
DIXIE ATHLETIC CLUB INCORPORATED

RULES & REGULATIONS



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Definitions:

In these Rules & Regulations, unless the context otherwise requires:

- (a) **“Club”** means the Club teams and program organized and operated by the Dixie Athletic Club in conjunction with other soccer clubs in the Province of Ontario and in accordance with CS’s Long Term Development Plan.
- (b) **“Act”** means the Corporation Act (Ontario), as amended, or any successor legislation including the Not-for-Profit Corporations Act, 2010 when it comes into force.
- (c) **“Auditor”** means a person or firm appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
- (d) **“Board”** means the Board of Directors of the Dixie Athletic Club.
- (e) **“Corporation”** means the Dixie Athletic Club, a not-for-profit organization incorporated pursuant to the laws of the Province of Ontario.
- (f) **“Coach”** means a person appointed by the Board of Directors and registered with OS and PHSA to coach a team in the Club’s Recreational League, or in Competitive Program.
- (g) **“Competitive”** refers to the competitive or competitive grassroots teams or programs organized and operated by the Dixie Athletic Club.
- (h) **“Convenor”** means a volunteer appointed by the Board of Directors to serve on the Corporation’s Operations Committee and to assist with the recruitment and management of recreational coaches and the management of various recreational league divisions based on age groups and genders.
- (i) **“CS”** means Canada Soccer, the national governing body of the Dixie Athletic Club.
- (j) **“Days”** means days including weekends and holidays. If any date with these By-laws or the Club’s Constitution falls on a weekend or holiday, then the effective date shall be the following weekday that is not a holiday.
- (k) **“Director”** or **“Directors”** means one or more of the Directors of the Corporation who are duly elected pursuant to the provisions of the Act.
- (l) **“Executive”, “Executive Officer”, or “Officer”** means the President, Treasurer, Secretary, Vice President with the most seniority of the Board of Directors of the Dixie Athletic Club.
- (m) **“Executive Committee”** means the Committee of the Dixie Athletic Club chaired by the President and consisting of all Officers of the Corporation.
- (n) **“Manager”** means a person appointed to assist the coach in relation to the registration of Players, Player and Team Official Identification cards, collecting and managing team funds for competitive teams and all other duties related thereto.

- (o) **"Meeting"** means any annual or special general meeting of the members of the Corporation as provided by these By-Laws.
- (p) **"Member"** means a member of the Corporation, as provided by these By-Laws.
- (q) **"Non-Member Candidate"** means any person nominated by a Member in Good Standing for election as a Director at any general meeting called for that purpose.
- (r) **"Not in Good Standing"** means that a Member has failed to pay any outstanding Membership fees or dues, or they have been suspended by a Discipline Committee or by the Board of Directors, for any reason as provided herein.
- (s) **"Officer"** means an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
- (t) **"Ordinary Resolution"** means a resolution passed by a majority of the votes cast on that resolution.
- (u) **"OS"** means Ontario Soccer, the governing provincial body of the Dixie Athletic Club.
- (v) **"PHSA"** means the Peel Halton Soccer Association, the governing district body of the Dixie Athletic Club.
- (w) **"Participant"** means a player, coach, manager, trainer, referee, or volunteer involved in the recreational or competitive programs of the Dixie Athletic Club.
- (x) **"Player"** means a youth or senior person registered to play in the Corporation's Recreational or Competitive divisions, or any other soccer program operated by the Dixie Athletic Club.
- (y) **"Proxy Representative"** means a person over the age of 18 years old who is designated by a Member in Good Standing to attend a general meeting of the Corporation on their behalf.
- (z) **"Registrant"** or **"OS Registrant"** refers to any person or organization that is registered with the Corporation and Ontario Soccer as a player, coach, team officials, referee, club administrator, league, or district association.
- (aa) **"Special Resolution"** means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.
- (bb) **"Volunteer"** means a person designated by the Board of Directors who contributes time and energy to the Dixie Athletic Club.

1.00 **Head Office**

1.01 The Head Office of the Corporation shall be situated in the city of Mississauga, in the province of Ontario, and at such place therein as the Directors may from time to time determine.

