



By-laws of Maple-Leaf Cavan Football Club Inc.

October 2024

Revisions History

Version	Date	Changes
2024	October 9, 2024	<p>As passed at the October 9, 2024 Special General Meeting:</p> <ul style="list-style-type: none"> • Changes to comply with the Ontario Not-for-Profit Corporations Act, 2010 (ONCA) including: <ul style="list-style-type: none"> ○ Change all references to “Club” to “Corporation” ○ Change references from “Annual General Meeting” to “Annual Meeting” ○ Change references from Special General Meeting” to “Special Meeting” ○ Add definitions section to define terms within these By-laws ○ Change title of Treasurer to Director of Finance ○ Appoint President as Chair of the Board of Directors ○ Add provisions to by-laws as required by ONCA • Remove designation of Executive Director and define Officers of the Corporation • At Large Director positions redefined with specific lead roles • Set out three (3) categories of membership [voting class, non-voting class, honorary life] with former categories of Life Member and Honorary Member combined

GENERAL

Purpose

These By-laws relate to the general conduct of the affairs of the Maple-Leaf Cavan Football Club Inc..

Definitions

The following terms have these meanings in these By-laws:

- a) Act – the Not-for-Profit Corporations Act, 2010 or its successor as amended from time to time by the Province of Ontario.
- b) Auditor – an individual, partnership or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next annual Meeting in accordance with the Act.
- c) Board – the Board of Directors of Maple-Leaf Cavan Football Club.
- d) Corporation – Maple-Leaf Cavan Football Club, operating as Maple Leaf Cavan FC or Cavan FC.
- 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) ECOSA – the East Central Ontario District Soccer Association.
- h) Eligible Voter – Members entitled to vote pursuant to these By-laws.
- i) Officer – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- j) Ordinary Resolution – a resolution passed by a majority of the votes cast by Eligible Voters of the Members on that resolution.
- k) OS - Ontario Soccer Inc.
- l) Special Resolution – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting Members entitled to vote on that resolution

Name

The name of the Corporation shall be Maple-Leaf Cavan Football Club Inc., hereafter known as “the Corporation.”

The Official variations for the name of the Corporation shall be Maple Leaf Cavan FC, Cavan FC, MLCFC or CFC.

A Special Resolution is required in order to amend the Name of the Corporation.

Registered Office

The registered office of the Corporation will be located within the Province of Ontario.

Official Colours and Insignia

The official primary colours of the Corporation shall be black and red.

The use of the official insignia of Maple-Leaf Cavan Football Club and its adaptations shall be limited to the Corporation.

Once adopted, the official colours and insignia cannot be changed again for a three (3) year period from the time it was adopted.

A Special Resolution is required in order to amend the Official Colours and Insignia of the Corporation.

Affiliations

The Corporation shall be a member in good standing of the East Central Ontario District Soccer Association (ECOSA) and its governing bodies: Ontario Soccer, The Canadian Soccer Association (CSA), The Fédération Internationale de Football Association (FIFA).

The Corporation shall insure compliance with all rules, policies and procedures established by these associations.

No Gain for Members

The Corporation shall 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 objectives.

Conduct of Meetings

Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

Interpretation

In the By-laws, hereafter passed unless the context otherwise requires, 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.

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.

Matters Not Covered

Any matter not covered herein shall be judged in accordance with the By-laws and policies and procedures of the Corporation's governing bodies including the Ontario Not-for-Profit Corporations Act, 2010.

By-laws

The By-law of the Corporation shall be available to all Members.

The By-laws of the Corporation shall not be subject to waiver in whole or in part.

The Board or an Individual Member may propose amendments to the By-laws of the Corporation.

Notice of proposed By-law amendments shall be submitted to the Corporation at least forty-five (45) days prior to the Annual or Special Meeting at which they are to be considered.

At least thirty (30) days' notice of the proposed amendments shall be given to Members in advance of the Annual or Special Meeting at which they are to be considered.

A proposed amendment to become effective must be ratified by Special Resolution. A Member may amend the proposed amendment providing such amendment is ratified by Special Resolution.

Any amendment to the By-laws received by the Corporation following the notice to Members, shall only be put to that meeting via Special Resolution.

By-law amendments are effective from the date of the resolution of the Members.

