



## The Soccer Club of Toronto Inc.

### By-Laws



## BY-LAWS

1. Membership
2. Discipline and Removal of Member
3. Board of Directors
4. Resignation and Removal of Directors
5. Conflict of Interest and Standards of Conduct
6. Nominations and Elections
7. Meetings of the Members of the Club
8. Committees
9. Procedures Governing Meetings
10. By-Laws and Amendments
11. Rules and Regulations
12. Accounts and Funds
13. Use of Name, Liabilities and Claims
14. Notices
15. Indemnification
16. Execution of Documents
17. Rulings
18. Dispute Resolution
19. Harassment and Screening
20. Appeals
21. Dissolution
22. Interpretation and Effect

Amendments to the Club's By-Laws



1. The name of the Organization shall be:

THE SOCCER CLUB OF TORONTO INC. is hereinafter referred to as the Club. The Headquarters of the Club shall be located within the District Boundaries of the Toronto Soccer Association, hereinafter referred to as the District Association.

2. Affiliations

The Club shall be a Member of the District Association and shall follow the published rules of the District Association and Ontario Soccer, hereinafter referred to as OS. The Club is subject to the published rules in declining order of authority of the following bodies to which it is affiliated:

1. OS

2. The District Association

3. The Club

3. Except as otherwise provided in the By-laws of the Club, the Board of Directors of the Club, constituted in such a manner as the By-Laws from time to time provide, shall be the governing body of the Club.

4. The Club is a community run, volunteer based, not-for-profit organization. The Directors of the Club shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position. However, Directors may be reimbursed for expenses incurred by them on behalf of the Club.

5. There shall be no vote by proxy at any meeting of the Club, including the Annual Meeting of Members, Special Meetings of Members, meetings of the Board, Committee Meetings and any other meeting that the Club may hold. All Members must be present to vote at any meeting of the Club.

6. The Club has adopted and upholds equal opportunity and non-discrimination policies by which discrimination on the grounds of race, creed, color, national origin, political or religious affiliation, sex, sexual orientation, age, marital status, family relationship and disability are prohibited by or within the Organization.

BY-LAW NO. 1

MEMBERSHIP

There are three classes of Member, namely, Regular Member, Honorary Member and Life Member.

Regular Member

- A registered player of the Club;
- A registered coach, assistant coach, team manager or referee registered with the Club and with the District Association and/or OS;
- All volunteers approved by the Board of Directors;
- All Directors of the Club.

(i) Although an individual may qualify for, and be registered under, more than one of the above categories, each individual holds only one (1) Membership in the Club, and is entitled to one (1) vote at Members' Meetings;

(ii) A player shall become a regular Member when all playing fees have been paid and the player has been approved by the Club's Registrar;

(iii) A registered coach, assistant coach, team manager or referee shall become Members when they are registered with the District Association and/or OS and are approved to become Members by the Board of Directors;

(iv) Every Regular Member aged 18 and over shall have the right to attend, speak and cast one (1) vote at a Members' meeting;



(v) Every Regular Member under the age of 18 shall have the right to attend and speak at Members' meetings, but a Parent or Guardian who shall also have the right to attend and speak on behalf of that Member at Members' meetings must cast any vote.

## Honorary Member

The Board of Directors may designate an individual as an Honorary Member for a specific period of time.

An Honorary Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but are not entitled to vote.

## Life Member

The Board of Directors may designate an individual as a Life Member.

A Life Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

## Membership Fees

Membership fees for Regular Members shall be set annually by the Board of Directors and ratified or amended by the Membership at a general meeting of the Club.

## Duration

Unless otherwise determined by the Board (or designate), membership with the Club, for a non-Director, begins on the date the Board (or designate) accepts the Member's registration and ends on September 30<sup>th</sup> or when the Member resigns or is terminated from membership. For a Director, membership begins on the date the Director assumes office in accordance with these By-laws and ends when the individual ceases to be a Director.

## BY-LAW NO. 2

### DISCIPLINE AND REMOVAL OF MEMBER

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

2.2 Player, team and team official discipline for game infractions is governed in accordance with the procedures published by OS.

