



DIXIE SOCCER CLUB

BY-LAWS

(Amended at the DSC 2021 AGM on December 12, 2021)

Table of Contents

ARTICLE I: NAME.....	3
ARTICLE II: CLUB COLOURS & LOGO.....	3
ARTICLE III – OBJECTIVES.....	3
ARTICLE IV – AFFILIATION	4
ARTICLE V - AREA OF OPERATION.....	4
ARTICLE VI - MEMBERSHIP RIGHTS.....	4
ARTICLE VII - MANAGEMENT.....	11
ARTICLE VIII - BOARD OF DIRECTORS.....	12
ARTICLE IX - DUTIES OF OFFICERS.....	15
ARTICLE X – REMUNERATION OF DIRECTORS.....	16
ARTICLE XI – POWERS	16
ARTICLE XII – ANNUAL AND OTHER MEETINGS OF MEMBERS	16
ARTICLE XIII - SPECIAL GENERAL MEETINGS.....	21
ARTICLE XIV – NOMINATIONS	22
ARTICLE XV – GENERAL	23
ARTICLE XVI - CLUB FINANCES	24
ARTICLE XVII - OFFICE ADMINISTRATION	24
ARTICLE XVIII – AMENDMENTS TO CONSTITUTION OR BY-LAWS.....	25
ARTICLE XIX - RULES AND REGULATIONS	25
ARTICLE XX - FUNDAMENTAL CHANGES	26
ARTICLE XXI – ADOPTION OF THE BY-LAWS	27

DIXIE SOCCER CLUB

BY-LAWS

We, the members of this organization in order to promote and encourage interest in the sport of Soccer, do ordain and establish this constitution.

ARTICLE I: NAME

- 1.01** This organization shall be known as the “**DIXIE ATHLETIC CLUB**” hereinafter referred to as the “Dixie Soccer Club”, the “DSC”, or the “Corporation”, functioning under the authority of the PEEL HALTON SOCCER ASSOCIATION (the “PHSA”), ONTARIO SOCCER (“OS”) and CANADA SOCCER (“CS”).
- 1.02 Registered Head Office** – The registered Head Office of the Corporation will be located in the City of Mississauga, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.
- 1.03 No Gain for Members** – The Corporation will be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation will be used in promoting its objects.

ARTICLE II: CLUB COLOURS & LOGO

- 2.01** REP/Competitive (U13+), REP/Competitive Development (U8-U12) Club teams may list themselves under the team’s name of "Dixie Athletics" and wear a crest, accordingly, as designed, and approved by the Board of Directors.
- 2.02** The official colours of the Corporation, to be worn by all Dixie Athletic Club teams are Blue, Black, and White. Other colours may appear, at the discretion of the Board of Directors, but they must not be the dominant colour.
- 2.03** Official team uniforms will be supplied by the Corporation, or its official uniform supplier as designated by the Board of Directors and must be the only uniform worn by Club teams, unless special dispensation is given to a team in writing by the Board of Directors.
- 2.04** The official logo of the Corporation, to be worn by all Club teams shall be in a form approved by the Board of Directors, from time to time, which shall include but shall not be limited to the Club Colours and which may include a depiction of the Dixie Athletic Club.

ARTICLE III – OBJECTIVES

- 3.01** The Corporation has been established to implement the following objectives: To promote, foster, encourage, and improve the sport of soccer and generally to undertake and do all things as may be conducive to the encouragement and development of the foregoing objectives including the teaching and training of soccer players, instructors, and referees.

To teach fair play and sportsmanship.

For the further attainment of the above objects, subject to the Charities Accounting Act, the Mortmain and Charitable Uses Act and the Charitable Gifts Act to acquire, accept, solicit, receive, and hold gifts, grants, donations, legacies, devices, or bequests of real and personal property of all kinds.

ARTICLE IV – AFFILIATION

- 4.01** The Corporation shall be a member of the PHSA, and shall function as an independent not-for profit organization under the authority of the PHSA, OS, and CS.
- 4.02** The Corporation shall abide by the published rules of CS, OS, the PHSA and its own rules and regulations in declining order of authority (the “Rules and Regulations”).
- 4.03** The Corporation shall be permitted to participate in the Ontario Women’s Soccer League (OWSL), Ontario Soccer League (OSL), Golden Horseshoe League (GHSL – Regional level), Youth Peel Halton Development League (YPHDL – District level), and District Peel Halton Development League (DPHDL).
- 4.04** The Corporation shall affiliate with the Recreation and Parks Department of the City of Mississauga, Ontario.
- 4.05** The Corporation shall be entitled to enter into affiliation agreements with professional soccer clubs in accordance with the published rules of OS, as approved by the Board of Directors.
- 4.06** The Corporation shall be permitted to participate in inter-club games within Peel Halton, the District and Regional League, and all other leagues sanctioned by the OS as may be authorized by the Board of Directors.

ARTICLE V - AREA OF OPERATION

- 5.01** The geographical boundaries of the Corporation will be defined to the North by Highway 401, to the East by the boundary of the City of Mississauga, to the West by Highway 10 and to the South by the Queen Elizabeth Way, except for that portion South of the railway between Highway 10 and Cawthra Road.
- 5.02** Notwithstanding anything to the contrary, the geographic boundaries described in Article 5.01 above shall not preclude the Corporation, its teams, players, and members from conducting training, or playing indoor soccer games, tournaments, or participating in leagues, or renting space at indoor soccer facilities that are located outside of the Corporations’ boundaries.
- 5.03** Nothing herein shall limit, restrict, or prevent the Corporation from abiding by the terms of any current or future affiliation agreement between the Corporation and the City of Mississauga that requires the Corporation to offer programs and services to all residents of the City of Mississauga whether they reside within the boundaries of the Corporation.

ARTICLE VI - MEMBERSHIP RIGHTS

- 6.01** Voting membership in the Corporation shall consist of the applicants for incorporation of the Corporation, Directors, officers, sub-committee members and registered coaches, registered managers and such other individuals and such corporations, partnerships, and other legal entities as are admitted as members by the Board of Directors.

A membership in the Corporation is not transferrable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

6.02 Definition of a Member:

A member of the Corporation is a person who is at least eighteen (18) years old, who submits an application or a registration form to the Corporation together with all other required forms and pays the prescribed membership fees, as applicable, who is duly registered with the Corporation on or before September 30th of the current year, who agrees to abide by the Rules and Regulations of the Corporation and its affiliated organization, whose application for membership has been accepted by the Board of Directors as evidenced by a Directors Resolution and includes the following persons:

- (a) an executive officer or director of the Board of Directors;
- (b) an individual appointed to coach one or more Recreational, Competitive Grassroots or Competitive teams within the Corporation (18+);
- (c) a manager appointed to manage one or more Recreational, Competitive Grassroots or Competitive teams within the Club (18+);
- (d) a convenor or volunteer duly appointed by the Board of Directors and registered with the Corporation (18+);

6.03 Application Form/ Approval:

- (a) Applicant must complete, sign, and submit Membership Application Form, pay Membership Fee and provide full name, mailing address, current email(s), telephone & cellular no.(s) to be recorded in Member Register;
- (b) Persons who wish to volunteer as a Coach, Manager, Convenor, or Volunteer, must complete an Application Form for such Position. If they are approved, they must also complete an OS Registration Form. They must also supply personal information for Member Register;
- (c) Coaches and Managers are considered Team Officials under OS Published Rules.
- (d) To qualify as Coach, Applicants must attend a screening interview in accordance with the Corporation Policy and satisfactorily complete a vulnerable sector Police Check every two (2) years, at the Corporation's expense, if required.
- (e) Applicants must also complete and pass "Respect in Soccer", "Making Ethical Decisions", and all applicable coach certification courses and any other course or certification that is mandated by the OS and/ or PHSA;
- (f) The Board of Directors shall have the sole, absolute, and unfettered discretion to:
 - (i) accept and approve or deny any Application for Membership; or
 - (ii) appoint or refuse to appoint any person as a Coach, Manager, Convenor or Volunteer;
- (g) In accordance with OS Published Rules, the Board may remove or terminate the appointment of any coach, manager, volunteer, convenor, without establishing cause, at any time.
- (h) Following their election, all Officers and Directors must complete, sign, and submit an OS Registration Form with personal information for Member and Director Registers.

