



ERIN MILLS SOCCER CLUB

# ERIN MILLS SOCCER CLUB INC.

## BY-LAWS

(Approved and Amended at Annual General Meeting held on January 28, 2024)



# ERIN MILLS SOCCER CLUB

## Table of Contents

<b>ARTICLE 1</b>	<b>DEFINITIONS AND INTERPRETATION</b>	<b>6</b>
1.1	Definitions	6
1.2	Interpretation	6
<b>ARTICLE 2</b>	<b>GENERAL</b>	<b>7</b>
2.1	Financial Year End	7
2.2	Conduct of Meetings	7
2.3	Auditor and Level of Financial Review	7
2.4	Auditors	7
2.5	Annual Audited Financial Statements	7
2.6	Audit Requirements	8
2.7	Books and Records	8
2.8	Signing Authority	8
2.9	Property	8
2.10	Borrowing	9
2.11	Borrowing Restriction	9
2.12	No Remuneration	9
2.13	Conflict of Interest	9
2.14	Dispute Resolution	9
2.15	Appeals	10
2.16	Harassment	10
2.17	Volunteer Screening	10
<b>ARTICLE 3</b>	<b>MEMBERS</b>	<b>10</b>
3.1	Classes of Members	10
3.2	Eligibility for Membership in the Erin Mills Soccer Club	10
3.3	Conditions of Membership	11
3.4	Dues, Fees and Other Monies	11
3.5	Renewal of Membership	11
3.6	Membership Transferability	12
3.7	Termination	12
3.8	Effect of Termination of Membership	12
3.9	Effect of Termination	12
3.10	May Not Resign	12
3.11	Arrears	12
3.12	Fees Payable	13
3.13	Definition	13
3.14	Cease to be in Good Standing	13
<b>ARTICLE 4</b>	<b>MEMBERS' MEETINGS</b>	<b>13</b>
4.1	Notice of Members Meetings	13



# ERIN MILLS SOCCER CLUB

4.2	Waiver of Notice	14
4.3	Place of Members' Meetings	14
4.4	Participation by Electronic Means at Members' Meetings	14
4.5	Members' Meeting Held Entirely by Electronic Means	15
4.6	Persons Entitled to be Present at Members' Meetings	15
4.7	Authorized Representative of Member	15
4.8	Annual Meetings	15
4.9	Special Meetings	15
4.10	New Business	15
4.11	Members Calling a Members' Meeting	16
4.12	Chair of Members' Meetings	16
4.13	Quorum at Members' Meetings	16
4.14	Closed Meetings	16
4.15	Agenda	16
4.16	Proxy Voting	17
4.17	Voting by Mail or by Telephonic or Electronic Means at Members' Meetings	17
4.18	Voting Rights	17
4.19	Method of Voting	17
4.20	Votes to Govern	18
4.21	Changing the Method of Voting by Members not in Attendance at a Meeting of Members	18
<b>ARTICLE 5 BOARD OF DIRECTORS</b>		<b>18</b>
5.1	Number of Directors	18
5.2	Composition of Board	18
5.3	Eligibility	18
5.4	Qualifications	19
5.5	Director's Consent to Act	19
5.6	Nominations	19
5.7	Election of Directors	19
5.8	Term of Office and Number of Terms	20
5.9	Incumbent Directors	20
5.10	Automatic Vacation of Office	20
5.11	Effective date of Resignation of Director	21
5.12	Removal of Director	21
5.13	Filling Vacancies	21
<b>ARTICLE 6 MEETINGS OF DIRECTORS</b>		<b>21</b>
6.1	Calling of Meetings of the Board	21
6.2	Notice of Meetings of the Board	21
6.3	Chair of Board Meetings	22
6.4	Board Meeting With New Directors	22



# ERIN MILLS SOCCER CLUB

6.5	Regular Meetings of the Board of Directors	22
6.6	Number of Meetings	22
6.7	Participation at Meetings by Telephone or Electronic Means	22
6.8	No Alternate Directors	22
6.9	Quorum	22
6.10	Votes to Govern at Meetings of the Board	23
6.11	Closed Meetings	23
6.12	Confidentiality	23
<b>ARTICLE 7 OFFICERS</b>		<b>23</b>
7.1	Composition	23
7.2	Term	23
7.3	Duties of Directors	23
7.4	Powers of the Corporation	24
7.5	Empowered	24
7.6	Vacancy in Office	25
<b>ARTICLE 8 COMMITTEES</b>		<b>25</b>
8.1	Appointment of Committees	25
8.2	Standing Committees	25
8.3	Standing Committee Chairs	25
8.4	Special Committees	26
8.5	Removal	26
8.6	Debts	26
<b>ARTICLE 9 INDEMNIFICATION AND INSURANCE</b>		<b>26</b>
9.1	Will Indemnify	26
9.2	Will Not Indemnify	26
9.3	Insurance	26
<b>ARTICLE 10 GENERAL MATTERS</b>		<b>27</b>
10.1	Written Notice	27
10.2	Date of Notice	27
10.3	Error in Notice	27
<b>ARTICLE 11 DISSOLUTION</b>		<b>27</b>
11.1	Dissolution	27
11.2	Assets	27
<b>ARTICLE 12 FUNDAMENTAL CHANGES</b>		<b>27</b>
12.1	Fundamental Changes	27
<b>ARTICLE 13 ARTICLE XIII - ADOPTION OF THESE BY-LAWS</b>		<b>28</b>
13.1	Ratification	28
13.2	Repeal of Prior By-Laws	28
<b>ARTICLE 14 AMENDMENTS</b>		<b>28</b>



