

THE HAMILTON AND DISTRICT SOCCER ASSOCIATION BY-LAWS

ARTICLE I - GENERAL

- 1.1 **Purpose:** These By-laws relate to the general conduct of the affairs of The Hamilton and District Soccer Association.
- 1.2 **Definitions:**
The following terms have these meanings in these By-laws:
- a) *Act* – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
 - b) *Board* – the Board of Directors of the Corporation.
 - c) *Corporation* – The Hamilton and District Soccer Association.
 - d) *Days* – days including weekends and holidays.
 - e) *Director* – an individual elected or appointed to serve on the Board pursuant to these By-laws.
 - f) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
 - g) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution.
 - h) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution.
- 1.3 **Registered Office:** The registered office of the Corporation will be located within the Province of Ontario.
- 1.4 **Corporate Seal:** The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.
- 1.5 **Affiliations:** The Corporation will be a member in good standing with The Ontario Soccer Association (OSA) and will follow the published rules of the Canadian Soccer Association (CSA) and The OSA. The Corporation is subject to the published rules in declining order of authority of: the CSA, The OSA and the Corporation.
- 1.6 **No Gain for Members:** The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objects.
- 1.7 **Ruling on By-laws:** Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
- 1.8 **Conduct of Meetings:** Unless otherwise specified in these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).
- 1.9 **Interpretation:** Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.
- 1.10 **Dispute Resolution:** The Corporation adheres to the Dispute Resolution process as published and approved by The OSA. Any Member may initiate the Dispute Resolution process by communicating with The OSA, with a copy to the Corporation, and following the outlined procedure.
- 1.11 **Appeals:** Decisions made by the Corporation may be appealed to The OSA under the terms of The OSA's policies and procedures. Decisions made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Corporation's operations, except when the process outlined in the Corporation's rules and regulations has not been followed, as well as any decision made by the Corporation regarding a player's team assignment on any team, may not be appealed.
- 1.12 **Harassment:** The Corporation shall adhere to its Harassment Policy of the OSA. The Harassment Policies of the OSA shall apply to all Officers, Directors, employees, volunteers, coaches, managers, game officials, administrators, players and members of the Corporation. The Corporation will make available to any Member the OSA Harassment Policy when requested.
- 1.13 **Volunteer Screening:**
The Corporation will adhere to the Volunteer Screening Policy as published and approved by the OSA.

ARTICLE II MEMBERSHIP

- 2.1 **Categories** – The Corporation has the following categories of Member:
- a) Active Member – A club that is registered as a member of the Corporation and has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.
 - b) Affiliate Member – A professional or semi-pro club operating within the boundaries of the Corporation that is registered as a member of the Corporation and has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.
 - c) Associate Member - A league or other organization that is registered as a member of the Corporation and has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.
 - d) Honourary Member – Any individual or organization approved by Special Resolution of the Board and who has who agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.
 - e) Life Member – Any individual approved by Special Resolution of the Board who has contributed greatly to the development or promotion of the Corporation and has who agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations.

Admission and Renewal of Members

- 2.2 **Admission of Members:**Excluding Honorary and Life Members who are approved in accordance with these By-Laws, any candidate will be admitted as a Member or renewed as a Member if:
- a) The candidate member makes an application for membership in a manner prescribed by the Corporation;
 - b) The candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member;
 - c) The candidate member has paid dues as prescribed by the Board;
 - d) The candidate member agrees to uphold and comply with the Corporation’s governing documents;
 - e) The candidate member meets any other condition of membership determined by the Board;
 - f) The candidate member has met the applicable definition listed in Section 2.1; and
 - g) The candidate member has been approved by resolution of the Board or by the Members, as described in the Corporation’s rules and regulation³.