2.00 **Seal**

2.01 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation and shall be used by its Officers for the purposes contemplated by these Bylaws, and the Act.

3.00 **Ruling on Bylaws**

3.01 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.

4.00 **Board of Directors**

4.01 The affairs of the Corporation shall be managed by an Executive Board consisting of a maximum of fifteen (15) Directors, each of whom at the time of his/her election or within ten (10) days thereafter and throughout his/her term of office shall be a member of the Corporation.

The fifteen (15) Directors may include the following:

The President, Vice President, Secretary, Treasurer, Director of Recreational Soccer, Youth & Senior, Director of Competitive Soccer, Youth, and Director at Large.

4.02 Each Executive Officer/ Director shall be elected to hold office until the expiry of the term for that office or position.

4.03 In order to be eligible for nomination and election as an Officer or Director of the Corporation, the following conditions must be met or satisfied;

- (a) The candidate must be a member in good standing with the Corporation, as defined in the Bylaws or a person nominated for office by any such a member;
- (b) if the candidate is a member, then all applicable membership fees due by such member must be fully paid and up to date;
- (c) the candidate must be eligible to act as a director in accordance with the Act, namely, the candidate:
 - (i) must be eighteen years of age or older;
 - (ii) Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
 - (iii) Not have been found to be incapable by any court in Canada or elsewhere
 - (iv) shall not have the status of bankrupt;
 - (v) must be ordinarily resident in Canada;
- (d) the candidate must consent in writing to act as a director;
- (e) the candidate must duly execute and deliver a Declaration concerning Conflicts of Interest;
- (f) the candidate must be bondable for such amount and in such form as the Board of Directors may determine from time to time;
- (g) the candidate must provide the Harassment or Volunteer Screening Officer with a valid Police Records Search/Vulnerable Sector Form every two (2) years;

(h) the candidate must not be related to an officer, director, team coach or employee of a competing soccer club or soccer academy; and

(i) the candidate must not be an employee of the Corporation or paid member of the Clubs Technical Committee. Volunteer coaches for competitive or recreational teams are eligible to be appointed as a director on an interim basis only.

5.00 **Quorum and Meetings, Board of Directors**

5.01 Quorum - A majority of the duly appointed Directors present at a meeting of Directors, shall form a quorum for the transaction of business, provided that such number shall not be less than a majority of the Directors duly elected or appointed to the Board of Directors at the material time.

5.02 Place of Meetings - Except as otherwise required by law, the Board of Directors may hold its meetings in the City of Mississauga, or at such place or places as it may from time to time determine. Unless otherwise agreed by the Board, meetings of the Board of Directors shall be held on a quarterly basis.

5.03 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

5.04 Rules of Order - All meetings of the Board of Directors shall be conducted in accordance with Roberts Rules of Order.

5.05 In-Camera Meetings: The Board may consider business "in-camera" if the business deals with:

- (i) Discipline of any Director or Member;
- (ii) Expulsion or suspension of any person from any office of the Corporation, or of any organization from membership in the Corporation;
- (iii) Recruitment and employment of personnel;
- (iv) Acquisition of property or other contractual arrangements; or
- (v) Preparation or planning for the presentation of a competitive bid, quote, or similar activity.

5.06 Notice of Meetings - No formal notice of such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President, Vice President or Secretary on direction of the President, Vice President, or Secretary on direction in writing of two (2) Directors.

5.07 Sending of Notice - Notice of such meeting shall be delivered, telephoned, faxed, or sent via email to each Director not less than one (1) day before the meeting is to take place or shall be mailed to each Director no less than five (5) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice is required.

5.08 First Directors Meeting - A Directors' Meeting may also be held, without notice, immediately following the Annual Meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

5.09 Meetings by Telecommunication - If all the Directors present at or participating in a meeting consent, and only where time is of the essence, a meeting of Directors may be held by means of such telephone, electronic voting (email), or other electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at that meeting and if a majority of the Directors participating in such meeting are then in Canada, the meeting shall be deemed to have been held in Canada. In the event of a meeting by telephone, any motion for a resolution must be stated in clear and unambiguous language. All Directors must be contacted, and a quorum of Directors must be present in person or by telephone. The vote of each Director must be recorded.

