



**CAMBRIDGE UNITED  
SOCCER CLUB  
BY-LAW**

**August 21, 2023**

## DEFINITIONS

In this by-law, unless the context otherwise requires:

1. "Act" means the Not-for-Profit Corporations Act, S.O., c.15, and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board of Directors" means the board of directors of the Club;
3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Club as amended and which are, from time to time, in force;
4. "Club" means the Cambridge United Soccer Club;
5. "Director" means an individual occupying the position of director of the Club by whatever name he or she is called;
6. "Letters Patent" means the Articles, Letters Patent and any Supplementary Letters Patent of the Club;
7. "Member" means a member of the Club;
8. "Members" means the collective membership of the Club;
9. "Officer" means an officer of the Club; and
10. "President" means the President of the Club.

## CHAPTER 1 - NAME

### **BY-LAW 1-1 - NAME**

The name of the club shall be the Cambridge United Soccer Club.

The official variations for the name of the Club shall be Cambridge United Soccer Club or CUSC.

### **BY-LAW 1-2 – HEAD OFFICE**

The Head Office of the Club shall be in the City of Cambridge in the Regional Municipality of Waterloo, in the Province of Ontario and at such place therein as the Board of Directors may from time to time determine.

### **BY-LAW 1-3 – SEAL**

The seal of the Club shall remain in the custody of the Secretary of the Club and shall be affixed by them to all documents, the execution whereof by the Club is duly required or authorized.

### **BY-LAW 1-4 – OFFICIAL COLOURS AND INSIGNIA**

The official primary colours of the Club shall be Navy and White with secondary colours of Sky Blue and White.

The use of the official insignia of the Cambridge United Soccer Club and its adaptations shall be limited to the Club.

Adoption of the official colours and insignia of the Club requires approval of a two-thirds (2/3) majority of Eligible Voters at an Annual or Special General Meeting of the Club.

Once adopted, the official colours and insignia cannot be changed again for a three (3)-year period from the time it was adopted.

## **CHAPTER 2 – PURPOSE AND OBJECTIVES**

### **BY-LAW 2-1– PURPOSE**

The purpose of the Club as embodied in the Letters Patent of the Club shall be to develop the individual abilities of each soccer player for the purpose of improving his playing skills and his enjoyment of soccer.

### **BY-LAW 2-2– OBJECTIVES**

The Club shall have the following objectives:

1. To promote and develop the game of soccer for players of all ages and skill levels.
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.
3. To maintain status as a license holder in the Ontario Player Development League (OPDL) for both boys and girls as well as League 1 Ontario, Men's, Women's and Reserve Divisions and any other leagues or licenses in the future. All High-Performance teams will be branded as Cambridge United, but will operate as per Operations Rules for OPDL, League 1 or future High-Performance league License Holders.

## **CHAPTER 3 – AFFILIATIONS**

### **BY-LAW 3-1 – AFFILIATIONS**

The Club shall be a Member of the Canadian Soccer Association (CSA) 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 (Southwest Soccer District, hereinafter referred to as the SWD);  
and
3. The Club.

### **BY-LAW 3-2 – CANDIDATES FOR REGIONAL OFFICE**

Members or paid employees of the Club wishing to become a candidate for Regional Office Board of Directors must declare their intentions to do so at a meeting of the Club's Board of Directors.

The Club's Board of Directors shall approve any nomination before it is submitted to the District Association.

The Club's Board of Directors shall only approve candidates for Regional Office who meet the requirements for Regional Office as set out in the District Association Constitution.

