

2024 AGM Agenda  
Wednesday January 24, 2023  
6:30pm Cobden Agricultural Hall

1. Call to Order
2. Roll Call
3. Review of Previous AGM Minutes
4. President's Address
5. Officers Reports
  - a. Director of Equipment
  - b. Director of Coaching
  - c. Director of Officials
  - d. Director of Communication
6. Treasurer's Report
7. Auditors Report
8. Appointment of Auditors
9. Other Reports
10. Unfinished Business
11. Amendments to the By-Laws
12. Roll Call
13. Election of Directors
14. Any other Business
15. Adjournment

**2023 AGM Meeting Minutes**  
**Monday February 6, 2023 - 6:30pm Cobden Ag Hall**

1. Call to order 6:03pm
2. Roll Call
  - Present: Yolanda Prange, Kelly Coulas, Kathleen Lindhorst, Christine Mitchell, Susan Goldsmith-Davis, Samantha Cauvier
3. Review Of Previous Minutes
  - No edits or amendments needed. Motion to adopt 2022 AGM minutes as final brought forth by Sam and Seconded by Kathleen. All in Favour
4. President's Address
  - See below, *Appendix A* - overall very successful season. HUGE kudos to the Board Members for their commitment and hard work. Feedback from the community was so positive.
5. Officers Reports:
  - a) **Director of Equipment** - See below, *Appendix B*. There was a lot of progress in this area. Many upgrades were made and equipment purchased this year.
  - b) **Coaching** - See attached report. Many new Coaches were recruited. All of whom did a great job and rose to the occasion. All programs ran very well.
  - c) **Director of Officials** - See attached report. Rebuilding Season especially after Covid. Our 8 new Refs did an amazing job.
  - d) **Director of Communication** - website overhaul nearing completion with the most current updates. Has become an amazing resource for our program. Going forward Christine is looking toward having more input on social media, reinstating or creating a new instagram account, and posting Meeting Minutes publicly on the website in a timely manner.
6. Treasurer's Report
  - See attached report
  - Registration fees covered expenses for the year. Ended this year with a positive balance mainly due to Covid recovery grant.
7. Auditors Report
  - Kelly reports 2021 Audit Successful. No issues.
8. Appointment of Auditors
  - Kelly Agreed to Review the 2022 Financials.
9. Other Reports
  - Sam reported on her duties including Porta Potty rentals and initiating our new P.O. Box. All went well this year and will report back when P.O. Box renewal comes up.
10. Unfinished Business
  - Kathleen to monitor and follow up with uncashed cheques from 2022

11. Amendments to the By-Laws

- none

12. Roll Call

- Susan had to depart. Attendance at this time. Kelly, Yolanda, Christine, Sam, Kathleen

13. Election of Directors

- **Vice President** - Samantha Cauvier agreed to retain her position for another term. There were no other applicants. Board Voted all in favour. Samantha Cauvier appointed to Vice President.
- **Technical Director** - Susan Goldsmith-Davis was nominated for the position.
- **Secretary** - we had no candidates come forward at this time. Kathleen Lindhorst will replace Kelly Coulas as Interim Secretary until the position is filled

14. Any Other Business - discussed topics to visit in 2023

- Policies and Procedures finalization
- Produce a Timeline for a usual season so we can be sure we are hitting the benchmarks and pass it on to future executive for reference
- Discuss and implement a strategy for Retention of Coaches and Referees
- Look into an acceptable budget or earmark funds for Coaching education/courses and/or host clinics
- Research past Guidelines for Board Members and update as needed
- Complete Quality Soccer Program requirements.

15. Adjournment

- Meeting adjourned at 7:53. Motion to adjourn by Kelly, second by Sam - all in favour

## **Appendix A:**

2023 AGM - President's Address

January 9, 2023

Hello All,

What an amazing Soccer Season we had this year! Our first "normal" season, after 2 years. I couldn't be more proud of our Board of Directors, a small group of dedicated individuals who came together to pull off one of our most successful seasons I have seen in the 8-10 years I have been involved with OMS. There were so many happy players and families this year, I am proud of what we are able to accomplish and provide to our community. Opeongo Minor Soccer is a unique group of small communities working together for a common goal. Our club is alive and well and hopefully we can continue to keep it thriving for years to come.

This year we saw the number of Minisoccer registrants up 2-3 fold over the last few years, bringing hope to the future of our small but mighty club. Amazingly, with special thanks to Susan for making all of the phone calls, we were able to find MANY new parent Managers and Coaches who were wonderful with the athletes and provide an enjoyable season for all. U12-U19 was also a success with many of our tried and true coaches returning to lead our athletes. We had a brand new crop of 7 new Referees who did an amazing job in their first year. The VUSL revamped their website and provided standings throughout the season. This was a work in progress and came with some challenges. Overall, our travelling teams all had very positive Seasons with our U18 Boys team winning the division title this year.

### Season Accomplishments

- 1) Partnership with Tim Hortons Timbits program suiting up our U6/U8 and providing timbits for our Fun Night - Thank you to Yolanda for getting this up and running. It will be an invaluable addition to our club for years to come
- 2) Policies and Procedures were overhauled and placed on a shared Google Drive awaiting final review and official vote by the Board
- 3) Grant of \$500 from Whitewater Region helped us to buy new nets for Minisoccer. Thank you Christine for doing the leg work to help us receive the grant.
- 4) The Milk UP Future leaders for East Region awarded to Emma Prange - OMS's second recipient in as many years

### Looking Forward

- a) Finalize Policies and Procedures Manual
- b) Address further equipment needs utilizing the Covid recovery grant received in 2022
- c) Address field conditions at Opeongo. Upper and Lower Field Surface and Poison Ivy
- d) Address our U10's joining the rest of the VUSL playing Home and Away Games

Now more than ever I see how important this club is to our community. Building on our success from last year, I hope to make 2023 even better!