6.04 Membership Dues:

- (a) Dues or fees payable by playing Members shall from time to time be fixed by the Board of Directors. Members shall pay such membership fees or dues on a seasonal basis. Notice of Membership Fees shall be posted on the Corporation's website for Recreational programs, and through coaching staff communication for the Competitive programs. Membership fees or dues shall be paid when an Application for Membership is filed with the Corporation.
- (b) The Office Manager shall notify playing members of the dues or fees at any time payable by them and if they are not paid within fifteen (15) days of the date of such notice the members in default shall thereupon automatically cease to be playing members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated.
- (c) Membership fees or dues are waived for any Member who is elected or appointed a director for the duration of their appointment. If they cease to serve the Corporation in a volunteer capacity, for any reason, then they shall be required to file a Membership Application form and pay the applicable Membership fees or dues within fifteen (15) days following the cessation of any such appointment.

- (d) Any Member whose membership term has expired shall have fifteen (15) days following expiry to pay the Membership fees or dues payable for the subsequent year.
- (e) Any Member in default of paying any membership fees or dues within fifteen (30) days from the date that they are due shall automatically cease to be a Member of the Corporation. Any such Members may, upon payment of all unpaid dues or fees and filing of a Membership Application form, be reinstated by vote of the Board of Directors. The Board of Directors has discretion to deny Membership following Default.

6.05 Term of Membership: Club Membership shall continue for a term not to exceed one year. Membership shall commence on the date that an Application for Membership is accepted by the Board of Directors and shall continue until the earlier of:

- (a) a period of one year,
- (b) on the 30th day after default in the payment of Membership fees or dues;
- (c) the day after the Annual General Meeting held for the fiscal year in which they became a member;
- (d) the day that the member resigns;
- (e) the 30th day after a member is removed as a director, coach, manager, volunteer, or convenor of the Corporation, unless they have filed a membership application and paid the applicable membership fees or dues, or the Member otherwise qualifies for membership pursuant to Subsection 5.02;
- (f) the day that the Member terminates their membership in accordance with subsection 5.16 below;

6.06 Membership Rights & Privileges: Members of the Club shall have the following rights:

- (a) the right to attend any annual or special general meeting of the membership of the Corporation, and to speak and propose motions, to nominate candidates, or be nominated as a candidate for any Director or Executive position, to vote on motions, resolutions, or election of Directors or officers (if eligible to vote).
- (b) to make a deputation to the Board of Directors concerning an issue that affects the Member, provided that:
 - (i) the Member submits a written request that describes the nature of the deputation.
 - (ii) this request is delivered to the Club to the attention of the Secretary not less than one (1) week prior to the meeting;
 - (iii) the Secretary, in consultation with the Chairperson, determines that the request for a deputation is reasonable and that the issue cannot be resolved through alternative means; and
 - (iv) the deputation shall not exceed ten (10) minutes except with the permission of the Chairperson.
- (c) to attend any meeting of any Committee of the Corporation upon the invitation or with the permission of the Committee Chairperson;
- (d) the right to be governed according to the Rules and Regulations of OS, the PHSA and the Corporation, in declining order of authority;
- (e) the right to participate in all club programs and activities and all player development programs organized or sponsored by the Corporation, provided that any applicable fees are paid, any application forms are completed and submitted to the Corporation, and that any other bona fide requirements or qualifications are satisfied;
- (f) the right to participate in the OS insurance plan.
- (g) Members will be required to renew their membership seasonally.

6.07 Conditions of Membership: The following conditions shall apply to all Members of the Corporation:

- (a) each Member shall be deemed to have agreed to abide by the provisions of the Constitution, By-Laws, Rules & Regulations, and Policies and Procedures of the Corporation;
- (b) to pay any applicable membership fees or dues on the due dates established by the Board of Directors; and
- (c) if a member fails to pay or induces anyone to fail to pay any registration fees, program fees or membership fees or dues in full when due or fails to comply with or induces other member(s) to fail to comply with the Constitution, By-Laws, Rules & Regulations, and Policies and Procedures of the Corporation, the Board may, at its discretion and subject to such terms and conditions as it deems appropriate;
 - (i) declare the Member to be "Not in Good Standing".
 - (ii) suspend the membership rights of the Member or any related registered player in respect of the use and access to the Corporation's fields and facilities, and their participation.
 - (iii) in any Club programs or services.
 - (iv) suspend the voting rights or other privileges of such Member; or
 - (v) impose such further or other penalty, including fines, as the Board may determine.
- (d) Membership is not transferable, and a member may terminate or withdraw their membership by submitting their resignation to the Board. The Board may withhold acceptance of any such resignation until any indebtedness owed to the Corporation and all funds or property in the possession or control of the Member have been returned to the Corporation.

6.08 A Member shall be considered to be a "Member in Good Standing" provided:

- (a) they have not ceased to be a member;
- (b) they have not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- (c) they have completed and remitted all documents as required by the Corporation;
- (d) they have complied with the Constitution, By-laws, Rules and Regulations, and Policies of the Corporation;
- (e) they are not subject to a disciplinary investigation or action by the Discipline Committee or by a Harassment Officer of the Corporation, or if they were previously subject to any disciplinary action, they have complied with, fulfilled, or paid any suspensions, penalties, or fines in respect of such disciplinary action to the satisfaction of the Board; and
- (f) they have duly paid all required membership dues, registration fees, program fees, development fees, fines, bonds, or any other monies due and owing to the Corporation.

The Board of Directors may declare any Member who does not satisfy these requirements to be a Member "Not in Good Standing" and, except if a Notice of Decision suspending a Member has been issued by the Corporation's Discipline Committee or Harassment Officer, they shall notify the Member accordingly.

6.09 Voting Rights & Eligibility:

- (a) Members who are eligible to vote must be a "Member in Good Standing".
- (b) Each voting member of the Corporation shall at all meetings of members be entitled to one (1) vote.
- (c) In the event of any dispute concerning membership, eligibility to vote or voting rights, the validity of any written proxy, such dispute shall be determined by the Secretary of the Board or their designate based on the records of the Corporation and any such determination shall be considered valid and binding upon all affected persons; and
- (d) Members may vote at any general or special meetings of Members by being present in person or by designating a Proxy Representative by signing a valid written proxy as prescribed herein, that is delivered to the Secretary of the Board or their designate not less than twenty-four (24) hours before the meeting.
- (e) Members shall not be permitted to vote by mail, or telephone.

- (f) No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he/she has paid all dues or fees, if any, then payable by him/her.

