



GREATER NORTH SOCCER ASSOCIATION

BY LAWS

TABLE OF CONTENTS:

ARTICLE I:DEFINITIONS	PG.2
ARTICLE II: GENERAL.....	PG. 3
ARTICLE III: MEMBERSHIP.....	PG. 5
ARTICLE IV: MEETINGS OF MEMBERS	PG. 7
ARTICLE V: GOVERNANCE.....	PG. 9
ARTICLE VI: OFFICERS	PG. 13
ARTICLE VII: COMMITTEES.....	PG. 13
ARTICLE VIII: FINANCE AND MANAGEMENT.....	PG. 14
ARTICLE IX: CORPORATION REPRESENTATIVE.....	PG. 15
ARTICLE X: FUNDAMENTAL CHANGES.....	PG. 15
ARTICLE XI: AMENDMENT OF BY-LAWS.....	PG. 16
ARTICLE XII: NOTICE.....	PG. 16
ARTICLE XIII: DISSOLUTION.....	PG. 16
ARTICLE XIV: INDEMNIFICATION.....	PG. 16
ARTICLE XV: ADOPTION OF THESE BY-LAWS	PG. 17

A by-law relating generally to the conduct of the affairs of

GREATER NORTH SOCCER ASSOCIATION

BE IT ENACTED as a by-law of **GREATER NORTH SOCCER ASSOCIATION**

as follows:

Article I: DEFINITIONS AND INTERPRETATION

1.1 Definitions: In this by-law and all other by-laws of GREATER NORTH SOCCER ASSOCIATION unless the context otherwise requires:

- a) **Act** –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 and, in the case of such substitution, any references in the By-laws of Greater North Soccer Association 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 Greater North Soccer Association.
- c) **Auditor** – an individual, partnership or corporation 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.
- d) **Board** – the Board of Directors of the Corporation.
- e) **By-laws** means this by-law and all other by-laws of Greater North Soccer Association from time to time in force and effect.
- 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) **Corporation** – “Greater North Soccer Association”.
- h) **Days** – days including weekends and holidays.
- i) **Director** – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- j) **Governing Documents** – Any statute, by-law, rule, regulation, policy, or procedure.
- k) **Greater North** means the geographical areas of Cochrane District, Algoma District, Sudbury District, Manitoulin District, Nipissing District and Timiskaming District.
- l) **In Writing** – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
- m) **Member** means a Club or League having a membership in Greater North Soccer Association and
- n) **Membership** means the collective membership of Greater North Soccer Association.
- o) **Meeting of Members** includes an annual meeting of members and a special meeting of members.

- p) Member in Good Standing** means a Member who
- (i) continues to meet the conditions set out in Section 3.14 below,
 - (ii) has not been disciplined by Greater North Soccer Association in accordance with Section 3.12 below,
 - (iii) has completed and remitted all documents required by Greater North Soccer Association.
- q) Region** means the four hub centers of Sudbury (Sudbury District, Manitoulin District), North Bay (Nipissing District and Timiskaming District), Sault Ste. Marie (Algoma District) and Timmins (Cochrane District).
- r) Officer** – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- s) Ordinary Resolution** – a resolution passed by a majority of the votes cast on that resolution.
- t) Ontario Soccer**– The official provincial governing body for soccer in Ontario and member association of Canada Soccer.
- u) Special Resolution** – a resolution that (i) 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 (ii) 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 imparting the singular will include the plural and vice versa
- c) Words referring to one gender include all genders and words imparting persons will include bodies corporate.
- d) Words importing an organization name, title, or program will include any successor organizational name, title, or program.
- e) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- f) 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.
- g) The By-laws will be strictly interpreted at all times in accordance with and subject to the purposes contained in the Articles.

ARTICLE II GENERAL

These By-laws relate to the general conduct of the affairs of the Greater North Soccer Association (GNSA).

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

2.2 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.

2.3 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.

