

**PEEL HALTON SOCCER ASSOCIATION
By-Laws**

**Approved by
Membership
December 6, 2025**

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ARTICLE 1 - GENERAL

1.1 Purpose

These By-Laws relate to the general conduct of the affairs of the Peel Halton Soccer Association.

1.2 Definitions

The following terms have these meanings in these By-Laws:

- a) Act – the *Ontario Not-for-Profit Corporations Act, 2010*, and any act that may be substituted therefore, from time to time amended
- b) Annual Meeting – meeting of the membership
- 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) Corporation – the Peel Halton Soccer Association.
- f) Days – days including weekends and holidays.
- g) Director/Officer – an individual appointed or elected to serve on the Board pursuant to the By-Laws.
- h) Extraordinary Resolution – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution
- i) Ordinary Resolution – a resolution that is (i) submitted to a meeting of the Board or Members of the Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or by the Member's attorney
- j) OSA – legally known as the Ontario Soccer Association, operating as Ontario Soccer (OS).
- k) Special Resolution – a resolution that is (i) submitted to a special meeting of the Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (ii) consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or by the member's attorney
- l) The District – The Peel Halton Soccer Association.

1.3 Name

The name of this organization shall be "THE PEEL HALTON SOCCER ASSOCIATION", hereinafter referred to as "The District" or PHSA. The head office of The District Association shall be within the region of Peel/Halton.

1.4 Vision

The Peel Halton Soccer Association will be recognized as a leader and positive model in all aspects of the game of soccer.

1.5 Mission

The Peel Halton Soccer Association is a not-for-profit corporation comprised of a community of clubs, leagues, players, administrators, coaches and volunteers. Our mission is to provide opportunities for anyone in Peel Halton to participate in organized soccer and Futsal in any role of their choosing and to assist all participants in reaching their potential within a well-managed, cooperative and progressive soccer environment.

ARTICLE 2 – OBJECTIVES

2.1 Objectives

The objectives of The District Association shall be:

- a) To promote, develop and govern the game of soccer both indoor and outdoors, in the Regional Municipalities of Peel and Halton.
- b) To represent and act on behalf of the Ontario Soccer in the administration of OSA programs within the district.
- c) To represent and act on behalf of its member organizations and assist them to develop and effectively administer soccer programs.

ARTICLE 3 – AFFILIATION

3.1 Affiliation

The District Association shall be a member of The Ontario Soccer Association and shall abide by the Published Rules and Policies of the OSA. The District Association is subject to the Published Rules in declining order of authority of the following governing organizations:

- The Canadian Soccer Association (CSA)
- The Ontario Soccer Association (OSA operating as Ontario Soccer)
- The District Soccer Association

ARTICLE 4 – MEMBERSHIP

4.1 Categories of Membership

The District Association shall be composed of the two categories of Members:

- a) Voting
- b) Non-Voting

4.2 Voting Members

Voting members shall consist of Active Members only

4.2.1 Active Membership

Active Membership shall be open to all properly constituted soccer clubs which have their head

office in the District. The requirements for Active Membership and any subcategories are laid out in the Rules and Regulations. Membership shall be granted after approval by the PHSA Board of Directors. All clubs shall have By-Laws which meet the minimum requirements for Club By-Laws in accordance with OSA's Published Rules.

4.3 Non-Voting Members

Non-voting members shall consist of

4.3.1 Honourary Membership

Honourary Membership may be conferred by the PHSA Board of Directors upon a person for a period of time. Honorary Members are afforded all the rights of membership and shall be entitled to a voice but no vote at general meetings of The District Association.

4.3.2 Life Membership

Life Membership may be conferred by the PHSA Board of Directors upon a person. Life Members are afforded all the rights of membership and shall be entitled to a voice but no vote at general meetings of The District Association.

4.3.3 Associate Membership

Associate Membership shall be open to: For-Profit Clubs, Academies, regional leagues, multi-jurisdictional district leagues, district leagues, multi-jurisdictional club leagues, educational institutions and other organizations which operate soccer programs – which support the objectives of, and operate within, The District Association. Associate Membership shall also be open to coaching associations and referee associations operating within The District. Associate Membership shall be granted after approval by the PHSA Board of Directors.

The requirements for Associate Membership are laid out in the Rules and Regulations.

ARTICLE 5 – MEMBERSHIP DUES AND DURATION

5.1 Dues

Dues shall consist of flat fees established by a majority of delegates present and entitled to vote at the Annual Meeting. Active Members shall also be required to pay player registration fees which shall be set by the Board of Directors and ratified by the Membership at a general meeting of The District Association.

5.2 Membership Year

The Membership year of the District shall be Jan 1 to December 31

ARTICLE 6 – APPROVAL OF NEW MEMBERS

6.1 New Membership Application and Approval Process

A Club shall be accepted into Active Membership, and an organization shall be accepted into Associate Membership, upon:

- i. Submitting an application form along with other required documents and membership fees as laid out in the Rules and Regulations; and
- ii. Agreeing to and adhering to the membership application and review process laid out in the Rules and Regulations; and
- iii. Obtaining the approval of PHSA Board of Directors.

