Richmond Hill Soccer Club

By-laws

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REVISION HISTORY

Version	Date	Author	Description
1.0	June 18, 2018	D. Salvadori	Ratification of by-laws
1.1	January 14, 2019	E. Henderson	Amendments to 2.1, 3.8, 8.1
1.2	January 13, 2020	E. Henderson	Amendment to 4.8
1.3	October 13, 2020	Governance Committee	Amendments to section 2.1, 2.2, 2.3, 3.1, 3.3, 4.4, 4.6 and 4.8
2.0	June 21, 2022	RHSC Board	ONCA provisions.

ARTICLE I GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Richmond Hill Soccer Club Inc.

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

a) *Act* – the Ontario Not-for-Profit Corporations Act, 2010, as amended.
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 Richmond Hill Soccer Club Inc.
e) *Days* – days including weekends and holidays.
f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
g) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
h) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
i) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
j) *Special Meeting* – any meeting of the Members that is not the annual meeting of members.
k) *Special Resolution* – a resolution that is submitted to a special meeting of the members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes case; or consented to by each member of the Corporation entitled to vote at a meeting of the members of the Corporation.
l) *Ontario Soccer* – the incorporated entity The Ontario Soccer Association Incorporated.
m) Employees of the Corporation can be categorized as follows:
    i. *Corporate Administrative Staff* whose main responsibilities include the general administrative duties of the Corporation including registration, scheduling, and program organization;
    ii. *Corporate Technical Staff* whose main responsibilities including coaching teams, player development, and on-field delivery of programs; and
    iii. *Paid Team Coaches* whose main responsibilities include the coaching and management of player pools and teams.

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

1.4 Corporate Seal – The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.

1.5 Affiliations – The Corporation will be a member in good standing with the York Regional Soccer Association (YRSA) and will follow the published rules of the YRSA and Ontario Soccer. The Corporation is subject to the published rules in declining order of authority of: Ontario Soccer, the YRSA, and the Corporation.

1.6 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.

1.7 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.

1.8 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).

1.9 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.

1.10 Dispute Resolution – The Corporation adheres 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.

1.11 Appeals – Decisions made by the Corporation may be appealed to Ontario Soccer under the terms of Ontario Soccer's policies and procedures. Decisions made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Corporation's operations, except when the process outlined in the Corporation's rules and regulations has not been followed, as well as any decision made by the Corporation regarding a player's team assignment on any team, may not be appealed.

1.12 Harassment – The Corporation shall adhere to Ontario Soccer's policies regarding harassment. Ontario Soccer's policies regarding harassment will apply to all Officers, Directors, employees, volunteers, coaches, managers, game officials, administrators, players and Members of the Corporation. The Corporation will make Ontario Soccer's policies regarding harassment available to any Member when requested.

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

1.14 Boundaries – The Corporation must operate within the defined boundaries of its District Association unless it has obtained written permission from that District Association and approval from Ontario Soccer.

ARTICLE II MEMBERSHIP

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

a) Member – A maximum of one hundred fifty (150) individuals who have applied to be Active Members of the Corporation, who are eighteen (18) years of age and older, who have agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations and who are registered, elected or appointed within the Corporation in any of the following positions:
   i. Recreational Program Volunteers
   ii. Competitive Program Volunteers
   iii. Committee Members appointed by the Board of Directors
   iv. Players who are current or previous players, who are at least 25 years old, registered with the Corporation for at least 10 years, in good standing

v. Referees, not currently active, but who have refereed for the Corporation for 5 years, in good standing
vi. Coaches, in good standing, not currently coaching for another club, 5 years with the Corporation
vii. Registered Program Volunteers, not currently active, but who have volunteered for the Corporation for at least 5 years, in good standing
viii. Previous Directors who had served the Corporation for at least 5 years
ix. Honorary Life Members (Any individuals approved by Special Resolution of the Board who have contributed greatly to the development or promotion of the Corporation)
x. Directors
xi. By application of any individual and approved by the Board by Ordinary Resolution, contemplating special circumstances.

Eligibility

2.2 Eligibility – The following individuals are not eligible to be Members of the Corporation:

a) Corporate Administrative Staff and Corporate Technical Staff
b) Individuals, excluding Honorary Life Members identified in section 2.1.a) earning more than $500.00 in the current membership year

Admission and Renewal of Members

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

a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
b) The candidate member has paid dues as prescribed by the Board;
c) The candidate member agrees to uphold and comply with the Corporation's governing documents;
d) For candidate members who are Directors, the candidate member is not an employee or contractor receiving $500 or more in compensation from the Corporation;
e) The candidate member meets any other condition of membership determined by the Board;
f) The candidate member has met the applicable definition listed in Section 2.1; and
g) The candidate member has been approved by Ordinary Resolution by the Board or by a Member Admission Committee or individual delegated this authority by the Board.

Membership Dues and Duration

2.4 Year – Unless otherwise determined by the Board, the membership year of the Corporation will be April 1st to March 31st.