6.10 Voting by Proxy:

- (a) Members who are not able to attend a general meeting of members may designate another person to attend the meeting on their behalf, such person need not be a member, but they may not be a member that is "Not in Good Standing". Proxy Representatives must be at least 18 years of age. Proxy Representatives shall be entitled to vote, propose motions, or address the meeting in the same manner as the Member.
- (b) Each voting 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.
- (c) Upon arrival at the Meeting, any Proxy Representative shall:
 - (i) identify themselves to the Secretary or their designate;
 - (ii) provide a copy of the written proxy that was duly deposited with the Secretary as prescribed above; and
 - (iii) provide proof of identity and proof of age in the form of a valid government issued photo identification.
- (d) An individual may only hold one (1) proxy for one (1) Member.
- (e) The Board of Directors may solicit proxies from Members in advance of any general meeting to ensure that quorum will be met. Any such proxies shall be recorded by the Secretary of the Board or their designate and a Member of the Executive Committee shall be authorized to cast ballots in respect of any such solicited proxies, without any restrictions.
- (f) An employee of the Corporation may only act as a proxy representative to ensure quorum with the approval of Club Management and not for the purpose of nominating anyone as a director.
- (g) If a member is "Not in Good Standing", then such Member may not issue a valid proxy and the holder of any such proxy will not be entitled to attend or participate in any general meeting of members,
- (h) The proxy form must:
 - (i) be signed by a Member in Good Standing;
 - (ii) be in a form that complies with the Act;
 - (iii) substantially comply with the form prescribed in the Corporation's By-Laws

6.11 Players & Referees:

- (a) Any person registered with the Corporation as a youth or senior player or as a referee are Registrants of the Corporation and the Ontario Soccer. As Registrants, Players and Referees must abide by and are governed by the Constitution, By-laws, Rules & Regulations, Policies & Procedures and Code of Conduct of the Corporation and its governing organizations.
- (b) Players and Referees who have not paid the prescribed membership fee and been accepted as a member by Director's resolution or who have not been appointed as a volunteer by the Board of Directors have no membership rights, privileges, or voting rights, even in the event of a fundamental change in the Corporation as described in Article XVII.

6.12 Option to become a Member: Parents/ Legal Guardians of Youth Referees or registered players, Senior Players and Senior Referees (18+) have the option to become a Member, by:

- (a) contributing time and effort to the Corporation for the benefit of all Members by applying and being appointed as a Coach, Manager, or Convenor by the Board and completing and filing an OS Registration Form; or
- (b) being elected and/or appointed as an Officer or Director of the Corporation and completing and filing an OS Registration Form.

6.13 Consultation with Non-Members: The Board of Directors may, from time to time, in their sole discretion, consult with non-members regarding the Corporation's programs, its objectives, its strategic direction, or its business affairs as they consider to be prudent, reasonable and in the best interests of the Corporation. Such consultations may consist of customer surveys, informal information sessions, or formal meetings open to all non-member stakeholders within the Corporation.

6.14 Discipline of a Member, Player, or Referee:

- (a) **Suspension, Expulsion or Other Penalty or Fine:** The Corporation may suspend or expel any Member or Player who fails to comply with:
- (i) the Constitution, By-Laws, Rules & Regulations, and Policies and Procedures of the Corporation;
 - (ii) the Rules or Regulations of any League in which the Club team associated with the Member is registered;
 - (iii) the Published Rules of the Peel Halton Soccer Association, the Ontario Soccer or Canada Soccer; or
 - (iv) if their conduct is considered prejudicial to the Corporation or brings the Corporation into disrepute.

Except as otherwise provided, any Member or Player who may be suspended or expelled must first be given not less than ten (10) days prior written notice by regular mail or email to present themselves to the Corporation's Disciplinary Committee to respond to any such allegations. Such notice shall state the time and place of the hearing, the reasons for the hearing such that the Member can respond to the allegations and advise the Member of their right to representation and their rights of appeal. The Member or Player may waive any notice requirement prescribed herein. All discipline shall be conducted in accordance with OS Policy.

- (b) **Discipline of a Referee:** All discipline related to referees or game officials shall be conducted by the PHSA on behalf of the OS. Referees registered with the Corporation must abide by and are subject to the OS's Harassment Policy. If any allegation of harassment is made or if any grounds for suspecting that that harassment has occurred that involves a referee or game official, either as a victim or perpetrator, then such allegations or grounds shall be referred to the OS.
- (c) **Harassment Policy:** A Member or Player, may also be subject to investigation and potential discipline by the Corporation's Harassment Officer or Board of Directors (as the case may be) if they fail to comply with the Corporation's Harassment Policy. If a violation of the Harassment Policy is determined to have occurred, the Member or Player may be sanctioned by the Corporation by voluntary mediation, verbal or written reprimand, by requiring that an apology be made (either in writing, verbally or in public), by imposing mandatory training, by the suspension of duties, by the reassignment of duties, by the suspension of membership or player rights, by the imposition of a penalty or monetary fine, by the termination of employment, revocation of membership, or by de-registration. Any such discipline may only be imposed if an investigation is conducted by the Harassment Officer in accordance with provisions of the Harassment Policy.
- (d) **Disciplinary Measures:** For the purposes of any Discipline pursuant to subsections 5.14 (a) or (c), the length of any suspension or expulsion and/ or the nature of any penalty or fine shall be in accordance with the applicable Rules & Regulations or Guidelines, Policies or Procedures of the applicable governing organization. If no fixed suspensions, expulsions, penalties, or fines are prescribed then the length, nature, or amount of any such remedial action shall be determined in the sole and exclusive discretion of the Disciplinary Committee, the Harassment Officer, or the Board of Directors (as the case may be), acting reasonably and proportionately, based upon the facts and circumstances of the Member or Player's misconduct.

- (e) **Right of Appeal:** A Member or Player whose membership or player rights are suspended, shall lose all membership or player rights until the suspension has expired or been removed. If a Member or Player is suspended or expelled by the Disciplinary Committee, the Harassment Officer, or the Board of Directors, then within ten (10) days following receipt of the Notice of Decision and their Rights of Appeal, they are entitled to send a Notice of Appeal to the President of the Corporation describing the grounds for their appeal in accordance with the OS's Appeal Policy, who shall hear and determine whether to revoke or enforce any such suspension, expulsion, penalty or fine on such terms and conditions as the President may determine not more than ten (10) days after receiving the Notice of Appeal.
- (f) **Due Process:** Notwithstanding any of the foregoing, a member may only be fined, censured, suspended, or expelled from Membership for cause and only after charges have been laid or an investigation has been held in accordance with the Corporation's and OS's published rules.
- (g) **Outstanding Fees:** Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

6.15 Termination of Membership:

Membership in the Corporation shall be deemed to have terminated in accordance with the following conditions:

- (a) the Member is no longer registered with the Corporation, or the term of Membership has expired in accordance with Section 5.05 above;
- (b) the Member submits written notice of resignation or withdrawal from the Corporation, except when the Member is subject to disciplinary action of the Corporation. In the 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 his/her resignation or withdrawal.
- (c) the Member is expelled by the Corporation's Board of Directors, or their membership is terminated by the Corporation;
- (d) the Member has received written notification that they have been declared to be a member "Not in Good Standing" and Member fails to correct any deficiencies or meet any conditions of membership for a period of thirty (30) days following the issuance of such Notice;
- (e) the Member dies or resides outside the Province of Ontario for more than six months;
- (f) by Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.
- (g) the Corporation is placed into bankruptcy or is disbanded or dissolved on a voluntary or involuntary basis.

6.16 Dispute Resolution:

- (a) The Corporation shall adhere to the Dispute Resolution process as published and approved by the OS, from time to time. The Corporation shall make available to any Member, upon written request.
- (b) Any Member of the Corporation may initiate the Dispute Resolution process by communicating in writing to OS, with a copy to the Corporation and District Association, the nature, and facts of the dispute. Ontario Soccer, at their discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
- (c) The Dispute Resolution process shall not be used for game discipline which follows normal Discipline and Appeals process.

