



ERIN MILLS SOCCER CLUB

CONSTITUTION & BY-LAWS

(Amended at Annual General Meeting held on February 21, 2021)

ERIN MILLS SOCCER CLUB

Constitution

ARTICLE I - NAME, CLUB COLOURS & LOGO

- 1.01 This organization shall be known as **THE ERIN MILLS SOCCER CLUB** (hereinafter referred to as the Club) functioning under the authority of **THE PEEL-HALTON SOCCER ASSOCIATION** (the “PHSA”), **ONTARIO SOCCER** (“OS”) and **CANADA SOCCER** (“CS”).
- 1.02 Registered Office – The registered office of the Corporation will be located within the Province of Ontario.
- 1.03 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.
- 1.04 Competitive, Academy, Competitive Development and All Star teams may list themselves under the team name of "Erin Mills Eagles" and wear a crest accordingly, as designed and approved by the Board of Directors.
- 1.05 The official Club colours, to be worn by all Erin Mills Soccer Club teams are Green, White and Black. Other colours may appear, at the discretion of the Board of Directors, but they must not be the dominant colour.
- 1.06 Official team uniforms will be supplied by the Club or its official uniform supplier as designated by the Board of Directors and must be the only uniform worn by Club teams, unless special dispensation is given to a team in writing by the Board of Directors.
- 1.07 The official Club logo, to be worn by all Club teams shall be in a form approved by the Board of Directors, from time to time, which shall include but shall not be limited to the Club Colours and which may include a depiction of the Erin Mills Eagle.

ARTICLE II –MISSION STATEMENT& AIMS AND OBJECTIVES

- 2.01 The Club has been established to implement the following mission:
- “To develop, teach and promote soccer to all ages, at all levels of play, in a safe and healthy environment. Integrated in this is the building of self-esteem, self-confidence, team work, respect for self and others, and the inherent benefits of physical exercise.”

- 2.02 To achieve this Mission Statement, the aims and objectives of the Club are as follows:
- a) To develop community spirit and encourage sportsmanship and good fellowship among all participants to the betterment of their physical and social well-being.
 - b) To develop, organize and control the Club's Recreational Development and Competitive Programs throughout the Area of Operation. The maximum of playing accommodation and financial resources are to be administered by elected un-paid volunteers. Referees and coaches hired by the Club to provide services and programs shall be the only Club officials to receive financial remuneration from the Club. To sponsor and promote such athletic, social, and other activities as may contribute to the finances of the Club.
 - c) To ensure that the Finances of the Club resulting from the collection of Registration Fees, sponsorships, grants and other revenue sources, are sufficient to cover and pay for the operating expenses of the Club as are required to provide the programs and services offered to the Club's members. The funding for special projects, other than those necessary to ensure the Club's self sufficiency, shall not be assessed as a mandatory part of, or supplement to, the general registration fees.

ARTICLE III - AFFILIATION

- 3.01 The Club shall function as an independent not-for profit organization under the authority of the PHSA, OS, and CS.
- 3.02 The Club shall follow the published rules of CS, OS, the PHSA and its own rules and regulations in declining order of authority (the "Rules and Regulations").
- 3.03 The Club shall also be an affiliate to the City of Mississauga through the Recreation and Parks Department.
- 3.04 The Club shall be entitled to enter into affiliation agreements with professional soccer clubs in accordance with the published rules of OS, as approved by the Board of Directors.
- 3.05 The Club shall be permitted to participate in inter-club games within Peel-Halton, the District and Regional League, and all other leagues sanctioned by the OS as may be authorized by the Board of Directors.

ARTICLE IV - AREA OF OPERATION

- 4.01 The boundaries of the Club shall be as follows: Britannia Road west of Erin Mills Parkway to the Milton/Oakville/Mississauga Border - South to Dundas Street - East to the Credit River - North to Eglinton Avenue - West to Erin Mills Parkway - North to Britannia Road.
- 4.02 Notwithstanding the foregoing, the geographic boundaries described in Article 4.1 above shall not preclude the Club, its teams, players and members from conducting training, or playing indoor soccer games, tournaments, or participating in leagues, or renting space at indoor soccer facilities that are located outside of the Club's boundaries.
- 4.03 Nothing herein shall limit, restrict or prevent the Club from abiding by the terms of any current or future affiliation agreement between the Club and the City of Mississauga that requires the Club to offer programs and services to all residents of the City of Mississauga whether or not they reside within the boundaries of the Club.

ARTICLE V- MEMBERSHIP RIGHTS

5.01 One Class of Members:

There shall only be one class of members and all members shall have the same rights, privileges, duties, obligations and restrictions upon transferability. All Members shall be voting members with one vote per member and are entitled to attend any general meeting of members.

5.02 Definition of a Member:

A member of the Erin Mills Soccer Club is a person who is at least eighteen (18) years old, who submits an application or a registration form to the Club together with all other required forms and pays the prescribed membership fees, as applicable, who is duly registered with the Club on or before October 31st of the current year, who agrees to abide by the Rules and Regulations of the Club and its affiliated organization, whose application for membership has been accepted by the Board of Directors as evidenced by a Directors Resolution and includes the following persons:

- (a) an executive officer or director of the Board of Directors;
- (b) an individual appointed to coach one or more Recreational Development, Competitive or Competitive Development teams within the Club (18+);
- (c) a manager appointed to manage one or more Recreational Development, Competitive or Competitive Development teams within the Club(18+);

- (d) a convenor or volunteer duly appointed by the Board of Directors and registered with the Erin Mills Soccer Club; (18+);
- (e) a senior referee, eighteen years of age or older, who is registered with the Erin Mills Soccer Club;
- (f) a parent or legal guardian of a minor player currently registered with the Club(18+); or
- (g) any player or referee who is eighteen years of age or older on or before October 31st of the Club's current fiscal year.

5.03 Application Form/ Approval:

- (a) Applicant must complete, sign and submit Membership Application Form, pay Membership Fee and provide full name, mailing address, current e-mail(s), telephone & cellular no.(s) to be recorded in Member Register;
- (b) Persons who wish to volunteer as a Coach, Manager, Convenor, or Volunteer, must complete an Application Form for such Position. If they are approved they must also complete an OS Registration Form. They must also supply personal information for Member Register;
- (c) Coaches and Managers are considered Team Officials under OS Published Rules.
- (d) To qualify as Coach, Applicants must attend a screening interview in accordance with Club Policy and satisfactorily complete a vulnerable sector Police Check every three years, at their own personal expense, if required.
- (e) Applicants must also complete and pass "Respect in Soccer", "Making Ethical Decisions", all applicable coach certification courses and any other course or certification that is mandated by the OS and/ or PHSA;
- (f) The Board of Directors shall have the sole, absolute and unfettered discretion to:
 - (i) accept and approve or deny any Application for Membership; or
 - (ii) appoint or refuse to appoint any person as a Coach, Manager, Convenor or Volunteer,;
- (g) In accordance with OS Published Rules, the Board may remove or terminate the appointment of any coach, manager, volunteer, convenor, without establishing cause, at any time.

- (h) Following their election, all Officers and Directors must complete ,sign and submit an OS Registration Form with personal information for Member and Director Registers.

5.04 Membership Dues:

- (a) Members shall pay such annual membership fees or dues as a determined by the Board of Directors from time to time. Notice of Annual Membership Fees shall be posted on the Club's website and at the Club-House. Membership fees or dues shall be paid when an Application for Membership is filed with the Club.
- (b) Membership fees or dues are waived for any Member who is appointed by as a Coach, Manager, Convenor, or Volunteer, or is elected or appointed as an Officer or Director for the duration of their appointment. If they cease to serve the Club in a volunteer capacity, for any reason, then they shall be required to file an Membership Application form and pay the applicable Membership fees or dues within thirty (30) days following the cessation of any such appointment.
- (c) Any Member whose membership term has expired shall have thirty (30) days following expiry to pay the Membership fees or dues payable for the subsequent year,
- (d) Any Member in default of paying any membership such fees or dues within thirty days from the date that they are due shall automatically cease to be a Member of the Club. Any such Members may, upon payment of all unpaid dues or fees and filing of a Membership Application form, be reinstated by vote of the Board of Directors. The Board of Directors has discretion to deny Membership following Default.

5.05 Term of Membership:

Club Membership shall continue for a term not to exceed one year. Membership shall commence on the date that an Application for Membership is accepted by the Board of Directors and shall continue until the earlier of:

- (a) a period of one year,
- (b) on the 30th Day after default in the payment of Membership fees or dues;
- (c) the day after the Annual General Meeting held for the fiscal year in which they became a Member;
- (d) the day that the Member resigns;

- (e) the 30th day after a Member is removed as a director, coach, manager, volunteer or convenor of the Club, unless they have filed a membership application and paid the applicable membership fees or dues or the Member otherwise qualifies for membership pursuant to Subsection 5.02;
- (f) the day that the Member or any family member who plays for the Club registers to play with another soccer organization and the Member does not otherwise qualify for membership pursuant to Subsection 5.02; and/ or
- (g) the day that the Member terminates their membership in accordance with subsection 5.16 below;

5.06 Membership Rights & Privileges:

Members of the Club shall have the following rights:

- (a) the right to attend any annual or special general meeting of the membership of the Erin Mills Soccer Club, and to speak and propose motions, to nominate candidates, or be nominated as a candidate for any Director or Executive position, to vote on motions, resolutions, or election of Directors or officers (if eligible to vote), and to review all Minutes of any Meeting of the Club;
- (b) to make a deputation to the Board of Directors concerning an issue that affects the Member or a related player, provided that:
 - (i) the Member submits a written request that describes the nature of the deputation;
 - (ii) this request is delivered to the Club to the attention of the Secretary not less than one (1) week prior to the meeting;
 - (iii) the Secretary, in consultation with the Chairperson, determines that the request for a deputation is reasonable and that the issue cannot be resolved through alternative means; and
 - (iv) the deputation shall not exceed ten (10) minutes except with the permission of the Chairperson.
- (c) to attend any meeting of any Committee of the Club upon the invitation or with the permission of the Committee Chairperson;
- (d) the right to be governed according to the Rules and Regulations of OS, the PHSA and the Erin Mills Soccer Club, in declining order of authority;

- (e) the right to participate in all club programs and activities and all player development programs organized or sponsored by the Club, provided that any applicable fees are paid, any application forms are completed and submitted to the Club, and that any other bona fide requirements or qualifications are satisfied; and
- (f) the right to participate in the OS insurance plan.
- (g) Members will be required renew their membership annually

5.07 Conditions of Membership:

The following conditions shall apply to all Members of the Erin Mills Soccer Club:

- (a) each Member shall be deemed to have agreed to abide by the provisions of the Constitution, By-Laws, Rules & Regulations, and Policies and Procedures of the Erin Mills Soccer Club;
- (b) to pay any applicable membership fees or dues on the due dates established by the Board of Directors; and
- (c) if a Member fails to pay or induces anyone to fail to pay any registration fees, program fees or membership fees or dues in full when due or fails to comply with or induces other member(s) to fail to comply with the Constitution, By-Laws, Rules & Regulations, and Policies and Procedures of the Erin Mills Soccer Club, the Board may, at its discretion and subject to such terms and conditions as it deems appropriate
 - (i) declare the Member to be "Not in Good Standing";
 - (ii) suspend the membership rights of the Member or any related registered player in respect of the use and access to the Club's fields and facilities, and their participation in any Club programs or services;
 - (iii) suspend the voting rights or other privileges of such Member; or
 - (iv) impose such further or other penalty, including fines, as the Board may determine.
- (d) Membership is not transferable and a Member may terminate or withdraw their membership by submitting their resignation to the Board. The Board may withhold acceptance of any such resignation until any indebtedness owed to the Club and all funds or property in the possession or control of the Member have been returned to the Club.

