

EAST CENTRAL ONTARIO SOCCER ASSOCIATION CONSTITUTION & BY-LAWS

ARTICLE 1: NAME

- 1.1 The name of this organization shall be **Eastern Central Ontario Soccer Association**, hereinafter referred to as the District Association. The headquarters of the District Association shall be in within the boundaries of the District.

ARTICLE 2: ORGANIZATION

- 2.1 The District Association shall be composed of members as hereinafter set out, and a Board of Directors as stated in these By-Laws shall manage it.

ARTICLE 3: OBJECTIVES

- 3.1 The District Association shall have the following objectives:
- 3.1.1 To promote, develop, and govern the game of soccer, both indoor and outdoor, in the District.
 - 3.1.2 To represent and act on behalf of The Ontario Soccer Association, hereinafter referred to as The OSA, in the administration of OSA programs within the District.
 - 3.1.3 To represent and act on behalf of its Member organizations and assist them develop and effectively administer soccer programs that promote the development of the mental, physical, social, and leadership skills of their Members.

ARTICLE 4: AFFILIATIONS

- 4.1 The District Association shall be a Member of the Ontario Soccer Association and shall follow the published rules of The OSA.
- 4.2 The District Association is subject to the published rules in declining order of authority of the following governing organizations:
- 4.2.1 The Canadian Soccer Association
 - 4.2.2 The OSA
 - 4.2.3 The District Association

ARTICLE 5: MEMBERSHIP

- 5.1 There are Four (4) classes of Membership:

5.1.1 Active Membership

- A. Active Membership shall be open to clubs that meet the following criteria:
- Are properly constituted soccer clubs
 - Have their headquarters in the District
 - Operate within defined boundaries as set out in the Rules & Regulations
- B. All Clubs shall have a Constitution, which meets the minimum requirements for a Club Constitution in accordance with the OSA's published rules.
- C. A Club which meets the OSA definition of:
- Professional club, which operates professional team(s) only
 - Club, which operates both professional and amateur teams
 - Social club
 - Service club
 - Club operated by a municipality
 - Club operated by a facility
 - Club running a senior recreational league
 - For non-profit club

May apply in writing for an exemption from any minimum requirement for a Club Constitution, subject to the approval of the Board of Directors of the both the District Association and The OSA.

5.1.2 Associate Membership

- A. Associate Membership shall be open to:
- Leagues governed by the District Association including:
 - District Leagues
 - Multi-Jurisdictional Club Leagues
 - Leagues mandated by The OSA published rules, including: -

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Regional Leagues & Multi-Jurisdictional District Leagues

Other organizations, which operate soccer program's including, but not limited to:

- soccer camps, schools or academies
- school boards
- colleges
- universities
- referee associations
- coach associations

Which supports the objectives of, and operate within, the District Association.

- B. In order to be eligible for Associate Membership in a District Association, a League must have a By-Law or Constitution which is in full compliance with the minimum requirements for a League By-Law as defined in League Policy 4.3, by no later than its District Association's Annual Meeting immediately following September 1, 2006
- C. Associate Members are afforded all rights of Membership, shall have a voice, shall be entitled to one (1) delegate, and one (1) vote at a general meeting of the District Association.

5.1.3 Honourary Membership

- A. The Board of Directors may confer a honorary Membership upon an organization or person for a period of time.
- B. Honourary Members are afforded all rights of Membership and shall have a voice but no vote at a general meeting of the District Association.

5.1.4 Life Membership

- A. The Board of Directors may confer a life Membership upon a person.
- B. Life Members are afforded all rights of Membership and shall have a voice but no vote at a general meeting of the District Association.

5.2 Membership Fees

Except where mandated by The OSA published rules; the annual Membership fees shall be set by the Board of Directors and ratified by the Membership at a general meeting of the District Association.