Policies

Resolutions which define or amplify the By-laws of the Corporation shall be known as the Policies of the Corporation.

The purpose of the Policies is to institute rules governing the Corporation and the conduct of its business, which in the view of the Membership is desirable, although such rules are not part of the Corporation By-laws.

Policies shall be made available to the Members of the Corporation.

The Policies of the Corporation may be amended by the Board, by a majority vote at a Board Meeting.

Notice of any proposed amendments to Policies shall be given to all Directors in advance of the Board meeting at which they are to be considered.

The Policies of the Corporation may also be amended at a Special Meeting by Ordinary Resolution at the meeting.

ONTARIO SOCCER REQUIREMENTS

Harassment

The Corporation shall adhere to Ontario Soccer’s policies regarding harassment. Ontario Soccer’s policies regarding harassment will apply to all Officers, Directors, employees, volunteers, coaches, managers, game officials, administrators, players and Members of the Corporation. The Corporation will make Ontario Soccer’s policies regarding harassment available to any Member when requested.

Code of Ethics and Behaviour

The Corporation shall adhere to Ontario Soccer’s Code of Ethics and Behaviour which shall apply to all Officers, Directors, employees, volunteers, coaches, managers, game officials, administrators, players and Members of the Corporation.

Volunteer Screening

The Corporation will adhere to Ontario Soccer’s policies regarding volunteer screening.

MEMBERSHIP

Membership

The Corporation has three (3) classes of Members:

Voting Class Member

A Member in Good Standing who has reached eighteen (18) years of age and who is registered, elected or appointed within the Corporation as a volunteer in any of the following positions:

- a) A Director of the Corporation;
- b) A Team Coach, Assistant Coach, Manager or Assistant Manager, and other volunteers registered with the Club and active with the Club at the time of the Meeting of Members, and;
- c) Committee Members appointed by the Board of Directors.

Non-voting Class Member

A Member in Good Standing and who has reached eighteen (18) years of age and who is registered within the Corporation in any of the following positions:

- a) Players, registered in at least one (1) program in the current or preceding playing season (season defined as Summer or Winter)
- b) A parent or guardian who represents a player under the age of eighteen (18) years registered in at least one (1) program in the current or preceding playing season (season defined as Summer or Winter).

Honorary Life Member

An individual approved by Special Resolution of the Board who has contributed greatly to the development or promotion of the Corporation, is afforded all rights of membership, including the right to attend and speak at Members’ meetings, but is not entitled to vote. Honorary Life membership does not expire unless terminated in accordance with “Termination of

membership clause.” There shall be no dues or fees assessed to an Honorary Life Member of the Corporation.

One Subclass

Although an individual may qualify for, and be registered or designated under more than one subclass of membership, each individual may only hold one membership in the Corporation.

Member Exclusions

Individuals who receive more than \$1000.00 in remuneration per year, as defined by the Corporation's fiscal year, are not eligible to be voting Members of the Corporation.

Membership Rights

The Membership shall be accorded the following rights:

- To be governed in accordance with the Act, OS, ECOSA and Corporation's published rules;
- To participate in the programs of the Corporation;
- To submit and discuss proposals;
- To propose changes to the Corporation's By-laws and Policies, and;
- As an Eligible Voter, to be able to vote at Annual and Special Meetings of the Corporation.

Membership Year

Unless otherwise determined by the Board or these By-laws, the membership year of the Corporation shall be the fiscal year of the Corporation as set out in these By-laws.

Membership Fees

The registration fees of the Corporation shall be established by the Board.

Registration fees shall be assessed to each Member who is a Registered Player.

Transfer of Membership

A membership in the Corporation shall under no circumstances be transferable to any individual or organization.

Discipline of a Member

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

Any member, who infringes the Articles or Rules of the Corporation or brings the Corporation into disrepute, may be reprimanded, suspended or expelled from the Corporation after a hearing by the Board of Directors of the Corporation at which the member is entitled to attend and speak on his own behalf.

Discipline for a Member whether as a player, team, team official and/or their spectators for game infractions, shall be governed in accordance with the Rules, Policies and Procedures of the Corporation and its Governing Bodies (Rules and Regulations).

Member in Good Standing

A Member shall 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 has other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents required by the Corporation;
- d) Has complied with the By-laws, policies, and rules of Ontario Soccer and 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 Corporation, and;
- f) Has paid all required membership dues, participation fees and monies owed the Corporation.