5.08 Member in Good Standing:

A. A Member shall be considered to be a "Member in Good Standing" provided:

- (a) they have not ceased to be a Member;
- (b) they have not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- (c) they have completed and remitted all documents as required by the Club;
- (d) they have complied with the Constitution, By-laws, Rules and Regulations, and Policies of the Club;
- (e) they are not subject to a disciplinary investigation or action by the Discipline Committee or by a Harassment Officer of the Club, or if they were previously subject to any disciplinary action, they have complied with, fulfilled or paid any suspensions, penalties or fines in respect of such disciplinary action to the satisfaction of the Board; and
- (f) they have duly paid all required membership dues, registration fees, program fees, development fees, fines, bonds, or any other monies due and owing to the Club.

B. The Board of Directors may declare any Member who does not satisfy these requirements to be a Member "Not in Good Standing" and, except if a Notice of Decision suspending a Member has been issued by the Club's Discipline Committee or Harassment Officer, they shall notify the Member accordingly.

5.09 Voting Rights & Eligibility:

- (a) Members who are eligible to vote must be "Members in Good Standing";
- (b) Members are entitled to one vote per member;
- (c) In the event of any dispute concerning membership, eligibility to vote or voting rights, the validity of any written proxy, such dispute shall be determined by the Secretary or their designate based on the records of the Club and any such determination shall be considered valid and binding upon all affected persons; and
- (d) Members may vote at any general or special meeting of Members by being present in person or by designating a Proxy Representative by signing a valid written proxy as prescribed herein, that is delivered to the Secretary or their designate not less than five (5) clear business days before the meeting.

- (e) Members shall not be permitted to vote by mail, telephone or electronic means.

5.10 **Voting by Proxy:**

- (a) Members who are not able to attend a general meeting of members may designate another person to attend the meeting on their behalf, Such person need not be a Member, but they may not be Member that is "Not in Good Standing". Proxy Representatives must be at least 18 years of age. Proxy Representatives shall be entitled to vote, propose motions, or address the meeting in the same manner as the Member.
- (b) Upon arrival at the Meeting, any Proxy Representative shall:
 - (i) identify themselves to the Secretary or their designate;
 - (ii) provide a copy of the written proxy that was duly deposited with the Secretary as prescribed above; and
 - (iii) provide proof of identity and proof of age in the form of a valid government issued photo identification.
- (c) An individual may only hold one proxy for one Member.
- (d) The Board of Directors may solicit proxies from Members in advance of any general meeting to ensure that quorum will be met. Any such proxies shall be recorded by the Secretary or their designate and a Member of the Executive Committee shall be authorized to cast ballots in respect of any such solicited proxies, without any restrictions.
- (e) An employee of the Club may only act as a proxy representative to ensure quorum with the approval of Club Management and not for the purpose of nominating anyone as a Director.
- (f) If a Member is "Not in Good Standing", then such Member may not issue a valid proxy and the holder of any such proxy will not be entitled to attend or participate in any general meeting of members,
- (g) The proxy form must:
 - (i) Be signed by a Member in Good Standing;
 - (ii) Be in a form that complies with the Act;
 - (iii) Substantially comply with the form prescribed in the Club's By-Laws:

5.11 **Parents/ Legal Guardians:**

- (a) Parents, legal guardians, family members, friends or associates of a Youth Referee or a Player registered to play for the Club, irrespective of whether the Player is a youth player or a senior player, who have not paid the prescribed membership fee and been accepted as a member by Directors Resolution or who have not been appointed as a volunteer by the Board of Directors have no membership rights, privileges, or voting rights, even in the event of a fundamental change in the Corporation as described in Article XVII.
- (b) Despite the foregoing, by virtue of the registration of the Player with the Club, all parents/ legal guardians, other family members or friends of a youth referee or registered player, agree at all times to abide by and be governed by the Constitution, By-laws, Rules & Regulations, Policies & Procedures and Code of Conduct of the Club and its governing organizations. Failure to do so may result in disciplinary proceedings or in the event of persistent misconduct, the registered player may be de-registered from the Club.

5.12 **Players & Referees:**

- (a) Any person registered with the Club as a youth or senior player or as a referee are Registrants of the Club and the Ontario Soccer. As Registrants, Players and Referees must abide by and are governed by the Constitution, By-laws, Rules & Regulations, Policies & Procedures and Code of Conduct of the Club and its governing organizations.
- (b) Players and Referees who have not paid the prescribed membership fee and been accepted as a member by Directors resolution or who have not been appointed as a volunteer by the Board of Directors have no membership rights, privileges, or voting rights, even in the event of a fundamental change in the Corporation as described in Article XVII;

5.13 **Option to become a Member:**

Parents/ Legal Guardians of Youth Referees or registered players, Senior Players and Senior Referees (18+) have the option to become a Member, by:

- (a) filing a Membership Application with the Club, paying any applicable membership fees or dues, and being approved for membership by the Board of Directors;

- (b) contributing time and effort to the Club for the benefit of all Members by applying and being appointed as a Coach, Manager, or Convenor by the Board and completing and filing an OS Registration Form; or
- (c) being elected as an Officer or Director of the Club and completing and filing an OS Registration Form;

5.14 Consultation with Non-Members:

The Board of Directors may, from time to time, in their sole discretion, consult with non-members regarding the Club's programs, its objectives, its strategic direction, or its business affairs as they consider to be prudent, reasonable and in the best interests of the Club. Such consultations may consist of customer surveys, informal information sessions, or formal meetings open to all non member stakeholders within the Club.

5.15 Discipline of a Member, Player, or Referee:

- (a) **Suspension, Expulsion or Other Penalty or Fine:** The Club may suspend or expel any Member or Player who fails to comply with:
 - (i) the Constitution, By-Laws, Rules & Regulations, and Policies and Procedures of the Erin Mills Soccer Club;
 - (ii) the Rules or Regulations of any League in which the Club team associated with the Member is registered;
 - (iii) the Published Rules of the Peel Halton Soccer Association, the Ontario Soccer or Canada Soccer; or
 - (iv) if their conduct is considered prejudicial to the Club or brings the Club into disrepute.

Except as otherwise provided, any Member or Player who may be suspended or expelled must first be given not less than fifteen (15) prior written notice by regular mail or e-mail to present themselves to the Club's Disciplinary Committee to respond to any such allegations. Such notice shall state the time and place of the hearing, the reasons for the hearing such that the Member can respond to the allegations, and advise the Member of their right to representation and their rights of appeal. The Member or Player may waive any notice requirement prescribed herein. All discipline shall be conducted in accordance with OS Policy.

(b) Discipline of a Referee:

All discipline related to referees or game officials shall be conducted by the PHSA on behalf of the OS. Referees registered with the Club must abide by and are subject to the OS's Harassment Policy. If any allegation of harassment is made or if any grounds for suspecting that that harassment has occurred that involves a referee or game official, either as a victim or perpetrator, then such allegations or grounds shall be referred to the OS.

(c) Harassment Policy:

A Member or Player, may also be subject to investigation and potential discipline by the Club's Harassment Officer or Board of Directors (as the case may be) if they fail to comply with the Club's Harassment Policy. If a violation of the Harassment Policy is determined to have occurred, the Member or Player may be sanctioned by the Club by voluntary mediation, verbal or written reprimand, by requiring that an apology be made (either in writing, verbally or in public), by imposing mandatory training, by the suspension of duties, by the reassignment of duties, by the suspension of membership or player rights, by the imposition of a penalty or monetary fine, by the termination of employment, revocation of membership, or by de-registration. Any such discipline may only be imposed if an investigation is conducted by the Harassment Officer in accordance with provisions of the Harassment Policy.

(d) Disciplinary Measures:

For the purposes of any Discipline pursuant to subsections 5.15 (a) or (c), the length of any suspension or expulsion and/ or the nature of any penalty or fine shall be in accordance with the applicable Rules & Regulations or Guidelines, Policies or Procedures of the applicable governing organization. If no fixed suspensions, expulsions, penalties or fines are prescribed then the length, nature or amount of any such remedial action shall be determined in the sole and exclusive discretion of the Disciplinary Committee, the Harassment Officer or the Board of Directors (as the case may be), acting reasonably and proportionately, based upon the facts and circumstances of the Member or Player's misconduct.

(e) Right of Appeal:

A Member or Player whose membership or player rights are suspended, shall lose all membership or player rights until the suspension has expired or been removed. If a Member or Player is suspended or expelled by the Disciplinary Committee, the Harassment Officer, or the Board of Directors, then within Ten (10) days following receipt of the Notice of Decision and their Rights of Appeal, they are entitled to send a Notice of Appeal to the President of the Club describing the grounds for their appeal in accordance with the OS's Appeal

Policy, who shall hear and determine whether to revoke or enforce any such suspension, expulsion, penalty or fine on such terms and conditions as the President may determine not more than ten days after receiving the Notice of Appeal.

(f) **Due Process:**

Notwithstanding any of the foregoing, a Member may only be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid or an investigation has been held in accordance with the Club's and OS's published rules.

(g) **Outstanding Fees:**

Any dues, subscriptions, or other monies owed to the Club by suspended or expelled Members will remain due.

5.16 Termination of Membership:

Membership in the Erin Mills Soccer Club shall be deemed to have terminated in the following circumstances:

- (a) the term of Membership has expired in accordance with Section 5.05 above;
- (b) the Member submits a letter of resignation or withdrawal from the Club, except when the Member is subject to disciplinary investigation or action of the Club;
- (c) the Member is expelled or their membership is terminated by the Club;
- (d) the Member is notified that they have been declared to be a Member "Not in Good Standing" and Member fails to rectify or correct any deficiencies or satisfy any conditions of membership for a period of thirty (30) days following the issuance of such Notice;
- (e) the Member dies or resides outside the Province of Ontario for more than six months;
- (f) 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.

