

MUSKOKA UNITED FOOTBALL CLUB

BY-LAW NO. 2022-1

TABLE OF CONTENTS

	page #
1	INTERPRETATION 1
	1.01 Meaning of Words 1
2	MEMBERSHIP..... 3
	2.01 Composition 3
	2.02 Members’ Rights..... 3
	2.03 Appointment of Authorized Representative..... 3
	2.04 Rights of Authorized Representative..... 3
	2.05 Condition of Membership..... 3
	2.06 Termination of Membership 4
	2.07 No Compensation for Members 4
	2.08 Dispute Resolution 4
3	BOARD OF DIRECTORS 4
	3.01 Board..... 4
	3.02 Qualifications..... 5
	3.03 Removal of Directors 5
	3.04 Vacancies..... 5
	3.05 Resignation of Directors 6
	3.06 Remuneration of Directors..... 6
4	ELECTION OF THE BOARD 6
	4.01 Election of Directors 6
	4.02 Election in Rotation..... 6
	4.03 Term of Office..... 6
	4.04 Re-Election..... 6
	4.05 Elections..... 6
	4.06 Nominations 6
	4.07 Forms 7
5	MEETING OF DIRECTORS..... 7
	5.01 Calling Meetings 7
	5.02 Meeting following Annual Meeting 7
	5.03 Regular Meetings 7
	5.04 Notice of Meetings..... 7
	5.05 Meetings by Telephonic or Electronic Means..... 7
	5.06 Quorum 7
	5.07 Voting..... 8
	5.08 Written Resolutions 8
	5.09 Adjournments 8
6	MEETINGS OF THE MEMBERS 8
	6.01 Annual Meeting 8
	6.02 Meetings by Electronic Conference 8
	6.03 Special Meeting 8
	6.04 Notice of Meetings..... 8

6.05	Those Entitled to be Present	9
6.06	Quorum	9
6.07	Chair.....	9
6.08	Voting by Members.....	9
6.09	Electronic, Mail or Telephone Voting	9
6.10	Proxies	10
6.11	Ballot	10
6.12	Adjournments	10
6.13	Written Resolutions	11
7	POLICIES, RULES AND REGULATIONS.....	11
7.01	Board May Establish.....	11
8	OFFICERS	11
8.01	Officers.....	11
8.02	Offices of the President and Vice-President.....	11
8.03	Term of Office of other Officers.....	11
8.04	President.....	12
8.05	Vice-President	12
8.06	Secretary.....	12
8.07	Treasurer.....	12
8.08	Delegation of Duties	12
8.09	Board Appoint Other Officers.....	13
8.10	Holding More Than One Office	13
8.11	Removal from Office.....	13
8.12	Remuneration of Officers or Employees	13
9	COMMITTEES.....	13
9.01	Standing Committees	13
9.02	Ad Hoc Committees.....	13
9.03	Rules Governing Committees.....	13
9.04	Limits on Authority of Committees	14
10	CONFLICT OF INTEREST	14
10.01	Conflict of Interest.....	14
11	PROTECTION OF DIRECTORS, OFFICERS AND OTHERS.....	14
11.01	Limitation of Liability	14
11.02	Indemnity and Insurance	15
12	EXECUTION OF DOCUMENTS	15
12.01	Execution of Documents.....	15
13	BORROWING BY THE CORPORATION.....	15
13.01	General Borrowing Authority.....	15
14	FINANCIAL YEAR	15
14.01	Financial Year Determined	15
15	AUDITOR	16
15.01	Board May Make Initial Appointment	16
15.02	Annual Appointment	16
15.03	Removal of Auditor	16
15.04	Vacancy in the Office of Auditor.....	16
15.05	Remuneration of Auditor.....	16
16	NOTICE	16
16.01	When Notice Deemed Given	16
16.02	Declaration of Notice	17
16.03	Computation of Time	17
16.04	Omissions and Errors	17
16.05	Waiver	17

17	BY-LAWS AND EFFECTIVE DATE	17
	17.01 Effective Date of this By-Law	17
	17.02 Amendments requiring Special Resolution	17
	17.03 By-Laws and Effective Date.....	18

