



Pickering F.C. Inc.

By Laws

**Version: 2023
March 15, 2023**



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REVISIONS HISTORY

VERSION	DATE	CHANGES
2007	October 17, 2007	As passed at the 2007 AGM: <ul style="list-style-type: none"> • 10-2 - Added Bingo duties to Director Indoor, Events and Tournaments • 9-4 – amended points 7 & 8 and added point 11 • 10-2 – Removed Director of Sponsorship. Duties and responsibilities have been assumed by the Office Manager position
2008	October 15, 2008	As passed at the 2008 AGM: <ul style="list-style-type: none"> • 5-1,5-2,5-3,6-2,6-5,7-2,8-11,8-12,9-1,9-2, • 9-4, 10-1,10-2,11-1,14-1,14-2 – housekeeping changes, including removing 8-11 and renumbering 8-12 to 8-11 • Rules & Regulations #8 – housekeeping changes • 15-1 – Residency – changed to adhere to the rules of the DRSA and OSA. • 6-2 – Composition – membership year date changed
2009	October 28, 2009	As passed at the 2009 AGM, refer to AGM minutes for details
2010	November 24, 2010	As passed at the 2010 AGM, refer to AGM minutes for details <ul style="list-style-type: none"> • Correction to include missed amendment from 2009 regarding 7-1 re: fines for failure to attend. • 6-1, 6-2, 6-3 – Removed Director of Publicity • 6-1, 6-2, 6-3 – Added Director of Special Projects.
2012	November 22, 2013	As passed at the 2012 AGM, refer to AGM minutes for details <ul style="list-style-type: none"> • 6-1, 6-2, 6-3 – Removed Director of Micro Soccer. Duties and responsibilities have been assumed by the Office Recreational Administration position • 6-1, 6-2, 6-3 – Added Director of Publicity
2014	November 19, 2014	As passed at the 2014 AGM, refer to AGM minutes for details <ul style="list-style-type: none"> • Correction to remove 2009 amendment from By Law 7-1 re: fines for failure to attend. • 7-1 – amended quorum to read “no less than twenty-five (25) members...shall form a Quorum”
2015	November 19, 2015	As passed at the 2015 AGM, refer to AGM minutes for details <ul style="list-style-type: none"> • 6-2 – renamed to Duties of Executive • 6-2 – removed wording regarding directors at large • 6-5 – amended to allow single vote per member at elections • 8-6 – amended to allow for new dates for Winter and Summer budget approvals
2017	November 15, 2017	As passed at the 2017 AGM, refer to AGM minutes for details <ul style="list-style-type: none"> • 6-1 – removed Director at Large positions: Publicity, Head Referee, Indoor, Events, Tournaments and All Star • 6-3 – housekeeping pertaining to the above revision
2019	October 8, 2019	Housekeeping <ul style="list-style-type: none"> • Changed all occurrences of Ontario Soccer Association or OSA to Ontario Soccer and all occurrences of Canadian Soccer Association or CSA to Canada Soccer. • Name change from Pickering Soccer Club to Pickering FC • Inserted new Club logo
2022	January 28, 2022	As passed at the July 7 2021 SGM, refer to minutes for details <ul style="list-style-type: none"> • Amended the structure of the PFC board impacting the following By Laws: <ul style="list-style-type: none"> ○ 6-1, 6-2, 6-3, 6-8



2023	March 15, 2023	<p>As passed at the March 15, 2023 AAM:</p> <ul style="list-style-type: none">• Changes to comply with the Ontario Not-for-Profit Corporations Act, 2010• Change all references from 'Club' to 'Corporation'• Change all references from 'Annual General Meeting' to 'Annual Meeting'• Change all references from 'Special General Meeting' to 'Special Meeting'• Add a Purpose Section to define the purpose of these By Laws• Add a Definition Section to define terms used within these By Laws• Remove By Law 10-1 Harassment. This is a Policy covered within the Policy manual• Remove By Law 12-1 Residency – no longer an OSA requirement <p>Housekeeping:</p> <ul style="list-style-type: none">• Changed all references from 'By-Law' or 'By-law' to 'By Law'• Changed all references of 'Policies and Procedures' to 'Policies'
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GENERAL

Purpose

These By Laws relate to the general conduct of the affairs of the Pickering Football Club.

