BY-LAW NO.1
of the
Kingston Women's Soccer Club

Approved: October 9, 2024

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A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF THE KINGSTON WOMEN'S SOCCER CLUB

BE IT ENACTED as a By-Law of the Kingston Women's Soccer Club as follows:

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this by-law and all other by-laws of the Kingston Women's Soccer Club (hereinafter, "the Club"), unless the context otherwise requires:

(a) *Act* means the Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 as from time to time amended, and every statute that may be substituted for it. In the case of such substitution, any references in the By-laws of the Club to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.

(b) *Articles* means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of Kingston Women's Soccer Club.

(c) *Board* means the Board of Directors of Kingston Women's Soccer Club.

(d) *By-laws* means this by-law and all other by-laws of Kingston Women's Soccer Club from time to time in force and effect.

(e) *Districts* means incorporated district soccer associations that register players, coaches and managers within a geographic region in Ontario and that has club teams that participate in leagues in accordance with governing documents.

(f) *Club* is a Governing Organization that is affiliated to, and under the jurisdiction of a District Association and is a registered organization that registers all players, team officials and administrators of their organization and organizes teams. A not-for-profit Club has an elected Board of Directors. A for-profit Club may have a Board of Directors or shareholders.
A Youth Club may operate as either a registered not-for-profit or for-profit entity but must be incorporated. The Club is the Governing Organization whose primary, long-term objective is to provide players with development and training through the provision of necessary training facilities and infrastructure.
A Senior Club may operate as a registered not-for-profit or for-profit entity and is not required to be incorporated.

(g) *Conflict of Interest* shall mean
(a) A situation in which a director of the club has, in any relation to any matter coming before that club, a personal interest, sufficient to influence or to appear to influence the objective, open-minded, and loyal exercise of their function as a Director, and
(b) There are 2 situations giving rise to a conflict of interest, one being that of "financial interest", and the other is an "obligation of loyalty". The circumstances giving rise to a conflict of interest need not be those of the individual Director but may be the interests of a person having close family ties to the Director, or a friend, business associate, or colleague of the Director.

(h) *Director* means an individual elected or appointed to the Board of Directors of the Club.

(i) *Meeting of Members* includes an Annual General Meeting (hereinafter "AGM") of Regular Members, and a Special Meeting of Members.

(j) *Member* means a Person having a membership in the Club, and Membership means the collective membership of the Club.

(k) *Member in Good Standing* means a Member who
(a) continues to meet the conditions set out in Section 3.3 below,
(b) has not been disciplined by the Club in accordance with Section 3.9 below, and
(c) has completed and remitted all documents required by the Club.

(l) *Officer* means an individual elected or appointed as an officer of Kingston Women's Soccer Club according to the provisions of Article 7.

(m) *Kingston Women's Soccer Club* means the Kingston Women's Soccer Club Incorporated.

(n) *Ordinary Resolution* means a resolution that:

(a) is submitted to a Meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast in favour of the resolution, or
(b) is consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney.

(o) Person includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative.

(p) Player Registration Fees refers to a periodic or annual fee that is paid by each player to the Club. Such fees shall include those amounts paid to Ontario Soccer and any software technology fee required for player registration, as recommended by the Board of Directors and approved by the Members.

(q) Regulations means the regulations made under the Act, as amended, restated or in effect from time to time.

(r) Special Resolution means a resolution that:
(a) is submitted to a Special Meeting of Members 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 cast in favour of the resolution, or
(b) is consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney.

1.2 Interpretation

In the interpretation of the By-laws, unless the context otherwise requires, the following rules shall apply:
(a) Terms defined in the Act and used in the By-laws but not otherwise defined in the By-laws have the same meaning when used in the By-laws,
(b) Words importing the singular number only shall include the plural and vice-versa,
(c) Words referring to one gender include all genders,
(d) The headings used in the By-laws are inserted for reference purposes only and are not to be considered in construing the terms or provisions, or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions,
(e) Notwithstanding any provision of the By-laws, where any such provision conflicts with the Act or the Articles, the Act or the Articles (as the case may be) shall govern, and
(f) The By-laws will always be strictly interpreted in accordance with and subject to the purposes contained in the Articles.

ARTICLE 2 GENERAL

2.1 Name

The name of this club shall be the Kingston Women's Soccer Club, hereinafter referred to as "the Club". The headquarters of the Club shall be located within the district boundaries of the Southeast Ontario Soccer Association, hereinafter referred to as the District Association.

2.2 Objectives

The Club shall have the following objectives:
(a) To promote and develop the game of soccer within its boundaries of the Greater Kingston area, and
(b) To provide members with the opportunity to develop their physical, mental, social, and leadership skills through the game of soccer.

2.3 Affiliations

The Club shall be a member of the District Association and shall follow the published rules of the District Association, as well as the Ontario Soccer Association, hereinafter referred to as the OSA. The club is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:
(a) The OSA,
(b) The District Association, and
(c) The Club.

2.4 Financial Matters and Year End

Unless otherwise determined by the Board, the financial year-end of the Club shall be AUGUST 31st in each year.

The financial statements of the Club shall be:

(a) Reviewed by an auditor as required,
(b) Presented annually subject to the minimum requirements based on a defined fiscal year end, and
(c) Presented to the members at the AGM.

2.5 Corporate Seal

The Club may, but need not, have a corporate seal. If a corporate seal is approved by the Board, the President or other designate of the Club shall oversee the corporate seal and its use.

2.6 Conduct of Meetings

Unless otherwise determined by the Board, meetings of both the Club and the Board of Directors are to be conducted according to the most recent edition of Robert's Rules of Order.

2.7 Execution of Documents

Contracts, etc. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Club may be signed by any officer or director, or as set out in the Policies and Procedures. In addition, the Board may from time to time direct the how, and the person or persons by whom, a particular document or type of document shall be executed by resolution of the Board, or as set out in the Policies and Procedures.

