

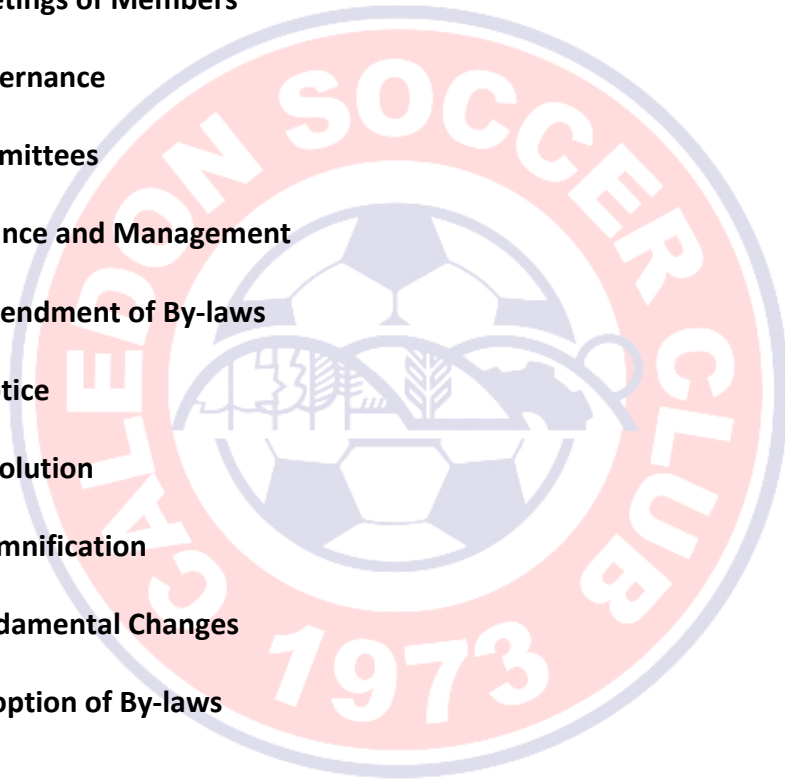
# By-laws of Caledon Soccer Club

November 19, 2023



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## 1. Article I – General

- 1.1 Name – The name of the organization shall be Caledon Soccer Club (CSC) and shall operate under the name Caledon United Football Club for its competitive divisions.
- 1.2 Purpose – CSC shall promote and develop the game of soccer and help individuals develop their character as resourceful and responsible members of their community by providing opportunities through the game of soccer for their mental, physical, social and leadership development.
- 1.3 Diversity, Equity, and Inclusion (DE&I) – CSC promotes these values through:
  - a) Reflecting the communities we live in. Identify, attract, and retain diverse, qualified team members.
  - b) Fostering a culture of Inclusion and Equity. Respecting each diverse perspective, ensuring team members are motivated and empowered to contribute to the CSC mission.
  - c) Ensure transparency and promote accountability; ensure DE&I is embedded in our business operations.
  - d) Equality and promotion of women and girls programs; ensuring pathways for progression from grassroots to post-secondary and professional level play.
- 1.4 Purpose – These By-laws relate to the general conduct of the affairs of CSC.
- 1.5 Affiliations – CSC shall be a member of the Peel Halton Soccer Association (PHSA) and shall follow the published rules of the PHSA and Ontario Soccer (OS).
- 1.6 Head Office – CSC shall have its Registered Office in the Town of Caledon, Regional Municipality of Peel, in the Province of Ontario.
- 1.7 Organization – CSC shall be composed of Members, as hereinafter defined, and shall be managed by a Board of Directors (BOD), as hereinafter defined, which shall be governed by these By-laws.
- 1.8 Definitions – The following terms are hereby defined as below in these By-laws:
  - a) *Act* – the *Not-for-Profit Corporations Act, 2021*.
  - b) *Auditor* – an individual appointed by the Members of CSC at the Annual General Meeting (AGM) to audit the financial records of CSC and report findings to the Members at the next AGM, in accordance with the Act.
  - c) *Club Administrator* – An employee of CSC responsible for all aspects of administration. The Club Administrator reports to the Executive Director and does not have voting privileges.
  - d) *Director* – an individual elected or appointed to serve on the BOD pursuant to these By-laws.
  - e) *Executive Director* – An employee of CSC responsible for all aspects of Club and Soccer operations. The Executive Director reports to the BOD and does not have voting privileges.
  - f) *Ordinary Resolution* – a resolution passed by a majority of the votes cast.
  - g) *Extraordinary Resolution* – a resolution passed by at least 80% of the votes cast.
- 1.9 No Gain for Members – CSC will be carried on without the purpose of gain for its Members. Any profits or accretions to CSC will be used in promoting its objectives.

