

By-law of WOODBIDGE SOCCER CLUB

Approved: ____, 2026

1. General

1.1 Name

The name of the corporation is **Woodbridge Soccer Club** (the “Club”). The Club may use **Woodbridge Strikers** and **Woodbridge F.C.** as trade names for its competitive divisions, as approved by the Board.

1.2 Objects and Purposes

The Club shall be carried on without the purpose of gain for its Members, and any profits or other accretions to the Club shall be used solely to further the Club’s objects.

The Club’s purposes include:

- a. To promote, develop, organize, govern, administer and encourage participation in the sport of soccer and its growth and development in the City of Vaughan, of the Regional Municipality of York, for players of all ages, abilities and backgrounds;
- b. To establish, operate and administer soccer programs, including house league, recreational, developmental and competitive programs, and to organize and conduct practices, games, leagues, tournaments, camps, clinics, and other soccer-related events and activities;
- c. To foster among players, coaches, officials, volunteers and members the values of fair play, respect, teamwork, healthy physical activity and personal development through participation in soccer;
- d. To recruit, train, develop, evaluate, certify (in cooperation with its applicable governing bodies) and support coaches, referees, officials and volunteers in the sport of soccer;
- e. To affiliate with and represent its members in dealings with Ontario Soccer, Canada Soccer, any applicable district, regional, provincial and national soccer association and governing organizations, and other sport governing bodies as determined by the Board, and to comply with the rules, policies and regulations of those bodies as a condition of affiliation;
- f. To acquire, lease, hold, maintain, improve and use playing fields, equipment, facilities and other property necessary or useful for the activities of the Club;
- g. To receive and maintain funds and to apply such funds, together with the income from them, in furtherance of the foregoing purposes, including by collecting membership and registration fees, applying for grants, accepting sponsorships and donations, and conducting fundraising activities; and
- h. To do all such other lawful activities as are incidental or conducive to the attainment of the foregoing purposes.

1.3 Head Office

The registered office or principal office of the Club shall be in Ontario, and the Board may determine the specific location from time to time.

1.4 Affiliation

The Club shall maintain affiliations as set out in Section 1.2(e) of the By-laws.

1.5 Definitions

In this By-law, unless the context otherwise requires:

- a) **“Act”** means the **Ontario Not-for-Profit Corporations Act, 2010**, together with the regulations made under it, as amended or re-enacted from time to time;
- b) **“Articles”** means the articles of incorporation, articles of amendment, articles of continuance, articles of amalgamation, restated articles, articles of arrangement, articles of dissolution, articles of revival, letters patent, supplementary letters patent, or special act of the Club, as applicable;
- c) **“Board”** means the board of directors of the Club;
- d) **“By-laws”** means this by-law (including any schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e) **“Director”** means a member of the Board;
- f) **“Executive Committee”** means a committee headed by an Executive of the Club;
- g) **“Executive Director”** means a Director of the Club that also holds the office of either the President, Vice-President, Secretary or Treasurer of the Club;
- h) **“Executive”** means an individual elected or appointed by the Members to hold the office of either President, Vice-President, Secretary or Treasurer of the Club;
- i) **“Member”** means a member of the Club in any class established under this By-law;
- j) **“Members”** means the collective membership of the Club;
- k) **“Officer”** means an officer of the Club as described in Section 10.1;
- l) **“Ordinary Resolution”** means a resolution that is passed, with or without amendment, by at least a majority of the votes cast in favor of that resolution by those Members entitled to vote at all meetings of Members;
- m) **“Person”** means an individual and a natural person in their capacity as trustee, executor, administrator or other legal representative;
- n) **“Special Resolution”** means a resolution that is passed, with or without amendment, by at least two-thirds of the votes cast in favor of that resolution, or such higher

threshold as may be required by the Act or the Articles, by those Members entitled to vote at all meetings of Members; and

- o) **“Telephonic or Electronic Means”** means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer, or computer networks.