# ERIN MILLS SOCCER CLUB

---

14.1	Amendment to Articles	28
14.2	By-laws and Effective Date	28





# ERIN MILLS SOCCER CLUB

A by-law relating generally to the conduct of the affairs of  
**The Erin Mills Soccer Club Inc.**

**BE IT ENACTED** as a by-law of **The Erin Mills Soccer Club Inc.**

as follows:

## **ARTICLE 1 DEFINITIONS AND INTERPRETATION**

### **1.1 Definitions**

In this by-law and all other by-laws of The Erin Mills Soccer Club Inc., unless the context otherwise requires:

- (a) *Act* means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 as from time to time amended, and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws of The Erin Mills Soccer Club Inc. to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.
- (b) *Board* means the Board of Directors of The Erin Mills Soccer Club Inc..
- (c) *Director* means an individual elected or appointed to the Board.
- (d) *Officer* means an individual elected or appointed as an officer of The Erin Mills Soccer Club Inc. according to the provisions of Article 7.
- (e) *Club* means The Erin Mills Soccer Club Inc. (hereinafter referred to as the "Club" or the "Erin Mills Soccer Club").
- (f) *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- (g) *Ordinary Resolution* means a resolution that (i) is submitted to a Meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast in favour of the resolution, or (ii) is consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney.
- (h) *Special Resolution* means a resolution that (i) is submitted to a Meeting of Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast in favour of the resolution, or (ii) consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney.

### **1.2 Interpretation**

In the interpretation of the By-laws, unless the context otherwise requires, the following rules shall apply:

- (a) Terms defined in the Act and used in the By-laws but not otherwise defined in the By-laws have the same meaning when used in the By-laws;
- (b) Words importing the singular number only shall include the plural and vice versa;
- (c) Words referring to one gender include all genders;



# ERIN MILLS SOCCER CLUB

- (d) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (e) Notwithstanding any provision of the By-laws, where any such provision conflicts with the Act or the Articles, the Act or the Articles, as the case may be, shall govern.
- (f) The By-laws will be strictly interpreted at all times in accordance with and subject to the purposes contained in the Articles.

## ARTICLE 2 GENERAL

### 2.1 Financial Year End

Unless otherwise determined by the Board, the financial year-end of the Erin Mills Soccer Club shall be October 31st of each year.

### 2.2 Conduct of Meetings

Unless otherwise determined by the Board, meetings of the Board are to be conducted according to Robert's Rules of Order.

### 2.3 Auditor and Level of Financial Review

The Erin Mills Soccer Club shall be subject to the requirements relating to the appointment of an auditor and the level of financial review required by the Act.

### 2.4 Auditors

At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended. When the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Corporation's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement in lieu of an audit.

### 2.5 Annual Audited Financial Statements

The Erin Mills Soccer Club shall send copies of the annual financial statements and any other documents required by the Act to the Members not less than twenty-one (21) days before the day on which an annual Meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed to all Members who have informed the Erin Mills Soccer Club that they wish to receive a copy of those documents.



# ERIN MILLS SOCCER CLUB

## 2.6 Audit Requirements

The financial statements of the Corporation will be presented annually to the members at the Annual Meeting in accordance with the Act and must be:

- (a) Audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant if the Club's annual gross revenue is greater than or equal to \$150,000 or the Club has greater than or equal to 1,000 registered players; or
- (b) Reviewed by Public Accountant, Certified General Accountant or a Certified Management Accountant through a Financial Review Engagement, as defined by CICA, if the Club's annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or the Club has less than 1,000 but greater than or equal to 500 registered players; or
- (c) Signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or a Certified Management Accountant less than \$100,000 but greater than or equal to \$10,000.

## 2.7 Books and Records

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

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

## 2.8 Signing Authority

Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by the Executive Director and either the President or Treasurer, or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may/ or will be signed.

## 2.9 Property

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





# ERIN MILLS SOCCER CLUB

## 2.10 Borrowing

The Board may from time to time:

- (a) Borrow money on the credit of the Corporation;
- (b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
- (c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.

## 2.11 Borrowing Restriction

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

## Remuneration

### 2.12 No Remuneration

All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members by way of Ordinary Resolution) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

## Conflict of Interest

### 2.13 Conflict 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.

## Ontario Soccer Requirements

### 2.14 Dispute Resolution

The Corporation adheres to the Dispute Resolution process as published and approved by Ontario Soccer. Any Member may initiate the Dispute Resolution process by communicating with Ontario Soccer, with a copy to the Corporation, and following the outlined procedure.