MUSKOKA UNITED FOOTBALL CLUB

BY-LAW NO. 2022-1

1 INTERPRETATION

1.01 Meaning of Words

In this By-Law and all other By-Laws, resolutions, and any other policies of the Corporation, unless otherwise defined:

- (a) “Act” means the *Not-for-Profit Corporations Act*, 2010, S.O. 2010, c. 15, and any statute or regulations that may be substituted, as amended from time to time;
- (b) “Ad Hoc Committee” means a Committee established by the Board pursuant to section 9.02;
- (c) “Annual Business” shall include: consideration of the financial statements; consideration of the audit or review engagement report, if any; an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; election of Directors; and reappointment of the incumbent Auditor or person appointed to conduct a review engagement;
- (d) “Annual Meeting” means an annual meeting of Members as provided in section 6.01;
- (e) “Articles” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a Special Act;
- (f) “Auditor” means the auditor of the Corporation appointed pursuant to Article 15;
- (g) “Authorized Representative” means a person named to act as an authorized representative of a Member pursuant to section 2.03;
- (h) “Board” means the Directors of the Corporation from time to time;
- (i) “BSC” means Bracebridge Soccer Club, a non-share capital corporation incorporated under the provisions of the Act;
- (j) “By-Law” means this by-law and any other by-law of the Corporation that may be in force;
- (k) “Class A Director” means a Director elected in accordance with paragraph 4.01(a);
- (l) “Class B Director” means a Director elected in accordance with paragraph 4.01(b);
- (m) “Committee” means a Standing Committee or Ad Hoc Committee established from time to time by the Board;
- (n) “Corporation” means **Muskoka United Football Club**;
- (o) “Director” means a director of the Corporation, and includes a Class A Director and a Class B Director;

- (p) “Extraordinary Resolution” means a resolution that is submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast, or consented to by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member’s attorney;
- (q) “Government Regulations” means the regulations made under the Act as amended, restated or in effect from time to time;
- (r) “HSC” means Huntsville Soccer Club, a non-share capital corporation incorporated under the provisions of the Act;
- (s) “Member” means a person who has become a member of the Corporation in accordance with section 2.01;
- (t) “Officer” means an officer elected or appointed pursuant to Article 8;
- (u) “Ordinary Resolution” means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Members;
- (v) “OSA” means Ontario Soccer Association;
- (w) “Protected Person” means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
 - (i) is a Director of the Corporation;
 - (ii) is an Officer of the Corporation;
 - (iii) is a member of a committee of the Corporation; or
 - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body corporate controlled by the Corporation, whether in the person’s personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;
- (x) “Special Business” includes all business transacted at a Special Meeting and all business transacted at an Annual Meeting, other than Annual Business;
- (y) “Special Meeting” means a meeting of Members that is not an Annual Meeting;
- (z) “Special Resolution” means a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member’s attorney; and
- (aa) “Written Resolution” means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

2 MEMBERSHIP

2.01 Composition

Subject to the Articles, there shall be two (2) classes of Members in the Corporation, consisting of the following:

- (a) Class A Members, which shall consist of HSC, together with any other persons admitted as Class A Members by the Class A Members then in office;
- (b) Class B Members, which shall consist of BSC, together with any other persons admitted as Class B Members by the Class B Members then in office.

2.02 Members' Rights

Subject to voting rights belonging exclusively to particular classes of Member(s) as set out in these By-Laws, each Member shall be entitled to receive notice of, attend, speak at and vote at all meetings of the Members of the Corporation. In the event that there are no Members of a particular class in office, the remaining Members shall exercise the rights belonging to that class.

2.03 Appointment of Authorized Representative

A Member that is a corporation or other entity shall, from time to time, in writing, appoint a person who shall be its Authorized Representative and may at any time remove and/or replace a person as its Authorized Representative.

Such Member shall provide the details and contact information of the Authorized Representative to be appointed, removed or replaced from time to time to the President or to the Secretary, either of whom shall immediately update the Corporation's records for the purposes of providing notice of all meetings at which the Authorized Representative is entitled to exercise the rights provided in section 2.04.