1.6 Interpretation

Other than as specified in Section 1.5, all terms contained in the By-laws that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.7 Severability and Precedence

The invalidity or unenforceability of any provision of the By-laws shall not affect the validity or enforceability of the remaining provisions of the By-laws. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.8 Conduct of Meeting

Other than as may be set out in any By-laws or as the Board may reasonably determine, all meetings of the Club shall be conducted in accordance with the latest version of Roberts Rules of Order, as they apply.

2. Membership

2.1 Membership Classes

Membership in the Club shall consist of two classes of Members, namely, Voting Members and Non-Voting Members. The Board may, by resolution, approve the admission of the Members of the Club, subject to:

- a) completion of such application or registration process as the Board may prescribe;
- b) payment of applicable fees or dues;
- c) satisfaction of any eligibility requirements approved by the Board; and
- d) acceptance by the Club in accordance with Board-approved policies

Members may also be admitted in such other manner as may be prescribed by the Board by resolution.

2.2 Voting Members

All Voting Members shall have one (1) vote each per ballot and shall include all individuals who are over eighteen (18) years of age, and any one of the following:

- a) Directors of the Board of the Club;
- b) Executives of the Executive Committee of the Club;
- c) Life Members – individuals who have been appointed by the Executive Committee for life in recognition of extraordinary contribution to the Club. Such appointments may be made at any time and at the sole discretion of the Executive Committee. Life members are exempt from any registration fees or dues;
- d) Honorary Members – individuals who have been designated by the Executive Committee to be an Honorary Member for a specific period of time for distinguished service or other special recognition. Honorary Members are exempt from any registration fees or dues;
- e) Any individual who is registered with the Club as a player, coach, assistant coach, manager, trainer or referee; and
- f) Any other Person as admitted to voting membership by resolution of the Board of Directors.

Where a Member is under eighteen (18) years of age, any voting rights attached to that membership shall be exercised by that Member's parent or legal guardian, who registered the Member, and such parent or legal guardian will be deemed to be the Voting Member for the purposes of the Act and the By-laws. A parent or legal guardian representing more than one Member, that is under eighteen (18) years of age, may cast one (1) vote for each such Member. If more than one (1) parent or legal guardian representing a Member shall cast a conflicting vote, then the parent or legal guardian's vote shall not be counted.

2.3 Non-Voting Members

All Non-Voting Members shall include any one of the following:

- a) An individual who is registered with the Club as a player, coach, trainer, or referee and is under eighteen (18) years of age;
- b) An individual who receives remuneration from the Club, including employees, coaches, trainers, referees, and staff.
- c) Any other class designated by the Board as non-voting, subject to the Act and the Articles.

This class of Members shall have the right to attend and speak at a meeting of Members, but is not entitled to vote. Non-voting Members are not counted for quorum.

2.4 Eligibility for Membership in the Club

Membership in the Club is not automatic and is not a right of any Person. Except for Directors, Executives, Life Members and Honorary Members, membership in the Club shall be available only to those who have applied for membership into the Club in accordance with the provisions of the Articles, By-laws, and the policies and procedures of the Club, who meet the conditions set out.

2.5 Admission of Members

Any individual will be admitted or renewed as a Member if:

- a) The individual makes an application for membership in a manner prescribed by the Club and must be accompanied by the required membership fee;
- b) The individual was previously a Member in good standing when the individual ceased to be a Member;
- c) The individual has paid fees as prescribed by the Club;
- d) The individual agrees to uphold and comply with the Club's governing documents (the Articles, By-laws, policies, and procedures);
- e) The individual meets any other condition of membership determined by the Executive Committee or the Board; and
- f) The individual has met the applicable definition listed in Sections 2.2 and 2.3.

Notwithstanding an individual may hold more than one position or office with the Club, such individual shall be deemed to hold only one (1) membership in the Club and shall be entitled to only one (1) vote at a membership meeting. The new Voting Member and Non-Voting Member shall acquire membership rights and duties as soon as it has been admitted. All new Voting Members are eligible to vote with immediate effect.

2.6 Compliance

As a condition for Membership, a Member must comply with the Club's policies and procedures, as may be modified or updated at the discretion of the Executive Committee. Failure to comply with the Club's policies and procedures may result in discipline, suspension or termination of membership.