6.17 Appeals:

- (a) The Corporation shall adhere to the Appeals process as published and approved by the OS, from time to time. The Corporation shall make available to any Member the Appeals process, upon written request.
- (b) Any Member or registrant of the Corporation directly affected by a decision of the Corporation may appeal such decision to the PHSA.
- (c) A decision of the Corporation may be appealed to the District Association with which the Corporation is affiliated. The appeal shall be conducted in accordance with OS's and District Association's published rules.
- (d) An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment, or revocation of an appointment of an individual to any coach, manager, convenor, volunteer, or administrator position within the Corporations' operations, except where the selection, appointment and revocation process outlined in the Corporation's published rules has not been followed.
- (e) An individual shall not appeal a decision made by the Corporation regarding a player's team assignment.
- (f) An individual shall not appeal a decision made by the Corporation pursuant to the Corporation's Harassment Policy.

ARTICLE VII - MANAGEMENT

- 7.01** The management and administration of the affairs of the Corporation shall be vested in the Board of Directors as elected or appointed with full power to exercise the authority it deems necessary within the scope of the Constitution and By-Laws.
- 7.02** The Corporation may engage in commercial business provided that such business is consistent with the scope of the Corporation's corporate objectives as set forth in its governing documents and is intended for the benefit of all Members, supporters, customers, and other stakeholders.
- 7.03** In managing the business of the Corporation, The Directors and Officers may rely in good faith on advice that they receive from professional advisors, management, and other employees of the corporation.
- 7.04** All financial business shall be processed through the Treasurer, including all grants or levies, fees, charges, expenses, allowances, purchases, the acquisition, maintenance, and management of equipment or any such related business.
- 7.05** The Board of Directors may approve and publish such rules, regulations, policies, and procedures as they deem necessary and desirable to promote and develop the game of soccer within the Corporation and to govern and manage the business and affairs of the Corporation for the benefit of its members.
- 7.06** No such rules, regulations, policies, and procedures may violate an individual's right or freedom except as may be deemed necessary for the overall benefit of all Members, nor shall any such rules, regulations, policies, and procedures be inconsistent with the Constitution or By-laws of the Corporation or the Rules and Regulations of any of its governing organizations.
- 7.07** The development of new policies and procedures, or rules and regulations or the amendment of any existing policies and procedures or rules and regulations may be made by majority vote of the Board of Directors at a Directors Meeting.
- 7.08** The Board of Directors shall have the authority to delegate this power to the Corporation's management team.

- 7.09** The Corporation shall adhere to the Harassment Policy of Ontario Soccer. The Harassment Policies of the Corporation and OS shall apply to all Officers, Directors, employees, volunteers, coaches, managers, game officials, administrators, players, and Members of the Corporation.

ARTICLE VIII - BOARD OF DIRECTORS

- 8.01 Duty of Care:** All Directors must act reasonably, prudently, in good faith and in the best interest of the Corporation and its Members, at all times. When performing their duties, Directors are expected to exercise the same level of care as a reasonable person with similar abilities, skills and experience would exercise in similar circumstances. Directors shall exercise due diligence in connection with all decisions or corporate activities done, performed, or undertaken by the Corporation.
- 8.02 Duty of Honesty:** Directors should be honest and forthright in their dealings with Members, the Public and each other.
- 8.03 Duty of Loyalty:** A Director's personal interests must not be placed in Conflict with the interests of the Corporation. If a Conflict of Interest arises, a director must declare the conflict of interest and refrain from any further involvement, decision-making or influence related to the matter at issue. Directors must maintain the confidentiality of all business, legal, employment and other sensitive matters related to the Corporation. Directors must support all decisions of the Board of Directors, regardless of how they may have voted on any matter.

- 8.04 Conflicts of Interest:** A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest. All Directors shall comply with the Conflict-of-Interest Policy 21.0 of Ontario Soccer.

Directors shall not be permitted to coach any team, convene any division, in either Recreational or Competitive divisions on a permanent basis, unless otherwise approved by the Board of Directors.

- 8.05 Duty to Act in the Best Interest of the Corporation:** A Director must not use their position as a means to further their own private interests or personal agenda of any kind. A Director is not elected or appointed to represent a Team, an Age Group, a Gender, or a Program such as the Recreational Program or Competitive Program. Directors must always represent the interests of the Corporation as a whole.
- 8.06 Duty to Fulfill the Corporate Objectives:** All Directors must act within the scope of the Corporation's governing documents, including its Constitution, By-Laws, Rules and Regulations and Policies and Procedures. Directors have a duty to ensure management, employees, volunteers, and Committees do so as well.
- 8.07 Tenure of Officers & Directors:** The tenure of each position on the Board of Directors shall be declared vacant every two (2) years and directors shall be elected for a two-year term.
- The President, the Secretary, and the Recreational Soccer Director - Youth & Senior, shall be elected in the first year of the rotation;
 - The Vice President, the Treasurer, and the Competitive Soccer Director - Youth, shall be elected in the second year of the rotation;
 - A Director-at-Large may be appointed by the Board of Directors for a maximum term of one (1) year with such mandate and duties as may be determined by the Board of Directors from time to time.

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

- a) The Director resigns by delivering a written notice of resignation to the Board of Directors specifying the effective date of their resignation;
- b) Any Director who resigns or is removed shall have the right to have their written reasons for resignation or for opposing removal, distributed to all Members by the Corporation.
- c) The Director is found to be incapable of managing property by a court or under Ontario law;
- d) The Director is found by a court to be of unsound mind;
- e) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; or
- f) The Director dies.

8.09 Removal of Director by the Board of Directors:

No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

- (a) if she/he is absent from three (3) or more meetings of the Board without satisfactory reason;
- (b) if she/he no longer resides in reasonable proximity to the Club;
- (c) if she/he becomes, or is discovered to be, an undischarged bankrupt; or

The Director has compromised the integrity of the Corporation due to, but not limited to, any of the following reasons:

- (a) if he/she has been determined to be in breach of the Harassment Policy of the Corporation or any of its Affiliated Organizations.
- (b) if he/she has been found guilty of an offence involving violence pursuant to the Discipline Policy of OS;
- (c) if he/she has failed to properly account for monies or other property belonging to the Corporation;
- (d) if he/she has been found guilty of a criminal offence regardless of whether or not the offence directly affects the Corporation; or
- (e) if he/she has failed to act in accordance with the Conflict-of-Interest Policy of OS.

A Member of the Board of Directors holding his or her respective position(s), as Director or other position(s), may be removed from office by the Board of Directors for good and sufficient cause, provided notice to remove the Director has been given to all Directors of the Corporation. The resolution may be by a show of hands or by a secret ballot, if approved by a simple majority vote of the directors. If a Director is removed by the Board of Directors, the Board of Directors may appoint a successor to the incumbent's position(s) for the remainder of the term being filled.

The Notice of Motion described above must be sent in writing to all Directors not less than fifteen (15) days prior to the scheduled directors meeting and must state the name of the Director; and the grounds for removing the Director. The stated grounds for removal must be sufficiently clear to permit the Director to understand the allegations.

The affected Director shall have the right:

- (a) to be represented by an advisor of their choice;
- (b) to provide a written response to the motion not less than one (1) day before the directors meeting; and
- (c) to attend the directors meeting and speak and provide evidence in their own defence.

The affected Director shall not have the right to vote on the motion for their removal.