2.4 Conduct of Meetings – Unless otherwise specified in these By-laws or the Corporation's Published Rules, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

2.5 Dispute Resolution – The Corporation adheres to the Dispute Resolution process as published and approved by Ontario Soccer. Any Member may initiate the Dispute Resolution process by communicating with Ontario Soccer, with a copy to the Corporation, and following the outlined procedure.

2.6 Harassment – The Corporation shall adhere to Ontario Soccer Governing Documents regarding harassment. Ontario Soccer policies regarding harassment will apply to, but are not limited to, all Officers, Directors, employees, volunteers, coaches, managers, game officials, administrators, players and Members of the Corporation. The Corporation will make Ontario Soccer policies regarding harassment available to any Member when requested.

2.7 Appeals– The Corporation shall adhere to Ontario Soccer Governing Documents regarding appeals. A decision of the Corporation may be appealed to Ontario Soccer in accordance with Ontario Soccer Governing Documents regarding appeals.

2.8 Volunteer Screening – The Corporation will adhere to Ontario Soccer policies regarding volunteer screening.

2.9 Affiliations – The Corporation will be affiliated and governed by the Governing Documents of the following entities:

- a) Ontario Soccer
- b) Canada Soccer

2.10 Governing Documents – The Corporation shall maintain and implement Governing Documents which will:

- a) direct the operations of the Corporation and its Regular Members; and
- b) be consistent with the By-laws or the Governing Documents of any higher-level governing body which shall include but not be limited to all federal and/or provincial legislation.

2.11 Changes to Governing Documents - From time to time, changes will be necessitated to the Governing Documents of the Corporation to maintain compliance with changes made by a Governing Organization. Notification of any changes to the Corporation's Governing Documents will be communicated to the regular members of the Corporation within fourteen (14) days of revision.

2.12 Financial Year End

Unless otherwise determined by the Board, the financial year-end of Greater North Soccer Association shall be December 31, in each year.

ARTICLE III: MEMBERSHIP

3.1 Categories – The Corporation has one class of Membership being:

- a) **Regular Member** – A soccer club or league that meets the requirements of registration and that
 - i. is registered as a member of the Corporation; and
 - ii. has agreed to abide by the Corporation’s Governing Documents

3.2 Admission and Renewal of Members

- a) Makes an application for membership in a manner prescribed by the Corporation;
- b) Submits By-laws which meet the minimum requirements established by Ontario Soccer;
- c) Maintains their head office in the region of the Corporation;
- d) Agrees to uphold and comply with the Corporation’s and Ontario Soccer’s Governing documents;
- e) Was, at any time previously, a member in good standing at the time of ceasing to be a member;
- f) Has paid fees as prescribed by the Board;
- g) Meets any other condition of membership determined by the Board;
- h) Has met the applicable definition listed herein; and
- i) Has been approved by the Board of Directors (or designate).

3.3 Renewing Members – Membership will be automatically renewed when a current member:

- a) Makes an application to renew their annual membership in the Corporation.
- b) Submits current By-laws which meet the minimum requirements established by Ontario Soccer;
- c) Maintains their head office in the Region of Northern Ontario;
- d) Agrees to uphold and comply with the Corporation’s and Ontario Soccer’s Governing Documents;
- e) Has no outstanding billings payable to the Corporation as of December 31 of the current year;
- f) Meets any other condition of Membership as determined by the Board;
- g) Has met the applicable definition listed herein.

3.4 Rights of Members – Members will be accorded the following rights, to:

- a) Be governed in accordance with the Corporation’s and Ontario Soccer’s Governing Documents which includes their Operational Procedures
- b) If eligible, participate in Ontario Soccer sanctioned programs such as player, coach, match official and volunteer/staff development
- c) If eligible, participate in Corporation sanctioned programs
- d) Attend and vote at members meetings in accordance with these By-laws
- e) Operate club leagues in accordance with Ontario Soccer Governing Documents
- f) Participate or operate player, coach and match official development programs
- g) Register all its participants in Ontario Soccer’s official electronic registry
- h) Participate in Ontario Soccer’s insurance program

- i) Elect and remove Directors
- j) Appoint the Corporation's Auditor
- k) Approve and amend the Corporation's By-laws

3.5 Membership Year – Unless otherwise determined by the Board, the membership year of the Corporation will be January 1st to December 31th.

