

MALTON SOCCER CLUB

Constitution and By-laws

The Constitution of

MALTON SOCCER CLUB 2006

1.1 The name of the Organization is " MALTON SOCCER CLUB " hereinafter referred to as the "CLUB "

1.2 PURPOSE

1.2.1 A not-for-profit organization, the Club shall be carried on for the purpose of developing soccer talents and promoting soccer awareness, and providing such social and community services as is possible, among residents of Mississauga, and the Malton community in particular, and for the betterment of Canada, without personal gain for its members.

1.2.2 The affairs of the Club shall be governed by and conducted in accordance with the all government statues, rules and regulations of the appropriate soccer governing associations and the by-laws, rules and regulations of the Club.

1.3 OBJECTIVES

1.3.1 To foster, promote and teach soccer in the City of Mississauga, and in particular the community of Malton to children and adolescents and to provide a maximum opportunity for all eligible individuals to participate, develop, advance and excel in playing soccer.

1.3.2 To develop community spirit and encourage sportsmanship and good fellowship among all participants and to the betterment of their physical and social well being.

1.3-3 To develop, organize and control Club League and District League team competition throughout the area of operation.

1.3.4 To sponsor and promote such athletic, social and other activities as may contribute to the finances of the organization.

1.4 HEAD OFFICE

- 1.4.1 The Organizations principal office shall be fixed and located at such place as the Board of Directors, herein called the "Board", shall determine. The Board is granted full power and authority to change said principal office from one location to another. Other offices may be established at any time by the Board at any place or places they may designate.

1.5 SEAL

- 1.5.1 SEAL. The seal an impression of which is stamped in the margin hereof, shall be the seal of the Organization.
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The By-laws of

MALTON SOCCER CLUB

Here, set forth in numbered clauses, are the By-laws for the matters referred to in the *Corporations Act*, R.S.O. 1990, chap. C. 38 and any other Bylaws.

INTERPRETATION

- 1.6 **Definitions** : In this By-law, unless the context otherwise specifies or requires:
- 1.6.1 **Act** : means the *Corporations Act*, R.S.O. 1990 chap. 38 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Organization to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
 - 1.6.2 **By-law**: means any By-law of the Organization from time to time in force and effect;
 - 1.6.3 **Letters Patent**: means the Letters Patent and any supplementary Letters Patent of the Organization;
 - 1.6.4 **Regulations**: means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Organization to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations;
 - 1.6.5 **Special Resolution**: means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the members of the Organization duly called for that purpose or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting.
- 1.7 **Interpretation** : This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:
- 1.7.1 All terms which are contained in the By-laws of the Organization and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations;
 - 1.7.2 Words importing the singular number only shall include the plural and vice versa; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons;
 - 1.7.3 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.
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1.8 GENERAL MEETINGS OF MEMBERS

- 1.8.1 The Annual General Meeting (AGM) of the Organization shall be held each year on the last Thursday of October. If circumstances prevent the holding of the Annual General Meeting as specified above, the by-laws shall allow a grace period of sixty (60) days. In no event shall the Annual General Meeting be postponed beyond December thirty first of the current year.
- 1.8.2 Every general meeting, other than an Annual General Meeting, is a Special General Meeting.
- 1.8.3 The Board of Directors, when they see fit, convene a Special General Meeting.
- 1.8.4 A Special General Meeting may be called by order of the Board of Directors.
- 1.8.5 By the President upon receipt of a signed written request from at least twenty-five (25) Members. Such requests must state the reason for the Special General Meeting within twenty-one (21) days of the date the request was received.
- 1.8.6 A Special General Meeting may not amend the Constitution nor may it impeach the Board of Directors nor may it make any decision binding on the Board of Directors.
- 1.8.7 A Special General Meeting called for the specific purpose or reason must confine itself to the business for which it was called.
- 1.8.8 The President shall preside at the Special General Meeting or in his/her absence the Vice-President shall preside.
- 1.8.9 Voting shall be by a show of hands unless a majority of the Members voting shall decide that a secret ballot is to be used.
- 1.8.10 The scheduling of a Special General Meeting shall be the responsibility of the Secretary who shall publish notice at least fifteen (15) days prior to the date of the meeting.
- 1.8.11 Notice of a Special General Meeting shall specify the place, day, and hour of meeting, and, in case of special business, the general nature of the business.
- 1.8.12 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate the proceedings at that meeting.
- 1.8.13 Roberts Rules of Order shall prevail at all General Meetings.