Payments and Financial Instruments. All payments issued or endorsed in the name of the Club shall be approved by such Officers and employees of the Club in such manner as shall be determined from time to time by resolution of the Board, or as set out in the Policies and Procedures.

2.8 Policies and Procedures

Subject to the Act, the Board may adopt, amend or repeal such Policies and Procedures that are not inconsistent with the Articles or the By-laws relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest, as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time.

The Club shall have operating policies and procedures which shall include, but are not limited to, the following:

(a) Discipline of a member:
    a. Summary of charges regarding the misconduct of a member, and
    b. Procedures for a discipline hearing.
(b) Duties of board of directors:
    a. Authority granted to the board regarding the business being conducted,
    b. Selection process,
    c. Appointment process for the appointment and renewal of appointments to the Club's paid and volunteer positions, and
    d. Process for revoking appointments.
(c) Voting at an AGM
    a. Format for a proxy vote
    b. Issue(s) for which the proxy vote may be cast

Any policy or procedure adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board, with the following exception:

(a) The Board may not adopt policies and procedures in respect of matters that the Act contains mandatory rules about, or which the Act requires to be included in either the Articles, the By-laws or both the Articles and the By-laws.

The Board of Directors may also approve and publish policies and procedures which are not inconsistent with this By-Law, and which are not inconsistent with the rules and regulations of any higher-level governing organization.

The Policies and Procedures shall be approved by:
(a) A majority vote of the Board of Directors, or
(b) The Members during an AGM.

2.9 Auditor and Level of Financial Review

The Club shall be subject to the requirements relating to the appointment of an auditor and level of financial review required by the Act.

2.10 Annual Audited Financial Statements

The Club shall send copies of the annual financial statements and any other documents required by the Act to the Regular Members not less than fourteen (14) days before the day on which an annual Meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed to all Members who have informed the Club that they wish to receive a copy of those documents.

ARTICLE 3 MEMBERS

3.1 Classes of Members

Subject to the Act and the Articles, there shall be three classes of members in the Club: Regular Members, Honorary Members and Life Members.

(a) Regular Members are defined as one of the following:
    a. A registered player,
    b. A registered club coach, and/or
    c. A registered club administrator.

Although an individual may qualify under more than one of the above categories, each individual may hold only one voting membership in the club.

A player shall become a Regular Member when approved by the club's registrar, and registered in the OSA database.

A Club Coach shall become a regular member upon application to, and acceptance by the directors of the Club. A Club Coach is an individual who is registered with the OSA to teach, instruct, train, and guide players to play the game of soccer.

A Club Administrator shall become a Regular Member upon application and acceptance by the directors of the club. A Club Administrator is an individual who is registered with the OSA to be responsible for one or more of the functions required to manage a team. For purposes of this definition a Team Manager shall be classified as a club administrator.

All team members are entitled to attend Club meetings. However, only the designated team representative can vote, and if unable to attend the meeting, an alternate team member (proxy) may attend and cast one vote per team on behalf of their team on issues brought forth.

(b) Honorary Members
The Board of Directors may designate an individual as an Honorary Member for a specific period.

An Honorary Member is afforded all rights of membership, including the right to attend and speak at club meetings. An Honorary Member is **not** entitled to voting rights and privileges.

(c) Life Members
The Board of Directors may designate an individual as a Life Member upon nomination by the Board of Directors or the Regular Members.

A Life Member is afforded all rights of membership, including the right to attend and speak at club meetings, but is **not** entitled to vote.

Life Membership will be available to individuals who have exemplified the values of the Club and who have acted as a pinnacle example of the Club. Individuals considered for Life Membership are those who have rendered special service and made a significant overall contribution to the game of soccer in Kingston to an extent beyond normal participation.

The term of membership of each Life Member is for the life of the Life Member only and is not subject to renewal.

3.2 Dues, Fees and Other Monies

Player Registration Fees may only be implemented after such Fees have been approved by the Board.

The Player Registration fees shall be announced as far in advance of the commencement of an indoor or outdoor soccer session as is needed to process all the players according to upper organization rules.[1]

All amendments to the fees shall be communicated to the members along with an explanation, as soon as they have been approved by the Board prior to the commencement of the applicable outdoor or indoor session.

3.3 Renewal of Membership

Renewal. All Regular Members must apply for renewal of their membership before the end of the term of membership which began on the date of their most recent registration and lasts one year. For a Regular Member to remain a Member of the Club, such Member must:

(a) Continue to meet the eligibility requirements set out in Sections 3.1 above,
(b) Apply for renewal of their membership in writing using the form approved by the Board,
(c) Submit all documentation set out in the renewal application form,
(d) Agree to continue to comply with all of Kingston Women's Soccer Club's governing documents, including the Articles, the By-Laws and the Policies and Procedures, and
(e) Pay all fees, dues, Registration fees, and/or such other monies as shall have been approved in accordance with the By-laws and the Policies and Procedures.

Approval of Renewal. Only renewal applications that are complete and which include all required documents, all payments due to the Club, and that meet the conditions and qualifications set out in the By-laws and policies and procedures will be approved. Should a renewal application be incomplete (including a lack of required documentation and/or monetary payments), the Member may be referred for disciplinary action in accordance with Section 3.7 below.

[1] A player must generally be registered at least 24 hours before their first game.

3.4 Membership Transferability

A Membership is not transferrable.