3.6 Corporation Fees – All fees, including membership registration fees, shall be determined and approved by the Board.

3.7 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the monies are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will cease to be a member and their membership will be terminated.

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

3.9 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Corporation's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

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

- a) Resignation by the Member by giving written notice to the Corporation;
- b) Dissolution of the Corporation;
- c) A decision to expel the Member made by a panel in accordance with the Corporation's applicable discipline policies; or
- d) 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.

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

3.12 Discipline – A Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.

3.13 Fees Payable – Any fees, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

3.14 Good Standing Definition – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Corporation;
- d) Has complied with the By-laws, policies, and rules of the Corporation;
- e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and

f) Has paid all required membership fees.

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

ARTICLE IV: MEETINGS OF MEMBERS

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

4.2 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 voting Members entitled to vote at a meeting of the Members for any purpose connected with the affairs of the Corporation that is not otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

4.3 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The 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.

4.4 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 fourteen (14) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

4.5 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.

4.6 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.

4.7 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. 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.

4.8 Quorum – A majority of Members present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

4.9 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board. The Corporation reserves the right to limit the number of guests attending. Guests will be considered observers and will not have a voice or vote at the meeting of members. At the discretion of the Chair, a guest may be invited to participate in discussions.

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

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

4.11 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.

4.12 Adjournments - 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. 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

4.13 Voting Rights – Members have the following voting rights at all meetings of the Members: A Regular member in good standing will appoint one Delegate who may attend meetings of the Members and who shall be entitled to vote.

4.14 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 seven (7) days prior to the meeting.

4.15 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the name of the Delegate(s) to represent the Member. Delegates must be at least 18 years of age, of sound mind, and be acting as the Member's representative.

4.16 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 48 hours prior to the meeting of the Members

4.17 Proxy Holder – A proxy holder will only hold a maximum of three (3) proxies.

4.18 Determination of Votes – Votes will be determined by a show of hands, orally, ballot, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

4.19 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue.

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

ARTICLE V GOVERNANCE

Composition of the Board

5.1 Composition of the Board - The Board will consist of the following:

- a) President
- b) Vice President
- c) Treasurer (appointed)
- d) Secretary (appointed)
- e) Five (5) Directors-at-Large

5.2 Eligibility of Directors

To be eligible to hold office as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Be a resident of Northern Ontario;
- c) Not be employed by the Corporation in a professional capacity;
- d) With respect to President and Vice President, not be an employee of, or sit on the board of, an affiliated Member, League, Club or Corporation;
- e) Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- f) Have the power under law to contract;
- g) Have not been declared incapable by a court in Canada or in another country; and
- h) Not have the status of bankrupt.

5.3 Eligibility of President – Except for the first two (2) years of the Corporation's existence, the position of President will only be filled by an individual who has served on the Board of Directors for a minimum of two (2) years. In the event that there is not a Director eligible to fill the position of President, the Members will elect the position without consideration of the minimum two (2) year requirement.

5.4 Board terms and term limit for the position of President – The term for each Board position is two (2) years. A person may only serve in the position of President for a maximum of three (3) full two-year terms. If the President's first term is not a full two-year term, they are still eligible to serve another three full two-year terms.

5.5 Board representation – The Board of Directors will have at minimum two (2) elected Directors from each Region. Where an individual is not elected from the region, the position will remain vacant until elected in accordance with these By-laws.

Election of Directors

5.6 Nominations Committee – From time to time, the Board may appoint an independent Nominations Committee that will be responsible for soliciting and receiving nominations for the election of Directors.

5.7 Nomination - Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature;
- b) Be submitted to the corporate office of the Corporation fourteen (14) days prior to the Annual Members Meeting. This timeline may be extended by Ordinary Resolution of the Board.

5.8 Circulation of Nominations - Valid nominations will be circulated to Members at the members meeting prior to the elections.