## **CHAPTER 4 – CLUB MEMBERS**

### **BY-LAW 4-1 – REGULAR MEMBERS**

Regular Members shall be comprised of the following:

- Registered Players 18 years of age or older shall be Regular Members of the Club;
- Registered Players under the age of 18 shall be Regular Members of the Club, as represented by a parent or guardian who acts as Proxy and who lives at the same address as the Registered Player (each player holds only one Membership in the club, and is entitled to only one (1) vote at Member's meetings);
- Members of The Board of Directors shall be Regular Members of the Club;
- All Registered Coaches shall be deemed to be Regular Members of the Club;
- All Registered Volunteers shall be deemed to be Regular Members of the Club.
  - To be considered a Registered Volunteer a minimum of 30 volunteer hours per year must be contributed. These hours will be recorded and signed off by a minimum of two Directors of the Club and will be kept on file to ensure they meet the minimum requirements to be considered voting Members

### **BY-LAW 4-2 – NON-VOTING MEMBERS**

An associate Member shall be defined as individual being paid by the Club for services. These individuals will be considered to have a vested interest and to avoid any conflict of interest they will not have a voting right.

### **BY-LAW 4-3 – REGISTRATION FEES**

The registration fees of the Club shall be established by the Board of Directors. Registration fees shall be assessed to each Member who is a Registered Player.

### **BY-LAW 4-4 – HONORARY MEMBERS**

The Board of Directors may confer an honorary Membership upon an organization or a person for a period of time, meeting the criteria as set out in the Club's Policy Manual.

Honorary Members are afforded all rights of membership except voting rights. There shall be no

dues or fees assessed to an Honorary Member of the Club.

#### **BY-LAW 4-5 – TRANSFER OF MEMBERSHIP**

A membership in the Club shall under no circumstances be transferable to any individual or organization.

#### **BY-LAW 4-6 – 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 pursuant to By-law 4.7;
3. If the Member is no longer registered with the Club;
4. If the Member no longer complies with the requirements of By-law 4.1.

#### **BY-LAW 4-7 – DISCIPLINE OF A MEMBER**

A member may be fined, censured, suspended or expelled from membership for cause after charges have been laid and a hearing has been held in accordance with the Club's Published Rules and Regulations. An individual whose membership has been suspended loses all rights of membership until the suspension has been terminated.

Upon fifteen (15) days' written notice to a Member, the Board of Directors may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Articles, By-laws or Rules of the Club. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board of Directors a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board of Directors shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership and may, at its option, hold a hearing by the Board of Directors of the Club at which the member may be entitled to attend and speak on his or her own behalf.

Discipline for a member whether as a player, team, team official and/or their spectators for game infractions, shall be governed in accordance with the Rules, Policies and Procedures of the Club and its Governing Bodies (Rules and Regulations).

#### **BY-LAW 4-8 - 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.

## **CHAPTER 5 - GENERAL MEMBERSHIP**

### **BY-LAW 5-1- MEMBERSHIP COMPOSITION**

The General Membership hereafter known as “the Membership”, shall be composed of all Members in good standing with the Club.

### **BY-LAW 5-2- SUPREME AUTHORITY**

The Membership shall constitute the Supreme Authority of the Club.

The Membership shall direct the affairs of the Club and shall retain all rights and privileges not specifically assigned to the Board of Directors, the Executive Committee, the President or any other Officer of the Club.

### **BY-LAW 5-3 – MEMBERSHIP RIGHTS**

The Membership shall be accorded the following rights:

- To be governed in accordance with the OSA, SWD and Club’s published rules;
- To participate in Club programs;
- To speak and make motions at all Annual and Special General Meetings of the Club;
- To propose changes to the Club’s By-Laws and Policies; and
- As an Eligible Voter, to be able to vote at all Annual and Special General Meetings of the Club.

## **CHAPTER 6 -BOARD OF DIRECTORS BY-LAW**

### **BY-LAW 6-1 – BOARD OF DIRECTORS**

The business of the Club shall be conducted by a Board of Directors, hereafter known as ‘the Board’. The Board of Directors shall be the governing body of the Club.

The Board shall consist of:

The President

The Vice President

The Treasurer

The Secretary

### Another Three (3) Directors at Large

- Recreational, All Abilities, and Community
- Grassroots, Competitive, and High Performance
- Facility and Strategy

A paid employee of the Club may not hold a position on the Board of Directors of the Club.

