

THE CONSTITUTION

*{comprised of the Charter (Letters Patent),
By-Laws and Regulations}*

OF

AURORA YOUTH SOCCER CLUB INC.

A COMPANY INCORPORATED

UNDER THE LAWS OF THE PROVINCE OF ONTARIO

BY STATUTE AUTHORITIES GRANTED

BY THE QUEEN AND SET OUT IN THE

ONTARIO NOT-FOR-PROFIT CORPORATIONS

ACT, 2010, and amendments thereto

TABLE OF CONTENTS

BY-LAW NO. 1	7
1.1.00	HEAD OFFICE	7
1.2.00	ONTARIO SOCCER.....	7
1.3.00	BOARD OF DIRECTORS	7
1.3.01	Board Shall Manage	7
1.3.02	Term of Office.....	8
1.3.03	Election of Directors	8
1.3.04	Elections	8
1.3.05	Removal Of A Director	8
1.4.00	VACANCIES - BOARD OF DIRECTORS	8
1.5.00	QUORUM, MEETINGS - BOARD OF DIRECTORS.....	9
1.5.01	Quorum.....	9
1.5.02	Meetings of Directors	9
1.5.03	Notice of Meeting of Directors	9
1.5.04	Caucus Meeting.....	10
1.5.05	Business Transacted	10
1.5.06	Conference Meeting	10
1.5.07	Private Session	10
1.6.00	ERRORS IN NOTICE - BOARD MEETING	10
1.7.00	VOTING - BOARD MEETINGS.....	10
1.7.01	Majority - Various Resolutions	10
1.7.02	Voting by Chair	11
1.7.03	Manner of Voting	11
1.7.04	Voting Result Declared	11
1.7.05	Vote Recorded.....	11
1.7.06	Chair	11
1.8.00	POWERS - DIRECTORS.....	11
1.8.01	All Corporate Powers	11
1.8.02	Any Legal or Proper Act	11
1.9.00	REMUNERATION - DIRECTORS	12
1.10.00	CORPORATION OFFICERS.....	12
1.10.01	Principal Officers	12
1.10.02	Principal Officers - One Office	12
1.10.03	Other Officers Appointed.....	12
1.11.00	DUTIES OF PRINCIPAL OFFICERS	13
1.11.01	President	13
1.11.02	Vice-President (Rep).....	13
1.11.03	Vice President (House League).....	13
1.11.04	Vice President (Promotional Partnerships).....	13
1.11.05	Secretary	13
1.11.06	Treasurer.....	13
1.11.07	Vice President (Special Projects)	14
1.11.08	Other Officers.....	14

1.12.00	EXECUTION OF DOCUMENTS	14
1.12.01	Under Seal	14
1.12.02	Contracts.....	14
1.12.03	Board of Directors Authorize.....	14
1.12.04	Authorization Unfettered.....	14
1.13.00	BOOKS AND RECORDS.....	15
1.14.00	MEMBERSHIP	15
1.14.01	Application to Board	15
1.14.02	Membership Creates A Contract	15
1.15.00	Membership Classes.....	15
1.15.01	Member Placed In Class.....	15
1.15.02	Registered Members.....	15
1.15.03	Associate Members	15
1.15.04	Affiliate Members	15
1.15.05	Administrative Member	15
1.15.06	Coaching Member	16
1.15.07	Officiating Member.....	16
1.15.08	Honorary Member	17
1.15.09	Life Member.....	17
1.16.00	DUES and FEES.....	17
1.16.01	Dues.....	17
1.16.02	Fees.....	17
1.16.03	Member In Good Standing	17
1.17.00	MEMBER MEETINGS	17
1.17.01(a)	Annual Meeting.....	18
1.17.01(b)	Annual Meeting Date.....	18
1.17.02	Annual Meeting Business.....	18
1.17.03	Business of Meetings.....	19
1.17.04	Call And Notice Of Meetings.....	19
1.17.05	Supplementary Notice	19
1.17.06	Special Meeting	19
1.18.00	ERROR IN NOTICE - MEMBER MEETING	19
1.19.00	ADJOURNMENTS	19
1.20.00	QUORUM - MEMBER MEETING	20
1.21.00	VOTING - MEMBER MEETINGS.....	20
1.21.01	Members Vote	20
1.21.02	Manner of Voting	20
1.21.03	Corporation System for Casting Votes.....	20
1.22.00	FISCAL YEAR.....	21
1.23.00	DEPOSITS	21
1.23.01	Receipt/Payment of Monies	21
1.23.02	Delegation of Powers	21
1.23.03	Corporation Banker	21
1.24.00	INDEMNIFICATION - DIRECTORS/MEMBERS	21
1.24.01	Waiver	21
1.24.02	Insurance	22
1.25.00	NOTICE	22

1.26.00	AMENDMENT OF BY-LAWS	22
1.26.01	Fundament Changes/Special Resolutions.....	22
1.27.00	POLICIES	23
1.28.00	REGULATIONS	23
1.28.00	INTERPRETATION	23
1.28.01	General	23
1.28.02	Applicable.....	23
1.28.03	Particular Definitions.....	23
1.28.04	Schedules/Appendices	24
SCHEDULE 1-A		25
RELEASE AND WAIVER		25
SCHEDULE 1-B		26
DEFINITIONS APPLICABLE		26
BY-LAW NO. 2		27
2.1.00	BANKING POWERS	30
2.2.00	DELEGATION OF SIGNATORY	30
2.2.01	Directors Delegate	30
2.2.02	Supplementary Powers	30
2.2.03	Delegation To Position and Person	30
2.3.00	DELEGATION POWER	31
2.3.01	By-laws Authorize.....	31
2.4.00	BANKING RESOLUTIONS	31
2.5.00	THE BUDGET	31
BY-LAW NO.3		32
3.1.00	BOARD OF DIRECTORS	32
3.1.01	Composition	32
3.2.00	NOMINATIONS COMMITTEE	32
3.2.01	Nominating Committee	32
3.2.02	Nominating Committee Composition.....	32
3.2.03	Nominating Committee Responsibility	30
3.2.04	Nominees Required	32
3.2.05	Nominating Committee May Nominate	31
3.2.06	Nominees By Other Members	33
3.2.07	Nominee Consent	33
3.3.00	ELECTION PROCEDURE - AGM	33
3.3.01	Scrutineers Appointed	33
3.3.02	Chairman Pro Tem	33
3.3.03	Scrutineers Record Votes	33
3.3.04	Announcement of Results	33
3.3.05	Directors and Officers Elected	33
3.3.06	Challenge of Results.....	34
3.3.07	Proper Challenge	34
3.3.08	Results Recorded.....	34
3.3.09	Directors Caucus	34
3.4.00	ELECTION PROCEDURES	34
3.4.01	Votes Tied	34