5.3 Player Registration Fees

- 5.3.1 Members shall be required to pay player registration fees which shall be set by the Board of Directors and ratified by the Membership at a general meeting of the District Association.
- 5.3.2 Annual Membership Fees for each category of membership shall be established by majority of votes present at a General Meeting of the District Association. They shall be based on the following criteria:
 - A. Active Membership - a levy on each player and/or team or club.
 - B. Associate Membership - a fee as determined from time to time.
 - C. Honourary Membership - a fee as determined from time to time.
 - D. Lifetime Membership - a fee as determined from time to time.

5.4 Approval of New Members

- 5.4.1 A Club shall be accepted into Active Membership upon:
 - A. Submitting an application form along with the other required documents and Membership fees
 - B. Obtaining the approval of the District Association Board of Directors
- 5.4.2 An organization shall be accepted into Associate Membership upon:
 - A. Submitting an application form along with the other required documents and Membership fees
 - B. Obtaining the approval of the District Association Board of Directors, where applicable

5.5 Membership Renewal

- 5.5.1 Active Members shall apply for renewal of their Membership by:
 - A. Submitting an application form together with a copy of the applicant's current constitution, a list of current Officers, a current financial statement (audited if incorporated) along with the Membership fees to the District Association prior to December 31st of each year and as set out in the Rules & Regulations.
- 5.5.2 Associate Members shall apply for renewal of their Membership prior to the Annual General Meeting and pay the entire Membership fee required by December 31st of each year.
- 5.5.3 Subject to the above conditions, renewal of Active and/or Associate Membership shall be automatic and does not require the approval of the Board of Directors.

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5.6 Rights of Active and Associate Members

5.6.1 Active Members shall be accorded the following rights:

- A. To be governed in accordance with The OSA and the District Association's published rules,
- B. To register players, administrators, team officials and referees with The OSA and the District Association,
- C. To be a Member of, and register their teams with, OSA sanctioned Leagues,
- D. To enter teams in OSA sanctioned competitions,
- E. To participate in OSA sanctioned programs such as player, coach and referee development,
- F. To participate in District Association sanctioned programs,
- G. To attend and vote at all general meetings called by the District Association,
- H. To operate Club Leagues in accordance with The OSA published rules,
- I. To operate Player, Coach and Referee Development Programs, and
- J. To participate in The OSA Insurance Plan

5.6.2 Associate Members shall be accorded the following rights:

- A. To be governed, where applicable, in accordance with The OSA and the District Association's published rules,
- B. To register, where applicable, administrators and teams with The OSA and the District Association,
- C. To enter teams, where applicable, in OSA sanctioned competitions,
- D. To participate in OSA and District Association sanctioned programs, and
- E. To attend and vote at all general meetings called by the District Association

5.7 Discipline of a Member

5.7.1 A Member/OSA Registrant may be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid in accordance with the District Association's published rules and a hearing held in accordance with the District Association's and OSA's published rules.

5.7.2 A Member/OSA Registrant who's Membership has been suspended loses all rights of Membership until the suspension has been completed.

5.7.3 Where a Member/OSA Registrant demonstrates inability or unwillingness to fulfill its delegated responsibilities in the proper administration of discipline the Discipline Chair, shall adopt such measures as will properly address the concerns in writing prior to the start of the next season.

5.8 Termination of Membership

Membership in the District Association will be deemed to have been terminated when:

5.8.1 If the Member/OSA Registrant submits a signed letter of withdrawal to the District Association

5.8.2 if the District Association expels the Member/OSA Registrant

5.8.3 If the Member/OSA Registrant fails to renew Membership in accordance with the By-Law.

ARTICLE 6: BOARD OF DIRECTORS

6.1 The District Association will be governed by a Board of Directors, which shall consist of at least nine (9) individuals, or such number not to be less than three (3), as may be amended from time to time in accordance with the District Association's By-Laws. These individuals shall hold the positions of:

- President
- Vice-President
 - Secretary
 - Treasurer
- Director-At-Large (Four Positions)
- Central East Soccer League Rep

6.2 A Director may hold more than one position.

6.3 A Director shall be eighteen (18) years of age or older and shall not be an un-discharged bankrupt.

6.4 The Directors-At-Large shall serve for a term of one year

6.5 After an initial Board of Directors has been appointed, the positions of President, Treasurer, and Central East Soccer League Rep, shall be elected in even numbered years while the positions of Vice-President and Secretary, shall be elected in odd numbered years.

