

**ELGIN-MIDDLESEX SOCCER ASSOCIATION
BY-LAWS
(Amended September 28th, 2025)**

ARTICLE 1 - NAME

1.1 Name - The name of this organization shall be the Elgin-Middlesex Soccer Association, hereinafter referred to as the Association, which shall be affiliated with Ontario Soccer.

ARTICLE 2 – OBJECTIVES

2.1 Objectives - To promote, develop and govern the game of soccer, both indoor and outdoor, in the Counties of Bruce, Huron, Norfolk, Oxford, Elgin and Middlesex and elsewhere as stipulated by Ontario Soccer.

ARTICLE 3 - AFFILIATION

3.1 Affiliation - The Association shall be a Member of and shall follow the published Rules of Ontario Soccer unless a Request to Deviate has been submitted and approved by Ontario Soccer. The Association is subject to the Published Rules in declining order of authority of the following governing bodies:

- a) Canada Soccer;
- b) Ontario Soccer;
- c) Elgin Middlesex Soccer Association (EMSA)

ARTICLE 4 - REGISTERED OFFICE

4.1 Registered Office - The Registered Office shall be within the boundary of the District in the Province of Ontario and the municipality of Elgin-Middlesex.

ARTICLE 5 - DEFINITIONS

5.1 Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the Ontario Not-for-Profit Corporations Act, 2010 and its regulations made under it, as amended or re-enacted time to time.
- b) *Articles* – the instrument that incorporates the Association or modifies its incorporating instrument, including articles of in Association, restated articles of in Association, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special act.
- c) *Association* - Elgin-Middlesex Soccer Association
- d) *Auditor* – an individual, partnership, or Association appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual Meeting in accordance with the Act.
- e) *Board* – the Board of Directors of the Association.
- f) *Days* – days including weekends and holidays.
- g) *Director* - an individual elected or appointed to service on the Board pursuant to these By-laws.
- h) *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.

- i) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
- j) *Officer* – an individual elected or appointed to serve as an Officer of the Association pursuant to these By-laws.
- k) *Ordinary Resolution* – a resolution that is (i) submitted to a meeting of the Board or the Members of the Association and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) consented to by each Member of the Association entitled to vote at a meeting of the Members of the Association or by the Member's attorney.
- l) *Special Resolution* – a resolution that is (i) submitted to a special meeting of the Members of the Association 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, or (ii) consented to by each Member of the Association entitled to vote at a meeting of the Members of the Association or by the member's attorney.

ARTICLE 6 - MEMBERSHIP

6.1 Membership - The Association shall be composed of the following categories of Members:

- a) Active Membership shall be open to all properly constituted clubs.
- b) Associate Membership shall be open to competitive leagues, recreational leagues, schools, colleges and university leagues, referees', coaches and trainers' organizations.
- c) EMSA Youth Local League Associate Membership shall be open only to Clubs wanting to have players registered in the EMSA Youth Local League. The following restrictions apply to EMSA Youth Local League Associate Membership:
 - i. All players from the EMSA Youth Local League Associate Member Clubs taking part in the EMSA Youth Local League must be registered to the EMSA Tier 3 Club.
 - ii. EMSA Youth Local League Associate Member will not be permitted to reflect the regular EMSA, Ontario Soccer or Canada Soccer logos on their website, published documents or social media forums.
 - iii. Annual membership fee for this EMSA Youth Local League Associate Membership will be determined by the Board of Directors.
 - iv. Player fees and team fees for Active Members will be applicable to the EMSA Youth Local League Associate Membership

6.2 Life Membership - An individual may be granted Life Membership in accordance with published rules.

6.3 Duration - Unless otherwise determined by the Board, membership with the Association begins as described below and ends when the member resigns or is terminated from membership.

6.4 Application for Membership - The Board shall approve or deny applications for Membership in accordance with published rules. The Board may remove Members in accordance with published rules and policies considering the following:

- a) The expiration of the Member's membership, unless renewed in accordance with these By-laws;
- b) The Member fails to maintain any of the qualifications or conditions of membership described in these By-laws;
- c) Resignation by the Member by giving written notice to the Association;
- d) Dissolution of the Association;
- e) The Member's death; or
- f) Upon at least fifteen (15) days' prior written notice to a Member, the Board may pass a resolution authorizing disciplinary action in respect of such Member or the termination of such Member's membership. The notice shall set out the reasons for the proposed disciplinary action or termination of membership. The Member receiving such notice shall be entitled to give the Board a written submission opposing the proposed disciplinary action or termination of membership not less than five (5) days before the end of the 15-day period. The Board shall consider any written submission made by the Member before making a final decision regarding action or termination of membership.

