

PEMBROKE SOCCER CLUB INC.

BY-LAW No. 3

This bylaw replaces all previous By-Laws.

Article 1: NAME

The name of this Club shall be the Pembroke Soccer Club INC., hereinafter referred to as the Club. The headquarters of the Club shall be located within the District Boundaries of the Soccer Northeastern Soccer Association, hereinafter referred to as the District Association and within the City of Pembroke.

The Club shall have an official seal which will be the corporate seal of the Corporation which may be changed with approval by the Board from time to time. The Club colours shall be Green, White and Black which may be changed with approval of the membership at an General Meeting.

Article 2: OBJECTS

The Club shall have the following objects:

1. To promote and develop the game of soccer within its boundaries.
2. To help individuals to develop their character as resourceful and responsible Members of their community by providing opportunities, through the game of soccer, for their mental, physical, social and leadership development.

Article 3: AFFILIATIONS

The Club shall be a Member of the Soccer Northeastern Soccer Association and shall follow the published rules of the District Association and The Ontario Soccer Association, hereinafter referred to as The OSA. The Club is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

1. The OSA
2. The District Association
3. The Club

Article 4: MEMBERSHIP

There are three classes of Member, namely, regular Member, honorary Member and life Member.

Regular Member

A regular Member is either:

- a registered player
- a registered Club coach
- a registered Club game official
- a registered Club administrator

Although an individual may qualify for, and be registered under, more than one of the above categories, each individual holds only one Membership in the Club, and is entitled to one vote at Members' meetings.

A player shall become a regular Member when approved by the Club's Registrar.

Upon application, a coach shall become a regular Member upon acceptance by the directors of the Club. A coach is an individual who is registered with The OSA to teach, instruct, train and guide players to play the game of soccer.

Upon application, a game official shall become a regular Member upon acceptance by the directors of the Club. A game official is an individual who is registered with The OSA to officiate soccer games.

An administrator shall become a regular Member upon election or appointment by the directors of the Club. An administrator is an individual who is registered with The OSA to be responsible for one or more of the functions required to operate a Club. For purposes of this definition, a team manager and a Director shall be classified as an administrator.

Honourary Member

The Board of Directors may designate an individual as an honorary Member for a specific period of time.

An honorary Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

Life Member

The Board of Directors may designate an individual as a life Member.

A life Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

Fees

Membership fees for regular Members shall be set annually by the Board of Directors.

Discipline of Member

A Member may be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid in accordance with the Club's published rules and a hearing held in accordance with the Club's and OSA's published rules. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

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

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

Termination of Membership

Membership in the Club shall be deemed to have been terminated:

1. if the Member submits a signed letter of resignation to the Club;
2. if the Member is expelled by the Club's Board of Directors;
3. if the Member is no longer registered with the Club.

Article 5: BOARD OF DIRECTORS

The Club shall be governed by a Board of Directors which shall consist of a maximum of 14 individuals, or such number not to be less than 8, as may be amended

from time to time in accordance with the Club's By-Laws. These individuals shall hold the positions of:

- President
- Vice- President
- Secretary
- Treasurer
- Director of Competitive Teams
- Director of House League
- Director of King Sports Tournament
- Director of Indoor Soccer
- Director of Referees
- Director of Coaching
- Director of Sponsorship
- Director of Discipline
- Director of Publicity
- Director of Fields
- Director of Equipment
- Director of Policy

The directors of the Corporation shall serve without remuneration with the exception of approved out of pocket expenses approved by the Board.

A Director may hold more than one position.

A Director shall be 18 years of age or older, shall not be an undischarged bankrupt and shall be a Regular Member of the Club or a person who has demonstrated an interest in promoting the sport of soccer. The majority of directors shall be the legal or *Defacto* Guardian of a child who is registered with the Club.

A Director shall serve for a term of two years or until his or her successor is elected or appointed. A year of service will run from November 1st to October 31st to coincide with the Club's Fiscal Year.

After an initial Board of Directors has been appointed, the positions of President, Secretary, Director of Competitive Teams, Director of King Sports Tournament, Director of Referees, Director of Sponsorship, Director of Publicity and Director of Equipment shall be elected in even numbered years while the positions of Vice-President, Treasurer, Director of House League, Director of Indoor Soccer, Director of Coaching, Director of Discipline, Director of Fields and Director of Policy shall be elected in odd numbered years.

The members at the Annual General Meeting shall elect the positions of President, Vice-President, Secretary and Treasurer when required to be elected. All other Directors will be voted on by the members at the Annual General Meeting but area of responsibility will be assigned at the first scheduled Directors meeting after election.