8.10 Removal of Director by the Members:

- (a) The Members may, by an ordinary resolution passed by a majority of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office for good and sufficient cause, and may, by a majority of votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term. The person so appointed may not be a person previously removed from office by the membership.
- (b) A Notice of a Motion by a Member seeking to remove a director at a general meeting must be sent to the Board of Directors by a Member in Good Standing not less than fifty (50) days prior to the meeting and must state the name of the Director and the grounds for removing the Director;
 - (i) The affected Director shall have the right:
 - (ii) to be represented by an advisor of their choice;
 - (iii) to provide a written response to the motion not less than fifteen (15) days before the membership meeting; and
 - (iv) to attend the membership meeting and speak and provide evidence in their own defence.
- (c) The Board, shall thereafter, in the absence of the affected director, determine, in their sole discretion, acting reasonably, whether or not:
 - (i) the Notice has been issued by a "Member in Good Standing".
 - (ii) the Notice constitutes clear and sufficient notice of the grounds for removing the Director;
 - (iii) the Notice was delivered within the prescribed period; and
 - (iv) the grounds, if deemed to be true, would constitute good and sufficient cause for the removal of the Director in accordance with the Corporation's Constitution and By-Laws.
- (d) Based on all of the foregoing, the Board of Directors must determine, by ordinary resolution, whether the proposed motion satisfies the foregoing requirements and should be considered at a general meeting of members.
- (e) The Board of Directors shall, not less than ten (10) days before the upcoming general meeting, notify the Member and the affected Director whether or not the motion will be considered at the Corporation's general meeting.
- (f) If the Board determines that the motion should be considered by the members, the Board shall provide, not less than ten (10) days notice of the said motion to all Members entitled to attend the general meeting. Any such Notice shall include any written statement submitted by the Director giving reasons for opposing their removal as a Director. Such Notice shall be given in such a manner that the Board considers fair and appropriate based on the best interests of the Corporation and the affected parties, including but not limited to by e-mail, regular post, posting notice on the Corporation's website and/or on the information board inside the clubhouse.
- (g) Any motion to remove a Director shall be conducted by secret ballot and shall be considered immediately prior to the election of Officers and Directors. The outcome of the motion shall be immediately effective after the vote is completed and the result is disclosed by the presiding Chair.

8.11 Consecutive Terms: There shall be no restriction on consecutive terms in respect of any officer or director position on the Board of Directors or in respect of any elected Director of a Committee of the Corporation.

8.12 Indemnity of Officers & Directors:

- (a) Every Officer and Director of the Corporation, their heirs, executors, administrators, legal representatives, successors and assigns respectively shall be indemnified and saved harmless at all times by the Corporation against all costs, losses, expenses incurred by them respectively in connection with the discharge of their duties and obligations for and on behalf of the Corporation, except to the extent that they have been caused as a result of their own gross negligence or wilful misconduct. and provided that they have not acted contrary to the terms of the Corporation's Constitution and By-Laws.

- (b) The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:
 - (i) The individual acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (ii) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

8.13 Vacancies, Board of Directors: Provided that quorum remains, the Board of Directors may, if they shall see fit to do so, appoint a qualified Member to serve as a Director of the Corporation, otherwise such vacancy shall be filled at the next Annual Meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall immediately call a general meeting of members to fill the vacancy. If the term of office has not otherwise expired, any Member so appointed as a Director shall be deemed to resign on the date scheduled for any subsequent annual general meeting or any special general meeting called for the purpose of conducting an election, and such Member shall entitle to seek election by the Members as a Director of the Corporation.

ARTICLE IX - DUTIES OF OFFICERS

9.01 Officers:

- (a) The Board of Directors of the Corporation (hereafter referred to as either the "Board" or the "Directors") will be composed of such persons duly elected as Directors by the Membership of the Club to the following positions, each of whom from time to 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, forming the main governing body of the Club:
 - (i) President;
 - (ii) Vice President;
 - (iii) Treasurer;
 - (iv) Secretary;
 - (v) Recreational Director – Youth & Senior;
 - (vi) Competitive Director – Youth;
 - (vii) Director at Large (appointment)
- (b) Unless elected by the membership at the Annual meeting, the President and Secretary shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the Board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.
- (c) Upon election, each Board Member and Officer must complete and sign a Non-Disclosure Agreement which will be in effect for the length of their term.
- (d) The Club Officers may include but not be limited to the following:

League Liaison Officer, Indoor Soccer Coordinator, Competitive Field Scheduler, Referee Coordinator, Equipment Coordinator, Grounds Coordinator, Sponsorship Coordinator, Discipline Coordinator, Registrar, Boys Recreational Soccer Coordinator, Girls Recreational Soccer Coordinator, Boys Competitive Soccer Coordinator,

9.02 League Liaisons: The responsibilities of the Competitive Directors and/or Technical Committee shall include serving as convenors and liaison persons for the Peel Halton Development League, the Peel Halton District Youth & Senior Leagues, the Golden Horseshoe Regional League, the Mississauga Youth Indoor Soccer League and any other and any Regional or Provincial Leagues as may be approved by the Board of Directors.

- 9.03 Executive Committee:** The President, Vice President, Secretary, and Treasurer, with the greater seniority on the Board of Directors shall form the Executive Committee of the Corporation and shall be the Executive Officers of the Corporation. The President shall act as the Chairperson of the Executive Committee and the other members shall report to the President in connection with their respective duties and responsibilities within the Corporation. The Executive Committee shall have the power and authority to manage and administer the business and affairs of the Corporation, on behalf of the Board of Directors, in between meetings of the Board of Directors, as may be required from time to time, in the ordinary course of business and subject to the limitations and restrictions contained in this Constitution and the By-Laws of the Corporation.
- 9.04 Club Representative:** The President, or his nominee, shall serve as a representative of the Dixie Athletic Club as a Member Club with the Peel Halton Soccer Association, the Mississauga Youth Indoor Soccer League, and Ontario Soccer.

ARTICLE X – REMUNERATION OF DIRECTORS

- 10.01** The Directors shall receive no remuneration for acting as such. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation, therefore. They may receive an honorarium to cover expenses upon approval by quorum of the Board of Directors.

ARTICLE XI – POWERS

- 11.01** The Directors of the Corporation may administer the 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 from 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 immoveable, real, or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

ARTICLE XII – ANNUAL AND OTHER MEETINGS OF MEMBERS

12.01 Annual and Other Meetings of Members:

- (a) The Annual and Other Meetings of Members of the Corporation shall be held within ninety (90) days following the end of the Corporation's fiscal year on September 30th of each year, or such other date as may be approved by the Board of Directors.
- (b) The annual or other general meeting of 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. No general meeting of members shall be held by telephonic means.

12.02 Notice of Meeting:

- (a) The Board of Directors shall schedule the Annual General Meeting and issue a Notice of the Annual General Meeting to all Club Members at least thirty (30) days prior to the scheduled date of the meeting. Notice of the Annual General Meeting shall indicate:
 - (i) the date, time and location of the Meeting as determined by the Board;
 - (ii) the date of record for determining membership;

- (iii) the right of a Member in Good Standing to designate a qualified person to attend the general meeting as a Proxy Representative on their behalf; and
- (iv) that duly completed proxy forms must be delivered to the Club not less than two (2) business days prior to the meeting.
- (b) Written or electronic notice shall be given to all Members in good standing, Directors, and the Auditor not less than thirty (30) days and not more than sixty (60) days before the Meeting by including the Notice on the Corporation's website and posting the Notice on the Information board at the Head Office. The prescribed proxy form shall be made available to all members, by written request to the Secretary of the Board.
- (c) The Notice will contain a reminder of the right to vote by proxy, a proposed agenda, and nominations of Directors.
- (d) Since the Corporation is a member of the City of Mississauga's "Registered Community Group", a minimum of twenty-one (21) days Notice of any General Membership Meeting shall be sent to the City of Mississauga and the Corporation's Annual Report shall be made available to all Members through the Club's website within 90 days following the Club's Annual General Meeting.

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

12.04 Error or Omission in Giving Notice: No error or omission in 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 address of any member, Director or officer shall be his/her last address recorded on the books of the Corporation.

12.05 Notices to Members: Any Notice to Members shall be deemed to have been sent by the Corporation, if such Notice has been sent to the email address of the Member that is included as contact information on the Member's OS registration form or membership application form. Members shall have the right to opt out of such email notification process or change their email address or mailing address by sending written notice to this effect to the Secretary. If a Member opts out of the email notification process, any notices to be issued to the said Member, thereafter, shall be sent by regular mail to the address contained in the Members Register.

