENTAL CHANGES

- 12.1 Fundamental Changes – A Special Resolution of all 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 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 and maximum number of Directors;
 - (i) change to 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 the 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 XIII - CONFLICT BETWEEN THE BY-LAWS AND POLICIES AND PROCEDURES

- 13.1 Conflict - Where conflict exists between the By-Laws and the Policies and Procedures, the By-Laws shall prevail.
- 13.2 Matters not Covered by the By-Laws - Any matters not covered by the By-Laws should be settled in accordance with the guidelines of Peel Halton Soccer Association or OSA.

ARTICLE XIV - DISPUTE RESOLUTION

- 14.1 The Corporation shall adhere to the Dispute Resolution process as published and approved by the OSA from time to time.

ARTICLE XV - HARASSMENT

- 15.1 The Corporation shall adhere to the Harassment Policy as published and approved by the OSA from time to time.

ARTICLE XVI - APPEALS

- 16.1 Any member or registrant of the Corporation directly affected by a decision of the Corporation may appeal such decision.

A decision of the Corporation may be appealed to the District Association with which the Corporation is affiliated. The appeal shall be conducted in accordance with the OSA's and District Association's published rules.

ARTICLE XVII - ADOPTION OF THESE BY-LAWS

- 17.1 Ratification - The By-Laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of the Members duly called and held on XXX.
- 17.2 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.