1.9 SPECIAL BUSINESS IS

- 1.9.1 All business transacted at a special general meeting except the adoption of rules or order; and
- 1.9.2 All business transacted at an annual general meeting, except :
- a) the adoption of rules of order ;
 - b) the consideration of the financial statements ;
 - c) the report of the auditor, if any ;
 - d) the election of directors ;
 - e) the appointment of the auditor, if required, and ;
 - f) the other business that, under these By-laws, ought to be transacted at an annual general meeting, or business which is brought consideration by the report of the directors issued with the notice convening the meeting.
- 1.9.3 No business other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 1.9.4 If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 1.9.5 A quorum at a general meeting is fifteen percent (15%) of the voting members, but never less than five (5) members or a number greater than five (5) that the voting members may determine at an annual meeting.
- 1.9.6 If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time, and if feasible the same place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members then present constitute a quorum.
- 1.9.7 Subject to By-law 1.9.8 (a) (b), the President of the Organization, the Vice-president, or, in absence of both, one of the Directors present shall preside as chairperson of a general meeting.
- 1.9.8 If at a general meeting :
- a) there is no President, Vice-president, or other Directors present within fifteen (15) minutes after the time appointed for holding the meeting ; or
 - b) the President and all other Directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.
- 1.9.9 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 1.9.10 When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

1.9 SPECIAL BUSINESS IS

- 1.9.11 Except as provided in this By-Law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned General Meeting
- 1.9.12 For the conduct of a General meeting or the Board of Directors, Roberts Rules of Order shall be followed insofar as they may apply.

1.10 VOTING

- 1.10.1 A Member in good standing at a meeting of Members is entitled vote *as follows* :
- 1.10.2 A Member is entitled to one (1) vote.
- 1.10.3 Voting is by a show of hands except for Officers and Directors, who shall be voted for by ballot, or for special resolutions, which shall be voted for by ballot.
- 1.10.4 No voting by proxy or absentee ballot shall be permitted on any matter presented to the Organization Membership for a vote.
- 1.10.5 A simple majority of votes for or against shall decide the outcome of a vote.
- 1.10.6 For special resolutions, a vote may only pass if two-thirds (2/3) or more of the Members present are in favor.
- 1.10.7 Abstention from voting does not effect the quorum.

1.11 DIRECTORS AND OFFICERS

- 1.11.1 The Directors may exercise all the powers and do all the acts and things that the Organization may exercise and do, and which are not by these By-laws or by statutes or lawfully directed or required to be exercised or done by the Organization in general meeting, but subject, nevertheless, to;
- a) all laws affecting the Organization;
 - b) these By-laws ; and
 - c) rules, not being inconsistent with these By-laws, which are made from time to time by the Organization in general meeting.
- 1.11.2 No rule, made by the Organization in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- 1.11.3 The President, Vice-president, Secretary, Treasurer and Registrar shall be Officers of the Organization.
- 1.11.4 The number of Directors at Large shall be no less than five (5) and no more than ten (10), as specified each year by the Board of Directors.
- 1.11.5 The term of office for Officers of the Organization shall be two (2) consecutive one (1) year terms.
- 1.11.6 The term of office for Director at Large shall be one (1) year.
- 1.11.7 In order to be eligible for nomination of the office of President, Vice-president, Secretary, Treasurer or Registrar the Director shall possess the following criteria ;
- a) must have completed a minimum of two (2) consecutive one (1) year terms prior to and consecutively up to the date of the nomination ; and
 - b) must have attended half (1/2) plus one (1) meetings of the Board of Directors as directed and recorded by the Secretary, each consecutive year for a minimum of two (2) years prior to and consecutively up to the date of the nomination.
- 1.11.8 In order to be eligible for nomination for Director at Large the member shall possess the following criteria ;
- a) a member in good standing ;
 - b) who has no outstanding membership fees, subscription or debts due.
- 1.11.9 The members shall, at a general meeting of the members duly called for the purpose of doing so, appoint Officers and Directors at Large for their specified office terms, beginning with the date of appointment following a general meeting of member and continuing until new appointments are made to fill such offices respectively.
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1.11.10 **ODD YEARS**