- (g) the Member fails to apply to renew their membership in accordance with Section 5.02 hereof; or
- (h) the Club is assigned or petitioned into bankruptcy or is liquidated, wound up or dissolved on a voluntary or involuntary basis.

5.17 Dispute Resolution:

The Erin Mills Soccer Club shall adhere to the OS's published Dispute Resolution process and make this process available to any Member, upon written request

5.18 Appeals:

- a) The Club shall adhere to the Appeal Process as published and approved by OS from time to time and shall make available to any Member the OS's Appeal process when requested.
- b) Any Member or registrant of the Club directly affected by a decision of the Club may appeal such decision. The denial or termination of Membership in the Club may be appealed by a non-Member.
- c) A decision of the Club may be appealed to the District Association with which the Club is affiliated. The appeal shall be conducted in accordance with OS's and District Association's published rules.
- d) An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach, manager, convenor, volunteer, or administrator position within the Club's operations, except where the selection, appointment and revocation process outlined in the Club's published rules has not been followed.
- e) An individual shall not appeal a decision made by the Club regarding a player's team assignment.
- f) An individual shall not appeal a decision made by the Club pursuant to the Club's Harassment Policy.

ARTICLE VI- MANAGEMENT

- 6.01 The management and administration of the affairs of the Club shall be vested in the Board of Directors as elected or appointed with full power to exercise the authority it deems necessary within the scope of the Constitution and By-Laws.
- 6.02 The Club may engage in commercial business provided that such business is consistent with the scope of the Club's corporate objectives as set forth in its governing documents and is intended for the benefit of all Members, supporters, customers and other stakeholders.
- 6.03 In managing the business of the Club, The Directors and Officers may rely in good faith on advice that they receive from professional advisors, management and other employees of the corporation
- 6.04 All financial business shall be processed through the Club Treasurer, including all grants or levies, fees, charges, expenses, allowances, purchases, the acquisition, maintenance and management of equipment or any such related business.
- 6.05 The Board of Directors may approve and publish such rules, regulations, policies and procedures as they deem necessary and desirable to promote and develop the game of soccer within the Club and to govern and manage the business and affairs of the Erin Mills Soccer Club for the benefit of its Members.
- 6.06 No such rules, regulations, policies and procedures may violate an individual's right or freedom except as may be deemed necessary for the overall benefit of all Members, nor shall any such rules, regulations, policies and procedures be inconsistent with the Constitution or By-laws of the Erin Mills Soccer Club or the Rules and Regulations of any of its governing organizations.
- 6.07 The development of new policies and procedures, or rules and regulations or the amendment of any existing policies and procedures or rules and regulations may be made by majority vote of the Board of Directors at a Directors Meeting.
- 6.08 The Board of Directors shall have the authority to delegate this power to the Club's management team.
- 6.09 The Erin Mills Soccer Club shall adhere to the Harassment Policy of the Club and Ontario Soccer. The Harassment Policies of the EMSC and OS shall apply to all Officers, Directors, employees, volunteers, coaches, managers, game officials, administrators, players, and Members of the Erin Mills Soccer Club.

ARTICLE VII - BOARD OF DIRECTORS

- 7.01 **Duty of Care:** All Directors must act reasonably, prudently, in good faith and in the best interest of the Club and its Members, at all times. When performing their duties, Directors are expected to exercise the same level of care as a reasonable person with similar abilities, skills and experience would exercise in similar circumstances. Directors shall exercise due diligence in connection with all decisions or corporate activities done, performed or undertaken by the Club.
- 7.02 **Duty of Honesty:** Directors should be honest and forthright in their dealings with Members, the Public and each other.
- 7.03 **Duty of Loyalty:** A Director's personal interests must not be placed in Conflict with the interests of the Club. If a Conflict of Interest arises, a director must declare the conflict of interest and refrain from any further involvement, decision-making or influence related to the matter at issue. Directors must maintain the confidentiality of all business, legal, employment and other sensitive matters related to the Club. Directors must support all decisions of the Board of Directors, regardless of how they may have voted on any matter.
- 7.04 **Conflicts of Interest:** A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the 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, and will otherwise comply with the requirements of the Act regarding conflict of interest. All Directors shall comply with the Conflict of Interest Policy 21.0 of Ontario Soccer.
- 7.05 **Duty to Act in the Best Interest of the Club:** A Director must not use their position as a means to further their own private interests or personal agenda of any kind. A Director is not elected or appointed to represent a Team, an Age Group, a Gender or a Program such as the Recreational Development Program or Competitive Program. Directors must always represent the interests of the Club as a whole
- 7.06 **Duty to Fulfill the Corporate Objectives:** All Directors must act within the scope of the Club's governing documents, including its Constitution, By-Laws, Rules and Regulations and Policies and Procedures. Directors have a duty to ensure management, employees, volunteers and Committees do so as well.

7.07 **Tenure of Officers & Directors:**

The tenure of each position on the Board of Directors shall be declared vacant every three years and directors shall be elected for a three year term.

- a) The Vice-President, the Secretary-Registrar, and the Recreational Development Director, Youth & Seniors, shall be elected in the first year of the rotation;
- b) The President, the Competitive Director, Youth & Seniors, and the Recreational Development Director, Festivals, shall be elected in the second year of the rotation;
- c) The Treasurer, the Competitive Director, Festivals, and the Director, Marketing & Sponsorship shall be elected in the third year of the rotation;
- d) The Director-at-Large may be appointed by the Board of Directors for a maximum term of two years with such mandate and duties as may be determined by the Board of Directors from time to time,

7.08 **Vacate Office** - The office of any Director will be vacated automatically if:

- a) The Director resigns by delivering a notice of resignation to the Board of Directors specifying the effective date of their resignation;
- b) Any Director who resigns or is removed shall have the right to have their written reasons for resignation or for opposing removal, distributed to all Members by the Club.
- c) The Director is found to be incapable of managing property by a court or under Ontario law;
- d) The Director is found by a court to be of unsound mind;
- e) 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
- f) The Director dies.

7.09 **Removal of Director by the Board of Directors:**

- A. No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

- (a) if she/he is absent from two or more meetings of the Board without satisfactory reason;
 - (b) if she/he no longer resides in reasonable proximity to the Club;
 - (c) if she/he becomes, or is discovered to be, an undischarged bankrupt; or
 - (d) the Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
 - (i) if he/she has been determined to be in breach of the Harassment Policy of the Club or any of its Affiliated Organizations;
 - (ii) if he/she has been found guilty of an offence involving violence pursuant to the Discipline Policy of OS;
 - (iii) if he/she has failed to properly account for monies or other property belonging to the Club;
 - (iv) if he/she has been found guilty of a criminal offence regardless of whether or not the offence directly affects the Club; or
 - (v) if he/ she has failed to act in accordance with the Conflict of Interest Policy of OS;
- B. A Member of the Board of Directors holding his or her respective position(s), as Director or other position(s), may be removed from office by the Board of Directors for good and sufficient cause, provided notice to remove the Director has been given to all Directors of the Club. The resolution may be by a show of hands or by a secret ballot, if approved by a simple majority vote of the directors. If a Director is removed by the Board of Directors, the Board of Directors may appoint a successor to the incumbent's position(s) for the remainder of the term being filled.
- C. The Notice of Motion described above must be sent in writing to all Directors not less than fifteen (15) days prior to the scheduled directors meeting and must state the name of the Director; and the grounds for removing the Director. The stated grounds for removal must be sufficiently clear to permit the Director to understand the allegations.
- D. The affected Director shall have the right: to be represented by an advisor of their choice; to provide a written response to the motion not less than one (1) day before the directors meeting; and to attend the directors meeting and speak and provide evidence in their own defence.

- E, The affected Director shall not have the right to vote on the motion for their removal.

7.10 Removal of Director by the Members

- A. The Members may, by an ordinary resolution passed by a majority of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office for good and sufficient cause, and may, by a majority of votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term. The person so appointed may not be a person previously removed from office by the membership.
- B. A Notice of a Motion by a Member seeking to remove a Director at a general meeting must be sent to the Board of Directors by a Member in Good Standing not less than fifty (50) days prior to the meeting and must state the name of the Director and the grounds for removing the Director;
- C. The affected Director shall have the right: to be represented by an advisor of their choice; to provide a written response to the motion not less than fifteen (15) days before the membership meeting; and to attend the membership meeting and speak and provide evidence in their own defence.
- D. The Board, shall thereafter, in the absence of the affected director, determine, in their sole discretion, acting reasonably, whether or not:
 - (a) the Notice has been issued by a "Member in Good Standing";
 - (b) the Notice constitutes clear and sufficient notice of the grounds for removing the Director;
 - (c) the Notice was delivered within the prescribed period; and
 - (d) the grounds, if deemed to be true, would constitute good and sufficient cause for the removal of the Director in accordance with the Club's Constitution and By-Laws.
- E. Based on all of the foregoing, the Board of Directors must determine, by ordinary resolution, whether the proposed motion satisfies the foregoing requirements and should be considered at a general meeting of members.
- F. The Board of Directors shall, not less than ten (10) days before the upcoming general meeting, notify the Member and the affected Director whether or not the motion will be considered at the Club's general meeting.
- G. If the Board determines that the motion should be considered by the members, the Board shall provide, not less than ten (10) days notice of the said motion to

all Members entitled to attend the general meeting. Any such Notice shall include any written statement submitted by the Director giving reasons for opposing their removal as a Director. Such Notice shall be given in such a manner that the Board considers fair and appropriate based on the best interests of the Club and the affected parties, including but not limited to by e-mail, regular post, posting notice on the Club's web-site and /or on the door of the Club.

- H. Any motion to remove a Director shall be conducted by secret ballot and shall be considered immediately prior to the election of Officers and Directors. The outcome of the motion, shall be immediately effective after the vote is completed and the result is disclosed by the presiding Chair..

7.11 Consecutive Terms:

There shall be no restriction on consecutive terms in respect of any officer or director position on the Board of Directors or in respect of any elected Director of a Committee of the Club.

7.12 Indemnity of Officers & Directors:

- (a) Every Officer and Director of the Erin Mills Soccer Club, their heirs, executors, administrators, legal representatives, successors and assigns respectively shall be indemnified and saved harmless at all times by the Erin Mills Soccer Club against all costs, losses, expenses incurred by them respectively in connection with the discharge of their duties and obligations for and on behalf of the Club, except to the extent that they have been caused as a result of their own gross negligence or wilful misconduct. and provided that they have not acted contrary to the terms of the Club's Constitution and By-Laws.
- (b) The Club will not indemnify a Director or any individual who acts at the Club'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:
- (i) The individual acted honestly and in good faith with a view to the best interests of the Club; and
 - (ii) 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.