Kelly Coulas

President, Opeongo Minor Soccer

## **Appendix B:**

### Opeongo Minor Soccer Equipment Manager's Report for 2022

This year was an exciting year with regards to equipment. Many desperately needed upgrades were completed, a liaison for U6 and U8 Player Outfit donations with Tim Hortons was made, our jersey return system was successful and basic equipment was purchased. Playing fields were both the Upper and Lower (Main) fields and we utilized Cobden District Elementary school for U12 practices.

The old soccer trailer had been moved during COVID for two years to the rear of the school. It was in extreme disrepair. Opeongo High School Shop Class volunteered their knowledge and time to assist with the repair of the leaking roof, open wall and flat tires. They towed it to a great location between the upper and lower fields. Board Members took the time to gut the interior, sanitize the walls and go through the contents. Equipment that had been stored in our personal shed were returned to the trailer. A new shelving unit was purchased to assist with the organizing of the trailer. The trailer remained very organized throughout the season - which facilitated coaches.

The lawn mower had been damaged during COVID. It was taken to a lawnmower repair center. The carburetor was fixed, oil changed, tune up and engage handle replaced.

Our U6 and U8 players were outfitted by Tim Hortons Timbit program. Jersey, shorts, socks, a ball and medal were given to each of the players. In total 120 complete outfits were provided. The Tim Horton's local owner Andy Burns was excited to be associated with this program and involved in the community. Our Thank you card complete with a photo and signed by players at the end of the season, was very well received.

A new set of Jerseys was purchased for the U12 team- 26 in total. These were desperately needed. Our team jerseys for U10 and U14+ jerseys were given to the team managers to distribute and collect. 4 jerseys remain outstanding - the individuals have been contacted many times.

#### Field Setup and Lining

Paid Position- Emma Prange and Volunteered time by myself.

We had an Issue at the beginning of season with the high school- recommend early communication with the Phys Ed department (HS soccer Coach did not contact us with any information regarding their needs, we volunteer our time and paint for the initial field set up and lining. There were issues with the fields at Opeongo, we were aware of some of the issues but they were school board issues- main field divots at goal box, long grass, poison ivy, uneven playing surface for U12 ( one side of the field)

Equipment purchased for this year included:

2 12x6 nets - purchased with funds from the Whitewater XXXXXXXX

2 12x6 nets

7 Pr Goalie Gloves  
5 Ball Pumps  
5 Size 4 Soccer Balls- Club Quality  
12 Size 5 Soccer Balls- Competition Quality  
3 Ball Bags  
Field Paint- cases 6 + 4

Donation of First Aide Kits by Huckabone Equipment Ltd- wonderful donation to replace our old kits. The kits were provided to each manager and were used throughout the season. The remaining kits have expired but recommended their continued use.

#### Recommendations for Season 2023

1. A schedule for replacement of Equipment including jerseys should be made.  
For the next season new 18x24 nets for the main field are needed as the current ones are very old and in poor repair. At least one set of new jerseys -U14  
Crests for one set of Jerseys are required- Precision Textiles
2. Fields Use for next year-  
recommend using the Upper Field U6 and U8, Main Field U10, U14+, Legion Field U12
3. HIGHLY recommend contacting the School Board to discuss Field Surfaces, mowing etc months prior to the season starting. Also early communication with Phys Ed department and VP to determine field lining requirements.

#### Fun Night U6 U8 U10

A fun evening was held for the U6/U8/U10 teams. It was extremely well attended and received excellent feedback from the parents and players. Teams rotated through stations- Big Ball Soccer, Tattoos and Timbits, Obstacle Course and Ice Cream. The Ice Cream was donated by The Milk Farmers of Ontario and Tim Hortons provided Timbits for the players, Although the planning was rushed it was a very successful evening.

Recommend early planning

Pictures for Teams

Pictures were taken of all teams and pictures were then digitally distributed by google drive links to the teams. We had two volunteers who assisted with the U6 and U8 and one with the U10.

It took a lot of time for the pictures of the older teams to be taken- recommend asking team parents if they could assist ( in fact U14, U18 had our previous photographer as a parent) in taking pictures.

Recommend having a designated picture night close to the beginning of the season for U6/U8/U10.

Digital Distribution was well received.

## Presidents Address

### Prepared for 2024 Opeongo AGM

### January 24, 2024

Good Evening,

It is once again a pleasure to report another successful Outdoor Soccer Season for 2023. This is my Fourth season as President and I am very happy to see our Organization growing year after year. We are fortunate to have members of our community come together when needed and help to provide Soccer to the kids in our area. There are a few milestones we managed to achieve this year which I would like to highlight:

- 1) Field Repair - at the conclusion of the 2022 Soccer season Opeongo Soccer Board Members heavily urged the School Board to provide improvements to the soccer Field to address community safety concerns. We are happy to report major improvements were made during the 2023 season. We are very excited to enjoy the new surface for 2024.
- 2) Legion Field - due to the Field repair at Opeongo we were forced to play at Legion Field in Eganville for all of our U14 and older age groups. This was a fantastic substitute and we will not hesitate to use it in the Future. The grounds department were very good to keep in touch and a thank you to Paul Prince for allowing us to use the shed to keep our flags in.
- 3) Gendered Teams - this year Opeongo set out to create Girls only and Boys only teams beginning in the U10 age groups to promote a cohesive fair environment for our players. To our knowledge this was widely enjoyed by our players and parents.
- 4) Equipment - for the second year in a row we spent a lot of money upgrading our equipment. We bought new jerseys, goalie gloves, new U12 nets and a few more U10 nets to accommodate our needs. There was also a wooden bin put in place at CDPS to keep our equipment in.
- 5) U10 Travel Teams - this was our first year having our U10 Teams play against other teams in the VUSL. Aside from major scheduling debacles and extreme weather (smoke/rain/heat) this went very well and we will continue to provide this higher level of competition for our U10 players.
- 6) Referees - our small group of Referees (new and returning) did a wonderful job this season covering our games. A HUGE thank you goes out to our visiting Adult Referees who came in to Ref our U14 and above games on a regular basis. We also instituted Referees for U8 for the second half of the season with great success.