2.5 Dues – Membership dues will be determined annually by the Board.

2.6 Duration – Membership duration for Members is accorded on an annual basis and Members will re-apply for membership annually.

2.7 Honorary Life Appointments Duration – Honorary Life Appointments are not required to re-apply for membership annually.

2.8 Deadline – Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within thirty (30) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.

Transfer, Suspension, and Termination of Membership

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

2.10 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 Special 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.

2.11 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the Corporation, and may be subject to a probationary period before being reinstated to good standing.

2.12 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) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
c) Resignation by the Member by giving written notice to the Corporation;
d) Dissolution of the Corporation;
e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the Corporation's policies;
f) The Member's death; or
g) 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 termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.13 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.

2.14 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 Board.

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

2.16 Dues Payable – Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

Good Standing

2.17 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 the By-laws, policies, and rules 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 membership dues.

2.18 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) To attend, participate, and vote at meetings of the Members;
b) To participate in the Corporation's activities; and
c) To participate in other events associated with the Corporation

2.19 Cease to be in Good Standing – Members who 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 MEMBERS

3.1 Annual Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report (if any).

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%) or more of the Members 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 requisition.

3.3 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.

3.4 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 at least ten (10) days and not more than fifty (50) 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.

3.5 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.

3.6 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.

3.7 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, 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.

3.8 Quorum – Ten percent (10%) of Members present or by proxy 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.

3.9 Agenda – The agenda for the Annual Meeting may include:

a) Call to order
b) Establishment of quorum
c) Appointment of scrutineers
d) Approval of the agenda
e) Approval of minutes of the previous Annual Meeting
f) Presentation and approval of reports
g) Report of Auditors
h) Appointment of Auditors
i) Presentation of Budget
j) Approval of membership dues and related fees
k) Business as specified in the meeting notice
l) Election of new Directors
m) Adjournment

3.10 Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted. Scrutineers must not be Members.

3.11 Adjournments – With the majority consent 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 a meeting of the Members are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any), individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

Voting at Meetings of Members

3.13 Voting Rights – Members may exercise one vote at all meetings of the Members.

3.14 Multiple Role Members – A Member who has multiple roles with the Corporation (such as a team official and a volunteer) may only exercise one vote regardless of how many roles that Member has with the Corporation.

3.15 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 ten (10) days prior to the meeting.

3.16 Proxy Voting – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:

a) Be signed by the Member;
b) Be in the standard Corporation proxy form;
c) Comply with the format stipulated by the Corporation; and
d) Be submitted to the Registered Office of the Corporation at least five (5) business days prior to the meeting of the Members.

3.17 Proxy Holder – A proxy holder must be eighteen (18) years or older and may only hold one (1) proxy vote.

3.18 Determination of Votes – Votes will be determined by a show of hands, orally, or ballot, unless a secret or recorded ballot is requested by a Member. In the case of elections, a secret ballot is required, and each Member will be provided with a ballot for each position that is up for election.

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

3.20 Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Composition of the Board – The Board will consist of the following:

a) President
b) Vice-President
c) Treasurer

d) Six (6) Directors at Large

Eligibility of Directors

4.2 Eligibility – To be eligible for election as a Director, an individual must:

a) Be eighteen (18) years of age or older;
b) Not be employed by the Corporation as Corporate Administrative Staff or Corporate Technical Staff;
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 the power under law to contract;
e) Have not been declared incapable by a court in Canada or in another country; and
f) Not have the status of bankrupt.
g) Not hold simultaneously a position of director, employee or contractor of another soccer organization.

4.3 President Eligibility – To be eligible for election as President, an individual must have been a Member of the Corporation for at least four (4) years of the six (6) years immediately preceding the first year of the proposed presidential office and served at least one full two-year term as a Director within the same six (6) - year period.

Election of Directors

4.4 Nominations Committee – The Board will appoint a Nominations Committee. The Nominations Committee will be responsible to solicit and receive nominations for the election of the Directors. The Nominations Committee has the right to recommend its preferred candidates to the Membership and may reject any nominee that is deemed ineligible. Nominations Committee recommendations will be based on the need for requisite competencies and knowledge to carry out Board governing functions. The Nominations Committee will also ensure that there are candidates for the Board composition that reflects diversity (i.e., gender, ethnicity, visible minorities, age).

4.5 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 Nominations Committee; and
c) Be submitted to the Registered Office of the Corporation fourteen (14) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.6 Nominations from the Floor – No nominations will be accepted from the floor.

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

4.8 Election – Directors will be elected as follows:

a) The President and four (4) Directors-at-Large 1 to 4 will be elected at alternate Annual Meetings to those listed in sub-section b when the membership calendar year ending is an even number.
b) The Vice President, Treasurer and two (2) Directors-at-Large 5 and 6 will be elected at alternate Annual Meetings to those listed in sub-section a) when the membership calendar year ending is an odd number.

