Bylaws of Woolwich Youth Soccer Club Inc

Last updated November 12, 2024

Last Comprehensive Review
November 12, 2024

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Section 1 – Directors

Electing and Appointing Directors

1.1 **Who elects the directors?**
The Members elect the Directors.

1.2 **How long do Directors serve?**
The Members will elect

- one half of the Directors for a 2-year term, and
- one half of the Directors for a 1-year term.

After this time, newly elected Directors shall be elected for 2 year terms.

Empty Seats

1.3 **How are Board seats filled when they've been vacated mid-term?**
Only a vote of the Members will fill a vacancy on the Board.

Committees

1.4 **Can the Board delegate its powers to a Managing Director or Executive Committee?**
The Board may appoint Directors to be a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

1.5 **Who decides on the composition and rules of Board committees?**
The Board will determine the composition and terms of reference for any committee of Directors. The Board may dissolve any committee by resolution at any time.

Paying Directors

1.6 **Can we pay directors for their work as Directors?**
The Directors will fulfil their role as Director without remuneration. Directors will not directly or indirectly receive any profit from occupying the position of Director.

1.8 **Can we pay directors for their work as directors or in other capacities?**
The Directors will fulfil their role as Directors without remuneration. Directors will not directly or indirectly receive any profit from occupying the position of Director.

Section 2 – Board Meetings

2.1 **Who can call Board Meetings?**
The Chair, President and any 2 Directors jointly may call meetings of directors at any time and any place on notice as required by the Notices Section of this Bylaw.

Board Meeting Notices

2.2 **Do we have to give advanced notice for Board Meetings?**
Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.

2.3 **How long in advance does the notice have to be given?**
Notice of the time and place of the meeting must be given not less than 14 days before the date that the meeting is to be held.

2.4 **How should notice be given?**
Notice must be given according to requirements set out in the Notices Section of this Bylaw.

2.5 **When can we have a Board Meeting without advanced notice?**
Notice of a meeting is not necessary if:

a. all of the Directors are present, and none objects to the holding of the meeting,
b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting, or
c. a quorum of Directors is present and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

Conducting Board Meetings

2.6 **Who will chair Board Meetings? What if they are absent?**
The Chair will oversee Board Meetings. If the Chair is absent, the Directors present will choose a Director to act as the Chair.

2.7 **How will voting be conducted at the Board Meeting?**
Each Director, not including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (51%) of votes unless otherwise required by the Act. The Chair will only have a vote in the event of a tie.

2.8 **Will the Chair have the power to break ties?**
In case of an equality of votes, the Chair will have a tie breaking vote.

Phone and e-Meetings

2.9 **Can Directors join Board Meetings online or by phone?**

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephone or electronic means. The telephone or electronic means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

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Section 3 – Officers

Appointments and Removals

3.1 **What Officers can the Board appoint?**
The Board will appoint from among the Directors a Chair and may appoint any other person to be President, Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.

3.2 **Can one person hold more than one office?**
The same person may not hold two or more offices of the Corporation.

3.3 **Who can remove an Officer?**
The Board may remove any Officer by resolution.

3.4 **For what reasons may an Officer be removed?**
An Officer may be removed for any of the following reasons: theft, mismanagement, perjury, refusing to follow decisions made by the Board of Directors, refusal to follow prescribed duties for the role. Missing more than 2 meetings without a valid reason.

Duties

3.5 **What duties does the Chair have?**
The Chair will perform the duties described in the Bylaws and such other duties as may be required by law or as the Board may determine from time to time, including: calling and chairing meetings of the Board, setting meeting agendas and chairing executive committees.

3.6 **What duties do other Officers have?**
Each Officer will perform the duties specified in the Appendix of this Bylaw required by law and as the Board may determine from time to time.

3.7 **Can Officers delegate their powers?**
Officers will be responsible for the duties assigned to them but they may delegate to others the performance of any or all of such duties.

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Section 4 – Legally Protecting Directors and Others

4.1 **Will Directors and Officers be protected against liability?**

No Director, Officer or committee member of the Corporation will be liable for:

a. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation
b. joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation
c. the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested
d. any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or
e. any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust.

4.2 **Are there any preconditions Directors and Officers must meet to be protected from the liabilities mentioned above?**

No Director, Officer or committee members of the Corporation will be liable for the above-mentioned things as long as they:

a. complied with the Act and the Corporation's articles and Bylaws, and
b. exercised their powers and discharged their duties in accordance with the Act.

