



Huronia District Soccer Association

General Bylaws

Version 4.0

Updated: December 8, 2022

Approved on: January 10, 2023

Previous version 3.1

Approved on: February 11th, 2021

TABLE OF CONTENTS

ARTICLE 0 – DEFINITIONS	5
ARTICLE 1: NAME	5
ARTICLE 2: OBJECTS	6
No Gain for Members	6
ARTICLE 3: AFFILIATIONS	6
ARTICLE 4: MEMBERSHIP	7
Defining of Membership	7
Classes of Membership	7
Active Membership	7
Associate Membership	7
Honorary Membership	8
Life Membership	8
Membership Fees	8
Player Registration Fees	8
Approval of New Members	8
Membership Renewal	9
Rights of Active and Associate Members	9
Discipline of a Member	9
Termination of Membership	9
Expulsion of a Member	10
ARTICLE 5: BOARD OF DIRECTORS	11
Other Conditions of Board Membership	11
Director Vacancy	12
Removal of Director	12
Conflict of Interest and Standards of Conduct	13
Standard of Care	13
Duties of Board of Directors	13
President	13
Vice-President	13

Treasurer	14
Secretary	14
Director of Player and Coaching Development	14
District Referee Coordinator	14
Director of Discipline and Appeals	14
Harassment Officer	15
Directors at Large	15
Appointed Positions to the Board	15
District Ontario Cup Coordinator	15
Director of League Operations	15
Other Director Positions	15
Nominations and Elections	15
District Representative	16
ARTICLE 6: MEETINGS	17
General Meetings	17
Annual General Meeting	17
Special General Meeting	17
Participation/Holding by Electronic Means	17
Waiver of Notice	18
Error or Omission in Giving Notice	18
New Business	18
Notice of New Business	18
Not Bound to New Business	18
Quorum	19
Agenda	19
Scrutineers	19
Adjournments	19
Attendance	19
Delegates to General Meetings	20
Voting at General Meeting	20
Proxy Voting at General Meeting	20

Board of Directors Meeting	21
Executive Committee	21
ARTICLE 7: COMMITTEES	22
ARTICLE 8: PROCEDURES GOVERNING MEETINGS	22
ARTICLE 9: BY-LAWS AND AMENDMENTS	22
ARTICLE 10: RULES AND REGULATIONS	23
Gender Diversity	23
ARTICLE 11: INDEMNITY	23
ARTICLE 12: FINANCE	24
Bank	24
Auditors	24
Annual Financial Statements	24
Books and Records	24
ARTICLE 13: DISPUTE RESOLUTION	25
ARTICLE 14: HARASSMENT	25
ARTICLE 15: APPEALS	25
ARTICLE 16: DISSOLUTION	26
ARTICLE 17: DEFINITIONS/TERMINOLOGY	26

ARTICLE 0 – DEFINITIONS

1. *Act* – the Not-for-Profit Corporations Act, 2010.
2. *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
3. *Board* – the Board of Directors of the Corporation.
4. *Corporation* – The Huronia District Soccer Association.
5. *Days* – days including weekends and holidays.
6. *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
7. *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
8. *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
9. *Ordinary Resolution* – a resolution passed by at least a majority of the votes cast on that resolution, with or without amendment, at a meeting of the members duly called for the purpose of considering the resolution or consented to by all voting Members entitled to vote on that resolution or consented to by all voting Members entitled to vote on that resolution.
10. *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution, with or without amendment, at a meeting of the members duly called for the purpose of considering the resolution or consented to by all voting Members entitled to vote on that resolution.

ARTICLE 1: NAME

The name of this organization shall be Huronia District Soccer Association, hereinafter referred to as the District Association or HDSA. The headquarters of the District Association shall be in Barrie, Ontario unless under the direction of the Board of Directors it is located to another place that shall be within the boundaries of the District.

ARTICLE 2: OBJECTS

No Gain for Members

The Corporation will be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation will be used in promoting its objects.

The District Association shall have the following objects:

- To promote, develop and administer the game of soccer, both indoor and outdoor, within the District.
- To represent and act on behalf of Ontario Soccer, hereinafter referred to as Ontario Soccer, in the administration of Ontario Soccer programs within the District.
- To represent and act on behalf of its Member organizations and assist them develop and effectively administer soccer programs that promote the development of the mental, physical, social and leadership skills of their Members.
- To encourage the membership of all soccer clubs, soccer leagues and Referees Associations with proper Bylaws (Constitution) based and operating within the District.
- To foster sportsmanship, goodwill and team spirit.
- And such other complementary purposes not inconsistent with these objects.