Definitions

The following terms have these meanings in these By Laws:

- a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (ONCA)
- b) *Auditor* – includes a partnership of auditors or an auditor that is incorporated appointed by the Members to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
- c) *Board* – the Board of Directors of the Corporation.
- d) *Corporation* – the Pickering Football Club.
- e) *Days* – days including weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By Laws.
- g) *DRSA* – Durham Regional Soccer Association.
- h) *Eligible Voter* – Members entitled to vote pursuant to these By Laws.
- i) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By Laws.
- j) *Ordinary Resolution* – a resolution passed by a majority of the votes cast by Eligible Voters of the Members on that resolution.
- k) *OS* - Ontario Soccer
- l) *Period of Days* - commences on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a weekend or holiday, the period terminates at midnight of the next day that is not a weekend or holiday.
- m) *Special Resolution* – a resolution passed by a majority of not less than two-thirds of the votes cast by Eligible Voters of the Members on that resolution.

Name

The name of the Corporation shall be the Pickering F.C. Inc. hereafter known as 'the Corporation'.

The official variations for the name of the Corporation shall be Pickering Football Club, Pickering FC or PFC.

A Special Resolution is required in order to amend the Name of the Corporation.

Registered Office

The registered office of the Corporation shall be located in the City of Pickering in the Regional Municipality of Durham, in the Province of Ontario.

By majority vote, the Board may change the location within the municipality of Pickering.

Official Colors and Insignia (By Law 1-4) (ONCA 103)

The official primary colors of the Corporation shall be black and grey with secondary colors of green and gold.

The use of the official insignia of the Pickering Football Club and its adaptations shall be limited to the Corporation.

Once adopted, the official colors and insignia cannot be changed again for a three (3)-year period from the time it was adopted.



A Special Resolution is required in order to amend the Official Colors and Insignia of the Corporation.

Affiliations

The Corporation shall be a member of the Durham Region Soccer Association (DRSA) and its governing bodies: Ontario Soccer, Canada Soccer, and F.I.F.A.

The Corporation shall insure compliance with all rules, policies and procedures established by these associations.

Candidates for Regional Office

Members or paid employees of the Corporation wishing to become a candidate for Regional Office Board of Directors must declare their intentions to do so at a meeting of the Board.

The Board shall approve any nomination before it is submitted to the DRSA.

The Board shall only approve candidates for Regional Office who meet the requirements for Regional Office as set out in the DRSA Constitution.

Conduct of Meetings

Unless otherwise specified in these By Laws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

Interpretation

In these By Laws, hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be and vice versa and reference to persons shall include organizations.

Matters Not Covered

Any matter not covered herein shall be judged in accordance with the By Laws and Policies and Procedures of the Corporation's governing bodies including the Ontario Not-for-Profit Corporations Act, 2010.

By Laws

The By Laws of the Corporation shall be available to all Members.

The By Laws of the Corporation shall not be subject to waiver in whole or in part.

The Board or an individual Member may propose amendments to the By Laws of the Corporation.

Notice of proposed By Law amendments must be submitted to the Corporation at least forty-five (45) days prior to the Annual or Special Meeting at which they are to be considered.

At least thirty (30) days' notice of the proposed amendments shall be given to Members in advance of the Annual or Special Meeting at which they are to be considered.

A proposed amendment to become effective must be ratified by Special Resolution. A Member may amend the proposed amendment providing such amendment is ratified by Special Resolution.

Any amendment to the By Laws received by the Corporation following the notice to Members, shall only be put to that meeting via Special Resolution.

By Law amendments are effective from the date of the resolution of the Members.



Policies

Resolutions which define or amplify the By Laws of the Corporation shall be known as the Policies of the Corporation.

The purpose of the Policies is to institute rules governing the Corporation and the conduct of its business, which in the view of the Membership is desirable, although such rules are not part of the Corporation By Laws.

Policies shall be made available to the Members of the Corporation.

The Policies of the Corporation may be amended by the Board, by a majority vote at a Board Meeting.

Notice of any proposed amendments to Policies shall be given to all Directors in advance of the Board meeting at which they are to be considered.

The Policies of the Corporation may also be amended at a Special Meeting by Ordinary Resolution at the meeting.

MEMBERSHIP

Membership

The Corporation has two (2) classes of Members.

Voting Class

- A Member in Good Standing and who has reached the age of eighteen (18) years of age and who is registered within the Corporation in any of the following positions:
 - Players, registered in at least one (1) program in the current or preceding playing season (season defined as Summer or Winter).
 - A parent or guardian who represented a player under the age of eighteen (18) registered in at least one (1) program in the current or preceding playing season (season defined as Summer or Winter).
 - Coaches
 - Volunteers

Non-Voting Class

- An Member in Good Standing who has reached the age of eighteen (18) years of age and who is elected or appointed within the Corporation as a member of the Board or who has been conferred an Honorary membership.

A Special Resolution is required to amend the designation of any class or amend any rights or conditions of any class or amend the number of classes.