6.6 Director Vacancy

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

6.6.2 A vacancy on the Board of Directors and their respective position(s) held, caused by death, or

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resignation, which has been accepted by the Board of Directors, shall be filled by a majority vote of the Board of Directors.

6.6.3 The successor Director shall hold his or her incumbent's position(s) for the remainder of the term being filled.

6.7 Removal of Director

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

- A. 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 District Association
 - If she/he is absent from two or more meetings of the Board without satisfactory reason
 - If she/he no longer resides in reasonable proximity to the District Association
 - If she/he becomes, or is discovered to be, an un-discharged bankrupt; or
- B. The Director has compromised the integrity of the District Association 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 District Association
 - If she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the District Association
 - If she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of The OSA
- C. 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 two-thirds (2/3's) majority vote of the Board of Directors present, provided notice to remove the Director has been given to all Directors of the District Association.
- D. 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.
- E. 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 District Association provided notice to remove the Director has been given to persons entitled to attend the Members' meeting.
- F. 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 his or her term being filled.

6.8 Conflict of Interest and Standards of Conduct

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

6.9 Duties of Board of Directors

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

6.9.2 The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the District Association except for those positions elected by the Membership of the District Association.

6.9.3 This shall include the appointment of volunteer and paid positions within the District Association's operations.

6.9.4 The selection process and the appointments shall be based on procedures outlined in the District Association's published rules.

6.9.5 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 District Association's published rules.

6.9.6 The Board of Directors shall be responsible for duties listed, but not limited to those printed in the Rules and Regulations.

6.10 Duties of Directors

6.10.1 President

- Except: - as provided for in the Dispute Resolution Policy of the OSA, and
- Where the President delegates the responsibility to another person,

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- A. The President shall preside at all general meetings of the District Association and of the Board of Directors.
- B. 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 District Association.

6.10.2 Vice-President

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

6.10.3 Treasurer

- A. The Treasurer shall ensure that full and accurate records are kept of the accounts of the District Association; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Report to the Annual General Meeting.

6.10.4 Secretary

- A. The Secretary shall keep a record of all minutes of the organization; keep on file all committee reports;
- B. Notify officers and committee Members of their election or appointment; furnish committees with those documents required to perform their duties;
- C. Sign all certified copies of acts of the Association, unless otherwise specified in the District Association's published rules;
- D. Maintain record books in which the constitution, published rules and minutes are entered and to have the current record books available at each meeting;
- E. To send out to the Membership a notice of each general meeting; to send out to the board notice of each meeting;
- F. Conduct the general correspondence of the organization that is not the proper function of another office or committee;
- G. Prepare, prior to each meeting in consultation with the presiding officer an order of business;
- H. And in the absence of the president and vice-president to preside until the immediate election or appointment of a chair pro tem.

6.10.5 Central East Soccer League Rep

- A. To attend all league meetings
- B. To report back to the board of Directors.

6.10.6 Other Director Positions

- A. The Board of Directors shall determine the duties of other Director Positions.

6.11 Nominations and Elections

- 6.11.1** 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.
- 6.11.2** Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution.
- 6.11.3** 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.
- 6.11.4** 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.

6.12 District Representative

- 6.12.1** The President of the District Association shall be District Representative to The OSA unless the President declines the position or is removed from the position by a majority vote of the Board of Directors.
- 6.12.2** In the event the President declines, or is removed from, the District Representative position, the Board of Directors, by majority vote, shall elect one of its Board Members to the position. The term of office of the District Representative will be in accordance with The OSA's published rules.

