#

#  Arnprior McNab Braeside United Soccer Club

# BY-LAWS

#

# Preface: November 2023

# The governance document since the inception of the Arnprior McNab Braeside Soccer Club, has been our Constitution.

# The Ontario Not-for-Profit Corporations Act received Royal Assent on October 25, 2010 and will come into force upon 24 months notice. Existing Not-for-Profit corporations will have three years after the new Act comes into force to update articles and amend by-laws.

# Corporations not conforming to the new updates, governing documents will default to new By-Laws and format.

# Steps to achieve these updates/transition:

# 1/ Gather and review current governance documents, structure and practices

#  2/ Review key features of OCNA and determine what rules apply

# 3/ Compare OCNA Rules with current governance structure and determine changes to be made prior to continuance

# 4/ Present updated “Bylaws” and “Operational Guidelines” for comments/issues/concerns prior to a Board Special Meeting.

# 5/ Present and vote on updated “Bylaws” and “Operational Guidelines” at a Special Meeting (November 23, 2023)

#  SUMMARY OF CHANGES

# Item Current Proposed

# New Operations Guidelines

# Name change Constitution By Laws

# Name change Annual General Meeting Annual Members Meeting

# Membership Regular Member General Member

#  Honourary Member

#  Life Member

# Membership Duration None stipulated Date of Registration to March 31st following

# year

# Annual Members Meeting Within 90 days of Fiscal Year End

#

#

#  ARNPRIOR MCNAB BRAESIDE UNITED SOCCER CLUB

# BY-LAWS

# ARTICLE I GENERAL

# 1. Purpose – These By-laws relate to the general conduct of the affairs of the Arnprior McNab Braeside United Soccer Club.

# 2. Definitions - The following terms have these meanings in these By-laws:

# a) Act – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).

# b) Auditor – an individual appointed by the Members at the Annual Members Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Members Meeting in accordance with the Act.

# c) Board – the Board of Directors of the Corporation.

# d) Corporation – the Arnprior McNab Braeside United Soccer Club.

# e) Days – days including weekends and holidays.

# f) Director – an individual elected or appointed to serve on the Board pursuant to these By-laws.

# g) EODSA – the Eastern Ontario District Soccer Association.

# h) Co-Ordinator – an individual elected or appointed to serve the Corporation pursuant to these By-laws.

# i) Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution.

# j) OS - Ontario Soccer

# k) Special Resolution – a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

# l) CS – Canada Soccer

# 3. Registered Office – The registered office of the Corporation will be located within the Municipality of Arnprior, Ontario.

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

# 5. Affiliations – The Corporation will be a member in good standing with the EODSA and will follow the published rules of the EODSA and the OS. The Corporation is subject to the published rules in declining order of authority of: CS, OS, EODSA, and the Corporation.

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

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

# 8. Conduct of Meetings – Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

# 9. Interpretation – Words importing the singular will include the plural and vice versa, words importing the AMBUSC 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.

# ARTICLE II MEMBERSHIP

# 1. Categories – The Corporation has one category of Member being General Member:

# a) General Member – A minimum of twenty (20) who have been approved as General Members of the Corporation by the Club Administrator, and who have agreed to abide by the Corporation’s By-laws and Operations Guidelines.

# 2. Admission of Members - No individual will be admitted as a Member of the Corporation unless:

# a) The candidate member has made an application (player registration) for membership in a manner prescribed by the Corporation;

# b) The candidate member has paid dues as prescribed by the Board, if any;

# c) The candidate member agrees to uphold and comply with the Corporation’s governing documents;

# d) The candidate member meets any other condition of membership determined by the Board;

# e) The candidate member has been approved by Club Administrator, delegated this authority by the Board; and

# f) The candidate member is eighteen years of age or older at time of the application. (Parent or Guardian completing the Registration form of an application for youth(s) under the age of 18)

# 3. Directors - The Directors of the Corporation are automatically deemed General Members.

# 4. Upon application, a coach shall become a regular Member upon acceptance by the directors of the Club. A coach is an individual who is registered with OS to teach, instruct, train and guide players to play the game of soccer.

# Membership Dues and Duration

# 4. Timing – An individual’s membership commences on the date of approval by the Club Administrator. In the case of directors, membership is for the duration of the term of their office.