Member in 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 OSA and 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 Corporation
- f) Has paid all required membership dues



Members that cease to be in good standing, as determined by the Corporation, will not be entitled to vote or be entitled to the benefits and privileges of membership until such time as the Corporation is satisfied that the Member has met the definition of Good Standing.

Supreme Authority

The Voting Class Membership shall constitute the Supreme Authority of the Corporation.

They shall direct the affairs of the Corporation and shall retain all rights and privileges not specifically assigned to the Board, the Executive Committee, the President or any other Officer of the Corporation.

Membership Rights

The Membership shall be accorded the following rights:

- To be governed in accordance with the Act, OSA, DRSA and Corporation's published rules
- To participate in Corporation programs
- To submit and discuss proposals
- To propose changes to the Corporation's By Laws and Policies
- As an Eligible Voter, to be able to vote at Annual and Special Meetings of the Corporation.

Registration Fees

The registration fees of the Corporation shall be established by the Board.

Registration fees shall be assessed to each Member who is a Registered Player.

Honorary Members

The Board may confer an honorary membership upon an organization or a person for a period of time, meeting the criteria as set out in the Corporation's Policy Manual.

Honorary Members are afforded all rights of membership except voting rights.

There shall be no dues or fees assessed to an Honorary Member of the Corporation.

Transfer of Membership

A membership in the Corporation shall under no circumstances be transferable to any individual or organization.

A Special Resolution is required in order to amend the provisions respecting transfer.

Discipline of a Member

A Member may be fined, censured, suspended or expelled from membership for cause after charges have been laid and a hearing has been held in accordance with the Corporation's Published Rules and Regulations. An individual whose membership has been suspended loses all rights of membership until the suspension has been terminated.

Any member, who infringes the Articles or Rules of the Corporation or brings the Corporation into disrepute, may be reprimanded, suspended or expelled from the Corporation after a hearing by the Board of Directors of the Corporation at which the member is entitled to attend and speak on his own behalf.

Discipline for a Member whether as a player, team, team official and/or their spectators for game infractions, shall be governed in accordance with the Rules, Policies and Procedures of the Corporation and its Governing Bodies (Rules and Regulations).



Termination of Membership

Membership in the Corporation shall be deemed to have been terminated:

- When the Member submits a signed letter of resignation to the Corporation
- When the Member is expelled by the Corporation
 - By majority vote of the Board at a duly called meeting, provided fifteen (15) days' notice is given to the Member.
 - Notice will set out the reasons for termination of membership.
 - The Member will be entitled to be heard. The written submission opposing the termination will be reviewed by the Board not less than five (5) days before the termination of membership becomes effective.
- If the Member fails to renew his membership
- When the Member dies
- Following dissolution of the Corporation

Upon termination of membership for any reason, all rights and benefits of membership will cease effect immediately.

Dispute Resolution

The Corporation shall adhere to the Dispute Resolution process as published and approved by the DRSA and its Governing Bodies.

Any Member of the Corporation may initiate the Dispute Resolution process by communicating in writing with the OSA with a copy to the Corporation and the DRSA.

Any Member directly affected by the decision of the Corporation may appeal such decision, except as stipulated in the By Laws.

A Member may not appeal a decision made by the Board regarding the appointment of an individual to any coach or administrator position within the Corporation except where the selection process outlined in the policies and procedures has not been followed.

A Member may not appeal a decision regarding a player's assignment on any team.

MEETINGS OF MEMBERS

Annual Meeting of the Members

The Annual Meeting of the Corporation shall be held no later than fifteen (15) months from the last Annual Meeting and within six (6) months of the close of the fiscal year.

The Board shall determine the date, time and place of the Annual Meeting and notification shall be published at least fifteen (15) days and not more than fifty (50) days prior to the Annual Meeting.

- Notification of the Annual Meeting shall be sent to Members as set by the record date
- The deadline for proxy submission must be included in the notice calling the meeting

Twenty-five (25) Eligible Voters present or by proxy will constitute a quorum.

If a quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

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

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



Order of business at the Annual Meeting shall be:

- Establishment of quorum
- Approval of the agenda
- Period of Remembrance
- Awards and introduction of guest(s)
- Approval of the Minutes of the previous Annual Meeting
- President's Address
- Executive Director's Address
- Auditor's Report
- Appointment of Auditors
- Business as specified in the meeting notice
- Proposed Amendments to the Corporation's By Laws
- Election of Directors
- Adjournment

The Chair may, at their discretion, introduce any special business for discussion after the approval of the minutes of the previous Annual Meeting.

The Corporation shall keep a copy of every resolution with the minutes of the annual meeting.

