

BY-LAW NO.1

“Kingston United Soccer Club”

Approved: October 17, 2024

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A by-law relating generally to the conduct of the affairs of
Kingston United Soccer Club

BE IT ENACTED as a by-law of **Kingston United Soccer Club**

as follows:

PREAMBLE

Kingston United Soccer Club is a not-for-profit soccer club located in Kingston, Ontario, Canada. The club offers recreational, competitive and high performance soccer programs for children and adults in southeastern Ontario.

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this by-law and all other by-laws of Kingston United Soccer Club, unless the context otherwise requires:

- (a) *Act* means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 as from time to time amended, and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws of Kingston United Soccer Club to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.
- (b) *Articles* means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of "Kingston United Soccer Club".
- (c) *Board* means the Board of Directors of Kingston United Soccer Club.
- (d) *By-laws* means this by-law and all other by-laws of Kingston United Soccer Club from time to time in force and effect.
- (e) *Districts* means incorporated district soccer associations that register players, coaches and managers within a geographic region in Ontario and that has club teams that participate in leagues in accordance with governing documents.
- (f) *Club* is a Governing Organization that is affiliated to, and under the jurisdiction of a District Association and is a registered organization that registers all players, team officials and administrators of their organization and organizes teams. A not-for-profit Club has an elected Board of Directors. A for-profit Club, may have a Board of Directors or shareholders.

A *Youth Club* may operate as either a registered not-for-profit or for-profit entity, but must be incorporated. The Club is the Governing Organization whose primary, long-term objective is to provide players with development and training through the provision of necessary training facilities and infrastructure.

A *Senior Club* may operate as a registered not-for profit or for-profit entity and is not required to be incorporated.

- (g) *Director* means an individual elected or appointed to the Board.

- (h) *Meeting of Members* includes an annual meeting of members and a special meeting of members.
- (i) *Member* means a Person having a membership in Kingston United Soccer Club and *Membership* means the collective membership of Kingston United Soccer Club.
- (j) *Member in Good Standing* means a Member who (i) continues to meet the conditions set out in Section 3.3 below, (ii) has not been disciplined by Kingston United Soccer Club in accordance with Section 3.9 below, and (iii) has completed and remitted all documents required by Kingston United Soccer Club.
- (k) *Officer* means an individual elected or appointed as an officer of Kingston United Soccer Club according to the provisions of Article 7.
- (l) "*KUSC*" means The Kingston United Soccer Club.
- (m) *Ordinary Resolution* means a resolution that (i) is submitted to a Meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast in favour of the resolution, or (ii) is consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney.
- (n) *Person* includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative.
- (o) *Regulations* means the regulations made under the Act, as amended, restated or in effect from time to time.
- (p) *Special Resolution* means a resolution that (i) is submitted to a Special Meeting of Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast in favour of the resolution, or (ii) consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney.

1.2 Interpretation

In the interpretation of the By-laws, unless the context otherwise requires, the following rules shall apply:

- (a) Terms defined in the Act and used in the By-laws but not otherwise defined in the By-laws have the same meaning when used in the By-laws;
- (b) Words importing the singular number only shall include the plural and vice versa;
- (c) Words referring to one gender include all genders;
- (d) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (e) Notwithstanding any provision of the By-laws, where any such provision conflicts with the Act or the Articles, the Act or the Articles, as the case may be, shall govern.

- (f) The By-laws will be strictly interpreted at all times in accordance with and subject to the purposes contained in the Articles.

ARTICLE 2 GENERAL

2.1 Financial Year End

Unless otherwise determined by the Board, the financial year-end of Kingston United Soccer Club shall be September 30th in each year.

2.2 Corporate Seal

Kingston United Soccer Club may, but need not, have a corporate seal. If a corporate seal is approved by the Board, the President or designate of Kingston United Soccer Club shall oversee the corporate seal and its use.