ARTICLE 7: MEETINGS

7.1 General Meetings

- 7.1.1** 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

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notification shall be by: regular mail, email, website notice, newspaper announcement, or any other method determined by the Members

- 7.1.2** Failure of any active member to provide at least minimum representation at any duly called meeting of the District Association shall result in the imposition of sanctions including monetary fines as determined by the Board of Directors.
 - 7.1.3** Members representing fifty per cent (50%) of the voting Membership shall form a quorum at all general meetings of the District Association. Any question shall be decided by a majority of the votes unless otherwise required by this By-Law or other law.
 - 7.1.4** The District Association shall cover the traveling expenses, at rates to be set by the board of Directors, of one (1) delegate or alternate duly authorized
- 7.2 Annual General Meeting:**
- 7.2.1** The District Association shall hold its Annual General Meeting within thirty (30) days of the O.S.A. Annual General Meeting each year.
 - 7.2.2** All members shall receive fourteen (14) days' clear notice of the time and location of the Annual General Meeting.
 - 7.2.3** 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
 - 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
- 7.3 Special General Meeting:**
- 7.3.1** A Special General Meeting of the District Association:
 - A. May be called by the Board of Directors by its own motion and held within ninety (90) days, or
 - B. Shall be called by the Board of Directors upon receipt of a written request submitted to the District Association by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by Members representing not less than twenty-five per cent (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 thirty (30) days of receipt of the written request from the Members.
 - 7.3.2** All members shall receive seven (7) days' clear notice of the date, time, and location of any Special General Meeting
 - 7.3.3** Only the business set out in the notice to the Special General Meeting shall be considered.
- 7.4 Delegates to General Meetings**
- 7.4.1** A Member is entitled to have a maximum of two (2) delegates, from its membership, attend a general meeting of the District Association.
 - 7.4.2** The Member must appoint one of its delegates to cast all of its votes at a general meeting.
 - 7.4.3** The Member must send in writing to the District Association two weeks prior the number of delegates attending a general meeting.
- 7.5 Voting at General Meeting:**
- 7.5.1** An Active Member shall be entitled to the number of votes equal to the number obtained (including one for any part less than one) by dividing the total registration fees retained from that member less \$1.00, by the Annual E.C.O.S.A. Affiliation Fee.
 - 7.5.2** Associate members shall have one vote at general meetings.
 - 7.5.3** The names of delegates or alternates shall be submitted in writing prior to the meeting.
 - 7.5.4** At all meetings of the Association, voting shall be by a show of hands, unless a poll is requested. A

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simple majority shall reach decisions unless otherwise required by this constitution.

7.5.5 If a poll is required scrutinizers shall total the votes and report it to the Presiding Officer, who shall announce the results to the assembly for the record.

7.5.6 The President shall have a deciding vote only.

7.5.7 Members of the Board of Directors may represent but not sit as a voting delegate at any General Meeting.

7.6 Proxy Voting at General Meeting:

7.6.1 Every member entitled to vote at a meeting of Members may by means of a 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.

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

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

7.7 Board of Directors Meeting

7.7.1 The Board of Directors shall meet at least four (4) times per year, upon fourteen (14) days notice given by the President and Secretary, at such place and time as the Board of Directors may determine.

7.7.2 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.

ARTICLE 8: COMMITTEES

8.1 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 District Association.

ARTICLE 9: PROCEDURES GOVERNING MEETINGS

9.1 All meetings of the District Association 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 District Association.

ARTICLE 10: BY-LAWS AND AMENDMENTS

10.1 By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the District Association in writing at least 21 days prior to a general meeting of the District Association; and must be approved by a majority vote of the Board of Directors, and by a 2/3's vote of the Membership voting in person or by proxy at a meeting of the District Association duly called for that purpose.

