2022 BY-LAWS OF THE BURLINGTON SOCCER CLUB

January 13, 2022

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1. ARTICLE I - GENERAL

1.1 Purpose – These By-laws relate to the general conduct of the affairs of the Burlington Youth Soccer Club.

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

a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
b) *Auditor* – an individual appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
c) *Board* – the Board of Directors of the Corporation.
d) *Corporation* – the Burlington Youth Soccer Club.
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) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
h) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
i) *OSA* - The Ontario Soccer Association.
j) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

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 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.

1.6 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.

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

1.8 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine 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.

1.9 Severability - If any portion of these By-laws is deemed by any court of competent jurisdiction to be illegal or unenforceable, then the remaining provisions of these By-laws will remain in full force and effect notwithstanding.

2. ARTICLE II - MEMBERSHIP

2.1 Categories – The Corporation has one (1) class of Membership being:

a) Active Volunteer Member – An individual, eighteen years of age and older, who has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations and who is registered, elected or appointed within the Corporation as a volunteer in any of the following positions:

i. Representative Team Coach, Assistant Coach, Manager, or Assistant Manager ii. House League Team Coach or Assistant Coach

iii. House League Convenor

iv. Committee Members appointed by the Board of Directors

v. Honorary Life Appointment (Any individual approved by Special Resolution of the Board who has contributed greatly to the development or promotion of the Corporation)

vi. Director

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

2.3 Member Exclusions – Individuals who receive more than $500 in remuneration per Year, as defined in 2.5, from the Corporation are not eligible to be Members of the Corporation.

Admission of Members

2.4 Admission of Members - No individual will be admitted as a Member of the Corporation unless:

a) The candidate member is eighteen (18) years of age or older;

b) The candidate member has made an application for membership in a manner prescribed by the Corporation;

c) The candidate member has paid dues as prescribed by the Board, if any;

d) The candidate member agrees to uphold and comply with the Corporation's governing documents;

e) The candidate member meets any other condition of membership determined by the Board; and

f) The candidate member has been approved for such position as required by the Corporations governing documents.

Membership Dues and Duration

2.5 Year – Unless otherwise determined by the Board or these By-laws, with the exception of Life Membership which shall be for the lifespan of the Member and Directors who are deemed members as long as they hold office as a Director, the membership year of the Corporation will be April 1st to March 31st. Members not excluded from this section will re-apply for membership annually.

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

Transfer, Suspension, and Termination of Membership

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

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

a) The expiration of the Member's annual membership, unless renewed in accordance with these By- laws;

b) Resignation by the Member by giving written notice to the Corporation;

c) Dissolution of the Corporation;

d) The Member's death or dissolution; or

e) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.

2.9 Effect of Termination – Upon termination of membership for any reason, all rights and benefits of membership will cease effect immediately upon termination of the membership.

2.10 May Not Resign – A Member may resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation, but the disciplinary investigation or action will continue and be completed.

2.11 Arrears – A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.

2.12 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.

2.13 Dispute Resolution – The Corporation will adopt and adhere to the OSA's Dispute Resolution Policy.

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

Good Standing

2.15 Definition – A Member will be in good standing provided that the Member:

a) Has not ceased to be a Member;
b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
c) Has completed and remitted all documents as required by the Corporation;
d) Has complied with the By-laws, policies, and rules of the OSA and the Corporation;
e) Has no relationship of a sporting nature with entities that are not recognized by the Corporation or with Members that have been suspended or expelled;
f) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
g) Has paid all required membership dues.

2.16 Cease to be in Good Standing - Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

3. 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.

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 permits all participants to communicate adequately with each other during the meeting if the Board of Directors of the Corporation makes such means

available. A person so participating in a meeting is deemed to be present at the meeting. The Directors 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 ninety (90) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 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 – Twenty-five (25) voting 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 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board or in accordance with the Act.

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

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

3.11 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.

3.12 Adjournment - With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Voting at Meetings of Members

3.13 Voting Rights – Members will have the following voting rights at all meetings of the Members:

a) Active Volunteer Members will have one (1) vote.

3.14 Eligibility of Votes – The date determined by the Board will determine the list of Members who are eligible

to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.

3.15 Voting on Fundamental Changes – Each class of Member will be permitted to vote separately on fundamental changes affecting the Corporation as defined by the Act.

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

a) Be signed by the Member;
b) Be in a form that complies with the Act;
c) Comply with the format stipulated by the Corporation; and
d) Be submitted to the Registered Office of the Corporation at least two (2) business days prior to the meeting of the Members

3.17 Absentee Voting – A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Secretary prior to the vote being taken.

3.18 Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:

a) The votes may be verified as having been made by the Member entitled to vote; and
b) The Corporation is not able to identify how each Member voted.

3.19 Voting Procedure – Except upon the demand, by at least ten (10) of the Members, for a secret ballot prior to the vote being held, voting on resolutions or proposals other than the election of Directors will be held by means specified by the Board.