3.5.00	OFFICERS.....	34
3.5.01	Caucus Election of Officers	35
3.5.02	Recording of Caucus	35
3.5.03	Principal Officers Only	35
3.6.00	Terms of Office.....	35
3.6.01	Vacancies.....	35
3.6.02	Vacancy in Last Quarter.....	35
BY-LAW NO.4.....		36
4.1.00	GENERAL PROCEDURES.....	36
4.2.00	STANDING COMMITTEES.....	36
4.3.00	COMMITTEES.....	37
4.4.00	EX OFFICIO COMMITTEE MEMBERS.....	37
4.5.00	CORPORATION ASSETS.....	38
BY-LAW NO. 5.....		39
5.1.00	OFFICE/OFFICERS.....	39
5.1.01	Definition.....	39
5.2.00	INTEREST.....	39
5.2.01	Definition.....	39
5.3.00	APPOINTMENT OF OFFICERS.....	39
5.3.01	Corporate Requirement	39
5.3.02	Additional Requirements.....	39
5.3.03	Definitions - Apparent.....	40
5.3.04	Definition - Sanction	40
5.4.00	DECLARATION OF INTEREST.....	40
5.4.01	Disclosure - At Meeting	40
5.4.02	Disclosure - Member Absent.....	40
5.4.03	Disclosure - Written or Verbal	40
5.4.04	Procedure on Disclosure.....	40
5.4.05	Declaration Indemnifies	40
5.5.00	DIRECTORS.....	41
5.5.01	Referral To Advisory Committee.....	41
5.5.02	Advisory Committee Recommends.....	41
5.5.03	Advisory Committee Powers.....	41
5.5.04	Advisory Committee Recommends Procedure	41
5.5.05	All Committees & Officers	41
BY-LAW NO. 6.....		42
SANCTIONS AND APPEALS.....		42
6.1.00	SANCTIONS.....	42
6.1.01	Authority and Jurisdiction	42
6.1.02	Sanction Defined	42
6.1.03	Intervention By Corporation.....	42
6.1.04	Application	42
6.2.00	APPEAL RIGHT.....	42
6.2.01	Recognized Entity or Member	42
6.2.02	Appeal Action	42
6.3.00	APPEAL PROCEDURE.....	43
6.3.01	Appointments and Procedures.....	43

6.3.02	Tribunal Responsibility	43
6.3.03	Appeal of Tribunal By Leave Only	43
6.3.04	Executive Committee Determines Leave	43
6.4.00	APPEAL BOARD	43
6.4.01	Appointment and Purpose	43
6.4.02	Appeal Board Powers	43
6.4.03	Appeal Board Decisions	44
6.5.00	SCHEDULES	44
6.5.01	Schedules Are Regulations	44
SCHEDULE 6-A	45
APPEAL TRIBUNAL	45
SCHEDULE 6-B	46
TRIBUNAL & APPEAL BOARD PROCEDURES	46

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BY-LAW NO. 1

A by-law relating generally to the transaction of the affairs of

AURORA YOUTH SOCCER CLUB INC.

a non-share corporation incorporated under the *Ontario Not-for-Profit Corporations Act, 2010* and amendments thereto (such act hereinafter referred to as the "Act").

BE IT ENACTED as a by-law of **AURORA YOUTH SOCCER CLUB INC.**, also known as **AYSC** and hereinafter referred to as the "Corporation", as follows:

1.1.00 HEAD OFFICE

The Head Office of the Corporation shall be in the Aurora, Province of Ontario, and at such place therein as the Directors may from time to time determine.

1.200 ONTARIO SOCCER

Dispute Resolution – The Corporation adheres to the Dispute Resolution process as published and approved by Ontario Soccer. Any Member may initiate the Dispute Resolution process by communicating with Ontario Soccer, with a copy to the Corporation, and following the outlined procedure.

Appeals – Decisions made by the Corporation may be appealed to Ontario Soccer under the terms of Ontario Soccer's policies and procedures. Decisions made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Corporation's operations, except when the process outlined in the Corporation's rules and regulations has not been followed, as well as any decision made by the Corporation regarding a player's team assignment on any team, may not be appealed.

Harassment – The Corporation shall adhere to Ontario Soccer's policies regarding harassment. Ontario Soccer's policies regarding harassment will apply to all Officers, Directors, employees, volunteers, coaches, managers, game officials, administrators, players and Members of the Corporation. The Corporation will make Ontario Soccer's policies regarding harassment available to any Member when requested.

Volunteer Screening – The Corporation will adhere to Ontario Soccer's policies regarding volunteer screening.

1.3.00 BOARD OF DIRECTORS

1.3.01 Board Shall Manage

The affairs of the Corporation shall be managed by a Board of seven (7) Directors each of whom at the time of their election or appointment or within ten days thereafter and throughout their term of office shall be a member (Registered if 18 years of age, Associate or Administrative) the

Corporation. To be eligible to serve as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- c) Have not been declared incapable by a court in Canada or in another country; and
- d) Not have the status of bankrupt.

1.3.02 Term of Office

Each Director shall be elected to hold office for a two (2) year term or portion thereof or until the second (2nd) annual meeting after they shall have been elected, or until their successor shall have been duly elected and qualified.

1.3.03 Election of Directors

In even numbered years an election for the positions of 4 Directors shall be held, and in odd-numbered years an election for the positions of 3 Directors, shall be held and such elections shall be the minimum to be held, and any other vacancies shall also be held at the same time for the unexpired portion of the term of office declared vacant. Prior to each annual meeting, positions of director shall be declared vacated on convening of the annual meeting and the appropriate directors in such positions shall be retired at each annual meeting but shall be eligible for re-election if otherwise qualified.

1.3.04 Elections

The election shall be by ballot. Directors will be elected by receiving the highest number of votes and an Ordinary Resolution. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a requirement for a run-off ballot and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

1.3.05 Removal of a Director

The voting members of the Corporation may, by resolution passed by Ordinary Resolution at a Special Meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office, and may, by a majority of the votes cast at that meeting, elect any person in their stead for the remainder of their term.

1.3.06 Director Vacate Office

The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director fails to consent in writing to hold office as a Director within ten (10) days of their initial election or appointment;
- c) The Director is found to be incapable of managing property by a court or under Ontario law;
- d) The Director is found by a court to be incapable;
- e) The Director becomes bankrupt; or

f) The Director dies.

1.4.00 VACANCIES - BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may so long as a quorum of the directors remain in office, be filled by the directors from among the qualified members (see 1.03.01) of the Corporation, if they shall see fit to do so; otherwise such vacancy shall be filled by appointment of the Directors for the remainder of the unexpired term. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

1.4.01 CONSENT - BOARD OF DIRECTORS

An individual who is elected or appointed to be a Director must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

1.5.00 QUORUM, MEETINGS - BOARD OF DIRECTORS

1.5.01 Quorum

A majority of the Directors shall form a quorum for the transaction of business and four (4) of the Directors is deemed a majority.

1.5.02 Meetings of Directors

Except as otherwise required by law, the Board may hold its meeting at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Meeting may be regularly scheduled and for such meetings notice is not required once such regular schedule is approved. Directors' meetings may be formally called by the President, or the Vice-Presidents, or by the Secretary on direction of the President or Vice-Presidents, or by the Secretary on direction in writing of two directors.

1.5.03 Notice of Meeting of Directors

Notice of such meetings shall be delivered, telephoned, or delivered by means of a facsimile telephone machine, or E-mailed to each director not less than forty-eight (48) hours before the meeting is to take place or shall be delivered to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent.