10.2 Copies of proposed amendments to the Constitution should be sent to all Members not less than fourteen (14) days prior to the General Meeting at which they will be considered.

10.3 All Members entitled to vote shall be notified with the District Association's notice of the said Members' meeting about proposed By-Law.

10.4 Such notification shall be by regular mail, email, website notice, newspaper announcement, or any other method determined by the Members

ARTICLE 11: RULES AND REGULATIONS

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

11.1.1 discipline of a Member: summary of charges regarding misconduct

11.1.2 discipline of a Member: procedures for discipline hearing

11.1.3 duties of Board of Directors: authority granted to Board regarding the business being conducted

11.1.4 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

11.1.5 duties of Board of Directors: process for revoking appointments

11.1.6 voting at General Meeting: format for the proxy, and the issue, or issues, for which the proxy may be cast

11.2 The Board of Directors may approve and publish Rules and Regulations, which are not inconsistent with the

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By-Law and are not inconsistent with the Rules and Regulations of a higher level governing organization.

11.3 Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors.

ARTICLE 12: INDEMNITY

12.1 Members of the Board of Directors or other servants to the District Association, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the District Association 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 13: FINANCE

13.1 The accounts of the Members of the District Association shall:

13.1.1 A Chartered Accountant must audit an Incorporated Club annually and all other clubs will be by review.

13.2 The audit or the Financial Review Engagement statement shall be presented to the Annual General Meeting for adoption at the Club's Annual General Meeting.

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

13.4 The fiscal year of the District Association shall end on August 31st of each year, unless otherwise ordered by the Board of Directors.

13.5 All money owing to the Association shall be due and payable within thirty (30) days of invoicing unless otherwise stipulated.

13.6 Penalties for late payment or non-payment of money due shall be as established by the Board of Directors from time to time.

ARTICLE 14: LAWS OF THE GAME

14.1 The Association shall support and maintain the principles of the Laws of the Game as established by the International Football Association and recognized by F.I.F.A., except as provided herein to accommodate differences in climatic conditions or age.

14.2 Changes shall come into effect in the Association within the C.S.A. and the O.S.A. time lines.

ARTICLE 15: OTHER REGULATIONS

15.1 The Board of Directors may impose such regulatory measures, as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction.

15.2 No such regulation may violate the individual's rights and freedom except as may be required to protect the rights and freedoms of any other individual and to ensure the stability of the basic structure of the game.

ARTICLE 16: DISPUTE RESOLUTION

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

16.2 Any member of the District Association may initiate the Dispute Resolution process by communicating in writing to The OSA, with a copy to 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.

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

16.4 The District Association shall make available to any member a copy of the Dispute Resolution process when requested.

ARTICLE 17: HARASSMENT

17.1 The District Association shall adhere to the Harassment Policy as published and approved by The OSA from time to time.

17.2 The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, members and registrants of the District Association.

17.3 Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of

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individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.

- 17.4** The District Association shall make available to any member a copy of the Harassment Policy when requested.

ARTICLE 18: APPEALS

- 18.1** Any registrant or registered organization directly affected by a decision of the District Association may appeal such decision, except as stipulated in 18.4 or 18.5.
- 18.2** The denial or termination of membership in the District Association may be appealed by a non-registered organization.
- 18.3** A decision of the District Association may be appealed to The OSA. The appeal shall be conducted in accordance with The OSA's published rules.
- 18.4** 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 District Association's operations, except where the selection, appointment and revocation process outlined in the Rules & Regulations has not been followed.
- 18.5** An individual shall not appeal a decision made by the District regarding a player's team assignment on any District or Regional team.

ARTICLE 19: DISSOLUTION

- 19.1** In the event of dissolution of the District Association, 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 the OSA.

ARTICLE 20: DEFINITIONS/TERMINOLOGY

- 20.1** 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.