6.5 Annual Fees - Annual Membership Fees shall:

- a) Be recommended by the Board
- b) Consist of a levy on each player registered with a Member Club and a levy on each Associate Member.
- c) Teams registered with other Districts Associations, playing-in affiliated leagues shall pay an annual fee as set by the Board
- d) All fees shall be paid in accordance with published rules

ARTICLE 7 – MEETINGS OF THE MEMBERS

7.1 Annual Meeting - The Association will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Association's fiscal year end. Any Member, upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any).

7.2 Order of Business - Annual Meeting Order of Business:

- a) Roll Call and Report of Credentials Committee
- b) Minutes of previous Annual General Meeting
- c) President's Address
- d) Secretary's Report
- e) Treasurer's and Auditor's Reports, Budget and the Appointment of Auditors
- f) Registration and Membership Fees
- g) Committee Reports
- h) Correspondence
- i) By-Law Amendments
- j) Election of Board Members
- k) New Business
- l) Adjournment

7.3 Special Meeting - A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

7.4 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:

- a) Receipt of the agenda;
- b) Receipt of the minutes of the previous Annual Meeting and subsequent Special Meetings (if any);
- c) Reports;
- d) Consideration of the financial statements;
- e) Report of the auditor or person who has been appointed to conduct a review engagement (if any);
- f) Reappointment or appointment of the auditor or person who has been appointed to conduct a review engagement for the coming year (if any) and to fix the remuneration of the auditor or authorize the Board to fix such remuneration;
- g) Election of Directors; and
- h) Such other business or special business as may be set out in the notice of meeting which will include the nature of the business in sufficient detail to permit a Member to form a reasoned judgement on the business and the text of any Special Resolution to be submitted at the meeting.

7.5 Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Association makes such means available. A person participating in a meeting is deemed to be present at the meeting. The Board or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

7.6 Notice – Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing and Directors at least ten (10) days and not more than fifty (50) days prior to the date of the meeting and the notice will state the date, time, place and general nature of the business to be conducted at the meeting. Notwithstanding the foregoing provisions of this Section, a notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or other electronic means. If a person may attend a meeting of the Members by telephonic or other electronic means, the notice of the meeting must include instructions for attending and participating in the 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.

- 7.7 Waiver of Notice – A meeting of Members may be held at any date, time and place without notice if all Members are present (unless a Member 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) or if not present, either before or after the meeting, waive notice or otherwise consent in writing or by any electronic means, to such meeting being held, and at such meeting any business may be transacted which the Association may transact at any meeting of Members, provided that the requirements respecting quorum are met.
- 7.8 Error or Omission in Giving Notice – No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.
- 7.9 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 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 resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.
- 7.10 Adjournments – Any meeting of the Members may be adjourned to any date, time and (if applicable) place, and from time to time, and any business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place provided that a quorum is present at the opening of such adjourned meeting. Notice of an adjourned meeting of the Members is not required if the date, the time and (if applicable) the place of the adjourned meeting and, if applicable, instructions for attending and participating in the adjourned meeting by the telephonic or electronic means that will be made available for that adjourned meeting, including, if applicable, instructions for voting by such means at that adjourned meeting, are announced at the original meeting. Notwithstanding the foregoing, if a meeting of the Members is adjourned by one or more adjournments for an aggregate of 30 days or more, the Association shall give notice of the meeting that continues the adjourned meeting beyond that 30-day period in accordance with these By-laws.
- 7.11 Attendance – The only persons entitled to attend a meeting of the Members are the Members, the Directors and Officers, and staff of the Association, the auditors of the Association (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present provided that such other persons will not have the right to speak except on the invitation of the Chair of the meeting or the consent of the meeting.
- 7.12 Chair – The President will be the Chair of all meetings of Members unless another individual is designated by the Board.

Voting

- 7.13 Voting - A Member shall be entitled to:
- a) Each Active Member shall be entitled to one (1) delegate vote for the first \$400.00 (or part thereof) of that member's player registration fees retained by the Association. Plus,

one (1) vote for each \$500.00, or part thereof, after the first \$400.00 of the member's player registration fees retained by the Association. Active Members will have all their votes cast whether it is represented by one or all of its delegates, but not by any other person, or a delegate of any other Member.

- b) An Associate Member shall be entitled to one vote.
- c) EMSA Youth Local League Associate Member will have no voting privileges, nor will they be able to access any programs or services offered by Ontario Soccer or in part offered by EMSA.
- d) A Life Member shall be entitled to speak but may not sit as a delegate.
- e) A Director is not a Member but shall be entitled to speak and may not sit as a delegate.