ARTICLE 7 – MEMBERSHIP RENEWALS

7.1 Renewal

Members wishing to renew their status for the coming year must submit their application along with required documents and the appropriate fee prior to commencement of New Business at the current PHSA Annual Meeting, as set out in the Rules and Regulations.

7.2 Change in Subcategory of Active Membership

Members wishing to change their sub-category of Active Membership shall file an Application for a Membership Change during the prescribed period and submit the necessary documentation and fees in accordance with the Rules and Regulations.

ARTICLE 8 – RIGHTS OF MEMBERS

8.1 Rights of Active Members

Active Members shall be accorded the following rights:

- i. To be governed in accordance with CSA, The OSA and The District Association's Published Rules.
- ii. To register players, administrators, team officials and match officials with The OSA and The District Association.
- iii. To be a member of, register teams with OSA sanctioned leagues and to operate club leagues in accordance with OSA Published Rules.
- iv. To enter teams in OSA sanctioned competitions.
- v. To participate in OSA sanctioned programs, and District Association sanctioned programs, such as player, coach and referee development and to operate their own player, coach and referee development programs.
- vi. To appoint delegates who may attend all meetings of the members called by The District Association.
- vii. To participate in the OSA insurance plan.

8.2 Rights of Associate Members

Associate Members shall be accorded the following rights:

- i. To be governed, where applicable, in accordance with OSA and The District Association's Published Rules.

- ii. To register, where applicable, administrators and teams with The OSA and The District Association.
- iii. To enter teams, where applicable, in OSA sanctioned competitions.
- iv. To participate in OSA and District Association sanctioned programs.
- v. To appoint delegates who may attend all meetings of the members called by The District Association.

ARTICLE 9 – DISCIPLINE OF A MEMBER

9.1 Member Discipline

A Member may be fined or suspended from membership for cause and only after charges have been laid in accordance with The District Association’s Published Rules and Regulations. A Member whose membership has been suspended loses all rights of membership until the suspension has been removed. A Member may be expelled by at least fifteen (15) days’ prior written notice to a Member, the Board may pass a resolution authorizing disciplinary action in respect of such Member or the termination of such Member’s membership. The notice shall set out the reasons for the proposed disciplinary action or termination of membership. The Member receiving such notice shall be entitled to give the Board a written submission opposing the proposed disciplinary action or termination of membership not less than five (5) days before the end of the 15-day period. The Board shall consider any written submission made by the Member before making a final decision regarding disciplinary action or termination of membership.

ARTICLE 10 – MEMBERSHIP STATUS

10.1 Membership Status

The membership status of an Active Member or Associate Member may be reviewed by The District Association if they are deemed to be in violation of any membership requirement as prescribed by these By-Laws or by the Rules & Regulations of the District Association.

10.2 Membership Status Categories

The District Association may deem an Active Member, or an Associate Member status as follows:

10.2.1 Member in Good Standing

Being a member in good standing affirms the commitment of the Active/ Associate Member to the vision of The District Association and its affiliated and governing bodies, as reflected in all applicable governing documents, to which all Active/Associate Members are bound.

Active/Associate Members in good standing will not engage in any activities that put The District Association in jeopardy nor engage in any activities deemed detrimental to the game or that may discredit the Association or its Active/Associate Members in good standing.

10.2.2 In-Review

Active/Associate Members that are being reviewed by The District Association for any outstanding issues or discrepancies with their membership requirements are designated as "In-Review". The

Active/Associate Member designated as such remains a member of The District Association and is not restricted in its soccer activities.

10.2.3 Member Not in Good Standing

An Active/Associate Members shall be deemed "Not in Good Standing": if their membership status is either suspended or expelled; if they have overdue unpaid fees, dues or other obligations to any of their governing organizations (the PHSA, the OSA, the CSA) or to a sanctioned member and/or competition; or if they have failed to follow any administrative or financial directives of its governing organizations. The reasons for designating an Active/Associate Member as being "Not in Good Standing" must be disclosed to the Active/ Associate Member in writing and the decision must be ratified by a Directors' Resolution at the next PHSA Board of Directors' meeting.

An Active/Associate Member designated "Not in Good Standing" shall not be entitled to administrative services and shall be restricted from entry into any OSA sanctioned soccer competition (leagues, exhibition games, tournaments and festivals) and may only have that status removed by The District Association upon review and proof that the actions or defaults of the Active/Associate Member have been rectified.

10.2.4 Suspended

Active/Associate Members are designated as "Suspended" when, after the time frame established by the District Association, they have failed to comply with any membership requirements, disciplinary sanctions or engaged in any material misconduct. Active/Associate Members designated as such remain a member of The District Association but are restricted in their soccer activities, including not being permitted to enter into any OSA sanctioned competitions (leagues, exhibition games, tournaments and festivals), not obtaining travel permits, not having any hosting rights, and not having the right to appoint CSA certified Match Officials to officiate any competitions involving the Active/Associate Member Club/Organization/League until all issues are cleared, except as otherwise provided in writing.