# ERIN MILLS SOCCER CLUB

## 2.15 Appeals

Decisions made by the Corporation may be appealed to Ontario Soccer under the terms of Ontario Soccer's policies and procedures. Decisions made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Corporation's operations, except when the process outlined in the Corporation's rules and regulations has not been followed, as well as any decision made by the Corporation regarding a player's team assignment on any team, may not be appealed.

## 2.16 Harassment

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

## 2.17 Volunteer Screening

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

## ARTICLE 3 MEMBERS

### 3.1 Classes of Members

Subject to the Act and the Articles, there shall be one class of member in the Erin Mills Soccer Club: Voting Members.

- (a) **Voting Members** - An individual, eighteen years of age and older, who has agreed to abide by the Corporation's By-laws, policies, procedures, rules and regulations and who is registered, elected or appointed within the Corporation as a volunteer in any of the following positions:
- (i) Parent of any registered player under the age of 18
  - (ii) Representative Team Coach, Assistant Coach, Manager, or Assistant Manager
  - (iii) House League Team Coach or Assistant Coach
  - (iv) House League Convenor
  - (v) Committee Member appointed by the Board of Directors
  - (vi) Director
  - (vii) A senior player (18+) registered with the Club

### 3.2 Eligibility for Membership in the Erin Mills Soccer Club

Membership in the Erin Mills Soccer Club is not automatic and is not a right of any Person. Membership in The Erin Mills Soccer Club shall be available only to individuals who are interested in furthering the Erin Mills Soccer Club's purposes, who have applied for membership into the Erin Mills Soccer Club in accordance with the provisions of the Articles, By-laws and the Operating Policies and Procedures, who meet the conditions set out in Section 3.3 below, and who have been admitted into the Membership in the Erin Mills Soccer Club by the Board of Directors in accordance with the provisions of the Operating Policies and Procedures.



# ERIN MILLS SOCCER CLUB

## 3.3 Conditions of Membership

Subject to Section 3.1, No individual will be admitted as a Member of the Corporation unless:

- (a) The candidate member is eighteen (18) years of age or older;
- (b) The candidate member has made an application for membership in a manner prescribed by the Corporation;
- (c) The candidate member has paid fees as prescribed by the Board, if any;
- (d) The candidate member agrees to uphold and comply with the Corporation's governing documents;
- (e) The candidate member meets any other condition of membership determined by the Board;
- (f) The candidate member consents to be governed by the discipline policies and procedures enacted by Ontario Soccer, as may be applicable; and
- (g) The candidate member has been approved for such position as required by the Corporation's governing documents.

## 3.4 Dues, Fees and Other Monies

- (a) Annual Player Registration Fees and Annual Membership Fees may only be implemented after such annual Player Registration Fees and Membership Fees have been approved by the Board or Voting Members by Ordinary Resolution at a Meeting of Members.
- (b) Members will be notified in writing of all dues, fees, annual Player Registration Fees, annual Membership Fee, and other monies at any time payable, and if such dues, fees, annual Player Registration Fees, annual Membership Fee, or other monies are not paid within sixty (60) days of the membership renewal date or notice of default, the Member may be referred for disciplinary action in accordance with Ontario Soccer's Discipline Policy.

## 3.5 Renewal of Membership

- (a) All Members must apply for renewal of their membership before the end of the term of membership. In order for a Member to qualify to remain a Member of the Erin Mills Soccer Club, such Member must
  - (i) continue to meet the eligibility requirements set out in Sections 3.1, 3.2 and 3.3 above;
  - (ii) apply for renewal of their membership in writing using the form approved by the Board;
  - (iii) submit all documentation set out in the renewal application form;
  - (iv) agree to continue to comply with all of the Erin Mills Soccer Club's governing documents, including the Articles, the By-laws and the Operating Policies and Procedures; and
  - (v) pay all fees, dues, annual Player Registration fees, annual Membership Fees, and other monies approved in accordance with the By-laws and the Operating Policies and Procedures.



# ERIN MILLS SOCCER CLUB

- (b) Approval of Renewal – Only renewal applications that are complete and which include all of the required documents, all payments due to the Erin Mills Soccer Club and meet all of the conditions and qualifications set out in the By-laws will be approved. Should a renewal application be incomplete (including lack of required documentation and/or monetary payments), the Member may be referred for disciplinary action in accordance with Ontario Soccer’s Discipline Policy.

## 3.6 Membership Transferability

A Membership in the Erin Mills Soccer Club is not transferable.

## 3.7 Termination

Membership in the Erin Mills Soccer Club is terminated when:

- (a) the Member dies, if the Member is an individual;
- (b) the Member is liquidated or dissolved, if the Member is an incorporated organization;
- (c) the Member resigns by delivering a written resignation to the President of the Erin Mills Soccer Club, in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member’s term of Membership expires and has not been renewed in accordance with the By-laws or the Operating Policies and Procedures;
- (e) the Member fails to maintain any of the qualifications or conditions of membership described in Sections 3.1, 3.2 or 3.3 of these By-laws;
- (f) the Member is expelled, or their Membership is otherwise terminated in accordance with the Articles or By-laws; or
- (g) The Erin Mills Soccer Club is liquidated or dissolved under the Act.