2.3 Conduct of Meetings

Unless otherwise determined by the Board meetings of the Board are to be conducted according to Robert's Rules of Order.

2.4 Execution of Documents

- (a) Contracts, etc. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by Kingston United Soccer Club may be signed by any two officers or directors, signing together or as set out in the Operating Policies and Procedures. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed by resolution of the Board or as set out in the Operating Policies and Procedures.
- (b) Payments and Financial Instruments. All payments issued or endorsed in the name of Kingston United Soccer Club shall be approved by such Officers and employees of Kingston United Soccer Club in such manner as shall be determined from time to time by resolution of the Board or as set out in the Operating Policies and Procedures.

2.5 Operating Policies and Procedures

- (a) Subject to the Act, the Board may adopt, amend or repeal such operating policies and operational procedures that are not inconsistent with the Articles or the By-laws relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest, as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy or operational procedure adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board. The Board may not adopt policies and procedures in respect of matters that the Act contains mandatory rules about or which the Act requires to be included in either the Articles, the By-laws or both the Articles and the By-laws.

2.6 Auditor and Level of Financial Review

Kingston United Soccer Club shall be subject to the requirements relating to the appointment of an auditor and level of financial review required by the Act.

2.7 Annual Audited Financial Statements

Kingston United Soccer Club shall send copies of the annual financial statements and any other documents required by the Act to the Members not less than seven (7) days before the day on which an annual Meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed to all Members who have informed Kingston United Soccer Club that they wish to receive a copy of those documents.

ARTICLE 3 MEMBERS

3.1 Classes of Members

Subject to the Act and the Articles, there shall be three classes of members in Kingston United Soccer Club: Voting Members and Life Members.

(a) Voting Members

- (i) Voting Membership will be available to Kingston United Soccer Club.
- (ii) The term of membership of a Voting Member shall be annual, based on Kingston United Soccer Club's financial year end, (October 1 – September 30) and is subject to renewal in accordance with this By-law or the Operating Policies and Procedures.
- (iii) Subject to the By-laws, each Voting Member is entitled to send up to 1 delegate of the Voting Member to Meetings of Members
- (iv) As set out in the Articles, each Voting Member is entitled to receive notice of, attend and vote at all Meetings of Members, in accordance with the provisions of the By-laws.
- (v) If a voting member, such as a player, is under the age of 18, they may be represented by a parent or guardian.

(b) Life Members

- (i) Life Membership will be available to individuals who have exemplified the values of Kingston United Soccer Club and have acted as a pinnacle example of Kingston United Soccer Club. Individuals considered for life membership are individuals who have rendered special service and significant an overall contribution to the game of soccer in Ontario to an extent beyond normal participation.
- (ii) The term of membership of each Life Member is for the life of the Life Member, and not subject to renewal.
- (iii) As set out in the Articles, subject to the Act and the Articles, a Life Member shall not be entitled to receive notice of, attend or vote at Meetings of the Members of Kingston United Soccer Club. Life Members may be invited by the Board to any Meeting of the Members.
- (iv) Life membership shall be approved by the Board.

3.2 Eligibility for Membership in Kingston United Soccer Club

Membership in Kingston United Soccer Club is not automatic and is not a right of any Person. With the exception of Life Members, membership in Kingston United Soccer Club shall be available only to persons interested in furthering Kingston United Soccer Club's purposes, who have applied for membership into Kingston United Soccer Club in accordance with the provisions of the Articles, By-laws and the Operating Policies and Procedures, who meet the conditions set out in Section 3.3 below.

3.3 Conditions of Membership

Subject to Section 3.1, a soccer organization may become a Member provided that:

- (a) it has registered as a coach and/or as a player with Kingston United Soccer Club in writing on the form approved by the Board;
- (b) it pays all fees, dues and other monies approved by the Board
- (c) it agrees to comply with all of Kingston United Soccer Club governing documents, including the Articles, the By-laws and the Operating Policies and Procedures.

