



LAMBTON KENT SOCCER ASSOCIATION BYLAWS

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LAMBTON KENT SOCCER ASSOCIATION BYLAWS

ARTICLE I GENERAL

1.1 Purpose—These By-laws relate to the general conduct of the affairs of the Lambton Kent Soccer Association (LKSA), hereafter referred to as the Corporation.

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

- a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
- b) *Auditor* – an individual, partnership or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
- c) *Board* – the Board of Directors of the Corporation.
- d) *Corporation* – Lambton Kent Soccer Association.
- e) *Days* – days including weekends and holidays.
- f) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
- g) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- h) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
- i) *Ontario Soccer* – The Ontario Soccer Association.
- j) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting Members entitled to vote on that resolution.

1.3 Registered Office – The registered office of the Corporation will be located within the Region of Lambton Kent, Ontario.

1.4 Corporate Seal – The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.

1.5 No Gain for Members – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.

1.6 Ruling on By-laws – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

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

1.8 Interpretation – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.

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

<https://www.ontariosoccer.net/governing-documents-dispute-resolution>

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

<https://www.ontariosoccer.net/governing-documents-screening-harassment>
https://cdn3.sportngin.com/attachments/document/3f18-1747732/Ontario_Soccer_2022-2023_Operational_Procedures_2022-01-27.pdf

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

<https://www.ontariosoccer.net/governing-documents-appeals>
<https://www.ontariosoccer.net/governing-documents>

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

https://www.ontariosoccer.net/news_article/show/741615-revised-volunteer-screening-manual
<https://www.ontariosoccer.net/club-districts-risk-management>

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

- a) Canada Soccer
- b) Ontario Soccer

https://cdn3.sportngin.com/attachments/document/3f18-1747732/Ontario_Soccer_2022-2023_Operational_Procedures_2022-01-27.pdf

1.14 Published Rules - The District shall have Published Rules, which will direct the operations of the District. The Board will recommend the District’s Published Rules to a vote of membership. Which are not inconsistent with these By-laws and are not inconsistent with the policies of a higher-level governing organization. Notification of any changes to the District’s Published Rules will be communicated to the members within fourteen (14) days.

ARTICLE II MEMBERSHIP

2.1 The Corporation membership shall be subject to the approval of the Board of Directors.

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

Regular Member – A club or league that meets the requirements of registration and who

- a) Is registered as a member of the Corporation; and
- b) Has agreed to abide by the Corporation’s Governing Documents

Admission and Renewal of Members

2.3 New Members - An applicant will be admitted as a Member if the applicant:

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

i) Has been recommended by the Board and put to a vote of the Regular Members.

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

- a) Makes an application to renew membership in the District.
- b) Submits current By-laws that meet the minimum requirements established by Ontario Soccer.
- c) Maintains their head office in the Region of the District.
- d) Agrees to uphold and comply with the LKSA's and Ontario Soccer's Governing Documents.
- e) Does not have any outstanding billings payable to the District as of December 31 of the current year.
- f) Meets any other condition of Membership as determined by the Board.
- g) Has met the applicable definition listed herein.

Rights of Members

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

- a) Be governed in accordance with Ontario Soccer Governing Documents and the Corporation's Published Rules.
- b) Participate in Ontario Soccer sanctioned programs such as player, coach, and referee development.
- c) Participate in District sanctioned programs.
- d) Attend and vote at members' meetings in accordance with these By-laws.
- e) Operate club leagues in accordance with Ontario Soccer Governing Documents.
- f) Participate or operate player, coach, and referee development programs.
- g) Be covered by the Ontario Soccer's insurance program.
- h) Elect and remove Directors.
- i) Appoint the Corporation's Auditor.
- j) Approve and amend the Corporation's By-laws.

Membership Dues and Duration

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

2.6 Dues – Membership dues and fees will be recommended by the Board and approved by the members.

2.7 Deadline – Members will be notified in writing of the membership dues or fees at any time payable, and if the monies are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will become a member Not in Good Standing and be subject to the resolution of the corporation's members.