3.5 Termination of Membership

Membership in the Club is terminated when:

(a) The Member dies, if the Member is an individual,
(b) The Member resigns by delivering a written resignation to the President of the Club, in which case such resignation shall be effective on the date specified in the resignation,
(c) The Member's term of Membership expires and has not been renewed in accordance with the By-laws or the Operating Policies and Procedures,
(d) The Member fails to maintain any of the qualifications or conditions of membership described in Sections 3.1, or 3.3 of these By-laws,
(e) The Member is expelled, or their Membership is otherwise terminated in accordance with the Articles or By-laws, or
(f) The Club is liquidated or dissolved under the Act.

3.6 Effect of Termination of Membership

Subject to the Act and the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Club, automatically cease to exist.

3.7 Discipline of Members

A Regular or Honourary Member may be fined, censured, suspended or expelled from membership for cause, and only after charges have been laid in accordance with the Club's published policies and procedures, and a hearing held in accordance with the Club's and OSA's published rules.

An individual whose membership has been suspended loses all rights of membership until the suspension has either expired or been reinstated.

Discipline for soccer game infractions by a Regular Member is governed in accordance with the rules published by the OSA.

A Regular or Honourary Member who infringes the Articles or Policies and Procedures of the Club, or who brings the Club into disrepute, may be reprimanded, suspended or expelled from the Club after a hearing by the Board of Directors of the Club. The Regular member under discipline is entitled to attend the hearing which is discussed in the Club's Policies and Procedures.

3.8 Resignation Does not Affect Disciplinary Investigation

The resignation of a Regular Member does not affect any disciplinary proceeding or investigation undertaken by Kingston Women's Soccer Club involving that Member pursuant to Section 3.7 above.

ARTICLE 4 MEMBERS' MEETINGS

4.1 Notice of Members Meetings

Means of Notice. In accordance with and subject to the Act, notice of the time and, if applicable, the place of a Meeting of Members shall be given to each Member entitled to vote at the meeting, not less than fourteen (14) days and not more than fifty (50) days before the day on which the meeting is to be held.

Instructions for Attending Meetings by Telephonic or Electronic Means. A notice of a meeting to be held completely or partially by telephonic or electronic means must include instructions for attending and participating in the meeting, including, if applicable, instructions for voting by such means at the meeting.

Notice to Others. Notice of a Meeting of Members shall also be given to each Director and to the auditor of the Club (or the person appointed to conduct a review engagement of the Club) not less than fourteen (14) days and not more than fifty (50) days before the day on which the meeting is to be held.

Special Business. Notice of any Meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting.

Record Date. The Directors may fix a record date for determination of Members entitled to receive notice of any Meeting of Members in accordance with the requirements of the Act.

4.2 Waiver of Notice

A Regular Member and any other person entitled to attend a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members. Attendance of that person at a Meeting of Members is a waiver of notice of the meeting, except where that person attends the Meeting of Members for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

4.3 Place of Members' Meetings

Meetings of Members may be held at any place within Ontario determined by the Board or, if all the Members entitled to vote at such meeting so agree, outside Ontario.

4.4 Participation by Electronic Means at Members' Meetings

If the Club chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic or other communication facility that Kingston Women's Soccer Club has made available for that purpose.

4.5 Members' Meeting Held Entirely by Electronic Means

Notwithstanding Sections 4.3 and 4.4, if the Directors or Members of the Club call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.6 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present and speak at a Meeting of Members shall be:

(a) Regular, Honourary and Life Members aged 16 and over, or their representatives,
(b) Club Representatives entitled to vote,
(c) the Directors,
(d) the auditor of the Club (or the person appointed to conduct a review engagement of the Club),

(e) such other persons who are entitled or required under any provision of the Act, Articles or By-Laws of the Club to be present at the meeting, and
(f) Any other person on the invitation of the Chair of the meeting, or by Ordinary Resolution of the Members.

4.7 Annual General Meetings

An Annual General Meeting of Members shall be held at such time in each year as the Board may from time-to-time determine, provided that the AGM must be held not later than fifteen (15) months following the last annual meeting.

The AGM shall be held for the purpose of:

(a) Considering the financial statements and reports of the Club required by the Act to be presented at the meeting,
(b) Considering the audit or review engagement report, if any,
(c) Considering an extraordinary resolution to have a review engagement instead of an audit or not to have an audit or a review engagement,
(d) Electing directors, if applicable,
(e) Reappointing the incumbent auditor or person appointed to conduct a review engagement, and
(f) Transacting such other business as may properly be brought before the meeting or is required under the Act (the "Annual Meeting Business").

4.8 Special General Meetings

(a) The Board may at any time call a Special General Meeting of Members for the transaction of any business which may properly be brought before the Members, or
(b) The Board shall call a Special Meeting of Members upon receipt of a written request submitted to the club by registered mail, certified mail, courier service, and delivery, or e-mail signed by not less than 25 members or 25% of the voting membership, setting out the items of business to be conducted at the Special General meeting.
    a. The special general meeting shall be held within 30 days of receipt of the written request from members.
    b. Only the business set out in the notice of the special general meeting shall be considered period

4.9 Special Business

All business transacted at a Meeting of Members, except for the Annual Meeting Business, is special business.

4.10 Members Calling a Members' Meeting

Subject to the exceptions in the Act, the Board shall call a special Meeting of the Members in accordance with the Act on written requisition of Regular Members in good standing carrying not less than ten percent (10%) or more of the voting rights that may be cast at a Meeting of the Members sought to be held.

Subject to the Act, if the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member in good standing who signed the requisition may call the meeting.

4.11 Chair of Members' Meetings

The Chairperson of Meetings of the Members shall be the President of the Club:

(a) If the President is absent, the Vice-President of the Club shall be the chair.
(b) If both the President and the Vice-President are absent, another member of the Board may chair the meeting.
(c) If none of the Board Members are present, the Regular Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.12 Quorum at Members' Meetings

Subject to the Act, a quorum at any Meeting of Members shall be that number of Regular Members entitled to vote at the meeting representing **a majority of votes** in accordance with Section 4.15 below.