## 3.8 Effect of Termination of Membership

Subject to the Act and the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Erin Mills Soccer Club, automatically cease to exist.

## 3.9 Effect of Termination

Upon termination of membership for any reason, all rights and benefits of membership will cease effect immediately upon termination of the membership.

## 3.10 May Not Resign

A Member may resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation, but the disciplinary investigation or action will continue and be completed.

## 3.11 Arrears

A Member will be expelled from the Corporation for failing to pay membership fees or monies owed to the Corporation by the deadline dates prescribed by the Corporation.



# ERIN MILLS SOCCER CLUB

## 3.12 Fees Payable

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

## Good Standing

### 3.13 Definition

A Member will be in good standing provided that the Member:

- (a) Has not ceased to be a Member;
- (b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- (c) Has completed and remitted all documents as required by the Corporation;
- (d) Has complied with the By-laws, policies, and rules of Ontario Soccer and the Corporation;
- (e) Has no relationship of a sporting nature with entities that are not recognized by the Corporation or with Members that have been suspended or expelled;
- (f) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- (g) Has paid all required membership fees.

### 3.14 Cease to be in Good Standing

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

## ARTICLE 4 MEMBERS' MEETINGS

### 4.1 Notice of Members Meetings

- (a) Means of Notice. In accordance with and subject to the Act, notice of the time and, if applicable, the place of a Meeting of Members shall be given to each Member entitled to vote at the meeting not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held.
- (b) Instructions for Attending Meetings by Telephonic or Electronic Means. A notice of a meeting to be held completely or partially by telephonic or electronic means must include instructions for attending and participating in the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Notice to Others. Notice of a Meeting of Members shall also be given to each Director and to the auditor of The Erin Mills Soccer Club (or the person appointed to conduct a review engagement of The Erin Mills Soccer Club) not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held.



# ERIN MILLS SOCCER CLUB

- (d) Special Business. Notice of any Meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting to any Member upon request.
- (e) Business. All business transacted at a Special Meeting and all business transacted at an Annual Meeting (except consideration of the financial statements, presentation of the auditor's report or review engagement report (if any); the election of Directors; and re-appointment of the incumbent auditor or the person conducting the review engagement (if any)) is special business. The business transacted at the Annual Meeting shall include:
  - (i) Receipt of the agenda;
  - (ii) Receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
  - (iii) Consideration of the financial statements;
  - (iv) Report of the auditor or person who has been appointed to conduct a review engagement (if any);
  - (v) Reappointment or appointment of the auditor or person who has been appointed to conduct a review engagement for the coming year (if any);
  - (vi) Election of Directors; and
  - (vii) Such other business or special business as may be set out in the notice of meeting
- (f) Record Date. The Directors may fix a record date for determination of Members entitled to receive notice of any Meeting of Members in accordance with the requirements of the Act.

## 4.2 Waiver of Notice

A Member and any other person entitled to attend a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person attends a Meeting of Members for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

## 4.3 Place of Members' Meetings

Meetings of Members may be held at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Ontario.

## 4.4 Participation by Electronic Means at Members' Meetings

If the Erin Mills Soccer Club chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic or other communication facility that the Erin Mills Soccer Club has made available for that purpose.



# ERIN MILLS SOCCER CLUB

## 4.5 Members' Meeting Held Entirely by Electronic Means

Notwithstanding Section 4.3, if the Directors or Members of the Erin Mills Soccer Club call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## 4.6 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors, and the auditor of the Erin Mills Soccer Club (or the person appointed to conduct a review engagement of the Erin Mills Soccer Club) and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Erin Mills Soccer Club to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

## 4.7 Authorized Representative of Member

Voting Members shall inform the Erin Mills Soccer Club in writing at least seven (7) days prior to a Meeting of Members the name of the authorized representative of the Voting Member. Only the authorized representative of the Voting Member may vote on behalf of such Voting Member.

## 4.8 Annual Meetings

An annual Meeting of Members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting must be held not later than six (6) months after the end of the Erin Mills Soccer Club's preceding fiscal year-end. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Erin Mills Soccer Club required by the Act to be presented at the meeting; considering the audit or review engagement report, if any; considering an extraordinary resolution to have a review engagement instead of an audit or not to have an audit or a review engagement; electing directors, if applicable; reappointment of incumbent auditor or person appointed to conduct a review engagement; and transacting such other business as may properly be brought before the meeting or is required under the Act (the "Annual Meeting Business").

## 4.9 Special Meetings

The Board may at any time call a special Meeting of Members for the transaction of any business which may properly be brought before the Members.

## 4.10 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 thirty (30) 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 who have pre-registered to attend the meeting with the agenda and the notice calling an Annual Meeting.