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Section 5 – Conflicts of Interest

5.1 **Are Directors required to disclose any conflict of interest?**
A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

5.2 **Are Directors who have a conflict of interest allowed to vote?**
No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

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Section 6 – Members

6.1 **How many classes of Membership are there?**
Membership in the Corporation shall consist of 2 class(es) of Members.

Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends.

Board of Directors

6.2 **Who qualifies to be a(n) Board of Directors Member?**
Board of Directors Members shall be individuals who have applied and been accepted for Board of Directors membership in the Corporation. The Board of Directors will be made up of the following positions: President/Chair; Vice President/Vice Chair; Secretary; Treasurer and 8 Directors. A maximum of 12 members

6.3 **How long will Board of Directors membership last?**
The term of membership of a(n) Board of Directors Member shall be 2 year, subject to renewal according to the policies of the Corporation.

6.4 **What rights do Board of Directors Members have?**
As set out in the articles, each Member of the Board of Directors class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Board of Directors class will be entitled to one (1) vote at such meetings.

6.5 **What classes can Members transfer to and how?**
Members of the Board of Directors class cannot transfer to other classes.

Volunteers

6.6 **Who qualifies to be a(n) Volunteers Member?**
Volunteers Members shall be individuals who Members are described as: a) volunteers 18 years of age as of October 1st who completed a Volunteer Membership register; Volunteer membership will have a maximum of 50 members.

6.7 **How long will Registrants/Volunteers membership last?**
The term of membership of a(n) Volunteer Member shall be 1 year, subject to renewal according to the policies of the Corporation.

6.8 **What rights do Volunteer Members have?**

As set out in the articles, each Member of the Volunteers class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Volunteers class will be entitled to one (1) vote at such meetings.

6.9 **What classes can Members transfer to and how?**
Members of the Volunteer class cannot transfer to other classes.

Transferal of Membership

6.10 **Can Members transfer their Membership to others?**
Membership in the Corporation is not transferable.

Discipline of Members

6.11 **Who can discipline Members or terminate their membership?**
The Board may pass a resolution authorizing disciplinary action or the termination of Membership for: violating our Code of Conduct or other policies, violating our bylaws and any other reasons calling for discipline in the Discretion of Discipliner.

6.12 **How much advanced notice must the discipliners give the Member?**
The discipliners must provide 15 days' written notice to a member before passing the above-mentioned resolution.

6.13 **What information should the notice include?**
The notice will set out the reasons for the disciplinary action or termination of membership.

6.14 **Does the Member have a right to respond?**
The Member receiving the notice is entitled to give the discipliners an oral and a written submission addressing the disciplinary action or termination not less than 7 days before the end of the 15-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Protests/Dispute Resolution

6.15 All protests and matters of dispute under the jurisdiction of the Club shall be dealt with by the Board within 14 days of the receipt of the protest. Procedures for protests are in accordance with Dispute Resolution process published and approved by the OSA.

Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to the Club, or the OSA, with a copy to the Club and the 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.

6.16 Harassment

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

The Harassment policy applies to all employees, Officers, Directors, coaches, game officials, players, and Members of the Club.

6.17. Amendments

A change to the By-laws can only happen at a Board meeting where quorum exists and if two-thirds (67 %) of Board members present vote in favour of the change.

6.18. Matters Not Included

All matters not included in the By-laws shall be judged in accordance with the Club's Policy Manual and the Constitution of the OSA.

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Section 7 – Members' Meetings

Annual Members' Meeting

7.1 **When and where will the Annual Members' Meeting be held?**
The Board will decide the date and place of the Annual Members' Meeting. The place of the Annual Members' Meeting must be within Ontario.

7.2 **What will the agenda of the Annual Members' Meeting (AGM) be?**
The business at the annual meeting will include the following:
a. Approve the agenda for the AGM
b. Approve the minutes of the previous AGM and any special meetings
c. Approve the financial statements for the previous year
d. a report from the auditor or the person appointed to review the nonprofit's finances
e. reappoint the auditor or appoint a new public accountant to do an audit or review engagement
f. elect directors, and
g. any new or special business that was included in the notice of the meeting

7.3 **Can anything be added to the agenda? If so, how?**
Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members' Meeting in accordance with the Act, so that such item of new business can be included in the notice of Annual Members' Meeting. No other item of business shall be included on the agenda for the Annual Members' Meeting.