Membership Dues and Duration

- 2.3 **Fiscal Year:**
Unless otherwise determined by the Board, the membership year of the Corporation will be November 1st to October 31st.
- 2.4 **Dues:** Membership dues and player registration fees paid by Members will be determined annually by the Board and ratified by the Members.
- 2.5 **Duration:** Membership duration is accorded on an annual basis and Members will re-apply for membership annually.
- 2.6 **Deadline:** Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Corporation.

Transfer, Suspension, and Termination of Membership

- 2.7 **Transfer:** Membership in the Corporation is non-transferable.
- 2.8 **Suspension:** A Member may be suspended, pending the outcome of a discipline hearing in accordance with The OSA's or the Corporation's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.
- 2.9 **Termination:** Membership in the Corporation will terminate immediately upon:
- a) The expiration of the Member's annual membership, unless renewed in accordance with these By-laws;
 - b) The Member fails to maintain any of the qualifications or conditions of membership described in Section 2.1 of these By-laws;
 - c) Resignation by the Member by giving written notice to the Corporation;
 - d) Dissolution of the Corporation;
 - e) The Member's dissolution or in the case of a person, the person's death; or
 - f) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
- 2.10 **May Not Resign:** A Member may not resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation.
- 2.11 **Arrears:** A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Board.
- 2.12 **Discipline** – In addition to expulsion for failure to pay membership dues, a Member may be disciplined in accordance with The OSA's and the Corporation's policies and procedures relating to the discipline of Members.
- 2.13 **Dues Payable:** Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

Good Standing

- 2.14 **Definition:** A Member will be in good standing provided that the Member:
- a) Has not ceased to be a Member;
 - b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
 - c) Has completed and remitted all documents as required by the Corporation;
 - d) Has complied with the By-laws, policies, and rules of the Corporation;
 - e) Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
 - f) Has paid all required membership dues.
- 2.15 **Cease to be in Good Standing:** Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE III MEETINGS OF MEMBERS

- 3.1 **Annual 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. Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report.
- 3.2 **Special Meeting:** A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of twenty-five percent (25%) or more of the total number of Members entitled to vote 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.
- 3.3 **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 permits 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 Directors 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.
- 3.4 **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 at least ten (10) 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 or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.
- 3.5 **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.
- 3.6 **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.
- 3.7 **New Business:** No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.
- 3.8 **Quorum:** Fifty percent (50%) of the voting Members 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.
- 3.9 **Closed Meetings:** Meetings of Members will be closed to the public except by invitation of the Board.

- 3.10 **Agenda:** The agenda for the Annual Meeting will at least include:
- a) Call to order
 - b) Establishment of quorum
 - c) Approval of the agenda
 - d) Approval of minutes of the previous Annual Meeting
 - e) Presentation and approval of reports
 - f) Report of Auditors
 - g) Appointment of Auditors
 - h) Presentation of Budget
 - i) Approval of membership dues and related fees
 - j) Business as specified in the meeting notice
 - k) Ratification of the acts of the Board of Directors for the previous year
 - l) Election of new Directors
 - m) Adjournment
- 3.11 **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.
- 3.12 **Adjournments:** With the majority consent of the Members present and 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.
- 3.13 **Attendance:** The only persons entitled to attend a meeting of the Members are the Members, the 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 or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Voting at Meetings of Members:

- 3.14 **Voting Rights:** Members have the following voting rights at all meetings of the Members:
- a) Active Members are entitled to the following number of votes:
 - i. One vote for the first one hundred dollars (\$100) or part thereof of fees retained plus one vote for each additional three hundred (\$300) or part thereof of fees retained, up to a maximum of six votes; and
 - ii. One vote for each additional five hundred dollars (\$500) or part thereof of fees retained.
 - b) Affiliate Members do not have a vote
 - c) Associate Members have one vote each.
 - d) Honourary Members do not have a vote.
 - e) Life Members do not have a vote.
- 3.15 **Eligibility of Votes:** The date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.
- 3.16 **Delegates:** Members will appoint in writing (inclusive of electronic notice) to the Corporation, seven (7) days prior to the meeting of Members, the names of five (5) Delegates to represent the Member. Delegates must be at least eighteen years of age, of sound mind, and be acting as the Member's representative. The Member must appoint one of its delegates to cast all of its votes at a meeting of the Members.
- 3.17 **Voting on Fundamental Changes:** Each class of Member is permitted to vote separately on fundamental changes affecting the Corporation.
- 3.18 **Proxy Voting:** Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:
- a) Be signed by the Member;
 - b) Be in a form that complies with the Act;
 - c) Comply with the format stipulated by the Corporation; and