2.3 Any Member who infringes the By-laws or rules of the Club or brings the Club into disrepute may be reprimanded, suspended or expelled from the Club after a hearing by the Discipline Committee. A Member may appeal a decision of the Discipline Committee to the Board of Directors of the Club at which hearing the Member is entitled to attend. The Board of Directors or a committee of Directors or of the Members at a duly called meeting, upon fifteen (15) days' written notice to a Member may affirm the termination of membership by Ordinary Resolution. The notice shall set out the reasons for the termination of membership. The Member receiving the notice shall be entitled to give a written submission opposing the termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding the termination of membership.

2.4 Any Member who has been reprimanded, suspended or who has had their Membership in the Club revoked is entitled to appeal the decision of the Board of Directors by giving notice to the Board of



Directors of the Organization, within seven days of notification of the Discipline Committee's decision, requesting an opportunity to be heard by the Board of Directors at a Special Meeting of the Board of Directors of the Organization called for such purpose.

2.5 Membership in the Club shall be deemed to have been terminated:

- (i) If the Member submits a signed letter of resignation to the Club;
- (ii) If the Member is expelled by the Club's Discipline Committee or Board of Directors;
- (iii) If the Member no longer has any children registered as a player in the Club and has children playing with another Club and it is deemed to be detrimental to the Club;
- (iv) If the Member is no longer registered with the Club;

BY-LAW NO. 3

## BOARD OF DIRECTORS

3.1 A Board of Directors shall govern the Club. A director shall be 18 years of age or older, shall not be an undischarged bankrupt, shall not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property, shall not have been declared incapable by a court in Canada or in another country, and shall be a Member of the Club for a minimum of one (1) year. The Board of Directors shall be comprised of a minimum of three (3) directors, and a maximum not exceeding (15) positions. The Board of Directors must include a President, Treasurer and Secretary. These individuals shall hold the positions of:

Board of Directors

- (i) President
- (ii) Vice-President
- (iii) Secretary
- (iv) Treasurer
- (v) Director of Sponsorship and Fundraising
- (vi) Director of Mini House League
- (vii) Director of Youth House League
- (viii) Director of Tournaments and Special Events

3.2 Prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Director-at-Large positions on the Board provided that:

- a) The Board has been empowered by the Members by Special Resolution, at any point in the history of the Club, to determine the number of Director positions on the Board so long as that number is within the range specified in the Articles (the passing of these By-laws is the provision of such powers to the Board);
- b) The number of Director positions is at least three (3) and no more than fifteen (15); and
- c) The determination of the number of Director positions on the Board does not have the effect of shortening the term of a sitting Director

3.3 A Member may run for only one Board position at the Annual General Meeting. If all the Board



Positions are not filled at the Annual General Meeting, the Member may be elected by the Board of Directors to hold a second position on the Board of Directors. A Director may have a maximum of two positions on the Board of Directors, but is entitled to only one vote at Board of Directors meetings.

3.4 Directors shall be elected to the Board at the Annual General Meeting by the General Members of the Club based on the following schedule, and shall be eligible for re-election:

## Schedule

All positions to be a two-year term. These positions will be staggered as follows;

### Even Years

President

Treasurer

Director of Sponsorship and Fundraising

Director of Youth House League

### Odd Years

Vice-President

Secretary

Director of Mini House League

Director of Tournaments and Special Events

3.5 All Regular Members who wish to run for a Director position at the Annual General Meeting must fill out a nomination form, no later than seven days prior to the date of the Annual General Meeting and be present at the Annual General Meeting.

3.6 A qualified individual may fill director positions not filled at the Annual General Meeting or becomes vacant prior to the next Annual General Meeting by a majority vote of the Board of Directors.

3.7 A majority of the members of the Board of Directors present in person shall form a quorum at any meeting thereof and any action taken by the majority of those members of the Board of Directors present at any meeting of the Board at which a quorum is present, shall constitute the action of the Board of Directors.

3.8 Regularly scheduled meetings of the Board of Directors shall be held at a location and time as determined by the Board of Directors.