Any Member, who infringes the Articles, By-Laws, rules or regulations of the Club or brings the Club into disrepute, may be reprimanded, suspended or expelled from the Club according to the Discipline, Section 3.1.

A Member is in good standing if the Member:

- a) Has paid all required dues, fees, levies, and fines when due;
- b) Remains eligible within the applicable membership class;
- c) Is not suspended; and
- d) Is otherwise in compliance with the Club's governing documents and applicable policies.

2.7 Membership Transfer

Membership is personal to the Member and is not transferable.

2.8 Membership Term

The term of membership for all Members (save and except for Directors, Executives, Life-Member and Honorary Members) shall be for a period of time that is twelve (12) months or less (depending on the dates of application and acceptance) from acceptance into membership and ending automatically on September 30th of the given year or when the Membership is deemed to have been terminated.

The term of a Director or Executive shall be determined as set out in Section 7.4 of this By-law.

The term of an Honorary Member shall be such term as determined by the Board.

The term of a Life Member shall terminate on the death of such Member.

2.9 Dues and Fees

The Board may establish dues, fees, and deadlines for payment for each membership class.

3. Discipline, Suspension, and Termination of Membership

3.1 Discipline

A Member may be reprimanded, suspended, or expelled for cause in accordance with the Club's policies and procedures, provided that the Member is given fair notice of the allegations and an opportunity to be heard.

3.2 Suspension

A suspended Member loses the rights of membership for the period of suspension, including voting rights, unless otherwise determined by the decision-maker or required by law.

A Member may resign during a disciplinary investigation or action of the Club; however, notwithstanding such resignation, the Club may proceed with the disciplinary investigation or action or make a finding against the Member, which will have to be addressed and complied with before the resigned Member may be reinstated in the Club.

3.3 Expulsion

A Voting or Non-Voting Member may be expelled if:

- a) he/she fails to fulfill its financial obligations to the Club;
- b) he/she seriously and/or repeatedly violates the By-laws, rules and regulations, codes of conduct, policies or decisions of the Club or any other regulations that may apply;

- c) the Member is convicted of a criminal offence under the Criminal Code of Canada or any other domestic or international criminal statute; and
- d) for any other reason that the Board determines, acting in good faith and in a fair and reasonable manner, that the Member's conduct is detrimental to the purposes or reputation of the Club.

3.4 Process for Suspending and Expelling a Member

If the Board determines that a Member should be suspended or expelled from the Club, the Chair of the Board, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' written notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair of the Board, or such other Officer as may be designated by the Board, in response to the notice received within such fifteen (15) day period. If no written submissions are received from such Member by the Chair of the Board, or such other Officer as may be designated by the Board, the Club may proceed to notify the Member is suspended or expelled from the Club. If written submissions from the subject Member are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

3.5 Termination of Membership

Membership shall terminate when:

- a) The Member resigns in writing;
- b) The membership term expires and is not renewed;
- c) The Member ceases to meet the qualifications for the membership class;
- d) The Member is expelled or the membership is terminated in accordance with this By-law or Club policy;
- e) The Member dies; or
- f) The Club is dissolved.

4. Members' Meetings

4.1 Annual Meeting

The Club shall hold an annual meeting of Members within six (6) months of the Club's fiscal year-end on a day at a place in Ontario fixed by the Board.

Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report, as applicable, and other financial information required by the By-laws or Articles.

The business transacted at the annual meeting shall include:

- a) Receipt of the agenda;
- b) Receipt of the minutes of the previous annual and subsequent special meetings;
- c) Consideration of the financial statements;
- d) Report of the auditor or Person who has been appointed to conduct a review engagement;
- e) Reappointment or new appointment of the auditor or a Person to conduct a review engagement for the coming year;
- f) Election of Directors;
- g) Election of Executives for the Executive Committee; and
- h) Such other or special business as may be set out in the notice of meeting;

No other item of business shall be included on the agenda for annual meeting unless the Chair at its discretion, introduce any other business for discussion after the approval of the minutes; or a Member has given written notice to the Club at least seven (7) days prior to the proposed meeting of Members of any matter that the Member proposes to raise at the Meeting in accordance with the Act, so that such item of new business can be included in the notice of the annual meeting of Members. The President will determine whether the proposal meets all legal requirements and if it may be included in the agenda.