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 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.

Termination of Membership

Membership in the Corporation will terminate immediately upon:

- a) The expiration of the Member's annual 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 dissolution, 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.

Dispute Resolution

The Corporation shall adopt and adhere to the Dispute Resolution process as published and approved by Ontario Soccer.

Any Member of the Corporation may initiate the Dispute Resolution process by communicating in writing with the OS with a copy to the Corporation and ECOSA.

Any Member directly affected by the decision of the Corporation may appeal such decision, except as stipulated in the By-laws.

A Member may not appeal a decision made by the Board regarding the appointment of an individual to any coach or administrator position within the Corporation except where the selection process outlined in the policies and procedures has not been followed.

A Member may not appeal a decision regarding a player's assignment on any team.

MEETINGS OF MEMBERS

Annual Meeting of the Members

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

The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario.

Notification shall be published at least fifteen (15) days and not more than fifty (50) days prior to the Annual Meeting. Notification of the meeting shall be provided via electronic means to all Members in good standing, Directors and the Auditor.

For Annual Meetings, quorum will be a majority of (50%) of the Corporation's Board of Directors holding office.

If a quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

If a quorum is not present at the opening of a meeting, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

Annual Meetings will be closed to the public except by invitation of the Board or in accordance with the Act.

Order of business at the Annual Meeting shall be:

- Establishment of quorum
- Approval of the agenda
- Period of Remembrance
- Awards and introduction of guest(s)
- Approval of the Minutes of the previous Annual Meeting
- President's Address
- Directors' Reports
- Auditor's Report
- Appointment of Auditors
- Business as specified in the meeting notice

- Proposed Amendments to the Corporation's By-laws
- Election of Directors
- Adjournment

The Chair may, at their discretion, introduce any special business for discussion after the approval of the minutes of the previous Annual Meeting.

The Corporation shall keep a copy of every resolution with the minutes of the Annual Meeting.

Special Meeting

Special Meetings must be called by the President should:

- The President be requested to do so by a two-third (2/3) majority of the Board, or;
- A written petition is signed by at least fifty (50) Voting Class Members of the Corporation.

The Special Meeting request or petition must state the business to be transacted at the meeting and must be sent to each Director and to the registered office of the Corporation.

Special Meetings must be held within twenty-one (21) days of the date that the request was approved or petition received. If not, any Member who signed the request or petition may call the meeting.

On receiving a request or petition, the Directors shall call a Special Meeting to transact the business stated in the request or petition unless,

- a) A record date has already been fixed; or,
- b) The Directors have already called a meeting of the members and have given notice of the meeting.

Fifteen (15) days written notice of any Special Meetings must be given to all Members indicating the time, place and purpose of the meeting.

- Notice of the Special Meeting shall be sent to Members as set by the record date and published on the Corporation's website.

Twenty-five (25) Eligible Voters present will constitute a quorum.

If a quorum is present at the opening of a Special Meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

If a quorum is not present at the opening of a Special Meeting, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.

At Special Meetings only the business specified in the notice of meeting can be discussed.

The Corporation shall keep a copy of every resolution with the minutes of the Special Meetings.

Special Meetings will be closed to the public except by invitation of the Board or in accordance with the Act.

Record Date

The record date fixed by the Board will determine the Members entitled to receive notice of a meeting of the members and determine the Members entitled to vote at the meeting.

The date will be no more than thirty (30) days prior to the meeting.

Participation/Holding Member Meetings by Electronic Means

The Directors may determine that a Member Meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

Voting by telephonic or electronic means may be used only if:

- a) Votes may be verified as having been made by Eligible Voters, and
- b) The Corporation is not able to identify how each Eligible Voter cast a vote.

Voting by Membership

Voting Class Members shall be eligible to vote at Annual and Special Meetings.

An Eligible Voter shall be given a single vote on any motion.

Except for the election of the Board, voting at Annual or Special Meetings shall be by open vote; however, a member may request a ballot either before or after any vote.

Unless a ballot is requested, an entry in the minutes of a meeting to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

At the beginning of each meeting, the Chair may appoint one or more Scrutineers who will be responsible for ensuring that votes are properly cast and counted.

