



# Bylaws

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## **ARTICLE 1 NAME**

The name of the organization shall be the Eastern Ontario District Soccer Association (EODSA), hereafter referred to as the Association.

## **ARTICLE 2 REGISTERED OFFICE**

The Head Office of the Association shall be located within the boundaries of the district, as defined by Ontario Soccer, in the Province of Ontario.

## **ARTICLE 3 OBJECTIVE**

The object of the Association shall be to promote, develop, govern, support and maintain the game of soccer, both indoor and outdoor, within the geographic boundaries stipulated by Ontario Soccer.

## **ARTICLE 4 AFFILIATION**

The Association shall be a member of and shall follow the published rules of Ontario Soccer. The Association is subject to the published rules in declining order of authority of the following bodies:

1. Canada Soccer
2. Ontario Soccer
3. The Association

## **ARTICLE 5 ORGANIZATION**

The Association shall be composed of members and shall be managed by a Board of Directors as constituted in these bylaws. The Board of Directors and the members of the Association agree that the operation of the Association shall be in accordance with the current rules and regulations of the Association.

## **ARTICLE 6 MEMBERSHIP**

### **1. CATEGORIES**

The Association has three (3) categories of Member:

#### a. Active Member

Active membership shall be open to Clubs that meet the following criteria:

- i. Are properly constituted Clubs
- ii. Have their headquarters in the district
- iii. Operate within the defined boundaries as set out in Rules and Regulations
- iv. Adhere to any other membership criteria approved by the membership of the Association
- v. Have Bylaws that meet the minimum requirements for Club bylaws in accordance with Ontario Soccer's published rules
- vi. Follow the published rules of the Association and Ontario Soccer. The Club is subject to the published rules and procedures in declining order of authority of the following governing organizations:
  1. Ontario Soccer
  2. The Association

3. The Club

vii. The financial statements of the Club shall be:

1. Audited as defined by CPA Canada, by a public accountant if the Club's annual gross revenue is greater than or equal to \$100,000.
  - a. A Club can exempt itself from the requirement for an audit if the Club's annual gross revenue is greater than or equal to \$100,000 if at a scheduled meeting of the members of the Club an Extraordinary Resolution passed. If the members voted in favour of the Extraordinary Resolution, then the annual financial reporting requirements are as follows:
    - i. Reviewed by a Public Accountant through a Financial Review Engagement, as defined by CPA Canada, if the club's annual gross revenue is less than \$100,000 but great than or equal to \$75,000
    - ii. Signed with a Notice to Reader prepared by a Public Accountant if the club's annual gross revenue is less than \$75,000 but greater than or equal to \$10,000.
    - iii. Completed by the Treasurer or Designate if the Club's annual gross revenue is less than \$10,000.

viii. A Club which meets Ontario Soccer's definition of:

1. A Professional Club that operates Professional Team(s) only
2. A Club that operates both Professional and Amateur Teams
3. A Social Club
4. A Service Club
5. A Club operated by a municipality
6. A Club operated by a facility
7. A Club running a Senior Recreational League
8. A For-profit Club

may apply, in writing, for an exemption from any minimum requirement for a Club Constitution, subject to the approval of the Board of Directors of both the Association and Ontario Soccer

b. Associate Member

Associate Membership shall be open to the following, which must support the objective of, and operate within, the boundaries of the Association:

- i. Leagues, governed by the Association, including District Recreational Leagues and District Competitive Leagues (both Senior and Youth)
- ii. Other organizations which operate soccer programs including, but not limited to:
  1. Schools
  2. School boards
  3. Colleges
  4. Universities

- 5. Referee Associations
- 6. Coach Associations
- c. Life Member  
The Board of Directors may confer a Life Membership upon a person

## 2. RIGHTS OF MEMBERS

### a. Active Members

Active Members shall be accorded the following rights:

- i. To be governed in accordance with Ontario Soccer and the Association's published rules
- ii. To register Players, Administrators, Team Officials and Referees with Ontario Soccer and the Association
- iii. To be a member of and register teams with Ontario Soccer sanctioned leagues
- iv. To enter teams in Ontario Soccer sanctioned competitions
- v. To participate in Ontario Soccer sanctioned programs such as player, coach and referee development
- vi. To participate in Association sanctioned programs
- vii. To attend and vote at all member meetings called by the Association
- viii. To operate club leagues in accordance with Ontario Soccer published rules
- ix. To operate player, coach and referee development programs
- x. To participate in Ontario Soccer's insurance plan