10.2.5 Expelled

Active/Associate Members that have violated membership requirements or any Constitution, By-Laws, Operational Policies or Rules & Regulations of any affiliated Governing Organizations or have acted in a manner that has been deemed detrimental to the game and/or that discredits The District Association, will be expelled. An expelled member will have their membership to The District Association and its governing bodies terminated in accordance with Article 11 below.

10.3 Not In Good Standing Loss of Rights

An Active/Associate Member designated as "Not In Good Standing", through suspension, loses all rights to attend, vote, speak and make motions at all general meetings of the PHSA or its governing organizations, until the status has been removed. In these circumstances, a representative or representatives of the Active/Associate Member may be invited, by the President of The District Association, to a general meeting as a guest (or observer).

10.4 Removal of "Not in Good Standing" Status

An Active/Associate Member designated as "Not In Good Standing" shall have that status removed by

The District Association by a Directors' Resolution upon satisfactory proof that its actions or defaults which led to the designation of "Not In Good Standing" have been fully rectified.

ARTICLE 11 – TERMINATION OF MEMBERSHIP

11.1 Termination of Membership (both voting and non-voting)

Membership in the District Association shall be deemed to have been terminated:

- i. If the Member submits a signed letter of withdrawal to the District Association; or
- ii. If the Member is expelled by The District Association; or
- iii. If the Member is declared to be "Not in Good Standing" and fails to rectify its membership status prior to The District Association's Annual Meeting or such other deadline as may be imposed by The District Association, in writing; or
- iv. If the Member fails to renew membership in accordance with the By-Law and Published Rules.

11.2 Written Notice of Termination

If a Member has been deemed to be terminated pursuant to 11.1 above, The District Association shall send the Member written Notice of Termination. The termination shall be final and binding upon the Member if they fail to rectify their membership status or to renew their membership in accordance with the Rules & Regulations, within 30 days following receipt of this Notice of Termination. No such termination shall be subject to appeal or to dispute resolution.

11.3 May Resign

A Member may resign when they are subject to discipline, but the disciplinary action or investigation will continue and be completed.

ARTICLE 12 – MEETINGS OF THE MEMBERS

12.1 Annual Meeting

12.1.1 Date

The District Association will hold meetings of the members at such date, place and time as determined by the PHSA Board of Directors. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the District's fiscal year end.

12.1.2 Agenda of the Annual Meeting

Order of Business at Annual Meetings:

1. Roll Call and Report of Credentials Committee
2. National Anthem
3. Period of Remembrance
4. Tributes and Introduction of Guests
5. Minutes of the Previous Annual Meeting
6. President's Address

7. Officers', Directors' and Committee Reports
8. Executive Director's Report
9. Finance Committee Report and Financial Statements
10. Auditor's Report
11. Other Reports
12. Unfinished Business
13. Amendments to the By-Law and/or Rules and Regulations
14. Roll Call and Report of the Credentials Committee
15. Election of Officers and Directors
16. Any Other Business
17. Adjournment

12.1.3 Special Business

The Presiding Officer may, at their discretion, introduce any special business for discussion after the approval of the minutes.

12.2 Special Meeting

12.2.1 Calling of a Special Meeting by PHSA Board

A Special Meeting may be called by the PHSA Board of Directors by its own motion.

12.2.2 Calling of a Special Meeting by the Voting Members

A Special Meeting shall be called within twenty-one (21) days following the receipt of a written request signed by Voting Members holding not less than ten percent (10%) of the votes of the District Association.

12.2.3 Purpose of a Special Meeting

The purpose of a Special Meeting must be included with the Notice for that meeting. Only the business for which a Special Meeting has been called will be dealt with.

12.3 Proxy Voting

Failure to attend any Annual or Special General meeting of the Membership shall result in a fine, the amount to be published annually in the PHSA Schedule of Fees, Fines, Bonds and Penalties. As attendance at all Annual and Special General Meetings is mandatory, no proxy voting is allowed.

12.4 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 (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting and the notice will state the date, time, place and general nature of the business to be conducted at the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda and reasonable information to permit Members to make informed decisions. Notwithstanding the foregoing provisions of this Section, a notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or other

electronic means. If a person may attend a meeting of the Members by telephonic or other electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

12.5 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 business on the grounds that the meeting was not lawfully called in accordance with these By-Laws.

12.6 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.

12.7 New Business

No other item of business will be included in the notice of meeting of the Members unless notice in writing of such other items 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.

12.8 Quorum

Members representing fifty percent (50%) of the eligible votes shall form a quorum at all meetings of Members of The District Association.

12.9 Closed Meeting

Meetings of the Members will be closed to the public except by invitation of the Board.

ARTICLE 13 – RULES OF ORDER

13.1 Rules of Order

All meetings of The District Association shall be conducted in accordance with Robert's Rules of Order insofar as they may apply.