Majority

Unless otherwise provided in the By-laws, all matters to be determined by the Members shall be by Ordinary Resolution.

Member's Right to Submit and Discuss Proposals

An Eligible Voter at a Special Meeting may,

- a) give the Corporation notice of any matter that the Member proposes to raise at the meeting, referred to as a "proposal"; and
- b) discuss at the meeting any matter with respect to which the Member would have been entitled to submit a proposal.

The Corporation shall include the proposal in the notice of meeting.

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.

The Corporation is not required to comply with the request if,

- a) the proposal is not submitted to the Corporation at least thirty (30 days) before the date of the meeting;
- b) it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the corporation or its Directors, Officers, Members or debt obligation holders;
- c) it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the Corporation;
- d) not more than two years before the receipt of the proposal, the Member failed to present in person a meeting of the members, a proposal that had been included in a notice of meeting at the Member's request;
- e) 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; or,
- f) the rights are being abused to secure publicity.

If the Corporation refuses to include a proposal in a notice of meeting, it shall, within ten (10) days after the day on which it receives the proposal, notify the Member submitting the proposal of its intention to omit it from the notice of meeting and of the reasons for the refusal.

Adjournments

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

GOVERNANCE

Board of Directors

The business of the Corporation shall be conducted by a Board of Directors. The Board of Directors shall be the governing body of the Corporation.

The person elected President shall be the Chair of the Board of Directors.

The Board shall consist of:

- a) President
- b) Vice President
- c) Director of Finance

- d) Secretary
- e) Club Administrator
- f) Director of Operations, Recreational Programs
- g) Director of Operations, REP Programs
- h) Another eleven (11) Directors at Large including:
 - Director of Community Relations
 - Registrar
 - Director of Uniforms
 - Game Scheduler
 - Director of Long-Term Player Development
 - Director of Coaching
 - Year End Coordinator
 - Corporate Advisor
 - Competitive Advisor
 - Adult Recreation Coordinator
 - Facilities Coordinator

A Director may hold more than one position.

The designated Officers of the Corporation will be comprised of the following:

- a) President
- b) Vice President
- c) Treasurer (Director of Finance)
- d) Secretary
- e) Club Administrator

Qualifications

Candidates for Board positions do not need to be from the Membership of the Corporation.

The following individuals are disqualified from being a Director of the Corporation:

- A person who is under eighteen (18) years of age
- A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property
- A person who has been found to be incapable by any court in Canada or elsewhere
- A person who has a status of bankrupt

A paid employee of the Corporation may not hold a position on the Board.

A Director may not hold simultaneously a position of director, employee, or contractor of another organization with which the organization has an ongoing relationship.

A candidate for the position of President must also have served as a member of the Board within the previous two years. Should no qualified candidate be available, the Membership may choose a candidate.

Duties of the Board

The President shall:

- Be the chief executive officer of the Corporation
- Preside at all meetings of the Corporation including board and member meetings
- Chair the Executive Committee
- Ensure compliance with constitution
- Act as spokesperson for the Corporation
- Have other such duties as prescribed by the Board

The Vice President shall:

- Be the senior Director of the Corporation below the President
- Preside at all meetings of the Corporation in the absence of the Chair/President
- Be a member of the Executive Committee
- Have such other duties as prescribed by the Board

The Director of Finance shall:

- Be a member of the Executive Committee
- Coordinate preparation of seasonal/annual financial forecasts, which shall be presented and approved by the Board
- In association with the Club Bookkeeper, keep full and accurate accounts of the receipts and disbursements in books belonging to the Corporation
- Direct the deposit of all monies and other valuables in the name and to the credit of the Corporation, in such depositories as may be designated by the Board
- Disburse the funds of the Corporation as may be ordered by the Board, and render to the Board, a financial statement each quarter, or as required by the Board
- Ensure that all accounts are paid by cheque/ electronic funds transfers/bill payment
- Be a signatory together with one other appointed signatory. In the event that the Director of Finance is unavailable or has declared a conflict, the two other appointed signatories may disburse funds with the knowledge of the Director of Finance
- Be the custodian of the deposit and receipt books of the Corporation, and shall produce such books, properly balanced, at all meetings of the Corporation
- Have copies of current financial statement and auditor's reports for Members at the Annual Meeting
- Have such other duties as prescribed by the Board

The Secretary shall:

- Give notice of all meetings of the Corporation to persons entitled thereto
- Be a member of the Executive Committee

- Attend all meetings of the Board and the Executive Committee and all Annual and Special Meetings of the Corporation and shall keep minutes of all such meetings
- Be the custodian of the Corporation`s Minute books and correspondence files
- Have such other duties as prescribed by the Board

The Club Administrator shall:

- Serve as liaison between the Corporation and the District (ECOSA) and Leagues

At Large Directors

Other Directors and at Large Directors shall have such duties as defined in the Corporation`s Policies as well as those prescribed by the Board.