4.2 Special Meeting

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise. Only the business set out in the written requisition of the Special Meeting shall be considered at this meeting, unless otherwise approved by the unanimous consent of the Voting Members present.

4.3 Place and Format of Meetings

Subject to the provisions of the articles, if any, a meeting of the Members may be held entirely by one or more Telephonic or Electronic Means or by any combination of in-person attendance and by one or more Telephonic or Electronic Means, and it must enable all Persons entitled to attend the meeting to reasonably participate and communicate adequately with each other in a simultaneous and instantaneous manner. A person who, through Telephonic or Electronic Means, votes at or attends a meeting of the Members is deemed for the purposes of the By-laws to be present at the meeting.

4.4 Participation by Telephonic or Electronic Means

If the Club chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any Person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic, or other communication facility in the manner provided by the Act. A Person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of the By-laws, any Person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic, or other communication facility that the Club has made available for that purpose.

4.5 Notice of Meetings

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in Section 13.1 to each Member, each Director and to the auditor or Person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

4.6 Errors and Omissions

The accidental omission to give any notice to any Member, Director, Officer, member of an Executive Committee or member of any other committee, or auditor Person who has been appointed, or the non-receipt of any notice by any such Person where the Club has provided notice in accordance with the By-laws or any error in any notice shall not invalidate any meeting or any action taken at any meeting to which the notice pertained or otherwise founded on such notice or make void any proceedings taken at the meeting.

4.7 Record Date

The Board may fix a record date for determining Members entitled to receive notice of, vote at, or otherwise participate in a meeting of Members, subject to the Act.

4.8 Waiver of Notice

Attendance of a Person entitled to notice of a meeting constitutes waiver of notice, except where the Person attends for the express purpose of objecting to the transaction of business on the ground that the meeting is not lawfully called.

4.9 Chair of Members' Meetings

The President will be the chair of all meetings of Members unless another individual is designated by the President or appointed by the Board and approved by the Voting Members in attendance.

4.10 Quorum at Members' Meetings

Quorum for the transaction of business at a meeting of Members shall a minimum of:

Six (6) Voting Members; unless the Articles require a different quorum. If a Quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting, even if a Quorum is not present throughout the meeting.

4.11 Adjournment

The Chair may, with the majority consent of any Meetings of the Voting Members of the Club be adjourned to any time and from time to time and business may be transacted at such adjourned Meeting as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment or resumption of the Meeting.

5. Voting at Members' Meetings

5.1 Voting Rights

Each Voting Member is entitled to one vote on each matter submitted to a vote of Members.

5.2 Proxy Voting

Proxy voting is **not permitted** at meetings of Members unless and until the Articles or the By-laws are amended to expressly permit proxy voting in accordance with the Act.

5.3 Method of Voting

Business arising at any Members' meeting shall be decided by a majority of votes of all Voting Members present in person or by Telephonic or Electronic Means, unless otherwise required by the By-laws, the Act or by statute, provided that:

- a) Each Member shall be entitled to one vote at any meeting;
- b) Votes shall be taken by a show of hands or electronic ballot and the chair of the meeting, if a Member, shall have a vote;
- c) An abstention shall not be considered a vote cast;

- d) Before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e) If there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f) Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

The election of Directors and Officers for the Executive Committee shall be made by a secret written or electronic ballot at the annual meeting of Members. A majority of votes cast shall be required to elect Directors and Officers for the Executive Committee. In the event no candidate receives a majority, the candidate with the least votes shall be dropped from the ballot and another shall be held.

6. Board of Directors

6.1 Authority of the Board

The Board shall supervise the management of the activities and affairs of the Club.

6.2 Composition

The Board shall consist of eight (8) Directors of which four (4) Directors shall also hold offices of President, Vice-President, Secretary and Treasurer.

The Club may change the number or offices associated to Directors by amendment to the By-laws and, if required, to the Articles.