Transfer, Suspension, and Termination of Membership

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

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

https://cdn1.sportngin.com/attachments/document/0124/5646/12_Discipline.pdf

<https://www.ontariosoccer.net/discipline-appeals>

- 2.10 Termination – Membership in the Corporation will terminate immediately upon:
- a) Resignation by the Member by giving written notice to the Corporation.
 - b) Dissolution of the Corporation.
 - c) A decision to expel the Member made by a panel in accordance with the Corporation’s applicable discipline policies; or
 - d) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days’ notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
 - e) Failure to renew membership in accordance with the By-Laws.
- 2.11 May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action by the Corporation.
- 2.12 Discipline – A Member may be disciplined in accordance with Ontario Soccer’s Operational Procedures on Discipline relating to the discipline of Members.
https://cdn1.sportngin.com/attachments/document/0124/5646/12_Discipline.pdf
- 2.13 Dues Payable – Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

Good Standing

- 2.14 Definition – A Member will be in good standing provided that the Member:
- a) Has not ceased to be a Member.
 - b) Has not been suspended or expelled from membership or had other membership restrictions or sanctions imposed.
 - c) Has completed and remitted all documents as required by the Corporation.
 - d) Has complied with the By-laws, policies, and rules of the Corporation and Ontario Soccer.
 - e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - f) Has paid all required membership dues.
https://cdn3.sportngin.com/attachments/document/3f18-1747732/Ontario_Soccer_2022-2023_Operational_Procedures_2022-01-27.pdf
- 2.15 Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III MEETINGS OF MEMBERS

- 3.1 Annual Meeting – The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation’s fiscal year end. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report (if any).
- 3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members entitled to vote at a members meeting for any purpose connected with the affairs of the Corporation that is not otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

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

3.4 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least fourteen (14) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, and reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 Waiver of Notice – Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 New Business – No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board ten (10) days prior to the meeting of the Members and is supported by twenty percent (20%) of the voting Members. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

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

3.9 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board. The Corporation reserves the right to limit the number of guests attending. Guests will be considered observers and will not have a voice or vote at the meeting of members. At the discretion of the Chair, a guest may be invited to participate in discussion. All attendees will sign-in and identify themselves and their position. Regular Members will identify the individual by name on the sign-in sheet as to who is eligible to cast all of its votes at a meeting of the members as their Delegate.

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

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

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

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

Voting at Meetings of Members

3.13 Voting Rights— A Regular member in good standing shall appoint one Delegate who may attend Member Meetings and be entitled to a weighted vote. The weighted vote will be determined as follows:

- a) A vote for the first one hundred dollars (\$100) or part thereof of fees retained;
- b) A vote for each additional three hundred dollars (\$300) or part thereof, of fees retained up to a maximum of six votes;
- c) A vote for each additional five hundred dollars (\$500) or part thereof, of fees retained; and
- d) All its votes cast by its appointed delegate or by proxy

3.14 Eligibility of Votes – The date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than seven (7) days prior to the meeting.

3.15 Delegates – The voting members will notify the Corporation in writing prior to a member meeting as to the voting members Delegate or Alternate Delegate. A Delegate must be the President or an Officer of the Regular Member.

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

- a) Be signed by the Member.
- b) Be in a form that complies with the Act.
- c) Comply with the format stipulated by the Corporation; and
- d) Be submitted to the Registered Office of the Corporation at least 48 hours prior to the meeting of the Members
- e) Proxy Holder – A proxy holder will only hold a maximum of three (3) proxies.

3.17 Determination of Votes – Votes will be determined by a show of hands, orally, ballot, or electronic ballot, unless a Member requests a secret or recorded ballot.

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

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

ARTICLE IV GOVERNANCE

Composition of the Board

- 4.1 Directors – The Board will consist of ten (10) Directors.
- 4.2 Composition of the Board - The Board will consist of the following four (4) Officers and six (6) Directors.
- a) President
 - b) Vice President
 - c) Treasurer
 - d) Secretary
 - e) Six (6) Directors-at-Large

Restrictions – No paid employee or contractor of the Corporation shall be a Member of the Board of Directors.