# 5. Dues – Membership Annual dues and/or participation fees will be determined by the Board.

# 6. Expiration – All Memberships approved in the calendar year will expire March 31st of the subsequent year.

# Transfer, Suspension, and Termination of Membership

# 7. Transfer – Membership in the Corporation is non-transferable.

# 8. Suspension – as imposed by the governing league of the member

# 9. Termination – Membership in the Corporation will terminate immediately upon:

# a) The expiration of the Member’s membership, unless renewed in accordance with these By-laws;

# b) Resignation by the Member by giving written notice to the Corporation;

# c) Dissolution of the Corporation;

# d) The Member’s death; or

# e) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.

# 10. May Not Resign – A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.

# 11. Arrears – A Member will be expelled from the Corporation for failing to pay membership dues, and/or participation fees or monies owed to the Corporation by the deadline dates prescribed by the Corporation.

# 12. Discipline – In addition to expulsion for failure to pay membership dues and/or participation fees, a Member may be disciplined in accordance with the Corporation’s policies and procedures relating to the discipline of Members.

# 13. Appeals – A Member or candidate member may appeal a decision of the Corporation in accordance with CS’s, OS’s, EODSA’s, and the Corporation’s policies and procedures relating to appeals.

# 14. Dispute Resolution – The Corporation will adopt and adhere to OS’s Dispute Resolution Policy.

# 15. Dues Payable – Any dues, participation fees or other monies owed to the Corporation by suspended or expelled Members will remain due.

# 16. Termination is in effect for the current year, unless otherwise stipulated in the cause of termination. The member may be entitled to apply for membership in subsequent years, subject to approval of the Board of Directors. A terminated member may be entitled to a complete refund for the year in which they are terminated, at the discretion of the Board of Directors.

# Good Standing

# 17. Definition – A Member will be in good standing provided that the Member:

# a) Has not ceased to be a Member;

# b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;

# c) Has completed and remitted all documents as required by the Corporation;

# d) Has complied with the By-laws and Operational Guidelines of the Corporation;

# e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and

# f) Has paid all required membership dues or participation fees, if any.

# 18. Cease to be in Good Standing - Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

# ARTICLE III MEETINGS OF MEMBERS

# 1. Annual Members Meeting - The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the greater Arnprior/McNab/Braeside area. The Annual Members Meeting will be held within fifteen (15) months of the last Annual Members Meeting and within three (3) months of the Corporation’s fiscal year end. Any Member, upon request, will be provided, not less than fourteen (14) days before the Annual Members Meeting, with a copy of the approved financial statements, auditor’s report or review engagement report.

# 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 twenty five (25) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within fourteen (14) days from the date of the deposit of the requisition.

# 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 Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

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

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

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

# 7. New Business - No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member’s proposal, has been submitted to the Board twenty one (21) 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 Members Meeting.

# 8. Quorum – Fifty per cent plus 1 (50% +1) of elected Board 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.

# 9. Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

# 10. Agenda – The agenda for the Annual Members Meeting may include:

#  a) Call to order

# b) Establishment of quorum

# c) Approval of the agenda

# d) Approval of minutes of the previous Annual Members Meeting

# e) Presentation of Reports

# f) Report of Auditors

# g) Appointment of Auditors

# h) Business as specified in the meeting notice

# i) Election of new Directors

# j) Adjournment

# 11. Adjournments - With the majority consent of the Members present and quorum is AMBUSC, 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.

# 12. Attendance - The only persons entitled to attend a meeting of the Members are the Members, the Directors, the auditors of the Corporation (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 or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

# Voting at Meetings of Members

# 13. Voting Rights – Members will have the following voting rights at all meetings of the Members:

# a) General Members will be entitled to one vote each. Parent/Guardians of youth Under 18 are entitled to one vote per player registration (Parent/Guardian signing player registration form is deemed to have player voting rights).

# 14. Eligibility of Votes – The date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.

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

# a) Be signed by the Member;

# b) Be in a form that complies with the Act;

# c) Comply with the format stipulated by the Corporation; and

# d) Be submitted to the Registered Office of the Corporation at least two (2) business days prior to the meeting of the Members

# 16. Absentee Voting – A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Corporation prior to the vote being taken.

# 17. Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:

# a) The votes may be verified as having been made by the Member entitled to vote; and

# b) The Corporation is not able to identify how each Member voted. ???

# 18. Voting Procedure – Except upon the demand, by at least ten (10) of the Members, for a secret ballot prior to the vote being held, voting on resolutions or proposals other than the election of Directors will be held by means specified by the Board.

# 19. Majority of Votes - Except as otherwise provided in these By-laws, a majority of votes will decide each issue. In the event of a tie, the Chair of the meeting shall vote a second time to decide the issue.