- 1.10 Ruling on By-laws – Except as provided in the Act, the BOD 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 objectives of CSC.
- 1.11 Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the BOD will be according to the Act.
- 1.12 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.

## 2. Article II – Membership

- 2.1 Categories – CSC has one class of Membership, being either:
  - a) Registered Player. An individual eighteen (18) years of age and older, who has agreed to abide by CSC's By-laws, policies, procedures, rules, and regulations. If the Registered Player is under eighteen (18) years of age, a single parent or guardian may assume all rights of membership afforded to the Registered Player.
  - b) Active Volunteer Member. An individual, eighteen (18) years of age and older, who has agreed to abide by CSC's By-laws, policies, procedures, rules, and regulations and who is registered, elected, or appointed within CSC as a volunteer in any of the following positions:
    - i) Representative Team Coach, Assistant Coach, Manager, or Assistant Manager
    - ii) House League Convenor
    - iv) Committee Members appointed by the BOD
    - v) Honorary Life Appointment (approved by Extraordinary Resolution of the BOD who has contributed greatly to the development or promotion of CSC)
    - vi) Director
- 2.2 One Subclass – Although an individual may qualify for and be registered or designated under more than one subclass of membership, an individual may only hold one membership in CSC.
- 2.3 Member Exclusions – Individuals who receive more than \$500 in remuneration per year, as defined in subsection 2.5, from CSC are not eligible to be Members of CSC. This section does not preclude a Director or member of a Committee from providing goods or services to CSC under contract or for purchase.
- 2.4 Admission of Members – No individual will be admitted as a Member of CSC unless:
  - a) The candidate member is eighteen (18) year of age or older;
  - b) The candidate member has made an application for membership in a manner prescribed by CSC;
  - c) The candidate member has paid dues prescribed by the BOD, if any;
  - d) The candidate member agrees to comply with CSC's governing documents;
  - e) The candidate member meets any other condition of membership determined by the BOD; and,
  - f) The candidate member has been approved for such position as required by the CSC governing documents.

- 2.5 Membership Duration – Unless otherwise determined by the BOD or these By-laws, except for Life Membership which shall be for the lifespan of the Member or Directors who are deemed members as long as they hold office as a Director, the membership year of CSC will be April 1<sup>st</sup> to March 31<sup>st</sup>. Members will re-apply for membership annually.
- 2.6 Membership Dues – Membership dues will be determined annually by the BOD.
- 2.7 Transfer, Suspension and Termination of Membership – Membership in CSC is non-transferable.
- a) Membership in CSC will terminate immediately upon:
    - i) The expiration of the Member’s annual membership, unless renewed in accordance with these By-laws;
    - ii) Resignation by the Member by giving written notice to CSC;
    - iii) Dissolution of CSC;
    - iv) The Member’s death or dissolution; or,
    - v) By Ordinary Resolution of the BOD 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. **Members have the right to appeal this decision to the Ontario Superior Court.**
  - b) Effect of Termination – Upon termination of membership for any reason, all rights and benefits of membership will cease effect immediately.
  - c) May Not Resign – A Member may resign from CSC when the Member is subject to disciplinary investigation or action of CSC, but the disciplinary investigation or action will continue and be completed.
  - d) Arrears – A Member will be expelled from CSC for failing to pay membership dues or monies owed to CSC by the deadline dates prescribed by CSC.
  - e) Discipline – In addition to expulsion for failure to pay membership dues, a Member may be disciplined in accordance with CSC’s policies and procedures relating to the discipline of Members.
  - f) Dues Payable – Any dues, subscriptions, or other monies owed to CSC by suspended or expelled Members will remain due.
- 2.8 Good Standing – 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 CSC;
  - d) Has complied with the By-laws, policies, and rules of OS and CSC;
  - e) Has no relationship of a sporting nature with entities that are not recognized by CSC or with Members who have been suspended or expelled;
  - f) Is not subject to a disciplinary investigation by CSC, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the BOD; and,
  - g) Has paid all required membership dues.