# ERIN MILLS SOCCER CLUB

## 4.11 Members Calling a Members' Meeting

Subject to the exceptions in the Act, the Board shall call a Special Meeting of the Members in accordance with the Act, on written requisition of Members in Good Standing carrying not less than ten percent (10%) or more of the voting rights that may be cast at a Meeting of the Members sought to be held. Subject to the Act, if the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

## 4.12 Chair of Members' Meetings

The chairperson of Meetings of the Members shall be the President. In the event that the President is absent, the Vice-President shall be the chair of Meetings of the Members. In the event that both the President and the Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

## 4.13 Quorum at Members' Meetings

- (a) Subject to the Act, a quorum at any Meeting of Members shall be the lesser of fifteen (15) Voting Members or 25% of the number of Members entitled to vote at a Meeting of Members. If a quorum is present at the opening of a Meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. For the purposes of determining quorum, a Member may be present in person, by proxy, or by telephonic and/or by other electronic means.
- (b) If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

## 4.14 Closed Meetings

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

## 4.15 Agenda

The agenda for the Annual Meeting may include:

- (a) Call to order
- (b) Establishment of quorum
- (c) Approval of the agenda
- (d) Approval of minutes of the previous Annual Meeting
- (e) Presentation of reports
- (f) Report of Auditors
- (g) Appointment of Auditors
- (h) Approval of membership fees and related fees
- (i) Business as specified in the meeting notice
- (j) Election of new Directors
- (k) Adjournment





# ERIN MILLS SOCCER CLUB

## 4.16 Proxy Voting

- (a) Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:
  - (i) Be signed by the Member;
  - (ii) Be in a form that complies with the Act;
  - (iii) Comply with the format stipulated by the Corporation; and
  - (iv) Be submitted to the Registered Office of the Corporation at least two (2) business days prior to the meeting of the Members
- (b) No person may hold more than one (1) proxy.

## 4.17 Voting by Mail or by Telephonic or Electronic Means at Members' Meetings

- (a) In addition to voting by proxy, as set out in Section 4.14, each Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility.

## 4.18 Voting Rights

- (a) Subject to the Act and in accordance with the Articles, each Voting Member who is a Member in Good Standing has the following voting rights at all Meetings of the Members:
  - (i) Members who are eligible to vote must be "Members in Good Standing" as provided in the Club's Operating Policies and Procedures;
  - (ii) Members are entitled to one vote per member;
  - (iii) 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 such person as may be designated by the board of directors based on the records of the Club and any such determination shall be considered valid and binding upon all affected persons; and
  - (iv) Except as otherwise provided herein or pursuant to the Act, 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 Club or their designate not less than seven (7) clear business days before the meeting.
  - (v) The proxy representative or alternate proxy representative appointed by a Member to represent them or exercise their voting rights at a Members Meeting, may not be a Member who has been declared to be a Member Not in Good Standing by the Board.

## 4.19 Method of Voting

Subject to the methods of voting set out in Section 4.15 above,

- (a) Voting for the election of Directors shall be by way of secret ballot;



# ERIN MILLS SOCCER CLUB

- (b) Voting for all other matters shall be by way of a show of hands, unless a secret ballot is requested by a Member entitled to vote at the meeting; and
- (c) Voting for the Election of Directors may be by way of a show of hands if a Special Resolution is proposed and passed by the Voting Members.

## 4.20 Votes to Govern

At any Meeting of Members, every question shall, unless otherwise provided by the Act, the Articles or the By-laws, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not have a casting vote and the resolution is defeated.

## 4.21 Changing the Method of Voting by Members not in Attendance at a Meeting of Members

Pursuant to the Act, a Special Resolution is required to make any amendment to the By-laws of the Erin Mills Soccer Club to change the method of voting by Members not in attendance at a Meeting of Members.

## ARTICLE 5 BOARD OF DIRECTORS

### 5.1 Number of Directors

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members entitled to vote on such resolution by Special Resolution.

### 5.2 Composition of Board

Unless changed in accordance with the Act, the Articles and the By-laws, the composition of the Board shall include the following:

- (1) President;
- (2) Vice President;
- (3) Treasurer;
- (4) Secretary;
- (5) Three (3) Directors-at-Large identified as Director-at-Large 1 to 3

### 5.3 Eligibility

In order for an individual to be eligible to be elected as a director of the Erin Mills Soccer Club,

- (a) such individual shall not have been an employee of the Erin Mills Soccer Club within the twenty-four (24) month period preceding such individual's nomination or expression of interest for election as a director;
- (b) such individual shall not have been the chair or a member of the nominations committee within the twelve (12) month period preceding such individual's nomination or expression of interest for election as a director;



# ERIN MILLS SOCCER CLUB

- (c) such individual must be a resident of Ontario,
- (d) if the individual is nominated to be an independent director, such individual must meet the eligibility requirements and competencies set out in the Operating Policies and Procedures;
- (e) such individual must satisfy the qualifications for a Director as set forth in the Act. and
- (f) such individual must not be an officer, Director, Coach or Employee of any other soccer organization.