5.10 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.

6.00 **Errors in Notice, Board of Directors**

6.01 No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such a meeting and any Directors may at any time may waive a notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

7.00 **Voting, Board of Directors**

7.01 Questions arising at any meetings of Directors shall be decided by a majority of directors present, to a minimum of three (3) votes in favour of any motion to pass. In case of an equality of votes, the President or Chairperson, in addition to his/her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so, demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President/Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number of proportions of the votes recorded in favour of or against such resolution. In the absence of the President, his/her duties may be performed by the Vice President, or such other Director as the Board may from time to time appoint for their purposes.

8.00 **Powers**

8.01 The Directors of the Corporation may administer affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating for the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or other right of interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

8.02 Empowered – The Board is empowered, including but not limited to:

- (a) make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;

- (b) make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- (c) make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- (d) determine the appointment of Coaches, Managers, Convenors, and Volunteers within the Corporation;
- (e) determine the eligibility of applicants seeking to become Members and approving the Membership of such applicants in its sole and unfettered discretion;
- (f) employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- (g) determine registration procedures, recommend membership dues, and determine other registration requirements;
- (h) enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- (i) make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- (j) borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws;
- (k) waive the requirements, restrictions or qualifications of persons elected or appointed to the Board of Directors on such grounds as are determined to be in the best interest of the Corporation, provided that any such decision is approved by the Members at the next general membership meeting; and
- (l) perform any other duties from time to time as may be in the best interests of the Corporation.

9.00 **Committees**

9.01 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.

9.02 Terms of Reference – The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee.

9.03 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.

9.04 Removal – The Board may remove any member of any Committee.

10.00 **Standing Committees**

10.01 Standing Committees: The Finance & Operations Committee, the Technical Committee, the Discipline Committee, the Volunteer Screening, Recruitment, Retention & Recognition Committee, the Regulatory Committee, and the Nominations Committee shall be Standing Committees of the Dixie Athletic Club.

10.02 Technical Committee:

- (a) The Board of Directors shall appoint, within thirty (30) days of the Annual General Meeting, a Technical Committee, with the Technical Director or an Officer or Director of the Dixie Athletic Club, or such other person as the Board may designate being appointed as Chairperson of this Committee.
- (b) The Technical Committee shall include the Vice President, the Technical Director, and an equal number of Recreational & Competitive Directors/Coordinators, and such other persons selected by the Chairperson who have the necessary knowledge and qualifications to contribute and provide input concerning player development issues for the Dixie Athletic Club.
- (c) It shall be the responsibility of the Technical Committee to meet on a periodic basis to review issues related to the player development and programs within the Dixie Athletic Club and to make recommendations to the Board of Directors concerning such issues.
- (d) Quorum for the Technical Committee shall consist of a majority of the members appointed to the Committee and a minimum of four members of the Committee.
- (e) Minutes of the Technical Committee shall be recorded and presented at the next Meeting of the Board of Directors.
- (f) Recommendations of the Technical Committee shall only be implemented once they have been reviewed and approved by the Board of Directors.

10.03 Discipline Committee:

- (a) The Board of Directors shall appoint, within thirty (30) days of the Annual General Meeting, a Discipline Committee, with an Officer and Director of the Dixie Athletic Club, selected by the President or such other person as the Board may designate being appointed as Chairperson of this Committee. Such person must be an OS certified discipline chair.
- (b) The Discipline Committee shall consist of the Vice President and such other persons selected by the Chairperson who have the necessary knowledge and qualifications to contribute and provide input concerning disciplinary issues related to the Dixie Athletic Club, such persons may include recreational coaches, convenors, directors, or other qualified persons as the Chairperson may determine.
- (c) It shall be the responsibility of the Discipline Committee to meet on a periodic basis to conduct disciplinary hearings by review or by formal hearing concerning disciplinary issues related to the Dixie Athletic Club and to adjudicate upon such issues and provide rulings to the parties involved.