ARTICLE 3: AFFILIATIONS

The District Association shall be a Member of Ontario Soccer and shall follow the published rules of Ontario Soccer. The District Association is subject to the published rules in declining order of authority of the following bodies:

- The Canadian Soccer Association
- Ontario Soccer
- The District Association

ARTICLE 4: MEMBERSHIP

Defining of Membership

A Club is a governing organization that is affiliated to, and under the jurisdiction of a District Association and is established and operates in accordance with their incorporation guidelines; A Club is responsible for the registration of all players, team officials, administrators and teams operating under their organization.

A Youth Club may operate as a registered not-for-profit entity or for-profit entity and must be incorporated. The club is the Governing Organization whose primary, long-term objective is to provide players with development and training through the provision of necessary training facilities and infrastructure.

A Senior Club may operate as a registered not-for profit entity or for-profit entity and is not required to be incorporated.

Classes of Membership

There are four (4) classes of Membership:

Active Membership

Active Membership shall be open to clubs that meet the following criteria:

- are properly constituted soccer clubs;
- have their headquarters in the District;
- operate within defined boundaries as set out in the Ontario Soccer's governing documents;
- have all its players registered with Ontario Soccer through the District;

All Clubs shall have a Bylaw (Constitution) which meets the minimum requirements for a Club Bylaw (Constitution) in accordance with Ontario Soccer's published rules.

A Club may apply in writing for an exemption from any minimum requirement for a Club Bylaw (Constitution), subject to the approval of the Board of Directors of both the District Association and Ontario Soccer which meets Ontario Soccer definition of:

- professional club which operates professional team(s) only;
- club which operates both professional and amateur teams;
- social club;
- service club;
- club operated by a municipality;
- club operated by a facility;
- club running a senior recreational league.

Associate Membership

Associate Membership shall be open to:

- leagues governed by the District Association including:
 - District Leagues;
 - Multi-Jurisdictional Club Leagues;
- leagues mandated by Ontario Soccer published rules, including:

- Regional Leagues;
- Multi-Jurisdictional District Leagues;
- other organizations which operate soccer programs including, but not limited, to:
 - soccer camps, schools, or academies;
 - school boards;
 - colleges/universities;
 - referee associations;
 - coach associations

Associate Membership will be granted for organizations which support the objectives of, and operate within, the District Association.

Honorary Membership

The Board of Directors may confer an Honorary Membership upon an organization or a person for a period of time.

Honorary Members are afforded all rights of Membership and shall have a voice but no vote at a general meeting of the District Association.

Life Membership

The Board of Directors may confer a Life Membership upon a person.

Life Members are afforded all rights of Membership and shall have a voice but no vote at a general meeting of the District Association.

Membership Fees

Except where mandated by Ontario Soccer's published rules, the annual Membership fees shall be set by the Board of Directors and ratified by the Membership at a general meeting of the District Association.

Player Registration Fees

Members shall be required to pay player registration fees which shall be set by the Board of Directors and ratified by the Membership at a general meeting of the District Association.

Approval of New Members

A Club shall be accepted into Active Membership upon:

- Submitting an application form along with the other required documents and fees outlined in the HDSA Rules & Regulations.
- Obtaining the approval of the District Association Board of Directors.

An organization shall be accepted into Associate Membership upon:

- Submitting an application form along with the other required documents and fees outlined in the HDSA Rules & Regulations.
- Obtaining the approval of the District Association Board of Directors, where applicable.

Membership Renewal

Active Members shall apply for renewal of their Membership by:

- Submitting an application form along with the required documents and Membership fees to the District Association prior to the Annual General Meeting and as set out in the HDSA Rules & Regulations.
- Associate Members shall apply for renewal of their Membership prior to the Annual General Meeting and pay the entire Membership fee required for the year ending at the Annual General Meeting.
- Subject to the above conditions, renewal of Active and/or Associate Membership shall be automatic and does not require the approval of the Board of Directors.