The future looks bright for 2024. Although we definitely need some new volunteers to come in and learn the ropes and replace departing Board Members, we are hopeful the community will once again come together to support our needs. The VUSL is meeting more regularly and working to improve areas they are in charge of including Scheduling Games and Referees. A huge emphasis is being put on all clubs acting cohesively and working together towards common goals and the betterment of Soccer in the Valley.

Once again, a HUGE thank you to our Opeongo Soccer Community and especially to our Board of Directors for their continued leadership and commitment. I look forward to another successful Soccer season ahead.

Thank you,  
Kelly Coulas,  
President - Opeongo Minor Soccer



OPEONGO MINOR SOCCER CLUB INC.

INCOME STATEMENT 2023

	2023	2022	2021	2020	2019
<b>Revenue</b>					
Soccer Registrations	\$ 27,890.20	\$ 22,170.00	\$ 5,891.25	\$ 134.90	\$ 4,445.00
Donations	\$ -	\$ 780.00	\$ 325.00	\$ -	\$ -
GRANT FUNDING OS	\$ -	\$ 2,515.81	\$ 216.25	\$ -	\$ -
Recreation grant	\$ -	\$ 500.00			
credit from EODSA	n/a	n/a	\$ 250.00	\$ -	\$ -
SNE pay out	n/a	n/a	\$ 2,166.00	\$ -	\$ -
<b>TOTAL REVENUE</b>	<b>\$ 27,890.20</b>	<b>\$ 25,965.81</b>	<b>\$ 8,848.50</b>	<b>\$ 134.90</b>	<b>\$ 14,445.00</b>
<b>Expenses</b>					
administration and general	\$ 357.96	\$ 319.76	\$ 157.50	\$ 36.60	\$ 75.00
advertising, promotion and website	\$ 184.53	\$ -	\$ 117.90	\$ -	\$ 159.00
investment	\$ 10,000.00				
bank charges	\$ 53.00	\$ 38.75	\$ 40.00	\$ 40.00	\$ 93.00
equipment and jersey purchases	\$ 9,016.88	\$ 3,263.41	\$ 1,275.71	\$ -	\$ 107.00
Coaching Clinic/courses	\$ 60.00	\$ 215.00			
Respect in Sport repayment	\$ 67.80	\$ 305.10			
Fees -VUSL, EODSA/SNE, OSA	\$ 6,530.27	\$ 4,735.30	\$ 5,472.54	\$ 1,625.06	\$ 921.00
Field rental and maintenance	\$ 1,949.98	\$ 2,702.37	\$ 782.30	\$ -	\$ 1,712.00
portapotty (2) rental	\$ 2,435.16	\$ 2,428.53			
cross-over and cup days	\$ 464.11	\$ 596.09			
Fun night	\$ 392.32	\$ 100.68			\$ 89.00
Photographs and coaches/managers gifts	\$ 1,779.00	\$ 1,829.22	\$ 740.00	\$ -	\$ 326.00
Referee Clinic and training	\$ 600.00	\$ 710.00		\$ -	\$ 340.00
Referee expenses	\$ 3,170.00	\$ 3,149.00	\$ 300.00	\$ 477.92	\$ 2,171.00
Insurance	\$ 778.68	\$ 761.40	\$ 729.00	\$ -	
Sports Engine registration	\$ 105.00	\$ 727.50	\$ 266.75	\$ -	\$ 715.00
Zach Etmanskie Award	\$ 250.00	\$ 50.00	\$ 50.00	\$ 100.00	\$ -
<b>TOTAL EXPENSES</b>	<b>\$ 38,194.69</b>	<b>\$ 21,932.11</b>	<b>\$ 9,931.70</b>	<b>\$ 2,279.58</b>	<b>\$ 6,708.00</b>
<b>NET INCOME</b>	<b>\$ (10,304.49)</b>	<b>\$ 4,033.70</b>	<b>\$ (1,083.20)</b>	<b>\$ (2,144.68)</b>	<b>\$ 7,737.00</b>

**OPEONGO MINOR SOCCER CLUB INC.**

**BALANCE SHEET**

	<b>2023</b>	<b>2022</b>	<b>2021</b>
<b>Assets</b>			
BANK BALANCE (Dec 31 2023)	\$ 6,022.44	\$ 20,875.60	\$ 14,261.73
Investment Value	\$ 10,309.00		
CASH	\$ 1,963.00		\$ 280.00
<b>TOTAL ASSETS</b>	<b>\$ 18,294.44</b>	<b>\$ 20,875.60</b>	<b>\$ 14,541.73</b>
<b>Liabilities</b>	<b>\$ 1,052.98</b>		
Accounts payable	\$ -	\$ 2,585.17	\$ 605.47
<b>TOTAL LIABILITIES</b>	<b>\$ 1,052.98</b>	<b>\$ 2,585.17</b>	<b>\$ 605.47</b>

# BY-LAW NO.1

## Opeongo Minor Soccer Club Inc.

Approved: Enter Date when approved by members

### **Disclaimer**

**(Not to be included when By-laws are finalized):**

- 1. The Ontario Not-For Profit Corporation's Act (ONCA) is solely for organizations (corporations) that are NOT FOR PROFIT.*
- 2. The deadline for all NFP organizations to submit and be compliant with ONCA is October 19, 2024. For more information on ONCA, please click [HERE](#).*
- 3. It is highly recommended that each organization seek legal advice to assist and ensure your By-laws are compliant with ONCA before submitting.*
- 4. This template is provided as a sample and taken from Ontario Soccer's approved By-laws of September 23, 2023 that were written to be ONCA compliant. Organizations using this template will need to customize to suit their needs. This template does not guarantee ONCA compliant when altered.*

