

**GOULBOURN LANARK SOCCER LEAGUE  
BY-LAWS**

**ARTICLE I                    GENERAL**

- 1.1     Purpose – These By-laws relate to the general conduct of the affairs of the Goulbourn Lanark Soccer League.
- 1.2     Definitions – The following terms have these meanings in these By-laws:
- a) *Act* – the *Ontario Not-for-Profit Corporations Act, 2010*, as amended.
  - b) *Articles* – the League’s articles of incorporation, articles of continuance, letters patent, or supplementary letters patent, as applicable.
  - c) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the League for a report to the Members at the next Annual Meeting in accordance with the Act.
  - d) *Board* – the Board of Directors of the League.
  - e) *Coordinator* – a position appointed by the Board to sit on committees and/or perform certain duties on behalf of the Board.
  - f) *Days* – days including weekends and holidays.
  - g) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
  - h) *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
  - i) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
  - j) *League* – the Goulbourn Lanark Soccer League.
  - k) *Officer* – an individual elected or appointed to serve as an Officer of the League pursuant to these By-laws.
  - l) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
  - m) *Special Resolution* – a resolution submitted to a special meeting of the members passed by not less than two-thirds of the votes cast on that resolution. Special Resolutions considered by the Members must be submitted to a Special Meeting of the Members unless each Member present at the meeting consents to the resolution.
- 1.3     Registered Office – The registered office of the League will be located within the Province of Ontario.
- 1.4     No Gain for Members – The League will be carried on without the purpose of gain for its Members and any profits or other accretions to the League will be used in promoting its objects.
- 1.5     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 League.
- 1.6     Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
- 1.7     Interpretation – Words importing the singular will include the plural 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.

1.8 Affiliations – The League will be a member of the Eastern Ontario District Soccer Association (“EODSA”) and shall follow the published rules of the EODSA, Ontario Soccer, and Canada Soccer.

1.9 Dispute Resolution – The League 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 League, and following the outlined procedure, after exhausting the Leagues and the Eastern Ontario District Soccer Association published rules, in that order of hierarchy.

1.10 Policies - The League will establish and publish policies and appeals as needed, including those required by the Eastern Ontario District Soccer Association, Ontario Soccer and Canada Soccer.

## **ARTICLE II MEMBERSHIP**

2.1 Categories – The League has the following categories of Member:

- a) Full Membership - Full Membership is held by the following Clubs (or their successors, as applicable):
  - i. Almonte Soccer Club
  - ii. Arnprior McNab Braeside United Soccer Club
  - iii. Carleton Place Soccer Club
  - iv. Perth United Soccer Club
  - v. Smiths Falls and District Soccer Club
  - vi. West Carleton Soccer Club
  
- b) Associate Membership - Associate Members are soccer clubs accepted by the Corporation as Associate Members and who have the right to enter teams in the Corporation and may attend and speak at Board Meetings.

2.2 Registration – Each Member must register with the League and agree to abide by the League’s By-laws, policies, procedures, rules and regulations.

### **Authority of Members**

2.3 Membership Authority – The Members of the League will have the following powers:

- a) To appoint the Auditor;
- b) To amend the By-laws;
- c) To appoint Directors;
- d) To be governed in accordance with Ontario Soccer’s and the League’s published rules;
- e) To participate in competitions sanctioned by Ontario Soccer;
- f) To enter teams in the league in accordance with Ontario Soccer’s published rules; and
- g) As provided in the Act and in these By-laws

### **Admission and Renewal of Members**

2.4 Admission and Renewal of Members – Any candidate will be admitted or renewed as a Member if the candidate member:

- a) Is eligible to be a member if one or more of its teams have been accepted to play in the Corporation league based on Ontario Soccer’s Pyramid of Play in accordance with Ontario Soccer published rules;
- b) Makes an application for membership in a manner prescribed by the League;
- c) Was previously a Member, the candidate member was a Member in good standing when the candidate ceased to be a Member;
- d) Has paid fees as prescribed by the Board;
- e) Agrees to uphold and comply with the League’s governing documents;

- f) Meets any other condition of membership determined by the Board;
- g) Has met the applicable definition listed in Section 2.1; and
- h) Has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

### **Membership Fees and Duration**

2.5 Duration – Unless otherwise determined by the Board, membership with the League begins as described below and ends as described below or when the member resigns or is terminated from membership:

- a) Full Club Member – begins on the date the Board accepts the Member’s registration and ends on a date determined by the Board common to all Full Club Members.
- b) Associate Club Member – begins on the date the Board accepts the Member’s registration and ends on a date determined by the Board common to all Associate Club Members.