A Director shall:

1. be eighteen (18) years of age;
2. be a current Member of the Club;
3. reside within a fifty (50) kilometre radius of the City of Cambridge city centre;
4. not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
5. not be a person who has been found to be incapable by any court in Canada or elsewhere; and
6. not be a person who has the status of bankrupt; and
7. consent and provide to the Club a police record check confirming no prior convictions of a criminal offence involving children, and otherwise satisfactory to the Club in their absolute discretion.

A Director may hold more than one position.

A Director may not hold simultaneously a position of director, employee, or contractor of another organization with which the organization has an ongoing relationship.

### **BY-LAW 6-2 – DUTIES OF OFFICERS AND EXECUTIVE COMMITTEE**

The Executive Committee shall be responsible for the efficient operation of the Club in accordance with By-Laws and Policies and carry out the wishes of the Board and shall recommend changes felt to be beneficial to the corporation.

The Board of Directors shall appoint from among the Directors a President and may appoint any other person to be Vice President, Treasurer and Secretary at its first meeting following the annual general meeting of the Club. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time. Any Officer shall cease to hold office upon resolution of the Board.

Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee, in accordance with the existing Board policies. The Board may dissolve any committee by resolution at any time.

The Executive Committee shall consist of:

1. The President
2. The Vice President
3. The Treasurer
4. The Secretary

The President shall:

- Be the chief executive officer of the Club
- Preside at all meetings of the Club
- Act as spokesman for the Club
- Chair the Executive Committee
- Have other such duties as prescribed by the Board

The Vice President shall:

- Be the senior Director of the Club below the President
- Preside at all meetings of the Club in the absence of the President
- Be responsible for the management of facilities
- Be a member of the Executive Committee
- Have such other duties as prescribed by the Board.

The Treasurer shall:

- Be a member of the Executive Committee
- Prepare a budget, which shall be presented and approved by the Board of Directors and be responsible for overseeing its prudent administration
- Prepare a financial statement which shall be submitted at least once per quarter
- Prepare a financial statement which shall be submitted to the Annual General Meeting
- Have copies of current financial statement and auditor's reports for Members at the Annual General Meeting
- Have such other duties as prescribed by the Board

The Secretary shall:

- Give notice of all meetings of the Club to persons entitled thereto
- Be a member of the Executive Committee

- Attend all meetings of the Board and the Executive Committee and all Annual and Special General Meetings of the Club and shall keep minutes of all such meetings
- Be the custodian of the Club's Minute books and correspondence files
- Be required to prepare an annual report which shall be submitted at Annual General Meetings of the Club
- Be the custodian of the Corporate Seal of the Club
- Have such other duties as prescribed by the Board

Directors At Large shall have such duties as defined in the Club's Policies and Procedures as well as those prescribed by the Board of Directors.

### **BY-LAW 6-3 – DIRECTORS TO BE ELECTED**

The Directors shall be elected by the Members, in accordance with the following provisions:

1. The term of office of the Directors shall commence on the date of the meeting at which they are elected or appointed and continue for a period of two (2) years.
2. A Director may not serve more than three (3) two-year terms in succession.
3. The Board of Directors shall comprise of seven (7), Directors: and,
4. No prospective Directors shall be nominated from the floor of a meeting of the Members.

The following Directors shall be elected at Annual General Meetings held in even numbered years:

- President; Treasurer; Director Recreational, All Abilities, and Community

The following Directors shall be elected at Annual General Meetings held in odd numbered years:

- Vice President; Secretary; Director Grassroots, Competitive, and High Performance; Director, Facility and Strategy

### **BY-LAW 6-4 – NOMINATIONS FOR BOARD OF DIRECTORS**

The Board shall determine the Board vacancies as per the By-law for which nominations will be required in each year. The Executive Director of the Club shall inform voting members of record not more than ninety (90) calendar days and not fewer than thirty (30) calendar days prior to the Annual General Meeting. Such notice to the voting Members, will include an invitation to nominate candidates to stand for election to fill the declared vacancies. Such nominations shall be in such format and shall require such information, including a resume of qualifications, and the requirement and consent of the nominee to have a background and/or police check performed as the Board shall determine from time to time.