## Table of Contents

Article 1	DEFINITIONS AND INTERPRETATION.....	1
1.1	Definitions .....	1
1.2	Interpretation.....	2
Article 2	GENERAL.....	3
2.1	Financial Year End .....	3
2.2	Corporate Seal .....	3
2.3	Conduct of Meetings .....	3
2.4	Execution of Documents .....	3
2.5	Operating Policies and Procedures .....	3
2.6	Auditor and Level of Financial Review.....	4
2.7	Annual Audited Financial Statements .....	4
Article 3	MEMBERS .....	4
3.1	Classes of Members.....	4
3.2	Eligibility for Membership in “Opeongo Minor Soccer Club” .....	5
3.3	Conditions of Membership.....	5
3.4	Dues , Fees and Other Monies .....	5
3.5	Renewal of Membership.....	6
3.6	Membership Transferability .....	6
3.7	Termination .....	6
3.8	Effect of Termination of Membership .....	7
3.9	Discipline of Members.....	7
3.10	Resignation Does not Affect Disciplinary Investigation .....	7
Article 4	MEMBERS’ MEETINGS.....	8
4.1	Notice of Members Meetings .....	8
4.2	Waiver of Notice.....	8
4.3	Place of Members’ Meetings .....	8
4.4	Participation by Electronic Means at Members’ Meetings .....	8
4.5	Members’ Meeting Held Entirely by Electronic Means.....	9
4.6	Persons Entitled to be Present at Members’ Meetings.....	9
4.7	Authorized Representative of Member .....	9
4.8	Annual Meetings .....	9
4.9	Special Meetings .....	9
4.10	Special Business.....	9
4.11	Members Calling a Members’ Meeting .....	9
4.12	Chair of Members’ Meetings.....	10

4.13 Quorum at Members' Meetings .....	10
4.14 Proxies.....	10
4.15 Voting by Mail or by Telephonic or Electronic Means at Members' Meetings .....	11
4.16 Voting Rights .....	11
4.17 Method of Voting .....	11
4.18 Votes to Govern .....	11
4.19 Changing the Method of Voting by Members not in Attendance at a Meeting of Members....	11
<b>Article 5 BOARD OF DIRECTORS.....</b>	<b>11</b>
5.1 Number of Directors .....	11
5.2 Composition of Board .....	11
5.3 Eligibility .....	12
5.4 Qualifications .....	12
5.5 Director's Consent to Act .....	12
5.6 Nominations.....	12
5.7 Election of Directors .....	13
5.8 Term of Office and Number of Terms .....	13
5.9 Incumbent Directors .....	13
5.10 Automatic Vacation of Office .....	13
5.11 Effective date of Resignation of Director .....	14
5.12 Removal of Director .....	14
5.13 Filling Vacancies .....	14
<b>Article 6 MEETINGS OF DIRECTORS.....</b>	<b>14</b>
6.1 Calling of Meetings of the Board .....	14
6.2 Notice of Meetings of the Board.....	14
6.3 Chair of Board Meetings.....	15
6.4 Regular Meetings of the Board of Directors .....	15
6.5 Participation at Meeting by Telephone or Electronic Means .....	15
6.6 No Alternate Directors .....	15
6.7 Quorum .....	16
6.8 Votes to Govern at Meetings of the Board.....	16
6.9 Confidentiality .....	16
<b>Article 7 OFFICERS .....</b>	<b>16</b>
7.1 Composition.....	16
7.2 Term.....	16
7.3 Duties of Officers .....	16
7.4 Vacancy in Office .....	17

Article 8	COMMITTEES .....	17
8.1	Types of Committees .....	17
8.2	Restrictions on Committees .....	18
8.3	Standing Committees.....	18
8.4	Operational Committees .....	18
8.5	Nominations Committee .....	18
Article 10	INDEMNIFICATION AND INSURANCE .....	18
10.1	Limitation of Liability .....	18
10.2	Indemnity of Directors and Officers .....	18
10.3	Insurance.....	19
Article 11	GENERAL MATTERS .....	19
11.1	Method of Giving any Notice.....	19
11.2	Computation of Time.....	20
11.3	Undelivered Notices.....	20
11.4	Waiver of Notice.....	20
11.5	Omissions and Errors .....	20
11.6	Invalidity of any Provisions of this By-law .....	20
Article 12	DISPUTE RESOLUTION .....	20
Article 13	AMENDMENTS .....	20
13.1	Amendment to Articles.....	20
13.2	By-laws and Effective Date.....	21

A by-law relating generally to the conduct of the affairs of

**“Opeongo Minor Soccer Club”**

**BE IT ENACTED** as a by-law of **“Opeongo Minor Soccer Club”**

as follows:

**ARTICLE 1      DEFINITIONS AND INTERPRETATION**

**1.1      Definitions**

In this by-law and all other by-laws of “Opeongo Minor Soccer Club”, unless the context otherwise requires:

- (a) *Act* means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 as from time to time amended, and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws of “Opeongo Minor Soccer Club” to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.
- (b) *Articles* means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of “Opeongo Minor Soccer Club”.
- (c) *Board* means the Board of Directors of “Opeongo Minor Soccer Club”
- (d) *By-laws* means this by-law and all other by-laws of “Opeongo Minor Soccer Club” from time to time in force and effect.
- (e) *Districts* means incorporated district soccer associations that register players, coaches and managers within a geographic region in Ontario and that has club teams that participate in leagues in accordance with governing documents.
- (f) *Club* is a Governing Organization that is affiliated to, and under the jurisdiction of a District Association and is a registered organization that registers all players, team officials and administrators of their organization and organizes teams. A not-for-profit Club has an elected Board of Directors. A for-profit Club, may have a Board of Directors or shareholders.  
  
A *Youth Club* may operate as either a registered not-for-profit or for-profit entity, but 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 or for-profit entity and is not required to be incorporated.
- (g) *Director* means an individual elected or appointed to the Board.
- (h) *Meeting of Members* includes an annual meeting of members and a special meeting of members.
- (i) *Member* means a Person having a membership in “Opeongo Minor Soccer Club” and *Membership* means the collective membership of “Opeongo Minor Soccer Club”.