1.5.04 Caucus Meeting

A Board meeting to be called and known as a Caucus Meeting may be held without notice during the Annual General Meeting of the Corporation, and a Board meeting may be called immediately following the Annual General Meeting of the Corporation, without further notice than that set out herein. A Caucus Meeting may be held at any time by the Board of Directors and only directors may attend or be present in such meeting unless the Board of Directors orders others to attend. A Caucus Meeting is the Board of Directors meeting as a Committee of the Whole, and as such no minutes need be kept, but at the conclusion of the Committee of the Whole meeting, the Committee shall rise and report to the Board of Directors with a resolution reflecting the considerations and deliberations of the Board sitting as a Committee of the Whole.

1.5.05 Business Transacted

The Directors may consider or transact any business, either special or general, at any meeting of the Board.

1.5.06 Conference Meeting

The Board of Directors may, on consent of a quorum of Directors, and notice to all Directors, conduct and hold a meeting by telephone conference, provided that each Director participating in the meeting may hear each other Director who is participating, and each Director participating may comment and be heard by each other Director.

1.5.07 Private Session

The Board of Directors shall convene in Private Session when discussing or considering or deliberating on such matters as personnel, salaries or job evaluations, and such matters are not exclusive but examples only. Only actions resolved at a Private Session shall be recorded upon the Board reconvening in regular session. Private Session is a part of a regular Board of Directors meeting, and unlike a Caucus Meeting may have various members or personnel in attendance as part of the Private Session deliberations; a Caucus Meeting is a Committee meeting of all Directors only in most instances, although a person may be requested to address a Caucus meeting.

1.6.00 ERRORS IN NOTICE - BOARD MEETING

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

1.7.00 VOTING - BOARD MEETINGS

1.7.01 Majority - Various Resolutions

Questions arising at any meeting of Directors shall be decided by a majority of votes present, save and except those matters as set out in the *Act* or in these bylaws which require a special resolution of the directors in which instances a majority vote of two-thirds is required, or in the event of the need for an extraordinary resolution being required, an eighty percent vote.

1.7.02 Voting by Chair

The Chair, as a Director, will have one (1) vote on all matters put before the Board. If there is a tie, the motion or matter is lost.

1.7.03 Manner of Voting

All votes at any meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made the vote shall be taken in the usual way by assent or dissent.

1.7.04 Voting Result Declared

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution, and no poll shall be recorded.

1.7.05 Vote Recorded

The result of each and every resolution on which the directors vote shall be recorded as being either "carried" or "defeated", and such result in either instance shall be recorded as unanimous.

1.7.06 Chair

In the absence of the President their duties may be performed by a Vice-President or such other Director as the Board may from time to time appoint for the purpose, and the Vice Presidents shall act in order of VP (Rep), VP (House League), and if a minute is signed by a Vice president the absence of the President may be assumed.

1.8.00 POWERS - DIRECTORS

1.8.01 All Corporate Powers

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

1.8.02 Any Legal or Proper Act

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.

1.9.00 REMUNERATION - DIRECTORS

The Directors shall receive no remuneration for acting as such, but such prohibition does not prevent reasonable remuneration for expenses of directors expended on business matters of the Corporation as approved by the Board from time to time.

1.10.00 CORPORATION OFFICERS

1.10.01 Principal Officers

There shall be a President, Secretary, Treasurer, VP (Rep), VP (House League), VP (Promotional Partnerships) and VP (Special Projects) and such other officers as the Board of Directors may determine from time to time.

1.10.02 Principal Officers - One Office

One person may hold more than one office except the offices of President, Secretary and Treasurer.

1.10.03 Other Officers Appointed

Other officers of the Corporation need not be directors and in the absence of written agreement to the contrary, the employment and/or appointment of all officers shall be settled from time to time by the Board of Directors.

1.10.04 Term

The term of the Officers will be between one (1) year and two (2) years (at the discretion of the Board) so long as their term as an Officer does not exceed their term as a Director.

1.10.05 Election

The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect Officers for whichever positions are vacant. They shall take office immediately.

1.10.06 Voting

Directors may nominate themselves for any Officer position. Elections will begin with the election for President. Once a Director is elected to an Officer position, they may not nominate themselves for another Officer position. Elections will be decided by majority vote of the Directors in accordance with the following:

- a) One Valid Nominee for an Office – Winner declared by acclamation.
- b) Two or More Valid Nominees for an Office – Winner is the nominee receiving the greatest number of votes. In the case of a tie, a runoff vote will be conducted. Only those nominees who were tied for the most number of votes will appear on the run-off ballot. The nominee receiving the greatest number of votes will be declared the winner. Additional runoff votes may occur if required.

1.11.00 DUTIES OF PRINCIPAL OFFICERS

1.11.01 President

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation and the role of Chair. The President, with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. The President must have served as a Director on the Board for at least one (1) complete year during the previous two (2) years.

1.11.02 Vice-President (Rep)

The Vice President (Rep) shall be responsible for all Representative Soccer Teams (called Rep Teams) of the Corporation and shall assist and advise the Board as to Rep Teams including policies and regulations or rules for all aspects of Rep Teams including but not limited to, purpose, equipment, uniforms, fund-raising, budgeting, coaches, managers, trainers, team personnel and the required qualifications of same. No policies, regulations or other matters shall be implemented or carried out as to Rep Teams prior to approval of the Board of Directors.

1.11.03 Vice President (House League)

The Vice president (House League) shall be responsible for all House League and House League Teams of the Corporation and shall assist and advise the Board as to the House League and Teams thereof including policies and regulations or rules for all aspects of the House League including but not limited to, purpose, equipment, uniforms, fund-raising, budgeting, coaches, managers, trainers, team personnel and the required qualifications of same. No policies, regulations or other matters shall be implemented or carried out as to the House League prior to approval of the Board of Directors.

1.11.04 Vice President (Promotional Partnerships)

The 3rd Vice president shall be responsible for all Partnership matters and Promotions to be sponsored or carried out by the Corporation including all fund-raising programs, attraction of team sponsors, and other related functions.

1.11.05 Secretary

The Secretary may be ex officio clerk of the Board of Directors. They shall attend all meetings of the Board of Directors and shall cause to be recorded all facts and minutes of all proceedings in the books kept for that purpose. They shall give all notices required to be given to members and to directors. They shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents, belonging to the Corporation which they shall deliver up only when authorized by a resolution of the Board of Directors to so do, and to such person or persons as may be named in the resolution, and they shall perform such other duties as may from time to time be determined by the Board of Directors.

1.11.06 Treasurer

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate

accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. They shall disburse the funds of the Corporation under the direction of the Board of Directors, take proper vouchers therefore and shall render to the Board of Directors at regular meetings thereof or whenever required of him or her, an account of all their transactions as Treasurer, and of the financial position of the Corporation only. They shall also perform such other duties as may from time to time be determined by the Board of Directors. It is noted specifically that the Treasurer shall advise on any and all accounts held in the name of the Corporation or in Trust for a team or other specific purpose within the Corporation's activities and shall be in a position to report on such other related accounts within the Corporation's aegis at any time.

1.11.07 Vice President (Special Projects)

The Vice President (Special Projects) shall carry out, liaise, organize and administer special projects as assigned by the Board of Directors from time to time and shall in addition assist the Vice President (House League) in the duties related to House League.

1.11.08 Other Officers

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for, or the Board of Directors requires of them.