12.06 Nominations: Nominations for any Director position are to be made thirty (30) days prior to the Annual General Meeting (AGM) and forwarded to the Secretary of the Board. Person(s) nominated for the President and Vice President position must have served on the Board of Directors for a minimum of two (2) years prior to nomination, unless there are extenuating circumstances, where in the role must be filled outside the Board.

12.07 New Business: No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal, has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

- 12.08 Amendments:** The Constitution, Bylaws, Rules & Regulations of the Corporation may be amended at the Annual General Meeting or at any General Meeting of the members duly called. The Board of Directors shall appoint a sub-committee to study, develop and properly prepare, not less than thirty (30) days in advance, all amendments for presentation to the Annual General Meeting. The Secretary must be a member of the Committee.
- 12.09 Date of Record:** The date of record for determining whether any person is a member of the Corporation for the purposes receiving notice of an annual general meeting and voting at any such meeting shall be September 30th of the Club's fiscal year.
- 12.10 Financial Statements:** Any Member in Good Standing, upon written request to the Treasurer, will be permitted to arrange an in-person appointment following the Annual General Meeting, with a minimum of two (2) members of the Board, to review a hard copy of the approved financial statements, auditor's report and/or balance sheet.
- 12.11 Order of Business:** The order of business at the Annual General Meeting, where applicable, shall be as follows:
1. Call the Meeting to Order
 2. Confirm the Notice of the Meeting and Appoint a Recording Secretary
 3. Roll Call
 4. Confirm the Number of Voting & Non-Voting Members Present, the Number of Eligible Votes and Quorum
 5. Welcome of Guests & Affiliated Organization Representatives
 6. Approval of the Agenda
 7. Review & Approval of previous Annual General Meeting Minutes
 8. President's Address
 9. Treasurer's Report
 10. Auditor's Report
 11. Review of Other Directors Reports
 12. Unfinished Business
 13. Amendments to Bylaws / Constitution (If applicable)
 14. Second Roll Call
 15. Election of Executive/Directors
 16. Appointment of Auditors
 17. New Business
 18. Adjournment
- 12.12 Rules of Order:**
Roberts' Rules of Order will prevail at the Annual General Meeting. The Order of Business may be varied at any meeting by a two-thirds (2/3) vote of the Members present and eligible to vote.
- 12.13 Quorum of Members:**
A quorum for the transaction of business at any meeting of the members shall consist of not less than five (5) members present in person or represented by proxy, provided that in no case any meeting be held unless there are two (2) members present in person.
- 12.14 Record of Members**
The Secretary shall record the names of all Members, Proxy Representatives, and non-members attending a general meeting of the members and the number of votes that any Member or Proxy Representative is entitled to vote as set forth in Article V above.
- 12.15 Closed Meetings:**
Meetings of Members will be closed to the public except by invitation of the Board.

12.16 Scrutineers:

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

12.17 Voting Procedure:

Except upon the demand, by at least majority of the Members present, for a secret ballot prior to the vote being held, voting on resolutions or proposals other than the election of Directors will be held by means specified by the Board.

12.18 Majority of Votes:

Except as otherwise provided in these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the resolution is defeated.

12.19 Attendance:

- (a) Persons who are entitled to attend a general meeting of members include:
 - (i) Current Members of the Corporation who are Members in Good Standing;
 - (ii) Directors;
 - (iii) Duly validated Proxy Representatives;
 - (iv) Non-member candidates; and
 - (v) Invited guests.
- (b) Members who are "Not in Good Standing", or anyone purporting to represent them, or any former members whose membership term has terminated or expired for any reason are not entitled to attend any general meetings of the Corporation.
- (c) The Secretary shall validate the membership of each person and determine the validity of each proxy prior to commencement of any general meeting.
- (d) If there is any dispute concerning whether or not a person is a Member in Good Standing or whether a proxy form is valid, the Corporation's books and records pertaining to membership shall be deemed to be conclusive evidence of membership, or the status of any Member or the validity of any proxy form. Any decision by the Secretary in this regard shall be considered final and binding.

12.20 Non-Members:

- (a) At the invitation of the Board of Directors, non-members may attend general meetings of Members and observe the proceedings.

Non-Members may not:

- (i) propose any motions;
 - (ii) speak for or against any motion,
 - (iii) vote on any motion or resolution of any kind, including any resolution regarding a fundamental change in the Corporation;
 - (iv) vote in the election of any Officer or Director; and/ or
 - (v) actively participate in the meeting in any way.
- (b) Non-Members may only speak, ask questions, or participate in the meeting with the express permission of the presiding Chair, who has the sole power and authority to grant or to refuse to grant such permission as they may determine, in their absolute and unfettered discretion.
- (c) Anyone who fails to comply with any of these restrictions and limitations may be asked to leave the meeting.
- (d) Despite any of the foregoing, the Board of Directors has the power and authority to determine, at any time, and for any reason or purpose whatsoever, in their sole discretion whether to:
 - (i) hold a closed general meeting of members; or
 - (ii) to request that any or all non-members leave any general meetings of members after it has commenced: and
 - (iii) to adjourn the meeting until another date or time if they refuse to do so.

12.21 Proper Conduct:

- (a) Any person in attendance at a general meeting of Members, including any Member, Proxy Representative, parent / legal guardian, registered player or referee, non-member candidate, or invited guest shall not be permitted to attend or to continue to attend any general meetings if they do not maintain order and decorum and properly conduct themselves.
- (b) If there is any disruption or misconduct, the person(s) responsible may be asked to leave. If any such disruption or misconduct persists, then the person(s) responsible will be asked to leave.
- (c) In these circumstances, the presiding Chair shall have the right, at any time, to call an immediate recess for such duration as they deem reasonable or necessary, or to adjourn the meeting until another date and time.

12.22 Adjournments:

Any meetings of the Corporation or the Directors may be adjourned to any time and from time to time and such business may be transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

12.23 Participation in the Meeting:

Any Member in Good Standing or Proxy Representative may, speak to any matter referred to in the Order of Business or may propose or oppose a motion for consideration by the General Membership.

12.24 First Meeting of Directors:

The President shall be responsible for calling the first meeting of the new Board of Directors following the Annual General Meeting.

12.25 Election of Officers & Directors:

The Election of Officers and Directors at the Annual General Meeting shall be conducted by secret individual ballot in accordance with the following:

- (a) Before the election of each or any Director, the previous Director for that office or his/her delegate or in their absence, the President will advise the meeting of the basic duties involved and the periods of time when effort and attention is required.
- (b) One Valid Nomination – Winner declared by Ordinary Resolution.
- (c) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared. If there continues to be a tie, then the winner(s) will be declared by coin flip.

12.26 Post-Election Eligibility:

Any person elected as a Director who does not meet the eligibility requirements for election as Director pursuant to this Constitution will have sixty (60) days to become eligible for the position or will be automatically removed as a Director of the Corporation.

12.27 Voting Members:

All Members as defined in Section 5.02 above or their valid Proxy Representatives may vote at an Annual, General or Special Meetings of the Corporation subject to the restrictions and limitations set forth above in Sections 5.09 and 5.10 of Article V. Members of the Board of Directors may vote at all general meetings. Non-Members and invited guests are not eligible to vote at any general meeting of the Corporation.