7.13 **Vacancies, Board of Directors**

Provided that quorum remains, the Board of Directors may, if they shall see fit to do so, appoint a qualified Member to serve as a Director of the Club, otherwise such vacancy shall be filled at the next Annual Meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall immediately call a general meeting of members to fill the vacancy. If the term of office has not otherwise expired, any Member so appointed as a Director shall be deemed to resign on the date scheduled for any subsequent annual general meeting or any special general meeting called for the purpose of conducting an election, and such Member shall be entitled to seek election by the Members as a Director of the Club.

ARTICLE VIII- DUTIES OF OFFICERS

8.01 **Club Officers:**

The Board of Directors of the Club (hereafter referred to as either the "Board" or the "Directors") will be composed of such persons duly elected as Directors by the Membership of the Club to the following positions, forming the main governing body of the Club:

- (1) President;
- (2) Vice President;
- (3) Treasurer;
- (4) Secretary-Registrar;
- (5) Competitive Director, Festivals;
- (6) Competitive Director, Youth & Seniors;
- (7) Recreational Development Director, Festivals;
- (8) Recreational Development Director, Youth & Seniors;
- (9) Director, Marketing & Sponsorship;
- (10) Director at Large (appointment)

8.02 **Duties of Officers:** The duties and responsibilities of Executive Officers are generally set forth as follows and are specifically described in job descriptions approved by the Board of Directors, that may be modified from time to time, to reflect the changing needs and requirements of the Club. Any change in job description, must be voted on and passed by at least two-thirds (2/3) of the members of the Board of Directors:

“President” will act as the Chairperson of the Board of Directors and the Executive Committee and will perform such duties and responsibilities and discharge such powers as are provided for in this Constitution and in the By-Laws of the Club.

"Vice President" will have primary authority for all matters pertaining to the Erin Mills Soccer Club Recreational Development Program, and all Recreational Development Program Directors will report to the Vice President in respect of operational issues only.

"Treasurer" will serve on the Executive Committee, will have primary responsibilities for the financial affairs of the Club and will discharge and perform such duties and responsibilities and discharge such powers as are provided for in this Constitution and in the By-Laws of the Club.

"Secretary-Registrar" will hereinafter be referred to as "Secretary", will serve on the Executive Committee, will have primary responsibilities for the registration of members and the recording the Minutes of the Board of Directors and will discharge and perform such duties and responsibilities and discharge such powers as are provided for in this Constitution and in the By- Laws of the Club;

"Competitive Director, Festivals" and **"Competitive Director, Youth & Seniors"** will have primary responsibilities for all matters pertaining to the Erin Mills Soccer Club competitive boys and girls programs,.

"Recreational Development Director, Festivals" and **"Recreational Development Director, Youth & Seniors"** will have primary responsibilities for all matters pertaining to the Erin Mills Soccer Club Recreational Development programs for youth and seniors.

"Director, Marketing & Sponsorship" will have primary responsibilities for all matters pertaining to marketing, communications and sponsorship concerning the Erin Mills Soccer Club.

8.03 **League Liaisons:** The responsibilities of the Competitive Directors shall include, as the case may be, serving as convenors and liaison persons for the Peel Halton Development League, the Peel Halton District Youth & Senior Leagues, the Mississauga Youth Indoor Soccer League and any other and any Regional or Provincial Leagues as may be approved by the Board of Directors.

8.04 **Executive Committee:** The President, Vice President, Secretary-Registrar, the Treasurer, and the Competitive Director with the greater seniority on the Board of Directors shall form the Executive Committee of the Club and shall be the Executive Officers of the Club. The President shall act as the Chairperson of the Executive Committee and the other members shall report to the President in connection with their respective duties and responsibilities within the Club. The Executive Committee shall have the power and authority to manage and administer the business and affairs of the Club, on behalf of the Board of Directors, in between meetings of the Board of Directors, as may be required

from time to time, in the ordinary course of business and subject to the limitations and restrictions contained in this Constitution and the By-Laws of the Club.

- 8.05 **Club Representative:** The President, or his nominee, shall serve as a representative of the Erin Mills Soccer Club as a Member Club with the Peel Halton Soccer Association, the Mississauga Youth Indoor Soccer League, and Ontario Soccer.

ARTICLE IX – THE ANNUAL GENERAL MEETING

- 9.01 **Annual General Meeting:** The Annual General Meeting of the Club shall be held within 120 days following the end of the Club's fiscal year on October 31st of each year, or such other date as may be approved by the Board of Directors. No general meeting of members shall be held by telephonic or electronic means;

9.02 **Notice of Meeting:**

- (a) The Board of Directors shall schedule the Annual General Meeting and issue a Notice of the Annual General Meeting to all Club Members at least thirty (30) days prior to the scheduled date of the meeting.
- (b) Notice of the Annual General Meeting shall indicate:
 - (i) the date, time and location of the Meeting as determined by the Board;
 - (ii) the date of record for determining membership;
 - (iii) the right of a Member in Good Standing to designate a qualified person to attend the general meeting as a Proxy Representative on their behalf; and
 - (iv) that duly completed proxy forms must be delivered to the Club not less than 5 business days prior to the meeting.
- (c) Written or electronic notice shall be given to all Members in good standing, Directors, and the Auditor not less than thirty (30) days and not more than sixty (60) days before the Meeting by including the Notice on the Club's Web-site, including the Notice in the Club's Newsletter, and posting the Notice on the door of the Clubhouse. The prescribed proxy form shall be posted on the Club's web-site and shall be made available to all Members upon request.

- (d) The 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.
 - (e) Since the Club is a "Registered Community Group", a Minimum of Twenty-One (21) days Notice of any General Membership Meeting shall be sent to the City of Mississauga and the Club's Annual Report shall be made available to all Members through the Club's Website within 90 days following the Club's Annual General Meeting.
- 9.03 **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.
- 9.04 **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.
- 9.05 **Notices to Members** - Any Notice to Members shall be deemed to have been sent by the Club, if such Notice has been sent to the e-mail address of the Member that is included as contact information on the Member's OSA registration form or membership application form. Members shall have the right to opt out of such e-mail notification process or change their e-mail address or mailing address by sending written notice to this effect to the Secretary-Registrar. If a Member opts out of the e-mail notification process, any notices to be issued to the said Member thereafter, shall be sent by regular mail to the address contained in the Members Register.
- 9.06 **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 sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.
- 9.07 **Amendments:** The Constitution, Bylaws, Rules & Regulations of the Erin Mills Soccer Club may be amended at the Annual General Meeting or at any General Meeting of the members duly called as per Article IX. The Board of Directors shall appoint a sub-committee to study, develop and properly prepare,

not less than sixty days in advance, all amendments for presentation to the Annual General Meeting. The Secretary must be a member of the Committee.

- 9.08 **Date of Record:** The date of record for determining whether any person is a member of the Club for the purposes receiving notice of an annual general meeting and voting at any such meeting shall be October 31st of the Club's fiscal year.
- 9.09 **Financial Statements:** Any Member in Good Standing, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report. This obligation shall be effective when the Not-For-Profit Corporations Act comes into force.
- 9.10 **Order of Business:** The order of business at the Annual General Meeting, where applicable, shall be as follows:
1. Call the Meeting to Order
 2. Confirm the Notice of the Meeting and Appoint a Recording Secretary
 3. Confirm the Number of Voting & Non-Voting Members Present, the Number of Eligible Votes and Quorum
 4. Welcome of Guests & Affiliated Organization Representatives
 5. Approval of the Agenda
 6. Reading & Approval of Minutes
 7. Business arising from Minutes
 8. Correspondence
 9. President's Address
 10. Treasurer's Report
 11. Directors Reports
 12. Old Business
 13. Amendments to Constitution (If applicable)
 14. Report of Nominating Committee
 15. Election of Executive/ Directors (New)
 16. Appointment of Auditors
 17. Notice of Motions
 18. New Business
 19. Adjournment of Annual General Meeting

- 9.11 **Rules of Order:** Roberts' Rules of Order will prevail at the Annual General Meeting. The Order of Business may be varied at any meeting by a two-thirds (2/3) vote of the Members present and eligible to vote.
- 9.12 **Quorum:** Twenty five voting Members or 25% of the voting Membership, whichever is less, shall form a quorum at all general meetings of the Club. Any question shall be decided by a majority of the votes unless otherwise required by this Constitution or the By-Laws of the Club.
- 9.13 **Record of Members:** The Secretary or their designate shall record the names of all Members, Proxy Representatives, and non-members attending a general meeting of the members and the number of votes that any Member or Proxy Representative is entitled to vote as set forth in Article V above.
- 9.14 **Closed Meetings** – Meetings of Members will be closed to the public except by invitation of the Board.
- 9.15 **Scrutineers** – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.
- 9.16 **Voting Procedure** – Except upon the demand, by at least majority of the Members present, 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.
- 9.17 **Majority of Votes** - Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the resolution is defeated.
- 9.18 **Attendance:**
- (a) Persons who are entitled to attend a general meeting of members include:
 - (i) Current Members of the Club who are Members in Good Standing;
 - (ii) Directors;
 - (iii) Duly validated Proxy Representatives;
 - (iv) Non-member candidates; and
 - (v) Invited guests.
 - (b) Members who are "Not in Good Standing", or anyone purporting to represent them, or any former members whose membership term has terminated or expired for any reason are not entitled to attend any general meeting of the Club.

- (c) The Secretary or their designate shall validate the membership of each person and determine the validity of each proxy prior to commencement of any general meeting.
- (d) If there is any dispute concerning whether or not a person is a Member in Good Standing or whether a proxy form is valid, the Club's books and records pertaining to membership shall be deemed to be conclusive evidence of membership, or the status of any Member or the validity of any proxy form. Any decision by the Secretary or their designate in this regard shall be considered final and binding.

9.19 Non-Members:

- (a) At the invitation of the Board of Directors, non-members may attend general meeting of Members and observe the proceedings.
- (b) Non-Members may not:
 - (i) propose any motions;
 - (ii) speak for or against any motion,
 - (iii) vote on any motion or resolution of any kind, including any resolution regarding a fundamental change in the Corporation;
 - (iv) vote in the election of any Officer or Director; and/ or
 - (vi) actively participate in the meeting in any way.
- (c) Non-Members may only speak, ask questions or participate in the meeting with the express permission of the presiding Chair, who has the sole power and authority to grant or to refuse to grant such permission as they may determine, in their absolute and unfettered discretion.
- (d) Anyone who fails to comply with any of these restrictions and limitations may be asked to leave the meeting.
- (e) Despite any of the foregoing, the Board of Directors has the power and authority to determine, at any time, and for any reason or purpose whatsoever, in their sole discretion whether to:
 - (i) hold a closed general meeting of members; or
 - (ii) to request that any or all non-members leave any general meeting of members after it has commenced: and
 - (iii) to adjourn the meeting until another date or time, if they refuse to do so.