1.12.00 EXECUTION OF DOCUMENTS

1.12.01 Under Seal

Deeds, transfers, licences, contracts, and engagements on behalf of the Corporation shall be signed by either the President or a Vice-President, and by the Secretary.

1.12.02 Contracts

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Secretary, or by any person properly authorized by the Board to so do.

1.12.03 Board of Directors Authorize

The President, Vice-Presidents, Secretary or Treasurer, the directors, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity, or as trustee or otherwise, and may accept in the name and on behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing, necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers or shares, bonds or other securities, on the books of any company or corporation.

1.12.04 Authorization Unfettered

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

1.13.00 BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept. The books and records include, but are not limited to:

- a) The Corporation's Articles and By-laws;
- b) The minutes of meetings of the Members and of any committee of Members;
- c) The resolutions of the Members and of any committee of Members;
- d) The minutes of meetings of the Directors or any committee of Directors;
- e) The resolutions of the Directors and of any committee of Directors;
- f) A register of Directors;
- g) A register of Officers;
- h) A register of Members; and
- i) Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

1.14.00 MEMBERSHIP

1.14.01 Application to Board

The membership shall consist of the applicants for incorporation of the corporation and such other individuals and/or legal entities as are admitted as members by the Board of Directors upon application for membership.

1.14.02 Membership Creates a Contract

It is herein specifically stated that this Corporation is a contract-based entity, wherein any applicant for membership, by applying for such membership, is offering to follow the bylaws, regulations, policies, and rules of the Corporation, as they exist from time to time, and as evidenced by the submission of an application form and attendant dues and fees; the Board of Directors, and thereby the Corporation, completes the contract by accepting the applicant as a member, as evidenced by acceptance of the dues and fees, and therein agrees to follow its own bylaws, regulations, policies and rules, as they exist from time to time. In addition to the above-cited contractual obligation, the Corporation agrees as follows:

- (i) Each member shall promptly be informed by the Secretary or their designate of their admission as a member.
- (ii) Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members, in the appropriate jurisdiction and forum as set out in the by-laws of the Corporation. A legal entity, or deemed entity may vote through a duly authorized representative or delegate, in the appropriate jurisdiction and forum as set out in the by-laws of the Corporation.
- (iii) A member may resign by submitting to the Board of Directors resignation in writing, and such

resignation shall only be effective upon acceptance thereof by the Board of Directors.

- (iv) In case of resignation, a member shall remain liable for payment of any assessment or other sum due and owing the Corporation as at the date the resignation is accepted.

1.15.00 Membership Classes

1.15.01 Member Placed In Class

Applicants for membership shall be designated a member of a class, and there shall be eight (8) classes of members, such classes of member including those individuals or entities as herein set out, namely, Registered; Associate; Affiliate; Administrative; Coaching; Officiating; Honorary; Life, and each class of member, and the members thereof, shall have the rights, responsibilities and obligations as herein set out, and as set out for more particularity in Bylaw No. 4. A member may be a member of more than one class.

1.15.02 Registered Members

Registered Members shall be those individuals registered with AYSC as a player in either the competitive program or the recreational program and thereby affiliated by registration with Ontario Soccer Association and Canadian Soccer Association. Every player applicant under the age of majority at the date of application shall require the approval and consent of parent(s) or guardian(s) to become a member of the Corporation as a Registered Member.

1.15.03 Associate Members

Associate members shall be the parent(s) or guardian(s) of any Registered Member and as such shall carry the right to vote for the Registered Member at any meeting of Members. The Associate Member may vote for each Registered Member for which they are the parent or guardian but only one vote per Registered member. AYSC leaves it to the parents or guardians to determine who shall cast the vote, but only one vote per Registered Member may be cast.

1.15.04 Affiliate Members

An Affiliate Member may be any entity, individual or organization recognized by AYSC and/or utilizing a service provided by AYSC, and the terms and conditions of affiliation shall be set by the Board of Directors, and such terms and conditions need not be the same for each affiliate member.

1.15.05 Administrative Member

An Administrative Member is any individual who is accepted as such by the Board of Directors and volunteers or assists in any corporate function but does not qualify to be an Associate Member for such responsibility. Such member shall have the right to vote on attendance at any member meeting.

1.15.06 Coaching Member

A Coaching Member is any person qualified by recognized certification to be a Coach, including but not limited to coach, trainer, manager or instructor, and coaching in and for AYSC. As a Coaching

Member such person shall have the right to vote and participate in those forums designated by the Board of Directors as including or limited to Coaching Members.

1.15.07 Officiating Member

An Officiating Member is any person qualified by recognized certification to be an Official, including but not limited to scorekeeper, timer, linesman, umpire or referee and officiating in and for AYSC. As an Officiating Member such person shall have the right to vote and participate in those forums designated by the Board of Directors as including or limited to Officiating Members.

1.15.08 Honorary Member

An Honorary member is a person appointed same because of their position in soccer in the municipality, province or country, and who may assist the Corporation

1.15.09 Life Member

A Life Member is a member so declared by the Board of Directors having met certain criteria as a volunteer for AYSC or otherwise serving the Corporation. A Life Member shall be registered as an Administrative Member and have all rights attaching to such membership, but a Life Member shall not be charged any dues or fees for such membership.

1.16.00 DUES and FEES

1.16.01 Dues

There shall be no dues payable by members except such, if any, as shall from time to time, be fixed by ordinary resolution of the Board of Directors.

1.16.02 Fees

There shall be fees payable by members as set by the Board of Directors from time to time and such fees may be varied as to class of member, or may be as set for particular competitions, activities or programs of the Corporation as determined by the Board of Directors.

1.16.03 Member In Good Standing

The Secretary or their designate shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty days of the date of such notice any member in default shall thereupon automatically cease to be a member of the Corporation, but any such member may on payment of all unpaid dues or fees be reinstated by the Board of Directors. Any member who has paid all dues and fees due and owing the Corporation may be called "a member in good standing", unless the Board of Directors for some other reason or act has specifically sanctioned the said member.

1.17.00 MEMBER MEETINGS

1.17.01(a) Annual Meeting

The annual meeting (referred to as A.G.M.) or any other general meeting of the Members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the Board of Directors shall appoint.

1.17.01(b) Annual Meeting Date

The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end.

1.17.02 Annual Meeting Business

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and the appropriate directors elected to the Board of Directors and auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed.

At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting, provided that the Board may fill any casual vacancy in the office of the Auditor. If an appointment is not so made, the Auditor will continue in office until a successor is appointed. The Auditor will not be an employee, Officer, or Director of the Corporation, must be independent of the Corporation and each of the Directors and Officers of the Corporation, and must be permitted to conduct an audit or review engagement of the Corporation under the *Public Accounting Act, 2004*, as amended. When the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, choose to conduct a review engagement or notice to reader in lieu of an audit.

The Members may, by Ordinary Resolution at a special meeting of the Members duly called for that purpose, remove any Auditor of the Corporation before the expiration of its term of office and shall, by Ordinary Resolution at that meeting, appoint another Auditor in its stead for the remainder of its term.

The Members shall fix the remuneration of the Auditor or authorize the Board to fix such remuneration. The remuneration of an Auditor appointed by the Board shall be fixed by the Board.