Every Director shall:

- a) Act honestly and in good faith with a view to the best interests of the Corporation;
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and;
- c) Comply with the Corporation`s Articles and By-laws.

Reasonable Diligence Defence

A Director is not liable and has complied with his or her duties if the Director exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances, including reliance in good faith on,

- a) Financial statements of the Corporation represented to them by an Officer of the Corporation or in a report of the Auditor of the Corporation to present fairly the financial position of the Corporation in accordance with generally accepted accounting principles;
- b) An interim or other financial report of the Corporation represented to them by an Officer of the Corporation to present fairly the financial position of the Corporation in accordance with generally accepted accounting principles;
- c) A report or advice of an Officer or Employee of the Corporation, if it is reasonable in the circumstances to rely on the report or advice; or
- d) A report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by them.

Directors to be Elected

The Directors shall be elected at Annual Meetings for terms of two years.

The following Directors shall be elected at Annual Meetings held in even numbered years:

- Chair/President; Director of Finance; REP Programs – Director of Operations; Community Relations; Game Scheduler; Registrar; Director of Coaching; Year End Coordinator;

The following Directors shall be elected at Annual Meetings held in odd numbered years:

- Vice President; Secretary; Club Administrator; Recreational Programs – Director of Operations; Long Term Player Development; Director of Uniforms; Corporate Advisor; Competitive Advisor; Adult Recreation Coordinator; Facilities Coordinator

An Ordinary Resolution is required to amend the term of each position provided the term is not less than one (1) year and no more than four (4) years. A decrease in the length of term shall not shorten the term of an incumbent Director.

Appointment of additional directors (ONCA provision)

The directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next annual meeting of the members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members.

Nominations for Board of Directors

Each Director to be elected must be nominated by a Member in Good Standing.

Nominations shall remain open up to and including the Annual Meeting.

Nominations for open positions shall be held in the order of the positions listed in the By-laws.

Elections of the Board of Directors

The directors of the Board shall be elected by Ordinary Resolution at the Annual Meeting.

An Eligible Voter shall be given a single vote on any election.

Elections for open positions shall be held in the order of the positions listed in the By-laws.

The election of the Board shall take place by secret ballot.

In the event only one candidate is nominated for a particular position on the Board, that candidate shall be elected by acclamation.

In the event no candidate receives a majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.

If Directors are not elected at a meeting of the members, the incumbent Directors shall continue in office until their successors are elected.

If a meeting of the members fails to elect the minimum number of Directors required by the articles, the Directors elected at that meeting may exercise all the powers of the Directors if the number of Directors so elected constitutes a quorum.

A person who is elected or appointed to hold office as a Director is not a director and is deemed not to have been elected or appointed to hold office as a director, unless the person consents in writing to hold office before or within ten (10) days after the election or appointment. If a person consents after the period, the election or appointment is valid. 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.

Dismissal of a Director

No Director shall be removed for arbitrary reasons.

A Director may be removed if unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

- If they become incapable of performing the business of the Corporation
- If they are absent from two or more consecutive meetings of the Board without satisfactory reason
- If they become or are discovered to not possess the Qualifications outlined in the By-laws.

A Director may be removed if they have compromised the integrity of the Corporation due to, but not limited to, any of the following reasons:

- found guilty of an offence under the Harassment Policy of Ontario Soccer
- found guilty of an offence involving violence under the Discipline Policy of Ontario Soccer
- found to have violated the Code of Ethics and Behaviour of Ontario Soccer, as adopted by the Corporation
- failed to properly account for monies or other property belonging to the Corporation
- found guilty of a criminal offence.