4.9 Elections – Elections for each non-Director-at-Large position will be decided by Ordinary Resolution of the Members in accordance with the following:

a) One Valid Nomination – Winner declared by Ordinary Resolution.
b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

4.10 Director-at-Large Elections – Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:

a) Equal number of Nominations and Available Positions – Winners declared by Ordinary Resolution.
b) More Nominations than Available Positions – The nominees with the highest number of votes will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.
c) Less number of Nominations than Available Positions - In the event that there are fewer nominations than available positions, 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.

4.11 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director or successfully submit and pass a Vulnerable Sector Check, in accordance with the Club's screening practices, will have sixty (60) days to become eligible for the position or will be removed as a Director of the Corporation.

4.12 Terms – Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

4.13 Director Consent – An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

Resignation and Removal of Directors

4.14 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.

4.15 Vacate Office – The office of any Director will be vacated automatically if:

a) The Director resigns;
b) The Director is found to be incapable of managing property by a court or under Ontario law;

c) The Director is found by a court to be of unsound mind;
d) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
e) The Director dies.

4.16 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Filling a Vacancy on the Board

4.17 Vacancy – Where 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 vacancy for the remainder of the term.

Meetings of the Board

4.18 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 two (2) Directors.

4.19 Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.

4.20 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 of the Corporation.

4.21 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).

4.22 Number of Meetings – The Board will hold at least eight (8) meetings per year.

4.23 Quorum – At any meeting of the Board, quorum will be a majority of Directors.

4.24 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. At the request of a Director, a recorded vote may be taken.

4.25 No Alternate Directors – No person shall act for an absent Director at a meeting of directors.

4.26 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.

4.27 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.28 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 of the Corporation consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

4.29 Electronic Voting – The Board may use Electronic Voting as a means of voting on a motion via email or telephone conference. Motions passed by use of electronic voting have the full force and effect of motions passed at a fully constituted Board meeting. Electronic voting shall only be used if members of the Board consent thereto at a previous scheduled Board meeting in respect of a particular issue that could not be voted on at such meeting.

Duties of Directors

4.30 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

4.31 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.

4.32 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 such policies and procedures;
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, recommend membership dues, and determine other registration requirements;
f) Enable the Corporation to receive donations and benefits 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) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
i) 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 comprised of the President, Vice President, Treasurer and Secretary.

5.2 Secretary – At the first meeting of the Board following the Annual Meeting, the Board will appoint a Secretary from among the elected Directors-at-Large. The Secretary will hold office for a one-year term.

5.3 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 represent the Corporation at meetings of the YRSA and Ontario Soccer, and will perform such other duties as may from time to time be established by the Board.

b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, , will represent and assist the Chief Referee, 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, keep proper accounting records as required by the Act, will cause to be deposited all monies, securities and other valuable effects received by the Corporation in the name of the Corporation in such chartered bank, trust company, or registered dealer in securities as may be designated by the Board from time to time, will cause to disburse funds of the Corporation as may be properly directed, when required will provide the Board with an account of financial transactions and the financial position of the Corporation and any other financial report as may be directed by the Board, work with the auditor in the preparation of annual financial statements, and will perform such other duties as may from time to time be established by the Board.

d) 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.

5.4 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 Director.

5.5 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. If the Officer is removed by the Members, their position as a Director will automatically and simultaneously be terminated.

5.6 Vacancy – Where the position of an Officer, excluding the President, 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.

ARTICLE VI COMMITTEES

Committees

6.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Corporation. 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.

6.2 Standing Committees – The following committees are considered as standing committees of the Board:

a) Finance and Audit: The members of the committee shall be Treasurer, President and another Director as decided by the Board
b) Nominations as referred to in section 4.5
c) Membership Admission Committee as referred to in section 2.3
d) Governance Committee which shall meet no less than once per year to review and update the by-laws as necessary.

6.3 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.4 President Ex-officio – The President will be an ex-officio and non-voting member of all Committees of the Corporation, unless the terms of reference state otherwise.

6.5 Removal – The Board may remove any member of any Committee.

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

7.2 Bank – The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

7.3 Auditors – At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act*, 2004, as amended. .

7.4 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 but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

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 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.

7.6 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.

7.7 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 two (2) of the President, Vice-President or Treasurer or by other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.8 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.

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

7.10 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

7.11 No Remuneration – All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved at a meeting of Members) 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

7.12 Conflict of Interest – A Director, Officer 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, the Corporation's policies for conflict of interest, as well as the Conflict of Interest Policy in Ontario Soccer's published rules.

ARTICLE VIII AMENDMENT OF BY-LAWS

8.1 Voting – Subject to Article XII (when applicable), these By-laws may only be amended, revised, repealed or added to:

a) 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

b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

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, email, or courier to the address of record of the individual, Director, Officer, 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 of notice that 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 – Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed to organizations which carry on their work solely in the province of 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 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.

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 had 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 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 XIII ADOPTION OF THESE BY-LAWS

13.1 Ratification – These By-laws were ratified by a Special Resolution of the Members at a meeting of Members duly called and held on June 21, 2022.

13.2 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.