3.4 Dues , Fees and Other Monies

- (a) Annual Player Registration Fees may only be implemented after such annual Player Registration Fees have been approved by the Board.

3.5 Renewal of Membership

- (a) Other than Life Members, all Members must apply membership each year. In order for a Member, other than a Life Member, qualify to remain a Member of Kingston United Soccer Club, such Member must
 - (i) continue to meet the eligibility requirements set out in Sections 3.1 and 3.2 above;
 - (ii) submit all documentation set out in the coach and/or player registration form;
 - (iii) agree to continue to comply with all of Kingston United Soccer Club's governing documents, including the Articles, the By-laws and the Operating Policies and Procedures; and
 - (iv) pay all fees, dues, annual Player Registration fees, and other monies approved in accordance with the By-laws and the Operating Policies and Procedures.
- (b) Approval of Renewal – Only renewal applications that are complete and which include all of the required documents, all payments due to Kingston United Soccer Club and meet all of the conditions and qualifications set out in the By-laws will be approved. Should a renewal application be incomplete (including lack of required documentation and/or monetary payments), the Member may be referred for disciplinary action in accordance with Section 3.9 below.

3.6 Membership Transferability

A Membership may only be transferred to Kingston United Soccer Club.

3.7 Termination

Membership in Kingston United Soccer Club is terminated when:

- (a) the Member dies, if the Member is an individual;
- (b) the Member resigns by delivering a written resignation to the President of Kingston United Soccer Club, in which case such resignation shall be effective on the date specified in the resignation;
- (c) the Member's term of Membership expires and has not been renewed in accordance with the By-laws or the Operating Policies and Procedures;
- (d) the Member fails to maintain any of the qualifications or conditions of membership described in Sections 3.1, 3.2 or 3.3 of these By-laws;
- (e) the Member is expelled or their Membership is otherwise terminated in accordance with the Articles or By-laws; or
- (f) Kingston United Soccer Club is liquidated or dissolved under the Act.

3.8 Effect of Termination of Membership

Subject to the Act and the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of Kingston United Soccer Club, automatically cease to exist.

3.9 Discipline of Members

The Board shall have authority to suspend or recommend to the Voting Members to expel any Voting Member or Associate Member from Kingston United Soccer Club on any one or more of the following grounds:

- (i) violating any provision of the Articles, By-laws or the Operating Policies and Procedures;
 - (ii) carrying out any conduct which may be detrimental to Kingston United Soccer Club as determined by the Board in its sole discretion;
 - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of Kingston United Soccer Club.
- (b) In the event that the Board determines that a Member should be suspended or expelled from Membership in Kingston United Soccer Club, the Chair of the Board, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' written notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair of the Board, or such other Officer as may be designated by the Board, in

response to the notice received within such fifteen (15) day period. In the event that no written submissions are received by the Chair of the Board, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or will be making a recommendation to the Voting Members that the Member be expelled from Membership in Kingston United Soccer Club. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

- (c) Should the Board determine that a Voting Member be expelled from the Membership of Kingston United Soccer Club, the Board shall call a special Meeting of Members and present its recommendation to the Voting Members at such meeting. The expulsion of a Voting Member must be passed by the Voting Members at such meeting by Special Resolution.

3.10 Resignation Does not Affect Disciplinary Investigation

The resignation of a Member does not affect any disciplinary investigation undertaken by Kingston United Soccer Club involving the Member pursuant to Section 3.9 above.

