



By-Laws

(Reviewed by Lawyer and Updated May 2019)

Article 1: NAME

The name of this Corporation shall be the Peninsula Veterans Soccer League, hereinafter referred to as the League. The headquarters of the League shall be in the Province of Ontario.

Article 2: DEFINITIONS/TERMINOLOGY

Terminology used in these By-Laws shall have the same meaning as used by Ontario Soccer in its letters patent, By-Laws and published rules.

Article 3: AFFILIATIONS

The League shall be a Member of, and shall follow the published rules of Ontario Soccer. The League is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

1. Canada Soccer
2. Ontario Soccer

Article 4: MEMBERSHIP

The League has two categories of Members:

- a) Club - Clubs must have one or more Teams participating in the League, must be eligible to be a Member, and must comply with the rules and regulations of the League and Ontario Soccer.
- b) Unaffiliated Team - A Team that is not affiliated with a Club may become a direct Member of the League.

Eligibility

Eligibility for Membership in the League shall be in accordance with Ontario Soccer's published rules and governing leagues.

Application

An Application for Membership may be submitted at the Annual General Meeting or at a date set by the Board of Directors and will be subject to the approval of the Board of Directors. Members must submit information, including a list of the Club's officers, at the discretion of the Board.



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Members must submit a Bond and pay membership fees.

All Clubs must inform the League of any change of officers during the season within seven days of change. Clubs failing to comply with this regulation shall be assessed a fine of not less than one hundred (\$100) dollars.

No Member with a similar name to one already admitted to membership shall be accepted for membership.

Membership Fees

The annual Membership fees shall be set by the Board of Directors at a general meeting of the League. The membership fee must be paid prior to the Annual General Meeting and shall be the fee paid in the year previous. In case of an increase in fees the additional fees shall be payable by a date set by the Board of Directors.

Bonds

Prior to 2017, each Team must have submitted a Bond of \$250 in order to participate in the League. The Bond is held by the League and used to pay any fines incurred by that Team.

Post 2017, each Team must have submitted a Bond of \$500 in order to participate in the League. Teams will not be permitted to participate unless the Bond held by the League is worth \$500.

The Bond shall be returned when membership ceases, provided to the Team is a Member in good standing.

The Board of Directors shall have the power to request a "Goodwill Bond" from Members at any time, which shall be an additional Bond amount determined at the discretion of the Board.

Approval of New Members

The Membership application for new Members must be approved by the League's Board of Directors.



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Membership Renewal

A Member will renew its Membership by completing the required forms for Membership renewal, providing that it still has a team eligible to play in the league. Membership fee must accompany the application form together with a copy of the applicant's list of current officers and other information at the discretion of the Board

Rights of Members

Members shall be accorded the following rights:

- △ To be governed in accordance with Ontario Soccer's and the League's published rules,
- △ To participate in League sanctioned competitions,
- △ To attend and vote at all general meetings called by the League,
- △ To enter teams in the league in accordance with Ontario Soccer's published rules.

Discipline of a 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 League's rules and regulations and a hearing held in accordance with the League's rules and regulations and Ontario Soccer's published rules. A Member whose Membership has been suspended loses all rights of Membership until the suspension has ended.

Termination of Membership

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

- a) If the Member submits a signed letter of withdrawal to the League.
- b) If the Member is expelled by the League.
- c) If the Member fails to renew Membership in accordance with the By-Laws.

If for any reason a club ceases to hold membership during the current year, its membership fee or other such financial interest shall be forfeited.



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Article 5: BOARD of DIRECTORS

The League shall be governed by a Board of Directors which shall consist of between four (4) and six (6) Directors or such number as may be amended from time to time in accordance with the League's By-Laws. These individuals shall hold the positions of:

President

Vice President

Secretary

Treasurer

Director-at-Large x 2

A Director individual shall be 18 years of age or older and shall not be an undischarged bankrupt.

Elections for Directors will take place as follows:

- a) Odd years – President, Secretary, one Director-at-Large
- b) Even years – Vice President, Treasurer, one Director-at-Large

Director Vacancy

The office of any Director will be vacated automatically if:

- a) The Director no longer becomes eligible to serve as a Director;
- b) The Director resigns by submitting a signed letter of resignation to the League;
- 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 charged and/or convicted of any criminal offence related to the position;
- f) 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



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A vacancy on the Board of Directors, caused by death, removal, 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

An elected Director may be removed by Ordinary Resolution of the Members at an Annual Meeting or Special Meeting provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

Conflict of Interest and Standards of Conduct

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

Duties of Board of Directors

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

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

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

Duties of Directors

President:

Except:

1. as provided for in the Dispute Resolution Policy of Ontario Soccer, and
2. where the President delegates the responsibility to another person,



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The President shall govern at all general meetings of the League and of the Board of Directors. The President shall be ex officio 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 League.