### b. Associate Members

Associate Members shall be accorded the following rights:

- i. To be governed, where applicable, in accordance with Ontario Soccer and the Association's published rules
- ii. To register, where applicable, administrators and teams with Ontario Soccer and the Association

### c. Life Members

Life Members shall be accorded the following rights:

- i. To attend meetings of the members of the Association

### d. Transfer

Membership may not be transferred

## 3. MEMBERSHIP FEES

Annual membership fees for members shall be as established by a majority of delegates present and entitled to vote at all member meetings of the Association. Membership fees shall be due and payable at the time of application for membership. Fees shall be based on the following criteria:

- a. Active Members: A flat fee
- b. Associate Members: A flat fee
- c. Life Members: No fee

#### **4. PLAYER REGISTRATION FEES**

Player Registration Fees for Members shall be as established by the Board of Directors and ratified by a majority of delegates present and entitled to vote at all member meetings of the Association

#### **5. APPROVAL OF MEMBERS**

##### **a. New Members**

A Club or an organization shall be accepted into membership upon:

- i. The submission of the application form along with the other required documents and the membership fee
- ii. The approval of the Association's Board of Directors
- iii. The acceptance of new Active or Associate is subject to the conditions of membership as outlined in the Association Rules I: Membership: 1 General; and new clubs must also comply with the criteria for membership set out earlier

##### **b. Membership Renewal**

A Club or an organization shall be accepted into membership upon:

- i. The submission of the application form along with the other required documents and the membership fee
- ii. The renewing of Active or Associate Members is subject to the conditions of membership as outlined in the Association Rules I: Membership: 1 General
- iii. Renewing clubs must also comply with the criteria for club membership as set out earlier
- iv. Subject to compliance with the conditions for renewing members, the renewal of membership shall be automatic and shall not require the approval of the Association's Board of Directors

#### **6. DISCIPLINE OF A MEMBER**

A member may be fined, censured, suspended or expelled from membership for cause and only after charges have been laid in accordance with the Association's published rules and a hearing held in accordance with the Association's and Ontario Soccer's published rules. A member whose membership has been suspended loses all rights of membership until the suspension has been completed.

#### **7. TERMINATION OF MEMBERSHIP**

Membership in the Association shall be deemed to have been terminated if the member:

- a. Submits a signed letter of withdrawal to the Association
- b. Is expelled by the Association
- c. Fails to renew membership in accordance with the Bylaws
- d. By Ordinary Resolution of the Board or of the members at a duly called meeting, provided fifteen (15) days' notice is given and the member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of

membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.

## **ARTICLE 7 BOARD OF DIRECTORS**

### **1. BOARD**

The business of the Association shall be conducted by a Board of Directors comprised of four (4) Officers, and six (6) Directors each of whom shall be at least eighteen (18) years of age. No undischarged bankrupt shall become or remain a Director. All Board Members shall be subject to the Conflict of Interest Policy in Ontario Soccer's Published Rules.

### **2. OFFICERS**

The Officers of the Association shall be the President, Vice President Secretary and Treasurer.

### **3. REMUNERATION**

All Directors, Officers and members of committees will serve their term of office without remuneration 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 Association under contract or for purchase. Any Director or member of a committee will disclose the conflict/potential conflict in accordance with these bylaws.

### **4. DIRECTOR CONSENT**

An individual who is elected or appointed to be a Director 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.

### **5. RESTRICTIONS**

Members of the Board of Directors will not:

- a. Be a paid employee of the Association
- b. Have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property
- c. Have been declared incapable by a court in Canada or in another country
- d. Have the status of bankrupt

### **6. POWERS OF THE BOARD OF DIRECTORS**

- a. The Board of Directors shall be vested with the authority to make policies and procedures or manage the affairs of the Association for the purpose of furthering the objectives and purposes of the Association in accordance with the Act and these Bylaws.
- b. The Board of Directors may 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. Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two (2) Officers of the Association or one (1) Officer and the Executive Director. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.
- d. The Board of Directors shall cause true accounts to be kept of all the receipts, credits, payments, assets and liabilities of the Association, and of all other matters necessary to show the true state and condition of the Association. The accounts shall be kept in such books and in such manner as the Board of Directors shall think fit and to the satisfaction of the auditors.