ARTICLE 14 – PRESIDING OFFICER

14.1 Presiding Officer

The President shall preside at all General Meetings of The District Association and, in their absence, the Vice-President shall take the chair. The absence of both of those officers shall require the selection, by the Board of Directors, of a pro-term Presiding Officer.

ARTICLE 15 – MEMBERS VOTING RIGHTS

15.1 Qualified to Vote

Those who shall be qualified to vote and to take part at a general meeting of The District Association shall be accredited delegates of organizations in membership.

15.2 Number of Delegates

15.2.1 Number of Delegates

The number of accredited delegates allowed to organizations in membership shall be as specified within this By-law. See Article 16- Delegates to General Meetings

15.2.2 Votes cast

Each Active Member shall be entitled to have all its votes cast whether it be represented by one or all of its delegates but not by any other Member.

15.3 Method of Voting

At all meetings of The District Association, voting shall be by a show of hands unless a poll is requested by any Member.

15.3.1 Poll

If a poll is required, appointed scrutineers (who shall not be delegates or individuals running for election) shall total the votes and report same to the Presiding Officer who shall announce to the assembly for the record.

15.4 Simple Majority

Decisions shall be reached by a simple majority unless otherwise required by these By-laws or the Act.

15.5 Officers and Directors Vote

Officers and Directors shall have a voice but shall not vote at a General Meeting.

15.5.1 Officers and Directors may not sit as voting delegates at a General Meeting.

15.6 Active Members Number of Votes

An Active Member of The District Association shall be entitled to the following votes at all General Meetings of the Association:

- i. A vote for the first fifty (50) registered players, or part thereof; plus
- ii. A vote for each additional hundred (100) registered players, or part thereof, up to 1000 additional registered players; plus
- iii. A vote for each additional two hundred (200) registered players, or part thereof.

15.7 Registered Player Count

Registered player count is based on registration forms completed and returned to The District Association or by computer for clubs using the current OSA Registration System.

15.8 Associate Members Number of Votes

Each Associate Member is considered a “Not-Voting Member” and not entitled to a vote.

ARTICLE 16 – DELEGATES TO MEETINGS OF THE MEMBERS

16.1 Number of Delegates

Each Member shall be represented by a maximum of two (2) accredited delegates to be identified to the Secretary prior to the meeting.

ARTICLE 17 – BOARD OF DIRECTORS

17.1 Number of Directors

The business of The District Association shall be conducted by a Board of Directors that shall be comprised of four (4) Officers and five (5) Directors.

17.2 Officers

The Officers of The District Association shall be the President, Vice-President, Secretary and the Treasurer.

17.3 Directors

The Five Directors of The District Association shall be the Director of Match Officials and Four Directors at Large (with duties as determined by the Board of Directors).

17.4 Eligibility for Election to the Board

To be eligible for a Board position, an individual must be;

- i. At least 18 years of age; and,
- ii. Not have been found under the Substitute Decisions Act 1992 or under the Mental Health Act to be incapable of managing property; and,
- iii. Have the power under law to contract; and,
- iv. Have not been declared bankrupt by a court in Canada or in another country and
- v. Not have the status of bankrupt; and,
- vi. Not be a District staff member; current staff member or board member of another soccer organization; and,

17.5 Candidates for election as Officers and Directors

Candidates for election as Officers and Directors of The District Association shall meet the following criteria:

- i. President: Shall have been a member of the PHSA’s Board of Directors or have had equivalent soccer experience, preferably within the previous two years.
- ii. Vice-President: Shall have been a member of the PHSA’s Board of Directors or have had

- equivalent soccer experience, preferably within the previous two years.
- iii. Secretary: Shall have been a member of the PHSA's Board of Directors or have had equivalent soccer experience, preferably within the previous two years.
 - iv. Treasurer: Preferably, shall have a recognized CPA certification but, as a minimum, shall have finance/accounting experience expertise gained through practical work in a finance/accounting role.
 - v. Director of Match Officials: Shall be an active or previous Ontario-registered match official (preferably provincial level).
 - vi. Directors at Large: Shall have experience as a Member of a Board of Directors of a Member Club, League or District Association, preferably within the last two years. Each of these Directors shall be numbered #1 to #4 for identification purposes and term of office only.
 - vii. Director of Match Officials: Shall be an active/previous Match Official (preferably Provincial)

ARTICLE 18 – TENURE AND ELECTION

18.1 Election by Secret Ballot

The election of Officers and Directors shall be by secret ballot at The District Association's Annual Meeting.

18.2 Determination of Election

A majority of votes cast (i.e. more than 50% of the total eligible votes cast less abstentions) is required for election as an Officer or Director. If no candidate receives the votes necessary for election, the candidate with the fewest votes will be dropped from the ballot and the procedure repeated.

18.3 Holding more than one position

If a sitting Officer or Director is elected to another position on the Board of Directors, their original position is immediately vacated, and an election shall be held to fill the vacated position for the balance of the term remaining.