- (d) All hearings or reviews conducted by the Discipline Committee shall be recorded or written and the recording or written record shall be stored by the Corporation.
- (e) It shall also be the responsibility of the Discipline Committee to ensure that vulnerable sector volunteer screening protocols are established and implemented within the Dixie Athletic Club.

10.04 Volunteer Recruitment, Screening, Retention & Recognition Committee:

- (a) The Board of Directors shall appoint, within thirty (30) days of the Annual General Meeting, a Volunteer Recruitment, Screening, Retention & Recognition Committee, with an Officer or Director of the Dixie Athletic Club, or such other person as the Board may designate being appointed as Chairperson of this Committee.
- (b) This Committee shall include the President, Technical Director, Secretary, and a Board Member, or other member of the Corporation with Human Resources knowledge, and such other persons selected by the Chairperson who have the necessary knowledge and qualifications to contribute and provide input concerning the recruitment, screening, retention, and recognition of volunteers for the Dixie Athletic Club.
- (c) It shall be the responsibility of this Committee to meet on a periodic basis to develop a strategy to identify, recognize and retain volunteers within the Dixie Athletic Club, including but not limited to reviewing nominees for the Male & Female Youth & Senior Volunteers of the Year, reviewing nominees for the President's Award, reviewing the applications of candidates for the Club's Male & Female scholarships, organizing and delivering social events to thank and reward volunteers, and making recommendations to the Board of Directors concerning such issues.
- (d) Quorum for this Committee shall consist of a majority of the members appointed to the Committee and a minimum of four members of the Committee.
- (e) Minutes of this Committee shall be recorded and presented at the next Meeting of the Board of Directors.
- (f) Recommendations of this Committee shall only be implemented once they have been reviewed and approved by the Board of Directors.

10.05 Regulatory Committee:

- (a) The Board of Directors shall appoint, within thirty (30) days of the Annual General Meeting, a Regulatory Committee, with the Secretary to be automatically appointed as the Chairperson of this Committee, or such other person as the Board may designate being appointed as Chairperson of this Committee.
- (b) The Regulatory Committee shall include the President, Secretary, and an equal number of Recreational & Competitive Directors/Coordinators, and such other persons selected by the Chairperson who have the necessary knowledge and qualifications to contribute and provide input concerning the development and review of the Club's Policies & Procedures, its Rules & Regulations, and its Constitution/By-Laws for the Dixie Athletic Club.

- (c) It shall be the responsibility of the Regulatory Committee to meet on a periodic basis to review the Club's Policies & Procedures, and its Rules & Regulations to ensure that they serve the needs of the Corporation and its Members. This Committee shall also meet in September of each year and review and make recommendations regarding any amendments to the Club's Constitution/By-Laws in preparation for the Club's Annual General Meeting.
- (d) Quorum for the Regulatory Committee shall consist of a majority of the members appointed to the Committee.
- (e) Minutes of the Regulatory Committee shall be recorded and presented at the next Meeting of the Board of Directors.
- (f) Recommendations of the Regulatory Committee shall only be implemented once they have been reviewed and approved by the Board of Directors.

11.00 **Remuneration of Directors**

- 11.01 The Directors shall receive no remuneration for acting as such, however they shall be entitled to be reimbursed for expenses incurred on behalf of the Corporation or, by resolution of the Board, for any expenses incurred for their attendance at each Director's Meeting or General Meetings of the Club. This 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 Bylaws and such Director or Members shall abstain from any discussions, deliberations, or decisions by the Board of Directors pertaining to any such contract.

12.00 **Officers of Club**

- 12.01 There shall be a President, Vice President, Secretary, and Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer, and such other officers as the Board of Directors may determine by Bylaw from time to time. One person may hold more than one office except the offices of President and Vice President. The President and Vice President and other officers of the Corporation shall be elected by the members from among their number at the Annual General Meeting of the Club, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are duly elected.