## 5.4 Qualifications

In addition to the qualifications for Directors set out in the Act, each Director shall, at the time of such individual's election or appointment as a Director and throughout the Director's term of office,

- (a) Pass the Erin Mills Soccer Club's Operating Policies and Procedures related to screening individuals who volunteer with the Erin Mills Soccer Club;
- (b) Not be a paid employee, consultant, contractor, or match official of any of (i) the Erin Mills Soccer Club, (ii) a Voting Member, or (iii) Ontario Soccer or Canada Soccer.
- (c) Not be a director or officer of (i) a Voting Member, (ii) any league or club affiliated with either a Voting Member or (iii) Canada Soccer.

## 5.5 Director's Consent to Act

An individual who is elected or appointed as a Director must consent in writing to be a Director in accordance with the Act. A Director who is re-elected or re-appointed as a Director where there is no break in the Director's term of office does not need to consent to act as a director each time such individual is re-elected or re-appointed as a Director.

## 5.6 Nominations

- (a) The Board shall appoint a nominations committee in accordance with Section 8.3 below. The nominations committee shall be responsible for soliciting and evaluating the eligibility of all candidates for election as directors of the Erin Mills Soccer Club in accordance with the Club's Operational Policies and Procedures.
- (b) Nominations for the election of directors from the floor at any Meeting of Members are not allowed.

## 5.7 Election of Directors

- (a) The Directors shall be elected by the Members at each annual Meeting of Members at which an election of directors is required.
- (b) Directors shall be elected on the following rotational basis, based upon the rotation of the election of directors of the by-law in place immediately prior to the Effective Date:
  - (i) The Vice-President, the Secretary, and the Director-at-Large 1 shall be elected in the first year of the rotation;
  - (ii) The President and Director-at-Large 2 shall be elected in the second year of the rotation;
  - (iii) The Treasurer and Director-at-Large 3 shall be elected in the third year of the rotation



# ERIN MILLS SOCCER CLUB

- (c) The election of directors shall take place based on each position to be filled on the Board in accordance with the rotation set out in Section 5.7(b).
- (d) A candidate shall be declared elected as a Director when the candidate receives a majority of votes cast. If no candidate is declared elected, the candidate receiving the lowest number of votes and any candidate(s) receiving less than ten (10%) percent of the total vote shall be removed from the ballot, and the vote repeated until such time as a candidate is elected. If there is only one candidate nominated for a particular position on the Board, that candidate shall be elected by acclamation.

## 5.8 Term of Office and Number of Terms

- (a) Each Director shall be elected to hold office until the third annual meeting after such Director is elected, at which time, each such Director shall retire as a Director but, if qualified, shall be eligible for re-election.
- (b) There is no limit to the number of consecutive terms a Director may serve as long as such individual remains qualified pursuant to the Act, the Articles and the By-laws.

## 5.9 Incumbent Directors

If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

## 5.10 Automatic Vacation of Office

The office of a Director shall automatically be vacated when

- (a) the Director dies;
- (b) the Director resigns in accordance with the Act and Section 5.11 below;
- (c) the Director no longer meets the eligibility requirements set out in Section 5.3 above or no longer fulfils all of the qualifications to be a Director set out in Section 5.4 above, as determined in the sole discretion of the Board;
- (d) the Director has not consented in writing to hold the office of a Director, despite being requested to so by the Board, within a reasonable period of time after such individual's election or appointment as a Director;
- (e) the Director is removed from office by the Members in accordance with Section 5.12 below or
- (f) the Director violates any provision of the Articles, By-laws or Operating Policies and Procedures (including any ethics statement), as determined in the sole discretion of the Board.

Where an individual automatically vacates the office of a Director for one or more reasons set out in subsection 5.10(c) to subsection (f), the Board shall pass a resolution to (i) acknowledge such vacation of office and (ii) confirm the effective date of such vacation of office. In addition, the Erin Mills Soccer Club shall provide written confirmation to the individual in question confirming the reason for and effective date of such vacation of office.



# ERIN MILLS SOCCER CLUB

## 5.11 Effective date of Resignation of Director

A resignation of a Director becomes effective at the time a written resignation is sent to the Erin Mills Soccer Club or at the time specified in the resignation, whichever is later.

## 5.12 Removal of Director

Subject to the Act, the Members may by Ordinary Resolution at a Special Meeting of Members remove any Director from office before the expiration of the Directors' term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by appointment by the Board.

## 5.13 Filling Vacancies

In accordance with and subject to the Act and the Articles, a vacancy among the directors however caused may be filled only by a vote of the Voting Members in Good Standing, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles. Notwithstanding the foregoing, if the vacancy has arisen from a failure of the Members to elect the number or minimum number of Directors provided for in the Articles, the Board shall forthwith call a special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. If a Special Meeting is not called for this purpose, the Board may appoint a Director provided that any such nominee satisfies the qualifications set forth in Section 5.3 above. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

## ARTICLE 6 MEETINGS OF DIRECTORS

### 6.1 Calling of Meetings of the Board

Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time.