6.3 Powers of the Board

The Board shall:

- a) Make policies, procedures, and manage the governance and administration of the Club in accordance with the Act and the By-laws;
- b) Make policies and procedures relating to the discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures;

- c) Make expenditures for the purpose of furthering the objects and purposes of the Club. If expenditures exceed more than One Thousand Dollars (\$1,000), a Board's approval is required;
- d) Perform any other duties from time to time as may be in the best interests of the Club;
- e) Exercise all powers of the Club except those reserved to Members under the Act, the Articles, or the By-laws;
- f) Employ or contract with such Persons as are necessary for the operation of the Club; and
- g) Retain ultimate authority over the management of the Club, including financial matters, and may appoint committees and delegate specific powers to the committees or individuals, subject to such terms and limitations as it determines, unless otherwise provided by the Act or the By-laws.

6.4 Qualification of Directors

Each Director shall:

- a) Be at least eighteen (18) years of age.
- b) Not be an undischarged bankrupt. If a Director becomes bankrupt, he/she shall automatically cease to be a Director.
- c) Not be found incapable of managing property pursuant to the *Substitute Decisions Act, 1992* or the *Mental Health Act*.
- d) Not be found to be incapable of managing his/her affairs by any court in Canada or elsewhere.
- e) Not sit or serve on the Board of any other soccer club, save and except as may be approved by the Board.
- f) Not be paid for the performance of their duties as Directors.

Every Director and Executive in exercising his or her powers and discharging his or her duties to the Club shall, act honestly and in good faith with a view to the best interests of the Club and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances

6.5 Compensation of Directors

Directors shall serve without remuneration as Directors, however may be reimbursed for reasonable expenses incurred in the performance of their duties as Directors in accordance with Club policy.

6.6 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or Officer of, 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 Club shall make the disclosure required by the Act. Except as provided

by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contractor transaction.

6.7 Consent to Serve

A Person elected or appointed as a Director must consent to hold office in the manner required by the Act.

7. Election and Term of Directors

7.1 Election

Directors shall be elected by the Voting Members at the annual meeting of Members.

7.2 Nominations

Nominations for positions on the Board may be made by any Member in writing fourteen (14) business days prior to the annual meeting of Members or in accordance with such nomination procedures, deadlines, and forms as the Board may otherwise determine, provided that such procedures are fair, transparent, and consistent with the Act and the By-laws. Where no nomination is received for a position in advance, nominations may be accepted from the floor if permitted by the chair and the applicable nomination procedures.

7.3 Elections

Directors shall be elected in accordance with Section 5.3 of this By-law.

7.4 Terms of Office

Unless otherwise changed by by-law amendment:

- a) Each Director shall hold office for a period of two (2) years, until the end of the term elected or appointed, or until a successor is elected or appointed, unless the office is earlier vacated;
- b) The Executive Directors holding the offices of President and Treasurer shall be elected for a two (2) year term at the annual meeting of Members held in odd-numbered years; and
- c) The Executive Directors holding the offices of Vice- President and Secretary shall be elected for a two (2) year term at the annual meeting of Members held in even-numbered years.

The term of the Executive Directors holding the offices of Vice-President and Secretary as of the date of this By-law shall be deemed to expire upon the approval of this By-law by the

Voting Members and new Executive Directors shall be elected, for the offices of Vice-President and Secretary of the Club, at the meeting of Members that approved this By-law.

The term of the Executive Directors holding the offices of President and Treasurer as of the date of this By-law shall be deemed to expire one (1) year from the date of this By-law.

The term of the current Directors of the Club with the exception of the Executive Directors shall expire as of the date of this By-Law and four (4) new Directors shall be elected at the meeting of Members that approve this By-Law, two (2) of such Directors will be for a term of one (1) year each and the other two (2) Directors will be for a term of two (2) years each. Upon the expiry of the aforementioned terms for these Directors the renewal term for each such Director will be for a term of two (2) years, such that the term of two (2) Directors will be expiring on odd numbered years and the term of two (2) Directors will be expiring on even numbered years.

8. Removal, Resignation, and Vacancies

8.1 Resignation of Directors

A Director may resign by delivering written notice to the Club. The resignation is effective when received by the Club or at the time specified in the notice, whichever is later.