- d) Be submitted to the Registered Office of the Corporation at least two (2) business days prior to the meeting of the Members
- 3.19 **Maximum Proxies:** A Member or non-Member may only hold the proxy votes of a single Member.
- 3.20 **Determination of Votes:** Votes will be determined by a show of hands, orally or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
- 3.21 **Majority of Votes:** Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, resolution is defeated.
- 3.22 **Written Resolution:** A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE IV GOVERNANCE

Composition of the Board

- 4.1 **Directors:** The Board will consist of nine (9) Directors.
- 4.2 **Composition of the Board:** The Board will consist of the following:
- a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
 - e) Technical Director
 - f) Discipline & Appeals Director
 - g) Competition & Events Director
 - h) Two (2) Directors-at-Large

Eligibility of Directors

- 4.3 **Eligibility:** To be eligible for election as a Director, an individual must:
- a) Be eighteen (18) years of age or older;
 - b) For the positions of President and Vice President, not be a Director or Officer hold an executive voting position of any other soccer organization (except for the position of District Representative on The OSA's Board);
 - c) Not be a Life Member;
 - d) Not be a paid employee of the Corporation;
 - e) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
 - f) Have the power under law to contract;
 - g) Have not been declared incapable by a court in Canada or in another country; and
 - h) Not have the status of bankrupt.
- 4.4 **Multiple Club Representatives:** Only one (1) Director from each Member may hold a position on the Corporation's Board of Directors.

Election of Directors

- 4.5 Nominations for positions on the Board of Directors must be made by:
- a) An Active Member or an Associate Member of the District Association.
 - b) Each nomination must be:
 - 1) Submitted by the Member to the Nominating Committee using the H&DSA Board of Directors nomination form
 - 2) Accompanied by a brief biographical sketch of the nominee, with particular reference to the nominee's qualifications and how they meet the criteria for the position as required by the H&DSA Constitution and Rules
 - 3) Accompanied by a brief statement from the nominee outlining his/her vision of the future of the District, and what she/he hopes to achieve, if elected,
 - 4) Accompanied by a statement from the nominee identifying the position(s) he/she holds in any other soccer organization and, if applicable, confirming that he/she will resign such position(s) within 60 days if elected to the position of President or Vice-President of the District Association.
 - 5) Signed by the nominee, or accompanied by the nominee's letter of acceptance
 - c) All nominations that meet the qualifications must be presented for election at the Annual General Meeting
 - d) All nominations must be received no later than 14 days prior to the Annual General Meeting. Following this date, a report of all nominations will be published.
 - e) Nominations from the floor at the Annual General Meeting may only be made under one of the following conditions:

- 1) If no nomination for a specific position was made in accordance with sections (a), (b) and (c) above, or if all valid nominations are subsequently withdrawn
 - 2) If insufficient nominations were made in accordance with sections (a), (b), and (c) above for the positions of Director at Large
 - 3) If a nominee – whose nomination was made in accordance with (a), (b) and (c) above – is defeated for the position nominated, the nominee may be nominated from the floor for a subsequent position
 - 4) If a sole nominee, nominated in accordance with sections (a), (b) and (c) above, does not receive a majority of votes cast and is not declared elected
- f) Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution.
 - g) Election shall be by secret ballot
 - h) In the event that only one (1) candidate is nominated, a vote is required and the Members shall vote (yes/no) and the nominated candidate must receive a majority of votes cast to be declared elected.
 - i) 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.