7.14 Quorum - Quorum at any meeting of the Members is 51% of the voting members present.

7.15 Proxy Voting - Proxy voting and absentee voting are not permitted.

7.16 Record Date for Voting – The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set, the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

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

- a) The Association has made available a procedure that permits voting by mail, telephonic, or electronic means; and
- b) The votes may be verified as having been made by the Member entitled to vote.

7.18 Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member. The Chair of the meeting declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

7.19 Majority of Votes – Except as otherwise provided in these By-laws or required by the Act, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

7.20 Resolutions in Writing – Any resolution signed by all the voting Members is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Members and delivered or transmitted by any electronic means to the Association shall be deemed to be duly signed by such Members.

7.21 Chair - The President (or a designate such as a Parliamentarian, appointed by the President) shall preside at all meetings of the Members of the Association, and in their absence the Vice-President shall take the chair. The absence of both of those officers shall require the selection of a Director as the Presiding Officer.

7.22 Delegates - Members will appoint in writing (inclusive of electronic notice) to the Association, seven (7) days prior to the meeting of Members, the name of the Delegate(s) to represent the Member. Delegates must be at least 18 years of age, of sound mind, and be acting as the Member's representative. Delegates have only one vote and may not vote by proxy.

ARTICLE 8 - FINANCE

8.1 Fiscal Year - The accounts of the Association shall be audited annually, following the end of the fiscal year on May 31.

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

8.3 Removal – The Members may, by Ordinary Resolution at a special meeting of the Members duly called for that purpose, remove any Auditor of the Association before the expiration of its term of office and shall, by Ordinary Resolution at that meeting, appoint another Auditor in its stead for the remainder of its term.

8.4 Remuneration – The Members shall fix the remuneration of the Auditor or authorize the Board to fix such remuneration. The remuneration of an Auditor appointed by the Board shall be fixed by the Board.

8.5 Annual Financial Statements - The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Association of the last fiscal year of the Association but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than ten (10) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report or review engagement (if any); and
- c) Any further information respecting the financial position of the Association

8.6 Dissolution – Upon dissolution of the Association and after payment of all debts and liabilities, its remaining property or part thereof shall be distributed or disposed of to not-for-profit or charitable organizations which carry on their work solely in Ontario, as determined by the Board of Directors.

ARTICLE 9 - BOARD

9.1 Directors - The business of the Association shall be conducted by the Board of Directors which shall consist of the President and six (6) Director-at-Large positions.

9.2 Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Not be a paid employee of the Association;
- c) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- d) Have not been declared incapable by a court in Canada or in another country; and
- e) Not have the status of bankrupt.

9.3 Eligibility of President – a candidate for President will have completed a minimum of one (1) year as a director of the Association. If no candidate meets this eligibility requirement, any individual may be elected President.

9.4 Elections - At Annual Meetings held in even numbered years the President and three (3) Directors-at-Large shall be elected by ballot for a two-year term.

9.5 Elections - At Annual Meetings held in odd numbered years three (3) Directors-at-Large shall be elected by ballot for a two-year term.

9.6 Elections – Elections for Director positions will be decided by the Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes and an Ordinary Resolution will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, additional vote(s) will be conducted between the tied nominees until a winner is declared.

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

9.8 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is found to be incapable of managing property by a court or under Ontario law;
- c) The Director does not meet the eligibility requirements for election as a Director within fourteen (14) days of being elected;

- d) The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;
- e) The Director is found by a court to be incapable;
- f) The Director becomes bankrupt; or
- g) The Director dies

9.9 Removal - An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

9.10 Appointment - Should a vacancy occur among the Board; the Board may appoint a person to fill the vacancy for the duration of the term remaining for that position.

9.11 Directors Consent - An individual who is elected or appointed to be a Director must register with the Association as a Director, must sign all required documents presented by the Association, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office,

9.12 Post-Election Eligibility – An elected Director who does not meet the eligibility requirements for election as a Director will have fourteen (14) days to become eligible for the position or will be removed as a Director of the Association.

9.13 Conflict - Any person elected to the Board shall cease to have any active involvement with any soccer club or soccer organization, within EMSA jurisdiction, within one (1) month of their election to the Board. Active involvement in an organization shall mean: Any position of authority, executive committee member, or any position that allows the individual to make decisions on behalf of that organization. A paid position within any soccer club or soccer organization shall not be considered a position of authority or decision maker

9.14 Nominations - Nominations for Director positions must be received in writing 30 days prior to the AMM or SMM (if necessary). Individuals may nominate themselves. A list of eligible nominees will be published 15 days prior to the AMM or SMM. Nominees can provide a resume and or a letter of position that will be posted 15 days prior to the AMM or SMM.