- 2.9 Cease to Be in Good Standing – Members who cease to be in good standing, as determined by the BOD 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 BOD is satisfied that the Member has met the definition of good standing.

### 3. Article III – Meetings of Members

- 3.1 Annual Meeting – CSC will hold meetings of Members at such date, time and place as determined by the BOD within the Province of Ontario. The AGM will be held within fifteen (15) months of the last AGM and within five (5) months of CSC's fiscal year end.
- 3.2 Special Meeting – A Special Meeting of the Members may be called at any time by Ordinary Resolution of the BOD or upon the written requisition of ten (10) percent or more of the Members for any purpose connected with the affairs of CSC 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 receipt of the written 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 permits all participants to communicate adequately with each other during the meeting if the BOD makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members may determine that the meeting be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.
- 3.4 Notice – Written or electronic notice of the date of the AGM shall be given to all Members in good standing, Directors, and the Auditor **at least ten (10) 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, reasonable information to permit Members to make informed decisions, nominations of Directors, **a summary of financial statements**, and the text of any resolution or amendments to be decided.
- 3.5 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 BOD thirty (30) days prior to the meeting of the Members in accordance with procedures as approved by the BOD. Copies of all such proposals, together with copies of any amendments then proposed by the BOD, and copies of all resolutions put forward by the BOD shall be send to all Members with the agenda and notice of calling an AGM.
- 3.6 Quorum – Twenty (20) voting 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.

- 3.7 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the BOD or in accordance with the Act.
- 3.8 Agenda – The agenda for the AGM may include:
- a) Call to order
  - b) Establishment of quorum
  - c) Approval of minutes of the previous AGM
  - d) Presentation of reports
  - e) Report of Auditor(s)
  - f) Appointment of Auditors
  - g) Business as specified in the meeting notice
  - h) Ratification of business for the year ending
  - i) Election of new Directors
  - j) Adjournment
- 3.9 Voting at Meetings of the Members
- a) Voting Rights – Active Volunteer Members, Registered Players or one (1) parent/guardian of a Registered Player, shall have one (1) vote at all meetings of the Members.
  - b) Proxy Voting – Every Member entitled to vote at a meeting of Members may appoint a proxy holder, or one or more alternative proxy holders, to attend and vote on behalf of the Member. A proxy must:
    - i) Be signed by a Member.
    - ii) Be in a form that complies with the Act.
    - iii) Comply with the format stipulated by CSC.
    - iv) Be submitted to the Registered Office of CSC at least two (2) business days prior to the meeting of the Members.
    - v) A proxy holder may only hold a maximum of 1 proxy vote.
    - vi) A proxy holder must be a Member.
  - c) Absentee Voting – A Member may vote in writing in advance of the AGM on proposed resolutions and for the election of Directors by so indicating the vote to the Registered Office of CSC prior to the vote being taken.
  - d) Voting Procedure – Except upon demand by at least ten (10) Members, by a secret ballot prior to a vote, voting on resolutions or proposals other than the election of Directors will be held by means specified by the BOD.
  - e) Majority of Votes – Except as otherwise provided in these By-laws, that majority of votes will decide each issue. In the case of a tie, the issue is defeated.
  - f) 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.