2.04 Rights of Authorized Representative

Unless the Corporation receives written notification from a Member that an Authorized Representative has been removed or shall not otherwise attend, act or vote on behalf of the Member in respect of a particular meeting or matter brought before the Members, the Authorized Representative shall be entitled to:

- (a) receive notice of any meeting the Member is entitled to receive;
- (b) act as the proxy holder of the Member in respect of any meeting of Members, as further described in section 6.09;
- (c) appoint another person as the proxy holder of the Member in respect of any meeting of Members, as further described in section 6.09;
- (d) attend, speak at, and vote at a meeting at which the Member is entitled to vote; and
- (e) execute a Written Resolution on behalf of the Member.

2.05 Condition of Membership

No Member shall independently operate any development or representative soccer program that conflicts or competes with the programs operated by the Corporation, except as authorized by the Corporation.

2.06 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) the resignation in writing of a Member of the Corporation;
- (b) if a Member violates the condition in section 2.05 and the remaining Members vote by Ordinary Resolution to remove such Member as a Member;
- (c) the insolvency or dissolution of a Member; or
- (d) the liquidation or dissolution of the Corporation under the Act.

2.07 No Compensation for Members

A Member shall not be entitled to any compensation upon termination of membership.

2.08 Dispute Resolution

The Corporation shall adhere to the dispute resolution process as published and approved by the OSA.

Any Member of the Corporation may initiate the dispute resolution process by communicating in writing to the OSA, with a copy to the Corporation and the District Association, the nature and facts of the dispute. The OSA, at its discretion, may proceed with the dispute resolution process by assigning one or more neutral persons to the dispute.

The dispute resolution process shall not be used for game discipline which follows the normal discipline and appeals process.

The Corporation shall make available to any member the dispute resolution process when requested.

3 BOARD OF DIRECTORS

3.01 Board

- (a) Subject to the Act, as applicable, the affairs of the Corporation shall be managed by a Board of eight (8) Directors, consisting of:
 - (i) four (4) Class A Directors elected in the manner provided under paragraph 4.01(a); and
 - (ii) four (4) Class B Directors elected in the manner provided under paragraph 4.01(b).
- (b) The number of Directors may be increased or decreased, to not less than three (3) Directors, by Special Resolution as provided in section 1.01(y).
- (c) At all times, the Board shall consist of an equal number of Class A Directors and Class B Directors. In the event that a vacancy should arise in the Class A Directors or Class B Directors, such that there is no longer an equal number of Class A Directors and Class B Directors in office, the following shall apply:
 - (i) subject to paragraph (ii), the Member(s) of the class that holds the right to fill the vacancy pursuant to section 3.04 shall, as soon as reasonably possible, fill the vacancy;

- (ii) if the Member(s) of the class that holds the right to fill the vacancy pursuant to section 3.04 are not in a position to fill the vacancy, they shall, as soon as reasonably possible, so notify the Member(s) of the other class;
 - (iii) in the event that notice is given under paragraph (ii), the Member(s) receiving such notice shall, prior to the next meeting of the Board, secure the resignation of or exercise their rights under section 3.03 to remove such number of Directors as is necessary so that there are an equal number of Class A Directors and Class B Directors in office.
- (d) In determining any increase or decrease in the number of Directors, and in determining the number of Directors to be elected in any year, the Members shall endeavour to avoid a circumstance in which either class of Member(s) is unable to elect a sufficient number of Directors to ensure that there are an equal number of Class A Directors and Class B Directors in office.

3.02 Qualifications

Each Director shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) not have the status of bankrupt;
- (c) 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; and
- (d) not be a person who has been declared incapable by any court in Canada or elsewhere.

If a person ceases to be qualified as provided in this section 3.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 3.04.

3.03 Removal of Directors

- (a) A Director may be removed from office before the expiration of the Director's term of office in the following manner:
 - (i) in the case of a Class A Director, by a majority of the votes cast by the Class A Member(s) at a Special Meeting duly called for the purpose of removing the Director; and
 - (ii) in the case of a Class B Director, by a majority of the votes cast by the Class B Member(s) at a Special Meeting duly called for the purpose of removing the Director.
- (b) The Members of a class that has voted to remove a Director may elect a person to replace the removed Director for the remainder of that Director's term of office.
- (c) A Director is entitled to give the Corporation a statement opposing his or her removal.