The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the most recent completed fiscal year of the Corporation and will present the financial statements at the Annual Meeting not more than six (6) months after fiscal year end. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than ten (10) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report or review engagement (if any); and
- c) Any further information respecting the financial position of the Corporation

The financial statements of the Corporation will be presented annually to the members at the Annual Meeting in accordance with the Act and must be:

- a) Audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant if the Corporation's annual gross revenue is greater than or equal to \$150,000 or if the Corporation has greater than or equal to 1000 registered individuals; or
- b) Reviewed by a Public Accountant, Certified General Accountant or Certified Management Accountant through a Financial Review Engagement, as defined by CICA, if the Corporation's

- annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or the Corporation has fewer than 1000 but greater than or equal to 500 registered individuals; or
- c) Signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or Certified Management Accountant if the Corporation's annual gross revenue is less than \$100,000 but greater than or equal to \$10,000.

1.17.03 Business of Meetings

The Members may consider and transact any business either special or general without any notice thereof at any meeting of the Members, provided that no action or transaction by the Members shall have force and effect until approved by the Board of Directors. Any action or transaction of the Members shall be dealt with by the Board of Directors by the 2nd meeting of the Board following the Member meeting.

1.17.04 Call And Notice Of Meetings

The Board of Directors, or the President, or Vice-Presidents shall have power to call at any time a meeting of the Members of the Corporation. No public notice nor advertisement of Members' meeting, annual or special, shall be required, but notice of the time and place of every such meeting shall be given to each Member by distributing such notice by distribution to each Registered member a minimum of ten days before and no more than fifty days the time fixed for the holding of such meeting and at such meeting any business may be transacted which the Corporation at any annual or special meeting may transact.

1.17.05 Supplementary Notice

Any official communications organ of the Corporation, circulated generally or specifically to the Members may be deemed by the Directors to constitute prepaid mail provided all other provisions as to time are met when same is used for notice.

1.17.06 Special Meeting

A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

1.18.00 ERROR IN NOTICE - MEMBER MEETING

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, director, or officer for any meeting or otherwise, the address of any Member, Director or officer shall be their last address recorded on the books of the Corporation.

1.19.00 ADJOURNMENTS

Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that a quorum is not present.

1.20.00 QUORUM - MEMBER MEETING

A quorum for the transaction of business at any meeting of Members shall consist of a quorum of seven (7) voting members.

1.21.00 VOTING - MEMBER MEETINGS

1.21.01 Members Vote

No Member shall be entitled to vote at meetings of the Corporation unless they have paid all dues or fees, if any, then payable by them, and is a member in good standing. Each Member will have the following voting rights at meetings of Members:

- a) Registered Members eighteen years of age or older are entitled to one vote
- b) Associate Members are entitled to one vote per Registered Member seventeen years of age or younger
- c) Affiliate Members are not entitled to vote
- d) Administrative Members are entitled to one vote each
- e) Coaching Members are not entitled vote
- f) Officiating Members are not entitled to vote
- g) Honorary Members are not entitled to vote
- h) Life Members are entitled to one vote each

1.21.02 Manner of Voting

At all meetings of Members every question shall be decided by a majority of the votes of the Members present in person unless a greater majority is required by the by-laws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member having voting rights and in attendance shall have one vote, and unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the Members present in person and the result shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall not be entitled to a casting vote and the matter shall be lost.

1.21.03 Corporation System for Casting Votes

The Corporation shall devise and administer a voting system whereby the voting members are issued voting cards and must register upon attendance to acquire such voting card.

1.22.00 FISCAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year, or financial year, of the Corporation shall terminate on the September 30 in each year.

1.23.00 DEPOSITS

1.23.01 Receipt/Payment of Monies

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the banks of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

1.23.02 Delegation of Powers

By-laws No. 2 and 3 herein shall serve and delineate specific delegation of the Directors' powers under article 1.23.01.

1.23.03 Corporation Banker

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians for the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application for securities withdrawn from deposit, or the proceeds thereof.

1.24.00 INDEMNIFICATION - DIRECTORS/MEMBERS

1.24.01 Waiver

Each and every member of each and every class of the Corporation shall be notified on application to the Corporation for membership, and on acceptance of such application that as a contractual right and/or obligation the waiver and release set out in Schedule 1-A hereof is deemed to have been signed, and will be signed such that as between any member, director, officer and for or in relation to any corporate activity, act or action any and all rights to take any action against or for such director, officer or member, except as specifically allowed or set out in the By-Laws of the Corporation have

been waived and such director, officer or member released from any such action or right of action whether founded in negligence or otherwise. It is specifically noted that a personal action for breach of any law of Canada or the Province of Ontario on a personal basis is not exempted, waived nor released by such Waiver.

1.24.02 Insurance

The Corporation may purchase and maintain such insurance for the benefit of its directors and officers or for matters as the Board may from time to time determine,.

1.25.00 NOTICE

Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given either personally, or by electronic transmission, courier, or by facsimile transmission, or telegraphed, or posted by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the director, officer, Member, or member at their or their address as the same appears on the books of the Corporation. Any notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if electronic transmission or telegraphed, shall be held to be sent when the same was sent via electronic transmission, handed to the telegraph company or its messenger. In the event of personal delivery, delivery by courier, or facsimile transmission, delivery shall be held to be sent when so sent or delivered. For the purpose of sending any notice the address of any member, director or officer shall be their last address as recorded on the books of the Corporation.

1.26.00 AMENDMENT OF BY-LAWS

Subject to the following section on Fundamental Changes (when applicable), these By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

A Special Resolution of all Members is required to make the following fundamental changes to the By-laws or Articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Add, change or remove any restriction on the activities that the Corporation may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;

- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the Corporation;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act.

1.27.00 POLICIES

Policies may be established by the Board of Directors by special resolution, and such policies shall be directive in nature as to the manner and methods to be exercised in carrying out the by-laws of the Corporation. Such policies shall be communicated to the members for their information. Policies may only be amended by special resolution of the Board of Directors.

1.28.00 REGULATIONS

The Board of Directors may prescribe such Regulations not inconsistent with the by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such Regulations shall have force and effect only until the next Annual General Meeting of the Corporation when they shall be confirmed, and in default of confirmation at such Annual General Meeting, shall from that time cease to have force and effect.

1.28.00 INTERPRETATION

1.28.01 General

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or feminine gender as the case may be, and vice versa, and references to persons shall include firms, corporations, regions, individuals, and any other entity recognized by the Corporation.

1.28.02 Applicable

Unless specifically approved otherwise by the Board of Directors, this By-Law, and all other By-laws, are applicable "mutatis mutandis" to the operation of each entity of the Corporation, and more specifically to the operation of standing committees and ad hoc committees of the Corporation.

1.28.03 Particular Definitions

Attached hereto as Schedule 1-B, headed Definitions, which Schedule is deemed a Regulation and may be amended from time to time by the Board of Directors, are the definitions which shall be applicable to these by-laws, and all by-laws of the Corporation, and shall be applied throughout all of the jurisdiction of the Corporation, and in the instance wherein such definitions vary from those

prescribed in the *Act*, then the definition set out in Schedule 1-B shall have precedence, except in those instances where no definition appears in Schedule 1-B for a definition in the *Act*, whereby the definition in the *Act* shall apply.