ARTICLE 4 MEMBERS' MEETINGS

4.1 Notice of Members Meetings

- (a) Means of Notice. In accordance with and subject to the Act, notice of the time and, if applicable, the place of a Meeting of Members shall be given to each Member entitled to vote at the meeting not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held.
- (b) Instructions for Attending Meetings by Telephonic or Electronic Means. A notice of a meeting to be held completely or partially by telephonic or electronic means must include instructions for attending and participating in the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Notice to Others. Notice of a Meeting of Members shall also be given to each Director and to the auditor of Kingston United Soccer Club (or the person appointed to conduct a review engagement of Kingston United Soccer Club not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held.
- (d) Special Business. Notice of any Meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting.
- (e) Record Date. The Directors may fix a record date for determination of Members entitled to receive notice of any Meeting of Members in accordance with the requirements of the Act.

4.2 Waiver of Notice

A Member and any other person entitled to attend a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person attends a Meeting of Members for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

4.3 Place of Members' Meetings

Meetings of Members may be held at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Ontario.

4.4 Participation by Electronic Means at Members' Meetings

If Kingston United Soccer Club chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic or other communication facility that Kingston United Soccer Club has made available for that purpose.

4.5 Members' Meeting Held Entirely by Electronic Means

Notwithstanding Section 4.3, if the Directors or Members of Kingston United Soccer Club call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.6 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors, and the auditor of Kingston United Soccer Club (or the person appointed to conduct a review engagement of Kingston United Soccer Club) and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of Kingston United Soccer Club to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.7 Authorized Representative of Member

Voting Members shall inform Kingston United Soccer Club in writing at least seven (7) days prior to a Meeting of Members, the name of the authorized representative of the Voting Member. Only the authorized representative of the Voting Member may vote on behalf of such Voting Member.

4.8 Annual Meetings

An annual Meeting of Members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting must be held not later than six (6)

months after the end of Kingston United Soccer Club's preceding fiscal year end. The annual meeting shall be held for the purpose of: considering the financial statements and reports of Kingston United Soccer Club required by the Act to be presented at the meeting, considering the audit or review engagement report, if any; considering an extraordinary resolution to have a review engagement instead of an audit or not to have an audit or a review engagement; electing directors, if applicable; reappointment of incumbent auditor or person appointed to conduct a review engagement; and transacting such other business as may properly be brought before the meeting or is required under the Act (the "Annual Meeting Business").

4.9 Special Meetings

The Board may at any time call a special Meeting of Members for the transaction of any business which may properly be brought before the Members.

4.10 Special Business

All business transacted at a Meeting of Members, except for the Annual Meeting Business, is special business.

4.11 Members Calling a Members' Meeting

Subject to the exceptions in the Act, the Board shall call a special Meeting of the Members in accordance with the Act, on written requisition of Members in Good Standing carrying not less than ten percent (10%) or more of the voting rights that may be cast at a Meeting of the Members sought to be held. Subject to the Act, if the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.12 Chair of Members' Meetings

The chairperson of Meetings of the Members shall be the President. In the event that the President is absent, the Vice-President shall be the chair of Meetings of the Members. In the event that both the President and the Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.13 Quorum at Members' Meetings

- (a) Subject to the Act, a quorum at any Meeting of Members shall be a minimum of 12 members in accordance with Section 4.16 below. If a quorum is present at the opening of a Meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. For the purposes of determining quorum, a Member may be present in person, by proxy, or by telephonic and/or by other electronic means.
- (b) If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

4.14 Proxies

- (a) Every Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the

extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - (ii) a Member may revoke a proxy by depositing a document signed by the Member or the Member's attorney in accordance with the Act and the Regulations;
 - (iii) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
 - (iv) a proxy shall be in writing, executed by the Member or the Member's attorney and shall conform with the requirements of the Act and the Regulations; and
 - (v) votes by proxy shall be collected, counted, and reported in such manner as the chair of the meeting directs, in accordance with the Act and the Regulations.
- (b) No person may hold more than two (2) proxies.

4.15 Voting by Mail or by Telephonic or Electronic Means at Members' Meetings

- (a) In addition to voting by proxy as set out in Section 4.14, each Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility.