9.20 **Proper Conduct:**

- (a) Any person in attendance at a general meeting of Members, including any Member, Proxy Representative, parent / legal guardian, registered player or referee, non-member candidate, or invited guest shall not be permitted to attend or to continue to attend any general meeting if they do not maintain order and decorum and properly conduct themselves.
- (b) If there is any disruption or misconduct, the person(s) responsible may be asked to leave. If any such disruption or misconduct persists, then the person(s) responsible will be asked to leave.
- (c) In these circumstances, the presiding Chair shall have the right, at any time, to call an immediate recess for such duration as they deem reasonable or necessary, or to adjourn the meeting until another date and time.

9.21 **Adjournments:** Except as otherwise provided, the Members may adjourn a meeting of Members by a motion passed by a majority of votes 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

9.22 **Participation in the Meeting:** Any Member in Good Standing or Proxy Representative may, speak to any matter referred to in the Order of Business or may propose or oppose a motion for consideration by the General Membership.

9.23 **First Meeting of Directors:** The outgoing President shall be responsible for calling the first meeting of the new Board of Directors following the Annual General Meeting.

9.24 **Election of Officers & Directors:** The Election of Officers and Directors at the Annual General Meeting shall be conducted by secret ballot in accordance with the following:

- a) One Valid Nomination – Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution 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 coin flip.

- 9.25 **Post-Election Eligibility:** Any person elected as a Director who does not meet the eligibility requirements for election as Director pursuant to this Constitution or the By-Laws of the Club will have sixty (60) days to become eligible for the position or will be automatically removed as a Director of the Corporation.
- 9.26 **Voting Members:** All Members as defined in Section 5.02 above or their valid Proxy Representatives may vote at an Annual, General or Special Meetings of the Erin Mills Soccer Club subject to the restrictions and limitations set forth above in Sections 5.09 and 5.10 of Article V. Members of the Board of Directors may vote at all general meetings. Non-Members and invited guests are not eligible to vote at any general meeting of the Club.
- 9.27 **Appointment of Auditor:**
- (a) A qualified and licensed public accountant shall be appointed as the Auditor of the Club by the eligible Voting Members of the Club to report to the Members at the next Annual General Meeting. The Auditor shall not be a director, officer or employee of the Club or any affiliated Club, or a partner, employer or employee of any such director, officer or employee;
 - (b) The Auditor will hold office until the next Annual Meeting. If an Auditor is not appointed, the Auditor in office will continue in office until a successor is appointed;
 - (c) The Members may, by ordinary resolution passed by a simple majority of the votes cast at a general meeting of which proper notice has been provided, remove any Auditor before the expiration of the Auditor's term of office;
 - (d) The Auditor shall conduct an audit of the books and accounting records of the Club as defined by the Canadian Institute of Chartered Accountants, and shall prepare audited financial statements for approval by the Board of Directors within Sixty (60) days following the end of the Club's fiscal year.
 - (e) The audited financial statements shall be presented to the Members of the Club at each Annual General Meeting and shall fairly present the financial position of the Club and the results of its operations for the fiscal year under review in accordance with generally accepted account principles; and
 - (f) The Auditor's report will be open for inspection by any member of the Club.

ARTICLE X - SPECIAL GENERAL MEETINGS

10.01 Special General Meetings of the Membership of the Club may be held in accordance with the following terms and conditions:

- (a) A Special General Meeting may be called by resolution of the Board of Directors or at the request of not less than ten percent (10%) of Voting Members in good standing.
- (b) Notice of such meeting must be given by the Board of Directors to the membership of the Club in the same manner as notice for the Annual General Meeting save and except that such notice shall be issued not less than ten (10) business days prior to the Meeting.
- (c) Notice of a Special General Meeting shall indicate the date, time and location of the meeting and the purpose and objectives for which the Meeting was called, including sufficient information to allow a Member to make a reasoned decision whether to attend the Meeting.
- (d) Voting Rights for a Special General Meeting shall be the same as provided in Article V hereof.
- (e) Members must be in good standing and present in person or be represented by a person designated as a Proxy Representative with a valid and approved proxy as provided herein to be eligible to vote at a Special General Meeting of the Club.
- (f) The provisions described above regarding attendance at an annual general meeting shall apply to any special general meeting with the exception of non-member candidates, unless the special general meeting is being called for the purpose of electing new officers or directors.

ARTICLE XI - NOMINATIONS

11.01 **Nominations Officer:**

The "outgoing" Board of Directors shall be responsible for appointing a Nominations Officer whose duties shall include:

- (a) To post a list of all vacancies on the Board of Directors on the Club's website at least (60) days prior to the Annual General Meeting, to notify members of the name of any vacant position, the name of the incumbent, the name of the Club's Nominations Officer, the process for nominating a candidate, and the deadline for submitting nominations.

- (b) To receive written nominations for any vacancies in the Club's Board of Directors for the following year, no later than thirty-five (35) days prior to the Annual General Meeting.
- (c) To verify the acceptance and qualifications of these nominees.
- (d) To prepare a list of all nominees for positions in the "incoming" Board of Directors.
- (e) To post the list of nominees for vacant positions on the Board of Directors on the Club's Web-site thirty (30) days prior to the Annual General Meeting and to provide the list of nominees to the Membership at the Annual General Meeting of the Club.
- (f) Non Members are eligible to fill one-third (1/3 of Director Positions)
- (g) If no nominations are received during nomination period, nominations may only be accepted from the floor if a motion to receive nominations from the floor is approved by two-thirds of the voting Members and proxy representatives present at the Annual General Meeting.

11.02 **Legal Compliance:** Candidates seeking to be elected to the Board of Directors of the Club must satisfy the requirements of Section 5.03 of the By-Laws, must agree upon election to sign a contract concerning the duties and obligations of their office or position with the Club, and must submit the following documents to the Nominations Committee prior to the designated nominations deadline:

- (a) a duly completed nomination form;
- (b) a duly executed consent form;
- (c) a resume describing the candidate's experience in respect of soccer, any other amateur sport, or any non profit organization;
- (d) a brief description of the reasons why the candidate is seeking election; and
- (e) a duly executed consent form authorizing the Club to disclose personal information to Members.

The information provided by the nominee shall be posted on the Club's web-site for the benefit of the Club's Members and/ or distributed to Members via e-mail or regular mail.

11.03 **Officer & Director Qualifications:**

Candidates for election as Officers and Directors of the Club shall meet the following criteria:

President - Shall have been a Director of the Club for at least two years or have had equivalent experience, preferably within the previous two years. The President must be a resident of the City of Mississauga to ensure that the Club abides by the terms and conditions of its affiliation agreement with the City of Mississauga.

Vice President - Shall have been a coach, convenor, team manager, member of a Club Committee or Director of the Club for at least two years or have had equivalent soccer experience, with an amateur sports organization or not-for profit corporation, preferably within the previous two years.

Secretary-Registrar Shall have been a Director of the Club for at least two years or have had equivalent experience with an amateur sports organization or not-for profit corporation, preferably within the previous two years.

Treasurer - Shall have finance/accounting experience preferably gained through practical work in a finance/accounting role and shall have been a Member of the Club for at least two years or have had equivalent experience with an amateur sports organization or not-for profit corporation, preferably within the last two years.

Competitive Directors - Shall have a least a Level III Community Coach Certificate or its LTPD equivalent and shall have been a competitive coach or manager for the Club for at least two years or have equivalent experience with a registered Club, League, District Association, or other amateur sports organization preferably within the previous two years.

Recreational Development Directors- Shall have been a Recreational Development coach or Convenor or member of a Club Committee for at least one year or have had equivalent experience with an amateur sports organization or not-for profit corporation, preferably within the previous two years.

Director, Marketing & Sponsorship - Shall have sales and/or marketing experience preferably gained through practical work in a sales/ marketing role in the business community; shall have fundraising and sponsorship experience preferably through practical work in a corporate or community program; and shall have been a member of the Club for at least one year or have had equivalent experience with an amateur sports organization or not-for profit corporation, preferably within the last two years.

Director at Large - As determined by the Board of Directors

11.04 Waiver:

If no qualified candidate has been nominated for election to a specific position on the Board of Directors prior to the expiry of the Nomination Period as set forth in Article 11.01 (b) of the Constitution, then the Members of the Club or their Proxy Representative present in person at an Annual General Meeting or Special General Meeting of the Club, called for that purpose, may, if they so choose, propose and pass a motion to waive the minimum requirements described in section 11.03 above by a 2/3 majority vote of all eligible voting members present and voting.

11.05 Attendance of Candidates:

Candidates who are nominated for a position on the Board of Directors must be present in person at the general meeting called for the purpose of electing new Officers or Directors or they must provide written notice that they will not attend the general meeting to the Club's Secretary not less than two weeks prior to the meeting.

ARTICLE XII - GENERAL

12.01 Committees:

- (a) The Board of Directors shall have the power and authority to appoint such other Committees as its considers necessary or desirable to respond to and address the needs and requirements of the Erin Mills Soccer Club and the purpose, structure and mandate of any such Committees shall be as determined within the sole discretion of the Board.
- (b) Unless otherwise provided, quorum for any Committee established by the Board shall be a majority of the Committee Members present and Minutes of any Committee Meeting shall be presented by the Chairperson of the Committee to the next meeting of the Board of Directors.
- (c) Any Committee or Standing Committee established by the Board of Directors or required pursuant to this Constitution, shall only have the power and authority to address such issues as are set forth as their mandate established by the Board of Directors or set forth in this Constitution, and any finding or recommendations made by any such Committee or Standing Committee are not binding upon the Board of Directors.
- (d) Non-members may participate in any Committee of the Club, provided that such appointments are approved by the Board of Directors.

12.02 Appointment of Recreational Development Program Convenors:

- (a) The Board of Directors shall be authorized to appoint convenors to perform the following roles and positions within the Club:
 - 1. Convenor, Mini Players (4-7)
 - 2. Convenor, Minor Players, (8-11)
 - 3. Convenor, Major Players, (12-18)
- (b) The foregoing persons shall be subject to the supervision of the Vice-President, and the Recreational Development Directors, within the scope of their respective areas of responsibility, as the case may be.