A Director may be removed from office for good and sufficient cause by a two-third (2/3) majority vote of the Board of Directors provided notice to remove the Director has been given to all Directors.

A Director may be removed from office for good and sufficient cause by Special Resolution at an Annual or Special General Meeting provided notice to remove the Director has been given to the membership.

A Director is entitled to give the Corporation a statement giving reasons for opposing removal if a meeting of the members is called for the purposes of removing the Director. The statement is to be immediately given to the Members by the Corporation.

Director Vacancy

A Director ceases to hold office when the Director dies, resigns, is removed pursuant to the By-laws or becomes disqualified pursuant to the By-laws.

A Director has the right to resign the position by submitting a signed letter of resignation to the Board. The resignation becomes effective at the time the resignation is received or at the time specified in the resignation, whichever is later.

A vacancy created by the removal or resignation of a Director may be filled by majority vote of a quorum of Directors. The Immediate Past President or the President shall act as the scrutinizer for such a vote. If a vacancy may occur for the Office of Chair/President, the Vice President shall assume the role of Chair/President.

If there is not a quorum of Directors, the Directors shall without delay call a Special Meeting of the members to fill the vacancy and if they fail to call the meeting, the meeting may be called by the Members.

A Director appointed or elected to fill a vacancy holds office for the unexpired term of the Director's predecessor.

Meetings of the Board

Meetings of the Board shall be held on a regularly basis with a minimum of 5 per year; and, as prescribed by the Chair.

Notice by email for all Board Meetings shall be given at least one (1) week prior to the meetings.

A majority of the Directors shall form a Quorum at all meetings of the Board.

The President shall preside at all Board Meetings and they shall have a casting vote only.

The Vice President shall preside at all Board Meetings in the President's absence.

The Secretary shall be responsible for the recording of the minutes of the Board Meetings.

Any Director present shall be allowed to cast a vote on any motion before the Board, unless in conflict of interest. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. No Director shall act for an absent Director at a meeting of the Board.

A majority of the votes cast by the Directors present at a meeting of the Board shall be required to pass a motion, except where a greater majority is required as defined by the By Laws.

Special Meetings of the Board

Special Meetings of the Board of Directors may be called by the President, at their discretion.

The President must call special Meetings of the Board of Directors, if they are requested to do so in writing by resolution of the Board.

Special Meetings of the Board must be held within fifteen (15) days of a request being approved.

Seven (7) days written notice of a Special Meeting of the Board must be given to all Members of the Board indicating the time, place and purpose of the meeting.

The President will be the Chair of all Special Meetings of the Board 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 Board will determine the Chair of the meeting.

Each Director, except the Chair of the meeting, 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 favor of the resolution. In the event of a tie, the Chair of the meeting shall vote to decide the issue.

No Director shall act for an absent Director at a meeting of the Board.

District Meetings

The Chair or their designate shall represent the Corporation at ECOSA meetings. The Corporation's votes at District Meetings shall be cast in accordance with the direction given by the Board.

Participation at a Board Meeting by Electronic Measures

A Director may, if all the Directors consent, participate in a meeting by telephonic or electronic means that permits all participants to communicate adequately with each other. A Director so participating is deemed to be present at the meeting.

Resolutions

A resolution signed by all Directors entitled to vote on that resolution in a meeting of Directors is as valid as if it had been passed at a meeting of Directors.

All resolutions are to be kept with the minutes of the meetings of the Directors.

Unless a ballot is demanded, an entry in the minutes of a meeting of the Directors to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Consent of Director at a Board Meeting

A Director who is present at a meeting of the Directors or of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless,

- a) The Director's dissent is entered in the minutes of the meeting;
- b) The Director requests that the dissent be entered in the minutes of the meeting;
- c) The Director gives the dissent to the Secretary of the meeting before the meeting is terminated; or
- d) The Director submits the dissent to the Corporation immediately after the meeting is terminated.

A Director who votes for or consents to a resolution is not entitled to dissent.

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Director,

- a) causes their dissent to be placed with the minutes of the meeting; or
- b) submits their dissent to the Corporation

Conflict of Interest

A Director of a Corporation who,

- a) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
- b) is a Director or has a material interest in any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation

shall disclose to the Corporation or request to have entered in the minutes of Meetings of the Directors the nature and extent of their interest.

The Director shall not attend any part of a Meeting of the Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.