President

Secretary/Treasurer

Director at Large

EVEN YEARS

Vice President

Registrar

Director at Large

- 1.11.11 The election of a Officer/Director at Large at a general meeting of the members of the Organization shall, when such meeting has been duly called for the purpose of appointing the Board of Directors, be, the appointment of such person to the office he or she has undertaken to accept if elected to the office of the Board of Directors.
- 1.11.12 All Officers and Directors at Large shall be elected by the general membership.
- 1.11.13 The Board of Directors is responsible for nominations to all positions.
- 1.11.14 Nominations from the floor can only be accepted if the consent of the nominee can be shown by ;
- a) oral consent, if the nominee is present at the meeting ; or
 - b) written consent, if the nominee is absent from the meeting.
- 1.11.15 The Chairperson of that portion of the general meeting at which Officers and Directors at Large are selected, shall be selected by vote at the meeting.
- 1.11.16 An election may be by acclamation, otherwise it is by ballot.
- 1.11.17 Those candidates who receive the most votes shall form the new Board of Directors.
- 1.11.18 The Board of Directors may at any time and from time to time appoint a member to fill a vacancy within the Board.
- 1.11.19 Subject to By-law 1.11.7 (a) (b) 1.11.8 (a) (b) a Board Member so appointed holds office until the conclusion of their specified office term, and is eligible for re-election at a Annual General Meeting of the Organization duly called for the purpose of doing so.
- 1.11.20 No act or proceeding of the Board of Directors is invalid only by reason of there being less than the prescribed number of Officers or Directors at Large in office.
- 1.11.21 The members may by special resolution remove a Board Member before the expiration of his or her term of office and may elect a successor to complete the term of office.
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1.12 PROCEEDINGS OF DIRECTORS

- 1.12.1 Meetings of the Board of Directors may be held at any place the Board deems fit, in order to dispatch business, adjourn and otherwise regulate their meetings and proceedings.
- 1.12.2 The quorum for a meeting of the Board of Directors shall be a majority of the Officers and Directors at Large then in office.
- 1.12.3 The President shall be chairperson of all meetings of the Board, but if at a meeting the President is not present within fifteen (15) minutes after the appointed time for holding the meeting, the Vice-president shall act as chairperson ; but if neither is present the Board Members present may choose one of their number to be chairperson at the meeting.
- 1.12.4 A Board Member may at any time, give notice to the Secretary, a request to convene a meeting of the Board of Directors.
- 1.12.5 The Board of Directors may entrust any, but not all, of their powers, as they are necessary to achieve a specific purpose, to committees consisting of a Director or Directors, or to committees of other members.
- 1.12.6 The Board of Directors may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such committees may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make, and shall report such procedures or acts at a meeting of the Board of Directors duly held.
- 1.12.7 Any Committee member may be removed by resolution of the Board of Directors.
- 1.12.8 The Board of Directors shall appoint chairpersons for Committees so formed.
- 1.12.9 If at a meeting the chairperson is not present within fifteen (15) minutes after the appointed time for holding the meeting, the Board Members present who are members of the Committee shall choose one of their number to be chairperson of the meeting.
- 1.12.10 For a first meeting of the Board of Directors held immediately following the appointment or election of Officers or Directors at Large at an annual or other general meeting of members, or for a meeting of the Board at which a member is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Officer or Director at Large or Board Member for the meeting to be constituted, if a quorum of the Board is present.
- 1.12.11 A Board Member who may be absent temporarily from Ontario may send or deliver to the address of the Organization a waiver of notice, which may be by letter, fax, courier of any meeting of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn ;
- a) no notice of meetings of the Board of Directors shall be sent to that Director ; and
 - b) any and all meetings of the Board of Directors of the Organization, notice of which has not been given to that Board Member shall, if a quorum of Board Members is present, be valid and effective.
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- 1.12.12 No resolution proposed at a meeting of the Board or Committees need to be seconded and the chairperson of a meeting may remove or propose a resolution.
- 1.12.13 A resolution in writing, signed by all Board Members and placed within the minutes of the said meeting, is as valid and effective as if regularly passed at a meeting of the Board of Directors.
- 1.12.14 Nothing prohibits a Board Member from receiving reasonable remuneration and expenses for his or her services to the Organization as a Board Member or, prohibits a Board Member or Member from receiving reasonable remuneration and expenses for his or her services to the Organization in any other capacity.

1.13 DUTIES OF OFFICERS

1.13.1 PRESIDENT

- a) the President shall preside at all meetings of the Organization and of the Board of Directors;
- b) the President is the Chief Executive Officer of the Organization and shall supervise the Board Members in the execution of their duties.

1.13.2 VICE-PRESIDENT

- a) the Vice-president shall be vested with all the powers and shall perform all the duties of the President, in the absence of, the inability to, or the refusal or unwillingness to act, as President.