3.9 Each Director shall be entitled to one (1) vote per motion at all meetings of the Board of Directors. Where there is a tie vote at a meeting of the Board of Directors, the motion shall be deemed to have failed. Unless specifically stated otherwise in the By-Laws, a Majority Vote of the Directors shall decide all motions at all meetings of the Board of Directors. All motions shall be recorded as "carried" or "not carried".

3.10 At every meeting of the Board of Directors, a director shall refrain from voting on any matter, which the Director has, or appears to have, a conflict of interest.

3.11 Duties of the individual positions of the Board of Directors are as per the descriptions found in the Club's Rules and Regulations.

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





The Board is empowered, including but not limited to:

- a) Make policies and procedures or manage the affairs of the Club for the purpose of furthering the objects and purposes of the Club in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Club 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 Club;
- e) Determine registration procedures, determine membership fees, and determine other registration requirements;
- f) Enable the Club to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Club;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Club;
- h) Invest funds for the purpose of furthering the objects and purposes of the Club;
- i) Manage the Club's assets and resources expenditures for the purpose of furthering the objects and purposes of the Club;
- j) Borrow money upon the credit of the Club as it deems necessary in accordance with these By-laws; and
- k) Perform any other duties from time to time as may be in the best interests of the Club.

## BY-LAW NO. 4

### RESIGNATION AND REMOVAL OF DIRECTORS

4.1 A Director has the right to resign from their position by submitting a signed letter of resignation to the Club.

4.2 A Director, which tenders their resignation, shall specifically set out the reasons for their resignation.

4.3 A vacancy on the Board of Directors and their respective position(s) held shall be filled by a majority vote from the Board of Directors. The successor Director shall hold their position(s) for the remainder of the term being filled.

4.4 The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director dies

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

4.6 Any Director who has resigned or has been removed from the Board of Directors may not serve on the Board of Directors for a minimum of three years from the date of resignation or removal.



## BY-LAW NO. 5

### CONFLICT OF INTEREST AND STANDARDS OF CONDUCT

5.1 The Board of Directors shall be subject to the Conflict of Interest and Standards of Conduct Policy in OS's published rules.

## BY-LAW NO. 6

### NOMINATIONS AND ELECTIONS

6.1 The Secretary of the Club must receive nominations for positions on the Board of Directors, no later than seven days prior to the date of the Annual General Meeting.

6.2 Nominations and elections for positions open shall be held in the order of the positions listed in the By-Laws.

6.3 Election shall be by secret ballot.

6.4 A majority of the votes cast shall be required to elect Directors. 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.

6.5 When there is only one candidate, the election is for "yes" or "no" for that candidate.

6.6 All nominations must be personally signed, and hand delivered to the Club's Secretary or acting Secretary, seven (7) days prior to the Annual General Meeting. All nominations not hand delivered will be deemed not received by the Club and the Member will not be able to run for a Board of Director's position at the Annual General Meeting.

## BY-LAW NO. 7

### MEETINGS OF THE MEMBERS OF THE CLUB

7.1 An Annual General Meeting of the Members shall be held at a location and on such a day as the Board of Directors may from time to time determine, for the purpose of:

- (i) Approving and voting for new Directors;
- (ii) Receiving election results;
- (iii) Presentation of the annual budget for the upcoming fiscal year and approving fundamental changes to the annual budget;
- (iv) Appointing auditors with recommendation from the Board of Directors;
- (v) Presentation of financial statements of the Club;
- (vi) Approving any amendments to the By-Laws;
- (vii) Any other business that may be properly brought forward at the meeting.

The Annual Meeting of Members will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Club's fiscal year end.





## Quorum

Ten (10) voting members present at the Annual General Meeting will constitute a quorum.

## Participation/Holding by Electronic Means

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means, which permits all participants to communicate adequately with each other during the meeting if the Club makes such means available. A person participating in a meeting is deemed to be present at the meeting. The Board or Members 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.