8.2 Automatic Vacancy

The office of a Director shall be vacated immediately:

- d) If the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- e) If the Director dies or becomes bankrupt;
- f) If the Director is found to be incapable by a court of managing property under Ontario law; or
- g) If, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

8.3 Removal by Members

The Voting Members may remove a Director from office by ordinary resolution at a special meeting called for that purpose, subject to the Act and any applicable class voting rights:

- Breach of fiduciary duty;
- Violations of the Code of Conduct;
- Breach of Conflict of Interest;

- Findings of Harassment; and
- Breach of confidentiality.

Subject to the same procedural fairness available to Members upon their termination.

8.4 No Board Removal of Elected Directors

The Board shall not remove an elected Director from office except where the office is vacated automatically under the Act or the By-laws.

8.5 Board Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a) If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- b) If there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- c) A quorum of Directors may fill a vacancy among the Directors.

If the vacancy is created by an Executive Director, then the Director appointed or elected to fill the vacancy on the Board shall also hold the Executive office that the predecessor Executive Director was holding at the time of the vacancy.

8.6 Failure to Attend Meetings

If a Director is absent from two consecutive Board meetings without reasonable excuse, the Board may review the Director's continued service and may request the Director's resignation, but absence alone does not remove the Director from office unless removal occurs in accordance with the Act.

9. Meetings of the Board

9.1 Regular Meetings

The Board shall meet as often as necessary to conduct the affairs of the Club, and ordinarily at least monthly during the active operating season.

9.2 Calling of Meetings by the Board

Meetings of the Directors may be called by any Executive Director or any two Directors by written notice, at any time and any place on notice as required by Section 9.3 of this By-law.

9.3 Notice

Written notice, served by any means, including electronic, of meetings of the Board will be given to all Directors at least seventy-two (72) hours prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

9.4 Quorum

A majority of the Directors then in office constitutes quorum for Board meetings.

9.5 Participation by Electronic Means

A Director may participate in a Board meeting by Telephonic or Electronic Means that permit all participants to communicate adequately with each other, and a Director so participating is deemed to be present at the meeting.

9.6 Chair

An Executive Director who also holds the position as President shall chair Board meetings. In the absence of an Executive Director that also holds the office of the President, an Executive Director who also holds the office of Vice-President shall chair. If neither is present, the Directors present shall choose a chair from among themselves.

9.7 Voting

Each Director has one vote. Questions arising at a Board meeting shall be decided by majority vote. In the event of an equality of votes, the chair shall have a second or casting vote. If the chair does not exercise the right to cast a second vote, then motion is defeated.

9.8 Closed Meetings

Board meetings are not open to the public except as invited by the Board.

9.9 Written Resolutions

A written resolution signed by all Directors entitled to vote on that resolution is as valid as if passed at a meeting of the Board, to the extent permitted by the Act. All written resolutions shall be reported to the Board at the next meeting of Directors and shall be entered into and maintained in the corporate records of the Club.

10. Officers and Duties

10.1 Officers

The Officers of the Club shall include the President, Vice-President, Secretary, and Treasurer, and any other officers appointed by the Board.

10.2 President

The President shall perform the following duties and such other duties by law or as the Board may determine from time to time:

- a) Chair all meetings of the Members, Board of Directors and Executive Committee;
- b) Serve as the primary contact with the public for the Club and provide guidance to senior management (if any) of the Club;
- c) Have a deciding vote on any matters that are voted on by the Board which end in a tie;
- d) Co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors of the Club;
- e) Establish agendas aligned with annual Board goals, ensuring meetings are effective and efficient for the performance of governance work;
- f) Ensure that the Board work plan is developed and implemented, which includes annual goals for the Board and embraces continuous improvement;
- g) Enforce policies, procedures and By-laws concerning Director's conduct;
- h) Oversee and supervise office staff;
- i) Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.
- j) Ensure succession planning occurs for senior management, if any, and Board;
- k) Be a Member, a Director of the Board, and a member of the Executive Committee; and
- l) Perform such other duties as may from time to time be established by the Members or Board.