1.13.3 SECRETARY

THE SECRETARY SHALL :

- a) conduct the correspondence of the Organization ;
 - b) issue notices of meetings of the Organization and Board of Directors ;
 - c) keep minutes of all meetings of the Organization and Board of Directors ;
 - d) have custody of all records and documents of the Organization except those required to be kept by the Treasure ;
 - e) have custody of the common seal of the Organization ; and
 - f) maintain the register of members.
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1.13.4 TREASURER

THE TREASURER SHALL :

- a) have the care and custody of all the funds and securities of the Organization and shall deposit the same in the name of the Organization in such banks or with such depository or depositories as the Board of Directors may direct ;
- b) keep financial records, including books of account, necessary to comply with the *Corporations Act* ; and
- c) render financial statements to the Board of Directors, members and others when required.

1.13.4 REGISTRAR

THE REGISTRAR SHALL :

- a) ensure all registration information is collected on the prescribed forms ;
- b) that OSA Registration database is updated with information collected in the current year ;
- c) that players are registered with the appropriate governing bodies ;
- d) that player registration cards, where applicable, are completed as required and submitted to the appropriate governing bodies ;
- e) that applications for coach and team certification are approved and submitted to the appropriate governing body for approval.

1.13.5 DIRECTOR AT LARGE

The responsibilities of each Director shall be as follows ;

- a) to faithfully uphold, without prejudice, the bylaws, rules and regulations of the Club ;
 - b) to attend all meetings of the Board and of members, unless excused by the Board ;
 - c) to prepare for all meetings ;
 - d) to be familiar with the Government status governing non-profit organizations, bylaws and standing resolutions of the Club, and governing bodies for soccer ;
 - e) to respect the confidentiality of matters considered by the Board or coming to their notice of attention as directors that are of a confidential or private nature ;
 - f) to perform any specific duties that may be assigned by the Board.
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1.14 FOR THE PROTECTION OF OFFICERS AND DIRECTORS

1.14.1 For the Protection of Officers and Directors : Except as otherwise provided in the Act no Director or Officer for the time being of the Organization shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Organization through the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Organization shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Organization or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own willful neglect or default.

1.15 INDEMNITIES TO OFFICERS DIRECTORS AND OTHERS

1.15.1 Indemnities to Officers Directors and Others : Every Officer or Director of the Organization or other person who has undertaken or is about to undertake any liability on behalf of the Organization shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Organization, from and against :

- a) all costs, charges and expenses whatsoever which such Officer, Director or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Officer, Director or other person for or in respect of any act, deed, matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such Office or in respect of any such liability; and,
- b) all other costs, charges and expenses which the Officer, Director or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

1.15.2 The Organization shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity, to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

1.16 BORROWING

- 1.16.1 In order to carry out the purpose of the Organization the Board of Directors may, on behalf of and in the name of the Organization, raise or secure payment or repayment of money in the manner they decide and, in particular but without limiting the foregoing, by issue of debentures.
- 1.16.2 No debenture shall be issued without the sanction of a special resolution.
- 1.16.3 The members may by special resolution restrict the borrowing powers of the Board of Directors, but a restriction imposed expires at the next Annual General Meeting.

1.17 CONFLICT OF INTEREST

- 1.17.1 In order to avoid conflict of interest, any Officer, Director at Large or member who wishes to work for the Organization for pay, must state that intent when issues pertaining to that work arise at a General or Board of Directors meeting.
- 1.17.2 Any Officer, Director or Member working for pay or intending to work for pay for the Organization, must abstain from voting on issues pertaining to that specific work, and explain orally before the vote, the conflict of interest that requires the abstention.
- 1.17.3 No Officer, Director or Member who votes on matters pertaining to work that, that same Officer, Director or member intends to do for the Organization, but has yet to enter into a binding agreement for, shall be eligible to be contracted for or hired to do that specified work.

1.18 AMENDMENTS TO THE CONSTITUTION AND BYLAWS

- 1.18.1 All proposed amendments to the Constitution and Bylaws shall be forwarded in writing to the Secretary no later than forty five (45) days prior to a general meeting.
- 1.18.2 Copies of the proposed amendments shall be forwarded to all members at least fourteen (14) days prior to the meeting.
- 1.18.3 Amendments to the Constitution and Bylaws shall require a two-thirds (2/3) vote of those members present and voting at the meeting.