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

# ARTICLE IV GOVERNANCE

# Composition of the Board

# 1.Directors – The Board will consist of no less than 4 Directors and no more than Fifteen (15) Directors.

# 2. Composition of the Board - The Board will consist of the following:

# a) President (even year election)

# b) Vice President (odd year election)

# c) Secretary (odd year election)

# d) Treasurer (even year election)

# e) Director, Youth League (even year election)

# f) Director, Mini Soccer (odd year election)

# g) Director, Adult Soccer (even year election)

# j) Public Relations/Communications (odd year election)

# k) Club Head Coach (even year election)

# l) Club Head Referee (odd year election)

# m) Discipline Officer (even year election)

# n) Director of Operations (even year election)

# o) Director Equipment (odd year election)

# p) Director of Youth Rep Teams (odd year election)

# q) Director at Large (odd year election)

# Election of Directors

# 3. Eligibility – To be eligible for election as a Director, an individual must:

# a) Be eighteen (18) years of age;

# 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 the power under law to contract;

# d) Have not been declared incapable by a court in Canada or in another country; and

# e) Not have the status of bankrupt.

# f) For the positions of President and Vice President, a minimum one year prior experience on the Board of Directors is required.

# 4. Call for Nominations – At Twenty eight (28) days prior to the Annual Members Meeting, a ‘Call for Nominations’ will be issued using any means of communication. The ‘Call of 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 fourteen (14) days prior to the Annual Members Meeting.

# 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 to the Registered Office of the Corporation fourteen (14) days prior to the Annual Members Meeting. This timeline may be extended by Ordinary Resolution of the Board.

# 6. Election – Directors will be elected at each Annual Members Meeting as follows:

# a) The President, Treasurer, Director of Adult Soccer, Director of Youth League Soccer, Club Head Coach, Discipline Officer and Director of Operations will be elected to the Board at even year Annual Members Meetings; and

# b) The Vice-President, Secretary, Director of Communications and Public Relations, Club Head Referee, Director of Youth Rep Teams, Director at Large and Director of Equipment, will be elected to the Board at odd year Annual Members Meetings.

# 7. Elections – Elections will be decided by majority vote of the Members in accordance with the following:

# a) One Valid Nomination – Winner declared by acclamation.

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

# 8. Terms - Directors will serve terms 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.

# Resignation and Removal of Directors

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

# 10. Vacate Office - The office of any Director will be vacated automatically if:

# a) The Director resigns;

# b) At the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board;

# c) The Director is found guilty of an offence under the OS’s Harassment Policy or Discipline Policy (or successor);

# d) The Director is found to be incapable of managing property by a court or under Ontario law;

# e) The Director is found by a court to be of unsound mind;

# f) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or

# g) The Director dies.

# 11. Removal – An elected Director may be removed by Ordinary Resolution of the Members at an Annual Members Meeting 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.

# Filling a Vacancy on the Board

# 12. Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual Members Meeting. The total number of Directors so appointed may not exceed one third of the number of Directors elected at the previous Annual Members Meeting.

# Meetings of the Board

# 13. Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President.

# 14. Chair – The President will be the Chair of all Board meetings unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.

# 15. Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. 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 Members Meeting of the Corporation.

# 16. Number of Meetings – The Board will hold at least four (4) meetings per year.

# 17. Quorum – At any meeting of the Board, quorum will be a majority of Directors.

# 18. Voting – Each Director (not position) is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, the Chair of the meeting shall vote a second time to decide the issue.

# 19. No Alternate Directors - No person shall act for an absent Director at a meeting of directors.

# 20. 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.

# 21. In-Camera Meetings – The Board may, by Ordinary Resolution, consider business in-camera if the business deals with:

# a) Discipline of any Director or Member;

# b) Expulsion or suspension of any person from any office of the Corporation, or of any organization from membership in the Corporation;

# c) Preparation or planning for the presentation of a competitive bid, quote, or similar activity.

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

# Duties of Directors

# 25. Standard of Care – Every Director will:

# a) Act honestly and in good faith with a view to the best interests of the Corporation; and

# b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

# Powers of the Board

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

# 27. Empowered – The Board is empowered, including but not limited to:

# a) Make policies and procedures and Operations Guidelines or manage the affairs of the Corporation in accordance with the Act and these By-laws;

# b) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;

# c) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;

# d) Perform any other duties from time to time as may be in the best interests of the Corporation.

# 28. Patrons – The Board may appoint such persons as it sees fit as Patrons of the Corporation as to solicit from such persons such support of or assistance to the Corporation as the Board may determine.