The Board shall accept all nominations properly submitted and shall ensure that all nominees consent to said nomination. On the direction of the Board, the Executive Director of the Club shall

issue notice of the known slate of nominees to the voting members at least fifteen (15) calendar days prior to the Annual General Meeting or in the case of a special meeting of voting members, with as much notice as possible under the particular circumstances.

No nomination for Board of Directors will be accepted later than thirty (30) calendars days prior to the Annual General Meeting or on the day of the Annual General Meeting.

#### **BY-LAW 6-5 – ELECTIONS OF THE BOARD OF DIRECTORS**

The members of the Board of Directors shall be elected by a simple majority vote of the Eligible Voters at the Annual General Meeting.

An Eligible Voter shall be given a single vote in any election.

Elections for open positions shall be held in the order of the positions listed in the By-Law.

The Nomination Committee shall supervise the nominations and elections of the Board of Directors of the Club.

The election of the Board of Directors shall take place by secret ballot.

In the event only one candidate is nominated, a vote is still required, as the nominated candidate shall not be declared elected by acclamation.

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.

#### **BY-LAW 6-6 – QUALIFICATIONS**

A candidate for the position of President must also have served as a member of the Board of Directors of the Club within the previous two (2) years.

- Should no qualified candidate be available, the Membership may choose a candidate from the General Membership.

A candidate for the position of Treasurer must be bonded and also possess the necessary accounting knowledge, skills and experience to manage the financial records of the Club.

- Should no such qualified candidate be available, the Membership may choose a candidate from the General Membership.
- In such an eventuality, a qualified bookkeeper shall be hired by the Board to assist in the performance of the required duties.

#### **BY-LAW 6-7 – DISMISSAL OF A DIRECTOR**

The office of a Director shall be vacated immediately:

1. If the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;

2. If the Director ceases to meet the eligibility requirements provided for at By-law 6-2 herein;
3. If the Director dies;
4. If the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
5. If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

#### **BY LAW 6-8 – DIRECTOR VACANCY**

A vacancy on the Board of Directors shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

1. If the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. A quorum of Directors may fill a vacancy among the Directors; and
3. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Letters Patent, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member.

#### **BY LAW 6-9 – REMUNERATION OF DIRECTORS**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties, in accordance with Club policies; and
2. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity unless the provisions of the Act are complied with.

## **CHAPTER 7 - MEETINGS BY-LAW**

#### **BY-LAW 7-1 – ANNUAL GENERAL MEETING**

The Annual General Meeting of the Club shall be held no later than 120 days after the end of the fiscal year. The Board of Directors shall determine the time and place of the Annual General Meeting. The President shall be the chair of the Annual General Meeting; in the President's absence, the Members present at any Annual General Meeting shall choose another Director as chair.

Notification of the date, time and location of the Annual General Meeting shall be published on the Club website at least fifteen (15) days prior to the Annual General Meeting.

No less than twenty-five (25) Members who are Eligible Voters at the Annual General Meeting,

as per the Voting By-Law, shall form a Quorum.

Order of business at the Annual General Meeting shall be:

- Period of Remembrance
- Awards and introduction of guest(s)
- Minutes of the previous Annual General Meeting
- President's Address
- Treasurer's Financial Statement
- Auditor's Report
- Appointment of Auditor
- Other Reports
- Unfinished Business
- Amendments to the Club's By-Laws
- Election of Directors
- Any other business
- Adjournment

The Chair may, at his discretion, introduce any special business for discussion after the approval of the minutes of the previous Annual General Meeting.

#### **BY-LAW 7-2 – SPECIAL GENERAL MEETINGS**

Special Meetings of the Members must be called by the President whenever he is requested to do so by a two-third (2/3) majority of the Board of Directors.