Any candidate nominated from the floor must complete and sign the H&DSA Board of Directors nomination form, as set out in Section 4.5-b).

4.6 Circulation of Nominations: Valid nominations will be circulated to Members at the Annual Meeting prior to the elections.

4.7 Election: Directors will be elected at each Annual Meeting as follows:

- a) The President, Secretary, Technical Director, Competitions & Events Director, and one (1) Director-at-Large will be elected at alternate Annual Meetings to those listed in sub-section b.
- b) The Vice President, Treasurer, Discipline & Appeals Director, and one (1) Director-at-Large will be elected at alternate Annual Meetings to those listed in sub-section a.

4.8 Elections – Elections for each Director position will be decided by majority vote of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie then the winner(s) will be declared by Ordinary Resolution of the Board.

4.9 Terms: Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

Resignation and Removal of Directors

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

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

- a) The Director resigns;
- b) The Director is found to be incapable of managing property by a court or under Ontario law;
- c) The Director is found by a court to be of unsound mind;

- d) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- e) The Director dies.

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

Filling a Vacancy on the Board

4.13 **Vacancy:** Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual Meeting.

Meetings of the Board

4.14 **Call of Meeting:** A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.

4.15 **Chair:** The President will be the Chair of all Board meetings unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.

4.16 **Notice:** Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

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

4.18 **Number of Meetings:** The Board will hold at least four (4) meetings per year.

4.19 **Quorum:** At any meeting of the Board, quorum will be a majority of Directors holding office.

4.20 **Voting:** Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed upon a majority of the votes being in favour of the resolution. In the event of a tie, resolution is defeated.

4.21 **No Alternate Directors:** No person shall act for an absent Director at a meeting of directors.

4.22 **Written Resolutions:** A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

4.23 **Public Attendance:** The public may attend meetings of the Board upon invitation from the Board.

4.24 **Meetings by Telecommunications:** A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

Duties of Directors

4.25 **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.

Powers of the Board

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

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

a) Subjection to Section 4.26:

- i. Make policies, procedures, rules or regulations;
 - ii. Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
 - iii. Determine registration procedures, recommend membership dues, and determine other registration requirements;
- b) Manage the affairs of the Corporation in accordance with the Act and these By-laws;
 - c) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
 - d) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
 - e) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
 - f) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws to not be in excess of \$10,000 annually or it must go to the membership for voting; and
 - g) Perform any other duties from time to time as may be in the best interests of the Corporation.

4.28 **Membership Approval:** Board approved policies, procedures, rules or regulations may be made at any time by Ordinary Resolution of the Board and will only have force and effect after ratification by the voting Members at a Members Meeting by way of Ordinary Resolution and at least twenty-one (21) days' notice has been provided. If the Ordinary Resolution is not passed, the policy, procedure, rules or regulation will have no effect.

ARTICLE V OFFICERS

- 5.1 **Composition:** The Officers will be comprised of the President, Vice President, Secretary, and Treasurer.
- 5.2 **Term:** The term of the Officers will be two (2) years or until they or their successors are elected or appointed.
- 5.3 **Election:** The Officers of the Corporation will be elected by the Members.
- 5.4 **Duties:** The duties of Officers are as follows:
- a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be an ex-officio member of all Committees except the Nominations Committee, will be the official spokesperson of the Corporation, will serve as District Representative to The OSA (or appoint a designate), and will perform such other duties as may from time to time be established by the Board.
 - b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
 - c) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.
 - d) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board.
- 5.5 **Delegation of Duties:** At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation.
- 5.6 **Removal:** An Officer may be removed by Ordinary Resolution at a meeting of the Board or of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Ordinary Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director (if applicable) will automatically and simultaneously be terminated.
- 5.7 **Vacancy:** Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Vice-President shall become President and the Board may appoint a replacement for the position of Vice-President from among the Directors.
- 5.8 **Other Officers:** The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE VI COMMITTEES