10.3 Vice-President

The Vice-President shall perform the following duties and such other duties by law or as the Board may determine from time to time:

- a) Will, in the absence of the President, perform the duties and exercise the powers of the President and the Chair;
- b) Be the senior officer of the Club directly below the President;
- c) Shall oversee the Club's competitive boys and girls program in conjunction with the Club Coaching Director and report the findings to the Members and/or the Board for approval;
- d) Attend all league meetings or appoint someone to do so on his/her behalf;
- e) Be a Member, a Director, and a member of the Executive Committee; and

- f) Perform such other duties as may from time to time be established by the Members or the Board.

10.4 Secretary

The Secretary shall perform the following duties and such other duties by law or as the Board may determine from time to time:

- a) Give notices required by the Club including but not limited to notices of all Club meetings to Persons entitled thereto;
- b) Be a Member, a Director, and a member of the Executive Committee;
- c) Attend to all Member, Board and Executive Committee meetings and all meetings of the Club, and keep minutes of all such meetings in the Club's minute book;
- d) Maintain the corporate records of the Club including but not limited to all Club minutes and correspondence files;
- e) Prepare an annual report which shall be presented at the Club's annual meeting of Members;
- f) Keep a roll of the names and addresses of the Members;
- g) Have other such duties as prescribed by the Board; and
- h) Perform such other duties as may from time to time be established by the Members or the Board.

10.5 Treasurer

The Treasurer shall perform the following duties and such other duties by law or as the Board may determine from time to time:

- a) Be a Member, a Director, and a member of the Executive Committee;
- b) Keep proper accounting records as required by the Act;
- c) Have custody of the funds and securities of the Club and keep full accurate accounts of all assets, liabilities, receipts and disbursements of the Club in the books belonging to the Club;
- d) Deposit all monies, securities and other valuable effects in the name and to the credit of the Club, in such depositories as directed by the Board;
- e) Supervise the management and the disbursement of funds of the Club, as directed by the Board and provide to the Board a financial statement on a quarter annual basis or as required by the Board;
- f) Provide the Executive Committee and the Board with an account of financial transactions and the financial position of the Club;
- g) Prepare a budget, which shall be presented to the Board for approval, and hereafter be responsible for overseeing its prudent administration;
- h) Ensure that all accounts are paid by cheque, electronic funds transfer, or pre-authorized debit;
- i) With one other appointed signatory, ensure each cheque, pre-authorized debit transaction or electronic funds transfer is duly authorized by two signatures or two approvals through a secure electronic authorization process. In the event that the Treasurer is unavailable or has a declared conflict, the two other appointed signatories

may duly authorize by signature or secure electronic authorization process with the knowledge of the Treasurer;

- j) Present to the Members at the annual meeting of Members as part of the annuals report, the financial statements of the Club approved by the Board together with the report of the auditor or of the Person who has conducted the review engagement, as the case may be;
- k) Have copies of current financial statement and auditor's report for members at the annual meeting of Members; and
- l) Perform such other duties as may from time to time be established by the Members or the Board.

10.6 Program Directors

The remaining Directors shall exercise oversight of their assigned portfolios in accordance with Board-approved role descriptions and policies.

10.7 Delegation

The Board may supplement or revise Officer duties by policy, provided the core corporate responsibilities assigned by the By-laws are maintained.

10.8 Office Held at Board's Discretion

Any Officer, other than an Executive, shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a) the Officer's successor being appointed,
- b) the Officer's resignation, or
- c) such Officer's death.

11. Committees

11.1 Establishment of Committees

Committees may be established by the Board as follows:

- a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors, except those powers set out in the Act that are not permitted to be delegated;
- b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time; and

- c) Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

12. Financial Matters

12.1 Financial Year

The financial year of the Club ends on **September 30**, each year or on such other date as the Board may from time to time by resolution determine.

12.2 Banking

The Board shall by resolution from time to time designate the bank or banks in which the money, bonds or other securities of the Club shall be placed for safe-keeping and the signing authorities for the Club.

12.3 Execution of Documents

Contracts, deeds, transfers, assignments, and other instruments requiring execution by the Club shall be signed by the Persons authorized by Board resolution.

12.4 Annual Financial Statements

The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Club of the last fiscal year of the Club and present the approved financial statements before the Members at every annual meeting of Members.