13.00 **Duties of President and Vice-President**

- 13.01 The President shall, when present, preside at all meetings of the members of the Corporation and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation.
- 13.02 The President with the Secretary or other officer appointed by the Board for the purpose shall sign all Bylaws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice President, and if the Vice President, or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.
- 13.03 In the event, that there is a conflict, and unless otherwise determined by not less than two-thirds (2/3) of the Directors, the duties of the President shall first devolve to the Vice President, then secondly to the Treasurer, and then thirdly to such other Director as may be elected by the members of the Club or appointed from time to time by the Board of Directors.

- 13.04 The President casts any tie-breaking votes as required and is governed by these Bylaws.
- 13.05 The President shall act as spokesperson of the Corporation, always. The Vice President will act as spokesperson for the Corporation, in the absence of the President.
- 13.06 The President shall prepare an annual report for the annual meeting.
- 13.07 The Vice President shall preside over any disciplinary meetings or actions.
- 14.00 **Duties of Secretary**
- 14.01 The Secretary shall be ex officio clerk of the Board of Directors, and his/her duties shall be as follows:
- (a) attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose;
 - (b) give all notices required to be given to Members and Directors;
 - (c) be the custodian of the seal of the Corporation, and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution,
 - (d) maintain a record of all Directors, Officers, and Members of the Corporation with proper contact information, including but not limited to their municipal address; telephone and cellular numbers; and email address;
 - (e) act as a spokesperson for the Corporation, in the absence of the Vice President.
 - (f) prepare and submit to news media, news releases pertaining to activities of the Corporation, and;
 - (g) perform such other duties as may from time to time be determined by the Board of Directors.
- 15.00 **Duties of Treasurer**
- 15.01 Duties of Treasurer, or person performing the usual duties of a Treasurer, shall
- (a) keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
 - (b) deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors, taking proper vouchers therefore;
 - (c) render to the Board of Directors at the regular meetings thereof or whenever required of him/her, an account of all his/her transactions as Treasurer, and of the financial position of the Corporation;
 - (d) prepare an annual report which shall be submitted at the annual meeting. The financial statement and balance sheets will be made available to all members "in good standing", upon written request to the Treasurer, and;

(e) perform such other duties as may from time to time be determined by the Board of Directors.

16.00 Duties of Other Directors

- 16.01 The duties of all other Directors of the Corporation shall be such as the terms of their engagements call for as set forth in their applicable job description or as the Board of Directors requires of them.
- 16.02 To ensure consistency of all Recreational programs within the Corporation, the Recreational Director – Youth and Senior, shall report to the Vice President for operational issues only who shall ensure that the recommendations of the Operations Committee that are approved by the Board of Directors are properly implemented in the Club's Recreational Programs.
- 16.03 To ensure consistency of all Competitive programs within the Corporation, the Competitive Director, Youth shall report to the President who shall ensure that the recommendations of the Technical Committee that are approved by the Board of Directors are properly implemented in the Competitive Program.

17.00 Execution of Documents

- 17.01 Deeds, transfers, licenses, contracts, and engagements on behalf of the Corporation shall be signed by either the President or the Vice President or by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.
- 17.02 Contracts in the ordinary course of the Corporations' operations may be entered into on behalf of the Corporation by the President, the Vice President, Treasurer, or by any person authorized by the Board.
- 17.03 The President, the Vice President, Secretary, Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of the Corporation.
- 17.04 Notwithstanding any provisions to the contrary contained in the Bylaws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.
- 17.05 The Seal of the Club, may, when required, be affixed to any such contracts, documents or instruments executed on behalf of the Corporation by the Executive Officers.
- 17.06 Any Contract, Lease, Mortgage, Guarantee, Supply Agreement, Employment Agreement, Rental Contract, Purchase Agreement, or any other Instrument that involves any liability or financial obligation that exceeds the value of \$10,000.00 must be reviewed and approved by a majority resolution of the Board of Directors of the Dixie Athletic Club. Copies of any such documents marked "Private & Confidential" shall be provided to any Director within a reasonable time following a written request.