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.

For the purposes of determining quorum, a Member may be present in person, by proxy, or by telephonic and/or by other electronic means.

If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may **not** transact any other business.

4.13 Proxies

Every Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Regular Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

(a) A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment,
(b) A Member may revoke a proxy by depositing a document signed by the Member or the Member's attorney in accordance with the Act and the Regulations,
(c) A proxyholder or an alternate proxyholder has the same rights as the Regular Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands,
(d) A proxy shall be in writing, executed by the Member or the Member's attorney and shall conform with the requirements of the Act and the Regulations,
(e) Votes by proxy shall be collected, counted, and reported in such manner as the Chair of the meeting directs, in accordance with the Act and the Regulations,
(f) No individual may hold more than two (2) proxies.

4.14 Voting by Mail or by Telephonic or Electronic Means at Members' Meetings

In addition to voting by proxy as set out in Section 4.13, each Regular Member entitled to vote at a Meeting of Members may vote by mailed-in ballot, or by means of a telephonic, electronic or other communication facility.

4.15 Voting Rights

Subject to the Act and in accordance with the Articles, each Team will be entitled to one vote per team, by one team representative who shall vote on behalf of their team.

During any new season, Teams must supply the Club with a minimum of two team representatives. If they are not players, those individuals must be registered on the Club website (i.e. coach, assistant coach, manager).

4.16 Method of Voting

Subject to the methods of voting set out in Section 4.13 and 4.14 above,

(a) Voting for the election of Directors shall be by way of secret ballot, and
(b) Voting for all other matters shall be by way of a show of hands, unless a secret ballot is requested by a Member entitled to vote at the meeting, which may not be unreasonably refused.

4.17 Votes to Govern

At any Meeting of Members every question shall, unless otherwise provided by the Act, the Articles or the By-Laws, be determined by **a majority of the votes cast on the question**. In case of an equality of votes, either on a show of hands, or on a ballot, or on the results of electronic voting, **the chair of the meeting shall have a casting vote**.

4.18 Changing the Method of Voting by Members not in Attendance at a Meeting of Members

Pursuant to the Act, a Special Resolution is required to make any amendment to the By-laws of the Club to change the method of voting by Members not in attendance at a Meeting of Members.

ARTICLE 5 BOARD OF DIRECTORS

5.1 Number of Directors

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall consist of the fixed number of Directors as determined from time to time by the Members entitled to vote on such resolution by Special Resolution.

5.2 Composition of Board

Unless changed in accordance with the Act, the Articles and the By Laws, the composition of the Board shall include the following:

(a) President
(b) Past-President
(c) Vice-President
(d) Secretary/Communications Officer
(e) Treasurer
(f) Registrar/Tier Director
(g) Field Director
(h) Scheduler/Statistician

A Director may temporarily hold more than one position in the event of a vacancy until such time as a new Director is appointed by the Directors or elected by the membership to the vacant position, in accordance with the By Law.

5.3 Eligibility

For an individual to be eligible to be elected as a Director of the Club, they must:

(a) Be at least 18 years of age and a Regular Member of the Club,
(b) Not have been an employee of the Club within the twenty-four (24) month period preceding that individual's nomination or expression of interest for election as a Director,
(c) Not have been the Chair of, or a member of, the Nominations Committee within the twelve (12) month period preceding that individual's nomination or expression of interest for election as a Director,
(d) Be a resident of Ontario, and
(e) Not have been convicted of a criminal offence under the Criminal Code of Canada.

5.4 Qualifications

In addition to the qualifications for Directors set out in the Act, each Director shall, at the time of that individual's election or appointment as a Director and throughout the Director's term of office,

(a) Pass the Club's Policies and Procedures with respect to the volunteer screening of individuals who volunteer with the Club,
(b) Not be a paid employee, consultant, contractor, match official, or member of a judicial body of any of

a. the Club
b. a Voting Member,
c. an Honourary Member, or
d. OSA or Canada Soccer.

(c) Not be a director or officer of
a. a Voting Member,
b. an Honourary Member,
c. any league or club affiliated with either a Voting Member or an Honourary Member, or
d. OSA or Canada Soccer.

5.5 Duties of the Board of Directors

General Duties. The Board of Directors shall conduct the business of the club during the periods between the AGMs of the Club, in accordance with the authority granted to them in the By Law and published Policies and Procedures of the Club.

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the club except for those positions elected by the membership of the Club. This shall include the appointment to volunteer and paid positions within the Club's operations. The selection process and the appointments shall be based on procedures outlined in the Club's published Policies and Procedures.

The Board of Directors may revoke, for cause, any appointment providing that it has followed the procedures as outlined in the club's published Policies and Procedures.

Duties of the members of the Board.

(a) The President:
a. Except as provided for in the dispute resolution policy of the OSA, and where the President delegates the responsibility to another person, the President shall:
i. Preside at all general meetings of the Club and of the Board of Directors,
ii. Be an ex-officio member of all Committees, except any nomination committee,
iii. Appoint all chairs of standing and special Committees subject to ratification by the Board,
iv. Coordinate all duties of the Board, Committees, and staff,
v. Be the spokesperson for the Club, and
vi. Attend Committee meetings on behalf of the regular Members.

(b) The Past President shall:
a. Assist the Board of Directors in an advisory capacity,
b. Perform duties as assigned by the President and/or the Board of Directors, and
c. Attend board meetings.

(c) The Vice-President shall:
   a. Act in the absence of the President,
   b. Perform duties as assigned by the President and or the Board of Directors, and
   c. Attend Board meetings.