4.16 Voting Rights

- (a) Subject to the Act and in accordance with the Articles, each Voting Member who is a Member in Good Standing has the following voting rights at all Meetings of the Members:

1 member = 1 vote.

4.17 Method of Voting

Subject to the methods of voting set out in Section 4.15 above,

- (a) Voting for the election of Directors shall be by way of secret ballot; and
- (b) Voting for all other matters shall be by way of a show of hands, unless a secret ballot is requested by a Member entitled to vote at the meeting.

4.18 Votes to Govern

At any Meeting of Members every question shall, unless otherwise provided by the Act, the Articles or the By-laws, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not have a casting vote and the resolution is defeated.

4.19 Changing the Method of Voting by Members not in Attendance at a Meeting of Members

Pursuant to the Act, a Special Resolution is required to make any amendment to the By-laws of Kingston United Soccer Club to change the method of voting by Members not in attendance at a Meeting of Members.

ARTICLE 5 BOARD OF DIRECTORS

5.1 Number of Directors

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members entitled to vote on such resolution by Special Resolution.

5.2 Composition of Board

Unless changed in accordance with the Act, the Articles and the By-laws, the composition of the Board shall include the following:

President

Vice President

Treasurer

Secretary

Directors at Large x 5

5.3 Eligibility

In order for an individual to be eligible to be elected as a director of Kingston United Soccer Club.

- (a) such individual must be a resident of Ontario,
- (b) such individual shall not have been convicted of a criminal offence under the *Criminal Code* of Canada
- (c) All business connections should be reviewed for conflict of interests before being allowed to vote on a particular topic and may be asked to be excused for particular topics

5.4 Qualifications

In addition to the qualifications for Directors set out in the Act, each Director shall at the time of such individual's election or appointment as a Director and throughout the Director's term of office,

- (a) Pass Kingston United Soccer Club's Operating Policies and Procedures related to screening individuals who volunteer with Kingston United Soccer Club.
- (b) If a paid employee, consultant, contractor, match official, or member of a judicial body of any of (i) Kingston United Soccer Club (ii) a Voting Member, or (iii) Ontario Soccer

or Canada Soccer will be excluded from certain conversations/voting opportunities to ensure no conflict of interest.

- (c) Not be a director or officer of (i) a Voting Member, , (ii) any league or club affiliated with either a Voting Member or (iii) Ontario Soccer or Canada Soccer.

5.5 Director's Consent to Act

An individual who is elected or appointed as a Director must consent in writing to be a Director in accordance with the Act. A Director who is re-elected or re-appointed as a Director where there is no break in the Director's term of office does not need to consent to act as a director each time such individual is re-elected or re-appointed as a Director.

5.6 Nominations

- (a) The Board shall appoint a nominations committee in accordance with Section 8.3 below. The nominations committee shall be responsible for soliciting and evaluating the eligibility of all candidates for election as directors of Kingston United Soccer Club in accordance with Section 8.5.
- (b) Nominations for the election of directors from the floor at any Meeting of Members are not allowed.

5.7 Election of Directors

- (a) The Directors shall be elected by the Members at each annual Meeting of Members at which an election of directors is required.
- (b) Directors shall be elected on the following rotational basis, based upon the rotation of the election of directors of the by-law in place immediately prior to the Effective Date:

ENTER BELOW ELECTION ROTATION FOR EACH BOARD POSITION BASED ON YOUR REQUIRED CYCLE.

- (i) For annual meetings held for odd-numbered fiscal years, the President, Treasurer and three Directors at Large will be elected.
- (ii) For annual meetings held for even-numbered fiscal years, the Vice President, Secretary and two Directors at Large will be elected.
- (c) The election of directors shall take place based on each position to be filled on the Board in accordance with the rotation set out in Section 5.7(b).
- (d) A candidate shall be declared elected as a Director when the candidate receives a majority of votes cast. If no candidate is declared elected, the candidate receiving the lowest number of votes and any candidate(s) receiving less than ten (10%) percent of the total vote shall be removed from the ballot and the vote repeated until such time as a candidate is elected. If there is only one candidate nominated for a particular position on the Board, that candidate shall be elected by acclamation.