### 6.2 Notice of Meetings of the Board

- (a) Notice of the time and, if applicable, place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.1 of this By-law to every Director of the Erin Mills Soccer Club not less than seven (7) days before the time when the meeting is to be held.
- (b) If the meeting of the Board is to be held completely or partly by telephonic or electronic means, the notice for such meeting must include instructions for attending and participating in such meeting and, if applicable, instructions for voting at such meeting.
- (c) Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- (d) Notice of an adjourned meeting is not required if all of the following are announced at the time of adjournment: (i) the time of the continued meeting, (ii) if applicable, the place of the continued meeting, and (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.



# ERIN MILLS SOCCER CLUB

- (e) Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting.
- (f) For the first meeting of the Board to be held following the election of Directors at an annual Meeting of Members, no notice of such meeting needs to be given in order for the meeting to be duly constituted, provided a quorum of the Directors is present.

## 6.3 Chair of Board Meetings

The President of the Erin Mills Soccer Club shall chair all meetings of the Board. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) shall be the Chair of the meeting.

## 6.4 Board Meeting With New Directors

For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the Director(s).

## 6.5 Regular Meetings of the Board of Directors

The Board shall meet monthly. The Board may appoint a day or days in any month or months for regular meetings of the Board at an hour and, if applicable, place to be named. A copy of any resolution of the Board fixing the time and, if applicable, place of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 34(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

## 6.6 Number of Meetings

The Board will hold at least six (6) meetings per year.

## 6.7 Participation at Meetings by Telephone or Electronic Means

A Director may, in accordance with the Act and the Regulations, participate in a meeting of the Board by means of a telephonic, electronic or other communications facility that permits all participants to communicate with each other simultaneously and instantaneously during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at the meeting.

## 6.8 No Alternate Directors

No person shall act for an absent Director at a meeting of directors.

## 6.9 Quorum

Subject to the Act or the Articles, a majority of the number of Directors elected or appointed according to Section 5.7 shall constitute a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person or by telephonic or electronic means.



# ERIN MILLS SOCCER CLUB

## 6.10 Votes to Govern at Meetings of the Board

Each Director has one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not have a casting vote and the question and/ or resolution is defeated.

## 6.11 Closed Meetings

Meetings of the Board will be closed to Members and the public except by invitation of the Board.

## 6.12 Confidentiality

Every Director shall respect the confidentiality of matters brought before the Board or before any committee of the Board.

## ARTICLE 7 OFFICERS

### 7.1 Composition

The Officers of the Erin Mills Soccer Club shall be the President of the Board, Vice-President of the Board, Secretary, and Treasurer.

### 7.2 Term

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.

### 7.3 Duties of Directors

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the officers of the Erin Mills Soccer Club, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) President – Serves as the Chair of the Board and shall be a Director and shall be elected in accordance with the provisions of section 5.7. The President shall not hold the position of Secretary at the same time as the position of President. The President shall, when present, preside at all meetings of the Board and of the Members. The President will be an official spokesperson of the Erin Mills Soccer Club. The President will oversee and supervise, if applicable, the most senior staff member and will perform such other duties as may from time to time be established by the Board.
- (b) Vice-President – Serves as the Vice-President and shall be a Director and shall be elected in accordance with the provisions of section 5.7. The Vice-President shall not hold the position of Secretary at the same time as Vice-President of the Board. If the President is absent or is unable or refuses to act, the Vice-President shall, when present, preside at all meetings of the Board and of the Members. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President. The Vice-President will perform such other duties as may from time to time be established by the Board.



# ERIN MILLS SOCCER CLUB

- (c) Secretary – The Secretary shall be elected in accordance with the provisions of section 5.7 and may not be the President or Vice-President of the Erin Mills Soccer Club. The Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Erin Mills Soccer Club’s minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor (or person appointed to conduct a review engagement of (the Erin Mills Soccer Club) and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Erin Mills Soccer Club.
- (d) Treasurer – The Treasurer shall be a Director appointed by the Board and may not be the President or Vice-President of the Erin Mills Soccer Club. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Erin Mills Soccer Club; whenever required, the Treasurer shall render to the Board an account of all such person’s transactions as Treasurer and of the financial position of the Erin Mills Soccer Club.

Standard of Care – Every Director will:

- (e) Act honestly and in good faith with a view to the best interests of the Corporation; and
- (f) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **Powers of the Board**

### **7.4 Powers of the Corporation**

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

### **7.5 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) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- (e) Determine registration procedures, approve membership fees, and determine other registration requirements;
- (f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- (g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;





# ERIN MILLS SOCCER CLUB

- (h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- (i) Perform any other duties from time to time as may be in the best interests of the Corporation.