1.28.04 Schedules/Appendices

Any Schedule in the By-Laws of the Corporation is and is deemed to be a Regulation, and as such may be amended from time to time by resolution of the Board of Directors only, but such amendment shall require a special resolution. Any Appendix or Appendices in the By-Laws of the Corporation are specific provisions approved by the Board of Directors and members in conjunction with or as part of a provision of the By-Laws of the Corporation and to amend or change an Appendix shall require a special resolution of the Board of Directors and notice to the members of such amendment.

ENACTED this ____ day of October, 2024.

PRESIDENT

SECRETARY

UNANIMOUSLY SANCTIONED AND CONFIRMED by the Members at a general meeting of the membership of the Corporation, duly constituted after proper notice held on the ____ day of _____, 2024.

PRESIDENT

SECRETARY

SCHEDULE 1-A

RELEASE AND WAIVER

In consideration of acceptance of the applicant as a member in the Corporation and payment of membership dues, the applicant (and/or parent and/or guardian) agrees to save harmless and keep indemnified the Corporation, AURORA YOUTH SOCCER CLUB INC., its officers, directors and members, and their respective agents, officials, servants, and representatives from and against all claims, actions, or causes of action, costs, expenses, and demands including costs attendant thereto on a solicitor and their own client basis, howsoever caused, arising out of or relating to any activity of the applicant taking part or being connected to any activity of the Corporation, AURORA YOUTH SOCCER CLUB INC., whether caused by any negligence of any of the parties hereto, or their respective agents, officials, servants or representatives; and it is understood and agreed that this agreement is to be binding on the applicant, their heirs, executors and assigns, and further that this release and waiver is not subrogated to any right included in any insurance policy held by, or for the undersigned.

Date

Applicant Signature

Date

Parent and/or Guardian Signature

SCHEDULE 1-B

DEFINITIONS APPLICABLE

THE DEFINITIONS INCLUDED HEREIN ARE THOSE USED WITHIN THE BY-LAWS, POLICIES, REGULATIONS, AND OTHER DOCUMENTATION, STATEMENTS, AND MATTERS AFFECTING, OR AFFECTED BY AURORA YOUTH SOCCER CLUB INC.

THIS SCHEDULE 1-B IS REQUIRED UNDER ARTICLE 1.28.03 OF THE BY-LAWS WHEREIN THE PRECEDENCE OF DEFINITIONS FOR PURPOSES OF THE CORPORATION IS SET OUT. THE PRECEDENCE THEREIN IS AS FOLLOWS:

- definitions included in this Schedule 1-B;

- definitions included in the Corporations Act, R.S.O. 1990, c. C-38;

- the definition as included in the current Concise Oxford Dictionary.

- ACT** The *Ontario Not-for-Profit Corporations Act, 2010*, and any act that may be substituted therefore, from time to time amended.
- ADJOURN** To postpone action of a convened meeting until another time specified, or as is more usual to an unspecified time or indefinitely, the latter being referred to as "adjourned sine die".
- AGM** Abbreviation for Annual General Meeting of Members.
- ANNUAL MEETING** Can refer to the directors as well as Members meeting which by statute the Corporation must convene at least annually.
- APPARENT** (see by-law No. Nine, article 7.3.03) - in appearance or reasonable likelihood.
- CASTING VOTE** Refers to the vote required to finalize a vote, in the event of a tie on the first voting, or when a question is first put. The casting vote is a specific power granted the Chair only in the event of a tied vote. If on a first vote, the result is an equal number of votes, affirmative and negative, the question is not put a second time. The Chair alone may vote affirmative or negative as to the question, and that vote of the Chair is the "casting" vote in that it determines the question. The question is not put a second time in that a voter who voted the first time may abstain, or a voter who abstained may vote; in either instance such procedure places the Chair in contravention of the rules, as the Chair is then voting without there being a tied vote.
- AYSC** The abbreviation used to denote the **AURORA YOUTH SOCCER CLUB INC.**
- CHARTER** An instrument emanating from the sovereign power in the nature of a grant, and assuring certain rights or powers. A charter differs from a constitution in that the

former is granted by the sovereign power while the latter is established by the participants themselves. Thus in the AYSC, the Letters Patent is the instrument evidencing the sovereign grant to the Corporation, or the charter of AYSC.

- CLERK** The person whose duty is to keep records or accounts.
- CORPORATION** Refers to the AYSC when capitalized. When not capitalized, it refers to any incorporated entity.
- DUES** When applied to membership corporations such as AYSC, the word refers to sums paid to retain membership status. For example, in AYSC, the first \$10.00 of the annual dues and fees is deemed to be the membership due for application to and acceptance of the person as a member.
- EX OFFICIO** To acquire a position without any other warrant or appointment than that resulting from the holding of a particular office or other position. In a corporation, in addition to holding an office by dint of holding another office, the ex officio position can be voting or non-voting and will be described as one or the other. If no mention is made of a voting right, the ex officio member votes as any other member of the entity, upon attendance.
- EXTRAORDINARY RESOLUTION** a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- FEES** A charge fixed in a legal manner for services or recompense for services, labour, something done or to be done.
- FORTHWITH** As soon as is reasonable and possible.
- GMM** The abbreviation used to denote a general meeting of Members.
- HONORARIA** Gratuitous remuneration for a voluntary act.
- JURISDICTION** The authority, capacity or power to act.
- LETTERS PATENT** A commission or written instrument containing or attesting the grant of some power. In the instance of the AYSC the Letters Patent is the proof of the granting of the right to be a corporation, and the attendant powers thereto.
- MAJORITY** The measure of whether a motion or other course of action is approved or disapproved; if an even number of participants, then a majority is one more than one half; if an uneven number of participants, the majority is one half of the number of participants plus one; it is applicable as to the number of participants or votes, and not to the number of possible participants or possible votes.

MEMBER	When capitalized, it refers to the voting Members of the Corporation, or the representative of an Annual Member not an individual.
MOTION	The formal mode of presenting a proposed measure or resolve for the consideration and/or action of the meeting.
NOTICE	Knowledge of the existence of a fact or state of affairs; an advice or written warning intended to apprise a person of some proceeding in which their interests are involved.
ORDINARY RESOLUTION	a resolution that is (i) submitted to a meeting of the Board or Members of the Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or by the Member's attorney
PER DIEM	Calculation based on a daily rate.
PERSON	Person includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative.
POLICY	A corporate statement of the intent, aim or goal regarding a specific matter.
QUORUM	The number of participants or votes in attendance required to make the meeting or the proceedings taken thereat, legal. For AYSC purposes the number is set for each entity meeting. It should be noted that once a meeting is convened with the appropriate number for a quorum and the chair so declares, the meeting proceeds until a quorum is lost. However, the chair may declare a quorum if in a certain instance the chair is of the opinion a participant is vacating the meeting room to create a situation of the meeting not having a quorum, or is attempting to frustrate the Corporation procedures by creating a loss of quorum.
RECESS	A short period of time during which the business of a meeting is postponed or suspended but without adjourning.
REGULATION	A rule or order prescribed for management or procedures by a superior or competent authority relating to action of those under its control. A regulation is also binding on the entity or body setting the rule, unless such body formally and legally changes the rule.
REMUNERATION	A quid pro quo being consideration for giving of services, reward, recompense, or salary.
SAM	The semi-annual meeting abbreviation or acronym.
SANCTION	See by-law No. Seven, article 7.3.04. A reward for obedience or a penalty for disobedience, dependent on the context or action itself.