5.9 Nominations from the Floor – Nominations for Directors will not be accepted from the floor unless a nominee, having been defeated for the position for which they were nominated, may be re-nominated from the floor for a subsequent position.

5.10 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director’s term is expiring and/or any Director position that is vacant.

5.11 Election – Directors will be elected at each Annual Meeting as follows:

- a) The President, and four (4) Directors-at-Large will be elected every two (2) years.
- b) The Vice-President, and four (4) Directors-at-Large will be elected every two (2) years.

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

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

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

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until the all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution.

5.14 Order of Elections – Elections for vacant position will be held in order of the positions listed in these By-laws.

5.15 Secretary – At the first meeting of the Board following an Annual Meeting of the Members, a Director from the Board will be appointed as Secretary and match their balance of term as a Director.

5.16 Treasurer – At the first meeting of the Board following an Annual Meeting of the Members, a Director from the Board will be appointed as Treasurer and match their balance of term as a Director

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

Resignation and Removal of Director

5.18 Vacate Position – A Director will be deemed to have vacated their position as a Director immediately, if the Director:

- a) Resigns
- b) Is found to be incapable of managing property by a court or under Ontario law;
- c) Is found by a court to be of unsound mind;
- d) Becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- e) Dies.

5.19 Resignation – A Director may resign from the Board at any time by presenting their 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.

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

Filling a Vacancy on the Board

5.21 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 or hold an election at the next Annual Members Meeting to fill the vacancy for the remainder of the term.

Meetings of the Board

5.22 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written request of at least two (2) Directors.

5.23 Chair – The President, or designate, will be the Chair of all meetings of the Board.

5.24 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. Notice of a meeting of the Board is not required if all Directors waive notice, or if absent Directors consent to the meeting being held in their absence.

5.25 Board Meeting with New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

5.26 Number of Meetings – The Board will hold at minimum, four (4) meetings per year, one of which shall be following the Annual Meeting of the Members.

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

5.28 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, resolution is defeated.

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

5.30 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.

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

5.32 Meetings by Telecommunications – A meeting of the Board or the Annual Members Meeting may take place electronically (video meeting or 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

5.33 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

5.34 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.

5.35 Empowered – The Board is empowered 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 membership and registration fees, procedures and 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.
- j) Provide representation on behalf of the corporation at all Ontario Soccer and Provincial Presidents Forum meetings or events.

ARTICLE VI: OFFICERS

6.1 Composition – The Officers will be comprised of the President, Vice President, Treasurer, and Secretary.

6.2 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 oversee and supervise office staff and will be the official spokesperson of the Corporation. The President, or designate, will attend all Ontario Soccer and District Presidents Forum meetings or events and will perform such other duties as may from time to time be established by the Board.
- b) **The Vice-President** will, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and will perform such other duties as may from time to time be established by the Board.
- c) **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.
- d) **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 received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

6.3 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, their position as a Director will automatically and simultaneously be terminated.

6.4 Vacancy – Where the position of an Officer 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.

6.5 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VII: COMMITTEES

7.1 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.

7.2 Composition – The Board may appoint and remove any member of a standing or ad-hoc committee at any time and for any reason.

7.3 Debts – No committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VIII: FINANCE AND MANAGEMENT

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

8.2 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 and Ontario Soccer Minimum Requirements. 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. When the Corporation's revenue for the previous fiscal year was less than \$100,000, the Members may decline, by 80% resolution, to appoint an auditor.

8.3 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

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

8.4 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.

8.4 Signing Authority – Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by two (2) of the President, Vice-President, Treasurer or by other individuals, as designated by the Board.

8.5 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.

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

8.7 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

8.8 Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

8.9 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. Furthermore, all Directors, Officers or members of a Committee will comply with Ontario Soccer’s Conflict of Interest and Standards of Conduct Policy.

Code of Conduct and Ethics

8.10 Code of Conduct and Ethics – All Directors, Officers or members of a Committee will comply and act in accordance with the current Ontario Soccer Code of Conduct and Ethics.