## 4. Article IV – Governance

- 4.1 Directors – The BOD will consist of not fewer than five (5) Directors and no more than eight (8), or a number fixed by Ordinary Resolution of the BOD. The BOD will consist of:

- a) President (shall have been a member of the BOD for the previous 2 years, shall be elected in even numbered years)
  - b) Vice-President (shall have been a member of the BOD for the previous year, shall be elected in odd numbered years)
  - c) Director(s) at Large 1-6 (odd number Directors shall be elected in odd numbered years, even number Directors shall be elected in even numbered years)
- 4.2 Appointment – The BOD may appoint such other Directors as it deems necessary from time to time, for a specified term, including but not limited to Directors for Discipline, Competitive, Recreational, Coach Development, Volunteers, Fundraising, Sponsorship, Marketing, Referee Development. Duties and accountabilities will be shared following their appointment. Once appointed to the BOD, these Directors shall have the same rights and privileges as the elected Directors but shall not have the right to bind CSC. These appointed Directors shall only serve until the next AGM.
- 4.3 Eligibility – To be eligible 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*, 1990 to be incapable of managing property;
  - c) Have the power under law to contract;
  - d) Have not been declared incapable by a court in Canada or another country;
  - e) Not have the status of bankrupt;
  - f) Not be a CSC staff member or staff member of another soccer organization;
  - g) Not be a director of another soccer organization; and,
  - h) If a Member, be a Member in good standing.
  - i) Partners or spouses residing in the same household may not concurrently serve as Directors on the BOD. In the event of extenuating circumstances, a written request to review may be made to and/or by the BOD. The BOD reserves the right to waive this restriction, with or without limitation, by Ordinary Resolution.
- 4.4 Call for Nominations – At least ten (10) and not more than fifty (50) days prior to the AGM, the BOD will issue a “Call for Nominations” using any means of communication. The “Call for Nominations” will state the method which the nominations are to be made, the requirements for the position, and the deadline for submission which will be no later than ten (10) days prior to the AGM.
- 4.5 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; and,
  - b) Be submitted using forms specified by CSC to the Registered Office of CSC five (5) days prior to the AGM. This timeline may be extended by Ordinary Resolution of the BOD.
  - c) Nominations from the floor at the AGM will not be accepted.
- 4.6 Election and Term – Election of Directors will take place at each AGM of Members. Up to three (3) Directors with a term specified in subsection 4.10 will be elected at each AGM. The term(s) of any additional electable positions are subject to subsection 4.14.
- 4.7 Elections – Elections will be decided by the Members in accordance with the following:



- a) If the number of nominees is less than or equal to the number of electable positions with a Term specified in subsection 4.10, winner(s) will be declared by acclamation.
  - b) If the number of nominees is greater than the number of electable positions with a Term specified in subsection 4.10, then after one (1) round of voting, the nominee(s) receiving the greatest number of votes will be elected.
  - c) In the case of a tie, the nominee(s) 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, the winner(s) will be declared by Ordinary Resolution of the BOD.
  - d) Should a position(s) still be open on the BOD, an election shall be held for a Term specified by the BOD, so long as this election does not conflict with these By-laws.
- 4.8 Effect of Elections – Directors will assume their office as a Director immediately after elections and/or appointment. In accordance with the Act, Directors shall agree to assume their position in writing.
- 4.9 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as Director will have sixty (60) days to become eligible for the position or will be removed as a Director of CSC.
- 4.10 Terms – An elected Director will serve a Term of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from, or vacate their office. A Director elected to fill the term vacancy as outlined in the By-laws will serve for the duration of the Term for which they have been elected. An appointed Director will serve a one (1) year term unless reappointed in accordance with these By-laws.
- 4.11 Resignation – A Director may resign from the BOD at any time by presenting his or her notice of resignation to the BOD. This resignation will become effective the date on which the notice is received or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of CSC resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.
- 4.12 Vacate Office – The office of any Director will vacate automatically if:
- a) The Director resigns;
  - b) At the discretion of the BOD and without reasonable excuse, the Director is absent from two (2) consecutive meetings of the BOD;
  - c) The Director is found to be incapable of managing property by a court or under Canadian law;
  - d) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an unauthorized assignment in bankruptcy or is declared insolvent; or,
  - e) The Director dies.

