



6. ARTICLE VI - COMMITTEES

6.1 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Standing Committees – The Board will have the following standing committees:

- a) Finance and Audit Committee
- b) Governance Committee
- c) Human Resources Management (HRM) Committee
- d) Nominations Committee

6.3 Standing Committee Chairs – \$VUHTKUHGWK%RDUGZOODSSRLQW&BLUVRIWKVVDQGLQJFRPPLWWHHVWF
VHUYHWHUPVRI&WRWKHHHDUV7K6WDQGLQJ&RPPLWWHHVZOOBYHWKIROORZQJUROHV

D7K)LQDQFHDQGS&LW&RPPLWWHHZOOEHUHVSRQVLEOHIRUWKILQDQFLDORYHUVLJWRWIK&RUSRUDY
LQFO&LQJD&LWPDQDJPHQWILQDQFLDOUHSRUWLQJWRPHPEHUVKSRYHUVLJWVKUWWHUPE&JHWRYHU
ORQJWHUPILQDQFLDOSODQQLQJQDQFLDQFLDOULVNPQDJPHQW

E The Governance Committee will be responsible for by-laws, policy and rules and regulations oversight, including: Constitution & bylaw review, annual general meeting management, board nominations, board governance education and development, and policy oversight and management.

F The HRM Committee shall be responsible for the human resources (HR) oversight of the Corporation, including: HR Budget oversight, Management succession planning oversight, Senior Staff recruitment, and HR Policy approval and oversight.

G The Nominations Committee shall be responsible for the recruitment and review of Board of Director applications. The search for qualified individuals will aim to reflect diversity.

6.4 Special Committees – The Board will establish Special Committees to undertake specific tasks or projects that are to be completed within a defined period of time. Such committees will be dissolved after the tasks or projects are completed.

6.5 Removal - The Board may remove any member of any Committee or any Committee by way of Ordinary Resolution.

6.6 Debts – No Committee will have the authority to incur debts in the name of the Corporation.



7. 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 will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next 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:
- The financial statements
 - The auditor's report
 - Any further information respecting the financial position of the Corporation
- 7.5 Audit Requirements – The financial statements of the Corporation will be presented annually to the members at the Annual Meeting in accordance with the Act and the minimum account principles as stated by the Ontario Soccer Association (in the event of conflict between the OSA standards and the Act, the Act will prevail), currently as follows:
- Audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant if the Club's annual gross revenue is greater than or equal to \$150,000 of the Club has greater than or equal to 1,000 registered players; or
 - Reviewed by Public Accountant, Certified General Accountant or a Certified Management Accountant through a Financial Review Engagement, as defined by CICA, if the Club's annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or the Club has less than 1,000 but greater than or equal to 500 registered players; or
 - Signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or a Certified Management Accountant less than \$100,000 but greater than or equal to \$10,000.00
- 7.6 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:
- The Corporation's articles and By-laws;
 - The minutes of meetings of the Members and of any committee of Members;
 - The resolutions of the Members and of any committee of Members;
 - The minutes of meetings of the Directors or any committee of Directors;
 - The resolutions of the Directors and of any committee of Directors;
 - A register of Directors;
 - A register of Officers;
 - A register of Members; and
 - Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.
- 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 the Executive Director and either the President or Treasurer, or 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.

7.7 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.

7.8 Borrowing - The Board may from time to time:

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

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

Remuneration

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

Conflict of Interest

7.11 Conflict of Interest – A Director, 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.

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



8. ARTICLE VIII - AMENDMENT OF BY-LAWS

- 8.1 Voting – These By-laws may be amended, revised, repealed or added to by Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.
- 8.2 Member Proposal – A Member entitled to vote may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least thirty (30) days' notice.
- 8.3 Effective Date – By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

9. ARTICLE IX - NOTICE

- 9.1 Written Notice - In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, 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.

10. ARTICLE X - DISSOLUTION

- 10.1 Dissolution – The Corporation may be dissolved in accordance with the Act.
- 10.2 Assets - Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to clubs or organizations supporting or promoting soccer in Ontario, with the exception that the organization's assets and property held or acquired from the proceeds of licensed lottery events (i.e., lottery trust accounts or property purchased with lottery proceeds) will be distributed to charitable organizations that are eligible to receive lottery proceeds in Ontario.

11. 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.

12. ARTICLE XII - FUNDAMENTAL CHANGES

- 12.1 Fundamental Changes – A Special Resolution of all Members (whether voting or non-voting) 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.

13. ARTICLE XIII - ADOPTION OF THESE BY-LAWS

- 13.1 Ratification – These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on March 24, 2014.
- 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.