3.04 Vacancies

Except as provided in the Act, vacancies on the Board shall be filled in the following manner:

- (a) in the case of a Class A Director, by Ordinary Resolution of the Class A Member(s); and

(b) in the case of a Class B Director, by Ordinary Resolution of the Class B Member(s).

3.05 Resignation of Directors

A Director may resign as a Director of the Corporation by submitting a formal written resignation to the Secretary.

3.06 Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

4 ELECTION OF THE BOARD

4.01 Election of Directors

Subject to the provisions of the Act and the Articles, Directors shall be elected by the Members entitled to vote as follows:

- (a) Class A Directors shall be elected by the Class A Member(s); and
- (b) Class B Directors shall be elected by the Class B Member(s).

4.02 Election in Rotation

At the first meeting of Members called to elect Directors after the passage of this By-Law, the Board shall be elected in the following manner:

- (a) Two (2) Class A Directors shall be elected for a term of (2) years;
- (b) Two (2) Class A Directors shall be elected for a term of (1) year;
- (c) Two (2) Class B Directors shall be elected for a term of two (2) years; and
- (d) Two (2) Class B Directors shall be elected for a term of one (1) year;

Subsequently, the office of any Director whose term of office has expired shall then be filled by election for the term set out in section 4.03.

4.03 Term of Office

The term of office of each Director shall be two (2) years, to expire at the second Annual Meeting following election, or, if no successor is elected at the Annual Meeting, to expire when a successor is elected.

4.04 Re-Election

A Director shall be eligible to serve for an unlimited number of consecutive terms.

4.05 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

4.06 Nominations

Candidates for the office of Director shall consist of:

(a) in the case of Class A Directors, persons nominated by the Class A Member(s);
and:

(b) in the case of Class B Directors, persons nominated by the Class B Member(s).

4.07 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

5 MEETING OF DIRECTORS

5.01 Calling Meetings

Meetings of the Board may be called by the President, the Vice-President, the Secretary or any two (2) Directors and shall be held at the place specified in the notice; provided that for the first organization meeting following incorporation, such meeting may be called by any Director or incorporator and notice must be provided at least five (5) days before the meeting is to be held.

5.02 Meeting following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible but not more than ten (10) days following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

5.03 Regular Meetings

The Board may appoint one (1) or more days in each year for regular meetings of the Board at a set place and time. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no further notice shall be required for any such regular meeting except as may be required pursuant to the Act.

5.04 Notice of Meetings

Subject to the provisions of sections 5.02, 5.03 and 16.05, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

- (a) by courier, personal delivery, telephone, fax, e-mail or other electronic means at least two (2) days before the meeting is to take place, excluding the date on which notice is given; or
- (b) by mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

5.05 Meetings by Telephonic or Electronic Means

If all Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

5.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least majority of the Directors. No business shall be conducted at any meeting of the Board unless a quorum of Directors is present throughout the meeting.

5.07 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Unless this By-Law states otherwise, each Director shall have one (1) vote on each question raised at any meeting of the Board.

For a motion to pass, it must be approved by no less than two-thirds (2/3rds) of the votes cast.

5.08 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

5.09 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

6 MEETINGS OF THE MEMBERS

6.01 Annual Meeting

- (a) An Annual Meeting shall be held within Ontario unless a place outside Ontario is specified in the Articles or all Members entitled to vote at the meeting consent to holding the Annual Meeting at a place outside Ontario, determined by the Board, for the purpose of conducting the Annual Business and any Special Business.
- (b) The first Annual Meeting shall be held within eighteen (18) months of incorporation and subsequently not more than fifteen (15) months thereafter following the preceding Annual Meeting.

6.02 Meetings by Electronic Conference

- (a) A Member may participate in a meeting of Members by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Members may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

6.03 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

6.04 Notice of Meetings

Subject to section 16.05, notice of the time, place and date of any Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the

Auditor or the person appointed to conduct a review engagement of the Corporation not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held by:

- (a) mail, courier or personal delivery; or
- (b) telephone, fax, e-mail or other electronic means.