## **7. TERMS OF OFFICE**

- a. The President, Secretary and three (3) Directors will be elected at the AMM held in odd numbered fiscal years.
- b. The Vice President, Treasurer and three (3) Directors will be elected at the AMM held in even numbered fiscal years.
- c. In default of election, the then incumbents (being members of the Board of Directors) shall hold office until their successors are elected.

## **8. VACANCY**

- a. If the office of any member of the Board becomes vacant during their term of office, the remaining Board of Directors, provided they constitute a quorum, may appoint a qualified individual to fill the vacancy for the remainder of the unexpired term. Alternatively, the Board may decide, by Ordinary Resolution, that one or more Directors will execute the duties of the vacant Director position for the remainder of the unexpired term.
- b. If any position(s) of the Board of Directors becomes vacant during their term of office and the remaining Board of Directors do not constitute a quorum, the remaining Directors shall forthwith call a meeting of the members to fill the vacancies.

## **9. DUTIES OF THE BOARD OF DIRECTORS**

### **a. President**

The President shall:

- i. Be the Chair of the Board. They shall preside at all meetings of the Association and of the Board of Directors. They shall have a vote at all meetings of the Board of Directors. They may appoint Chairpersons of Committees, where necessary, and are an ex-officio Member of all Committees.
- ii. The President shall represent the Association as District Representative to Ontario Soccer unless the President is unable to act in this capacity, declines the position or is removed from the position by either the Association Board of Directors or the Ontario Soccer Board of Directors.

- iii. In the event that the President is not the Ontario Soccer Board Member, the Association Board of Directors, by majority vote, shall appoint one (1) of its other board members, or the Executive Director
- b. Vice President  
The Vice President shall act in the absence of the President
- c. Secretary  
The Secretary, or their designate, shall:
  - i. Give notice of all meetings
  - ii. Attend all meetings of the Board and all Member Meetings of the Association and keep minutes of all such meetings
  - iii. Shall have custody of the corporate seal of the Association
  - iv. Be custodian of the minute books, correspondence, files and other records required to prepare an annual report, which shall be presented to the membership at the AMM
  - v. Be responsible for preparing and circulating all correspondence relating to Board business including decisions taken at Board meetings
  - vi. Have such other duties as prescribed by the Board
- d. Treasurer  
The Treasurer shall be responsible for the fiscal affairs of the Association and shall have such other duties as prescribed by the Board.
- e. Directors at Large
  - i. The Board may designate the position title, duties and responsibilities of any Director position other than the Officer positions set out in subsections (a) and (b).

## **10. DELEGATION OF DUTIES**

In the case of the absence or inability of any Director, or for any other reason that the Board may deem sufficient, the Board may, subject to subsections (a) and (b) above, delegate all or any of the powers of such Director to any other Director.

## **11. REMOVAL**

An Officer or Director may be removed:

- a. Upon resignation in writing effective on the later of the date of the resignation or the date of receipt by the Secretary
- b. If they become bankrupt or are declared insolvent
- c. If they are declared incapable by a court in Canada or in another county
- d. If they are found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property
- e. If they are removed by Ordinary resolution of the members of the Association 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

## **ARTICLE 8 COMMITTEES**

### **1. STANDING COMMITTEES**

There shall be established the following standing Committees that will be appointed by the Board to hold office at the pleasure of the Board. They shall have such duties and responsibilities as the Board may determine:

- a. Development
- b. Discipline and Appeals
- c. Finance

### **2. ADDITIONAL COMMITTEES**

The Board may establish such additional committees, as it, from time-to-time, considers advisable. The members of such committees shall be appointed by and hold office at the pleasure of the Board

### **3. POWER OF COMMITTEES**

No committee shall have the power to act or otherwise commit or bind the Association to any course of action. Committees shall only have power to make recommendations to the Board or to the members as the Board, from time-to-time may direct.

### **4. REPORTS OF COMMITTEES**

The Chair of each committee shall submit to the Board such reports as the Board may, from time-to-time, request, but, in any event, each Chair shall submit an annual report to the Membership at the AMM.

## **ARTICLE 9 ASSOCIATION STAFF**

1. The Board of Directors shall appoint such staff members as they determine appropriate for the efficient administration of the Association's business affairs.
2. Staff Members shall be paid such remuneration as determined by the Board of Directors and shall have such duties as prescribed by the Board.