- (j) *Member in Good Standing* means a Member who (i) continues to meet the conditions set out in Section 3.3 below, (ii) has not been disciplined by "Opeongo Minor Soccer Club" in accordance with Section 3.9 below, and (iii) has completed and remitted all documents required by "Opeongo Minor Soccer Club".
- (k) *Officer* means an individual elected or appointed as an officer of "Opeongo Minor Soccer Club" according to the provisions of Article 7.
- (l) *"Enter District or Club Name"* means The "Opeongo Minor Soccer Club" Association Incorporated.
- (m) *Ordinary Resolution* means a resolution that (i) is submitted to a Meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast in favour of the resolution, or (ii) is consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney.
- (n) *Person* includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative.
- (o) *Player Registration Fees* refers to an annual fee that is paid by each player through a member club in good standing, to the "Opeongo Minor Soccer Club". Such fees shall include those amounts paid to Ontario Soccer and any software technology fee required for player registration, as recommended by the Board of Directors and approved by the Voting Members.
- (p) *Associate Member Membership Fees* shall refer to the annual membership fee paid to "Opeongo Minor Soccer Club" by Associate Members as recommended by the Board of Directors and/or (select one) approved by the Voting Members.
- (q) *Regulations* means the regulations made under the Act, as amended, restated or in effect from time to time.
- (r) *Special Resolution* means a resolution that (i) is submitted to a Special Meeting of Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast in favour of the resolution, or (ii) consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney.

## 1.2 Interpretation

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

- (a) Terms defined in the Act and used in the By-laws but not otherwise defined in the By-laws have the same meaning when used in the By-laws;
- (b) Words importing the singular number only shall include the plural and vice versa;
- (c) Words referring to one gender include all genders;
- (d) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof



or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

- (e) Notwithstanding any provision of the By-laws, where any such provision conflicts with the Act or the Articles, the Act or the Articles, as the case may be, shall govern.
- (f) The By-laws will be strictly interpreted at all times in accordance with and subject to the purposes contained in the Articles.

## **ARTICLE 2 GENERAL**

### **2.1 Financial Year End**

Unless otherwise determined by the Board, the financial year-end of "Opeongo Minor Soccer Club" shall be "December 31st" in each year.

### **2.2 Corporate Seal**

Opeongo Minor Soccer Club" may, but need not, have a corporate seal. If a corporate seal is approved by the Board, the President or designate of "Opeongo Minor Soccer Club" shall oversee the corporate seal and its use.

### **2.3 Conduct of Meetings**

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

### **2.4 Execution of Documents**

- (a) Contracts, etc. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by "Opeongo Minor Soccer Club" may be signed by any two officers or directors, signing together or as set out in the Operating Policies and Procedures. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed by resolution of the Board or as set out in the Operating Policies and Procedures.
- (b) Payments and Financial Instruments. All payments issued or endorsed in the name of "Opeongo Minor Soccer Club" shall be approved by such Officers and employees of "Opeongo Minor Soccer Club" in such manner as shall be determined from time to time by resolution of the Board or as set out in the Operating Policies and Procedures.

### **2.5 Operating Policies and Procedures**

- (a) Subject to the Act, the Board may adopt, amend or repeal such operating policies and operational procedures that are not inconsistent with the Articles or the By-laws relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest, as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy or operational procedure adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board. The Board may not adopt policies and procedures in respect of matters that the Act contains mandatory rules about or which the Act requires to be included in either the Articles, the By-laws or both the Articles and the By-laws.

## 2.6 Auditor and Level of Financial Review

"Opeongo Minor Soccer Club" shall be subject to the requirements relating to the appointment of an auditor and level of financial review required by the Act.

## 2.7 Annual Audited Financial Statements

"Opeongo Minor Soccer Club" shall send copies of the annual financial statements and any other documents required by the Act to the Members not less than five (5) days before the day on which an annual Meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed to all Members who have informed "Opeongo Minor Soccer Club" that they wish to receive a copy of those documents.

# ARTICLE 3 MEMBERS

## 3.1 Classes of Members

Subject to the Act and the Articles, there shall be three classes of members in "Opeongo Minor Soccer Club": Voting Members, Associate Members and Life Members.

### (a) Voting Members

- (i) Voting Membership will be available to "Opeongo Minor Soccer Club"
- (ii) The term of membership of a Voting Member shall be annual, based on "Opeongo Minor Soccer Club's" financial year end, Jan 1<sup>st</sup> to Dec 31<sup>st</sup>, and is subject to renewal in accordance with this By-law or the Operating Policies and Procedures.
- (iii) Subject to the By-laws, each Voting Member is entitled to send up to one delegate of the Voting Member to all Meetings of Members.
- (iv) As set out in the Articles, each Voting Member is entitled to receive notice of, attend and vote at all Meetings of Members, in accordance with the provisions of the By-laws.

### (b) Associate Members

- (i) Associate Membership will be available to soccer organizations within the District Association meeting the qualifications defined in accordance with the Articles of the By-laws and/or the Operating Policies and Procedures.
- (ii) The term of membership of an Associate Member shall be annual, based on "Opeongo Minor Soccer Club's" financial year Jan 1<sup>st</sup> to Dec 31<sup>st</sup>, subject to renewal in accordance with this By-law or the Operating Policies and Procedures.
- (iii) As set out in the Articles, subject to the Act and the Articles, an Associate Member shall not be entitled to receive notice of, attend or vote at Meetings of the Members of "Opeongo Minor Soccer Club". Associate Members may be invited by the Board to any Meeting of the Members.

(c) **Life Members**

- (i) Life Membership will be available to individuals who have exemplified the values of "Opeongo Minor Soccer Club" and have acted as a pinnacle example of "Opeongo Minor Soccer Club". Individuals considered for life membership are individuals who have rendered special service and significant an overall contribution to the game of soccer in Ontario to an extent beyond normal participation.
- (ii) The term of membership of each Life Member is for the life of the Life Member, and not subject to renewal.
- (iii) As set out in the Articles, subject to the Act and the Articles, a Life Member shall not be entitled to receive notice of, attend or vote at Meetings of the Members of "Opeongo Minor Soccer Club". Life Members may be invited by the Board to any Meeting of the Members.
- (iv) Life membership shall be approved by the Board.