Special Meeting of the Members

Special Meetings must be called by the President whenever

- The President is requested to do so by a two-third (2/3) majority of the Board, or
- A written petition is signed by at least fifty (50) Voting Class Members of the Corporation.
 - The requisition must state the business to be transacted at the meeting and must be sent to each Director and to the registered office of the Corporation.

Special Meetings must be held within twenty-one (21) days of the date that the request was approved or petition received. If not, any Member who signed the requisition may call the meeting.

On receiving a requisition, the Directors shall call a Special Meeting to transact the business stated in the requisition unless,

- (a) A record date has already been fixed, or
- (b) The Directors have already called a meeting of the members and have given notice of the meeting

Fifteen (15) days written notice of any Special Meetings must be given to all Members—indicating the time, place and purpose of the meeting.

- Notice of the Special Meeting shall be sent to Members as set by the record date and published on the Corporation's website.
- The deadline for proxy submission must be included in the notice calling the meeting

Twenty-five (25) Eligible Voters present or by proxy will constitute a quorum.

If a quorum is present at the opening of a Special Meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

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

At Special Meetings only the business specified in the notice of meeting can be discussed.

The Corporation shall keep a copy of every resolution with the minutes of the Special Meetings.

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



Record Date

The record date fixed by the Board will determine the Members entitled to receive notice of a meeting of the members and determine the Members entitled to vote at the meeting.

The date will be no more fifty (50) days prior to the meeting.

Special Business

All business transacted at a Special Meeting and all business transacted at an Annual Meeting is Special Business except for the following:

- a) Consideration of the financial statements.
- b) Consideration of the audit report.
- c) Election of Directors.
- d) Reappointment of the incumbent auditor

Notice of a meeting at which Special Business is to be transacted must state the

- a) Nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
- b) Text of any Special Resolution to be submitted to the meeting.

Voting by Membership

Voting Class Members shall be eligible to vote (Eligible Voter) or be represented by a Proxy at Annual and Special Meetings.

An Eligible Voter shall be given a single vote on any motion.

In the event of any dispute concerning eligibility to vote, voting rights or the allocation of votes, such dispute shall be resolved by the Secretary of the Corporation.

- Any such resolution shall be considered valid and binding upon all affected persons

Except for the election of the Board, voting at Annual or Special Meetings shall be by open vote, however a Member may request a ballot either before or after any vote.

Unless a ballot is requested, an entry in the minutes of a meeting to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favor of or against the resolution.

At the beginning of each meeting, the Chair may appoint one or more Scrutineers who will be responsible for ensuring that votes are properly cast and counted.

Proxies

An Eligible Voter may appoint a Proxy. The Proxyholder must be eighteen (18) years of age or older.

- The Eligible Voter must complete the Proxy form and submit it to the Corporation at least forty-eight (48) hours prior to the meeting.
 - A Proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.
- A Member may revoke a Proxy
 - The revocation must be received at the registered office of the Corporation at any time up to and including the last business day before the day of the meeting

A Proxy has the same right to speak and to vote at an Annual or Special Meeting as the Member they represent.



Majority

Unless otherwise provided in the By Laws, all matters to be determined by the Members shall be by Ordinary Resolution.

Participation/ Holding Member Meetings by Electronic Means

The Directors, may determine that a member meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

Voting by telephonic or electronic means may be used only if,

- (a) Votes may be verified as having been made by Eligible Voters, and
- (b) The Corporation is not able to identify how each Eligible Voter voted.

Waiver of Notice

Any person who is entitled to notice of an Annual or Special Meeting 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.

Member's Right to Submit and Discuss Proposals

An Eligible Voter at an Annual Meeting may,

- a) give the Corporation notice of any matter that the Member proposes to raise at the meeting, referred to as a "proposal"; and
- b) discuss at the meeting any matter with respect to which the Member would have been entitled to submit a proposal.

The Corporation shall include the proposal in the notice of meeting.

The Member who submitted the proposal shall pay any cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented.

The Corporation is not required to comply with the request if,

- a) the proposal is not submitted to the Corporation at least sixty (60 days) before the date of the meeting;
- b) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the corporation or its Directors, Officers, Members or debt obligation holders;
- c) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation;
- d) not more than two years before the receipt of the proposal, the Member failed to present in person or by proxy at a meeting of the members, a proposal that had been included in a notice of meeting at the Member's request;
- e) substantially the same proposal was submitted to Members in a notice of a meeting of the members held not more than two years before the receipt of the proposal and the proposal was defeated; or
- f) the rights are being abused to secure publicity.

If the Corporation refuses to include a proposal in a notice of meeting, it shall, within ten (10) days after the day on which it receives the proposal, notify the Member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal.