(d) The Treasurer shall:
   a. Be the custodian of the financial books of the club,
   b. Keep Full and accurate records of the financial accounts of the club,
   c. Make deposits and issue checks as needed,
   d. Assist with the collection of applicable fees and arrears,
   e. Prepare and present the budget to the board of directors for approval,
   f. Provide a report to the board of directors at each meeting of the board,
   g. Submit an annual report to the membership at the annual general meeting,
   h. Coordinate with the accountant and assist with the audited financial statements, and
   i. Attend Board meetings.

(e) The Secretary/Communications Officer shall:
   a. Maintain a record of all minutes of the club,
   b. Maintain copies of all committee reports,
   c. Notify Officers and committee members of upcoming election elections and/or appointments,
   d. Provide appropriate documents needed by committee members,
   e. Sign all certified copies of acts of the Club, unless otherwise specified in the Club's published Policies and Procedures,
   f. Maintain record books in which the by law, published policies and procedures, and minutes, are documented and have the current record books available at each meeting,
   g. Notify the regular membership of each general meeting,
   h. Notify the Board of Directors of each Board meeting,
   i. Be responsible for reading and responding to, where applicable, all e-mails to the Club and forwarding e-mails to the appropriate Directors as required,
   j. In consultation with the presiding officer, prepare an order of business prior to each meeting,
   k. In the absence of the president and vice president, preside until the immediate election or appointment of a new presiding officer, and
   l. Attend Board meetings.

(f) The Registrar/Tier Director shall:
   a. Register all players as per the OSA/District Association rules,
   b. Communicate with the OSA/District Association administrators to confirm club registrations,
   c. Maintain the OSA computer registration program,
   d. Make a report of fees collected and member registrations to the Board of Directors,
   e. Collect and distribute the names of players interested in joining the Club,
   f. Keep records of past tier winners,
   g. Allocate teams into the appropriate tier, and
   h. Attend Board meetings.

(g) The Field Director shall
   a. Be responsible for procuring fields and/or rental contracts as required for the Club,
   b. Be responsible for releasing fields and/or rental contracts as required for the Club,
   c. Ensure the maintenance and conditions of fields used by the Club,
   d. Attend meetings related to fields on behalf of the Club, and
   e. Attend Board meetings.

(h) The Scheduler/Statistician shall:
    a. Be responsible for scheduling all regular games, playoff games, and rescheduled games,
    b. Ensure all scores are entered and standings are accurate,
    c. Keep all game statistics up to date as mandated by the Board,
    d. Attend Board meetings.

5.6 Director's Consent to Act

An individual who is elected or appointed as a Director must consent *in writing* to be a Director in accordance with the Act.

A Director who is re-elected or re-appointed a Director where there is no break in that Director's term of office does not need to consent to act as a Director each time that individual is re-elected or re-appointed as a Director.

5.7 Nominations

The Board shall appoint a Nominations Committee in accordance with Section 8.5 below. The Nominations Committee shall be responsible for soliciting and evaluating the eligibility of all candidates for election as Directors of the Club in accordance with Section 8.5.

Nominations for the election of Directors from the floor at any Meeting of Members **are** allowed.

5.8 Election of Directors

Elections will occur by secret ballot:

(a) Notwithstanding the above, if there is only one candidate nominated for a particular position on the Board, no vote is required, and that candidate shall be elected by acclamation.

Each team will be entitled to one vote per team, and one team representative shall vote on behalf of the team.

The Directors shall be elected by the Members at each annual Meeting of Members at which an election of Directors is required, or at a Special Meeting of Members called for that purpose.

Directors shall be elected on the following rotational basis, based upon the rotation of the election of Directors of the by-law in place immediately prior to the Effective Date:

(a) Even-numbered years: President, Secretary, Communications Officer, Registrar/Tier Director
(b) Odd-numbered years: Vice President, Treasurer, Scheduler/Statistician, Disciplinary Chair

The election of Directors shall take place based on each position to be filled on the Board in accordance with the rotation schedule set out in Section 5.8(a) and (b) above.

A candidate shall be declared elected as a Director when the candidate receives a majority of votes cast. If no candidate is declared elected, the candidate receiving the lowest number of votes and any candidate(s) receiving less than ten percent (10%) of the total vote shall be removed from the ballot and the vote repeated until such time as a candidate is elected.

5.9 Term of Office and Number of Terms

Each Director shall be elected to hold office until the annual meeting 2 years after that Director is elected, at which time that Director shall retire as a Director, but, if qualified, shall be eligible for re-election for one more term.

Directors may serve up to two consecutive terms as long as the individual remains qualified pursuant to the Act, the Articles and the By-laws. Following two terms they cannot return to the Board for at least one year following the end of their second consecutive term, unless elected to a different position on the Board.

Should no nominations be made at the completion of the maximum term, the term may be extended for one additional year until the next AGM, or until a Special Meeting is held for the purpose of electing a successor, or the Board may appoint a candidate until the next AGM.

5.10 Incumbent Directors

If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

5.11 Automatic Vacation of Office

The office of a Director shall automatically be vacated when

(a) the Director dies,
(b) the Director resigns in accordance with the Act and Section 5.11 below,
(c) the Director no longer meets the eligibility requirements set out in Section 5.3 above, or no longer fulfils all the qualifications to be a Director set out in Section 5.4 above, as determined at the sole discretion of the Board,
(d) the Director has not consented in writing to hold the office of a Director, despite being requested to so by the Board, within a reasonable period of time after such individual's election or appointment as a Director,
(e) the Director is removed from office by the Members in accordance with Section 5.12 below, and/or
(f) the Director violates any provision of the Articles, By-laws, or Policies and Procedures (including any ethics statement), as determined at the sole discretion of the Board.

Where an individual automatically vacates the office of a Director for one or more reasons set out in subsection 5.11(c) to (f), the Board shall pass a resolution to:

(a) Acknowledge such vacation of office, and
(b) Confirm the effective date of such vacation of office. In addition, the Club shall provide written confirmation to the individual in question confirming the reason for an effective date of such vacation of office.