Rights of Active and Associate Members

Active Members shall be accorded the following rights:

- To be governed in accordance with Ontario Soccer and the District Association's published rules;
- To register players, administrators, team officials and referees with Ontario Soccer and the District Association;
- To be a Member of, and register their teams with, Ontario Soccer sanctioned Leagues;
- To enter teams in Ontario Soccer sanctioned competitions;
- To participate in Ontario Soccer sanctioned programs such as player, coach and referee development;
- To participate in District Association sanctioned programs;
- To attend and vote at all general meetings called by the District Association;
- To operate Club Leagues in accordance with Ontario Soccer published rules;
- To operate Player, Coach and Referee Development Programs;
- To participate in Ontario Soccer Insurance Plan.

Associate Members shall be accorded the following rights:

- To be governed, where applicable, in accordance with Ontario Soccer and the District Association's published rules;
- To register, where applicable, administrators and teams with Ontario Soccer and the District Association;
- To enter teams, where applicable, in Ontario Soccer sanctioned competitions;
- To participate in Ontario Soccer and District Association sanctioned programs;
- To attend and vote at all general meetings called by the District Association.

Discipline of a Member

A Member may be fined, censured, suspended, or expelled from Membership for cause and only after charges have been laid in accordance with the League's published rules and a hearing held in accordance with the League's and Ontario Soccer's published rules and operational procedures. A Member whose Membership has been suspended loses all rights of Membership until the suspension has been completed.

Termination of Membership

Membership in the District Association shall be deemed to have been terminated:

- If the Member submits a signed letter of withdrawal to the District Association;
- If the Member is expelled by the District Association;
- If the Member fails to renew Membership in accordance with the By-Law.

Expulsion of a Member

By Ordinary Resolution of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

Registered member organizations that have violated membership requirements or any pertinent Governing Documents of the organizations and those affiliated or have acted in a manner that has been deemed detrimental to the game and/or discredits the Association will be expelled. An expelled member will have their membership to the association revoked.

ARTICLE 5: BOARD OF DIRECTORS

The District Association shall be governed by a Board of Directors which shall consist of at least four (4) individuals, or such number not to be less than three (3), as may be amended from time to time in accordance with the District Association's By-Laws. These elected individuals shall be defined by the following position titles as Directors of the Board:

- | | |
|---|--------------------------------------|
| • President | • Vice President |
| • Treasurer | • Secretary |
| • Director of Player and Coaching Development | • District Referee Coordinator |
| • Harassment Officer | • Director of Discipline and Appeals |
| • Director at Large | • Director at Large |

The Directors of the Board can also appoint other representatives to the board from time to time as required, such as:

- District Ontario Cup Coordinator
- Director of League Operations
- Other

Other Conditions of Board Membership

- A Director may hold no more than two (2) positions.
- A Director shall be eighteen (18) years of age or older and shall not be an undischarged bankrupt.
- A Director shall serve for a term of two years or until their successor is elected or appointed.
- There can be a maximum of only three (3) HDSA Board members currently registered with one District Club, Academy or League.
- Not have been found incapable of managing property under the Substitute Decisions Act, 1992 or under the Mental Health Act.
- Have the power under law to contract.
- Have not been declared incapable by a court in Canada or in another country.

The following board positions will be elected as outlined below:

EVEN NUMBERED YEARS

- **President**
- **Treasurer**
- Director of Player and Coaching Development
- Harassment Officer
- Director at Large

ODD NUMBERED YEARS

- **Vice President**
- **Secretary**
- District Referee Coordinator
- Director of Discipline and Appeals
- Director at Large

Director Vacancy

A Director has the right to resign her or his position by submitting a signed letter of resignation to the District Association.

A vacancy on the Board of Directors and their respective position(s) held, caused by death, or resignation which has been accepted by the Board of Directors, shall be filled by a majority vote of the Board of Directors. The successor Director shall hold his or her incumbent's position(s) for the remainder of the term being filled.

Removal of Director

No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:

- the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - if she/he becomes incapable of performing the business of the District Association;
 - if she/he is absent from three or more meetings of the Board without satisfactory reason;
 - if she/he no longer resides in reasonable proximity to the District Association;
 - if she/he becomes, or is discovered to be, an undischarged bankrupt; or
- the Director has compromised the integrity of the District Association due to, but not limited to, any of the following reasons:
 - if she/he has been found guilty of an offence under the Harassment Policy of Ontario Soccer;
 - if she/he has been found guilty of an offence involving violence under the Discipline Policy of Ontario Soccer;
 - if she/he has failed to properly account for monies or other property belonging to the District Association;
 - if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the District Association.

An elected Director may be removed by Ordinary Resolution of the Members at a 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.