9.15 No Nominations - In the event that no nominations are received or accepted for a position the incumbent Director may serve until the next meeting of the Members or, should the incumbent Director resign from their position, the Board may appoint a suitable individual to fill the vacant position.

9.16 Election of Officers - At the first meeting of the Board following the election of Directors, the Directors will elect the following Officers from among their number for whichever Officer positions are vacant:

- a) Vice President
- b) Secretary
- c) Treasurer

9.17 Term - The term of the Officers will be at the discretion of the Board. Officers may be elected for a one-year term, a two-year term, or a term that expires when the individual's term as a Director expires (or when the Director is removed from or vacates their position).

9.18 Election of Officers - Directors may nominate themselves for any Officer position. Elections will begin with the election for Vice President. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required

9.19 Multiple Positions - With the exception of the position of President, a Director may hold multiple Officer positions.

9.20 Removal - An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. Removal from an Officer position does not automatically mean the individual is removed from their Director position (when applicable).

9.21 Appointment - Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

Meetings of the Board

9.22 Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President or by written requisition of at least three (3) Directors.

9.23 Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. Notice served by mail will be sent at least ten (10) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Association.

9.24 Number of Meetings – The Board will hold at least six (6) meeting per year.

- 9.25 Quorum – At any meeting of the Board, quorum will be fifty percent (50%) of the Directors holding office but never less than the minimum number of Directors listed in the Articles.
- 9.26 Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless at least one (1) Director present requests a secret ballot. Resolutions will be passed by Ordinary Resolution. In the case of a tie, the resolution is defeated.
- 9.27 No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.
- 9.28 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. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Directors and delivered or transmitted by any electronic means to the Secretary shall be deemed to be duly signed by such Directors.
- 9.29 Attendance at Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board. The only people entitled to attend meetings of the Directors will be the Directors and others who are entitled or required under any provision of the Act.
- 9.30 Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Association consent, participate by telephonic or electronic means provided that all participants are able to adequately communicate with each other simultaneously during the meeting.

Duties of Directors

- 9.31 Standard of Care – Every Director will:
- a) Act honestly and in good faith with a view to the best interests of the Association; and
 - b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Powers of the Board

- 9.32 Powers of the Association – Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Association and may delegate any of its powers, duties, and functions.
- 9.33 Empowered – The Board is empowered, including but not limited to:
- a) Make policies and procedures or manage the affairs of the Association for the purpose of furthering the objects and purposes of the Association 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 Association 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 Association;
- e) Appoint Key Volunteers with duties and responsibilities as described by the Board;
- f) Determine registration procedures, determine membership fees, and determine other registration requirements;
- g) Enable the Association to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Association;
- h) Make expenditures for the purpose of furthering the objects and purposes of the Association;
- i) Invest funds for the purpose of furthering the objects and purposes of the Association;
- j) Manage the Association's assets and resources expenditures for the purpose of furthering the objects and purposes of the Association;
- k) Borrow money upon the credit of the Association as it deems necessary in accordance with these By-laws; and
- l) Perform any other duties from time to time as may be in the best interests of the Association.

Conflict of Interest

9.34 Disclosure – The Association will include a declaration of conflict of interest as a standing agenda item of all meetings of the Directors and the committees of the Association.

9.35 Conflict of Interest – A Director, Officer or member of a committee who has an interest, who may be perceived as having an interest in, or is a party to, a proposed contract or transaction with the Association, or has knowledge that their partner or relative has an interest, directly or indirectly, in any contract, transaction, proposed contract or transaction under consideration by the Association will:

- a) Declare the nature and extent of the interest as soon as possible and not later than the meeting at which the matter is first considered (or if such interest arose after the meeting at which the matter is first considered, not later than the first meeting after such interest arose);
- b) Refrain from taking part in any discussion or vote related to the matter; and
- c) Withdraw from any meeting at which the matter is being discussed, during the period of such discussion.

9.36 Failure to Declare – Where the Board is of the opinion that a conflict of interest exists that has not been declared, the Board may declare, by an Ordinary Resolution present at the meeting, that a conflict of interest exists and in each such case the provisions of subsections (b) and (c) of the above Section shall apply as if the individual had declared the interest.

9.37 Effect of Disclosure – A Director, Officer or member of a committee who has declared their interest in a contract or transaction or a proposed contract or transaction (or the Board has so declared pursuant to the above Section) and who has not voted in respect thereof shall not be accountable to the Association, or its creditors, for any profit realized from the contract and

the contract is not voidable by reason only of such Director, Officer or member of a committee holding that office or of the fiduciary relationship established thereby.