12.28 Appointment of Auditor:

- (a) A qualified and licensed public accountant shall be appointed as the Auditor of the Corporation by the eligible Voting Members of the Corporation to report to the Members at the next Annual General Meeting. The Auditor shall not be a director, officer or employee of the Corporation or any affiliated Club, or a partner, employer, or employee of any such director, officer or employee;
- (b) The Auditor will hold office until the next Annual Meeting. If an Auditor is not appointed, the Auditor in office will continue in office until a successor is appointed;
- (c) The Members may, by ordinary resolution passed by a simple majority of the votes cast at a general meeting of which proper notice has been provided, remove any Auditor before the expiration of the Auditor's term of office;
- (d) The Auditor shall conduct an audit of the books and accounting records of the Corporation as defined by the Canadian Institute of Chartered Accountants and shall prepare audited financial statements for approval by the Board of Directors within ninety (90) days following the end of the Corporation's fiscal year.
- (e) The audited financial statements, if available, shall be presented to the Members of the Corporation at each Annual General Meeting and shall fairly present the financial position of the Corporation and the results of its operations for the fiscal year under review in accordance with generally accepted account principles;
- (f) The Auditor's report will be open for inspection by any member "in good standing" of the Corporation, upon written request to the Treasurer.

ARTICLE XIII - SPECIAL GENERAL MEETINGS**13.01** Special General Meetings of the Membership of the Corporation may be held in accordance with the following terms and conditions:

- (a) A Special General Meeting may be called by resolution of the Board of Directors or at the request of not less than ten percent (10%) of Voting Members in good standing.
- (b) Notice of such meeting must be given by the Board of Directors to the membership of the Corporation in the same manner as notice for the Annual General Meeting save and except that such notice shall be issued not less than ten (10) business days prior to the Meeting.
- (c) Notice of a Special General Meeting shall indicate the date, time and location of the meeting and the purpose and objectives for which the Meeting was called, including sufficient information to allow a Member to make a reasoned decision whether to attend the Meeting.
- (d) Voting Rights for a Special General Meeting shall be the same as provided in Article V hereof.
- (e) Members must be in good standing and present in person or be represented by a person designated as a Proxy Representative with a valid and approved proxy as provided herein to be eligible to vote at a Special General Meeting of the Corporation.
- (f) The provisions described above regarding attendance at an annual general meeting shall apply to any special general meeting with the exception of non-member candidates unless the special general meeting is being called for the purpose of electing new officers or directors.

ARTICLE XIV – NOMINATIONS

14.01 Nominations Officer:

The "outgoing" Board of Directors shall be responsible for appointing the Board Secretary as Nominations Officer whose duties shall include:

- (a) To post a list of all vacancies on the Board of Directors on the Corporation's website at least thirty (30) days prior to the Annual General Meeting, to notify members of the name of any vacant position, the name of the incumbent, the name of the Corporation's Nominations Officer, the process for nominating a candidate, and the deadline for submitting nominations.
- (b) To receive written nominations for any vacancies in the Corporation's Board of Directors for the following year, no later than forty-five (45) days prior to the Annual General Meeting.
- (c) To verify the acceptance and qualifications of these nominees.
- (d) To prepare a list of all nominees for positions in the "incoming" Board of Directors.
- (e) To post the list of nominees for vacant positions on the Board of Directors on the Corporation's Website thirty (30) days prior to the Annual General Meeting and to provide the list of nominees to the Membership at the Annual General Meeting of the Club.
- (f) If no nominations are received during nomination period, nominations may only be accepted from the floor if a motion to receive nominations from the floor is approved by two-thirds of the voting Members and proxy representatives present at the Annual General Meeting.

14.02 Legal Compliance:

Candidates seeking to be elected to the Board of Directors of the Corporation must satisfy the requirements of Section 5.03 of the ByLaws, must agree upon election to sign a contract concerning the duties and obligations of their office or position with the Corporation, and must submit the following documents to the Nominations Committee prior to the designated nominations deadline:

- (a) a duly completed nomination form;
- (b) a duly executed consent form;
- (c) a resume describing the candidate's experience in respect of soccer, any other amateur sport, or any not-for-profit organization;
- (d) a brief description of the reasons why the candidate is seeking election; and
- (e) a duly executed consent form authorizing the Corporation to disclose personal information to Members. The information provided by the nominee shall be posted on the Corporation's website for the benefit of the Corporation's Members and/ or distributed to Members via email.

14.03 Officer & Director Qualifications:

Candidates for election as Officers and Directors of the Corporation shall meet the following criteria:

- (a) **President** - Shall have been a Director of the Club for at least two (2) years prior to appointment, or have had equivalent experience, preferably within the previous two years. The President or Vice President must be a resident of the City of Mississauga to ensure that the Club abides by the terms and conditions of its affiliation agreement with the City of Mississauga.
- (b) **Vice President** - Shall have been a coach, convenor, team manager, member of a Corporation Committee or Director of the Corporation for at least two (2) years or have had equivalent soccer experience, with an amateur sports organization or not-for profit corporation, preferably within the previous two (2) years. The Vice President must be a resident of Mississauga if the President does not reside in Mississauga.
- (c) **Secretary** - Shall have been a coach, convenor, team manager, member of a Corporation Committee or Director of the Corporation for at least two (2) years or have had equivalent experience with an amateur sports organization or not-for profit corporation, preferably within the previous two (2) years.
- (d) **Treasurer** - Shall have finance/accounting experience preferably gained through practical work in a finance/accounting role and shall have been a Member of the Corporation for at least two (2) years or have had equivalent experience with an amateur sports organization or not-for profit corporation, preferably within the last two (2) years.

- (e) **Director of Competitive Soccer, Youth** - Shall have all LTPD course credentials or equivalent and shall have been a competitive coach or manager for the Corporation for at least two (2) years or have equivalent experience with a registered Corporation, League, District Association, or other amateur sports organization preferably within the previous two (2) years.
- (f) **Director of Recreational Soccer, Youth & Senior** - Shall have been a Recreational Coach or Convenor or member of a Club Committee for at least two (2) years or have had equivalent experience with an amateur sports organization or not-for profit corporation, preferably within the previous two (2) years.
- (g) **Director at Large** - As determined by the Board of Directors.

14.04 Waiver:

If no qualified candidate has been nominated for election to a specific position on the Board of Directors prior to the expiry of the Nomination Period, then the Members of the Corporation or their Proxy Representative present in person at an Annual General Meeting or Special General Meeting of the Corporation, called for that purpose, may, if they so choose, propose and pass a motion to waive the minimum requirements described by a 2/3 majority vote of all eligible voting members present and voting.

14.05 Attendance of Candidates:

Candidates who are nominated for a position on the Board of Directors must be present in person at the general meeting called for the purpose of electing new Officers or Directors or they must provide written notice that they will not attend the general meeting to the Corporation's Secretary not less than two (2) weeks prior to the meeting.

ARTICLE XV – GENERAL

15.01 Committees

- (a) The Board of Directors shall have the power and authority to appoint such other Committees as it considers necessary or desirable to respond to and address the needs and requirements of the Corporation and the purpose, structure, and mandate of any such Committees shall be as determined within the sole discretion of the Board.
- (b) Unless otherwise provided, quorum for any Committee established by the Board shall be a majority of the Committee Members present and Minutes of any Committee Meeting shall be presented by the Chairperson of the Committee to the next meeting of the Board of Directors.
- (c) Any Committee or Standing Committee established by the Board of Directors or required pursuant to this Constitution, shall only have the power and authority to address such issues as are set forth as their mandate established by the Board of Directors or set forth in this Constitution, and any finding or recommendations made by any such Committee or Standing Committee are not binding upon the Board of Directors.
- (d) Non-members may participate in any Committee of the Corporation, provided that such appointments are approved by the Board of Directors.