Director Vacancy

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

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

Removal of Director

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

1. the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - if she/he becomes incapable of performing the business of the Club
 - if she/he is absent from three or more consecutive meetings of the Board without satisfactory reason
 - if she/he no longer resides in reasonable proximity to the Club
 - if she/he becomes, or is discovered to be, an undischarged bankrupt; or

2. the Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
 - if she/he has been found guilty of an offence under the Harassment Policy of The OSA
 - if she/he has been found guilty of an offence involving violence under the Discipline Policy of The OSA
 - if she/he has failed to properly account for monies or other property belonging to the Club
 - if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club.

A Member of the Board of Directors holding his or her respective position(s), as Director or other position(s), may be removed from office by the Board of Directors for good and sufficient cause by a 2/3s vote of the Board of Directors present, provided notice to remove the Director has been given to all Directors of the Club. If a Director is removed by the Board of Directors, the Board of Directors may appoint a successor to the position(s) for the remainder of the term(s) being filled.

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

Conflict of Interest and Standards of Conduct

The Directors shall be subject to the Conflict of Interest Policy in the OSA's published rules.

Duties of Board of Directors

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

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

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

Duties of Directors

President

Except:

1. as provided for in the Dispute Resolution Policy of the OSA, and

2. where the President delegates the responsibility to another person,

the President shall preside at all general meetings of the Club and of the Board of Directors. The President shall be *ex officio* a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the Club.

Vice-President

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board of Directors.

Treasurer

The Treasurer shall ensure that full and accurate records are kept of the financial accounts of the Club; shall report to the Board of Directors at every scheduled Directors meeting; and shall submit an Annual Report to the Annual General Meeting.

Secretary

The Secretary shall maintain a record of all minutes of the organization; maintain copies of all committee reports; notify officers and committee Members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in the Club's published rules; maintain record books in which bylaws, published rules and minutes are entered and have the current record books available at each meeting; send to the Membership a notice of each general meeting; send to the Board of Directors notices of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and, in the absence of the president and vice-president, preside until the immediate election or appointment of a new presiding officer.

Other Director Positions

The duties of other Director Positions shall be determined by the Board of Directors.

Nominations and Elections

Nominations for positions on the Board of Directors may be made by any Member at the annual general meeting or at a Special General Meeting called for that purpose.

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

Election shall be by secret ballot, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.

A majority of the votes cast shall be required to elect Directors. In the event no candidate receives a majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.

Article 6: MEETINGS

General Meetings:

An official notice of each meeting shall be given to all Members at least 14 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine. Such notification shall be by or combination of regular mail, email, website notice and by local newspaper announcement.

Fourteen voting Members shall form a quorum at all general meetings of the Club. Any question shall be decided by a majority of the votes unless otherwise required by this By-Law or other law.

Annual General Meeting:

The Club shall hold its Annual General Meeting not later than November 30 of the following year. The agenda of the Annual General meeting shall include:

1. Roll Call
2. Credentials Report
3. Minutes of Previous Annual General Meeting
4. President's Address
5. Officers' Reports
6. Treasurer's Report
7. Auditor's Report for preceding year
8. Appointment of Auditors
9. Other Reports

10. Unfinished Business
11. Amendments to the By-Laws
12. Roll Call
13. Election of Officers and Directors
14. Any Other Business
15. Adjournment

Special General Meeting:

A Special General Meeting of the Club:

- a) may be called by the Board of Directors, or
- b) shall be called by the Board of Directors upon receipt of a written request submitted to the Club by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by not less than 25% of the voting Membership, setting out the items of business to be conducted at the Special General Meeting. The Special General Meeting shall be held within 30 days of receipt of the written request from the Members.

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

Voting at General Meeting:

Every regular Member aged 18 and over shall have the right to attend, speak and cast one vote at Members' meeting of the Club.

Every regular Member under the age of 18 shall have the right to attend and speak at Members' meetings, but any vote must be cast by a parent or guardian who shall also have the right to attend and speak on behalf of that Member at Members' meetings.

Proxy Voting at General Meeting:

Every regular Member, or parent or guardian of a regular Member under the age of 18, entitled to vote at a meeting of Members may by means of a proxy appoint a person, who need not be a Member, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.

An individual may only hold one proxy.

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

Board of Directors Meeting:

The Board of Directors shall meet at least 4 times per year, upon 5 days notice given by the President and/or the Secretary, at such place and time as the Board of Directors may determine.