2.6 Fees – Membership fees will be determined by the Board.

2.7 Arrears – A Member may be expelled from the League for failing to pay membership fees or monies owed to the League by the deadline dates prescribed by the Board (or designate). Any fees, subscriptions, or other monies owed to the League by suspended or expelled Members will remain due.

2.8 Deadline – Members will be notified in writing of the membership fees at any time payable, and if the membership fees are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the League.

### **Compliance, Transfer, Suspension, and Termination of Membership**

2.9 Policy Compliance – As a condition for membership, a Member must comply with the League’s policies and procedures, as may be modified or updated at the discretion of the Board (or designate). Failure to comply with the League’s policies and procedures may result in discipline, or suspension or termination of membership.

2.10 Transfer – Membership in the League is non-transferable.

2.11 Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the League’s policies related to discipline, or by Ordinary 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.

2.12 Effects of Suspension – A suspended Member is not in good standing, may not vote at meetings of the Members, is not permitted to have any sport-related involvement with the League, and may be subject to a probationary period before being reinstated to good standing.

2.13 Termination – Membership in the League will terminate immediately upon:

- a) The expiration of the Member’s membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
- c) Resignation by the Member by giving written notice to the League;
- d) Dissolution of the League;
- e) A decision made by the Board (or designate) or a disciplinary panel in accordance with these By-laws or the League’s policies;
- f) If the Member has not entered any teams into the League as of the start of the regular season;
- g) The Member’s dissolution; or
- h) By Ordinary Resolution of the Board, a committee of Directors, or a committee of Members (as applicable) at a duly called meeting, provided fifteen (15) days’ written notice to a Member. 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, committee of Directors, or committee of Members (as applicable) shall consider the written submission of the Member before making a final decision regarding the termination of membership.

2.14 May Not Resign – A Member may not resign from the League when the Member is subject to disciplinary investigation or action by the League.

### **Good Standing**

2.15 Definition – A Member will be in good standing provided that the Member:

- a) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- b) Has completed and remitted all documents as required by the League;
- c) Has complied with the By-laws, policies, and rules of the League;
- d) Is not subject to a disciplinary investigation or action by the League, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- e) Has paid all required membership fees.

2.16 Privileges of Good Standing – Subject to these By-laws and other governing documents of the League, Members in good standing may be entitled to the following privileges:

- a) To attend, participate, and vote at meetings of the Members;
- b) To participate in the League's activities; and
- c) To participate in other events associated with the League.

## **ARTICLE III MEETINGS OF MEMBERS**

3.1 Annual Meeting – The League will hold Annual 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 League's fiscal year end. Any Member, upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) 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 for any purpose connected with the affairs of the League that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 Business – All business transacted at a Special Meeting and all business transacted at an Annual Meeting (except consideration of the financial statements, presentation of the auditor's report or review engagement report (if any); the election of Directors; and re-appointment of the incumbent auditor or the person conducting the review engagement (if any)) is special business. The business transacted at the Annual Meeting shall include:

- a) Receipt of the agenda;
- b) Receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
- c) Consideration of the financial statements;
- d) Report of the auditor or person who has been appointed to conduct a review engagement (if any);
- e) Reappointment or appointment of the auditor or person who has been appointed to conduct a review engagement for the coming year (if any);
- f) Election of Directors; and
- g) Such other business or special business as may be set out in the notice of meeting.

3.4 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 League makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board 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.

3.5 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. A further notice will be provided ten (10) days prior to the date of the meeting containing a proposed agenda, and reasonable information to permit Members to make informed decisions.

3.6 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.

3.7 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.

3.8 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 thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.9 Quorum – Four (4) voting Members present representing a minimum of three (3) Full Member Clubs 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.

3.10 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.

3.11 Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.12 Attendance – The only persons entitled to attend a meeting of the Members are delegates representing Members, the Directors, the auditors of the League (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.

3.13 Chair – 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 an Ordinary Resolution of the voting Members in attendance.

### **Voting at Meetings of Members**

3.14 Voting Rights – Members in good standing at the time of the meeting of the Members at which a vote is to be taken have the following voting rights at all meetings of the Members:

- a) Full Club Members have one vote by way of Delegate.
- b) Associate Club Members do not have a vote.

3.15 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

3.16 Delegates – Members will appoint in writing (inclusive of electronic notice) to the League, seven (7) days prior to the meeting of Members, the name of the Delegate(s) to represent the Member. Delegates must be at least 18 years of age, of sound mind, and be acting as the Member’s representative. Delegates have only one vote and may not vote by proxy. A delegate may also be the Member’s Club Representative.