The President must call Special Meeting of the Members whenever a written petition is signed by at least one-tenth (1/10) of the Members of the Club for any purpose connected with the affairs of the Club that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

Subject to the Act, not less than ten (10) and not more than fifty (50) days' written notice of any Special Meeting of the Members shall be given in the manner specified in the Act to each Member. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

The President shall be the chair of the Special Meeting of the Members; in the President's absence, the Members present at any Special Meeting of the Members shall choose another Director as chair.

No less than twenty-five (25) Members who are Eligible Voters as per the Voting By-Law shall form a Quorum for a Special Meeting of the Members.

At Special Meetings of the Members only the business specified in the notice of meeting can be discussed.

### **BY-LAW 7-3 – MEETINGS OF THE BOARD OF DIRECTORS**

Meetings of the Directors may be called by the President or any two Directors at any time and any place on notice as required by this By-law.

The Board of Directors may fix the place and time of regular Board of Directors meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings. Meetings of the Board of Directors shall be held on a monthly basis with a minimum of (ten) 10 per fiscal year; and, as prescribed by the President.

Notice by email for all Board Meetings shall be given at least one (1) week prior to the meetings. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

A quorum for the transaction of business at any meeting of the Board shall be fifty percent (50%) of the eligible Directors plus one (1) Director, save and except that the quorum may be reduced by the number of Directors that have a conflict of interest for those motions for which a conflict exists and has been disclosed.

The President shall preside at all Board Meetings of the Club. The Vice President shall be the senior Director of the Club below the President, and they shall preside at all Board Meetings in the President's absence.

Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President shall have a casting vote.

The Secretary shall be responsible for the recording of the minutes of the Board Meetings of the Club. Any Director present shall be allowed to cast a vote on any motion before the Board, unless in conflict of interest.

A majority of the votes cast by the Directors present at a meeting of the Board shall be required to pass a motion, except where a greater majority is required as defined by the Club's By-Laws.

A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

### **BY-LAW 7-4 – RIGHT TO DISSENT**

A Director who is present at a meeting of the Directors or of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless,

1. the Director's dissent is entered in the minutes of the meeting;

2. the Director requests that his or her dissent be entered in the minutes of the meeting;
3. the Director gives his or her dissent to the Secretary of the meeting before the meeting is terminated; or
4. the Director submits his or her dissent immediately after the meeting is terminated to the Club.

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless within seven (7) days after becoming aware of the resolution, the Director:

1. causes his or her dissent to be placed with the minutes of the meeting; or
2. submits his or her dissent to the Club.

#### **BY-LAW 7-5 – REGIONAL MEETINGS**

The President or their designate shall be the chief delegate at all Regional Meetings. The Club votes shall be cast in accordance with the direction given by the Board of Directors of the Club.

#### **BY-LAW 7-6 – VOTING**

Except for the election of the Board of Directors, voting at Membership Meetings shall be by open vote. Regular Members who:

- Are not Board members
- Have reached the age of 18 years
- Have paid all applicable Registration Fees
- Are in good standing with the Club,

shall be eligible to vote on their own behalf or be represented by a Proxy at Annual General and Special Meetings of the Club.

Regular Members who:

- Are under the age of 18 years.
- Have paid all applicable Registration Fees
- Are in good standing with the Club,

shall **not** be eligible to vote on their own behalf but they may be represented by a Proxy at Annual and Special General Meetings of the Club.

The Board of Directors shall have no right to vote at Annual General or Special Meetings, except as provided by these By-Laws.

Those who are eligible to vote at Annual General and Special Meetings of the Club as per this By-Law shall hereafter be known as “Eligible Voters”.

An Eligible Voter shall only be allowed to vote at an Annual General or Special Meeting of the Club when he is present at that meeting.

An Eligible Voter shall be given a single vote on any motion.

An immediate family member/legal guardian, who has reached the age of 18, may be Proxy for a Regular Member under the age of 18 and therefore be designated as an Eligible Voter.