- 4.13 Removal – An elected Director may only be removed by Ordinary Resolution of the Members at an AGM or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.
- 4.14 Vacancy – Where the position of a Director becomes vacant 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 AGM. In addition to subsection 4.7, at the next AGM, the vacancy (filled or not) will be up for election for the balance of the Term. The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous AGM.
- 4.15 Call of a Meeting – A meeting of the BOD will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors. A BOD meeting will be held within two (2) months after elections of Directors. **Meetings of the BOD may be held by telephonic or electronic means.**
- 4.16 Chair – The President will be the Chair of all BOD meetings unless designated by the President. In the absence of the President, or if the BOD meeting was not called by the President, the BOD will determine the Chair of the meeting.
- 4.17 Notice – Written notice, served other than by mail, of meetings of the BOD will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of a meeting of the BOD 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 BOD member, without notice, hold its first meeting immediately following the AGM.
- 4.18 Number of Meetings – The BOD will hold at least six (6) meetings per year.
- 4.19 Quorum – At a meeting of the BOD, quorum will be a majority of Directors holding office.
- 4.20 Voting – Other than the Chair, each Director is entitled to 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 favour of the resolution. In the event of a tie, the Chair of the meeting shall vote to decide the issue.
- 4.21 No Alternate Directors – No person shall act for an absent Director at a meeting of the BOD.
- 4.22 Written Resolution – A resolution in writing signed by all Directors is as valid as if it had been passed at a meeting of the BOD.
- 4.23 Closed Meetings – Meetings of the BOD will be closed to Members and the public except by invitation of the BOD.
- 4.24 Standard of Care – Every Director will act honestly and in good faith with a view to the best interests of CSC and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- 4.25 Powers of CSC – Except as otherwise provided in the Act or these By-laws, the BOD has the powers of CSC and may delegate any of its powers, duties, and functions.
- 4.26 Empowered – The BOD is empowered, including but not limited, to:
- a) Make policies and procedures or manage the affairs of CSC 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 CSC 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 CSC;
  - e) Determine registration procedures, recommend membership dues, and determine other registration requirements;
  - f) Enable CSC to receive donations and benefits for the purpose of furthering the objects and purposes of CSC;
  - g) Make expenditures for the purpose of furthering the objects and purposes of CSC;
  - h) Borrow money upon the credit of CSC 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 CSC.
- 4.27 Investments – The BOD may purchase, lease, otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings, and other property, moveable or immovable, real or personal, or any right or interest therein owned by CSC for such consideration and upon such terms and conditions it may deem advisable.
- 4.28 Duties of the President – Except where the President delegates the responsibilities:
- a) Preside at all general meetings of the Club and BOD.
  - b) Be ex officio a member of all Committees, and appoint all chairs of committees, subject to ratification by the BOD.
  - c) Coordinate duties of the BOD, committees, paid employees, and contractors.
  - d) Be the spokesperson for CSC.
  - e) May be one of the signing officers for CSC.
- 4.29 Duties of the Vice President – The Vice President shall:
- a) Act in the absence of the President and shall have other powers as assigned by the BOD.
  - b) May be one of the signing officers for CSC.
- 4.30 Duties of the Directors at Large – The Directors at Large shall:
- a) Be assigned duties by the President or Vice President as required.
  - b) May support the CSC Executive Director in matters as required. This may include, but not be limited to, Human Resources, Administration and Operations, Finance, Equipment, Competitive and/or Recreational programs.

## 5. Article V – Committees

- 5.1 Appointment of Committees – The BOD may appoint such Committees as it deems necessary for managing the affairs of CSC, 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 of its powers, duties, and functions.

## 6. Article VI – Finance and Management

- 6.1 Fiscal Year – Unless otherwise determined, the fiscal year of CSC will be October 1-September 30.
- 6.2 Auditor – At each AGM the Members will appoint an auditor to audit or conduct a review of the financial records of CSC. The auditor will hold office until the next AGM. The auditor shall not be an employee or Director of CSC and must be permitted to conduct an audit or review engagement of CSC under the *Public Accounting Act, 2004*, as amended.
- 6.3 Annual Financial Statements – The BOD will approve financial statements (evidenced by signature of one or more Directors) of CSC of the last fiscal year, but not more than six (6) months before the AGM and present the approved financial statements before the Members at every AGM. 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 AGM. The financial statements will include:
- The financial statements;
  - The Auditor's report; and,
  - Any further information respecting the financial position of CSC.
- 6.4 Audit Requirements – The financial statements of CSC will be presented annually to the members at the AGM in accordance with the Act.
- 6.5 Books and Records – The necessary books and records of CSC 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:
- CSC articles and By-laws;
  - The minutes of meeting of the Members and of any committee of Members;
  - The resolution of the Members and any committee of Members;
  - The minutes of meetings of the BOD or any committee of BOD;
  - The resolutions of the BOD any of any committee of BOD;
  - A register of Directors and Members; and
  - Account records adequate to enable the Directors to ascertain the financial position of CSC on a quarterly basis.
- 6.6 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 CSC will be executed by the Executive Director and either the President, Vice President, Club Administrator, or other individuals, as designated by the BOD. In addition, the BOD may direct the manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.
- 6.7 Property – CSC may acquire, lease, sell or otherwise disposed of securities, lands, buildings, or other property, or interest therein, for such consideration and upon such terms and conditions as the BOD may determine.
- 6.8 Borrowing – The BOD may from time to time:

- a) Borrow money on the credit of CSC;
  - b) Issue, reissue, sell, or pledge debt obligations including bonds, debentures, debenture stock, notes or other liabilities (whether secured or unsecured) of CSC;
  - c) Give a guarantee on behalf of CSC to secure performance of an obligation of any person; and
  - d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of CSC including book debts, rights, powers, franchises, and undertakings, to secure any debt or liability of CSC.
- 6.9 Borrowing Restriction – The Members may, by **Extraordinary Resolution**, restrict the borrowing powers of the BOD but a restriction so imposed expires at the next AGM.
- 6.10 No Remuneration – All Directors and members of Committees will serve their term of office without remuneration (unless approved at a meeting of Members by way of Ordinary Resolution) except for reimbursement of expenses as approved by the BOD. This section does not preclude a Director or member of a Committee from providing goods or services to CSC under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.
- 6.11 Conflict of Interest – A Director 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 CSC will disclose fully and promptly the nature and extent of such interest to the BOD 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. The Directors of CSC will additionally comply with the OS Conflict of Interest Policy, **and section 41 of the Act.**

## 7. Article VII – Amendment of By-laws

- 7.1 Voting – These By-laws may be amended, revised, repealed, or added to by Ordinary Resolution of the Board. Any amendments will be submitted to the Members at 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.
- 7.2 Member Proposal – A Member entitled to vote may make a proposal to amend or repeal a By-law, which requires at least thirty (30) days' notice.
- 7.3 Effective Date – By-law amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting members at a meeting of the Members.

## 8. Article VIII – Notice

- 8.1 Written Notice – In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail, or courier to the address of record of the individual, Director, or Member, as applicable.
- 8.2 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.
- 8.3 Error in Notice – The accidental omission to give notice of a meeting of the Board or 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.

## 9. Article IX – Dissolution

- 9.1 Dissolution – CSC may be dissolved in accordance with the Act.
- 9.2 Assets – Upon the dissolution of CSC, any funds or assets remaining after paying all debts will be distributed to clubs or organizations promoting soccer in Ontario, with the exception that the organization's assets and property held or acquired from the proceeds of licensed lottery events will be distributed to charitable organizations that are eligible to receive lottery proceeds in Ontario.

## 10. Article X – Indemnification

- 10.1 Will Indemnify – CSC will indemnify and hold harmless out of the funds of CSC each Director and any individual who acts at CSC'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 CSC's request in a similar capacity.
- 10.2 Will Not Indemnify – CSC will not indemnify a Director, or any individual who acts at CSC'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.
- 10.3 Insurance – CSC shall maintain in force such Directors liability insurance as may be approved by the Board of Directors.

## 11. Article XI – Fundamental Changes

11.1 Fundamental Changes – An **Extraordinary Resolution** of all members is required to make the following fundamental changes to the By-laws or articles of CSC:

- a) Change CSC's name;
- b) Add, change, or remove any restriction on the activities CSC 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 purpose of CSC;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of CSC is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of the 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.

## 12. Article XII – Adoption of By-laws

12.1 Ratification – These By-laws were ratified by an **Extraordinary Resolution** vote of the Members at a meeting duly called and held on **[TBD], 2024**.

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

12.3 Severability – If any portion of these By-laws is deemed by any court of competent jurisdiction to be illegal or unenforceable, then the remaining provisions of these By-laws will remain in full force and effect notwithstanding.