ARTICLE XIII - CLUB FINANCES

- 13.01 Finance & Operations Committee:** The Board of Directors shall appoint, within thirty (30) days of the Annual General Meeting, a Finance & Operations Committee, with the Treasurer of the Erin Mills Soccer Club and the Vice President automatically appointed as Co-Chairpersons of this body. It shall be the responsibility of the "Finance & Operations Committee" to prepare an Operating Budget for all the Erin Mills Soccer Club revenues and expenditures for the fiscal year.
- 13.02 Operating Budget:** It shall be the responsibility of the "Finance & Operations Committee" to prepare an Operating Budget for all the Erin Mills Soccer Club revenues and expenditure for the fiscal year that meets with the approval of the Board of Directors no later than the 31st of October of the each year for the subsequent fiscal year. This Operating Budget shall include all membership, registration and program fees charged by the Club and must be presented to the Members at the Club's Annual General Meeting.
- 13.03 Club Operations:** It shall be the responsibility of the Finance & Operations Committee to meet on a periodic basis to review issues related to the operation of all programs offered by the Erin Mills Soccer Club, including staffing, facilities, equipment, training requirements, budget allocations, and any other pertinent issues and make recommendations to the Board of Directors concerning such operational issues.
- 13.04 Excess Expenditures:** In the event that expenditures will exceed the value of the approved budget items by the lesser of 10% or \$10,000.00, commitment for the purchase of such items must be with the prior approval of the Board of the Erin Mills Soccer Club.

- 13.05 **Fundraising:** Fundraising special projects by any group within the Club shall only be permitted with the prior written approval of the Director, Marketing & Sponsorship. The Club shall be entitled to receive payment of any licence fees from any member of the Club, as may be established by the Board of Directors, in connection with the marketing, sale or distribution of any merchandise bearing the official name or logo of the Erin Mills Soccer Club. Prior written approval for any such merchandising program must be obtained from the Director, Marketing & Sponsorship. No member shall market, sell, or distribute any merchandise bearing any name or logo that is similar or confusingly similar to the Club`s name or logo.
- 13.06 **Signing Authority:** The signing powers for payment of all Club expenses are vested in any two members of the Executive Committee as described in Article XIII above.
- 13.07 **Quorum:** A minimum of four members shall be deemed to be quorum for the Finance & Operations Committee.
- 13.08 **Minutes:** Minutes of the Finance & Operations Committee shall be recorded and presented at the next Meeting of the Board of Directors.

ARTICLE XIV- OFFICE ADMINISTRATION

- 14.01 The President and Executive Committee shall hire or appoint such persons as they consider necessary to administer the business, affairs and operations of the Club on a daily basis, such persons and positions shall be determined in the sole discretion of the President and Executive Committee, and may, but are not required to include, a general manager, an accounting manager, a program manager, a head coach or technical director, an office secretarial assistant, and part-time staff.
- 14.02 The duties and responsibilities of any staff persons hired by the Club shall be determined by the General Manager and approved by the Board of Directors.
- 14.03 The President and General Manager shall perform periodic written evaluations concerning the performance of all employees of the Club and make recommendations to the Board of Directors concerning the remuneration of any such staff.
- 14.04 The President shall be authorized to appoint Staff to ensure the day-to-day operations of the Club and access and information for all members.

14.05 The President, General/ Business Manager and Executive Committee shall address any and all human resource issues pertaining to the employees of the Club, except as such duties are otherwise delegated to the any other person as may be resolved by the Board of Directors of the Club.

ARTICLE XV– AMENDMENTS TO CONSTITUTION OR BY-LAWS

15.01 Amendments to the Constitution or By-Laws of the Erin Mills Soccer Club, may only be made at an Annual General Meeting or a Special General Meeting of the Club called for that purpose.

15.02 Copies of any proposed amendments to the Constitution or By-Laws shall be posted on the Club’s web-site not less than fifty days prior to the Annual General Meeting or Special General Meeting and shall be distributed to any Member in good standing upon written request.

15.03 Voting - The Constitution or the By-Laws may only be amended, revised, repealed or added to at the Annual General Meeting or Special General Meeting called for that purpose:

a) Under the jurisdiction of the *Ontario Corporations Act*, by a two-thirds affirmative vote of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

b) Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act* (when such act comes into force):

i. 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.

ii. By a Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days’ notice. 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.

15.04 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 XVI - RULES AND REGULATIONS

- 16.01 The Board of Directors shall have the power to enact any Rules and Regulations governing the Club.
- 16.02 The Board of Directors shall have the authority to delegate this power to the Club's management team.
- 16.03 Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors.

ARTICLE XVII - FUNDAMENTAL CHANGES

- 17.01 The Board of Directors or any Member may propose a motion that would constitute a fundamental change to the Club, such a motion would include:
- a) Change the Club/ Corporation's name;
 - b) Add, change or remove any restriction on the activities that the Club/ Corporation may carry on;
 - (c) Sell, lease or exchange of all or substantially all of Club/ Corporation's property not in ordinary course of business;
 - (d) Create a new category of Members;
 - (e) Change a condition required for being a Member;
 - (f) Make any material change in the voting rights, membership rights, conditions of membership that affect Members generally or any specific class of Members;
 - (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 business or corporate objectives of the Club/ Corporation;
 - (j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Club/ 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) Amalgamate with any other Club/ Corporation;
- (n) Articles of Continuance or Articles of Amendment are proposed to be filed on behalf of the Corporation; or
- (o) Modify any other matters as prescribed by the Corporation Act (Ontario) or any other successor legislation

17.02 Special Resolution:

Any motion seeking approval of a fundamental change as described above must be approved by a two-thirds majority of all Members entitled to vote at a general meeting of members or their Proxy Representatives.

17.03 Notice of Fundamental Change:

- (a) A copy of any resolution proposing a fundamental change shall be posted on the Club's website not less than thirty days prior to the Annual General Meeting or the Special General Meeting when such resolution shall be considered and a copy of the resolution shall be distributed to any Member in good standing upon written request.
- (b) If a Member wishes to propose a fundamental change to the Corporation, a written copy of any such resolution must be given to the Secretary of the Club, in writing, at least (60) days prior to the annual general meeting or special general meeting of members.

ERIN MILLS SOCCER CLUB

BY-LAWS

BY-LAW NUMBER 1

A By-Law relating generally to the transaction of the affairs of ERIN MILLS SOCCER CLUB BE ENACTED as By-Law of the Erin Mills Soccer Club as follows:

1.00 Definitions:

In these By-Laws and in the Constitution , the following definitions shall apply:

- (a) “**Academy**” means the Academy teams and program organized and operated by the Erin Mills Soccer Club in conjunction with other soccer clubs in the Province of Ontario and in accordance with CS’s Long Term Development Plan;
- (b) “**Act**” means the Corporation Act (Ontario), as amended, or any successor legislation including the Not-for-Profit Corporations Act, 2010 when it comes into force;
- (c) “**Auditor**” means a person or firm appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Club for a report to the Members at the next Annual Meeting in accordance with the Act.
- (d) “**Board**” means the Board of Directors of the Erin Mills Soccer Club;
- (e) “**Club**” or “**Corporation**” means the Erin Mills Soccer Club, a not for profit organization incorporated pursuant to the laws of the Province of Ontario;
- (f) “**Coach**” means a person appointed by the Board of Directors and registered with OS to coach a team in the Club’s Recreational Development League, or in Competitive or Academy Program;
- (g) “**Competitive**” or “**CDP**” refers to the competitive or competitive development teams or academy program organized and operated by the Erin Mills Soccer Club;
- (h) “**Convenor**” means a volunteer appointed by the Board of Directors to serve on the Club’s Operations Committee and to assist with the recruitment and management of recreational development coaches and the management of various recreational development league divisions based on age groups and genders;

- (i) “**CS**” means Canada Soccer, the national governing body of the Erin Mills Soccer Club;
- (j) “**Days**” means days including weekends and holidays. If any date with these By-laws or the Club's Constitution falls on a weekend or holiday, then the effective date shall be the following weekday that is not a holiday;
- (k) “**Director**” or “Directors” means one or more of the Directors of the Club who are duly elected pursuant to the provisions of the Act;
- (l) “**Executive**”, “**Executive Officer**”, or “**Officer**” means the President, Treasurer, Secretary, Vice President and the Competitive Director with the most seniority of the Board of Directors of the Erin Mills Soccer Club;
- (m) “**Executive Committee**” means the Committee of the Erin Mills Soccer Club chaired by the President and consisting of all Officers of the Club;
- (n) “**Manager**” means a person appointed to assist the coach in relation to the registration of Players, Player and Team Official Registration Books, collecting and managing team funds for competitive teams and all other duties related thereto;
- (o) “**Meeting**” means any annual or special general meeting of the members of the Club as provided by these By-Laws;
- (p) “**Member**” means a member of the Club, , as provided by these By-Laws;
- (q) “**Non-Member Candidate**” means any person nominated by a Member in Good Standing for election as a Director at any general meeting called for that purpose;
- (r) “**Not in Good Standing**” means that a Member has failed to pay any outstanding Membership fees or dues or they have been suspended by a Discipline Committee or by the Board of Directors, for any reason as provided herein;
- (s) “**Officer**” – means an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.;
- (t) “**Ordinary Resolution**” – a resolution passed by a majority of the votes cast on that resolution.
- (u) “**OS**” means Ontario Soccer, the governing provincial body of the Erin Mills Soccer Club;

- (v) "**PHSA**" means the Peel Halton Soccer Association, the governing district body of the Erin Mills Soccer Club;
- (w) "**Participant**" means a player, coach, manager, trainer, referee, or volunteer involved in the recreational development or competitive programs of the Erin Mills Soccer Club;
- (x) "**Player**" means a youth or senior person registered to play in the Club's Recreational Development or Competitive Program, Academy Program or any other soccer program operated by the Erin Mills Soccer Club;
- (y) "**Proxy Representative**" means a person over the age of 18 years old who is designated by a Member in Good Standing to attend a general meeting of the Club on their behalf;
- (z) "**Registrant**" or "**OS Registrant**" refers to any person or organization that is registered with the Club and Ontario Soccer as a player, coach, team officials, referee, club administrator, league, or district association;
- (aa) "**Special Resolution**" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;
- (bb) "**Volunteer**" means a person designated by the Board of Directors who contributes time and energy to the Erin Mills Soccer Club.

2.00 **Head Office**

- 2.01 The Head Office of the Club shall be situated in the community of Erin Mills in the City of Mississauga, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

3.00 **Seal**

- 3.01 The seal in respect of which an impression is imprinted adjacent to this Section, shall be the corporate seal of the Club and shall be used by its Officers for the purposes contemplated by the Constitution, these By-Laws and the Act.

4.00 **Ruling on By-laws or Constitution**

- 4.01 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.