1.19 RULES GOVERNING MEETINGS

- 1.19.1 All meetings related to the Organization including Annual General Meetings of Members, Special General Meetings of Members, meetings of the Board of Directors and meetings of all Committees shall be conducted in accordance with Robert's Rules of Order.
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1.20 TERMINATION OF DIRECTORSHIP

- 1.20.1 A director may resign by notice in writing delivered to the Secretary or to the office of the Club. The resignation shall be effective on acceptance by the Board. The Board shall accept any resignation at the meeting following its receipt unless the resignation is withdrawn before acceptance.
- 1.20.2 The members may, by resolution passed by a majority of the votes cast at a special general meeting, remove any director from office before the expiry of the director's term, provided notice of intention to propose such a resolution was included with the notice of the meeting. Any director whose removal has been proposed by the members shall be given an opportunity to be heard at said meeting. The members may, by majority of the votes cast at a meeting elect any qualified person to fill the vacancy so created for the remainder of the term.
- 1.20.3 The Board may recommend the removal of, or remove, a director if the director is absent from three (3) consecutive regular or special general meetings of the Board without leave or adequate extenuation, for breach of confidentiality as set out in the Bylaws of this Club, or, for the dereliction of duty as a director or as a member. The Board may, by a majority vote, decide to initiate proceedings to remove a director from office on such grounds. Following such a vote, a written notice stating the grounds for removal shall be sent to the director at least fourteen (14) days in advance of the Board meeting where the recommendation shall be discussed. The director shall be given an opportunity to appear and be heard at the said meeting. Final consideration of the recommendation and voting on the matter shall take place without the director in question present. The resolution to recommend removal of a director from office shall be acclaimed only if passed by two-thirds (2/3) of the votes cast at the said meeting of the Board.
- 1.20.4 When the Board recommends removal of a director from office under subparagraph 1.20.3 of this paragraph, a resolution shall be presented to the next special general meeting of members under subparagraph 1.20.2 of this paragraph.

1.21 CONFIDENTIALITY

- 1.21.1 All directors and committee members shall keep confidential all matters considered by the Board or their committee or coming to their notice or attention that is confidential or private in nature. Such matters shall be limited to personal and financial information on individual members, information relating to the business of the Club where reticence is appropriate to preserve the Club's position against third parties and personnel information relating to the Club's employees (if any). Such confidentiality obligations shall continue even after individuals cease to be directors, members of their committee or members of the Club.
- 1.21.2 If any officer, director or other member of the Club is present at a meeting of the Board or a committee where confidential matters are considered, or in any other way becomes aware of confidential information, such person shall have the obligation to keep such information confidential and not to communicate it to anyone as provided in subparagraph 1.21.1 of this paragraph.
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- 1.21.3 Confidential matters considered at Board meetings shall be recorded in a confidential appendix to the minutes, which shall be referred to but not included in the copies of the minutes circulated to the membership or posted in a common place. Confidential appendices shall be kept in an independent segment of the minute book and shall not be made available for examination by members without prior acquiescence from the Board of Directors.

1.22 MEMBERS' AND EMPLOYEES' PARTICIPATION

- 1.22.1 All members and employees of the Club shall be entitled to attend meetings of the Board, except where the Board by resolution determines that the nature of the business to be considered is confidential. Non-directors may speak with the acknowledgment of the Board, but shall not be permitted to make motions or vote. An employee of the Club is not an Officer of the Club.

1.23 FIDUCIARY DUTIES

- 1.23.1 Persons who accept a position within or on behalf of the Club have an obligation to act honestly, in good faith and in the best interest of the Club. Such obligations are called "Fiduciary Duties" and such persons are called "Fiduciaries" for the purpose of this Bylaw. Fiduciaries include all directors, officers, committee members and employees of this Club.

1.24 DELEGATES

- 1.24.1 The Board shall appoint delegate(s) to local and district soccer organizations of which the Club is a member. Respective delegate(s) to the member of the organizations shall represent the Club at all organization meetings. The delegate(s) shall keep the Board and membership informed of the activities of the said organization and shall inform the said organization of the views and concerns of the Club. The delegate(s) shall vote at organization meetings in accordance with any directives from the Board.
- 1.24.2 The Board may appoint a delegate(s) to any organization deemed to serve the interest of the community and fulfill the Club's mandate.

1.25 COMMITTEES

- 1.25.1 The Board may create committees as it deems necessary and, when determining to strike a committee, shall decree the duties of the said committee, its composition and manner of operation. The Board shall appoint the Chairperson of each committee, fill all vacancies and terminate appointments. Each committee of the Board of Directors shall consist of not less than three (3) persons and not more than five (5) persons.
- 1.25.2 Each committee shall make a monthly report to the Board, representatives of the committee may attend meetings of the Board. No committee may expend funds, authorize any expenditure, enter into a contract or commit the Club to any deed, unless specifically authorized by a Bylaw or by the Board.
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1.26 BY-LAWS AND STANDING RESOLUTIONS