15.02 Appointment of Recreational Soccer Program Convenors

- (a) The Board of Directors shall be authorized to appoint convenors to perform the following roles and positions within the Corporation:
 - (i) Convenor, Micro/Mini Division (U3-U8)
 - (ii) Convenor, Grassroots Division (U9-U12)
 - (iii) Convenor, Youth (U13-U18)
 - (iv) Convenor, Senior (U19+)
- (b) The foregoing persons shall be subject to the supervision of the Vice President, and Director of Recreational Soccer, Youth & Senior, within the scope of their respective areas of responsibility.

ARTICLE XVI - CLUB FINANCES

16.01 Finance & Operations Committee

The Board of Directors shall appoint, within thirty (30) days of the Annual General Meeting, a Finance & Operations Committee, with the Treasurer and Vice President of the Corporation automatically appointed as Co-Chairpersons of this body. It shall be the responsibility of the "Finance & Operations Committee" to prepare an Operating Budget for all the Corporations revenues and expenditures for the fiscal year.

16.02 Operating Budget: It shall be the responsibility of the "Finance & Operations Committee" to prepare an Operating Budget for all the Corporations revenues and expenditure for the fiscal year that meets with the approval of the Board of Directors no later than the 30th of September of each year for the subsequent fiscal year. This Operating Budget shall include all membership, registration and program fees charged by the Corporation.

16.03 Club Operations: It shall be the responsibility of the Finance & Operations Committee to meet on a periodic basis to review issues related to the operation of all programs offered by the Corporation, including staffing, facilities, equipment, training requirements, budget allocations, and any other pertinent issues and make recommendations to the Board of Directors concerning such operational issues.

16.04 Excess Expenditures: In the event that expenditures will exceed the value of the approved budget items by the lesser of 10% or \$10,000.00, commitment for the purchase of such items must be with the prior approval of the Board of the Corporation.

16.05 Fundraising: Fundraising special projects by any group within the Corporation shall only be permitted with the prior written approval of the Vice President. The Corporation shall be entitled to receive payment of any licence fees from any member of the Corporation, as may be established by the Board of Directors, in connection with the marketing, sale or distribution of any merchandise bearing the official name or logo of the Corporation. Prior written approval for any such merchandising program must be obtained from the Vice President. No member shall market, sell, or distribute any merchandise bearing any name or logo that is similar or confusingly similar to the Corporation`s name or logo.

16.06 Signing Authority: The signing powers for payment of all Corporation expenses are vested in any two members of the Executive Committee as described in Article XIII above.

16.07 Quorum: A minimum of three (3) members shall be deemed to be quorum for the Finance & Operations Committee.

16.08 Minutes: Minutes of the Finance & Operations Committee shall be recorded and presented at the next Meeting of the Board of Directors.

ARTICLE XVII - OFFICE ADMINISTRATION

17.01 The President and Executive Committee shall hire or appoint such persons as they consider necessary to administer the business, affairs and operations of the Corporation on a daily basis, such persons and positions shall be determined in the sole discretion of the President and Executive Committee, and may, but are not required to include, an office manager, an accounting manager, a program manager, a technical director or club head coach, a club head referee, an office secretarial assistant, and part-time staff.

17.02 The duties and responsibilities of any staff persons hired by the Corporation shall be determined and approved by the Board of Directors.

- 17.03** The President and Office Manager shall perform periodic written evaluations concerning the performance of all employees of the Corporation and make recommendations to the Board of Directors concerning the remuneration of any such staff.
- 17.04** The President shall be authorized to appoint Staff to ensure the day-to-day operations of the Corporation and access and information for all members.
- 17.05** The President, Office Manager and Executive Committee shall address any and all human resource issues pertaining to the employees of the Corporation, except as such duties are otherwise delegated to the any other person as may be resolved by the Board of Directors of the Corporation.

ARTICLE XVIII – AMENDMENTS TO CONSTITUTION OR BY-LAWS

- 18.01** Amendments to the Constitution or By-Laws of the Corporation, may only be made at an Annual General Meeting or a Special General Meeting of the Corporation called for that purpose.
- 18.02** Copies of any proposed amendments to the Constitution or By-Laws shall be distributed to all members “in good standing” in attendance at the Annual General Meeting or Special General Meeting.
- 18.03** **Voting** - The Constitution or the By-Laws may only be amended, revised, repealed, or added to at the Annual General Meeting or Special General Meeting called for that purpose:
- (a) Under the jurisdiction of the Ontario Corporations Act, by a two-thirds (2/3) affirmative vote of the voting Members present at a meeting duly called to amend, revise, or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, additions, or deletions will be effective immediately.
 - (b) Under the jurisdiction of the Ontario Not-for-Profit Corporations Act (when such act comes into force):
 - (i) By Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject, or amend the By-laws by Ordinary Resolution.
 - (ii) By a Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days’ notice. Any By-laws amendments will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject, or amend the By-laws by Ordinary Resolution.
- 18.04** **Effective Date** – By-Law amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

ARTICLE XIX - RULES AND REGULATIONS

- 19.01** The Board of Directors shall have the power to enact any Rules and Regulations governing the Corporation.
- 19.02** The Board of Directors shall have the authority to delegate this power to the Corporation's management team.
- 19.03** Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors.

ARTICLE XX - FUNDAMENTAL CHANGES

20.01 The Board of Directors or any Member may propose a motion that would constitute a fundamental change to the Corporation, such a motion would include:

Change the Club/ Corporation's name:

- (a) Add, change, or remove any restriction on the activities that the Club/ Corporation may carry on;
- (b) Sell, lease or exchange of all or substantially all of Club/ Corporation's property not in ordinary course of business;
- (c) Create a new category of Members;
- (d) Change a condition required for being a member;
- (e) Make any material change in the voting rights, membership rights, conditions of membership that affect Members generally or any specific class of Members;
- (f) Add, change, or remove a provision respecting the transfer of a membership;
- (g) Increase or decrease the number of, or the minimum or maximum number of Directors;
- (h) Change the business or corporate objectives of the Club/ Corporation;
- (i) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Club/ Corporation is to be distributed;
- (j) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (k) Change the method of voting by Members not in attendance at a meeting of the Members;
- (l) Amalgamate with any other Club/ Corporation;
- (m) Articles of Continuance or Articles of Amendment are proposed to be filed on behalf of the Corporation;
or
- (n) Modify any other matters as prescribed by the Corporation Act (Ontario) or any other successor legislation

20.02 Special Resolution:

Any motion seeking approval of a fundamental change as described above must be approved by a two-thirds (2/3) majority of all Members entitled to vote at a general meeting of members or their Proxy Representatives.

20.03 Notice of Fundamental Change:

- (a) A copy of any resolution proposing a fundamental change shall be posted on the Corporation's website not less than thirty (30) days prior to the Annual General Meeting or the Special General Meeting when such resolution shall be considered, and a copy of the resolution shall be distributed to any Member in good standing upon written request.
- (b) If a member wishes to propose a fundamental change to the Corporation, a written copy of any such resolution must be given to the Secretary of the Board, in writing, at least sixty (60) days prior to the annual general meeting or special general meeting of members.

ARTICLE XXI – ADOPTION OF THE BY-LAWS

- 21.01 Ratification:** These By-laws were ratified by a Special Resolution vote of the Members of the Corporation at the Annual General Meeting held on Sunday, December 12th, 2021.
- 21.02 Repeal of Prior By-laws:** In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.

AMENDED BY THE DIXIE ATHLETIC CLUB BOARD OF DIRECTORS

A large, stylized handwritten signature in black ink, appearing to read 'Leo Campanella', is written over a large, light gray circular background.

LEONARDO CAMPANELLA
CLUB PRESIDENT

DATE: December 12, 2021

A handwritten signature in black ink, appearing to read 'Dianne Cieplik', is written over a large, light gray circular background.

DIANNE CIEPLIK
SECRETARY

DATE: December 12, 2021