Adjournment (New) (ONCA 55)

By Ordinary Resolution and quorum ascertained, the Members may adjourn a meeting and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. Any business



may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

GOVERNANCE

Board of Directors

The business of the Corporation shall be conducted by a Board of Directors. The Board of Directors shall be the governing body of the Corporation.

The Board shall consist of:

- a) The President
- b) The Immediate Past President
- c) The Vice President
- d) The Treasurer
- e) The Secretary
- f) Another four (4) Directors at Large
 - Recreational, All Abilities, and Community
 - Grassroots, Competitive, and High Performance
 - Marketing and Sponsorship
 - Facility and Strategy

A Director may hold more than one position.

The designated Officers of the Corporation will be comprised of the following:

- a) President
- b) Vice President
- c) Treasurer
- d) Secretary

Qualifications

All Candidates for Board positions do not need be from the Membership of the Corporation.

The following individuals are disqualified from being a Director of the Corporation:

- A person who is under eighteen (18) years of age
- A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property
- A person who has been found to be incapable by any court in Canada or elsewhere
- A person who has a status of bankrupt

A paid employee of the Corporation may not hold a position on the Board.

A Director may not hold simultaneously a position of director, employee, or contractor of another organization with which the organization has an ongoing relationship.

A candidate for the position of President must also have served as a member of the Board within the previous two years,

- Should no qualified candidate be available, the Membership may choose a candidate

A candidate for the position of Treasurer must be bonded and also possess the necessary accounting knowledge, skills and experience to manage the books of the Corporation

- Should no such qualified candidate be available, the Membership may choose a candidate
- In such an eventuality, a qualified bookkeeper shall be hired by the Board to assist in the performance of the required duties



Duties of the Board

The President shall:

- a) Be the chief executive officer of the Corporation
- b) Preside at all meetings of the Corporation
- c) Act as spokesman for the Corporation
- d) Chair the Executive Committee
- e) Have other such duties as prescribed by the Board

The Immediate Past President shall:

- a) Advise the President on all matters relating to the governance of the Corporation
- b) Be an advisor to the Executive Committee

The Vice President shall:

- a) Be the senior Director of the Corporation below the President
- b) Preside at all meetings of the Corporation in the absence of the President
- c) Be responsible for the management of facilities
- d) Be a member of the Executive Committee
- e) Have such other duties as prescribed by the Board

The Treasurer shall:

- a) Be a member of the Executive Committee
- b) Prepare a budget, which shall be presented and approved by the Board and be responsible for overseeing its prudent administration
- c) Keep full and accurate accounts of the receipts and disbursements in books belonging to the Corporation
- d) Direct the deposit of all monies and other valuables in the name and to the credit of the Corporation, in such depositories as may be designated by the Board
- e) Disburse the funds of the Corporation as may be ordered by the Board, and render to the Board, a financial statement at least monthly, or as required by the Board
- f) Ensure that all accounts are paid by cheque/ electronic funds transfers/bill payment
- g) Be a signatory together with one other appointed signatory. In the event that the Treasurer is unavailable or has declared a conflict, the two other appointed signatories may disburse funds with the knowledge of the Treasurer
- h) Be the custodian of the deposit and receipt books of the Corporation, and shall produce such books, properly balanced, at all meetings of the Corporation
- i) Have copies of current financial statement and auditor's reports for Members at the Annual Meeting
- j) Be bondable
- k) Have such other duties as prescribed by the Board

The Secretary shall:

- a) Give notice of all meetings of the Corporation to persons entitled thereto
- b) Be a member of the Executive Committee
- c) Attend all meetings of the Board and the Executive Committee and all Annual and Special Meetings of the Corporation and shall keep minutes of all such meetings
- d) Be the custodian of the Corporation's Minute books and correspondence files
- e) Have such other duties as prescribed by the Board

Directors At Large shall have such duties as defined in the Corporation's Policies and Procedures as well as those prescribed by the Board.

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.

Every Director shall comply with the Corporation's Articles and By Laws.



Reasonable Diligence Defense

A Director is not liable and has complied with his or her duties if the Director exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances, including reliance in good faith on,

- a) Financial statements of the Corporation represented to them by an Officer of the Corporation or in a report of the Auditor of the Corporation to present fairly the financial position of the Corporation in accordance with generally accepted accounting principles;
- b) An interim or other financial report of the Corporation represented to them by an Officer of the Corporation to present fairly the financial position of the Corporation in accordance with generally accepted accounting principles;
- c) A report or advice of an Officer or Employee of the Corporation, if it is reasonable in the circumstances to rely on the report or advice; or
- d) A report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by them.

Directors to be Elected

The Directors shall be elected at Annual Meetings for terms of two years.