6.05 Those Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting, including Members and proxy holders;
- (b) the Directors and the Auditor or the person appointed to conduct a review engagement of the Corporation; and
- (c) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the President or by Ordinary Resolution of the Members.

6.06 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least a majority of all of the Members of the Corporation entitled to vote, and present in person or represented by proxy.
- (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.

6.07 Chair

In the absence of the President and the Vice-President, the Members present and entitled to vote and present at any meeting of Members shall choose another Director to act as chair of the meeting. If no Director is present or if all the Directors present decline to act as chair, the Members present and entitled to vote shall choose a Member to act as chair of the meeting.

6.08 Voting by Members

- (a) Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (b) At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation or the Act or unless a ballot is required by the chair of the meeting or requested by any Member. Whenever a vote by show of hands has been taken upon a question, unless a ballot is requested, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

6.09 Electronic, Mail or Telephone Voting

The Directors may provide for Members to vote by mail, telephone or electronic means instead of proxy voting. Such alternative means of voting must:

- (a) allow for verification that the votes are made by the Members entitled to vote; and
- (b) not allow the Corporation to identify how each Member voted.

6.10 Proxies

- (a) Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner set out in the proxy, to the extent and with the power conferred by the proxy and the Act and Government Regulations. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
 - (i) the Member entitled to vote;
 - (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or
 - (iii) if the Member is a body corporate, by an Officer or attorney of the body corporate duly authorized, or by the Authorized Representative.
- (c) A proxy is valid only at the meeting in respect of which it is given or at the continuation of that meeting after an adjournment.
- (d) Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.
- (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe; provided that any proxy deposited by a Member that is a corporation and which has been executed by other than the Authorized Representative shall be accepted and counted over a proxy form signed by the Authorized Representative. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours, excluding Saturdays and holidays before the meeting.

6.11 Ballot

A Member can demand a ballot during the meeting either before or after any vote. If at any meeting a vote by ballot is requested on the election of a chair, it must be taken forthwith without adjournment. If a vote by ballot is requested on any other question, it shall be taken in the manner and time as the chair of the meeting directs. The result of a vote by ballot shall be deemed to be the resolution of the meeting at which it was requested. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

6.12 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting where the resumption of the meeting occurs less than thirty (30) days from the date of the original meeting, other than an announcement at a meeting that is adjourned.

6.13 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at a meeting of Members, provided that, the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing his or her removal or replacement; and
- (b) the resignation, removal or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing his or her removal or replacement.

7 POLICIES, RULES AND REGULATIONS

7.01 Board May Establish

Subject to the Act and the By-laws, as applicable, the Board may from time to time make policies, rules and regulations affecting the organization and affairs of the Corporation. In the event of any conflict or inconsistency between such policies, rules and regulations and the By-laws, the By-laws shall prevail.

8 OFFICERS

8.01 Officers

- (a) The Directors may elect or appoint, as applicable, the following Officers, each of whom, unless otherwise provided in the By-Laws, shall be elected or appointed at the first meeting of the Board following an Annual Meeting.
 - (i) a President and Vice-President, each of whom are elected by and from among the Directors;
 - (ii) a Secretary, who may, but is not required to be a Director, appointed by the Board; and
 - (iii) a Treasurer, who may, but is not required to be a Director, appointed by the Board.
- (b) There may be such other Officers appointed by the Board in accordance with section 8.09.

8.02 Offices of the President and Vice-President

At all times, when the office of President is held by a Class A Director, the office of Vice-President shall be held by a Class B Director, and when the office of President is held by a Class B Director, the office of Vice-President shall be held by a Class A Director. The Board shall alternate the holding of these offices as between Class A Directors and Class B Directors.

8.03 Term of Office of other Officers

Subject to section 8.01, the term of office of each Officer who is not an employee of the Corporation shall be one (1) year, to expire at the next Annual Meeting following election or appointment. Any Officer who is an employee shall hold office at the pleasure of the Board, or pursuant to terms of employment.

8.04 President

The President shall be the chair of the Board. The President shall supervise and control the operations of the Corporation. The President shall, when present, preside at all meetings of the Board and Members. The President shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board. Unless otherwise determined by the Board, the President shall act as the Corporation's public representative.