### **3.2 Eligibility for Membership in "Opeongo Minor Soccer Club"**

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

### **3.3 Conditions of Membership**

Subject to Section 3.1, a soccer organization may become a Member provided that:

- (a) it applies for membership in "Opeongo Minor Soccer Club" in writing on the form approved by the Board;
- (b) it pays all fees, dues and other monies approved by the Board;
- (c) it agrees to comply with all "Opeongo Minor Soccer Club" governing documents, including the Articles, the By-laws and the Operating Policies and Procedures.

### **3.4 Dues, Fees, and Other Monies**

- (a) Annual Player Registration Fees and Annual Associate Member Membership Fees may only be implemented after such annual Player Registration Fees and Annual Associate Member Membership Fees have been approved by the Board.

### 3.5 Renewal of Membership

- (a) Other than Life Members, all Members must apply for renewal of their membership before the end of the term of membership. In order for a Member, other than a Life Member, qualify to remain a Member of "Opeongo Minor Soccer Club", such Member must
  - (i) continue to meet the eligibility requirements set out in Sections 3.1 and 3.2 above;
  - (ii) apply for renewal of their membership in writing using the form approved by the Board;
  - (iii) submit all documentation set out in the renewal application form;
  - (iv) agree to continue to comply with all "Opeongo Minor Soccer Club's" governing documents, including the Articles, the By-laws and the Operating Policies and Procedures; and
  - (v) pay all fees, dues, annual Player Registration fees, annual Associate Member Membership Fees, and other monies approved in accordance with the By-laws and the Operating Policies and Procedures.
- (b) Approval of Renewal – Only renewal applications that are complete and which include all of the required documents, all payments due to "Opeongo Minor Soccer Club" and meet all of the conditions and qualifications set out in the By-laws will be approved.

### 3.6 Membership Transferability

A Membership may only be transferred to "Opeongo Minor Soccer Club".

### 3.7 Termination

Membership in "Opeongo Minor Soccer Club" is terminated when:

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

- (g) "Opeongo Minor Soccer Club" is liquidated or dissolved under the Act.

### **3.8 Effect of Termination of Membership**

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

### **3.9 Discipline of Members**

The Board shall have authority to suspend or recommend to the Voting Members to expel any Voting Member or Associate Member from "Opeongo Minor Soccer Club" on any one or more of the following grounds:

- (i) violating any provision of the Articles, By-laws or the Operating Policies and Procedures;
  - (ii) carrying out any conduct which may be detrimental to "Opeongo Minor Soccer Club" as determined by the Board in its sole discretion;
  - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of "Opeongo Minor Soccer Club".
- (b) In the event that the Board determines that a Member should be suspended or expelled from Membership in "Opeongo Minor Soccer Club", the Chair of the Board, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' written notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair of the Board, or such other Officer as may be designated by the Board, in response to the notice received within such fifteen (15) day period. In the event that no written submissions are received by the Chair of the Board, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or will be making a recommendation to the Voting Members that the Member be expelled from Membership in "Opeongo Minor Soccer Club". If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.
- (c) Should the Board determine that a Voting Member or an Associate Member be expelled from the Membership of "Opeongo Minor Soccer Club", the Board shall call a special Meeting of Members and present its recommendation to the Voting Members at such meeting. The expulsion of a Voting Member or an Associate Member must be passed by the Voting Members at such meeting by Special Resolution.

### **3.10 Resignation Does not Affect Disciplinary Investigation**

The resignation of a Member does not affect any disciplinary investigation undertaken by "Opeongo Minor Soccer Club" involving the Member pursuant to Section 3.9 above.

## **ARTICLE 4 MEMBERS' MEETINGS**

### **4.1 Notice of Members Meetings**

- (a) Means of Notice. In accordance with and subject to the Act, notice of the time and, if applicable, the place of a Meeting of Members shall be given to each Member entitled to vote at the meeting not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held.
- (b) Instructions for Attending Meetings by Telephonic or Electronic Means. A notice of a meeting to be held completely or partially by telephonic or electronic means must include instructions for attending and participating in the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Notice to Others. Notice of a Meeting of Members shall also be given to each Director and to the auditor of "Opeongo Minor Soccer Club" (or the person appointed to conduct a review engagement of "Opeongo Minor Soccer Club") not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held.
- (d) Special Business. Notice of any Meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting.
- (e) Record Date. The Directors may fix a record date for determination of Members entitled to receive notice of any Meeting of Members in accordance with the requirements of the Act.

### **4.2 Waiver of Notice**

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

### **4.3 Place of Members' Meetings**

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

### **4.4 Participation by Electronic Means at Members' Meetings**

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

Regulations, by means of any telephonic, electronic or other communication facility that "Opeongo Minor Soccer Club" has made available for that purpose.

#### **4.5 Members' Meeting Held Entirely by Electronic Means**

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

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

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

#### **4.7 Authorized Representative of Member**

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

#### **4.8 Annual Meetings**

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

#### **4.9 Special Meetings**

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

#### **4.10 Special Business**

All business transacted at a Meeting of Members, except for the Annual Meeting Business, is special business.

#### **4.11 Members Calling a Members' Meeting**

Subject to the exceptions in the Act, the Board shall call a special Meeting of the Members in accordance with the Act, on written requisition of Members in Good Standing carrying not less than ten percent (10%) or more of the voting rights that may be cast at a Meeting of the

Members sought to be held. Subject to the Act, if the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

#### **4.12 Chair of Members' Meetings**

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

#### **4.13 Quorum at Members' Meetings**

- (a) Subject to the Act, a quorum at any Meeting of Members shall be that number of Members entitled to vote at the meeting representing a majority of allocated votes in accordance with Section 4.16 below. If a quorum is present at the opening of a Meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. For the purposes of determining quorum, a Member may be present in person, by proxy, or by telephonic and/or by other electronic means.
- (b) If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

#### **4.14 Proxies**

- (a) Every Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
  - (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
  - (ii) a Member may revoke a proxy by depositing a document signed by the Member or the Member's attorney in accordance with the Act and the Regulations;
  - (iii) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
  - (iv) a proxy shall be in writing, executed by the Member or the Member's attorney and shall conform with the requirements of the Act and the Regulations; and
  - (v) votes by proxy shall be collected, counted, and reported in such manner as the chair of the meeting directs, in accordance with the Act and the Regulations.