5.00 **Board of Directors**

- 5.01 The affairs of the Club shall be managed by an Executive Board consisting of a minimum of nine (9) and a maximum of fifteen (15) Directors, each of whom at the time of his/her election or within thirty (30) days thereafter and throughout his/her term of office shall be a member of the Club.
- 5.02 Each Executive Officer/ Director shall be elected to hold office until the expiry of the term for that office or position.
- 5.03 In order to be eligible for nomination and election as an Officer or Director of the Club, the following conditions must be met or satisfied;
- (a) The candidate must be a member in good standing with the Erin Mills Soccer Club, as defined in Section 5.01 of the Constitution or a person nominated for office by any such a Member;
 - (b) if the candidate is a member, then all applicable membership fees due by such member must be fully paid and up to date;
 - (c) the candidate must be eligible to act as a Director in accordance with the Act, namely, the candidate:
 - (i) must be eighteen years of age or older;
 - (ii) Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
 - (iii) Not have been found to be incapable by any court in Canada or elsewhere
 - (iv) shall not have the status of bankrupt;
 - (iv) must be ordinarily resident in Canada;
 - (d) the candidate must consent in writing to act as a Director;
 - (e) the candidate must duly execute and deliver a Declaration concerning Conflicts of Interest;
 - (f) the candidate must be bondable for such amount and in such form as the Board of Directors may determine from time to time;
 - (g) the candidate must provide the Harassment or Volunteer Screening Officer with a valid Police Records Search every two years;

- (h) the candidate must not be to an officer, director, team coach or employee of a competing soccer club or soccer academy; and
 - (i) the candidate must not be an employee of the Club or a paid coach of a competitive team. Volunteer coaches for competitive or recreational teams are eligible to be elected and/ or appointed as a director. The reimbursement of expenses incurred by a volunteer coach shall not disqualify them from being elected provided it is in accordance with the Club's expense policies.
- 5.04 Only one parent, step-parent, or legal guardian of a player registered with the Club may simultaneously serve as an officer or director of the Club at any one time.
- 6.00 **Quorum and Meetings, Board of Directors**
- 6.01 **Quorum** - A majority of Directors present at a meeting of Directors shall form a quorum for the transaction of business, provided that such number shall not be less than a majority of the Directors duly elected or appointed to the Board of Directors at the material time.
- 6.02 **Place of Meetings** - Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. Unless otherwise agreed by the Board, meetings of the Board of Directors shall be held on a monthly basis.
- 6.03 **Closed Meetings** – Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 6.04 **Rules of Order** - All meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order.
- 6.05 **In-Camera Meetings:** The Board may 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) Recruitment and employment of personnel;
 - d) Acquisition of property or other contractual arrangements; or
 - e) Preparation or planning for the presentation of a competitive bid, quote, or similar activity.

- 6.06 **Notice of Meetings** - No formal notice of such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' Meetings may be formally called by the President or by the Vice-President or by the Secretary on direction of the President or the Vice-President or by the Secretary on direction in writing of two Directors.
- 6.07 **Sending of Notice** - Notice of such meeting shall be delivered, telephoned, faxed, or sent via e-mail to each Director not less than one day before the meeting is to take place or shall be mailed to each Director no less than five days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. 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 meeting no notice need be sent.
- 6.08 **First Directors Meeting** - A Directors' Meeting may also be held, without notice, immediately following the Annual Meeting of the Club. The Directors may consider or transact any business either special or general at any meeting of the Board.
- 6.09 **Meetings by Telecommunication** - If all the Directors present at or participating in a meeting consent, and only where time is of the essence, a meeting of Directors may be held by means of such telephone, electronic voting (e-mail), or other electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at that meeting and if a majority of the Directors participating in such meeting are then in Canada, the meeting shall be deemed to have been held in Canada. In the event of a meeting by telephone, any motion for a resolution must be stated in clear and unambiguous language. All Directors must be contacted and a quorum of Directors must be present in person or by telephone. The vote of each Director must be recorded.
- 6.10 **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.

7.00 **Errors in Notice, Board of Directors**

7.01 No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such a meeting and any Directors at any time may waive a notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

8.00 **Voting, Board of Directors**

8.01 Questions arising at any meetings of Directors shall be decided by a majority of directors present, to a minimum of four (4) votes in favour of any motion to pass. 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 in the usual way by assent or dissent. A declaration by the Chairperson that a resolution has been 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 the votes recorded in favour of or against such resolution. In the absence of the President, his duties may be performed by a Vice-President or such other Director as the Board may from time to time appoint for the purpose.

9.00 **Powers**

9.01 The Directors of the Club may administer affairs of the Club in all things and make or cause to be made for the Club, in its name, any kind of contract which the Club may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Club is by its charter or otherwise authorized to exercise and do. Without in any way derogating for the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or other right of interest therein owned by the Club, for such consideration and upon such terms and conditions as they may deem advisable.

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

- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;

- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Determine the appointment of Coaches, Managers, Convenors, and Volunteers within the Club;
- e) Determine the eligibility of applicants seeking to become Members and approving the Membership of such applicants in its sole and unfettered discretion;
- f) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- g) Determine registration procedures, recommend membership dues, and determine other registration requirements;
- h) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- i) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- j) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws;
- k) waive the requirements, restrictions or qualifications of persons elected or appointed to the Board of Directors on such grounds as are determined to be in the best interest of the Corporation, provided that any such decision is approved by the Members at the next general membership meeting; and
- l) Perform any other duties from time to time as may be in the best interests of the Corporation.

10.00 Committees:

10.01 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.

10.02 Terms of Reference – The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee.

- 10.03 **Vacancy** – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee’s term.
- 10.04 **President Ex-officio** – The President will be an *ex-officio* (non-voting) member of all Committees of the Corporation.
- 10.05 **Removal** – The Board may remove any member of any Committee.
- 11.00 **Standing Committees:** The Finance & Operations Committee, the Technical Committee, the Discipline Committee, the Volunteer Recruitment, Retention & Recognition Committee, the Regulatory Committee and the Nominations Committee shall be Standing Committees of the Erin Mills Soccer Club.
- 11.01 **Technical Committee:**
- (a) The Board of Directors shall appoint, within Thirty (30) days of the Annual General Meeting, a Technical Committee, with the Head Coach or an Officer or Director of the Erin Mills Soccer Club, or such other person as the Board may designate being appointed as Chairperson of this Committee.
 - (b) The Technical Committee shall include the Vice-President, the Head Coach/ Technical Director, and an equal number of Recreational Development & Competitive Directors, and such other persons selected by the Chairperson who have the necessary knowledge and qualifications to contribute and provide input concerning player development issues for the Erin Mills Soccer Club.
 - (c) It shall be the responsibility of the Technical Committee to meet on a periodic basis to review issues related to the player development and programs within the Erin Mills Soccer Club and to make recommendations to the Board of Directors concerning such issues.
 - (d) Quorum for the Technical Committee shall consist of a majority of the members appointed to the Committee and a minimum of four members of the Committee.
 - (e) Minutes of the Technical Committee shall be recorded and presented at the next Meeting of the Board of Directors.
 - (f) Recommendations of the Technical Committee shall only be implemented once they have been reviewed and approved by the Board of Directors.

11.02 Discipline Committee:

- (a) The Board of Directors shall appoint, within Thirty (30) days of the Annual General Meeting, a Discipline Committee, with an Officer and Director of the Erin Mills Soccer Club, selected by the President or such other person as the Board may designate being appointed as Chairperson of this Committee. Such person must be an OS certified discipline chair.
- (b) The Discipline Committee shall consist the Vice-President and such other persons selected by the Chairperson who have the necessary knowledge and qualifications to contribute and provide input concerning disciplinary issues related to the Erin Mills Soccer Club, such persons may include recreational development coaches, convenors, directors, or other qualified persons as the Chairperson may determine.
- (c) It shall be the responsibility of the Discipline Committee to meet on a periodic basis to conduct disciplinary hearings by review or by formal hearing concerning disciplinary issues related to the Erin Mills Soccer Club and to adjudicate upon such issues and provide rulings to the parties involved.
- (d) All hearings or reviews conducted by the Discipline Committee shall be recorded or written and the recording or written record shall be stored by the Club.
- (e) It shall also be the responsibility of the Discipline Committee to ensure that vulnerable sector volunteer screening protocols are established and implemented within the Erin Mills Soccer Club.

11.03 Volunteer Recruitment, Retention & Recognition Committee:

- (a) The Board of Directors shall appoint, within Thirty (30) days of the Annual General Meeting, a Volunteer Recruitment, Retention & Recognition Committee, with an Officer or Director of the Erin Mills Soccer Club, or such other person as the Board may designate being appointed as Chairperson of this Committee.
- (b) This Committee shall include the Vice-President, and an equal number of Recreational Development & Competitive Directors, and such other persons selected by the Chairperson who have the necessary knowledge and qualifications to contribute and provide input concerning the recruitment, retention and recognition of volunteers for the Erin Mills Soccer Club.

- (c) It shall be the responsibility of this Committee to meet on a periodic basis to develop a strategy to identify, recognize and retain volunteers within the Erin Mills Soccer Club, including but not limited to reviewing nominees for the Male & Female Youth & Senior Volunteers of the Year, reviewing nominees for the President's Award, reviewing the applications of candidates for the Club's Male & Female scholarships, organizing and delivering social events to thank and reward volunteers, and making recommendations to the Board of Directors concerning such issues.
- (d) Quorum for this Committee shall consist of a majority of the members appointed to the Committee and a minimum of four members of the Committee.
- (e) Minutes of this Committee shall be recorded and presented at the next Meeting of the Board of Directors.
- (f) Recommendations of this Committee shall only be implemented once they have been reviewed and approved by the Board of Directors.

11.04 Regulatory Committee:

- (a) The Board of Directors shall appoint, within Thirty (30) days of the Annual General Meeting, a Regulatory Committee, with the Secretary to be automatically appointed as the Chairperson of this Committee, or such other person as the Board may designate being appointed as Chairperson of this Committee.
- (b) The Regulatory Committee shall include the Secretary, and an equal number of Recreational Development & Competitive Directors, and such other persons selected by the Chairperson who have the necessary knowledge and qualifications to contribute and provide input concerning the development and review of the Club's Policies & Procedures, its Rules & Regulations, and its Constitution & By-Laws for the Erin Mills Soccer Club.
- (c) It shall be the responsibility of the Regulatory Committee to meet on a periodic basis to review the Club's Policies & Procedures, and its Rules & Regulations to ensure that they serve the needs of the Corporation and its Members. This Committee shall also meet in September of each year and review and make recommendations regarding any amendments to the Club's Constitution & By-Laws in preparation for the Club's Annual General Meeting.
- (d) Quorum for the Regulatory Committee shall consist of a majority of the members appointed to the Committee.

- (e) Minutes of the Regulatory Committee shall be recorded and presented at the next Meeting of the Board of Directors.
- (f) Recommendations of the Regulatory Committee shall only be implemented once they have been reviewed and approved by the Board of Directors.