Committees

- 6.1 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.
- 6.2 Appointment of Chairs – The President will appoint the Chair of all Standing and Special Committees, subject to ratification by the Board.
- 6.3 Vacancy – When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.
- 6.4 President Ex-officio – The President will be an ex-officio non-voting member of all Committees of the Corporation.
- 6.5 Removal - The Board may remove any member of any Committee.
- 6.6 Debts – No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE VII FINANCE AND MANAGEMENT

- 7.1 **Fiscal Year:** Unless otherwise determined by the Board, the fiscal year of the Corporation will be November 1st to October 31st
- 7.2 **Bank:** The banking business of the Corporation will be conducted at such financial institution as the Board may determine.
- 7.3 **Auditors:** At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended.
- 7.4 **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; and
 - Any further information respecting the financial position of the Corporation.
- 7.5 **Audit Requirements:** The financial statements of the Corporation will be presented annually to the members at the Annual Meeting in accordance with the Act and must be:
- Audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant if the Corporation's annual gross revenue is greater than or equal to \$150,000 or if the Corporation has greater than or equal to 1000 registered individuals; or
 - Reviewed by a Public Accountant, Certified General Accountant or Certified Management Accountant through a Financial Review Engagement, as defined by CICA, if the Corporation's annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or the Corporation has fewer than 1000 but greater than or equal to 500 registered individuals; or
 - Signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or Certified Management Accountant if the Corporation's annual gross revenue is less than \$100,000 but greater than or equal to \$10,000.
- 7.6 **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;

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

- 7.7 **Signing Authority:** Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by at least one (1) of the Officers or other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.
- 7.8 **High Value Contracts:** All financial instruments and contracts with a value larger than \$10,000 must be signed by two (2) Officers or other individuals as designated by the Board that hold the signing authority of the Corporation.
- 7.9 **Property:** The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.
- 7.10 **Borrowing:** The Board may from time to time:
- a) Borrow money on the credit of the Corporation;
 - b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
 - c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person
 - d) Charge, mortgage, hypothecate, or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.
- 7.11 **Borrowing Restriction:** The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

Remuneration

- 7.12 **No Remuneration:** All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

Conflict of Interest

- 7.13 **Conflict of Interest:** A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest. All Directors and committee members must comply with the OSA's Conflict of Interest Policy.

ARTICLE VIII AMENDMENT OF BY-LAWS

- 8.1 **Voting:** These By-laws may only be amended, revised, repealed or added to:
- a) Under the jurisdiction of the *Ontario Corporations Act*, by a two-thirds affirmative vote of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.
 - b) Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*:
 - i. By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.
 - ii. By a Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.
- 8.2 **Effective Date:** By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

ARTICLE IX NOTICE

- 9.1 **Written Notice:** In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the individual, Director, Officer, or Member, as applicable.
- 9.2 **Date of Notice:** Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked
- 9.3 **Error in Notice:** The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE X DISSOLUTION

- 10.1 **Dissolution:** The Corporation may be dissolved in accordance with the Act and its assets will be distributed to an organization with similar objectives.

ARTICLE XI INDEMNIFICATION

- 11.1 **Will Indemnify:** The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.
- 11.2 **Will Not Indemnify:** The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:
- a) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
 - b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- 11.3 **Insurance:** The Corporation will, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE XII FUNDAMENTAL CHANGES

12.1 **Fundamental Changes:** Under the jurisdiction of the *Ontario Not-for-Profit Corporations Act*, a Special Resolution of all Members (whether voting or non-voting) is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Add, change or remove any restriction on the activities that the Corporation may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the Corporation;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act.

12.2 **Special Class Vote Result:** Should any membership category not, by Special Resolution, approve a special class vote on a fundamental change, the issue is defeated.

ARTICLE XIII ADOPTION OF THESE BY-LAWS

13.1 **Ratification:** These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at a meeting of Members duly called and held on June 6, 2016.

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