The following Directors shall be elected at Annual Meetings held in even numbered years:

- President; Treasurer; Director Recreational, All Abilities, and Community; Director Marketing and Strategy

The following Directors shall be elected at Annual Meetings held in odd numbered years:

- Vice President; Secretary; Director Grassroots, Competitive, and High Performance; Director, Facility and Strategy

An Ordinary Resolution is required to amend the term of each position provided the term is not less than one (1) year and no more than four (4) years. A decrease shall not shorten the term of an incumbent Director.

Nominations for Board of Directors

Each Director to be elected must be nominated by a Member in Good Standing who shall forward the nomination to the Nominations and Elections Chairman.

Nominations shall remain open up to and including the Annual Meeting.

Nominations for open positions shall be held in the order of the positions listed in the By Laws.

Elections of the Board of Directors

The directors of the Board shall be elected by Ordinary Resolution at the Annual Meeting.

An Eligible Voter shall be given a single vote on any election.

Elections for open positions shall be held in the order of the positions listed in the By Laws.

The Nomination Committee Chair or appointed Scrutineer shall supervise the nominations and elections of the Board.

The election of the Board shall take place by secret ballot.

In the event only one candidate is nominated, a vote is still required.

In the event no candidate receives a majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.



If Directors are not elected at a meeting of the members, the incumbent Directors continue in office until their successors are elected.

If a meeting of the members fails to elect the minimum number of Directors required by the articles, the Directors elected at that meeting may exercise all the powers of the Directors if the number of Directors so elected constitutes a quorum.

A person who is elected or appointed to hold office as a Director is not a director and is deemed not to have been elected or appointed to hold office as a director, unless the person consents in writing to hold office before or within ten (10) days after the election or appointment. If a person consents after the period the election or appointment is valid. Written consent does not apply to a Director who is re-elected or re-appointed where there is no break in the term of office.

Dismissal of a Director

No Director shall be removed for arbitrary reasons.

A Director may be removed if unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

- If they become incapable of performing the business of the Corporation
- If they are absent from two or more consecutive meetings of the Board without satisfactory reason
- If they become or are discovered to not possess the Qualifications outlined in the By Laws.

A Director may be removed if they have compromised the integrity of the Corporation due to, but not limited to, any of the following reasons:

- found guilty of an offence under the Harassment Policy of Ontario Soccer
- found guilty of an offence involving violence under the Club's Discipline Policy
- failed to properly account for monies or other property belonging to the Corporation
- found guilty of a criminal offence

A Director may be removed from office for good and sufficient cause by a two-third (2/3) majority vote of the Board of Directors provided notice to remove the Director has been given to all Directors.

A Director may be removed from office for good and sufficient cause by Special Resolution at an Annual or Special General Meeting provided notice to remove the Director has been given to the membership.

A Director is entitled to give the Corporation a statement giving reasons for opposing removal if a meeting of the members is called for the purposes of removing the Director. The statement is to be immediately given to the Members by the Corporation.

Director Vacancy

A Director ceases to hold office when the Director dies, resigns, is removed pursuant to the By Laws or becomes disqualified pursuant to the By Laws.

A Director has the right to resign the position by submitting a signed letter of resignation to the Board. The resignation becomes effective at the time the resignation is received or at the time specified in the resignation, whichever is later.

A vacancy created by the removal of a Director may be filled via secret ballot by majority vote of a quorum of Directors. The Immediate Past-President or the President shall act as the scrutinizer for such a vote.

- A vacancy, which may occur to the Office of President, shall be filled by a candidate chosen from among the Directors

If there is not a quorum of Directors, the Directors shall without delay call a Special Meeting of the members to fill the vacancy and if they fail to call the meeting, the meeting may be called by the



Members.

A Director appointed or elected to fill a vacancy holds office for the unexpired term of the Director's predecessor.

Meetings of the Board

Meetings of the Board shall be held on a monthly basis with a minimum of 10 per year; and, as prescribed by the President.

Notice by email for all Board Meetings shall be given at least one (1) week prior to the meetings.

A majority of the Directors shall form a Quorum at all meetings.

The President shall preside at all Board Meetings as Chair and he shall have a casting vote only.

The Vice President shall preside as Chair at all Board Meetings in the President's absence.

The Secretary shall be responsible for the recording of the minutes of the Board Meetings.

Any Director present shall be allowed to cast a vote on any motion before the Board, unless in conflict of interest. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. No Director shall act for an absent Director at a meeting of the Board.

A majority of the votes cast by the Directors present at a meeting of the Board shall be required to pass a motion, except where a greater majority is required as defined by the By Laws.

Special Meetings of the Board

Special Meetings of the Board of Directors may be called by the President, at his discretion.

The President must call special Meetings of the Board of Directors, if he is requested to do so in writing by resolution of the Board.