18.00 **Books and Records**

18.01 The Directors shall see that all necessary books and records of the Corporation required by the By-Laws of the Corporation or by any applicable statute or law are regularly and properly kept, including:

- (a) the Articles of Incorporation, Constitution, Bylaws, as amended;
- (b) the minutes of meetings of members or any committee of members;
- (c) the resolutions of the members and of any committee of members;
- (d) the minutes of the Board of Directors meetings or any Committees of Directors;
- (e) the resolutions of the Directors or any committees of Directors;
- (f) a register of directors;
- (g) a register of officers;
- (h) a register of members; and
- (i) accounting records adequate to enable the directors to ascertain the financial position of the Corporation on a quarterly basis.

19.00 **Membership**

19.01 Voting membership in the Corporation shall consist of the applicants for incorporation of the Corporation, Directors, Officers, Sub-Committee Members, and registered Coaches and Managers, and such other individuals and such corporations, partnerships, and other legal entities as are admitted as members by the Board of Directors.

19.02 Each member shall be promptly informed by the Secretary of his/her admission as a member.

19.03 Members may resign by submitting their resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

19.04 In case of resignation or withdrawal, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him/her to the Corporation prior to acceptance of their resignation.

19.05 Each member in good standing shall be entitled to one (1) vote on each question arising at any special or general meetings of the members. Corporations, partnerships, and other legal entities may vote through a duly authorized proxy.

For a member to be classified as “in good standing”, all membership fees or dues, as applicable, are duly paid in full, except as approved by the Board of Directors.

19.06 A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act and has no financial or realizable monetary value of any kind.

- 19.07 A member may be fined, censured, suspended, or expelled from membership for cause and only after charges have been laid in accordance with the Corporations' published rules and a hearing held in accordance with the Corporations' and Ontario Soccer's published rules. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated. All members must review and sign-off on Dixie SC Code of Conduct (please also refer to REP and House League Manuals).

Player, team, and team official discipline for game infractions is governed in accordance with the procedures published by Ontario Soccer.

Any Member, who infringes the Articles or Rules of the Corporation or brings the Corporation into disrepute, may be reprimanded, suspended, or expelled from the Corporation after a hearing by the Board of Directors of the Corporation at which hearing the Member is entitled to attend.

20.00 **Dues**

- 20.01 Dues or fees payable by playing Members shall from time to time be fixed by unanimous vote of the Board of Directors.

- 20.02 The Secretary shall notify the playing members of the dues or fees at any time payable by them by sending notice of default to the last known address of the member by electronic mail, and if any dues or fees are not paid within ten (10) days of the date of such notice the members in default shall thereupon automatically be suspended as playing members of the Club, but any such members may on payment of all unpaid dues or fees be automatically reinstated as members in good standing.

21.00 **Error or Omission in Notice**

- 21.01 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat.

For the purpose of sending notice to any member, Director, or officer for any meeting or otherwise, the municipal address or email address of any member, Director or officer shall be his/her last municipal address or email address recorded on the books of the Corporation.

22.00 **Annual and Other Meetings of Members**

- 22.01 The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.
- 22.02 All meetings of the Corporation shall be conducted in accordance with the most recently published Robert's Rules of Order Newly Revised except as may be otherwise stipulated in this Bylaw or other Rules and Regulations of the Corporation.
- 22.03 The annual meeting should take place within ninety (90) days after the fiscal year end of September 30th. In addition to any other business that may be transacted, the minutes of the previous annual meeting, the report of Directors, and the financial statement shall be presented to members upon request, and a Board of Directors elected for the ensuing year.

An audited financial statement will be made available to any member “in good standing” upon written request to the Treasurer. Financial statements will not be distributed, by means of hard copy or electronic copy.