18.4 Election Procedures

18.4.1 Running the Election

Prior to the election, the Chair of the Meeting shall appoint a Scrutineer to oversee and run the election(s), ask all Board Members who are standing for election or whose tenure has expired to leave the head table, appoint tellers/counters to assist with the election;

18.4.2 Secret Ballot

If more than one person is nominated for a specific position, there shall be a secret ballot conducted as follows.

18.4.3 Separate Vote for Each Position

Each position shall be identified and voted on separately.

18.4.4 Nominee's speech

Prior to the actual vote for a specific position, the Chair will ask each nominee to address the members for no more than 3 minutes

18.5 Scrutineers

The scrutineers will review the voting to verify the voting results and announce the results of the election.

18.6 No result

If no candidate receives the votes necessary for election, the Scrutineer will declare "no result". The candidate with the fewest votes will be automatically dropped and the election process will be repeated.

18.7 Destroy the Ballots

At the conclusion of the election process for each position, including any recount if required, the Returning Officer will ask for a motion to destroy ballots.

18.10 Consent

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

18.11 Terms

The following shall be elected for a three (3) year term at the Annual Meeting held in 2025 and for subsequent meetings three years thereafter:

President, Director at Large #3, Director of Match Officials.

The following shall be elected for a one (1) year term at the Annual Meeting held in 2025.

Vice-President

The following shall be elected a three (3) year term at the Annual Meeting held in 2026.

Vice-President, Secretary, Director at Large #4

The following shall be elected for a two (2) year term at the Annual Meeting held in 2025 and shall be elected for a three (3) year term at the Annual Meeting held in 2027 and for subsequent meetings three years thereafter:

Treasurer, Director at Large #1, Director at Large #2.

18.12 Vacate Office

The Office of any Director will be vacated automatically if:

- i. The Director resigns; or
- ii. The Director is found to be incapable of managing property by a court order under Ontario Law; or
- iii. The Director is found by a court to be of unsound mind; or
- iv. the Director becomes bankrupt or suspends payment of debts or compounds with creditors and makes an authorized assignment in bankruptcy or is declared insolvent; or
- v. the Director dies.

ARTICLE 19– VACANCIES

19.1 Resignation

A Member of the PHSA Board of Directors has the right to resign their position by submitting a signed letter of resignation to the District Association.

19.2 Removal of Director

19.2.1 A Director may be removed automatically for any of the following reasons:

- i. If they become of unsound mind or otherwise incapable of performing the business of The District Association; or
- ii. If they become disqualified per the Act; or
- iii. If they become, or is discovered to be, an undischarged bankrupt; or
- iv. If they die.

19.3 Removal of a Director at a Meeting of the Members

A member of the PHSA Board of Directors may be removed from office by Ordinary Resolution at a Special Meeting of the Members of The District Association provided notice to remove the member of the PHSA Board of Directors has been given to Members entitled to attend the meeting.

19.4 Ability of the Board to Appoint to Fill a Vacancy

When 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 position for the remainder of the term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more

Directors will execute the duties of the vacant Director position for the remainder of the unexpired term. If a Director is removed by the Members at a meeting of the Members, the Members may elect a Director to fill the unexpired term at the same meeting. If, as a result of any vacancy or vacancies on the Board, there is not a quorum of Directors, the remaining Directors will forthwith call a meeting of the Members to fill the vacancies.

ARTICLE 20 – NOMINATIONS

20.1 Nominations Committee Appointment

The Board of Directors shall appoint a Nominations Committee not less than 75 days prior to The District Association's Annual Meeting. This Nominations Committee shall be chaired by an independent person, shall consist of an odd number of members, and shall have a minimum of three members. Incumbent Directors seeking re-election are not permitted to be a member of the Nominations Committee.

20.2 Nominations Committee Mandate

The Nominations Committee shall:

- i. notify Members and Associate Members of the directors' positions open for election and the nominations procedure;
- ii. canvas the incumbents currently serving as Directors in the positions that open for election to determine if they will be seeking re-election;
- iii. identify, recruit and screen all candidates to ensure that they qualify for election to the Board of Directors; and
- iv. endorse candidates for election but may not restrict eligible candidates from being nominated.

20.3 Nomination Screening

The Nominations Committee shall oversee the nominations process and ensure the following:

- i. that all nominations are made in accordance with this By-Law; and
- ii. that all nominees qualify for the positions that they have been nominated for; and
- iii. that all nominees have signed the required forms and
- iv. that proposed nominees do not have a conflict of interest that precludes them from seeking election as a Director and
- v. that the proposed nominees are eligible as described in Article 18 Board of Directors 18.4 Eligibility

20.4 Posting of Nominations Procedure

Notice of the director positions open for election and the prescribed qualifications and nominations procedures will be posted on the PHSA web site and sent to all Members and Associate Members at least 60 days prior to the Annual Meeting.