A Member of the Board of Directors holding his or her respective position(s), as Director or other position(s), may be removed from office by the Board of Directors for good and sufficient cause by a two-thirds (2/3's) majority vote of the Board of Directors present, provided notice to remove the Director has been given to all Directors of the District Association at least two (2) weeks prior to the meeting. If a Director is removed by the Board of Directors, the Board of Directors may appoint a successor to the incumbent's position(s) for the remainder of the term being filled.

A Member of the Board of Directors may also be removed from office for good and sufficient cause at a meeting of the Members of the District Association provided notice to remove the Director has been given to persons entitled to attend the Members' meeting at least two (2) weeks in advance of the meeting. If a Director is removed at a Members' meeting, the Members entitled to vote may elect a successor to fill all position(s) held by the removed Director for the remainder of his or her term being filled.

Conflict of Interest and Standards of Conduct

The Directors shall be subject to the Conflict of Interest and Standards of Conduct Policy in Ontario Soccer's published rules.

Standard of Care

Every Director will:

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

Duties of Board of Directors

The Board of Directors shall conduct the business of the District Association during the periods between general meetings of the District Association and in accordance with the authority granted to it in the published rules of the District Association.

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the District Association except for those positions elected by the Membership of the District Association. This shall include the appointment of volunteer and paid positions for coach and administrator positions within the District Association's operations. The selection process and the appointments shall be based on procedures outlined in the District Association's published rules.

The Board of Directors may also revoke, for cause, any appointment providing that it has followed the procedures for revoking an appointment as outlined in the District Association's published rules.

Roles of the board of directors and their responsibilities are as follows:

President

Except: as provided for in the Dispute Resolution Policy of Ontario Soccer, and where the President delegates the responsibility to another person, the

President shall preside at all general meetings of the District Association and of the Board of Directors. The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the District Association. The President can be one of the co-signers of the HDSA cheques. This position is a voting position.

Vice-President

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board. The Vice-President shall coordinate fundraising and any other assigned projects. The Vice-President can be one of the co-signers of the HDSA cheques. This position is a voting position.

Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the District Association; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Report to the Annual General Meeting. The treasurer shall maintain records to support the financial position of the HDSA, reconcile the bank account(s) monthly, organize the auditing of the financial position of the HDSA prior to the AGM, set-up and maintain the District bank account at an accredited financial institution and be one of the signers of the HDSA cheques. This position is a voting position.

Secretary

The Secretary shall keep a record of all minutes of the organization; keep on file all committee reports; notify officers and committee Members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the society, unless otherwise specified in the District Association's published rules; maintain record books in which the by-laws, published rules and minutes are entered and to have the current record books available at each meeting; to send out to the Membership a notice of each general meeting; to send out to the board notice of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer an order of business; and in the absence of the president and vice-president to preside until the immediate election or appointment of a chair pro tem. This position is a voting position.

Director of Player and Coaching Development

Director of Player and Coaching Development shall be responsible for ensuring coordination of player and Coaching development within the District. This includes the District team and all developmental training programs and/ or other such programs in the future. The Director will also be the liaison with the Club Head Coaches providing them with information from the District and ONTARIO SOCCER. The Director will report to the Board of Directors such information and concerns as required concerning player and Coaching development. This position is a voting position.

District Referee Coordinator

The District Referee Coordinator's duties shall include but is not limited to preparing for District Board approval, a yearly budget for match official development activities. Represent the District when dealing with Club Head Referees. Oversee the District Match Official, Assessor, and instructor development program. Assist the HDSA Administrators with the assignment of Match Officials within the District. Act as a liaison with Ontario Soccer for Match Official updates pertaining to the HDSA. This position is a voting position.

Director of Discipline and Appeals

The Director of Discipline and Appeals shall call discipline meetings as required and according to the Rules and Regulations of Ontario Soccer; audit a District League's Discipline Committee and its records for discipline and represent the HDSA as required at ONTARIO SOCCER discipline hearings. This position is a voting position.

Harassment Officer

The Harassment Officer's duties shall be as defined by Ontario Soccer. This position is a voting position.

Directors at Large

Directors at Large handles business or special projects as assigned by the Board. These position are voting positions.

Appointed Positions to the Board

Positions below are considered non-voting positions and are appointed by the Board of Directors.

District Ontario Cup Coordinator

The District Ontario Cup Coordinator's duties shall be defined by Ontario Soccer.