A majority of the Members of the Board of Directors shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each Director is entitled to cast one vote. In case of a tie, the Meeting Chairperson will be able to cast the tie-breaking vote.

Article 7: COMMITTEES

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

Article 8: PROCEDURES GOVERNING MEETINGS

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

Article 9: BY-LAWS AND AMENDMENTS

- a) By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the Club

in writing at least 21 days prior to a general meeting of the Club; and must be approved by a majority vote of the Board of Directors, and by a 2/3s vote of the Membership voting in person or by proxy at a meeting of the Club duly called for that purpose.

- b) All Members entitled to vote shall be notified with the Club's notice of the said Members' meeting about By-Law amendments.

Such notification shall be by any/or a combination of the following: regular mail, e-mail, web site notice and by local newspaper announcement.

Article 10: RULES AND REGULATIONS

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

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

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

Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at a General Meeting.

Article 11: INDEMNITY

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

Article 12: FINANCE

The accounts of the Club shall:

- a) be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$30,000; or
- b) be reviewed annually through a Financial Review Engagement completed by a Certified General Accountant, Certified Management Accountant or Certified Accountant, if the Annual Gross Revenue is \$30,000 or less.

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

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

The fiscal year of the Club shall end on October 31 of each year, unless otherwise ordered by the Board of Directors.

Article 13: DISPUTE RESOLUTION

The Club shall adhere to the Dispute Resolution process as published and approved by The OSA from time to time.

Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to The OSA, with a copy to the Club and District Association, the nature and facts of the dispute. The OSA, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.

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

The Club shall make available to any Member the Dispute Resolution process when requested.

Article 14: HARASSMENT

The Club shall adhere to the Harassment Policy as published and approved by the OSA.

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

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

The Club shall make available to any Member the Harassment Policy when requested.

Article 15: APPEALS

- a) Any Member or registrant of the Club directly affected by a decision of the Club may appeal such decision.

The denial or termination of Membership in the Club may be appealed by a non-Member.

- b) A decision of the Club may be appealed to the District Association with which the Club is affiliated.

The appeal shall be conducted in accordance with The OSA's and District Association's published rules.

- c) An individual shall not appeal a decision made by the Board of Directors regarding the

appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment and revocation process outlined in the Club's published rules has not been followed.

- d) An individual shall not appeal a decision made by the Club regarding a player's team assignment.

Article 16: DISSOLUTION

In the event of dissolution of the Club, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Directors to one or more not-for-profit soccer related organizations, or any not-for-profit athletic community organizations, which operate solely in Ontario.

Article 17: DEFINITIONS/TERMINOLOGY

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

Article 18: EXECUTION OF DOCUMENTS

CHEQUES, DRAFTS, NOTES, ETC.

The Treasurer shall be responsible for issuing Cheques, Drafts, Notes for the Club. Two members of the Board of Directors must sign all cheques. Positions allowed to sign Cheques, Drafts, Notes on behalf of the Club are the President, Vice-President, Secretary and Treasurer.

EXECUTION OF DOCUMENTS

Documents requiring execution by the Corporation may be signed by the President or the Vice-President, Secretary or the Treasurer, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

BOOKS AND RECORDS

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

BANKING ARRANGEMENTS

THE BOARD

The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, credit union or other financial institution that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- Operate the Corporation's accounts with the banker;
- Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- Issue receipts for and orders relating to any property of the Corporation;
- Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- Authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

BORROWING BY THE CORPORATION FINANCIAL MATTERS

Subject to the limitations set out in the by-laws or in the Letters Patent of the Corporation, the Board may:

- Borrow money on the credit of the Corporation;
- Issue, sell or pledge securities of the Corporation;
- Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the corporation, provided that, except where the corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

From time to time the Board may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

Notwithstanding any other matters herein referred to, the Board shall ensure that no part of any funds of the Corporation shall inure to the benefit of any one member or individual.

Article 19: FINANCIAL YEAR

The financial year of the corporation shall be from November 1st to October 31st of each year or on such date as the Board may from time to time by resolution be determined.

Article 20: TOURNAMENTS

The corporation shall host an annual Invitational Tournament. Additional tournaments may be added as approved by the Board.

Article 19: EFFECTIVE DATE

This by-law shall come into force without further formality upon its enactment.

Enactment as By-Law No. 3, by the Directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 14th day of December, 2005.

President original signed copy available at office

Secretary original signed copy available at office

Treasurer original signed copy available at office