## 7.6 Vacancy in Office

- (a) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer by way of an extraordinary resolution, provided proper notice of the board meeting was given to the affected party. Unless so removed, an Officer shall hold office until the earlier of:
  - (i) the expiry of the Officer's term of office,
  - (ii) the Officer's successor being appointed,
  - (iii) the Officer's resignation,
  - (iv) such Officer ceasing to be a Director (if a necessary qualification of appointment) or
  - (v) such Officer's death.
- (b) If the office of any Officer shall be or become vacant, the Directors may, by resolution, appoint an individual to fill such vacancy.

## ARTICLE 8 COMMITTEES

### 8.1 Appointment of Committees

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

### 8.2 Standing Committees

The Board will have the following standing committees:

- (a) Finance and Audit Committee
- (b) Governance Committee
- (c) Human Resources Management (HRM) Committee
- (d) Nominations Committee

### 8.3 Standing Committee Chairs

As required, the Board will appoint Chairs of the standing committees to serve terms of up to three (3) years. The Standing Committees will have the following roles:

- (a) The Finance and Audit Committee will be responsible for the financial oversight of the Corporation, including: audit management, financial reporting to membership & oversight, short-term budget oversight, long-term financial planning, and financial risk management.



# ERIN MILLS SOCCER CLUB

- (b) The Governance Committee will be responsible for by-laws, policy and rules and regulations oversight, including: By-laws review, annual general meeting management, board nominations, board governance education and development, and policy oversight and management.
- (c) The HRM Committee shall be responsible for the human resources (HR) oversight of the Corporation, including: HR Budget oversight, Management succession planning oversight, Senior Staff recruitment, and HR Policy approval and oversight.
- (d) The Nominations Committee shall be responsible for the recruitment and review of Board of Director applications. The search for qualified individuals will aim to reflect diversity.

## 8.4 Special Committees

The Board will establish Special Committees to undertake specific tasks or projects that are to be completed within a defined period of time. Such committees will be dissolved after the tasks or projects are completed.

## 8.5 Removal

The Board may remove any member of any Committee or any Committee by way of Ordinary Resolution.

## 8.6 Debts

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

## ARTICLE 9 INDEMNIFICATION AND INSURANCE

### 9.1 Will Indemnify

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

### 9.2 Will Not Indemnify

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

- (a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

### 9.3 Insurance

The Corporation will, at all times, maintain in force such Directors and Officers liability insurance in an amount commensurate with the potential risk related to the business, affairs and operations of the Corporation.

Except as provided in section 46 of the Act, every director and officer of the Erin Mills Soccer Club, every former director or officer of the Erin Mills Soccer Club or a person who acts or acted at The Erin Mills Soccer Club's request as a director or officer of a body corporate of which the Erin Mills Soccer Club is or was a shareholder or creditor,



# ERIN MILLS SOCCER CLUB

## ARTICLE 10 GENERAL MATTERS

### 10.1 Written Notice

In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

### 10.2 Date of Notice

Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked

### 10.3 Error in Notice

The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

## ARTICLE 11 DISSOLUTION

### 11.1 Dissolution

The Corporation may be dissolved in accordance with the Act.

### 11.2 Assets

Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to clubs or organizations supporting or promoting soccer in Ontario, with the exception that the organization's assets and property held or acquired from the proceeds of licensed lottery events (i.e., lottery trust accounts or property purchased with lottery proceeds) will be distributed to charitable organizations that are eligible to receive lottery proceeds in Ontario.

## ARTICLE 12 FUNDAMENTAL CHANGES

### 12.1 Fundamental Changes

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

- (a) Change the Corporation's name;
- (b) Add, change or remove any restriction on the activities that the Corporation may carry on;
- (c) Create a new category of Members;
- (d) Change a condition required for being a Member;
- (e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- (f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- (g) Add, change or remove a provision respecting the transfer of a membership;



# ERIN MILLS SOCCER CLUB

- (h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- (i) Change the purposes of the Corporation;
- (j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- (k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- (m) Add, change or remove any other provision that is permitted by the Act.

## ARTICLE 13 ARTICLE XIII - ADOPTION OF THESE BY-LAWS

### 13.1 Ratification

These By-laws were ratified by the Members of the Corporation at a meeting of Members duly called and held on January 28, 2024.

### 13.2 Repeal of Prior By-Laws

In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

## ARTICLE 14 AMENDMENTS

### 14.1 Amendment to Articles

The Articles may only be amended if the amendment is confirmed by a Special Resolution. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

### 14.2 By-laws and Effective Date

- (a) Subject to the Act and the Articles,
  - (i) the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Erin Mills Soccer Club.
  - (ii) any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members confirming such By-law, amendment or repeal.
  - (iii) the Voting Members may make a proposal to make, amend or repeal a by-law in accordance with the Act.
- (b) In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by the Members by Special Resolution.
- (c) Previous By-laws - All previous By-laws of the Erin Mills Soccer Club are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the By-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to their repeal.



# ERIN MILLS SOCCER CLUB

**ENACTED** by the Board as of the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

\_\_\_\_\_  
President (signed)

\_\_\_\_\_  
Secretary (signed)

**CONFIRMED** by the Members as of the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_.

\_\_\_\_\_  
Secretary (signed)