Director of League Operations

The District League Directors shall represent their Leagues to the HDSA and keep the Leagues informed of the activities and policies of HDSA and ensure that their Leagues are organized and operated according to the Policies and Rules and Regulations of the HDSA and Ontario Soccer.

Other Director Positions

The HDSA Board of Directors and Ontario Soccer shall determine the duties of other Director Positions.

Nominations and Elections

Nominations for positions on the Board of Directors must be made by a member in writing to the district at least **twenty-one (21) days** prior to the commencement of the Annual General Meeting or a Special General Meeting called for that purpose. Following this date, a report of all nominations will be published.

Each nomination must be:

- In writing or via electronic mail, and submitted by a Member Club which is in good standing or a Director of the HDSA Board;
- Accompanied by a brief biographical sketch of the nominee, with particular reference to
- The nominee's qualifications for the position; and
- Signed by the nominee or accompanied by the nominee's letter of acceptance.

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

Elections for all positions will be decided by Ordinary Resolution of the Members in accordance with the following:

- Election shall be by secret ballot, but in the event only one candidate is nominated, no vote is required, and the nominated candidate shall be declared elected by acclamation.
- A majority of the votes cast shall be required to elect Directors. In the event no candidate receives a majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.

District Representative

The President of the District Association shall be District Representative to Ontario Soccer unless the President declines the position or is removed from the position by a majority vote of the Board of Directors.

In the event the President declines, or is removed from, the District Representative position, the Board of Directors, by majority vote, shall elect one of its Board Members to the position. The term of office of the District Representative will be in accordance with the Board Members position.

ARTICLE 6: MEETINGS

General Meetings

An official notice of each meeting shall be given to all Members at least **fourteen (14) days** before the meeting is to be held, at such place, and at such date as the Board of Directors may determine. Such notification shall be by regular mail and/or email, website notice, and posting at the District Office.

Members representing fifty per cent (50%) of the voting Membership shall form a quorum at all general meetings of the District Association. Any question shall be decided by a majority of the votes unless otherwise required by this By-Law or other law.

Annual General Meeting

The Corporation 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 Corporation’s fiscal year end.

Special General 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 Corporation 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.

At a Special General Meetings:

- An *Active Member* shall be entitled to **one (1) vote for every billable registered member** as recorded by the ONTARIO SOCCER registration system.
- An *Associate Member* shall have **one (1) vote**.

Association by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by Members representing not less than twenty-five per cent (25%) of the voting membership, setting out the items of business to be conducted at the Special General Meeting. The Special General Meeting shall be held within thirty (30) days of receipt of the written request from the Members.

Only the business set out in the notice to the Special General Meeting shall be considered.

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 Corporation makes such means available. A person so 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.

Notice

Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor (if appointed) at least twenty (20) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

Waiver of Notice

Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

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.

New Business

On the requisition in writing of a Voting Member of the Corporation, and in accordance with the Act, the Directors will:

- Give to the Members entitled to notice of the next meeting of members notice of any proposal that may properly be moved and is intended to be moved at that meeting.

Notice of New Business

The notice or statement or both will be circulated to the Voting Members in writing in the same manner and at the same time as sending notice of meetings of members.

Not Bound to New Business

The Directors are not bound to give notice of any resolution or to circulate any statement if not compliant with the Act, including but not limited to:

- the proposal is not submitted to the corporation at least 60 days before the date of the meeting;
- it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the corporation or its directors, officers, members or debt obligation holders;
- it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the corporation;

- not more than two years before the receipt of the proposal, the member failed to present in person or by proxy, if authorized by the by-laws, at a meeting of the members, a proposal that had been included in a notice of meeting at the member's request.
- (e) substantially the same proposal was submitted to members in a notice of a meeting of the members held not more than two years before the receipt of the proposal and the proposal was defeated; or
- (f) the rights conferred by this section are being abused to secure publicity.

Quorum

Members representing a majority of allocated votes present or by proxy will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Agenda

The agenda for the Annual Meeting may include:

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

Scrutineers

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

Adjournments

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

Attendance

The only persons entitled to attend a meeting of the Members are delegates representing Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review

engagement, if any), individuals possessing a proxy on behalf of a Member, 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.

Delegates to General Meetings

A Member is entitled to have a maximum of five (5) delegates, from its membership, attend a general meeting of the District Association.

The Member must appoint one of its delegates to cast all its votes at a general meeting.