If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

If all of the Directors are required to make disclosure, the contract or transaction may be approved only by the Members.

The Corporation shall adhere to the Conflict of Interest guidelines of ECOSA and OS.

Closed Meetings

Meetings of the Board shall be closed to Members and the public except by invitation of the Chair or Board.

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. Any committee may include MLCFC volunteers who are not members of the Board among its members.

The following committees shall be recognized as Standing Committees of the Board:

Executive Committee

The Executive Committee shall be responsible for the efficient operation of the Corporation in accordance with By-laws and Policies and carry out the wishes of the Board and shall recommend changes felt to be beneficial to the Corporation. The Executive Committee may be

empowered to have and exercise all the powers of the Board in the management and direction of the affairs and business of the Corporation during the intervals between the meetings of the Board in cases in which specific directions shall not have been given by the Board. The Executive Committee shall also perform the tasks of a Finance Committee providing financial oversight for the Corporation including budgeting and financial planning, financial reporting, and the creation and monitoring of internal controls and accountability policies.

The Executive Committee shall consist of:

- a) President
- b) Vice President
- c) Director of Finance
- d) Secretary
- e) Club Administrator

Operational Committee

An operational committee shall be responsible for the planning, organization and operation of the recreational program of the Corporation. This committee shall be chaired by the Director of Operations, Recreational Programs. The Committee shall consist of the following directors:

- a) Director of Operations, Recreational Programs
- b) Game Scheduler
- c) Director of Uniforms
- d) Two (2) Directors at Large

Volunteer members may be appointed to assist the operational committee in its duties.

Special Committees

The Board shall establish Special Committees to undertake specific tasks or projects that are to be completed within a defined period of time. Such committees will be dissolved after the tasks or projects have been completed. Committees may call upon others with special expertise to contribute to the assigned responsibilities.

President Ex-Officio

The President will be an ex-officio member of all Committees of the Corporation.

Removal

The Board may remove any member of any Committee.

Debts

No Committee will have the authority to incur debts in the name of the Corporation

FINANCE AND MANAGEMENT

Fiscal Year

Unless otherwise determined by the Board, the fiscal year of the Corporation will be October 1st to September 30th each year.

Banking

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

Bank Accounts

All funds of the Corporation shall be deposited in a Chartered Bank, Trust Company or Credit Union in Canada in the same drafts, cheques, bills or cash in which they were received and all disbursement on account shall be made by cheque/electronic funds transfer/bill payment on such bank.

Auditors/Financial Audit

An Auditor or firm of Auditors shall be appointed by Ordinary Resolution at each Annual Meeting.

An Auditor is entitled to attend every meeting of the members at the expense of the Corporation and to be heard on matters relating to the Auditor's duties.

The Directors shall approve the audited financial statements. The approval of the Directors must be evidenced by the signature of two (2) or more Directors.

The approved financial statements and the audit report shall be available to the Membership of the Corporation prior to the Annual Meeting and presented for approval by the Membership at that meeting.

Not less than fourteen (14) days before each Annual Meeting, the Corporation shall give a copy of the approved financial statements and audit report to any Member who has informed the Corporation that they wish to receive a copy of those documents.

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 the Corporation will be executed by two (2) of the Chair/President, Vice-President, Director of Finance, Club Administrator or by 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.

Property

The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

Borrowing

The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

Borrowing Restriction

The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved at a meeting of Members) except for reimbursement of reasonable 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.

CORPORATION 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 articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members, and;
- i) Accounting records adequate to enable the Directors to ascertain the financial position of the corporation on a quarterly basis.

Minutes of meetings of the Board and Board Resolutions

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

DISSOLUTION

The Corporation may be dissolved in accordance with the Act.

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, with the exception that the organization's assets and property held or acquired from the proceeds of licensed lottery events (i.e., lottery trust accounts or property purchased with lottery proceeds) will be distributed to charitable organizations that are eligible to receive lottery proceeds in Ontario.

INDEMNIFICATION

Hold Harmless Agreement

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.

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 their conduct was lawful.

Insurance

The Corporation will, at all times, maintain in force Directors and Officers Liability Insurance.

FUNDAMENTAL CHANGES

Fundamental Changes

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

- 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;
- m) Add, change or remove any other provision that is permitted by the Act.