- The Proxy may register at the meeting venue;
- The Proxy must have, as their primary residence, the same address as the Regular Member and be of immediate family (mother, father, brother, sister or legal guardian) to qualify as a valid Proxy; and
- Appropriate identification must be presented to register.

An Eligible Voter who has reached the age of 18 may appoint an immediate family member who has reached the age of 18 as their Proxy and therefore be designated as an Eligible Voter.

- The Eligible Voter must complete the Club Proxy form and submit it to the Club office at least five (5) business days prior to the meeting

A Proxy has the same right to speak and to vote at an Annual General or Special Meeting as the Member he represents. A Proxy is only valid for the specific Annual General or Special Meeting for which it has been registered.

In the event of any dispute concerning eligibility to vote, voting rights or the allocation of votes between immediate family members or legal guardians of minor players, such dispute shall be resolved by the Secretary of the Club. Any such resolution shall be considered valid and binding upon all affected persons.

#### **BY-LAW 7-7– MAJORITY**

Unless otherwise provided in the By-Laws, all matters to be determined by the General Membership shall be by a simple majority of votes cast by the Eligible Voters.

#### **BY-LAW 7-8 – RULES OF PROCEDURE**

Robert’s Rules of Order shall be the official parliamentary rules of the Club.

## **CHAPTER 8 - FINANCE**

#### **BY-LAW 8-1 – FISCAL YEAR**

The fiscal year of the Club shall begin on the first (1st) day of October and end on the thirtieth (30th) day of September each year.

#### **BY-LAW 8-2 – AUDITOR**

At the Annual General Meeting of the Club, the Members may appoint a licensed public accountant under the *Public Accounting Act (Ontario)* as auditor to hold office until the next Annual General Meeting. If no such appointment is made, the auditor in office shall continue in office until a successor is appointed.

No person shall be appointed as auditor of the Club who:

1. is a business partner, a Director, an Officer or an employee of the Club or any of its affiliates, or is a business partner of any Director, Officer or employee of the Club or any of its affiliates;
2. beneficially owns or controls, directly or indirectly, a material interest in the debt obligations of the Club or any of its affiliates; or
3. has been a receiver, receiver-manager, liquidator or trustee in bankruptcy of the Club or any of its affiliates within two (2) years before the person is proposed to be appointed as auditor of the Club or to conduct a review engagement of the Club.

The report of the auditor shall be available to the Membership of the Club prior to the Annual General Meeting and be presented for approval by the Membership at that meeting. The report of the auditor and any financial statements included therein shall be presented on a consolidated business including all operations of the Club, including, but not limited to, the operations of Cambridge Youth Soccer, ComDev Soccer Park (Dome) and Ontario Player Development League.

#### **BY-LAW 8-3 – BANKING**

The Executive Committee of the Board of Directors may by resolution open bank accounts and sign whatever documents are required for the purpose with any Chartered Bank, Trust Company or Credit Union in Canada.

#### **BY-LAW 8-4 – CLUB BANK ACCOUNTS**

All funds of the Club shall be deposited in a Chartered Bank, Trust Company or Credit Union in Canada in the same drafts, cheques, bills or cash in which they were received and all disbursements on account shall be made by cheque on such bank.

#### **BY-LAW 8-5 – SIGNING OFFICERS**

At least three (3) members from the Executive Committee of the Board of Directors, one being the Treasurer, shall be appointed signatories of the Club, as granted by resolution of the Board of Directors. All disbursements from Club accounts shall require at least two (2) authorized signatures. One must be that of the Treasurer except in the event of a conflict of interest or absence.

Members of the same family cannot be appointed as signatories for the Club.

#### **BY-LAW 8-6 – BUDGET APPROVAL**

The Board of Directors of the Club must approve budgets as follows:

- Winter (indoor) program budgets by August 31st of each year

- Summer (outdoor) program budgets by October 31st of each year

In order for a budget to be considered for approval it must be in the recognized format containing the following information:

- “Actuals” from the previous year and,
- Market comparisons.