Voting at General Meeting

At general meetings:

- An *Active Member* shall be entitled to **one (1) vote for every billable registered member** as recorded by the ONTARIO SOCCER registration system.
- An *Associate Member* shall have **one (1) vote**.

All its votes cast by its appointed delegate or by a proxy.

A simple majority, excluding changes to the By-Laws, which **require a 2/3rds majority vote**, shall reach decisions.

The chairperson shall have a deciding vote only.

The chairperson may appoint a presiding electoral officer to run an election. Scrutineers shall be appointed at the meeting to total votes and report back to the presiding officer.

Each member of The Board of Directors shall have a voice but no vote unless he/she has declared himself/herself as a delegate of a member "in good standing". The President/chairperson may not represent a Member.

Proxy Voting at General Meeting

Every member entitled to vote at a meeting of Members may by means of a proxy appoint another Member or a person as the member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.

The proxy must be:

- Received in writing **at least seven (7) days** before the date of the Annual General Meeting or Special Members Meeting;
- Using the District's Proxy Form;
- Must be received from an active board member of the Club giving the proxy

A Member and/or its delegates, may only hold in total **one (1) proxy**.

A non-Member may only hold in total **one (1) proxy**.

The format for the proxy, and the issue, or issues, for which the proxy may be cast are as defined in the Rules and Regulations.

Board of Directors Meeting

The Board of Directors shall meet at least four (4) times per year, upon **fourteen (14) days' notice** given by the President and Secretary, at such place and time as the Board of Directors may determine.

A majority of the elected members of the Board of Directors shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote.

The board shall have its first meeting within thirty (30) days of the A.G.M. at a time and place set by the President.

Executive Committee

The Executive Committee shall consist of four positions including the President, Vice President, Secretary and Treasurer.

The Executive Committee, between meetings of the Board, shall possess, and may exercise, all powers of the Board of Directors in the management and direction of the affairs of the District Association.

A majority of the Executive Committee shall constitute a quorum of the Executive Committee. Meetings of the Executive Committee shall be at the call of the President.

ARTICLE 7: COMMITTEES

The Membership at any general meeting, or the Board of Directors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the District Association.

ARTICLE 8: PROCEDURES GOVERNING MEETINGS

All meetings of the District Association shall be conducted in accordance with the most recently published Robert's Rules of Order Newly Revised except as may be otherwise stipulated in this By-Law or other Rules and Regulations of the District Association.

ARTICLE 9: BY-LAWS AND AMENDMENTS

- a) By-Law amendments to:
- Article 1: the District Association's name;
 - Article 1: the municipality in which the headquarters is located;
 - Article 4: any other membership criteria as approved by the Membership of the District Association;
 - Article 5: the number of individuals on its Board of Directors, the additional positions a director may hold and the election year for the additional positions, limiting Board positions to one Director from each Club and League and the description of "Other Director Positions";
 - Article 6: the method of notification of a General Meeting;
 - Article 9: the method of notification about proposed amendments to the By-Laws;
 - Article 12: the financial year end of the District Association; may be proposed by the Board of Directors, or submitted by a Member to the District Association in writing at least thirty (30) days prior to a general meeting of the District Association.

Copies of the proposed amendments, shall be sent to all Members twenty-one (21) days prior to the A.G.M. Amendments to the by-laws become effective immediately upon approval at a General Meeting unless otherwise stipulated.

- b) Subject to the foregoing, By-Laws of the District Association shall be adopted or amended, as the case may be, by a majority vote of the Board of Directors, and by a two thirds (2/3's) majority vote of the membership voting in person or by proxy at a meeting of the District Association duly called for that purpose, provided such By-Laws or amendments conform to Ontario Soccer published rules.
- c) By-Laws or amendments thereof required by changes to Ontario Soccer published rules shall be considered at the next members' meeting of the District Association following at least forty-five (45) days after notification of the required change has been published by Ontario Soccer.
- d) All Members entitled to vote shall be notified with the District Association's notice of the said Members' meeting about By-Law amendments referred to in subparagraph (a) and proposed By-Laws or amendments referred to in subparagraph (c). Such notification shall be by regular

mail and/or email, website notice, and posting at the District Office.

ARTICLE 10: RULES AND REGULATIONS

The District Association shall have Rules and Regulations, which shall include, but is not limited to, the following:

- discipline of a Member: summary of charges regarding misconduct;
- discipline of a Member: procedures for discipline hearing;
- duties of Board of Directors: authority granted to Board regarding the business being conducted;
- duties of Board of Directors: selection process and appointment process for the appointment and renewal of appointments to the League's paid and volunteer positions;
- duties of Board of Directors: process for revoking appointments;
- voting at General Meeting: format for the proxy, and the issue, or issues, for which the proxy may be cast.