- 1.26.1 Bylaws and amendments to existing Bylaws shall be passed by the Board of Directors and shall not become effective until established with or without variation, by at least two-thirds (2/3) of the votes cast at a general meeting of the members.
- 1.26.2 The Board may adopt continuing or standing resolutions to classify how the Board shall deal with recurring matters. These standing resolutions may be used to adopt Board policies in areas of the Clubs operations not dealt with in the Bylaws, or may establish the procedural details of how the Bylaws shall be implemented. The Board shall distribute or otherwise publicize standing resolutions which affect the membership generally.
- 1.26.3 Bylaws and standing resolutions of the Board shall not conflict reciprocally, or with any Government Statutes, or the articles of Incorporation of this Club. In the event of conflict, the order of priority shall be first Government Statues, Second, the Articles of Incorporation, third, By-Laws and fourth, standing resolutions of the Board. All the foregoing shall be binding on the Board of Directors and membership.
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FISCAL YEAR

1.27.1 The financial year of the Organization shall terminate on the 30th day of September in each year or on such other date as the Directors may from time to time by resolution determine.

AUDITORS

1.28.1 The Members shall at each Annual General Meeting appoint an Auditor to audit the accounts of the Organization for report to Members, who shall hold office until the next Annual General Meeting; If necessary the Directors may fill any casual vacancy in the Office of the Auditor.

If an appointment is not so made, the Auditor in Office must continue until a successor is appointed. The Members may by resolution passed by at least two-thirds (2/3) of the votes cast at a General Meeting of which "notice of intention" to pass the resolution has been given, remove any Auditor before the expiration of the Auditor's term of Office and shall by a majority of the votes cast at that meeting, appoint another Auditor in such Auditor's stead for the remainder of the term.

FINANCES

1.29.1 The accounts of the Organization shall be audited annually by auditors approved by the Members at the Annual General Meeting

1.29.2 The audited accounts shall be adopted annually by the Membership at the Annual General Meeting.

1.29.3 The Board of Directors shall be responsible for the preparation of the annual budget which shall be prepared no later than the thirtieth (30) day of November.

1.29.4 Once passed by the Board, the Budget cannot be changed or altered. Expenditures outside of the Budget will have to be reported as such with explanation and justification to the Board and/or Membership.

1.29.5 Directors are empowered to approve and make all expenditures in accordance to the Budget.

ACCOUNTING

1.30.1 All accounting records, including cheque books for all Organizational accounts, shall be kept at the Organizations principal office.

1.30.2 The Treasurer must produce the Accounting Records for immediate inspection when ordered to do so by any Board Member.

1.30.3 Accounting records will be kept current and up to date at all times

SCHEDULE "A"

Here, set forth in numbered clauses, are the articles referred to in the Constitution and Bylaws of the Malton Soccer Club.

INTERPRETATION

DEFINITIONS: In this article, unless the context otherwise specifies or requires :

Member : means all players who are registered for the current season and in good standing with the Club, their parent, or guardian, coaches, and Executive Board Members shall be considered (to be) members of this club.

Non-Voting Member : means players not of legal majority, assistant coaches, managers, trainers, referees, and other volunteers of the Club.

Legal Majority : means the individual must have reached the age eighteen (18) years or older

In Good Standing : means the payment of all fees and the return, as and when required, of Club equipment and uniforms in good condition.

Team Official : means a coach or manager, to be used as a contact for each team.

INTERPRETATION : This Article shall be, unless the context otherwise requires, construed and interpreted in accordance with the following :

All terms which are contained in the Articles of the Organization and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations ;

Words importing the singular number only shall include the plural and vice versa; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons.

The headings used in the Articles 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.

ARTICLE #1

Affiliation

The Club shall function as an independent organization under the authority of the Peel Halton Soccer Association (herein referred to as P.H.S.A.), the Ontario Soccer Association (herein referred to as O.S.A.). The club shall also affiliate to the City of Mississauga through the Recreation and Parks Department.

ARTICLE #2

Name, Emblem and other Insignia

The official Club colours to be worn by all Representative and "All Star" teams are Red, White and Black. Other colours may appear, at the discretion of the Board, but they must not be the dominant colour. Official Representative and "All Star" team uniforms will be supplied by the Club and must be the only uniforms worn by the Club Teams, unless special written authorization is given to a team by the Board of Directors.

The emblem of the Club shall be of a design as shown in Schedule "B"

ARTICLE #3

Area of Operation

The City of Mississauga has allocated specific boundaries for six affiliated soccer clubs. These boundaries are used for field allocation purposes and not for restricting player registration and participation in the Malton Soccer Club. The boundaries of the Malton Soccer Club are as follows :

North to Steeles Avenue
West to Dixie Road
East to Highway 427
South to Highway 401

ARTICLE #4

Membership & Dues

Any individual may make application for membership of this Club. Such person shall be designated as the "Primary Applicant". Such application, signed by the individual person, shall be made on registration forms provided by the Club and shall be accompanied by such fees as determined by the Board of Directors of the Club. No application for membership may be considered unless the Primary Applicant is over eighteen (18) years of age.