20.5 Nominations

Each nomination must be:

- i. submitted in written form in the form of Nominations Form in a manner determined by the Board of Directors; and
- ii. accompanied by the nominee's duly submitted Nominee Acceptance Form, Consent to Disclosure of Personal Information form, and biographical information for posting on the PHSA web site.

20.6 Deadline for Nominations

All nominations must be received no later than 45 days prior to the Annual Meeting;

20.7 Nominations from the Floor at an Annual Meeting

Notwithstanding the above, nominations from the floor at the Annual Meeting will only be accepted under the following circumstances:

- i. no nominations were received by the Nominations Committee for a specific position; or
- ii. if all valid nominations are subsequently withdrawn.

20.8 Nomination for More than One Position

Nominees may be nominated for more than one position, however, they may only be elected to one position as a Director and they must withdraw as a nominee for any additional positions, if they are elected to any other position.

20.9 Posting of Nominees

Notice of all eligible nominees will be posted on the PHSA web site and sent to all Active/Associate Members at least 21 days prior to the Annual Meeting. The Notice will contain a list of all open positions, the name of the incumbent director, the names of all qualified nominees, and the name of the Member or entity who nominated each nominee.

ARTICLE 21 – MEETINGS OF THE BOARD OF DIRECTORS

21.1 Meeting Frequency

The Board of Directors shall meet not less than quarterly. A majority of members shall form a quorum at all meetings.

21.2 Minutes

Minutes shall be kept of all Board Meetings.

21.3 Meeting by Telecommunications Technology

Attendance via telecommunications: Meetings of the Board may be held by teleconference call or other means of telecommunications technology. Directors who participate by telecommunications technology are considered to have attended the meeting

21.4 Closed Meeting

Meetings of the Board will be closed to the public except by invitation of the Board or in accordance with the Act

ARTICLE 22 – MEMBERS OF THE BOARD OF DIRECTORS

22.1 President

The President shall preside at all meetings of The District Association.

22.2 Vice President

The Vice-President shall be the senior Officer of The District Association next to the President, shall preside at all meetings in the President's absence and shall have such other duties as prescribed.

22.3 Secretary

The Secretary shall be responsible for the corporate affairs of The District Association.

22.4 Treasurer

The Treasurer shall be responsible for the fiscal affairs of The District Association.

22.5 Directors

The Directors shall have duties related to their position and as prescribed, from time-to-time, by the Board of Directors.

22.6 Voting

Each Director will have one (1) vote. Tied votes fail.

22.7 Restrictions on Board Member activities

Members of the Board of Directors shall not sit on a Discipline Committee of a Club or District League.

22.8 Majority

A majority of the members shall form a quorum at all meetings.

ARTICLE 23 – EXECUTIVE COMMITTEE

23.1 Membership on the Executive Committee

The Officers of the District Association shall serve as the Executive Committee

23.2 Powers of the Executive Committee

The Executive Committee shall possess, and may exercise, all the powers of the Board in the management and direction of the affairs of the District Association during intervals between meetings of the Board. Decisions of the Executive Committee must be ratified by the Board at the next meeting of the Board or they shall fail to remain in effect.

23.3 Meetings

Meetings of the Executive Committee shall be held at the call of the President.

23.4 Majority

A majority of the members shall form a quorum at all meetings.

23.5 Meeting by Telecommunications Technology

Attendance via telecommunications: Meetings of the Executive may be held by teleconference call or other means of telecommunications technology. Officers who participate by telecommunications technology are considered to have attended the meeting.

23.6 Minutes

Minutes of each Committee meeting shall be presented at the next meeting of the Board of Directors.

23.7 Closed Meeting

Meetings of the Executive Committee will be closed to the public except by invitation of the Board or in accordance with the Act

ARTICLE 24 – COMMITTEES

24.1 Standing or Special Committees Appointment

Standing Committees or Special Committees may be appointed by the Board to hold office at the pleasure of the Board and shall have such duties and responsibilities as the Board may determine. The President shall be an ex officio member of the Committees.

24.2 Standing Committees

The following Standing Committees shall be established within 30 days following the Annual Meeting:

- a) The Technical Committee;
- b) The Finance Committee;
- c) The Operations & Governance Committee;
- d) Match Officials Committee;
- e) League Management Committee;
- f) Membership Committee

24.3 Mandate of the Standing Committees

Each Standing Committee shall propose its Terms of Reference for the year within 60 days following the Annual Meeting which must be approved by the Board of Directors.

24.4 Chair of a Standing Committee

The Board of Directors shall appoint a Chair of each Standing Committee which shall include a minimum of two Directors and other representatives as determine by its Terms of Reference.

24.5 Application to serve on Standing Committees

Members shall have three weeks following the Annual Meeting to apply to serve on any Standing Committee and the designated Chair shall have sole discretion to select committee members and determine the size of the Committee and any modifications to its Terms of Reference for

approval by the Board of Directors.

24.6 Quorum at Committee Meetings

At meetings of a Committee, a majority of members shall form a quorum.