# ARTICLE V DIRECTORS

# 1. Composition – The Directors will be comprised of: President, Vice President, Secretary, Treasurer, Director Youth League, Director of Mini Soccer, Director of Adult Soccer, Director of Communications/Public Relations, Club Head Coach, Club Head Referee, Discipline Officer, Director of Operations, Director of Youth Rep Teams, Director at Large and Equipment Director.

# 2. Duties - The duties of Directors are as follows:

# a) The President will, subject to the powers and duties of the Board, manage the day-to-day operations of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation and will perform such other duties as may from time to time be established by the Board. The President may delegate to any person any power, duty or function conferred on the President.

# b) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, and will perform such other duties as may from time to time be established by the Board.

# c) 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.

# d) The Secretary will be responsible for the documentation of all amendments to the Corporation’s Bylaws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.

# e) The Treasurer will, subject to the powers and duties of the Board, ensure the proper accounting records as required by the Act, will ensure monies received by the Corporation are deposited in the Corporation’s bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will ensure the preparation of annual budgets, and will perform such other duties as may from time to time be established by the Board.

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

# 4. Multiple Positions – A Director may hold multiple Director Positions (But only one member vote).

# 5. Removal – A Director may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Director has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Director is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.

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

# ARTICLE VI COMMITTEES

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

# 2. Removal - The Board may remove any member of any Committee or any Committee.

# 3. Debts – No Committee will have the authority to incur debts in the name of the Corporation.

# ARTICLE VII FINANCE AND MANAGEMENT

# 1. Fiscal Year – Unless otherwise determined by the Board, the fiscal year of the Corporation will be November 1st to October 31st.

# 2. Bank - The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

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

# 4. Annual Financial Statements – The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the corporation and present the approved financial statements before the Members at every Annual Members Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than fourteen (14) days before the Annual Members Meeting.

# 5. Audit Requirements – The financial statements of the Corporation will be presented annually to the members at the Annual Members Meeting in accordance with the Act and the minimum account principles as stated by the Ontario Soccer (in the event of conflict between the OS standards and the Act, the Act will prevail), currently as follows:

# 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 and the Club has greater than or equal to 1,000 registered players; or

# b) Reviewed by Public Accountant, Certified General Accountant or a 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 less than 1,000 but greater than or equal to 500 registered players; or

# c) Signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or a Certified Management Accountant if the Club’s annual gross revenue is less than $100,000 but greater than or equal to $10,000.00.

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

# a) The Corporation’s 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 Members; and

# h) Account records adequate to enable the Directors to AMBUSC to acertain the financial position of the Corporation on a quarterly basis.

# 7. Signing Authority – Contracts, agreements, or any other instruments in writing to be executed by the Corporation will be executed by at least two (2) of the Directors or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

# Remuneration

# 8. No Remuneration - All Directors and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of 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 Corporation 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

# 9. 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 the Corporation 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, will be subject to the OS’s Conflict of Interest Policy, and will otherwise comply with the requirements of the Act regarding conflict of interest.

# 10. OS Conflict of Interest Policy – The Directors of the Corporation will additionally comply with the Ontario Soccer Conflict of Interest Policy.

# ARTICLE VIII AMENDMENT OF BY-LAWS

# 1. Voting – These By-laws may only be amended, revised, repealed or added to by Ordinary Resolution of the Board. Any By-laws amendments 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.

# 2. Member Proposal – A Member entitled to vote 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.

# 3. Effective Date – By-laws 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.

# ARTICLE IX NOTICE

# 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.

# 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

# 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

# 1. Dissolution – The Corporation may be dissolved in accordance with the Act.

# 2. Assets - Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to clubs or organizations supporting or promoting soccer in Ontario.

# ARTICLE XI INDEMNIFICATION

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

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

# a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and

# b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

# 3. Insurance - The Corporation will, at all times, maintain in force such Directors liability insurance.

# ARTICLE XII FUNDAMENTAL CHANGES

# 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 Corporation. Fundamental Changes are defined as follows:

# a) Change the Corporation’s name;

# b) Add, change or remove any restriction on the activities that the Corporation 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 corporation;

# j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation 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

# 1. Ratification – These By-laws were ratified by vote of the Members of the Corporation at a Special Meeting of Members duly called and held on November 23, 2023 (virtual meeting).

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