- (b) No person may hold more than two (2) proxies.

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

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

#### **4.16 Voting Rights**

- (a) Subject to the Act and in accordance with the Articles, each Voting Member who is a Member in Good Standing has the following voting rights at all Meetings of the Members:

One (1) vote per member.

#### **4.17 Method of Voting**

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

- (a) Voting for the election of Directors shall be by way of secret ballot; and
- (b) Voting for all other matters shall be by way of a show of hands, unless a secret ballot is requested by a Member entitled to vote at the meeting.

#### **4.18 Votes to Govern**

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

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

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

### **ARTICLE 5 BOARD OF DIRECTORS**

#### **5.1 Number of Directors**

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

#### **5.2 Composition of Board**

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

**President (who is also the Chair) (1);**  
**Vice President (1);**  
**Treasurer (1);**

**Secretary (1);**  
**Director-at-Large (6);**

### **5.3 Eligibility**

In order for an individual to be eligible to be elected as a director of “Opeongo Minor Soccer Club”,

- (a) such individual shall not have been an employee of “Opeongo Minor Soccer Club” within the twenty-four (24) month period preceding such individual’s nomination or expression of interest for election as a director;
- (b) such individual shall not have been the chair or a member of the nominations committee within the twelve (12) month period preceding such individual’s nomination or expression of interest for election as a director;
- (c) such individual must be a resident of Ontario,
- (d) if the individual is nominated to be an independent director, such individual must meet the eligibility requirements and competencies set out in the Operating Policies and Procedures; and
- (e) such individual shall not have been convicted of a criminal offence under the *Criminal Code* of Canada

### **5.4 Qualifications**

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

- (a) Pass “Opeongo Minor Soccer Club’s” Operating Policies and Procedures related to screening individuals who volunteer with “Opeongo Minor Soccer Club”;

### **5.5 Director’s Consent to Act**

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

### **5.6 Nominations**

- (a) The Board shall appoint a nominations committee in accordance with Section 8.3 below. The nominations committee shall be responsible for soliciting and evaluating the eligibility of all candidates for election as directors of “Opeongo Minor Soccer Club” in accordance with Section 8.5.
- (b) Nominations for the election of directors from the floor at any Meeting of Members are not allowed.

## **5.7 Election of Directors**

- (a) The Directors shall be elected by the Members at each annual Meeting of Members at which an election of directors is required.
- (b) Directors shall be elected on the following rotational basis, based upon the rotation of the election of directors of the by-law in place immediately prior to the Effective Date:
  - (i) President (Chair) and Treasurer shall be elected in even years;
  - (ii) Vice-President and Secretary in odd years;
  - (iii) Directors at Large on an annual basis.
- (c) The election of directors shall take place based on each position to be filled on the Board in accordance with the rotation set out in Section 5.7(b).
- (d) A candidate shall be declared elected as a Director when the candidate receives a majority of votes cast. If no candidate is declared elected, the candidate receiving the lowest number of votes and any candidate(s) receiving less than ten (10%) percent of the total vote shall be removed from the ballot and the vote repeated until such time as a candidate is elected. If there is only one candidate nominated for a particular position on the Board, that candidate shall be elected by acclamation.

## **5.8 Term of Office and Number of Terms**

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

## **5.9 Incumbent Directors**

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

## **5.10 Automatic Vacation of Office**

The office of a Director shall automatically be vacated when

- (a) the Director dies;
- (b) the Director resigns in accordance with the Act and Section 5.11 below;
- (c) the Director no longer meets the eligibility requirements set out in Section 5.3 above or no longer fulfils all of the qualifications to be a Director set out in Section 5.4 above, as determined in the sole discretion of the Board;
- (d) the Director has not consented in writing to hold the office of a Director, despite being requested to so by the Board, within a reasonable period of time after such individual's election or appointment as a Director;

- (e) the Director is removed from office by the Members in accordance with Section 5.12 below; or
- (f) the Director violates any provision of the Articles, By-laws or Operating Policies and Procedures (including any ethics statement), as determined in the sole discretion of the Board.

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

#### **5.11 Effective date of Resignation of Director**

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

#### **5.12 Removal of Director**

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

#### **5.13 Filling Vacancies**

In accordance with and subject to the Act and the Articles, a vacancy among the directors however caused may be filled only by a vote of the Voting Members in Good Standing, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles. Notwithstanding the foregoing, if the vacancy has arisen from a failure of the Members to elect the number or minimum number of Directors provided for in the Articles, the Board shall forthwith call a special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

### **ARTICLE 6 MEETINGS OF DIRECTORS**

#### **6.1 Calling of Meetings of the Board**

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

#### **6.2 Notice of Meetings of the Board**

- (a) Notice of the time and, if applicable, place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.1 of this By-law to every Director of "Opeongo Minor Soccer Club" not less than seven (7) days before the time when the meeting is to be held.
- (b) If the meeting of the Board is to be held completely or partly by telephonic or electronic means, the notice for such meeting must include instructions for attending and

participating in such meeting, and, if applicable, instructions for voting at such meeting.

- (c) Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- (d) Notice of an adjourned meeting is not required if all of the following are announced at the time of adjournment: (i) the time of the continued meeting, (ii) if applicable, the place of the continued meeting, and (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (e) Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting.
- (f) For the first meeting of the Board to be held following the election of Directors at an annual Meeting of Members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the Directors is present.