Except as otherwise provided herein, the Board of Directors shall have full power and authority to sanction membership in this Club under such rules and regulations as may be prescribed. Subject to the provisions of this Constitution and Bylaws, membership shall be under the exclusive jurisdiction of said Board of Directors.

All members shall be a resident of Mississauga with particular preference given to the residence of Malton.

In the event of, or special circumstances deemed, the Board of Directors have the authority to admit non-residents into the Club. This number shall not exceed 2% of the gross registration of all playing members in the current year.

Each member player not of majority shall be represented by a parent or guardian, one parent or guardian per member player.

Only players properly registered and in good standing with the Club shall be permitted to participate in any activity under the jurisdiction of the Club.

Annual Club registration fees shall be the amount determined annually by the Board of Directors.

A refund policy, and prorated fees for players registering during the season shall be determined by the Board of Directors.

Any member who fails to meet any obligation of this Club may, at the discretion of the Board, be placed in abeyance, or have his/her membership repealed. Any member placed in abeyance shall forfeit all rights and privileges pending final determination of his/her status by said Board. Any member placed abeyance may request, in writing to the Secretary of the Board, that his/her status be reviewed at the next meeting of the Board.

Any member may resign from this Club, and said resignation shall become effective upon acceptance thereof by the Board. The said Board of Directors may withhold acceptance, however, until all indebtedness has been paid, all Club funds and property have been properly returned or disposed of, and the right to use the Club's name, the emblem and other insignia of this Club, the membership certificate and other material have been surrendered.

Membership Discipline

A Member may be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid and a hearing has been held in accordance with the Organizations and/or Governing Bodies published Rules. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

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

Discipline for a Player, Team, Team Official and/or their spectators for game infractions, shall be governed in accordance with the Rules, Policies and Procedures of the Organization, League and/or Governing Bodies under which they occurred.

ARTICLE #5

Representative and All-Star Teams

Representative and All-Star teams must observe and accede the Representative and All-Star Team Policy Manual.

In order to provide maximum opportunity for eligible individuals to participate at a higher level of competition, from the Malton Community in particular , Representative teams will be able to register a maximum of six (6) players from outside the area of operation of Malton.

ARTICLE #6

Accountability and Enforcement

The Organization shall be a Member in good standing of its Provincial and District Associations and shall ensure that all Rules, Policy's and Procedures established by the various Associations, Leagues and the Organization are complied with. A copy of the Organizations Constitution, Rules, Policy and Procedure Manuals and Affiliations shall be available to all Members at the Organizations Head Office. The Organization shall also make available to any Member/Registrant, the published and approved Policy, Process and Procedures of the Provincial and District Associations.

No such regulation may violate an individuals right or freedom of any other individual and must ensure the stability of the basic structure of the game.

The Organization shall adhere to the Dispute Resolution process as published and approved by its Provincial Association. Any Member of the Organization may initiate the Dispute Resolution process by communicating in writing with the Organizations Provincial Association with a copy to the Organization and its District Association, the nature and the facts of the dispute. This Dispute Resolution process shall not be used for game discipline which shall follow the standard discipline and appeals process.

The Organization shall adhere to the Harassment Policy as published and approved by its Provincial Association. The Harassment Policy shall apply to all Employees, Directors, Officers, Volunteers, Coach's, Game Officials, Administrators, Players, Members and Registrants of the Organization.

The Organization shall adhere to the Conflict of Interest Policy as published and approved by its Provincial Association. The Conflict of Interest Policy shall apply to all Directors and or Members who this Policy is relevant.

Harassment is defined as one or a series of incidents involving comments or conduct that is known or ought reasonably to be known to be unwelcome towards an individual or group of individuals. This will include any incidents or comments that are insulting, degrading or offensive. Such conduct might reasonably be expected to cause insecurity, discomfort, offence, humiliation, intimidation. It includes, but not limited to, sexual harassment.

Any Member or Registrant of the Organization directly affected by a decision of the Organization may appeal such a decision to its District Association. Any appeal(s) dealing with the Organizations operation may only be appealed to the Board of Directors, unless the Organizations Published Rules, Policies and Procedures have not been adhered to.

A Member or Registrant shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of any individual to any Coach or Administrator position within the Organizations operations, except where the selection, appointment and revocation process outlined in the Organizations published rules have not been adhered to.