5.8 Term of Office and Number of Terms

- (a) Each Director shall be elected to hold office until the **2nd** annual meeting after such Director is elected, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election.
- (b) There is no limit to the number of consecutive terms a Director may serve as long as such individual remains qualified pursuant to the Act, the Articles and the By-laws.

5.9 Incumbent Directors

If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

5.10 Automatic Vacation of Office

The office of a Director shall automatically be vacated when

- (a) the Director dies;
- (b) the Director resigns in accordance with the Act and Section 5.11 below;
- (c) the Director no longer meets the eligibility requirements set out in Section 5.3 above or no longer fulfils all of the qualifications to be a Director set out in Section 5.4 above, as determined in the sole discretion of the Board;
- (d) the Director has not consented in writing to hold the office of a Director, despite being requested to so by the Board, within a reasonable period of time after such individual's election or appointment as a Director;
- (e) the Director is removed from office by the Members in accordance with Section 5.12 below; or
- (f) the Director violates any provision of the Articles, By-laws or Operating Policies and Procedures (including any ethics statement), as determined in the sole discretion of the Board.

Where an individual automatically vacates the office of a Director for one or more reasons set out in subsection 5.10(c) to subsection (f), the Board shall pass a resolution to (i) acknowledge such vacation of office, and (ii) confirm the effective date of such vacation of office. In addition, Kingston United Soccer Club shall provide written confirmation to the individual in question confirming the reason for and effective date of such vacation of office.

5.11 Effective date of Resignation of Director

A resignation of a Director becomes effective at the time a written resignation is sent to Kingston United Soccer Club or at the time specified in the resignation, whichever is later.

5.12 Removal of Director

Subject to the Act, the Members may by Ordinary Resolution at a special Meeting of Members remove any Director from office before the expiration of the Directors' term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.13 Filling Vacancies

In accordance with and subject to the Act and the Articles, a vacancy among the directors however caused may be filled only by a vote of the Voting Members in Good Standing, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles. Notwithstanding the foregoing, if the vacancy has arisen from a failure of the Members to elect the number or minimum number of Directors provided for in the Articles, the Board shall forthwith call a special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

ARTICLE 6 MEETINGS OF DIRECTORS

6.1 Calling of Meetings of the Board

Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time.

6.2 Notice of Meetings of the Board

- (a) Notice of the time and, if applicable, place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.1 of this By-law to every Director of Kingston United Soccer Club not less than seven (7) days before the time when the meeting is to be held.
- (b) If the meeting of the Board is to be held completely or partly by telephonic or electronic means, the notice for such meeting must include instructions for attending and participating in such meeting, and, if applicable, instructions for voting at such meeting.
- (c) Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- (d) Notice of an adjourned meeting is not required if all of the following are announced at the time of adjournment: (i) the time of the continued meeting, (ii) if applicable, the place of the continued meeting, and (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (e) Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting.
- (f) For the first meeting of the Board to be held following the election of Directors at an annual Meeting of Members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the Directors is present.

6.3 Chair of Board Meetings

The President of Kingston United Soccer Club shall chair all meetings of the Board. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) shall be the Chair of the meeting.

6.4 Regular Meetings of the Board of Directors

The Board shall meet a minimum of 4 times per year. The Board may appoint a day or days in any month or months for regular meetings of the Board at an hour and, if applicable, place to be named. A copy of any resolution of the Board fixing the time and, if applicable, place of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 34(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.5 Participation at Meeting by Telephone or Electronic Means

A Director may, in accordance with the Act and the Regulations, participate in a meeting of the Board by means of a telephonic, electronic or other communications facility that permits all participants to communicate with each other simultaneously and instantaneously during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at the meeting.