### **6.3 Chair of Board Meetings**

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

### **6.4 Regular Meetings of the Board of Directors**

The Board shall meet at least four (4) times per year. The Board may appoint a day or days in any month or months for regular meetings of the Board at an hour and, if applicable, place to be named. A copy of any resolution of the Board fixing the time and, if applicable, place of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 34(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **6.5 Participation at Meeting by Telephone or Electronic Means**

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

### **6.6 No Alternate Directors**

No person shall act for an absent Director at a meeting of the Board, specifically: no Director may send another person to attend a meeting of the Board to represent that director and no Director may appoint another person as that Director's proxy to attend a meeting of the Board on that Director's behalf.

## 6.7 Quorum

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

## 6.8 Votes to Govern at Meetings of the Board

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

## 6.9 Confidentiality

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

# ARTICLE 7 OFFICERS

## 7.1 Composition

The Officers of "Opeongo Minor Soccer Club" shall be the President of the Board, Vice-President of the Board, Secretary, and Treasurer.

## 7.2 Term

The term of each officer, other than the President, the Vice President, the Secretary and the Treasurer, shall be **(two)** years or until they or their successors are elected or appointed. The term of the President is limited to **five (5)** consecutive terms of **two (2)** years each unless the individual was appointed as President to fill a vacancy in the position of President.

## 7.3 Duties of Officers

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

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

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

#### **7.4 Vacancy in Office**

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

### **ARTICLE 8 COMMITTEES**

#### **8.1 Types of Committees**

- (a) “Opeongo Minor Soccer Club” shall establish Standing Committees and/or Operational Committees.
- (b) The Board may also establish ad hoc committees from time to time that the Board deems necessary for managing the affairs of the Corporation. The Board may appoint members of such ad hoc committees or provide for the election of members of committees, and may prescribe the duties and terms of reference of such ad hoc committees.

## **8.2 Restrictions on Committees**

No committee has the authority to incur debts in the name of "Opeongo Minor Soccer Club".

## **8.3 Standing Committees**

The Board shall determine types of standing committees required.

## **8.4 Operational Committees**

## **8.5 The Board shall determine types of operational committees if required.**

## **8.6 Nominations Process:**

- (a) Nominations for any positions on the Opeongo Minor Soccer Club Board of Directors may be made by any member indicating intention in advance of the Annual General or other Special General Meeting called for such purpose. Nominations and elections will follow highest open positions up for nomination subject to Board Composition identified in Section 5.2 and in adherence to all Articles in Section 5.

# **ARTICLE 9 INDEMNIFICATION AND INSURANCE**

## **9.1 Limitation of Liability**

No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to "Opeongo Minor Soccer Club" through the insufficiency or deficiency of title to any property acquired by Opeongo Minor Soccer Club" for or on behalf of "Opeongo Minor Soccer Club" or for the insufficiency or deficiency of any security in or upon which any of the monies of "Opeongo Minor Soccer Club" shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom or which any of the monies, securities or effects of "Opeongo Minor Soccer Club" shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

## **9.2 Indemnity of Directors and Officers**

Except as provided in section 46 of the Act, every director and officer of "Opeongo Minor Soccer Club", every former director or officer of "Opeongo Minor Soccer Club" or a person who acts or acted at "Opeongo Minor Soccer Club's" request as a director or officer of a body corporate of which "Opeongo Minor Soccer Club" is or was a shareholder or creditor, and his heirs and legal representatives shall, from time to time, be indemnified and saved harmless by "Opeongo Minor Soccer Club" from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such corporation or body corporate if,

- (a) the individual acted honestly and in good faith with a view to the best interests of "Opeongo Minor Soccer Club" or other entity, as the case may be; and



- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

### **9.3 Insurance**

Subject to the limitations contained in the Act, "Opeongo Minor Soccer Club" may purchase and maintain insurance for the benefit of an individual referred to in subsection 46(1) of the Act against any liability incurred by the individual:

- (a) in the individual's capacity as a director or officer of "Opeongo Minor Soccer Club"; or
- (b) in the individual's capacity as a director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at "Opeongo Minor Soccer Club's" request.

## **ARTICLE 10 GENERAL MATTERS**

### **10.1 Method of Giving any Notice**

- (a) Method of Delivery. Subject to Sections 4.1 and 6.2 above, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the auditor (or person appointed to conduct a review engagement of "Opeongo Minor Soccer Club") shall be sufficiently given:
  - (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of "Opeongo Minor Soccer Club" or in the case of notice to a Director to the latest address as shown in the last notice that was filed by "Opeongo Minor Soccer Club" in accordance with the Act;
  - (ii) if mailed to such person at such person's recorded address by prepaid ordinary mail;
  - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
  - (iv) if provided in the form of an electronic document in accordance the Act.
- (b) Time of Delivery. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor (or person appointed to conduct a review engagement of "Opeongo Minor Soccer Club" or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of

"Opeongo Minor Soccer Club" to any notice or other document to be given by "Opeongo Minor Soccer Club" may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **10.2 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

## **10.3 Undelivered Notices**

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, "Opeongo Minor Soccer Club" shall not be required to give any further notices to such Member until such Member informs "Opeongo Minor Soccer Club" in writing of the Member's new address.

## **10.4 Waiver of Notice**

Any Member, proxyholder, Director, Officer, member of a committee of the Board or auditor (or person appointed to conduct a review engagement of "Opeongo Minor Soccer Club" may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

## **10.5 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor (or person appointed to conduct a review engagement of "Opeongo Minor Soccer Club", or the non-receipt of any notice by any such person where "Opeongo Minor Soccer Club" has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## **10.6 Invalidity of any Provisions of this By-law**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

# **ARTICLE 11 DISPUTE RESOLUTION**

Disputes or controversies among Members, Directors, Officers, Registrants, committee members and the Voting Members' Counsel are as much as possible to be resolved in accordance with the dispute resolution provisions of the Operating Policies and Procedures.

# **ARTICLE 12 AMENDMENTS**

## **12.1 Amendment to Articles**

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

## 12.2 By-laws and Effective Date

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

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

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

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

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

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