## Attendance

The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditors of the Club (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

## Agenda

The Agenda of the Annual General Meeting shall include:

- (i) Roll Call
- (ii) Credential's Report
- (iii) Minutes of Previous Annual General Meeting
- (iv) President's Address
- (v) Officers' Reports
- (vi) Treasurer's Report
- (vii) Auditor's Report
- (viii) Appointment of Auditors
- (ix) Other Reports
- (x) Unfinished Business
- (xi) Amendments to the By-Laws
- (xii) Election of the Board of Directors
- (xiii) Any Other Business
- (xiv) Adjournment

## 7.2 Special Meetings

The Board of Directors may, by Majority Vote, call a Special Meeting of the Members at any time for the purpose of, but not limited to the following:

- (i) Changing auditors;
- (ii) Calling for an audit;
- (iii) The Members voting to remove a Director;
- (iv) Approval of Amendments to the By-Laws;
- (v) Approving fundamental changes to the annual budget;



(vi) For the transactions of such other business as may properly be brought before the meeting.

## Petition for a Special Meeting

A Special Meeting of the Members may also be called by a petition, which must include the following:

- (i) Be clearly worded and specifically state the nature of the business to be presented at the Special Meeting;
- (ii) Be signed by at least ten percent (10%) of the Membership with their names printed legibly and signed. A Parent or Guardian may sign for a Member under 18 years of age.
- (iii) Include the name, address and telephone number of the individual who delivers the Petition to the Club.

If the petition meets the above criteria, the Secretary must call a Special Meeting within twenty-one (21) days upon receiving the petition.

Notification of the Special Meeting shall be by regular mail and/or website notice.

## 7.3 Meetings of the Board of Directors

### Regular Meetings

Regularly scheduled meetings of the Board of Directors shall be held at a location and time as determined by the Board of Directors.

### Agenda

The agenda for each meeting of the Board of Directors shall be distributed to all Directors at least forty-eight (48) hours prior to each meeting.

### Quorum

Over fifty (50) percent of the number of Directors must be present at any Board of Directors Meeting to constitute a quorum.

### Attendance

At every meeting of the Board of Directors of which due notice has been given to the Directors in accordance with the By-Laws, the Attendance Sheet shall be signed by all Directors present and the absent and excused Directors shall be noted.

### Voting

Each Director shall be entitled to one (1) vote per motion at all meetings of the Board of Directors. Where there is a tie vote at a meeting of the Board of Directors, the motion shall be deemed to have failed. Unless specifically stated otherwise in the By-Laws, a Majority Vote of the Directors shall decide all motions at all meetings of the Board of Directors. All motions shall be recorded as "carried" or "not carried".

### Conflict of Interest

At every meeting of the Board of Directors, A director shall refrain from voting on any matter, which the Director has, or appears to have, a conflict of interest.

### Methods of Voting

- (i) Regular Vote. Every motion of the Board of Directors unless otherwise requested shall be decided by a show of hands. Every Director who is present shall have one (1) vote.
- (ii) Secret Ballot. A secret ballot may be requested at the call of any Director. Every Director who is present shall have one (1) vote by secret ballot.
- (iii) Straw Vote. A straw vote may be requested at the call of any Director. A straw vote consists of polling



the Directors to establish the opinion of the Board of Directors. It is not a binding vote and need not be recorded.

## Rule of Order

All meetings of the Club shall be conducted in accordance with the most recently published Robert's Rules of Order Newly Revised except as may otherwise stipulated in the Club's By- Laws or other Rules and Regulations of the Club.

## Emergency Meetings

An Emergency Meeting of the Board of Directors shall be a meeting of the Board of Directors called to address exceptional or time sensitive circumstances. Any Director may call an Emergency Meeting by advising the Secretary of the Club. The Secretary with consultation with the President will determine if an Emergency Meeting is required or the circumstance is not urgent in nature and can wait until the next scheduled Board of Directors meeting. If an Emergency Meeting is required, the Secretary will inform all the Directors of the date, time and location of the Emergency Meeting. An Agenda of the Emergency Meeting will be given to the Board of Directors at least twenty-four (24) hours prior to the time of the meeting.

Emergency Meetings may not be called more than twice in any calendar month.

## BY-LAW NO. 8

### COMMITTEES

The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Club. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

No Committee, including the Executive Committee, has authority to:

- a) Submit to the Members any question or matter requiring approval of the Members;
- b) Fill a vacancy among the Directors or appoint additional Directors;
- c) Issue debt obligations except as authorized by the Board;
- d) Approve any financial statements;
- e) Adopt, amend or repeal the By-laws; or
- f) Establish contributions to be made, or fees to be paid, by Members without the approval of the Board.