## **ARTICLE 10 PROTECTION OF DIRECTORS AND OFFICERS**

### **1. PROTECTION OF DIRECTORS**

Except as otherwise provided in the Act, no Director or Officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion,

misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own willful neglect or default.

## **2. INDEMNITY**

Members of the Board of Directors or staff of the Association, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Association against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglect or default.

## **ARTICLE 11 MEETINGS**

### **1. GENERAL**

- a. All meetings of the Association shall be conducted in accordance with Robert's Rules of Order insofar as they may apply.
- b. The only persons entitled to be present at a meeting of Members or of the Board shall be those entitled to vote thereat, the auditors of the Association (at meetings of Members only), and others who, although not entitled to vote are entitled or required under any provision of applicable legislation or the Bylaws of the Association to be present. Any other person may be admitted on the invitation of the Chair of the meeting and with the consent of the meeting.
- c. Any meetings of the members or of the Board may be adjourned any time and from time- to-time and such business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- d. Minutes shall be kept of all meetings of the Association's Board of Directors and Members and they shall be submitted for ratification at the next relevant meeting.
- e. Copies of minutes of each Board meeting shall be submitted promptly to Board members.
- f. Copies of minutes of Board meetings shall be furnished to any members upon written request.
- g. The draft minutes of a members meeting shall be distributed within twenty-one (21) calendar days after the said meeting.

### **2. MEMBER MEETINGS**

- a. Attendance at Member Meetings
  - i. All Clubs and organizations shall be required to be represented by an official spokesperson at all member meetings. Any Club or organization having been

duly notified of the date and place that fails to attend a member meeting shall be subject to a fine of \$100

- ii. At member meetings of the Association 25% of the number of Active and Associate Members of the Association combined plus one (1) Member, and 50% of the total votes plus one (1) vote must be present to constitute a quorum. It is understood and agreed that in making the above calculations only Active and Associate Members in good standing, as of the date of the meeting, shall be counted
- iii. 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 Association makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Board 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

b. Voting at Member Meetings

- i. Active and Associate Members in good standing at the time of the meeting shall be entitled to vote at all member meetings of the Association. Member in good standing means any member who has met all financial commitments to Ontario Soccer, the Association, and any subordinate organization for the present and preceding years and is not under suspension for any reason
- ii. Officers and Directors may not sit as voting delegates of a Member at a Members Meeting
- iii. Notwithstanding subsection (ii) above, Officers and Directors may represent a Member to which they belong and may be counted solely for the purpose of declaring a quorum
- iv. Except as otherwise provided in these bylaws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated
- v. At all member meetings of the Association voting shall be by a show of hands, orally, or electronic ballot, unless a ballot is demanded by a member entitled to vote at the meeting, except in the case of the election of Officers and Directors, which shall be by secret ballot.
- vi. A member entitled to vote at the meeting may demand a ballot either before or after any vote by a show of hands
- vii. In the case of the election of Officers and Directors, if no person receives a majority of votes cast the person with the least number of votes is removed from a second ballot
- viii. Active Members of the Association in good standing shall be entitled to exercise one (1) vote by virtue of its Membership in the Association plus an additional single (1) vote per \$100, or part thereof, of the player registration fees of the Member retained by the Association in the Association's prior fiscal year