- 22.04 The members may consider and transact any business either special or general without any notice thereof at any meeting of the members, except that the proposed amendments to the Bylaws must be received by the Secretary at least thirty (30) days before the meeting.
- 22.05 The Board of Directors or the President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members meetings, annual or general, shall be required, but notice shall be posted on the club website of date, time and place of every such meeting and shall be given to each member by sending the notice by way of electronic mail, ten (10) days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all members of the Corporation are present thereat or represented by duly appointed proxy, and that at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.
- 22.06 At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and, if available, the report of the auditors shall be presented, and a Board of Directors shall be elected, and auditors shall be appointed for the ensuing year.
- 22.07 Notice of member's meeting, annual or general, stating time and place of every such meeting shall be posted at the clubhouse, visible for all to see, at least thirty (30) days prior to the meeting. Members requesting written notice of meetings shall provide self addressed stamped envelopes to the Secretary by September 30th of each year. The Secretary or their designate will be responsible for mailing such notices at least thirty (30) days prior to the meeting date.
- 22.08 Members are entitled to vote by proxy and must submit a proxy that complies with the conditions specified in these Bylaws.
- 23.00 **Adjournments**
- 23.01 Any meetings of the Corporation or of the Directors may be adjourned to any time and from any time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such may be made notwithstanding that no quorum is present.
- 24.00 **Voting of Members**
- 24.01 Subject to the provisions, (if any), contained in the Bylaws of the Corporation, each member “in good standing” of the Corporation shall at all meetings be entitled to one (1) vote.
- 24.02 No member shall be entitled to vote at meetings of the Corporation unless he/she has paid all dues or fees, if any, then payable by him/her or if such Member is suspended or "Not in Good Standing" for any reason whatsoever.
- 24.03 At all meetings of members every question shall be decided by a majority of the votes of the members present unless otherwise required by the Bylaws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a

declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes according in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Club in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

25.00 Financial Year

25.01 Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of September in each year.

26.00 Cheques, Etc.

26.01 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer and any one of two other signing officers as appointed by the Board of Directors of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors and any one of the President or the Treasurer may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers, for the credit of the Corporation or the same may be endorsed for collection or for deposit with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement or balances and release or verification slips.

27.00 Deposit of Securities for Safekeeping

27.01 The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officers, agent, or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors shall be fully protected in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

28.00 Alcohol and Gaming Commission of Ontario

28.01 If the Dixie Athletic Club organization should dissolve, the Board of Directors will provide for the distribution of the organization's assets and property held or acquired from the proceeds of licensed lottery events (i.e., lottery trust accounts or property purchased with the lottery proceeds) to charitable organizations that are eligible to receive lottery proceeds in Ontario, approved by the licensing authority.

29.00 Notice

29.01 Whenever under the provisions of the Constitution or By-Laws of the Corporation, notice is required to be given, such notice may be given either personally or by facsimile, e-mail or by regular mail in a prepaid, sealed envelope addressed to the Director, officer, or member at their address as it appears on the books of the Corporation. A notice delivered personally shall be held to be sent when delivered.

A notice sent by regular mail shall be held to be sent at the time when the same was deposited in a post office or public letter as aforesaid. A notice sent by fax shall be held to be sent when the same was transmitted via facsimile machine as evidenced by a facsimile transmission report.

A notice sent by email shall be deemed to have been received when the email was sent via the internet as evidenced by the email header. For the purpose of sending any notice, the municipal address and email address of any member, Director or officer shall be his/her last municipal address or email address as recorded on the books of the Corporation.

30.00 **Indemnification**

30.01 Every Member of the Board of Directors, every Officer and every Servant of the Corporation shall be indemnified by the Corporation against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except those which happen as a result of their own neglect or default.

31.00 **Dissolution**

31.01 Upon dissolution of the Corporation the net assets, after payment of all debts shall be transferred to such similar Corporation or Corporations as may be determined by two-thirds majority vote of the Board of Directors of the Corporation in office at the time of dissolution, or if such matter cannot be resolved assets will go to Pediatric Divisions of Credit Valley Hospital and Trillium Health Centre Mississauga.

32.00 **Interpretation**

32.01 In these Rules & Regulations and in all other Rules & Regulations of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number, or the masculine gender shall include the plural number or the feminine gender, as the case may be, and “vice versa”, and references to persons shall include firms and corporations.