The Board may appoint and remove Directors any other individual to or from a standing or ad-hoc committee at any time and for any reason.

The President (or their appointed designate) will be an ex-officio and non-voting member of all standing and ad-hoc committees of the Club.

## BY-LAW NO. 9

### PROCEDURES GOVERNING MEETINGS

9.1 All meetings of the Club shall be conducted in accordance with the most recently published Robert's Rules of Order Newly Revised except as may otherwise stipulated in this By-Law or other Rules and regulations of the Club.



## BY-LAW NO. 10

### BY-LAW AMENDMENTS

Subject to the following section (when applicable), these By-laws may only be amended, revised, repealed or added to by:

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

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

- a) Change the Club's name;
- b) Add, change or remove any restriction on the activities that the Club may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the Club;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Club is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act.

## BY-LAW NO. 11

### RULES AND REGULATIONS

11.1 The Club shall have Rules and Regulations which shall include, but is not limited to, the following:

- (i) Discipline of a Member: summary of charges regarding misconduct;
- (ii) Discipline of a Member: procedures for discipline hearing;
- (iii) Duties of Board of Directors: authority granted to Board of Directors regarding the business being conducted;
- (iv) Duties of Board of directors: selection process and appointment process for the appointment and



renewal of appointments to the Club's paid and volunteer positions;  
(v) Duties of Board of Directors: process for revoking appointments;  
(vi) Voting at General Meetings.

11.2 The Board of Directors may approve and publish Rules and Regulations, which are not inconsistent with these By-Laws and are not inconsistent with the Rules and Regulations of a higher level governing organization.

11.3 Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors.

BY-LAW NO. 12

## CLUB ACCOUNTS AND FUNDS

12.1 The fiscal year end of the Club shall terminate on the 30th day of September of each year.

12.2 The Treasurer shall prepare and submit to the Board of Directors on or before the 30th day of September in each fiscal year a budget setting forth the estimated receipts and expenditures of the Club for the ensuing fiscal year together with such financial proposals as the Directors may seem desirable.

12.3 The Treasurer shall be the custodian of the funds of the Club and shall cause to be deposited to the credit of the Club in a chartered bank approved by the Board of Directors. The Treasurer shall keep proper books of account and shall exhibit those at all reasonable times to any member of the Board of Directors. A proper voucher shall be obtained for every expenditure made on behalf of the Club.

12.4 All cheques and other orders for the payment of money shall be signed in the name of the Club by the Treasurer and one other Member of the Board of Directors.

12.5 The Club will segregate fifty percent (50%) of the Excess of Revenues over Expenses each fiscal year from its Operating Fund to a Reserve Fund. The Reserve Fund will be used for future development of the soccer program.

At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Club in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Club and must be permitted to conduct an audit or review engagement of the Club under the *Public Accounting Act, 2004*, as amended. When the Club's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by 80% resolution, to appoint an auditor. Alternatively, when the Club's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by 80% resolution, choose to conduct a review engagement or compilation in lieu of an audit.

The financial statements of the Club will be presented annually to the members at the Annual Meeting in accordance with the Act and must be:



# Soccer Club of Toronto



SC Toronto P.O. Box 234 Station E Toronto ON M6H 4E3 Tel: (416)588-9355 Fax (416)588-7545 Email: [info@sctoronto.ca](mailto:info@sctoronto.ca)

<http://www.sctoronto.ca>

- a) Audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant if the Club's annual gross revenue is greater than or equal to \$150,000 or if the Club has greater than or equal to 1,000 registered individuals; or
- b) Reviewed by a Public Accountant, Certified General Accountant or Certified Management Accountant through a Financial Review Engagement, as defined by CICA, if the Club's annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or the Club has fewer than 1000 but greater than or equal to 500 registered individuals; or
- c) Signed with a Compilation Engagement Report prepared by a Public Accountant, Certified General Accountant or Certified Management Accountant if the Club's annual gross revenue is less than \$100,000 but greater than or equal to \$10,000.