A Member or Registrant shall not appeal a decision made by the Organization regarding a players team assignment.

ARTICLE #7

Dissolution Clause

In the event of dissolution of the Malton Soccer Club, or in the event it shall cease to carry out any of its purposes, all funds or properties of the Malton Soccer Club shall be distributed to other non-profit organizations of similar purpose. In no event shall any funds or properties be distributed to any Malton Soccer Club member for any other use or purpose.

ARTICLE #8

Signing Authority

A. The Directors with signing authority for the Club and all its operating Divisions shall be the President, Secretary/Treasurer, Registrar. No other Director in the Club or any of its operating Divisions shall have signing authority.

B. Any Director of the Club with signing authority is empowered to sign Purchase Orders, provided the total value of the expenditure does not exceed One Thousand Dollars (\$1,000.00), and the expenditure is within the scope of the Budget and the Director's authority.

C. All Purchase Orders in excess of One Thousand Dollars (\$1,000.00), but not exceeding Five Thousand Dollars (\$5,000.00), shall require the signature of two (2) of the President, Secretary/Treasurer, or the Registrar provided the expenditure is within the scope of the Budget.

D. All Purchase Orders in excess of Five Thousand Dollars (\$5,000.00) shall require the signature of two (2) of the President, Secretary/Treasurer, or the Registrar, provided the expenditure is within the scope of the Budget.

E. Any and all cheques shall require two (2) signatures of signing Directors, one of which must be the Secretary/Treasurer or the President.

F. The pre-signing of blank cheques shall not be permitted.

ARTICLE #9

Fees

A. The Board shall have authority to establish the fees for Membership and shall have authority to assess players differently depending on the level of service.

B. Further, fees shall be regarded as the cost of Membership and purchase of the service and shall not be regarded as payment for the constitution parts of the service or the material acquired for the delivery of the service.

C. Further, any person who shall refuse to pay the fees either in whole or in part shall not be entitled to Membership.

INDEMNIFICATION AGREEMENT

Dear _____

Re : Indemnification as Director and Officer

Thank you for agreeing to act as Director of the Malton Soccer Club. The Club's Organizational By-Law requires the Club indemnify its Directors and Officers for certain liabilities incurred in connection with their duties as such. The Organizational By-Law also requires the Club to enter into an indemnity agreement reflecting this indemnity obligation. This letter shall constitute that indemnity agreement.

The Club hereby agrees to indemnify and save you harmless from, and against any liability and all costs, charges and expenses that you sustain or incur in respect to any action, suit or proceeding that is proposed or commenced against you for, or in respect of, anything done or permitted by you in respect of the execution of the duties of your office(s).

This shall not apply in respect of any action, suit or other proceeding as a result of which you are adjudged to be in breach of any duty or responsibility imposed upon you under any Government Status unless you have achieved complete or substantial success as a defendant.

Yours Truly

Malton Soccer Club

Secretary

Dated at _____ this _____ day of _____ 20____

COMING INTO FORCE

This By-Law (s) shall come into force as soon as it is adopted in accordance with paragraph(s) " 1.26.1 By-Laws and Standing Resolutions ". At such time, all provisions of the previous By-Laws of the Malton Soccer Club are repealed.

PASSED by the Board of Directors, this _____ day of _____ 20_____

President

Secretary / Registrar

CONFIRMED by at least two-thirds (2/3) of the votes cast at the Annual General Meeting of members,

this _____ day of _____ 20 _____

Total Eligible to Vote _____

Votes in the Affirmative _____

Votes in the Negative _____

Percentage Affirmative _____

ANNUAL GENERAL MEETING

Annual General Meetings of the Organization shall be convened as specified in By-Law 1.8.1 and any other By-Laws.

The Secretary of the Club shall schedule the meeting and publish notice at least six weeks prior to the meeting.

No Article of this document shall be altered or rescinded and no additions shall be made to Articles except at an AGM and then only by a two-thirds vote of the eligible Members voting.

Proposed amendments shall be delivered to the Secretary of the Club not less than four weeks prior to the date of the AGM.

The Secretary of the Club shall publish all proposed amendments not less than two weeks prior to the AGM.

The President shall preside at the AGM or in his/her absence the Vice President shall preside.

Voting shall be by show of hands unless a majority of Members voting shall decide that a secret ballot is to be used.

The Order of Business for an AGM shall be

Call to order

Introductions

Adoption of Minutes from previous AGM

Matters arising from minutes of previous AGM

Reports of Directors

Appointment of Auditors

Additions and Amendments to By-Laws

Election of Directors

New Business

Adjournment