3.17 Proxy Voting – Proxy voting is not permitted.

3.18 Absentee Voting – Absentee voting is not permitted.

3.19 Voting by Mail or Electronic Means – A Member may vote by electronic means if:

- a) The League has made available a procedure that permits voting by electronic means;
- b) The votes may be verified as having been made by the Member entitled to vote; and
- c) The League is not able to identify how each Member voted.

3.20 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

3.21 Majority of Votes – Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

## **ARTICLE IV GOVERNANCE**

### **Composition of the Board**

4.1 Directors – The Board will consist of between four (4) and ten (10) Director positions.

4.2 Composition of the Board – The Board will consist of the following positions:

- a) Between four (4) and ten (10) Directors, who shall be known as Club Representatives, in the number that matches the number of Full Club Members of the Corporation.
- b) The Board will not have more than one (1) Club Representative from each Full Club Member.

4.3 Club Representatives – Each Full Club Member will appoint, prior to the meeting of the Members, an individual to act as the Member’s Club Representative. Full Club Members may devise their own respective process for appointing a Club Representative.

4.4 Number of Directors – Prior to a meeting of the Members, the Board will determine the number of Club Representative positions on the Board provided that:

- a) The Board has been empowered by the Members by Ordinary Resolution, at any point in the history of the League, to determine the number of Club Representative positions on the Board so long as that number is within the range specified in the Articles;
- b) The number of Club Representatives does not exceed the maximum number of Directors specified in the Articles;
- c) The number of Club Representatives does not fall below the minimum number of Directors specified in the Articles;
- d) The number of Club Representatives is at least four (4) and no more than ten (10); and
- e) The determination of the number of Club Representatives on the Board does not have the effect of shortening the term of a sitting Director.

#### **Eligibility of Directors**

4.5 Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- c) Have not been declared incapable by a court in Canada or in another country; and
- d) Not have the status of bankrupt.

#### **Election of Directors**

4.6 Appointment and Election – At each meeting of the Members, the Full Club Members will appoint one (1) Club Representative from each Full Club Member who will be affirmed by an Ordinary Resolution of the voting Members. The Club Representative may be the Member's delegate.

4.7 Terms – Directors will serve terms of one (1) year and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

4.8 Director Consent and Registration – An individual who is elected or appointed to be a Director must register with the League as a Director, must sign all required documents presented by the League, 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.

#### **Resignation and Removal of Directors**

4.9 Resignation – A Director may resign from the Board at any time by presenting their 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 League resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.10 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial appointment;
- c) The Director is found to be incapable of managing property by a court or under Ontario law;
- d) The Director is found by a court to be incapable;
- e) The Director becomes bankrupt; or

f) The Director dies.

4.11 Removal – 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.

#### **Filling a Vacancy on the Board**

4.12 Vacancy – When the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the position for the remainder of the term. The individual must be from the same Member as the Club Representative who vacated the position.

#### **Meetings of the Board**

4.13 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

4.14 Chair – The President will be the Chair of all meetings of the Board unless another individual is designated to be the Chair by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Board will appoint an individual to Chair the meeting.

4.15 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the 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. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the League.

4.16 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).

4.17 Number of Meetings – The Board will hold at least three (3) meetings per year.

4.18 Quorum – At any meeting of the Board, quorum will be forty percent (40%) of the Directors holding office representing a minimum of three (3) Full Member Clubs.

4.19 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.

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

4.21 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.

4.22 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board. If a Director is unable to attend a meeting of the Board, the Full Member Club may send a delegate to have voice but no vote as a Director.



4.23 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. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the League consent, participate by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

#### **Duties of Directors**

4.24 Standard of Care – Every Director will:

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

#### **Powers of the Board**

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

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

- a) Make policies, procedures, rules and regulations, and manage the affairs of the League for the purpose of furthering the objects and purposes of the League 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 League 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 League;
- e) Appoint Coordinators (such as volunteers involved with refereeing or discipline) with duties and responsibilities as described by the Board;
- f) Determine registration procedures, determine membership fees, and determine other registration requirements;
- g) Enable the League to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the League;
- h) Make expenditures for the purpose of furthering the objects and purposes of the League;
- i) Invest funds for the purpose of furthering the objects and purposes of the League;
- j) Manage the League's assets and resources expenditures for the purpose of furthering the objects and purposes of the League;
- k) Borrow money upon the credit of the League as it deems necessary in accordance with these By-laws; and
- l) Perform any other duties from time to time as may be in the best interests of the League.

#### **ARTICLE V OFFICERS**

5.1 Composition – The Officer positions are the President, Vice President, Secretary, Treasurer and Club Administrator.

5.2 Term – The term of the Officers will be one (1) year or until they or their successors are elected or appointed. Notwithstanding Section 5.2, the Club Administrator may be appointed for a term determined by the Board of Directors.