5.12 Effective date of Resignation of Director

The resignation of a Director becomes effective at the time a written resignation is sent to the Club, or at the time specified in the written resignation, whichever is later.

5.13 Removal of a Director

Subject to the Act, Regular Members may by Ordinary Resolution at a Special Meeting of Members remove any Director from office before the expiration of the Director's term, and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

Notwithstanding the above, no member of the Board of Directors shall be removed for arbitrary reason unless the director is unable to perform their duties due to, but not limited to, any of the following reasons:

(a) They become unable or incapable of performing the business of the Club,
(b) They are absent for two or more meetings of the Board without sufficient reason,
(c) They no longer reside within the boundaries of the Club
(d) They have compromised the integrity of the Club due to, but not limited to, any of the following reasons:
    a. They have been found guilty of an offence under the Harassment Policy of the OSA,
    b. They have been found guilty of an offence involving violence under the Discipline Policy of the OSA,
    c. They have failed to properly account for monies or other property belonging to the club, or
    d. They have been found guilty of a criminal offence, whether or not the offence directly affected the club.

(e) A member of the Board of Directors may be removed from office for good and sufficient cause by a 2/3 majority vote of the Directors present at the meeting, provided notice to remove the Director was given to all directors of the club.
(f) If the vote to remove a Director is upheld, the Board of Directors may appoint a successor to the position(s) for the remainder of the term(s) being filled, in accordance with the Elections and Nominations article.
(g) A member of the Board of Directors may also be removed from office for good and sufficient cause at a meeting of the Regular Members of the Club, provided notice to remove the Director has been given to persons entitled to attend that meeting. If a Director is removed at the Regular Members' meeting, the members entitled to vote may elect a successor to fill all positions previously held by the remove director for the remainder of the terms.

5.14 Filling Vacancies

In accordance with and subject to the Act and the Articles, a vacancy on the Board of Directors because of a death, a revocation, or a resignation, will be resolved by a majority vote of the Board. If a new director is appointed, they will assume the vacated position(s) the remainder of the term, in accordance with the Elections and Nominations articles.

5.15 Conflicts of Interest and Standards of Conduct

The Directors of the Club shall be subject to the "Conflict of Interest Policy 12.0" and "Appendix A1" in the OSA's Soccer Policies and shall be required to sign the Code of Conduct and Confidentiality Agreement of the Club.

All meetings of the Board shall begin with an opportunity for Directors to declare any conflicts of interest, and, once declared, they shall not take part in any discussion or vote surrounding the area of conflict.

(a) The Board, at its discretion, may require the Director with the conflict to leave the room during a discussion on the matter.

5.16 Director Indemnity

Members of the Board of Directors, their heirs, executors, administrators, and estate and effects respectively, shall be always indemnified and saved harmless by the Club against all costs, losses, and expenses incurred by them respectively with respect to the discharge of their respective duties, except such as may happen from their own respective willful actions, neglect or default.

ARTICLE 6 MEETINGS OF DIRECTORS

6.1 Calling of Meetings of the Board

Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time.

6.2 Notice of Meetings of the Board

Notice of the time and, if applicable, place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.1 of this By-law to every Director of the Club, not less than seven (7) days before the time when the meeting is to be held.

If the meeting of the Board is to be held completely or partly by telephonic or electronic means, the notice for such meeting must include instructions for attending and participating in such meeting, and, if applicable, instructions for voting at such meeting.

Notice of a meeting shall not be necessary if all the Directors are present, and none objects to the holding of a meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

Notice of an adjourned meeting is not required if all of the following are announced at the time of adjournment:

(a) the time of the continued meeting,

(b) if applicable, the place of the continued meeting, and
(c) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting.

For the first meeting of the Board to be held following the election of Directors at an annual Meeting of Members, no notice of such meeting need be given for the meeting to be duly constituted, provided a quorum of the Directors is present.

6.3 Chair of Board Meetings

The President of the Club shall chair all meetings of the Board. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) shall be the Chair of the meeting.
If neither is present, the Directors present at the meeting shall elect a meeting chair for the meeting.

6.4 Regular Meetings of the Board of Directors

The Board shall meet a minimum of six (6) times per year, upon at least seven (7) days' notice given by the Presient and the Secretary.

The Board may appoint a day or days in any month or months for regular meetings of the Board at an hour and, if applicable, place to be named.

A copy of any resolution of the Board fixing the time and, if applicable, place of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 34(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.5 Participation at Meeting by Telephone or Electronic Means

A Director may, in accordance with the Act and the Regulations, participate in a meeting of the Board by means of a telephonic, electronic or other communications facility that permits all participants to communicate with each other simultaneously and instantaneously during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at the meeting.

6.6. No Alternate Directors

No person shall act for an absent Director at a meeting of the Board. Specifically, no Director may send another person to attend a meeting of the Board to represent that Director and no Director may appoint another person as that Director's proxy to attend a meeting of the Board on that Director's behalf.

6.7 Quorum

Subject to the Act or the Articles, a majority of the number of Directors elected or appointed according to Section 5.8 shall constitute a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person or by telephonic or electronic means.

6.8 Votes to Govern at Meetings of the Board

Each Director has one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall have a casting vote.

6.9 Confidentiality

Every Director shall respect the confidentiality of matters brought before the Board or before any committee of the Board.

ARTICLE 7 OFFICERS

7.1. Composition

The Officers of the Club shall be the President of the Board, the Vice-President of the Board, the Secretary, and the Treasurer.

7.2 Term

The term of each officer, other than the President, the Secretary and the Treasurer, shall be two years or until they or their successors are elected or appointed. The term of the President is limited to two consecutive terms of two years each, unless the individual was appointed as President to fill a vacancy in the position of President. In such a circumstance, the individual may serve 2 full consecutive terms of 2 years each, in addition to completing the unfinished term of the individual's predecessor as President.