Special Meetings of the Board must be held within fifteen (15) days of a request being approved.

Seven (7) days written notice of a Special Meeting of the Board must be given to all Members of the Board indicating the time, place and purpose of the meeting.

The President will be the Chair of all Special Meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will determine the Chair of the meeting.

Each Director, except the Chair of the meeting, is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favor of the resolution. In the event of a tie, the Chair of the meeting shall vote to decide the issue.

No Director shall act for an absent Director at a meeting of the Board.

Regional Meetings

The President or his designate shall be the chief delegate at all Regional Meetings. Corporation's votes at Regional Meetings shall be cast in accordance with the direction given by the Board.



Participation at a Board Meeting by Electronic Means

A Director may, if all the Directors consent, participate in a meeting by telephonic or electronic means that permits all participants to communicate adequately with each other. A Director so participating is deemed to be present at the meeting

Resolutions

A resolution signed by all Directors entitled to vote on that resolution in a meeting of Directors is as valid as if it had been passed at a meeting of Directors.

All resolutions are to be kept with the minutes of the meetings of the Directors.

Unless a ballot is demanded, an entry in the minutes of a meeting of the Directors to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Consent of Director at a Board Meeting

A Director who is present at a meeting of the Directors or of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless,

- a) The Director's dissent is entered in the minutes of the meeting;
- b) The Director requests that the dissent be entered in the minutes of the meeting;
- c) The Director gives the dissent to the Secretary of the meeting before the meeting is terminated; or
- d) The Director submits the dissent to the Corporation immediately after the meeting is terminated

A Director who votes for or consents to a resolution is not entitled to dissent.

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Director,

- a) causes their dissent to be placed with the minutes of the meeting; or
- b) submits their dissent to the Corporation

Conflict of Interest

A Director of a Corporation who,

- a) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
- b) is a Director or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation

shall disclose to the Corporation or request to have entered in the minutes of Meetings of the Directors the nature and extent of their interest.

The Director shall not attend any part of a Meeting of the Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.

If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

If all of the Directors are required to make disclosure, the contract or transaction may be approved only by the Members.

The Corporation shall adhere to the Conflict of Interest guidelines of the DRSA and the OSA.



COMMITTEES

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.

Standing Committee Chairs

As required, the Board will appoint Chairs of the Standing Committees to serve terms as defined by the Board.

Delegation to Committees

The Directors may not delegate the following powers to any Committee

- a) To submit to the Members any question or matter requiring approval of the Members
- b) To fill a vacancy among the Directors or in the position of an Auditor
- c) To appoint additional Directors
- d) To issue debt obligations except as authorized by the Directors
- e) To approve any financial statements
- f) To establish contributions to be made or dues to be paid by Members

Executive Committee

The Executive Committee shall be responsible for the efficient operation of the Corporation in accordance with By Laws and Policies and carry out the wishes of the Board and shall recommend changes felt to be beneficial to the Corporation.

The Executive Committee shall consist of:

- a) The President
- b) The Immediate Past President
- c) The Vice President
- d) The Treasurer
- e) The Secretary

Nominations Committee

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

Special Committees

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

Removal

Except for the Executive Committee pursuant to the By Laws, the Board may remove any member of any committee or any committee by way of Ordinary Resolution.

Debts

Except for the Executive Committee pursuant to the By Laws, no committee will have the authority to incur debts in the name of the Corporation.



FINANCE & MANAGEMENT

Fiscal Year

The fiscal year of the Corporation shall begin on the first (1st) day of October and end on the thirtieth (30th) day of September each year.

Financial Audit/ Auditors

An Auditor or firm of Auditors shall be appointed by Ordinary Resolution at each Annual Meeting.

An Auditor is entitled to attend every meeting of the members at the expense of the Corporation and to be heard on matters relating to the Auditor's duties.

The Directors shall approve the audited financial statements. The approval of the Directors must be evidenced by the signature of two (2) or more Directors.

The approved financial statements and the audit report shall be available to the Membership of the Corporation prior to the Annual Meeting and presented for approval by the Membership at that meeting.

Not less than twenty-one (21) days before each Annual Meeting, the Corporation shall give a copy of the approved financial statements and audit report to any Member who has informed the Corporation that they wish to receive a copy of those documents.

Banking

The Executive Committee may by majority vote open bank accounts and sign whatever documents are required for the purpose with any Chartered Bank, Trust Company or Credit Union in Canada.

Bank Accounts

All funds of the Corporation shall be deposited in a Chartered Bank, Trust Company or Credit Union in Canada in the same drafts, cheques, bills or cash in which they were received and all disbursements on account shall be made by cheque/electronic funds transfer/bill payment on such bank.