6.6 No Alternate Directors

No person shall act for an absent Director at a meeting of the Board, specifically: no Director may send another person to attend a meeting of the Board to represent that director and no Director may appoint another person as that Director's proxy to attend a meeting of the Board on that Director's behalf.

6.7 Quorum

Subject to the Act or the Articles, a majority of the number of Directors elected or appointed according to Section 5.7 shall constitute a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person or by telephonic or electronic means.

6.8 Votes to Govern at Meetings of the Board

Each Director has one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not have a casting vote.

6.9 Confidentiality

Every Director shall respect the confidentiality of matters brought before the Board or before any committee of the Board.

ARTICLE 7 OFFICERS

7.1 Composition

The Officers of Kingston United Soccer Club shall be the President of the Board, Vice-President of the Board, Secretary, and Treasurer.

7.2 Term

The term of each officer, other than the President, the Secretary and the Treasurer, shall be **2** years or until they or their successors are elected or appointed. The term of the President can be **unlimited** consecutive terms of **2** years each.

7.3 Duties of Officers

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of Kingston United Soccer Club, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) President – Serves as the Chair of the Board and shall be a Director and shall be elected in accordance with the provisions of section 5.7. The President shall not hold the position of Secretary at the same time as the position of President. The President shall, when present, preside at all meetings of the Board and of the Members. The President will be an official spokesperson of Kingston United Soccer Club. The President will oversee and supervise, if applicable, the most senior staff member and will perform such other duties as may from time to time be established by the Board.
- (b) Vice President – Serves as the Vice- President and shall be a Director and shall be elected in accordance with the provisions of section 5.7. The Vice- President shall not hold the position of Secretary at the same time as Vice President of the Board. If the President is absent or is unable or refuses to act, the Vice- President shall, when present, preside at all meetings of the Board and of the Members. In the absence or disability of the President, the Vice- President shall perform the duties and exercise the powers of the President. The Vice- President will perform such other duties as may from time to time be established by the Board.
- (c) Secretary – The Secretary shall be appointed by the Board and may not be the President or Vice-President of Kingston United Soccer Club. The Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in Kingston United Soccer Club's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor (or person appointed to conduct a review engagement of (Kingston United Soccer Club) and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to Kingston United Soccer Club.
- (d) Treasurer – The Treasurer shall be a Director appointed by the Board and may not be the President or Vice-President of Kingston United Soccer Club. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of Kingston United Soccer Club; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of Kingston United Soccer Club.

7.4 Vacancy in Office

- (a) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer. Unless so removed, an Officer shall hold office until the earlier of:
 - (i) the expiry of the Officer's term of office,
 - (ii) the Officer's successor being appointed,
 - (iii) the Officer's resignation,
 - (iv) such Officer ceasing to be a Director (if a necessary qualification of appointment) or
 - (v) such Officer's death.
- (b) If the office of any Officer shall be or become vacant, the Directors may, by resolution, appoint an individual to fill such vacancy.

ARTICLE 8 COMMITTEES

8.1 Types of Committees

- (a) Kingston United Soccer Club shall establish Standing Committees and/or Operational Committees.
- (b) The Board may also establish ad hoc committees from time to time that the Board deems necessary for managing the affairs of the Corporation. The Board may appoint members of such ad hoc committees or provide for the election of members of committees, and may prescribe the duties and terms of reference of such ad hoc committees.

8.2 Restrictions on Committees

No committee has the authority to incur debts in the name of Kingston United Soccer Club.

8.3 Standing Committees

The Board shall determine types of standing committees required.

8.4 Operational Committees

The Board shall determine types of operational committees if required.

8.5 Nominations Committee

A minimum of three members of the Board will form this committee. The committee will solicit the membership for potential candidates for the board and the community. The committee will collect information from potential candidates to determine their eligibility to serve on the Board in accordance with Sections 5.3 and 5.4 in addition to any additional qualifications determined by the Board to ensure it has the expertise necessary to meet its fiduciary responsibilities and oversee the proper management of Kingston United Soccer Club.

