

PFC Proposed By Law Changes December 19, 2025

PFC Letters of Incorporation

The following changes are required to the Pickering Football Club Letters of Incorporation, as required by the Ontario Not-for-Profit Corporations Act. The membership must approve of these changes.

1. Add membership structure and voting rights of members

- o Wording to be taken from the current version of our PFC By Laws which reads:

Membership

The Corporation has two (2) classes of Members.

Voting Class

A Member in Good Standing and who has reached the age of eighteen (18) years of age and who is registered within the Corporation in any of the following positions:

- Players, registered in at least one (1) program in the current or preceding playing season (season defined as Summer or Winter).
- A parent or guardian who represented a players under the age of eighteen (18) registered in at least one (1) program in the current or preceding playing season (season defined as Summer or Winter).
- Coaches
- Volunteers

Non-Voting Class

A Member in Good Standing who has reached the age of eighteen (18) years of age and who is elected or appointed within the Corporation as a member of the Board or who has been conferred an Honorary membership.

2. Add a Dissolution Clause

- o Wording to be taken from the current version of our PFC By Laws which reads:

Dissolution

The Corporation must be dissolved in accordance with the Act.

Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to clubs or organizations supporting or promoting soccer in Ontario, with the exception that the organization's assets and property held or acquired from the proceeds of licensed lottery events (i.e., lottery trust accounts or property purchased with lottery proceeds) will be distributed to charitable organizations that are eligible to receive lottery proceeds in Ontario.

Proposed PFC By Law Changes

The following are proposed PFC By Law changes that require approval by PFC membership in order to take effect.

1. Limit the number of proxy votes/ member

- The current version of the Proxies By Law states:

Proxies

An Eligible Voter may appoint a Proxy. The Proxyholder must be eighteen (18) years of age or older.

- The Eligible Voter must complete the Proxy form and submit it to the

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Corporation at least forty-eight (48) hours prior to the meeting.

- A Proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.
- A Member may revoke a Proxy
 - The revocation must be received at the registered office of the Corporation at any time up to and including the last business day before the day of the meeting

A Proxy has the same right to speak and to vote at an Annual or Special Meeting as the Member they represent.

• The proposed By Law Change:

Proxies

An Eligible Voter may appoint a Proxy.

- The Proxyholder must be eighteen (18) years of age or older.
- The Proxyholder can only hold a maximum of 25 proxy votes
- The Eligible Voter must complete the Proxy form and submit it to the Corporation at least forty-eight (48) hours prior to the meeting.
- A Proxy is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that continues the adjourned meeting.
- A Member may revoke a Proxy
- The revocation must be received at the registered office of the Corporation at any time up to and including the last business day before the day of the meeting

A Proxy has the same right to speak and to vote at an Annual or Special Meeting as the Member they represent.

2. A Board member can only hold one position on the Board

- The current version of the Board of Directors By Law states:

Board of Directors

The business of the Corporation shall be conducted by a Board of Directors.

The Board of Directors shall be the governing body of the Corporation.

The Board shall consist of:

- a) The President
- b) The Immediate Past President
- c) The Vice President
- d) The Treasurer
- e) The Secretary
- f) An four (4) Directors at Large

A Director may hold more than one position.

The designated Officers of the Corporation will be comprised of the following:

- a) President
- b) Vice President
- c) Treasurer
- d) Secretary

• The proposed By Law Change:

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- d) The Treasurer
- e) The Secretary
- f) Four (4) Directors at Large

A Director may only hold one position.

The designated Officers of the Corporation will be comprised of the following:

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- i. President
- ii. Vice President
- iii. Treasurer

3. Nominations for Board of Directors Positions Closes 14 days prior to the AMM

- The current version of the Nominations for Board of Directors By Law states:

Nominations for Board of Directors

Each Director to be elected must be nominated by a Member in Good Standing who shall forward the nomination to the Nominations and Elections Chairman.

Nominations shall remain open up to and including the Annual Members Meeting.

Nominations for open positions shall be held in the order of the positions listed in the By-laws.

- The proposed By Law change:

Nominations for Board of Directors

Each Director to be elected must be nominated by a Member in Good Standing who shall forward the nomination to the Nominations and Elections Chairman.

Nominations shall remain open up to 14 days prior to the Annual Members Meeting.

4. Committees are not permitted to motion or approve resolutions

- The Current version of the Committees By Laws states:

COMMITTEES

Appointment of Committees

The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

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Committees are not permitted to motion or approve resolutions.