Eligibility of Directors

- 4.3 Eligibility – To be eligible to hold office as a Director, an individual must:
- a) Be eighteen (18) years of age or older.
 - b) Be a resident of either Lambton or Kent County.
 - c) Not be employed by the Corporation in a professional capacity.
 - d) All Board Members shall be subject to the Conflict of Interest Policy in Ontario Soccer's Published Rules.
 - e) Not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.
 - f) Have the power under law to contract.
 - g) Have not been declared incapable by a court in Canada or in another country; and
 - h) Not have the status of bankrupt.
- 4.4 Eligibility of President – The position of President will only be filled by an individual who has served on the Board of Directors for a minimum of two (2) years. In the event that there is not a Director eligible to fill the position of President, the Members will elect the position without consideration of the minimum two (2) year requirement.

Election of Directors

- 4.5 Nominations Committee – From time to time, the Board may appoint a Nominations Committee who will be responsible for soliciting and receiving nominations for the election of the Directors.
- 4.6 Nomination - Any nomination of an individual for election as a Director will:
- a) Include the written consent of the nominee by signed or electronic signature.
 - b) Be submitted to the Registered Office of the Corporation fourteen (14) days prior to the Annual Members Meeting. Ordinary Resolution of the Board may extend this timeline.
- 4.7 Circulation of Nominations - Valid nominations will be circulated to Members at the members meeting prior to the elections and will be posted on the Corporation's website seven (7) days prior to the members meeting.
- 4.8 Nominations from the Floor – Nominations for all Directors will be accepted from the floor.
- 4.9 Election – Directors will be elected at each Annual Meeting as follows:
- a) The Vice-President, Secretary and three (3) directors at large will be elected at even numbered years at the Annual Meetings.
 - b) The President, Treasurer and three (3) Directors at large will be elected at odd numbered years at the Annual Meetings.
- 4.10 Elections – Elections for each Director position will be decided by majority vote of the Members in

accordance with the following:

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

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

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

Resignation and Removal of Director

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

- a) Becomes an employee or contractor of the Corporation.
- b) No longer meets the eligibility requirements described in these By-laws.
- c) Misses two or more consecutive meetings of the Board without satisfactory reason, as determined by the Board.
- d) Is found guilty of an offence under the Ontario Soccer Harassment Policy, involving violence under the Ontario Soccer Discipline Policy or a criminal offence
- e) Resigns.
- f) Is found to be incapable of managing property by a court or under Ontario law.
- g) Is found by a court to be of unsound mind.
- h) Becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or dies.

4.14 Resignation – A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary. or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

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

Filling a Vacancy on the Board

4.16 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual Meeting

Meetings of the Board

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

4.18 Chair – The President or designate will be the Chair of all meetings of the Board

4.19 Notice– Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. Notice of a meeting of the Board is not required if all Directors waive notice, or if absent Directors consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Members Meeting of the Corporation.

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

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

4.22 Quorum – At any meeting of the Board, the quorum will be fifty five percent (55%) of Directors holding office.

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

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

4.25 Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.26 Closed Meetings – Meetings of the Board will be open to Officers and Directors only and will be closed to Members and to the public except by invitation of the Board.

4.27 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

4.28 Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Corporation; and
- b) Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

4.29 Powers of the Corporation – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

4.30 Empowered – The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws.
- b) Make policies and procedures relating to the discipline of Members, as per Ontario Soccer Operational Procedures and Policies, and have the authority to discipline Members in accordance with such policies and procedures. (See link below)
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures.
- d) Employ or engage under contract such persons, as it deems necessary to carry out the work of the Corporation.
- e) Determine registration procedures, recommend membership dues, and determine other registration requirements.
- f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation.
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation.
- h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Corporation.