8.05 Vice-President

The duties and powers of the President may be exercised by the Vice-President when the President is absent or unable to act. If the Vice-President exercises any of those duties or powers, the President's absence or inability to act shall be referenced in the minutes. The Vice-President shall also perform the other duties prescribed by the Board or incident to the office.

8.06 Secretary

The Secretary shall:

- (a) act as secretary of each meeting of the Corporation and the Board;
- (b) attend all meetings of the Corporation, the Board to record all facts and minutes of those proceedings in the books kept for that purpose;
- (c) give all notices required to be given to the Members and to the Directors;
- (d) be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation; and
- (e) perform the other duties prescribed by the Board.

8.07 Treasurer

The Treasurer shall:

- (a) keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- (b) deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board;
- (c) disburse the funds of the Corporation under the direction of the Board;
- (d) render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation;
- (e) co-operate with the Auditors of the Corporation during any audit of the accounts of the Corporation; and
- (f) perform the other duties prescribed by the Board.

8.08 Delegation of Duties

Except when otherwise required by law, any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out.

8.09 Board Appoint Other Officers

The Board may from time to time appoint such other Officers as it considers expedient, and may specify the term of such Officers as well as their duties and remuneration (if any).

8.10 Holding More Than One Office

Except for holding the office of President, a person may be nominated or selected for, elected or appointed to, and hold, more than one office.

8.11 Removal from Office

Any Officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

8.12 Remuneration of Officers or Employees

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties. The Board shall fix the remuneration of any other Officers or employees.

9 COMMITTEES

9.01 Standing Committees

There shall be the following Standing Committees unless otherwise determined by the Board:

- (a) Technical Committee (advisory); and
- (b) Discipline Committee.

The Board may appoint such other Standing Committees for such purposes as the Board may determine from time to time, and may dissolve any Standing Committee at any time.

9.02 Ad Hoc Committees

There may be such Ad Hoc Committees for such purposes as the Board may determine. The existence of each such Ad Hoc Committee shall be terminated automatically upon the occurrence of any of the following events:

- (a) the delivery of its report;
- (b) the completion of its assigned task; or
- (c) a resolution to that effect of the Board.

In the case of termination pursuant to subsection 9.02(b), the Board may continue such Ad Hoc Committee.

9.03 Rules Governing Committees

Subject to the By-Laws of the Corporation and any other policies, all Committees are subject to the requirements listed below:

- (a) the chair and members shall be appointed by the Board;
- (b) at all times each Committee shall have equal representation from each class of Members;

- (c) the Board may appoint to any Committee, persons who are not Members of the Corporation who are qualified to hold office;
- (d) a member of a Committee shall serve for a term ending at the commencement of the Annual Meeting following appointment, and is eligible for reappointment for one or more additional terms;
- (e) each Committee shall meet at least annually, and more frequently at the will of its chair or as required by its terms of reference, and as requested by the Board;
- (f) each Committee shall be responsible to, and report after each meeting to, the Board; or
- (g) subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint subcommittees.

9.04 Limits on Authority of Committees

No committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

10 CONFLICT OF INTEREST

10.01 Conflict of Interest

- (a) In accordance with the Act, and any or other policies, Directors and Officers shall disclose any interests, whether direct, indirect or imputed, in any matter as required by the Act and shall comply with all other requirements in the Act in respect of such conflict of interest.
- (b) The Directors shall be subject to the Conflict of Interest Policy in the OSA's published policies.

11 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

11.01 Limitation of Liability

Subject to the Act, as applicable, and provided that the Protected Person has acted honestly and in good faith in the performance of the duties of his or her office, no Protected Person shall be personally liable to the Corporation as a result of any acts or omissions of the Protected Person done in the course of carrying out his or her duties in relation to the Corporation.