12.00 Remuneration of Directors

- 12.01 The Directors shall receive no remuneration for acting as such, however they shall be entitled to be reimbursed for expenses incurred on behalf of the Club or, by resolution of the Board, for any expenses incurred for their attendance at each Director's Meeting or General Meeting of the Club. This 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 and such Director or Members shall abstain from any discussions, deliberations, or decisions by the Board of Directors pertaining to any such contract.

13.00 Officers of Club

- 13.01 There shall be a President, Vice-President, a Secretary-Registrar and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer, and such other officers as the Board of Directors may determine by By-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President and other officers of the Club shall be elected by the members from among their number at the Annual General Meeting of the Club, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are duly elected.

14.00 Duties of President and Vice-President

- 14.01 The President shall, when present, preside at all meetings of the members of the Club and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Club.
- 14.02 The President with the Secretary or other officer appointed by the Board for the purpose shall sign all By-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or

power, the absence or inability of the President shall be presumed with reference thereto.

14.03 In the event, that there is a conflict, and unless otherwise determined by not less than two-thirds of the Directors, the duties of the President shall first devolve to the Vice- President, then secondly to the Treasurer, and then thirdly to such other Director as may be elected by the members of the Club or appointed from time to time by the Board of Directors.

15.00 Duties of Secretary:

15.01 The Secretary shall be ex officio clerk of the Board of Directors, and his or her duties shall be as follows:

- (a) attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose;
- (b) give all notices required to be given to Members and Directors;
- (c) be the custodian of the seal of the Club, and other documents belonging to the Club which he/she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution,
- (d) Maintain a record of all Directors, Officers, and Members of the Club with proper contact information, including but not limited to their municipal address; telephone and cellular numbers; and e-mail address; and
- (e) he/she shall perform such other duties as may from time to time be determined by the Board of Directors.

16.00 Duties of Treasurer

The Treasurer, or person performing the usual duties of a Treasurer, shall

- (a) keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account;
- (b) deposit all moneys or other valuable effects in the name and to the credit of the Club in such bank or banks as may from time to time be designated by the Board of Directors, taking proper vouchers therefore;
- (c) render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Club; and

- (d) perform such other duties as may from time to time be determined by the Board of Directors.

17.00 Duties of Other Directors

- 17.01 The duties of all other Directors of the Club shall be such as the terms of their engagements call for as set forth in their applicable job description or as the Board of Directors requires of them.
- 17.02 To ensure consistency of all Recreational Development Programs within the Club, all Recreational Development Directors shall report to the Vice-President for operational issues only who shall ensure that the recommendations of the Operations Committee that are approved by the Board of Directors are properly implemented in the Club's Recreational Development Programs.
- 17.03 To ensure consistency of all Competitive Programs within the Club, the Competitive Director, Festivals and the Competitive Director, Youth & Seniors shall report to the President who shall ensure that the recommendations of the Technical Committee that are approved by the Board of Directors are properly implemented in the Competitive Program.

18.00 Execution of Documents

- 18.01 Deeds, transfers, licenses, contracts and engagements on behalf of the Club shall be signed by either the President or the Vice-President or by the Secretary, and the Secretary shall affix the seal of the Club to such instruments as require the same.
- 18.02 Contracts in the ordinary course of the Club's operations may be entered into on behalf of the Club by the President, the Vice-President, Treasurer, the General Manager or by any person authorized by the Board.
- 18.03 The President, the Vice-President, Secretary, Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Club in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Club transfers of shares, bonds or other securities from time to time transferred to the Club, and may affix the corporate seal to any such transfers or acceptances of transfers and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of the Club.

- 18.04 Notwithstanding any provisions to the contrary contained in the By-Laws of the Club, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Club may or shall be executed.
- 18.05 The Seal of the Club, may, when required, be affixed to any such contracts, documents or instruments executed on behalf of the Club by the Executive Officers.
- 18.06 Any Contract, Lease, Mortgage, Guarantee, Supply Agreement, Employment Agreement, Rental Contract, Purchase Agreement, or any other Instrument that involves any liability or financial obligation that exceeds the value of \$10,000.00 must be reviewed and approved by a majority resolution of the Board of Directors of the Erin Mills Soccer Club. Copies of any such documents marked "*Private & Confidential*" shall be provided to any Director within a reasonable time following a written request.

19.00 **Books and Records**

- 19.01 The Directors shall see that all necessary books and records of the Club required by the By-Laws of the Club or by any applicable statute or law are regularly and properly kept, including:
- (a) the Articles of Incorporation, Constitution, By-laws, as amended;
 - (b) the minutes of meetings of members or any committee of members;
 - (c) the resolutions of the members and of any committee of members;
 - (d) the minutes of the Board of Directors meetings or any Committees of Directors;
 - (e) the resolutions of the Directors or any committees 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 Club/ Corporation on a quarterly basis.

20.00 **Membership**

- 20.01 The membership shall consist of all persons who have applied for membership with the Club and been approved by the Board of Directors, including officers, directors, coaches, volunteers, parents or legal guardians of minor players, referees and any player that is eighteen years old or older, whose membership fees or dues, as applicable, are duly paid in full, except as approved by the Board of Directors.

- 20.02 Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.
- 20.03 In case of resignation or withdrawal, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Club prior to acceptance of their resignation.
- 20.04 Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.
- 20.05 A Membership in the Club is not transferable and has no financial or realizable monetary value of any kind.
- 21.00 Dues**
- 21.01 There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the Board of Directors which vote shall become effective only after the Club's annual operating budget has been presented to the members at an annual or other general meeting.
- 21.02 The Secretary shall notify the members of the dues or fees at any time payable by them by sending notice of default to the last known address of the member by regular mail and by posting notice on the Club's web-site and, if any dues or fees are not paid within Thirty (30) days of the date of such notice the members in default shall thereupon automatically be suspended as members of the Club, but any such members may on payment of all unpaid dues or fees be automatically reinstated as members in good standing.
- 22.00 Error or Omission in Notice**
- 22.01 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Club shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive a notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or officers for any meeting or otherwise, the municipal address or e-mail address of any member, Director or officer shall be his last municipal address or e-mail address recorded on the books of the Club.
- 23.00 Annual and Other Meetings of Members**
- 23.01 The annual or any other general meeting of the members shall be held at the head office of the Club or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

- 23.02 At every meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and, if available, the report of the auditors shall be presented and a Board of Directors shall be elected and auditors shall be appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President and the Vice-President shall have power to call at any time a general meeting of the members of the Club.
- 23.03 Notice of member's meeting, annual or general, stating time and place of every such meeting shall be posted on the exterior clubhouse door, visible for all to see, at least 60 days prior to the meeting. Members requesting written notice of meetings shall provide self addressed stamped envelopes to the Secretary by October 31st of each year. The Secretary or their designate will be responsible for mailing such notices at least 60 days prior to the meeting date.
- 23.04 Members are entitled to vote by proxy and must submit a proxy that complies with the conditions specified in Section 5.10 of the Constitution. A proxy must substantially be in the form provided in Appendix "A".
- 24.00 **Adjournments**
- 24.01 Any meetings of the Club or of the Directors may be adjourned to any time and from any time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such may be made notwithstanding that no quorum is present.
- 25.00 **Voting of Members**
- 25.01 Subject to the provisions, (if any), contained in the Constitution of the Club, each member of the Club shall at all meetings be entitled to one vote.
- 25.02 No member shall be entitled to vote at meetings of the Club unless he/she has paid all dues or fees, if any, then payable by him or her or if such Member is suspended or "Not in Good Standing" for any reason whatsoever.
- 25.03 At all meetings of members every question shall be decided by a majority of the votes of the members present unless otherwise required by the By-Laws of the Club, or by law. Every question shall be decided in the first instance by a show of hands, unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Club shall be admissible in evidence as prima facie proof of the fact without proof of the

number or proportion of the votes according in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Club in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

- 26.00 Financial Year - Unless otherwise ordered by the Board of Directors, the fiscal year of the Club shall terminate on the 31st day of October in each year.
- 27.00 Cheques Etc... All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Club through its banks, and endorse notes and cheques for deposit with the Club's bankers for the credit of the Club, or the same may be endorsed "for collection" or "for deposit" with the bankers by using the Club's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Club and the Club's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.
- 28.00 Deposit of Securities for Safekeeping - The securities of the Club shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Club signed by such office or officers, agent or agents of the Club, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the Directors of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
- 29.00 Notice - Whenever under the provisions of the Constitution or By-Laws of the Club, notice is required to be given, such notice may be given either personally or by facsimile, e-mail or by regular mail in a prepaid, sealed envelope addressed to the Director, officer or member at their address as it appears on the books of the Club. A notice delivered personally shall be held to be sent when delivered.

A notice sent by regular mail shall be held to be sent at the time when the same was deposited in a post office or public letter as aforesaid. A notice sent by fax shall be held to be sent when the same was transmitted via facsimile machine as evidenced by a facsimile transmission report.

A notice sent by e-mail shall be deemed to have been received when the e-mail was sent via the internet as evidenced by the e-mail header. For the purpose of sending any notice, the municipal address and e-mail address of any member, Director or officer shall be his/her last municipal address or e-mail address as recorded on the books of the Club.

30.00 Borrowing

30.01 The Directors may from time to time

- a) borrow money on the credit of the Club; or
- b) issued, sell or pledge securities of the Club; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Club, including book debts, rights, powers, franchise and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation of liability of the Club.

30.02 From time to time the Directors may authorize any Director, officer or employee of the Club or any other person to make arrangements with the reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Club as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Club.

31.00 Introduce Dissolution

31.01 Upon passage of a Resolution at the Annual General Meeting whereby two thirds (2/3) of the members present approve a motion to dissolve the Erin Mills Soccer Club, the net assets after payment of all debts shall be transferred to a similar soccer club or clubs as may be determined by a majority vote of the members. If majority resolution cannot be achieved then the net assets shall be transferred to the Corporation of the City of Mississauga or such successor municipality. Such transfers will occur no sooner than Thirty (30) days from the date of motion and no longer than Sixty (60) days.

32.00 **Interpretation**

32.01 In these By-Laws and in all other By-Laws of the Club hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be and vice versa, and references to persons shall include firms and corporations. Passed unanimously by all eligible voting members of the Erin Mills Soccer Club present at the annual general meeting of members, this 21st day of February, 2021.

Thierry Cecilia,
PRESIDENT

Amber Belgrave,
SECRETARY

APPENDIX "A"

FORM OF PROXY

TO: The Erin Mills Soccer Club

The Undersigned Member, hereby designates and appoints

_____ or _____

[insert names of proxy or alternate proxy]

as my Proxy Representative to attend and participate in the upcoming general meeting of members of the Erin Mills Soccer Club and such person is duly authorized to act and vote on my behalf.

Signed: _____
Name of Member

Signature of Member

Dated: _____

Confirmed & Accepted:

Name of Club Official

Signature of Club Official

Date of Confirmation