5.3 Election – The Officers of the League will be elected by the Board of Directors from amongst themselves, excluding the Club Administrator who does not need to be a Director. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect Officers for whichever positions are vacant. They shall take office immediately.

5.4 Voting – Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

5.5 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 League and at meetings of the Board unless otherwise designated, will be the official spokesperson of the League, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board.
- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- c) The Secretary will be responsible for the documentation of all amendments to the League's By-laws, will ensure that all official documents and records of the League 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 League, and will perform such other duties as may from time to time be established by the Board.
- d) The Treasurer will, subject to the powers and duties of the Board, file all financial and corporate returns required by the Act and any other provincial or federal legislation in accordance with applicable legislation, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the League in the League's bank account, will supervise the management and the disbursement of funds of the League, when required will provide the Board with an account of financial transactions and the financial position of the League, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.

5.6 Delegation of Duties – At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the League, or to another Officer or Director.

5.7 Multiple Positions – With the exception of the position of President, a Director may hold multiple Officer positions.

5.8 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. Removal from an Officer position does not mean the individual is removed from their Director position (when applicable).

5.9 Vacancy – Where the position of an Officer 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.

5.10 Other Officers – The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors and would not be members of the Board.

## **ARTICLE VI COMMITTEES**

### **Committees**

6.1 Appointment of Standing and Ad-Hoc Committees – The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the League. 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.

6.2 Committee Limitations – 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.

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

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

## **ARTICLE VII FINANCE AND MANAGEMENT**

7.1 Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the League will be January 1<sup>st</sup> to December 31<sup>st</sup>.

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

7.3 Auditors – 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 League 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 League and must be permitted to conduct an audit or review engagement of the League under the *Public Accounting Act*, 2004, as amended. When the League’s revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the League’s revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement in lieu of an audit.

7.4 Audit Requirements – The financial statements of the League will be presented annually to the members at the Annual Meeting in accordance with the Act and must be:

- a) Audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant if the League’s annual gross revenue is greater than or equal to \$150,000 or if the League has greater than or equal to 1000 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 League’s annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or the League has fewer than 1000 but greater than or equal to 500 registered individuals; or
- c) Signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or Certified Management Accountant if the League’s annual gross revenue is less than \$100,000 but greater than or equal to \$10,000.

7.5 Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the League of the last fiscal year of the League 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 League.

7.6 Books and Records – The necessary books and records of the League 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 League’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 League on a quarterly basis.

7.7 Minutes of meetings of the Board and Board Resolutions – Minutes of meetings of the Board and Board Resolutions are confidential and may only be open for inspection by Members in good standing by request to the Board.

7.8 Signing Authority – The signing authority of the League shall be vested in the Officers of the League and such other persons as the Board, by Ordinary Resolution, may authorize in specific instances. The signatures or electronic authorization of any two (2) of these Officers or persons shall be required on any financial instrument of the League.

7.9 Property – The League 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.

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

7.11 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.

### **Remuneration**

7.12 No Remuneration – All Directors, Officers (excluding the Club Administrator who is paid) and members of committees will serve their term of office without remuneration (unless approved at a meeting of the Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a committee from providing goods or services to the League under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these By-laws.

### **Conflict of Interest**

7.13 Conflict of Interest – A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the League will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

## **ARTICLE VIII AMENDMENT OF BY-LAWS**

8.1 Voting – Subject to Article XII (when applicable), these By-laws may only be amended, revised, repealed or added to by:

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

## **ARTICLE IX NOTICE**

9.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable. It is the obligation of the Director, Officer or Member (as applicable) to provide a current address for notification under this provision to the Board.

9.2 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 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.

9.3 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 X DISSOLUTION**

10.1 Dissolution – In the event of dissolution of the Corporation, 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 which is (are) registered with Ontario Soccer.

#### **ARTICLE XI INDEMNIFICATION**

11.1 Will Indemnify – The League will indemnify and hold harmless out of the funds of the League each Director and any individual who acts at the League’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 and/or any individual who acts at the League’s request in a similar capacity.

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

- a) The individual acted honestly and in good faith with a view to the best interests of the League; 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 their conduct was lawful.

11.3 Insurance – The League will maintain in force Directors and Officers liability insurance at all times.

#### **ARTICLE XII FUNDAMENTAL CHANGES**

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

- a) Change the League’s name;
- b) Add, change or remove any restriction on the activities that the League 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 League;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the League 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.

#### **ARTICLE XIII ADOPTION OF THESE BY-LAWS**

13.1 Ratification – These By-laws were ratified by the Members of the League at a meeting of Members duly called and held on January 28, 2024.

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