24.7 Committee Meeting Frequency

Committees shall meet four times per year or more frequently, if required.

24.8 Minutes of Committee Meetings

Minutes of each committee meeting shall be presented at the next meeting of the Board of Directors.

24.9 Reports and Recommendations from Committees

Reports and Recommendations proposed by the Standing Committees or Special Committees shall be presented to the Board of Directors for consideration and approval.

24.10 Closed Meeting

Meetings of the Committees will be closed to the public except by invitation of the Board or in accordance with the Act

ARTICLE 25 – DISTRICT REPRESENTATIVE

25.1 Appointment

The District Representative shall be the President or, in their absence, appointed by and from the Board of Directors.

25.2 Official Representative

The District Representative shall be the official representative of the District Association to Ontario Soccer and shall have other duties as prescribed by the Board Directors.

ARTICLE 26 – FINANCE AND MANAGEMENT

26.1 Fiscal Year

The fiscal year of the Corporation shall end on September 30th of each year unless otherwise ordered by the Board of Directors.

26.2 Bank

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

26.3 Auditor

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, provided that the Board may fill any casual vacancy in the office of the Auditor. If an appointment is not made, the Auditor will

continue in office until a successor is appointed. The Auditor will not be an employee, Officer, or Director of the Corporation, must be independent of the Corporation and each of the Directors and Officers 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 the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, choose to conduct a review engagement or notice to reader in lieu of an audit.

The Members may, by Ordinary Resolution at a special meeting of the Members duly called for that purpose, remove any Auditor of the Corporation before the expiration of its term of office and shall, by Ordinary Resolution at that meeting, appoint another Auditor in its stead for the remainder of its term.

The Members shall fix the remuneration of the Auditor or authorize the Board to fix such remuneration. The remuneration of an Auditor appointed by the Board shall be fixed by the Board.

26.4 Annual Financial Statements

Directors will approve the Annual Financial Statements (evidenced by the signature of one or more Directors) of the Corporation of the last fiscal year 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 not less than ten (10) days before the Annual Meeting. The financial statements include:

- i. the financial statements; and
- ii. the auditor's report or review engagement (if any); and
- iii. any further information respecting the financial position of the Corporation.

26.5 Books and Records

The necessary books and records of the Corporation required by these By-Laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- i. the Corporation's Articles and By-Laws;
- ii. the minutes of meetings of the Members and of any committees of the Members;
- iii. the resolutions of the Members and of any committee of the Members;
- iv. the minutes of the meetings of the Directors and any committees of Directors;
- v. the resolutions of the Directors and of any committee of Directors;
- vi. a register of Directors;
- vii. a register of Officers;
- viii. a register of Members; and
- ix. account records adequate to enable the Directors to ascertain the financial position of the Corporation on at least a quarterly basis.

26.6 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 President or assigned to one or more of the signing officers. In addition, the Board may direct the manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

26.7 Property

The Corporation may acquire, lease, sell or otherwise dispose of securities, lands, buildings, or other property or any right or interest thereof for such consideration and upon such terms and conditions as the board may determine.

26.8 Borrowing

The Board may from time to time:

- a. borrow money on the credit of the Corporation; and
- 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; and
- 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.

26.9 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.

26.10 No Remuneration

All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by a meeting of the 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.

ARTICLE 27 – EXECUTIVE DIRECTOR

27.1 Executive Director

There may be an Executive Director who shall be selected and appointed by the Board of Directors.

27.2 Remuneration of the Executive Director

He/she shall be paid such remuneration as determined by the Board of Directors and shall have such duties as prescribed by the Board.

ARTICLE 28 – DISPUTE RESOLUTION

28.1 Dispute Resolution Process

The District Association shall adhere to the Ontario Soccer's published Dispute Resolution process.

28.2 Access to the Dispute Resolution Process

The District Association shall make the Dispute Resolution process available to any Member upon request.

ARTICLE 29 – HARASSMENT

29.1 Harassment Policy

The District Association shall adhere to Ontario Soccer's published Harassment Policy.

29.2 Access to the Harassment Policy

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of The District Association. The District Association shall make the Harassment Policy available to any Member upon request.

ARTICLE 30 - CONFLICT OF INTEREST

30.1 Conflict of Interest Policy

The District Association shall adhere to Ontario Soccer's published Conflict of Interest Policy.

A Director, Officer or member of a committee who has an interest, who may be perceived as having an interest in, or is a party to, a proposed contract or transaction with the Corporation, or has knowledge that their partner or relative has an interest, directly or indirectly, in any contract, transaction, proposed contract or transaction under consideration by the Corporation will:

- a) Declare the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is first considered (or if such interest arose after the meeting at which the matter is first considered, not later than the first meeting after such interest arose);
- b) Refrain from taking part in any discussion or vote related to the matter; and
- c) Withdraw from any meeting at which the matter is being discussed, during the period of such discussion.

Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by an Ordinary Resolution present at the meeting, that a conflict of interest exists and in each such case the provisions of subsections (b) and (c) of the above Section shall apply as if the individual had declared the interest.