7.4 **Do Members have a right to access financial documents ahead of the meeting?**
Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Bylaws or articles.

Special Members' Meetings

7.5 **Who can call a Special Members' Meeting?**
The Directors may call a Special Members' Meeting.

7.6 **Can the Members make the Directors call a Special Members' Meeting? If so, how?**
The Board will convene a Special Members' Meeting on written request of not less than 10% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the request.

Notice

7.7 **Do we have to give advanced notice of Members' Meetings? If so, what criteria must it meet?**
Subject to the Act, not less than 10 and not more than 50 days prior to the Meeting written notice of any annual or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.

7.8 **How much detail must the notice contain?**
Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Phone and e-Meetings

7.9 **Can Members join Members' Meetings online or by phone?**
No, a member may not participate at Members' Meetings by telephone or electronic means.

Quorum

7.10 **How many Members need to be at the Members' Meeting to conduct official business?**
A quorum for the transaction of business at a Members' Meeting is 6 Members entitled to vote at the meeting, whether present in person or by proxy.

7.11 **What happens if you lose quorum part way through the meeting?**
If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

Chair of the Meeting

7.12 **Who will chair Members' Meetings?**
The Chair shall be the chair of the Members' Meeting.

7.13 **Who will chair Members' Meetings if the Chair is absent?**
In the Chair's absence, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all of the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

Voting

7.14 **How many votes will be necessary to pass a resolution?**
Business arising at any Members' Meeting will be decided by 51% of votes unless otherwise required by the Act or the Bylaws.

7.15 **How many votes will each Member have?**
Each voting Member will be entitled to one vote at any Members' Meeting.

7.16 **Can Members vote by proxy?**

If a member is unavailable to attend or participate in a Members' Meeting, they may appoint another Member to vote for them by proxy.

7.17 **How will votes be taken?**

Votes will be taken by a written ballot among all voting Members present unless otherwise required by the Act.

7.18 **Will the chair of the meeting have a vote?**

The chair of the meeting, if a voting Member, will only vote in the event of a tie.

7.19 **What if there's a tie vote?**

If there is a tie vote, the chair/president will cast a tie breaking vote.

7.20 **Will abstentions be counted as votes?**

An abstention will be considered a vote cast.

Attendance

7.21 **Who has a right to attend Members' Meetings?**

The only persons entitled to attend a Members' Meeting are:

- the Members
- the Directors
- the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and
- others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

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Section 8 – Notices

8.1 **What are valid ways of sending advanced notice of meetings?**
Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:

- To the last address on record for that director or member
- Email
- Other electronic means
- As the directors determine

8.2 **Where should notices be sent?**
Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.

8.3 **Can the right to notice be waived?**
Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

8.4 **Can we count the day notice is sent as part of the total number of days required for advanced notice?**
Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.

8.5 **What effect does an error or omission have on the validity of the notice?**
No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

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Section 9 – Finances & Signing Authority

9.1 **When does our financial year end?**
The financial year of the Corporation ends on September 30th in each year or on such other date as the Board may from time to time by resolution determine.

9.2 **Does Woolwich Youth Soccer Club Inc have a corporate seal?**
The seal of the Corporation, if any, will be in the form determined by the Board.

9.3 **Who has authority to sign legal documents on behalf of the Nonprofit Organization?**
Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time decide who will execute a particular document or type of document and how it will be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, Bylaw or other document of the Corporation to be a true copy thereof.

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Section 10 – Adoption and Amendment of Bylaws

10.1 **What percentage of Member support does it take to change these Bylaws?**
The Members may from time to time amend this Bylaw with 51% of the votes cast at a Members' Meeting.

10.2 **Can the Board change the Bylaws between Members' Meetings?**
Only the voting Members may pass or amend this Bylaw.

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Section 11 – Definitions & Interpretation

11.1 **Definitions**

In this Bylaw, unless the context otherwise requires:

a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;

b. “Board” means the board of directors of the Corporation;

c. “Bylaws” means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;

d. “Chair” means the chair of the Board;

e. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

f. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;

g. “Member” means a member of the Corporation;

h. “Members” means the collective membership of the Corporation; and

i. “Officer” means an Officer of the Corporation.

11.2 **What if something isn’t defined above?**

Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

11.3 **What if part of the Bylaw is invalid?**

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

11.4 **What if parts of the Bylaw are inconsistent with the Articles or Act?**

If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.

ENACTED by the board this 5th day of September, 2024.

_____

President

_____

Secretary

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