- ix. Associate Members in good standing shall be entitled to exercise one (1) vote by virtue of its Membership in the Association
- x. Persons appointed as life members shall be entitled to a voice at all meetings of the Association but no vote
- c. Annual Members Meeting (AMM)
  - i. *Notice of AMM*
    - 1. The AMM of the Association shall be held within fifteen (15) months of the previous AMM and within six (6) months of the Association's fiscal year end.
    - 2. All Members shall receive not less than ten (10) and not more than fifty (50) days written notice via email of the date and location of the AMM, along with the agenda for the meeting. This notice will be addressed to the official contact(s) of each Club as noted in their annual membership application and will also be communicated through the Association website, which is where any remaining documentation will be posted as it becomes available.
  - ii. *Errors in Notice, Waiver*
    - 1. No error or omission in giving such notice of a meeting of any AMM shall invalidate such a meeting or make void any proceedings taken or had at such a meeting. Any Member may, at any time, waive notice of such a meeting and ratify and approve of any or all proceedings taken or had thereat.
  - iii. *Special business*
    - 1. All business transacted at an AMM is special business except for the following:
      - a. Consideration of the financial statements
      - b. Consideration of the audit or review engagement report, if any
      - c. An extraordinary resolution (80% majority vote) to have a review engagement instead of an audit or to not have an audit or a review engagement
      - d. Election of directors
      - e. Reappointment of the incumbent auditor or person appointed to conduct a review engagement
  - iv. *Member's right to submit and discuss proposals*
    - 1. A member entitled to vote at an AMM may give the Association notice of a matter that the member proposes to raise at the meeting, referred to as a "proposal". Notice must be received by the Association sixty (60) days prior to the date of the AMM. The notice will be included in the notice of meeting
    - 2. Upon the request of the member who submits a proposal, the Association shall include in the notice of meeting a statement in support of the proposal by the member and the name and address of the

member. The statement and the proposal must together not exceed a prescribed maximum number of words or characters by the Association.

3. The member who submitted the proposal shall pay any cost of including the proposal and any statement in the notice of the meeting at which the proposal is to be presented, unless the bylaws or an ordinary resolution of the members present at the meeting provide otherwise

4. Exception

- a. The Association is not required to comply with (4.c.iv above) if:
  - i. The proposal is not submitted within sixty (60) days of the meeting
  - ii. It clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the Association or its Directors, Officers, or Members
  - iii. It clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Association
  - iv. Not more than two years before the receipt of the proposal, the member failed to present in person, if authorized by the bylaws, at a meeting of the members, a proposal that had been included in a notice of meeting at the member's request
  - v. Substantially the same proposal was submitted to members in a notice of a meeting of the members held not more than two years before the receipt of the proposal and the proposal was defeated
  - vi. The rights conferred by this section are being abused to secure publicity

d. Special Members Meetings

- i. A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of the Members holding ten percent (10%) of the votes of the Association for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act
- ii. The Special Meeting will be called within twenty-one (21) days from the date of the receipt of the requisition and the Special Meeting will be held within thirty (30) days of the call of the meeting
- iii. Only the business for which a Special Members Meeting has been called will be dealt with, except with the unanimous consent of those present

### **3. BOARD MEETINGS**

#### **a. General**

- i. A majority of the Directors shall form a quorum at any meeting of the Board
- ii. Meetings of the Board of Directors may be called by the President or by any three Directors
- iii. The Board may consider or transact any business, either Special or General, at any meeting of the Board

#### **b. Notice**

- i. Electronic notice of Board meetings shall be sent to all Directors at least five (5) days prior to the scheduled meeting
- ii. No formal notice of meetings shall be required if all of the Directors are present or if those absent have signified their consent to the meeting being held in their absence
- iii. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meetings, no notice need be sent

#### **c. Errors in Notice Waiver**

- i. No error or omission in giving notice of a meeting of the Board shall invalidate such a meeting or make void any proceedings taken or had at such a meeting.
- ii. Any Director may, at any time, waive notice of such a meeting and may ratify and approve of any or all proceedings taken or had thereat

#### **d. Voting**

- i. Questions arising at any meeting of the Board shall be decided by a majority of votes of those present and voting. The Chair does not receive a second vote in the event of a tie.
- ii. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken by a show of hands for and against
- iii. A declaration by the Chair of the meeting that a resolution has carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of votes recorded in favour or against such resolution

## **ARTICLE 12 AMENDMENTS TO THE BYLAWS**

### **1. FUNDAMENTAL CHANGES**

- a. A Special Resolution of all members (whether voting or non-voting) is required to make the following fundamental changes to the bylaws or articles of the Association.  
Fundamental Changes are defined as follows:
  - i. Change the Association's name
  - ii. Add, change or remove any restriction on the activities that the Association may carry on
  - iii. Create a new category of Members



- iv. Change a condition required for being a Member
- v. Change the designation of any category of Members or add, change or remove any rights and conditions of any such category
- vi. Divide any category of Members into two or more categories and fix the rights and conditions of each category
- vii. Add, change or remove a provision respecting the transfer of a membership
- viii. Increase or decrease the number of, or the minimum or maximum number of, Directors
- ix. Change the purposes of the Association
- x. Change to whom the property remaining on liquidation after the discharge of any liabilities of the Association is to be distributed
- xi. Change the manner of giving notice to Members entitled to vote at a meeting of Members
- xii. Change the method of voting by Members not in attendance at a meeting of the Members
- xiii. Add, change or remove any other provision that is permitted by the Act