3.20 Majority of Votes - Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

3.21 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.

4. Article IV - Governance

Composition of the Board

4.1 Directors – The Board will consist of nine (9) Directors or a number fixed by Ordinary Resolution of the Board.

4.2 Composition – A Director will be elected or appointed to a Director-at-Large position on the Board of Directors. At least one (1) Director, elected or appointed, will have expertise in Canadian finance and will assume a position on the Finance and Audit Committee. Such expertise in finance will be defined as holding an active and valid accreditation, a Chartered Accountant, Certified General Accountant, Certified Management Accountant or Chartered Professional Accountant. The Nominations Committee shall conduct a search of qualified individuals and strive to ensure a composition of Directors that reflects diversity of gender, ethnicity, visible minorities and age.

Election of Directors

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

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

h) If a member, be a member in good standing.

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

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; and
b) Be submitted using forms specified by the Corporation to the Registered Office of the Corporation thirty (30) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.6 Election and Term – Election of directors will take place at each Annual Meeting of members.

a) Up to three (3) Directors with a term specific in Article 4.10 will be elected at each AGM. The Term(s) of any additional electable positions are subjected to Article 4.14.

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

a) If the number of nominees are less than or equal to the number of electable positions with a Term specified in Article 4.10 – Winner(s) will be declared by acclamation.

b) If the number of nominees are greater than the number of electable positions with a Term specified in Article 4.10 then after one (1) round of voting, the nominee(s) receiving the greatest number of votes will be elected.

c) In the case of a tie, the nominee(s) 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. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.
d) The election for a Director(s) position to satisfy Article 4.14 will take place after the general election at the Annual Meeting of the Members.
e) Should a position(s) still be open on the Board, an election shall be held for a Term specified by the Board, so long as this election does not conflict with the By-laws

4.8 Effect of Elections – Directors will assume their office as a Director immediately after elections and/or appointment.

4.9 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have sixty (60) days to become eligible for the position or will be removed as a Director of the Corporation.

4.10 Terms – An Elected Director will serve a term of three (3) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office. A Director elected to fill the term vacancy as outlined in the By-laws will serve for the duration of the term for which they have been elected. An appointed Director will serve a one (1) year term unless reappointed in accordance with these Bylaws.

Resignation and Removal of Directors

4.11 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.

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

a) The Director resigns;
b) At the discretion of the Board and without reasonable excuse, the Director is absent from two (2) consecutive meetings of the Board;
c) The Director is found to be incapable of managing property by a court or under Ontario law;
d) The Director is found by a court to be of unsound mind;
e) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
f) The Director dies.

4.13 Removal – An elected Director may only be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting. If the Director is removed by the Members, his or her position as an Officer will automatically and simultaneously be terminated.

Filling a Vacancy on the Board

4.14 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 a term expiring not later than the close of the next Annual Meeting. In addition to Section 4.7, at the next Annual Meeting, the vacancy (filled or not) will be up for election for the balance of the term. The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual Meeting.

Meetings of the Board

4.15 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors. A Board meeting will be held within two (2) months after elections of Directors.

4.16 Chair – The President will be the Chair of all Board meetings 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 Board will determine the Chair of the meeting.

4.17 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.

4.18 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 Director(s).

4.19 Number of Meetings – The Board will hold at least three (3) meetings per year.

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

4.21 Voting – Each Director, except the Chair of the meeting, 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 upon a majority of the votes being in favor of the resolution. In the event of a tie, the Chair of the meeting shall vote to decide the issue.

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

4.23 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.

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

4.25 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.

Duties of Directors

4.26 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

4.27 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.

4.28 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.

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

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

5. ARTICLE V - OFFICERS

5.1 Composition – The Officers will be comprised of the following:

a) President
b) Secretary
c) Treasurer

5.2 Appointment - The President and Secretary will be appointed for a two-year period among the elected Directors following a meeting of the Members at which Directors were elected by the Board for terms of up to three (3) years. The Chair of the Finance and Audit Committee will serve as the Treasurer for a two-year period. A Director must serve on the Board for 2 years before being eligible to be appointed as President or Secretary. The Term of each Officer appointment shall be specified in the Officers of the Board policy.

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, and will perform such other duties as may from time to time be established by the Board.

b) The Secretary will be responsible for the documentation of all amendments to the Corporation's By- laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.

c) The Treasurer will, subject to the powers and duties of the Board, 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, 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.

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.

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.

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 Comittee

6.3 Standing Committee Chairs – As required, the Board will appoint Chairs of the standing committees to serve terms of up to three (3) years. The Standing Committees will have the following roles:

a) The Finance and Audit Committee will be responsible for the financial oversight of the Corporation, including: audit management, financial reporting to membership & oversight, short-term budget oversight, long-term financial planning, and financial risk management.

b) 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.

c) 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.

d) 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:

a) The financial statements
b) The auditor's report
c) 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:

a) 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
b) 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
c) 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:

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.

7.7 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 preceding 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) A d d , 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 Date.

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.