11.02 Indemnity and Insurance

- (a) Subject to the Act and any policies of the Board from time to time, and provided that the Protected Person has acted honestly and in good faith in the performance of the duties of his or her office, the Corporation shall:
 - (i) indemnify each Protected Person from and against all costs, charges and expenses which such Protected Person sustains or incurs, including in relation to any action, suit or proceeding brought against such Person, that arise out the performance of the Protected Person's duties to the Corporation; and
 - (ii) purchase and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person.
- (b) Nothing in the By-laws shall limit the legal right of any Person, firm or corporation entitled to protection under the By-laws to claim indemnity or insurance coverage apart from the provisions of the By-laws.
- (c) It shall be the obligation of any Person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such Person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

12 EXECUTION OF DOCUMENTS

12.01 Execution of Documents

Documents requiring execution by the Corporation may be signed by any two of the President, Vice-President, or Secretary. The Board may appoint any Officer or any person on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

13 BORROWING BY THE CORPORATION

13.01 General Borrowing Authority

The Directors may, with authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

14 FINANCIAL YEAR

14.01 Financial Year Determined

The financial year of the Corporation shall terminate on the last day of September in each year or on such other date as the Board may determine.

15 **AUDITOR**

15.01 **Board May Make Initial Appointment**

The Board may, following incorporation, appoint an Auditor or a person to conduct a review engagement of the Corporation, to hold office until the first Annual Meeting, who must meet the requirements under the Act or Government Regulations.

15.02 **Annual Appointment**

Subject to the Act and the Government Regulations, the Members of the Corporation at each Annual Meeting shall appoint an Auditor or a person to conduct a review engagement of the Corporation, who shall hold office until the close of the next Annual Meeting, or pass an Extraordinary Resolution to dispense with an Auditor or to have a review engagement.

If an appointment is not made and the Members do not pass an Extraordinary Resolution to have a review engagement or dispense with an audit, then the incumbent Auditor continues in office until a successor is appointed.

15.03 **Removal of Auditor**

- (a) The Members may by Ordinary Resolution at a Special Meeting, remove any Auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the Act and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 15.04.
- (b) The Corporation shall give the Auditor at least two (2) days to prepare a statement giving reasons opposing the Auditor's removal. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

15.04 **Vacancy in the Office of Auditor**

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor or a person appointed to conduct a review engagement.

15.05 **Remuneration of Auditor**

The remuneration of an Auditor may be fixed by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

16 **NOTICE**

16.01 **When Notice Deemed Given**

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if provided by other electronic means, notice is deemed given when transmitted;
- (b) if given by telephone, notice is deemed given at the time of the telephone call;
- (c) if given in writing by prepaid letter post to the last address shown on the Corporation's records, notice is deemed given on the fifth day after mailing;
- (d) if given in writing by courier or personal delivery, notice is deemed given when delivered; and

- (e) if given by e-mail, notice is deemed given when sent.

16.02 Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

16.03 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

16.04 Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members shall, not be invalidated, unless otherwise challenged, by:
- (i) an error in notice that does not affect its substance;
 - (ii) the accidental omission to give notice; or
 - (iii) the accidental non-receipt of notice by any Director, Member or Auditor.
- (b) Any Director, Member or Auditor may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

16.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

17 BY-LAWS AND EFFECTIVE DATE

17.01 Effective Date of this By-Law

This By-Law shall come into force when enacted by the Board in accordance with the Act.

17.02 Amendments requiring Special Resolution

If the Members amend the Articles by Special Resolution, this By-Law shall be deemed to be amended as necessary to conform to the Articles. If any of the following sections in the By-Law are not deemed to be amended by this section 17.02, then amendments to the following sections shall only be effective upon approval of the Members by Special Resolution:

- (a) section 2.01 (re Composition of Members);
- (b) section 2.02 (re Members' Rights);
- (c) section 6.04 (re Notice of Members' meetings); and

- (d) any section that adds, changes, or removes a provision that is contained in the Corporation's Articles.

17.03 By-Laws and Effective Date

- (a) Subject to the Act and the Articles, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Subject to section 17.02, any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.
- (b) If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

ENACTED by the Directors as a By-Law of **Muskoka United Football Club** on 11/14/2022 | 2:25 PM EST,

DocuSigned by:

8CC004BCB560402...

President

DocuSigned by:

D583A0B88B394AC...

Secretary

CONFIRMED by the Members in accordance with the *Not-for-Profit Corporations Act* on 11/14/2022 | 2:25 PM EST,

DocuSigned by:

8CC004BCB560402...

President

DocuSigned by:

D583A0B88B394AC...

Secretary