7.3 Duties of Officers

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the Officers of the Club, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

(a) The President:
   a. Serves as the Chair of the Board and shall be a Director and shall be elected in accordance with the provisions of Section 5.8,
   b. The President shall not hold the position of Secretary at the same time as the position of President,
   c. The President shall, when present, preside at all meetings of the Board and of the Members,
   d. The President will be an official spokesperson of the Club, and
   e. The President will oversee and supervise, if applicable, the most senior staff member and will perform such other duties as may from time to time be established by the Board.

(b) The Vice-President
   a. Serves as the Vice-President and shall be a Director and shall be elected in accordance with the provisions of Section 5.8,
   b. The Vice-President shall not hold the position of Secretary at the same time as the Vice President of the Board,
   c. If the President is absent or is unable or refuses to act, the Vice- President shall, when present, preside at all meetings of the Board and of the Members,
   d. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President, and
   e. The Vice-President will perform such other duties as may from time to time be established by the Board.

(c) The Secretary:
   a. The Secretary shall be appointed by the Board and may not be the President or Vice-President of the Club,

b. The Secretary shall attend and be the Secretary of all meetings of the Board, the Members and Committees of the Board,
    i. Notwithstanding b) above, the Board may allow committees to appoint their own secretary who will then forward minutes of those meetings to the Secretary.
c. The Secretary shall enter or cause to be entered in the Club's minute book, minutes of all proceedings at such meetings,
d. the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor (or person appointed to conduct a review engagement of the Club) and members of committees, and
e. The Secretary shall be the custodian of all the books, papers, records, documents and other instruments belonging to the Club.

(d) The Treasurer:
a. The Treasurer shall be a Director appointed by the Board and may not be the President or Vice-President of the Club,
b. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposits of monies, the safekeeping of securities, and the disbursement of funds of the Club, and
c. whenever required, the Treasurer shall render to the Board an account of all transactions as Treasurer and of the financial position of the Club.

7.4 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer. Unless so removed, an Officer shall hold office until the earlier of:
(a) the expiry of the Officer's term of office,
(b) the Officer's successor being appointed,
(c) the Officer's resignation,
(d) the Officer ceasing to be a Director (if a necessary qualification of appointment), and/or
(e) the Officer's death.

If the office of any Officer shall be or becomes vacant, the Directors may, by resolution, appoint an individual to fill such vacancy.

ARTICLE 8 COMMITTEES

8.1 Types of Committees

The Club shall establish Standing Committees and/or Operational Committees, either by the membership at any General Meeting or by the Board of Directors at a meeting of the Board.

The Board may also establish Ad Hoc Committees from time to time that the Board deems necessary for managing the affairs of the Club. The Board may appoint members of such Ad Hoc Committees or provide for the election of members of committees and may prescribe the duties and terms of reference of such Ad Hoc Committees.

8.2 Restrictions on Committees

No committee has the authority to incur debts in the name of the Club.

8.3 Standing Committees

The Board shall determine types of standing committees required.

8.4 Operational Committees

The Board shall determine types of Operational Committees if required.

8.5 Nominations Committee

Appointment. The Board may determine and appoint the members of a Nominations Committee as required with the following conditions:

(a) No one who intends to stand for election in a Director position is eligible to be on the Nominations Committee, and
(b) No one who is on the Nominations Committee can stand for election as a Director.

Process.

(a) Nominations for election of candidates will be received by the Nominations Committee via e-mail or in writing prior to the Annual General Meeting and/or the Special Meeting for which an election is required outside of the Annual General Meeting,
(b) Nominations **can** be received from the floor at one of the above meetings,
(c) An individual may nominate themselves for a Director position
(d) Should no nominations for any elected officer be made at the completion of the maximum term, the term may be extended for one additional year until the next AGM or until a Special Meeting is held for the purpose of electing a successor,
(e) Nominations do not require a seconder. Those candidates who are nominated must first accept the nomination prior to the vote by ballot, and
(f) Elections will take occur immediately if the candidates are present and have not declined to be nominated. If the candidate is absent, they must have sent written confirmation of the acceptance of the nomination to the Nominations Committee prior to the meeting, and/or prior to the "election" portion of the meeting.

Elections

(a) Once nominations are completed the assembly proceeds to the elections,
(b) Voting will be conducted through secret ballot,
(c) Each team representative will be entitled to cast one vote on behalf of their team, and
(d) Once the vote has been completed and ballots are tallied, the name of the Director-elect is announced to the assembly.

Results.

(a) A Director-elect takes possession of their office immediately.
(b) Outgoing Directors are encouraged to provide support to their successor during the transition.

In the event of an Director resigning their position prior to the expiry of their term, the Board of Directors may vote to appoint a member to fill the term for a maximum of one year or until the next AGM, whichever happens first.

Elections for such vacated positions will follow the procedures above. The term will coincide with Section 5.9 outlined in the By Law.

ARTICLE 9 INDEMNIFICATION AND INSURANCE

9.1 Limitation of Liability

No Director or Officer shall be liable for

(a) the acts, receipts, neglects or defaults of any other Director or Officer or employee, or
(b) joining in any receipt or act for conformity, or
(c) any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by the Club for, or on behalf of the Club, or
(d) the insufficiency or deficiency of any security in or upon which any of the monies of the Club shall be invested, or

(e) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom or which any of the monies, securities or effects of the Club shall be deposited, or
(f) any loss occasioned by any error of judgement or oversight on their part, or
(g) for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office, or in relation to them,

unless the same are occasioned by their own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

9.2 Indemnity of Directors and Officers

Except as provided in section 46 of the Act, every Director and Officer of the Club, every former Director or Officer of the Club, or a person who acts or acted at the Club's request as a Director or Officer of a body corporate of which the Club is or was a shareholder or creditor, and their heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Club from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of such corporation or body corporate if,

(a) the individual acted honestly and in good faith with a view to the best interests of the Club or other entity, as the case may be; and
(b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

9.3 Insurance

Subject to the limitations contained in the Act, the Club may purchase and maintain insurance for the benefit of an individual referred to in subsection 46(1) of the Act against any liability incurred by the individual:

(a) in the individual's capacity as a Director or Officer of the Club, or
(b) in the individual's capacity as a Director or Officer, or similar capacity, of **another entity**, if the individual acts or acted in that capacity at the Club's request.