SPECIAL RESOLUTION a resolution that is (i) submitted to a special meeting of the Members of the Corporation 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, or (ii) consented to by each Member of the Corporation entitled to vote at a meeting of the Members of the Corporation or by the member's attorney.

BY-LAW NO. 2

A by-law relating to the particularities of banking procedures approved for the Corporation under powers accorded in By-law No. 1.

BE IT ENACTED and it is hereby enacted as By-Law No. 2 of
AURORA YOUTH SOCCER CLUB INC.

2.1.00 BANKING POWERS

The directors may from time to time:

- (a) borrow money on the Credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the Corporation. From time to time, the Directors may authorize any Director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

2.2.00 DELEGATION OF SIGNATORY

2.2.01 Directors Delegate

The directors may from time to time by resolution delegate to the President and the Secretary or to any two officers of the **AURORA YOUTH SOCCER CLUB INC.** (including the President or the Secretary) all or any of the powers conferred on the directors by article 2.1.00 of this by-law to the full extent thereof or such lessor extent as the directors may in any such resolution provide.

2.2.02 Supplementary Powers

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any power to borrow money for the purposes of the **AURORA YOUTH SOCCER CLUB INC.** possessed by its directors, officers or Board of Directors, independently of a borrowing by-law.

2.2.03 Delegation To Position and Person

The powers hereby conferred shall pass to any President or Secretary upon election or appointment as said officer; any officer other than President or Secretary (except wherein the Secretary is synonymous with Treasurer) must be named upon election or appointment as having such power

conferred, or same shall not pass ex officio.

2.3.00 DELEGATION POWER

2.3.01 By-laws Authorize

This by-law shall be treated and construed as a specific delegation of powers of Articles 1.23.00 of By-Law No.1 of the Corporation.

2.4.00 BANKING RESOLUTIONS

The officers set out or named in section 2.2.02 above or any officers named by special resolution under this By-Law, are authorized to complete and execute under seal, any corporate documents necessary to provide appropriate bank accounts or other bank documents to carry on the business of the Corporation; such documents being supplied by the Corporation's bank or the corporation Solicitors under a corporate directive; said documents being for any bank recognized under the Bank Act of Canada and for any branch of any such bank, or for any Trust Company or Credit Union recognized by the Province of Ontario.

2.5.00 THE BUDGET

The Treasurer of the AYSC must submit a budget for approval by the Board of Directors not more than 90 days after the start of the corporation's fiscal year. It is improper and void for the Board of Directors to approve a 'deficit' budget

ENACTED this 15th day of November, 2007.

WITNESS THE SEAL OF AURORA YOUTH SOCCER CLUB INC.

President

Secretary

UNANIMOUSLY SANCTIONED AND CONFIRMED by the Members at a general meeting of the membership duly constituted after proper notice held on the 15th day of November , 2007.

President

Secretary

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BY-LAW NO.3

A by-law relating to the particularities of the
BOARD OF DIRECTORS and OFFICERS
of
AURORA YOUTH SOCCER CLUB INC.

as authorized under the *Act* and section 1.8.00 of By-law No. 1, and supplemental to the provisions of the said By-law No. 1.

BE IT ENACTED as a bylaw of **AURORA YOUTH SOCCER CLUB INC.** as follows:

3.1.00 BOARD OF DIRECTORS

3.1.01 Composition

The Board of Directors shall be comprised of Registered (if over the age of majority), Associate or Administrative members.

3.2.00 NOMINATIONS COMMITTEE

3.2.01 Nominating Committee

The Board of Directors shall appoint a Nominating Committee at least thirty (30) days prior to the AGM, and the announcement of such Committee shall be included with notice of the Annual General Meeting (AGM).

3.2.02 Nominating Committee Composition

The Nominating Committee shall consist of three members, none of whom may be a sitting director, and the committee shall choose its' chair from among the committee members.

3.2.03 Nominating Committee Responsibility

The Nominating Committee shall submit a list of eligible candidates to the AGM by mailing or distributing such slate of candidates for the Board of Directors in writing at least ten (10) days before the AGM to each member entitled to vote for the election of such Directors, provided there are nominees greater than the number required to fill all positions or vacancies on the Board of Directors.

3.2.04 Nominating Committee May Nominate

The Committee may approach any Registered member if over the age of majority, Associate or

Administrative members of the Corporation who has previously held a position with the Corporation and may nominate any such member the Committee deems suitable for the positions being elected. The committee shall apply standards of experience to any and all nominees such that no member may be nominated for president without having been a member of the Board of Directors for at least one term of office in the last two (2) years.

3.2.05 Nominees By Other Members

The Committee must include any nominee on the list of nominees, who has been nominated by any Registered member if over the age of majority in writing at least fifteen (15) days prior to the AGM, provided the nominee(s) so nominated is eligible to serve as a Director.

3.2.06 Nominee Consent

The Committee must have the consent in writing of any nominee to be nominated for a position, prior to the AGM. An individual who is elected or appointed to be a Director must register with the Corporation as a Director, must sign all required documents presented by the Corporation, and must consent in writing to hold office as a Director before or within ten (10) days of their election or appointment. Any individual who does not provide consent within the time limit is not a Director and is deemed not to have been elected or appointed to hold office as a Director. The requirement to consent does not apply to a Director who is re-elected or reappointed when there has been no break in their term of office.

3.3.00 ELECTION PROCEDURE - AGM

3.3.01 Scrutineers Appointed

Two members of the Nominating Committee shall be appointed scrutineers and the chair of the committee shall be appointed Head Scrutineer and shall also serve as Chairman pro tem for the election of directors at the AGM. Said scrutineers under the direction of the Chairman pro tem shall ensure that only members having voting rights for election of Directors are present and vote, and which members shall have registered and received a voting card.

3.3.02 Chairman Pro Tem

The Chairman pro tem for the election of directors shall inform all voting members to indicate their choice for the director position being voted on.

3.3.03 Scrutineers Record Votes

The scrutineers shall retire from the meeting with the ballots and shall record the person receiving the greatest number of votes in alphabetical order. The Chairman pro tem shall announce the name of the elected party but not the votes received.

3.3.04 Announcement of Results

The Chairman pro tem shall announce the results of each ballot by indicating the elected Director until

the full number of directors are elected to the Board of Directors.

3.3.05 Directors and Officers Elected

The Chairman pro tem shall ask if there is any challenge to the ballot results, and in the absence of same shall present the elected directors by position to the Chairman, and with no votes recorded, and direct the scrutineers to destroy all ballots.

3.3.06 Challenge of Results

The only challenge which may be accepted by the Chairman pro tem shall be one based on a non-voting member or unqualified member voting, and in such instance the scrutineers and Chairman pro tem shall determine the validity of the challenge, and their decision is final and binding, and the said persons shall make their decision based on majority rule.

3.3.07 Proper Challenge

If a challenge is successful the ballot wrongfully cast shall be disallowed and the Chairman pro tem shall not include any disallowed votes in his final determination of elected directors, and shall present the elected directors to the Chairman and proceed as per 3.4.05 supra.