#### **BY-LAW 8-7 – BUDGET REVISIONS**

No change may be made in the budget approved by the Board of Directors of the Club, nor shall any specific budgetary allotment be over expended by more than 10% of the budgetary amount, nor any transfer of funds between specific allotments be made without approval by a two thirds (2/3) majority vote of the Board. A substantive increase in membership over the budgeted membership numbers shall increase all budget numbers on a pro-rata basis.

#### **BY-LAW 8-8 – BORROWING**

The Board of Directors of the Club may borrow on the credit of the Club, such borrowing to be confirmed in accordance with the Act and shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the Club shall not be limited if it borrows on the security of Club property.

No borrowing is effective until it has been confirmed by at least two-thirds (2/3) majority of votes cast by Eligible Voters at an Annual General or Special Meeting of the Club.

The Board of Directors may authorize any Director to make arrangements about the money borrowed or to be borrowed, including the power to negotiate or vary the terms and conditions of the loan including the method of payment or security.

This By-Law shall remain in force and be binding upon the Club as regards to any party acting on the faith thereof, until a copy, certified by the Secretary of the Club under the Club’s seal, of a By-Law repealing or replacing this By-Law shall have been received by such party and duly acknowledged in writing.

#### **BY-LAW 8-9 – DISSOLUTION**

Upon the dissolution of the Club, 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.

## **CHAPTER 9 - RESOLUTIONS AND PUBLIC PRONOUNCEMENTS**

#### **BY-LAW 9-1 – RESOLUTIONS AND PUBLIC PRONOUNCEMENTS**

Only the President of the Club or in their absence the Vice-President may issue club Resolutions

and Public Pronouncements.

All resolutions to be considered for public pronouncement by the Club shall be designed to promote the purposes and objectives of the Club.

If the Executive Committee considers it in the best interest of the Members, it may make public pronouncements on other matters as it deems advisable from time to time.

- Such public pronouncements shall be recorded and filed with the Board at their next meeting following the making of such pronouncements.

Public pronouncements adopted pursuant of the preceding sections expire two (2) years from the date of their adoption unless rescinded by a vote of the Membership at an annual general or special meeting.

The Board of Directors must approve resolutions submitted to the SWD.

## **CHAPTER 10 - HARASSMENT**

### **BY-LAW 10-1 – HARASSMENT**

The Club shall adhere to the Harassment Policy as published by Ontario Soccer Association. The Harassment Policy shall apply to all Members and employees 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 also includes sexual harassment.

## **CHAPTER 11 - APPEALS BY-LAW**

### **BY-LAW 11-1 – APPEALS**

Any Member directly affected by the decision of the Club may appeal such decision, except as stipulated the denial or termination of Club membership may be appealed a decision of the Club may be appealed to the SWD.

A Member may not appeal a decision made by the Board regarding the appointment of an individual to any coach or administrator position within the Club except where the selection process outlined in the policies and procedures has not been followed.

A Member may not appeal a decision made by the Club regarding a player's assignment on any Club team.

## **CHAPTER 12 - RESIDENCY BY-LAW**

### **BY-LAW 12-1 – RESIDENCY**

The Club shall adhere to the Residency rules as published and approved by the DRSA and Ontario Soccer.

## **CHAPTER 13 - CONFLICT OF INTEREST BY-LAW**

## **BY-LAW 13-1 – CONFLICT OF INTEREST**

The Club shall be subject to Conflict of Interest and Standards of Conduct Policy as published in the Ontario Soccer Association Published Rules.

A Director who is party to a material contract or transaction or proposed material contract or transaction with the Club 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 Club shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of the Board of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

## **CHAPTER 14 – BY-LAWS AND AMENDMENTS BY-LAW**

### **BY-LAW 14-1 – BY-LAWS**

A copy of the By-Laws of the Club shall be available to all Members at the Club's Head Office and on its web site. The By-Laws of the Club shall not be subject to waiver in whole or in part.

### **BY-LAW 14-2 – INTERPRETATION**

In these By-Laws, hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be and vice versa and reference to persons shall include organizations.