ARTICLE 9 INDEMNIFICATION AND INSURANCE

9.1 Limitation of Liability

No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to Kingston United Soccer Club through the insufficiency or deficiency of title to any property acquired by Kingston United Soccer Club for or on behalf of Kingston United Soccer Club or for the insufficiency or deficiency of any security in or upon which any of the monies of Kingston United Soccer Club shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom or which any of the monies, securities or effects of Kingston United Soccer Club shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

9.2 Indemnity of Directors and Officers

Except as provided in section 46 of the Act, every director and officer of Kingston United Soccer Club, every former director or officer of Kingston United Soccer Club or a person who acts or acted at Kingston United Soccer Club's request as a director or officer of a body corporate of which Kingston United Soccer Club is or was a shareholder or creditor, and his heirs and legal representatives shall, from time to time, be indemnified and saved harmless by Kingston United Soccer Club from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such corporation or body corporate if,

- (a) the individual acted honestly and in good faith with a view to the best interests of Kingston United Soccer Club or other entity, as the case may be; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

9.3 Insurance

Subject to the limitations contained in the Act, Kingston United Soccer Club may purchase and maintain insurance for the benefit of an individual referred to in subsection 46(1) of the Act against any liability incurred by the individual:

- (a) in the individual's capacity as a director or officer of Kingston United Soccer Club; or
- (b) in the individual's capacity as a director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at Kingston United Soccer Club's request.

ARTICLE 10 GENERAL MATTERS

10.1 Method of Giving any Notice

- (a) Method of Delivery. Subject to Sections 4.1 and 6.2 above, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the auditor (or person appointed to conduct a review engagement of Kingston United Soccer Club) shall be sufficiently given:
- (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of Kingston United Soccer Club or in the case of notice to a Director to the latest address as shown in the last notice that was filed by Kingston United Soccer Club in accordance with the Act;
 - (ii) if mailed to such person at such person's recorded address by prepaid ordinary mail;
 - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - (iv) if provided in the form of an electronic document in accordance the Act.
- (b) Time of Delivery. A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor (or person appointed to conduct a review engagement of Kingston United Soccer Club) or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of Kingston United Soccer Club to any notice or other document to be given by Kingston United Soccer Club may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

10.2 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, Kingston United Soccer Club shall not be required to give any further notices to such Member until such Member informs Kingston United Soccer Club in writing of the Member's new address.

10.4 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a committee of the Board or auditor (or person appointed to conduct a review engagement of Kingston United Soccer Club) may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

10.5 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor (or person appointed to conduct a review engagement of Kingston United Soccer Club), or the non-receipt of any notice by any such person where Kingston United Soccer Club has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

10.6 Invalidity of any Provisions of this By-law

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

ARTICLE 11 DISPUTE RESOLUTION

Disputes or controversies among Members, Directors, Officers, Registrants, committee members and the Voting Members' Counsel are as much as possible to be resolved in accordance with the dispute resolution provisions of the Operating Policies and Procedures.

ARTICLE 12 AMENDMENTS

12.1 Amendment to Articles

The Articles may only be amended if the amendment is confirmed by a Special Resolution. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

12.2 By-laws and Effective Date

- (a) Subject to the Act and the Articles,
 - (i) the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of Kingston United Soccer Club.
 - (ii) any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members confirming such By-law, amendment or repeal.
 - (iii) the Voting Members may make a proposal to make, amend or repeal a by-law in accordance with the Act.
- (b) In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by the Members by Special Resolution.

- (c) Previous By-laws - All previous By-laws of Kingston United Soccer Club are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the By-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to their repeal.

ENACTED by the Board as of the ____ day of _____20__.

President (signed)

Secretary (signed)

CONFIRMED by the Members as of the ____ day of _____20__.

Secretary (signed)