ARTICLE IX: CORPORATION REPRESENTATIVE

9.1 Corporation Presidents Provincial Forum Representative – The Board will appoint the representative for the Corporation President’s Provincial Forum. The term of office of the Corporation Presidents Provincial Forum Representative will be in accordance with Ontario Soccer Governing Documents.

ARTICLE X: FUNDAMENTAL CHANGES

10.1 Fundamental Changes – Under the jurisdiction of the Ontario Not-for-Profit Corporations Act, 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.

ARTICLE XI: AMENDMENT OF BY-LAWS

11.1 These By-laws may only be amended, revised, repealed or added to by

- i. By Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- ii. By a Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

ARTICLE XII: NOTICE

12.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, email, or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

12.2 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.

12.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE XIII: DISSOLUTION

13.1 Dissolution – In the event of dissolution of the corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board as follows:

- a) **Lottery Trust Accounts:** To charitable organizations that are eligible to receive lottery proceeds in Ontario
- b) **Property and Assets Purchased with Lottery Proceeds:** To charitable organizations that are eligible to receive lottery proceeds in Ontario
- c) **Other Property and Assets:** to one or more not-for-profit soccer related organizations registered with Ontario Soccer.

13.2 Board Responsibilities - The Board of Directors shall maintain an ongoing strict separation of records for

- a) Lottery Trust Accounts, and property and assets acquired through lottery proceeds, from
- b) all other Corporation accounts, and property and assets acquired through regular soccer activities.

ARTICLE XIV: INDEMNIFICATION

14.1 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 any individual who acts at the Corporation's request in a similar capacity.

14.2 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 them 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 their conduct was lawful.

14.3 Insurance – The Corporation will, at all times, maintain in force Directors and Officers liability insurance.

ARTICLE XV: ADOPTION OF THESE BY-LAWS

15.1 Ratification – These By-laws were ratified by the Members.

15.2 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.

Tracking Changes to the Bylaws:

AMENDMENTS TO GREATER NORTH SOCCER ASSOCIATION BY-LAWS for 2024

Separated the definitions:

Article I: DEFINITIONS AND INTERPRETATION

In this by-law and all other by-laws of GREATER NORTH SOCCER ASSOCIATION unless the context otherwise requires:

1.1 Definitions: updated. See by-laws

1.2 Interpretation: updated. See by-laws

Rationale: kept with format of ONCA template and added those definitions in ONCA template not in GNSA current by-laws.

Article II: General

Added Financial Year End

2.12 Unless otherwise determined by the Board, the financial year-end of Greater North Soccer Association shall be December 31, in each year.

Rationale: GNSA's financial year end had yet to be determined when the initial by-laws were written.

Current:

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

- f) President
- g) Vice President
- h) Treasurer
- i) Secretary (appointed)
- j) Five (5) Directors-at-Large

Amendment: added "appointed" to position of Treasurer.

5.2 Composition of the Board - The Board will consist of the following:

- k) President
- l) Vice President
- m) Treasurer (appointed)
- n) Secretary (appointed)
- o) Five (5) Directors-at-Large

Rationale: Current Treasurer was appointed to the position. Makes it easier to get people from each of the 4 regions elected. Elected people with experience can then be appointed to the position.

Amendment: changed the number of elected Directors from 3 to 4

5.11 Election-Directors will be elected at each Annual Meeting as follows;

- a) The President, ~~Treasurer~~ and ~~three~~ **four (4)** Directors-at-large will be elected every two (2) years.
- b) The Vice-President, and ~~three~~ **four (4)** Directors-at-large will be elected every two (2) years.

Rationale: With both the Secretary and Treasurer being appointed from the Directors elected, the number of Directors elected each year is now 4.

Amendment: added the following:

5.16 Treasurer – At the first meeting of the Board following an Annual Meeting of the Members, a Director from the Board will be appointed as Treasurer and match their balance of term as a Director

Rationale: Keeps with the 5.15; the position of Secretary is appointed by the Board.

No changes made to By-laws in 2025.