Vice President:

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

Secretary:

The Secretary shall keep a record of all minutes of the organization; keep on file 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 league's rules and regulations and minutes are entered and to have the current record books available at each meeting; to send out to the Membership a notice of each general meeting; to send out to the board notice 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 chair pro tem.

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 Bylaws.

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.



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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

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 e-mail (where possible), otherwise by regular mail, and by posting a notice on the League's website.

Members holding 25 votes or Members holding 25% of the votes, whichever is less, whichever is less, shall form quorum at all general meetings of the League. 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 League 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. MINUTES OF PREVIOUS ANNUAL GENERAL MEETING
3. PRESIDENT'S ADDRESS
4. TREASURER'S REPORT
5. OTHER REPORTS
6. UNFINISHED BUSINESS
7. AMENDMENTS TO THE BY-LAWS
8. ROLL CALL
9. ELECTION OF OFFICERS AND DIRECTORS
10. ANY OTHER BUSINESS
11. ADJOURNMENT



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Special General Meeting:

A Special General Meeting of the League:

- a) may be called by the Board of Directors
- b) shall be called by the Board of Directors upon receipt of a written request submitted to the League by registered mail, certified mail, trace mail, courier service, hand delivery, fax or email, signed by not less than 10% 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 21 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 a Meeting of the Members:

- a) At an Annual General Meeting or at a Special General Meeting, each Team in good standing is entitled to one vote.
- b) The Members of the Board of Directors may speak on all matters at General Meetings.
- c) In the event of any team representative acting to the dissatisfaction of any general meeting, the Board of Directors shall have the power to expel the individual from that and any further general meetings. Teams may appoint a different representative.
- d) Teams in Membership or those required to attend not represented at any duly called meeting shall be fined the sum of twenty-five (\$25) dollars and \$50 for not attending the AGM.

Proxy Voting at a Meeting of the Members:

Every member entitled to vote at a meeting of Members may by means of proxy appoint another Member or a person 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.

A Member and/or its delegates may only hold in total one (1) proxy. A non-Member may only hold one proxy.



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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 14 days notice given by the President and Secretary, at such place and time as the Board of Directors may determine.

A majority 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.

The individual serving as the Referee Rep, when appointed, may attend meetings of the Board of Directors, or parts of the meeting, at the invitation of the Board. When invited, this individual may speak at the meeting but is not allowed to vote.

Other Meetings:

The Board of Directors shall have the power to request the presence of a representative from a Member to appear before them with not less than forty-eight hours notice.

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 League.

Article 8: PROCEDURES GOVERNING MEETINGS

All meetings of the League 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 League.

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 League in writing at least 14 days prior to a general meeting of the League; and must be approved by a majority vote of the



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- (b) Board of Directors, and by a 2/3's vote of the Membership voting in person or by proxy at a meeting of the League duly called for that purpose.
- (c) All Members entitled to vote shall be notified with the League's notice of the said Members' meeting about proposed By-Laws or amendments. Such notification shall be by email (where possible), otherwise by regular mail, and by posting a notice on the League's website.

Article 10: RULES AND REGULATIONS

The League 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 these By-Laws and not inconsistent with the Rules and Regulations of a higher governing organization.

Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or, at the discretion of the Board, by majority vote of the Members at an Annual General Meeting or Special General Meeting. If the rules and regulations are amended by the Board of Directors, the Board may decide to present the amendment for ratification at the next Annual General Meeting or a Special General Meeting called for that purpose. If an amendment is presented to the Members and is not ratified, the amendment is not adopted.

Article 11: INDEMNITY

Members of the Board of Directors or other servants to the League, their heirs, executors, administrators and estate and effects respectively shall be indemnified and save harmless at all times by the League 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.



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Article 12: FINANCE

The fiscal year of the League shall end on December 30th of each year, unless otherwise ordered by the Board of Directors.

The President and the Treasurer have signing authority.

The Board will approve financial statements (evidenced by signature of one or more Directors) of the League of the last fiscal year of the League but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting

At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the League in accordance with legislation and/or any Ontario Soccer requirements.

Article 13: DISPUTE RESOLUTION

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

Any Member of the League may initiate the Dispute Resolution process by communicating in writing to The OSA, with a copy to the League, 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 be used for game discipline which follows the normal discipline and appeals process.

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

Article 14: HARASSMENT

The league shall adhere to the Harassment Policy, or any successor policy, as published and approved by Ontario Soccer.

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



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

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

Article 15: APPEALS

The League will have appeals procedures adopted from, and guided by, Ontario Soccer's appeals procedures.

Article 16: DISSOLUTION

In the event of dissolution of the League, 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 which is (are) registered with Ontario Soccer.