ARTICLE 10 GENERAL MATTERS

10.1 Method of Giving any Notice

Method of Delivery. Subject to Sections 4.1 and 6.2 above, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the auditor (or person appointed to conduct a review engagement of Kingston Women's Soccer Club) shall be sufficiently given:

(a) if delivered personally to the person to whom it is to be given or if delivered to that person's address as shown in the records of the Club or, in the case of notice to a Director, to the latest address as shown in the last notice that was filed by the Club in accordance with the Act,
(b) if mailed to a person at that person's recorded address by prepaid ordinary mail,
(c) if sent to a person by telephonic, electronic or other communication facility at that person's recorded address for that purpose, or
(d) if provided in the form of an electronic document in accordance with the Act.

Time of Delivery.

(a) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as above,
(b) A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box, and

(c) A notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.
(d) The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor (or person appointed to conduct a review engagement of the Club) or member of a Committee of the Board in accordance with any information believed by the Secretary to be reliable.
(e) The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
(f) The signature of any Director or Officer of Kingston Women's Soccer Club to any notice or other document to be given by Kingston Women's Soccer Club may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

10.2 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Club shall not be required to give any further notices to that Member until that Member informs the Club in writing of the Member's new address.

10.4 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a Committee of the Board or auditor (or person appointed to conduct a review engagement of the Club) may waive or abridge the time for any notice required to be given to that person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of that notice, as the case may be.

Any such waiver or abridgement shall be in writing, including by electronic means, except a waiver of notice of a Meeting of Members or of the Board or of a Committee of the Board, which may be given in any manner.

10.5 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a Committee of the Board or auditor (or person appointed to conduct a review engagement of the Club), or the non-receipt of any notice by any such person where the Club has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

10.6 Invalidity of any Provisions of this By-Law

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

ARTICLE 11 DISPUTE RESOLUTION

Disputes or controversies among Members, Directors, Officers, Registrants, and Committee members are, insofar as possible, to be resolved in accordance with the current Dispute Resolution Process published and approved by the OSA.

Any member of the club may initiate a Dispute Resolution Process by stating the nature and facts in writing to the OSA, including with it a copy to the club and District Association. The OSA, at its discretion, may proceed with the dispute resolution process by assigning one or more neutral persons to investigate the dispute.
The dispute resolution process shall not be used for game discipline, which follows the normal discipline and appeal process.

The Club shall make available to any member the dispute resolution process findings when requested.

ARTICLE 12 APPEALS

Any member or registrant of the Club directly affected by a decision of the Club may appeal that decision. The denial or termination of membership in the Club may be appealed by a non-member.

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

An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment, or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment, and revocation process outlined in the Club's published Policies and Procedures has not been followed.

An individual shall not appeal a decision made by the Club regarding a player's team or tier assignment.

ARTICLE 13 HARASSMENT

The Club shall adhere to the Harassment Policy as published and approved by the OSA. It shall apply to all employees, Directors, Officers, volunteers, coaches, members, and registrants of the Club.

Harassment is defined as any comment, conduct, or gesture directed toward an individual or group that is intimidating, humiliating, malicious, degrading, or offensive. It includes, but is not limited to, comments which are sexual, verbal, psychological, and/or emotional in nature.

The Club will make the Harassment Policy available to any Member on request.

ARTICLE 14 AMENDMENTS

14.1 Amendment to Articles

The Articles of this By-Law may only be amended if the amendment is confirmed by a Special Resolution.

By-Law amendments may be:

(a) proposed to the Club by the Board of Directors, or
(b) Submitted by a Member to the Club, in writing,

at least twenty-one (21) days prior to an AGM of the club, or by calling a Special General Meeting.

By-Law amendments must be approved by a **2/3 majority** of the team representatives voting in person or by proxy.

If the vote takes place at a Special General Meeting, all members shall be notified of that meeting. The notification shall be as per Section 4.8.

Any amendment to the Articles of the By-Law is effective on the date shown in the certificate of amendment.

14.2 By-Laws and Effective Date

Subject to the Act and the Articles:

(a) The Board may, by resolution, make, amend or repeal any By-Laws that regulate the activities or affairs of the Club,
(b) Any such By-Law, amendment or repeal shall be effective from the date of the Special Resolution of the Members confirming that By-Law, amendment or repeal, and
(c) the Members may make a proposal to make, amend or repeal a By-Law in accordance with the Act.

In accordance with the Articles and subject to the Act, any By-Law, amendment or repeal of a By-law shall require confirmation by the Members by Special Resolution.

All previous By-laws of the Club are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the By-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to their repeal.

ARTICLE 15 DISSOLUTION

In the event of dissolution of the Club, the Club (after payment of all debts and liabilities, unless prohibited from doing so in its charter or By Laws), may distribute its remaining assets among its most recent/current registered members in accordance with Not-for-Profit Corporation regulations.

ENACTED by the Board of Directors of the Kingston Women's Soccer Club as of the **18th day of September 2024.**

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Michelle Boucher, President (signed) Louise Winn, Secretary (signed)

CONFIRMED by the Members as of **the 9th day of October 2024**

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Louise Winn, Secretary (signed)