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 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 or review engagement (if any); and
- c) Any further information respecting the financial position of the Club.

The necessary books and records of the Club 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 Club'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 Club on a quarterly basis.

## BY-LAW NO. 13

### USE OF NAME, LIABILITIES AND CLAIMS

13.1 No Member shall use the name of the Club on letterheads or in any circulars, advertising or publicity matter, except to the extent and in such form as may be authorized by the Board of Directors.

13.2 No liability shall be incurred in the name of the Club by any Director, Member, Officer or Club employee without the authority of the Board of Directors.

## BY-LAW NO. 14

### NOTICES

14.1 Any notice which is required or permitted by or pursuant to the By-Laws shall be given in writing by





hand delivery, mail, e-mail or any other similar form of electric or electronic written communications, in each case with all charges prepaid, addressed to the person to which such notices are directed at their last known address as it appears on the books of the Club. Any notice shall be deemed to be given on the day it is received except in the case of prepaid mail in which case notice shall be deemed to be given on the fifth day after mailing.

## BY-LAW NO. 15

### INDEMNIFICATION

15.1 No person who is, shall be or has been a member of the Board of Directors of the Club nor their heirs, executors, administrators, estate and effects, respectively, shall be liable for the acts, neglects or defaults of any other such member or officer, or for any other loss, injury, damage or misfortune whatsoever which shall happen in the execution of the duties of their office or position, except such loss, injury, damage or misfortune as are occasioned by their own willful neglect or default.

15.2 Each person who is, shall be or has been a member of the Board of Directors of the Club, and their heirs, executors, administrators, estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Club, from and against:

- (i) All costs, charges, damages and expenses whatsoever that such Director sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of their duties of the office or position; and
- (ii) All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Club, the Board of Directors of any of the foregoing;

Except such costs, charges, damages and expenses as are occasioned by their own willful neglect or default.

## BY-LAW NO. 16

### EXECUTION OF DOCUMENTS

16.1 Contract, cheques and engagements in writing requiring execution by the Club shall be signed by any two of the President, Vice-President, Secretary, Treasurer or Registrar of the Club. Notwithstanding the foregoing, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Club may or shall be executed.

## By-Law No. 17

### RULINGS

17.1 The Board of Directors shall have the authority to make Rulings not inconsistent with the By-laws or Rules and Regulations and to repeal and amend the same from time to time, and all such Rulings for the time being in force shall be binding upon all Members.



## BY-LAW NO. 18

### DISPUTE RESOLUTION

18.1 The Club shall adhere to the Dispute Resolution process as published and approved by OS from time to time.

18.2 Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to OS, with a copy to the Club and the District Association, the nature and facts of the dispute. The OS, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.

18.3 The Dispute Resolution process shall not be used for game discipline, which follows the normal discipline and appeals process.

18.4 The Club shall make available to any Member the Dispute Resolution process when requested.

## BY-LAW NO. 19

### HARASSMENT and SCREENING

19.1 The Club shall adhere to OS's policies regarding harassment.

19.2 OS's policies related to harassment shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of the Club.

19.3 Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.

19.4 The Club shall make OS's policies for harassment available to any Member when requested.

19.5 The Club will adhere to OS's policies regarding volunteer screening

## BY-LAW NO. 20

### APPEALS

20.1 Any Member of the Club directly affected by a decision of the Club may appeal such decision. A non-Member may appeal the denial or termination of Membership in the Club.

20.2 A decision of the Club may be appealed to the District Association with which the Club is affiliated. The appeal shall be conducted in accordance with OS and District Association's published rules.

20.3 An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment and revocation process outlined in the Club's published rules has not been followed.

20.4 An individual shall not appeal a decision made by the Club regarding a player's team assignment.



## BY-LAW NO. 21

### DISSOLUTION

21.1 In the event of dissolution of the Club, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Directors to one or more not-for-profit soccer related organizations, or any not-for-profit athletic community organizations, which operate solely in Ontario.

## BY-LAW NO. 22

### INTERPRETATION AND EFFECT

These By-laws were ratified by the Members of the Club at a meeting of Members duly called and held on January 10, 2025.

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