12.5 Audit or Review Engagement

At each annual meeting of Members, the Voting Members shall appoint an auditor or a Person to audit or conduct a review engagement of the books, accounts and records of the Club, or may rely on any lawful waiver or exemption, in accordance with the Act. The auditor will hold office until the next annual meeting of Members. The auditor will not be an employee, Officer, or Director for the Club.

12.7 Qualification and Independence

Any auditor or Person appointed to conduct a review engagement must meet the qualification and independence requirements applicable under law.

12.8 Borrowing

The Club may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

13. Notices

13.1 Method of Notice

Any notice required to be sent to any Member or Director or to the auditor or Person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the Person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the Person entitled thereto.

13.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or Person conducting a review engagement, if any, or the non-receipt of any notice by any such Person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

14. Dispute Resolution, Harassment, and Conduct

14.1 Policies

- a) The Club shall be a member in good standing of the Club's governing regional and provincial associations and shall ensure that all rules, policies, and procedures (as applicable) established by the various governing associations, leagues and the Club are complied with. A copy of the Club's By-laws, rules, policy and procedures manuals, and affiliations shall be available to all Members at the Club's Head Office and on the Club website;
- b) No regulation may violate the individual's right or freedom of any other individual and must ensure the stability of the basic structure of the game;
- c) The Club shall adhere to the dispute resolution process as published and approved by its governing provincial association. Any Member of the Club may initiate the dispute resolution process by communicating in writing with the Club's governing provincial association (as of the date of this By-Law is the Ontario Soccer) with a copy to the Club and its governing district association, the nature and facts of the dispute. The dispute resolution process shall not be used for game discipline, which shall follow the normal discipline and appeals process, as set out by their respective league by-laws.
- d) The Club shall adhere to the harassment policy as published and approved by its governing provincial association. The harassment policy shall apply to all employees,

Directors, Officers, volunteers, coaches, trainers, referees, game officials, administrators, players, Members, and registrants of the Club.

- e) The Club shall abide by the Conflict of Interest policy established by Ontario Soccer.

14.2 Governing Soccer Bodies

Where a matter falls within the jurisdiction of Ontario Soccer, the Club shall comply with the applicable rules, policies, and appeal procedures of that body.

15. Indemnification and Insurance

15.1 Indemnification

- a) The Club will indemnify and hold harmless out of the funds of the Club each Director, Officer, committee member or employee and their heirs, executors and administrators from and against any and all claims, demands, actions, charges or costs which may arise or be incurred as a result of occupying a position with the Club or the execution of the duties of his or her respective office or trust for the Club, provided that they have complied with the Act, the Articles and the By-Laws and exercised their powers and discharged their duties in accordance with the Act;
- b) The Club will not indemnify a Director or Officer or any other Person for acts of fraud, dishonesty, bad faith or otherwise failed to meet the standard of conduct required by law; and
- c) The Club will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board.

16. Amendment and Repeal of By-laws

16.1 Board Power to amend By-laws

The Board may from time to time amend or repeal and replace this By-law, subject to certain exceptions and to the subsequent approval of the Members in accordance with the Act.

16.2 Articles Amendments

Any amendment requiring articles of amendment under the Act shall not take effect until the required Articles are filed and effective.

16.3 Member-Proposed Amendments

A Voting Member may submit a proposal relating to amendments or other business for consideration at an annual meeting of Members in accordance with the Act and any reasonable administrative procedures established by the Board.

17. Dissolution

17.1 Dissolution

Upon liquidation, dissolution, or winding up of the Club, after payment of all debts and liabilities, any remaining property shall be distributed in accordance with:

- the Act;
- the Articles; and
- any legal restrictions applicable to the Club's corporate tax or charitable status.

18. Repeal and Transition

18.1 Repeal of Prior Governance Provisions

This By-law shall repeal and replace all prior By-laws or Constitutions of the Club, subject to the Act.

19. Effective Date

19.1 Effective Date

The By-laws shall come into force on the date they are confirmed by the Members entitled to vote at meetings of Members, or on such later date as may be required by the Act, the Articles, or any required filing.