<https://cdn1.sportngin.com/attachments/document/0124/5646/12. Discipline.pdf>

<https://cdn3.sportngin.com/attachments/document/3f18-1747732/Ontario Soccer 2022-2023 Operational Procedures 2022-01-27.pdf>

ARTICLE V OFFICERS

5.1 Directors – The Board will consist of ten (10) Directors.

5.2 Duties – The duties of Officers are as follows:

- a) The President will be the Chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, and will oversee the staff. The President (or Designate) will be the official spokesperson of the Corporation and will perform such other duties as may from time to time be established by the Board.
- a) The Vice-President will, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair, and will perform such other duties as may from time to time be established by the Board.
- b) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.

- c) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

5.3 Removal – An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Members remove the Officer, his or her position as a Director will automatically and simultaneously be terminated. If the officer does not meet requirements as set in Article IV, section 4.3. If the incumbent becomes unsound of mind or otherwise incapable of performing the duties of his/her position. Is absent from two (2) consecutive meetings of the Board without reasons satisfactory to the Board. If the incumbent is removed by resolution of the Members of the Corporation for any just cause. If the incumbent becomes a paid employee of the Corporation or if the incumbent is absent for eight (8) or more meetings of the Board during a twenty-four (24) month period.

5.4 Vacancy – Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the position of President becomes vacant, the Vice President shall become President and the Board may appoint a replacement for the position of Vice President from among the Directors.

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

ARTICLE VI COMMITTEES

6.1 Appointment of Committees – The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

6.2 Removal – The Board may remove any member of any Committee.

ARTICLE VII FINANCE AND MANAGEMENT

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

7.2 Auditors – At each Annual Meeting, the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act and Ontario Soccer Minimum Requirements. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended.

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

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

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

- a) The Corporation's articles and By-laws.
- b) The minutes of meetings of the Members and of any committee of Members.
- c) The resolutions of the Members and of any committee of Members.
- d) The minutes of meetings of the Directors or any committee of Directors.
- e) The resolutions of the Directors and of any committee of Directors.
- f) A register of Directors.
- g) A register of Officers.
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

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

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

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

7.8 Borrowing Restriction – The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

7.9 Remuneration – All Directors, Officers and members of committees will serve their term of office without remuneration (unless approved at a meeting of Members) except for reimbursement of expenses as approved by the Board.

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

Ontario Soccer Code of Ethics Policy:

[file:///Users/GnT/Downloads/Approved_Ontario_Soccer_Code_of_Conduct_Policy_Mar_1-2018%20\(1\).pdf](file:///Users/GnT/Downloads/Approved_Ontario_Soccer_Code_of_Conduct_Policy_Mar_1-2018%20(1).pdf)

ARTICLE VIII DISTRICT REPRESENTATIVE

8.1 In accordance to Ontario Soccer Bylaws Article 8 – Voting Members Council, the President or designate will represent the District at the Voting Members Council.

ARTICLE IX PRESIDENTS MEETING

9.1 Presidents Meeting - Members representing fifty per cent (50%) of the voting membership in attendance shall form a quorum at all Presidents meetings of the District. Any question shall be decided by a majority of the votes unless otherwise required by these By-laws or other law. Each attending member is entitled to one (1) vote at such meeting. A presidents meeting will be called at the discretion of the Board. Attendance by the club President or an Officer is mandatory at all Presidents meetings.

ARTICLE X AMENDMENT OF BY-LAWS

10.1 Voting – These By-laws may only be amended, revised, repealed, or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise, or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, additions, or deletions will be effective immediately, unless determined otherwise by the voting Members. By-law amendments may be proposed by a majority vote of the Board or submitted by a member to the District in writing at least twenty-one (21) days prior to a general meeting of the District.

ARTICLE XI NOTICE

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

11.2 Date of Notice – Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

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

ARTICLE XII DISSOLUTION

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

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

12.2 Board Responsibilities - The Board of Directors shall maintain an ongoing strict separation of records between:

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

ARTICLE XIII INDEMNIFICATION

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

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

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

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

ARTICLE XIV ADOPTION OF THESE BY-LAWS

14.1 Ratification– The Members approved these By-laws at the Corporation’s AGM on December 4th, 2022.

14.2 Repeal of Prior By-laws– In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.