## **2. VOTING**

- a. Subject to Article 12.1 above (when applicable), these bylaws may only be amended, revised, repealed or added to by:
  - i. Ordinary Resolution of the Board  
The new, amended, or repealed bylaw 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 bylaws by Ordinary Resolution. A new, amended, or revised bylaw that is not ratified by the Members ceases to have effect and no new bylaw of the same or like substance has any effect until ratified at a meeting of the Members; or
  - ii. A Member who is entitled to vote at an AMM may make a proposal to make, amend, or repeal a bylaw in accordance with the Act. The proposal requires at least sixty (60) days' notice prior to the AMM. The proposed bylaw 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 bylaws by Ordinary Resolution.

## **ARTICLE 14 FINANCIAL MANAGEMENT**

### **1. AUDITORS**

At each AMM the members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Association in accordance with the Act. The auditor will hold office until the next AMM. The auditor will not be an employee, Officer, or Director of the Association and must be permitted to conduct an audit or review engagement of the Association under the Public Accounting Act, 2004, as amended. When the Association's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline,

by Extraordinary Resolution (80% majority vote), to appoint an auditor. Alternatively, when the Association's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, choose to conduct a review engagement in lieu of an audit.

## **2. ANNUAL FINANCIAL STATEMENTS**

- a. The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Association of the last fiscal year of the Association but not more than six (6) months before the AMM and present the approved financial statements before the Members at every AMM. A copy of the Annual Financial Statements will be provided to any Member requesting a copy not less than twenty-one (21) days before the AMM. The Financial Statements will include:
  - i. The financial statements
  - ii. The auditor's report or review engagement (if any)
  - iii. Any further information respecting the financial position of the Association
- b. For the purpose of the Association, the fiscal year shall be from October 1 to September 30 following, inclusive
- c. When the amount of unrestricted assets exceeds \$150,000 the Association will issue a refund in the form of a credit to its clubs in membership. Distribution of the refund would be made in the ratio of the funds retained by the Association in the previous fiscal year
- d. The Board of Directors shall be vested with the authority to approve unanticipated expenditures, not approved by the Membership through the approval of the Budget at the AMM, up to \$10,000.00 for any one-time acquisition of goods or services. Expenditures in excess of \$10,000.00 shall require the approval of the Membership at a Special Members Meeting

## **ARTICLE 15 DISPUTE RESOLUTION**

1. The Association shall adhere to the Dispute Resolution Process as published and approved by Ontario Soccer from time to time
2. Any Member of the Association may initiate the Dispute Resolution Process by communicating in writing to Ontario Soccer, with a copy to the Association, the nature and facts of the dispute. Ontario Soccer, at its discretion, may proceed with the Dispute Resolution Process by assigning one or more neutral persons to the dispute
3. The Dispute Resolution Process shall not be used for game discipline, which follows the normal Discipline and Appeals Process
4. The Association shall make available to any Member the Dispute Resolution Process when requested

## **ARTICLE 16 HARASSMENT**

1. The Association shall adhere to the harassment Policy as published and approved by Ontario Soccer from time to time

2. The Harassment Policy shall apply to all Employees, Directors, Officers, Volunteers, Coaches, Game Officials, Administrators, Players, Members and Registrants of the Association
3. Harassment is defined as any comment, conduct or gesture directed toward an individual or group of individuals that is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment
4. The Association shall make the Harassment Policy available to any member when requested

#### **ARTICLE 17 DISSOLUTION**

It is specifically provided that in the event of dissolution or winding up of the Association all its remaining assets after payment of its debts and liabilities shall be distributed to one or more charitable organizations in Ontario

#### **ARTICLE 18 ADOPTION OF THESE BYLAWS**

##### **1. RATIFICATION**

These bylaws were ratified by the Members of the Association at a meeting of Members duly called and held on September 21, 2023

##### **2. REPEAL OF PRIOR BYLAWS**

In ratifying these bylaws, the Members of the Association repeal all prior bylaws of the Association provided that such repeal does not impair the validity of any action done pursuant to the repealed bylaws