Signing Officers

At least three Members from the Executive Committee, one being the Treasurer, shall be appointed signatories of the Corporation, as granted by resolution of the Board. All disbursements from accounts shall require at least 2 authorized signatures. One must be that of the Treasurer except in the event of a conflict of interest or absence.

Members of the same family cannot be appointed as signatories for the Corporation.

Budget Approval

The Board must approve budgets as follows:

- Winter (indoor) program budgets by August 31st of each year
- Summer (outdoor) program budgets by October 31st of each year

In order for a budget to be considered for approval it must be in the recognized format containing the following information:

- "Actuals" from the previous year and,
- Market comparisons.



Budget Revisions

No change may be made in the Budget approved by the Board, nor shall any specific budgetary allotment be over expended by more than 10% of the budgetary amount, nor any transfer of funds between specific allotments be made without approval by a two thirds (2/3) majority vote of the Board. A substantive increase in membership over the budgeted membership numbers shall increase all budget numbers on a pro-rata basis.

Borrowing

The Board may borrow on the credit of the Corporation, such borrowing to be confirmed in accordance with the province of Ontario and shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Corporation shall not be limited if it borrows on the security of Corporation property.

No borrowing is effective until it has been confirmed by Special Resolution.

The Board may, by majority vote authorize a Director to make arrangements about the money borrowed or to be borrowed, including the power to negotiate or vary the terms and conditions of the loan including the method of payment or security.

This By Law shall remain in force and be binding upon the Corporation as regards to any party acting on the faith thereof, until a copy, certified by the Secretary, of a By Law repealing or replacing this By Law shall have been received by such party and duly acknowledged in writing.

The Facilities Fund will be used for any facility improvement or acquisition by the Corporation.

- Any purchase under \$150,000 using these funds shall require approval of 2/3 of the Board.
- Any purchase over \$150,000 must be approved by Ordinary Resolution
- Purchase of an asset in whole or in part (including the full lease obligation) exceeding 20% of the Corporation's operating budget which will, or has the potential to, indebted the Corporation shall require the approval by Ordinary Resolution
 - Intent to purchase an asset shall be clearly stated as an agenda item for the member meeting at which it will be discussed and it shall be included in the notice sent to the Membership
- Disposal of all or part of an asset held by the Corporation whose market value exceeds 20% of the operating budget for the current year, shall require the approval of 2/3 of the Board
 - Prior notice of intent to dispose of an asset shall be clearly stated as an agenda item for the Board Meeting at which it will be discussed and it must be included in the notice sent to the Directors for the meeting

Remuneration of Directors, Officers and Employees

The Board may fix the remuneration of the Directors and employees of the Corporation.

A Director or a Member of a Corporation may receive reasonable remuneration and expenses for any services to the Corporation that they perform in any other capacity.

CORPORATION RECORDS

The Corporation shall prepare and maintain records containing,

- a) the Corporation's Articles and By Laws, and amendments to them;
- 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 and of 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;



- i) accounting records adequate to enable the directors to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis

The corporation shall keep at its Registered Office the consents to act as a director of each individual who is elected or appointed a director of the Corporation.

Subject to any other Act or rule of a taxing authority that requires a longer retention period, the Corporation shall retain the accounting records for seven (7) years.

All registers and other records required by or under the Act to be prepared and maintained by the Corporation may be in any form, provided that the records are capable of being reproduced in intelligible written form within a reasonable time.

The Corporation and its agents shall take reasonable precautions to prevent the loss or destruction of the registers and other records required by or under the Act, to prevent the falsification of entries in those registers and records and to facilitate the detection and correction of inaccuracies in them.

RESOLUTIONS AND PUBLIC PRONOUNCEMENTS

Only the President or in his absence the Vice-President may issue Resolutions and Public Pronouncements.

All resolutions to be considered for public pronouncement shall be designed to promote the purposes and objectives of the Corporation.

If the Executive Committee considers it in the best interest of the Members, it may make public pronouncements on other matters as it deems advisable from time to time.

- Such public pronouncements shall be recorded and filed with the Board at their next meeting following the making of such pronouncements.

Public pronouncements adopted pursuant of the preceding sections expire two (2) years from the date of their adoption unless rescinded by Ordinary Resolution at an annual or special meeting.

The Board must approve resolutions submitted to the DRSA.

DISSOLUTION

The Corporation must be dissolved in accordance with the Act.

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

INDEMNIFICATION

Hold Harmless Agreement

The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a



result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

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

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

Insurance

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

FUNDAMENTAL CHANGES

A Special Resolution of the Members is required to make the following fundamental changes to the Articles of the Corporation.

- 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 class or group 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;
- m) Add, change or remove any other provision that is permitted by the Act.