The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with the By-Law and are not inconsistent with the Rules and Regulations of a higher-level governing organization.

Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at a General Meeting. If the Board of Directors amends the Rules and Regulations, the amendment shall be presented for ratification at the next Annual General Meeting, or a Special General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

Gender Diversity

As per Canada Soccer Policy regarding Neutrality and Non-Discrimination, the following operational procedure shall apply unless otherwise stipulated and will be assessed accordingly. For the purpose of registration on gender-based amateur teams, a player may register with the gender team with which the player identifies, and confirmation sufficient for guaranteeing access shall be satisfied by documentation or evidence that shows the stated gender is sincerely held, and part of a person's core identity. Documentation satisfying the herein stated standard includes, but is not limited to, government issued documentation or documentation prepared by a health care provider, counsellor, or other qualified professional not related to the player.

ARTICLE 11: INDEMNITY

Members of the Board of Directors or other servants to the District Association, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the District Association against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglect or default.

ARTICLE 12: FINANCE

Bank

The accounts of the District Association shall:

- be audited annually by a Chartered Accountant* if the annual Gross Revenue is greater than **\$500,000**;
- or be reviewed annually through a Financial Review Engagement completed by a Certified General Accountant, Certified Management Accountant or Certified Accountant, if the Annual Gross Revenue is **\$500,000** or less;
- or with the consent of all its Members, be exempt from any audit or Financial Review Engagement if the Annual Gross Revenue is less than **\$100,000**.

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 Corporation in accordance with the Act;
- The auditor will hold office until the next Annual Meeting;
- The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended.

The audit or the Financial Review Engagement statement shall be presented to the Annual General Meeting for adoption.

At the Annual General Meeting of the District Association, a chartered accountant firm shall be appointed to perform the audit or the Financial Review Engagement.

The fiscal year of the District Association shall end on September 30th of each year, unless otherwise ordered by the Board of Directors.

Annual Financial Statements

- The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation 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 twenty-one (21) days before the Annual Meeting. The Financial Statements will include:
 - The financial statements;
 - The auditor's report or review engagement (if any); and
 - Any further information respecting the financial position of the Corporation.

Books and Records

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

- The Corporation’s articles and By-laws;
- The minutes of meetings of the Members and of any committee of Members;
- The resolutions of the Members and of any committee of Members;
- The minutes of meetings of the Directors or any committee of Directors;
- The resolutions of the Directors and of any committee of Directors;
- A register of Directors;
- A register of Officers;
- A register of Members; and
- Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

ARTICLE 13: DISPUTE RESOLUTION

The District Association shall adhere to the Dispute Resolution process as published and approved by Ontario Soccer from time to time.

Any member of the District Association may initiate the Dispute Resolution process by communicating in writing to Ontario Soccer, with a copy to the District 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.

The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.

The District Association shall make available to any member a copy of the Dispute Resolution process when requested.

ARTICLE 14: HARASSMENT

The District Association shall adhere to the Harassment Policy as published and approved by Ontario Soccer from time to time.

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, members and registrants of the District Association.

Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading, or offensive. It includes, but is not limited to, sexual harassment.

The District Association shall make available to any member a copy of the Harassment Policy when requested.

ARTICLE 15: APPEALS

- a) Any registrant or registered organization directly affected by a decision of the District

- Association may appeal such decision, except as stipulated in 15 d) or e);
- b) The denial or termination of membership in the District Association may be appealed by a non-registered organization;
 - c) A decision of the District Association may be appealed to Ontario Soccer. The appeal shall be conducted in accordance with Ontario Soccer's published rules;
 - d) An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the District Association's operations, except where the selection, appointment and revocation process outlined in the Rules & Regulations has not been followed;
 - e) An individual shall not appeal a decision made by the District regarding a player's team assignment on any District or Regional team.

ARTICLE 16: DISSOLUTION

In the event of dissolution of the District Association, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Directors to one or more not-for-profit soccer related organizations which are registered with Ontario Soccer.

ARTICLE 17: DEFINITIONS/TERMINOLOGY

Terminology used in this By-Law shall have the same meaning as used by Ontario Soccer in its letters patent, By-Laws and published rules.