ARTICLE 10 - DUTIES OF THE BOARD

- 10.1 President - The President shall preside at all Annual and Special meetings of the Members and Board Meetings of the Association. The President will act as spokesperson for the Association and be a signing officer.
- 10.2 Vice-President - The Vice-President shall be the senior officer next to the President and shall be a signing officer and have such other duties as prescribed by the Board.
- 10.3 Secretary - The Secretary shall be responsible for the administration of the business of the Association and be a signing officer. The Secretary shall keep the minutes of all Board and General Meetings of the Association and have such other duties as prescribed by the Board.
- 10.4 Treasurer - The Treasurer shall be responsible for the fiscal affairs of the Association and shall be bonded in an amount set by the Board and be a signing officer.
- 10.5 Directors-at-Large - The Directors-at-Large shall have such duties as prescribed by the Board.
- 10.6 Appointments - The Board of Directors will review on an annual basis all appointments made to ad hoc, other committees, or positions that have been established by the board

ARTICLE 11 – COMMITTEES

- 11.1 Committees - The Association may constitute such Committees, as it deems necessary to ensure the efficient administration of its affairs. The President shall be, ex-officio, a Member of all Committees.

ARTICLE 12 – DISCIPLINE & APPEALS

- 12.1 Dispute Resolution - The Association shall adhere to the Dispute Resolution process as published and approved by Ontario Soccer from time to time. Any Member of the Association may initiate the Dispute Resolution process by communicating in writing to Ontario Soccer, with a copy to the Association, the nature and facts of the dispute. Ontario Soccer, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute or the Association may manage the discipline process per its own policies. The Association shall make available to any Member the Dispute Resolution process when requested.
- 12.2 Process - The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
- 12.3 Appeal - Any Member or registrant of the Association directly affected by a decision of the Association may appeal such decision. The denial or termination of Membership in the Association may be appealed by a non-Member. A decision of the Association may be appealed to Ontario Soccer. The appeal shall be conducted in accordance with Ontario

Soccer's Governing Documents. 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 or administrator position within the Association's operations, except where the selection, appointment revocation process outlined in the Association's published rules has not been followed.

- 12.4 Penalties - The Association reserves the right to impose fines, fees, bonds and/or penalties with respect to the misconduct of a registrant, including, cancelling the registrant's membership and/or refusing future registration with the Association.

ARTICLE 13 - CLUB

- 13.1 Club - A Club is a governing organization that:
- a) Is immediately subordinate to the District Association within whose jurisdiction the Club has located its headquarters.
 - b) Organizes teams in accordance with published rules.
 - c) May operate Club leagues in accordance with published rules.

ARTICLE 14 - LEAGUE

- 14.1 League - A League is a governing organization that;
- a) Is immediately subordinate to the District Association, which delegates it the right to operate.
 - b) Controls its teams, for league operation only, in accordance with published rules.

ARTICLE 15 - LAWS OF THE GAME

- 15.1 Laws of the Games - The Association will support and maintain the principles of The Laws of the Game as established by the International Football Association and recognized by FIFA, except as provided herein to accommodate differences in climatic condition, genders or age.
- 15.2 Changes - Changes will come into effect immediately following their adoption by Ontario Soccer.

ARTICLE 16 - OTHER REGULATIONS

- 16.1 Competitions - The Association may run Cup Competitions, All-Star or charity games which will take precedence over all other competitions within the jurisdiction of the Association, except those arranged by Ontario Soccer or the Canadian Soccer Association.
- 16.2 Rules and Regulations - The Association may make such miscellaneous Rules and Regulations as may be deemed necessary to promote, develop, and govern the game of soccer.
- 16.3 Regulatory Measures - The Association may impose such other regulatory measures, as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction.

16.4 Violation - No such regulation may violate the individual's rights and freedom of any other individual and to ensure the basic structure of the game.

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

ARTICLE 17 - AMENDMENTS

17.1 These By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b) 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 thirty (30) days' notice. The new, amended, or repealed By-law 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.

17.2 All proposed amendments to the By-Laws must be received by the Association in writing not less than 30 days prior to the Annual Meeting or a Special Meeting called for that purpose.

ARTICLE 18 – FUNDAMENTAL CHANGES

18.1 A Special Resolution of all Members) is required to make the following fundamental changes to the Articles of the Association. Fundamental Changes are defined as follows:

- a) Change the Association's name;
- b) Add, change or remove any restriction on the activities that the Association may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the Association;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Association 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 19 ADOPTION OF THESE BY-LAWS

19.1 Ratification – These By-laws were ratified by the Members of the Association at a meeting of Members duly called and held on September 28th ,2025.

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