### **BY-LAW 14-3 – MATTERS NOT COVERED**

Any matter not covered herein shall be judged in accordance with the By-laws and Policies and Procedures of the Club's governing bodies.

### **BY-LAW 14-4 – AMENDMENTS TO BY-LAWS**

Changes to the By-laws can only be made at an Annual General Meeting or a Special General Meeting called for that specific purpose. Proposed changes to the By-laws must be in writing, dated and signed by the proposer and delivered via registered mail to the Secretary at least thirty (30) days before an Annual General Meeting and fifteen (15) days before a Special General Meeting called for that purpose. A proposed change to the By-laws may be amended in writing by the proposer between the date of its receipt and the date of notice of an Annual General Meeting or Special General Meeting called for that purpose. The underlying intent of the proposed change may not be substantially amended.

The Board of Directors may propose changes to the By-laws up to ten (10) days before an Annual General Meeting or Special General Meeting called for the purpose of changing the By-laws. All proposed changes to the By-laws will be available from the Secretary five (5) days before an Annual General Meeting or Special General Meeting called for the purpose of changing the By-laws. Proposed amendments to the By-laws may not be further amended during an Annual General Meeting. All Members entitled to vote shall be notified with the Club's notice of the said Members' meeting about By-laws amendments. Such notification shall be

posted on the Club's website.

Changes to the By-laws must be approved by the majority vote of the Membership voting in person or by proxy at a meeting of the Club duly called for that purpose or at an Annual General Meeting.

## **CHAPTER 15 – CLUB POLICIES & PROCEDURES**

### **BY-LAW 15-1 – CLUB POLICIES & PROCEDURES**

Resolutions which define or amplify the By-Laws of the Club shall be known as the Policies & Procedures of the Club

The purpose of the Policies & Procedures is to institute rules governing the Club and the conduct of its business, which in the view of the Membership is desirable, although such rules are not part of the Club By-Laws.

A copy of the Policies & Procedures Manual shall be made available to all Members of the Club via the Club's website.

### **BY-LAW 15-2 – AMENDMENTS TO POLICIES & PROCEDURES**

The Policies & Procedures of the Club may be revised or added to by the Board, by a majority vote at a Board Meeting.

The Policies & Procedures of the Club may be revised or added to at an Annual General or Special Meeting by a majority vote of the Eligible Voters at the meeting.

Notice of any proposed amendments to Policies & Procedures shall be given to all members of the Board in advance of the Board meeting at which they are to be considered.

## **CHAPTER 16 - GENERAL INDEMNITY**

### **BY-LAW 16-1 – HOLD HARMLESS AGREEMENT**

No Director, Officer or committee member of the Club is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Club or for joining in any receipt or for any loss, damage or expense happening to the Club through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Club or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Club shall be placed out or invested or for 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 for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. Complied with the Act and the Club's Articles and By-laws; and
2. Exercised their powers and discharged their duties in accordance with the Act.

The Club hereby covenants and agrees to indemnify, compensate and hold harmless any Director, Officer or committee member of the Club from any legal liability for damages, losses, costs or

otherwise for acts or omissions occurring in the good faith pursuit of their duties to the Club, whether statutory or otherwise, and whether or not they shall have inadvertently exceeded, or omitted to act within their proper authority.

Such indemnity shall require the Club to provide payment for reasonable legal fees incurred by a lawyer approved by the Club for the defence to any action brought by a third party, and the Club shall, upon conclusion of such action, reimburse such person for the full cost of any judgment obtained or settlement which is reached, with the approval of the Club, as well as for legal and other costs in full associated with such action.

Notwithstanding the provisions of this By-law 16-1, such indemnification shall not apply where:

1. The act or omission which is the subject of the action was in violation of the Criminal Code of Canada;
2. The plaintiff or complainant is the Club itself; or
3. The act or omission complained of was the result of clear defiance of a directive of the Board of Directors, clearly communicated to the individual seeking indemnification.