A Director, Officer or member of a committee who has declared their interest in a contract or transaction or a proposed contract or transaction (or the Board has so declared pursuant to the above Section) and who has not voted in respect thereof shall not be accountable to the Corporation, or its creditors, for any profit realized from the contract and the contract is not voidable by reason only of such Director, Officer or member of a committee holding that office or of the fiduciary relationship established thereby.

ARTICLE 31 – MONIES OWING

31.1 Monies Owing

All monies owing to The District Association shall be due and payable within thirty (30) days of invoicing unless otherwise stipulated.

31.2 Penalty for Non-Payment

Penalties for late payment or non-payment of monies due shall be as established by the Board and published annually in the PHSA Schedule of Fees, Fines, Bonds and Penalties.

31.3 Monies due before Annual Meeting and Membership Renewal

All monies due must be paid in full before a member will be granted standing at the Annual Meeting and before membership renewal will be granted.

ARTICLE 32 – AMENDMENTS TO THE BY-LAWS

32.1 Power of the Board of Directors

The PHSA’s Board of Directors may approve and publish such rules, regulations, policies and procedures as they deem necessary and desirable to promote and develop the game of soccer within the District for the benefit of its Members.

32.2 Amendments to the By-Laws

Subject to **Article 37** (when applicable), these By-laws may only be amended, revised, repealed or added to by:

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

amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

ARTICLE 33 – OTHER REGULATIONS

33.1 Board of Directors May Approve

The District Association Board may approve and publish such miscellaneous Rules and Regulations as may be deemed necessary to promote, develop and govern the game of soccer within its jurisdiction.

33.2 Regulatory Measures

The District Association Board may impose such other regulatory measures as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction.

33.3 Alignment with Individual Rights and Freedoms

No such Rule or Regulation may violate an individual's right or freedom except as may be required to protect the rights and freedom of any other individual and to ensure the stability of the basic structure of the game.

33.4 Alignment with By-Laws and Rules and Regulations

No such Rule or Regulation shall be inconsistent with this By-law nor with the Rules and Regulations of a higher-level governing organization.

ARTICLE 34 - NOTICE

34.1 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 or Member as applicable.

34.2 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 that it is provided by mail, five (5) days after the date the mail is post marked.

34.3 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 35 - DISSOLUTION

35.1 Dissolution

The Corporation may be dissolved in accordance with the Act. Upon dissolution of the Corporation and after payment of all debts and liabilities, its remaining property or part thereof shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community.

ARTICLE 36 - INDEMNIFICATION

36.1 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 judgement, 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.

36.2 Will Not Indemnify

The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a. the individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- b. if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty. The individual has reasonable grounds for believing that his or her conduct was lawful.

36.3 Insurance

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

ARTICLE 37 - FUNDAMENTAL CHANGES

37.1 Fundamental Changes

A Special Resolution of all Members is required to make the following fundamental changes to the By-Laws or articles of the Corporation. Fundamental changes are defined as follows:

- i. change the Corporation's name; or
- ii. add, change or remove any restriction on the activities that the Corporation may carry on; or
- iii. create a new category of Members; or

- iv. change a condition required for a Member; or
- v. change the designation of any category of members or add, change or remove any rights and conditions of any such category; or
- vi. divide any category of Members into two or more categories and fix the rights and conditions of each category; or
- vii. add, change or remove a provision respecting the transfer of a membership; or
- viii. increase or decrease the number of, or the minimum and maximum number of Directors; or
- ix. change to the purposes of the Corporation; or
- x. change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed; or
- xi. change the manner of giving notice to Members entitled to vote at a meeting of the Members; or
- xii. change the method of voting by Members not in attendance at a meeting of the Members; or
- xiii. add, change or remove any other provision that is permitted by the Act.

ARTICLE 38 - CONFLICT BETWEEN THE BY-LAWS AND POLICIES AND PROCEDURES

38.1 Conflict

Where conflict exists between the By-Laws and the Rules and Regulations, the By-Laws shall prevail.

38.2 Matters not Covered by the By-Laws

Any matters not covered by the By-Laws should be settled in accordance with the guidelines of Peel Halton Soccer Association or Ontario Soccer.

ARTICLE 39 – APPEALS

39.1 Member’s Right to an Appeal

Each Member of The District Association shall be entitled to a hearing if any discipline action is proposed against them by The District Association.

39.2 Right to Appeal if Affected

Any member or registrant of The District Association directly affected by a decision of The District Association may appeal such decision to Ontario Soccer in accordance with The OSA’s published rules.

39.3 Right to Appeal Regarding Denial or Termination of Membership

The denial or termination of membership in The District Association may be challenged through the OSA’s Dispute Resolution Process.

ARTICLE 40 - ADOPTION OF THESE BY-LAWS

40.1 Ratification

The By-Laws were ratified by the Members of the Corporation at a meeting of the Members duly called and held on December 6, 2025.

40.2 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.