3.3.08 Results Recorded

The results presented to the Chairman shall be signed by the Chairman pro tem and include total votes cast and total votes disallowed. The listing of candidates shall be in alphabetical order with votes recorded greatest to least

3.3.09 Directors Caucus

The Chairman shall recess the AGM for the purposes of a Caucus Meeting of all of the elected directors, and all other Directors, and shall reconvene the AGM upon their return.

3.4.00 ELECTION PROCEDURES

3.4.01 Votes Tied

In the event of a tie in the number of votes, there shall be a second ballot circulated to all members voting on the first ballot only, which second ballot shall include only the names of candidates tied.

3.5.00 OFFICERS

3.5.01 Caucus Election of Officers

The Caucus Meeting of elected Officers shall meet only to confirm the appointment of officers among themselves, and the setting of a time of the next meeting of the Board of Directors.

3.5.02 Recording of Caucus

The Chairman of the AGM shall sign the minutes of the Caucus Meeting together with the new Chairman so appointed, and their signatures shall deem all election results and appointment of officers conclusive, and if the chairmen set out above are the same officer, two other Officers shall sign the minutes of the Caucus Meeting.

3.5.03 Principal Officers Only

The officers herein referred to are to Principal Officers of the Corporation as set out in Section 1.10.00 only, and not to other officers or chairmen in the Corporation.

3.6.00 Terms of Office

3.6.01 Vacancies

If a vacancy occurs in an officer's term more than ninety (90) days prior to the second AGM of that officer's term, the Board may appoint a replacement for the remainder of the term only.

3.6.02 Vacancy in Last Quarter

If a vacancy occurs within 90 days prior to the second AGM of an officer's term, the Board may not appoint a replacement but shall declare such position vacant for the election at the AGM.

ENACTED THIS 13th day of November, 2003

WITNESS THE SEAL OF AURORA YOUTH SOCCER CLUB INC.

President

Secretary

UNANIMOUSLY SANCTIONED AND CONFIRMED by all the Members present and entitled to vote at a general meeting of the membership duly constituted after proper notice held on the 13th day of November, 2003.

President

Secretary

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BY-LAW NO. 4

A by-law relating to the particularities of

COMMITTEES

BE IT ENACTED as a by-law of **AURORA YOUTH SOCCER CLUB INC.** as follows:

4.1.00 GENERAL PROCEDURES

- 4.1.01 A standing committee shall consist of a chairman and two members minimally.
- 4.1.02 The chairman shall be appointed by the President upon ratification by the Board of Directors.
- 4.1.03 The chairman, shall in turn appoint committee members to the number necessary or required upon ratification by the Executive Committee and/or Board of said nominees.
- 4.1.04 The chairman of a standing committee shall present a program of carrying out the committee responsibilities prior to March 31 in each year.
- 4.1.05 The chairman is responsible for ensuring that a committee member is prepared to assume chairman duties in his absence.
- 4.1.06 a chairman may request the resignation of any committee member but such request shall not have force or effect until ratified by the Executive Committee.
- 4.1.07 A committee has the right to recommend with its Annual Report, various candidates as chairman for the subsequent year with said recommendations directed to the President.
- 4.1.08 By-Law No. 1 and rules of the Corporation apply "mutatis mutandis" to any and all committee operations; in the event a poll is requested on any motion, and only in that event, a committee member may file a minority report.

4.2.00 STANDING COMMITTEES

- 4.2.01 All standing committees are responsible directly to the Board of Directors, through the President, or his delegate, and the Executive Committee shall file all committee reports with the Board of Directors, and may make any recommendation to the Board of Directors on any committee report.
- 4.2.02 The Standing Committees of the Corporation shall be and their responsibilities shall be as follows:
 - (i) Executive Committee

(a) The Executive Committee shall consist of the President, Secretary, Treasurer and one other Officer and the staff members of the Corporation as required and/or requested, including but not limited to the Executive Director and/or Technical Director.

(b) The Executive Committee is charged with the day to day operation of the Corporation and shall co-ordinate all activities of the Corporation members and the Committees. The Executive Committee may direct that any Committee member report to it for purposes of reporting to the Board of Directors.

(ii) Management Committee

(a) The Management Committee shall be comprised of the Executive Committee and the Chairmen (or the delegate of a Chairman) of all Standing Committees and may include and or all ad hoc chairmen (or the delegate thereof).

(b) The Management Committee is charged with co-ordinating the programs of the Corporation in the financial, administrative and technical sense, and further, shall present concise and coherent program alternatives to the Board of Directors through the Executive Committee for policy decisions.

(iii) Coaching Committee

(iv) Officiating Committee

4.3.00 COMMITTEES

4.3.01 The Board of Directors through the Executive Committee may establish any committee, either through the procedures set out in this by-law, or by and with exception to the sections herein, and any such committee shall be ad hoc, unless specifically named in this by-law or any other by-law of the Corporation.

4.3.02 An ad hoc committee shall be a committee appointed for a specific task or specific time.

4.3.03 Any and all committees or sub-committee(s) not a Standing Committee of either the Board or a Standing Committee shall be deemed an ad hoc committee.

4.3.04 No committee shall be made a Standing Committee and included in this by-law unless and until such committee has been in existence and reported to two (2) AGM's of the Corporation.

4.4.00 EX OFFICIO COMMITTEE MEMBERS

4.4.01 The Executive Committee, and any member thereof is a member of any and all Corporation committee(s) ex officio and upon attendance at any meeting shall have all the rights and prerogatives of any other member of the meeting.

4.4.02 The professional staff of the Corporation, as it may exist from time to time, or any member thereof, is a member of any and all corporation committee(s) ex officio, non-voting, and may attend any meeting of the Corporation committees as requested or directed, or as they desire.

4.5.00 CORPORATION ASSETS

- 4.5.01 Any material or program, conceptual or otherwise, provided or developed by any member of the Corporation, whether said production or development is required, directed, or otherwise, is and shall be the property of the Corporation, and may be utilized, published, or otherwise used by the Corporation in any manner the Corporation directs.
- 4.5.02 A member may be reimbursed for any such material or program and upon request shall execute any documentation required to assert and verify the Corporation's rights.
- 4.5.03 Notwithstanding the Corporation rights, the Corporation may in its sole discretion enter into any contractual relationship with any person, member or otherwise, to develop materials or programs related to or being part of the sport of soccer or within the mandate of "Company"

ENACTED THIS 13TH DAY OF NOVEMBER, 2003.

WITNESS THE SEAL OF AURORA YOUTH SOCCER CLUB INC.

President

Secretary

UNANIMOUSLY SANCTIONED AD CONFIRMED by the Members at a general meeting of the membership duly constituted after proper notice this 13th day of November, 2003.

President

Secretary

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BY-LAW NO. 5

A By-law relating generally with the **procedures and standards** to be met by members holding office in the Corporation, or by members or persons appointed to offices in the Corporation, said Corporation being

AURORA YOUTH SOCCER CLUB INC.

BE IT ENACTED as By-law Number 5 of **AURORA YOUTH SOCCER CLUB INC.** as follows:

PART I

5.1.00 OFFICE/OFFICERS

5.1.01 Definition

An officer is a person or member appointed by the Board of Directors, or by the Members, to any office for any task or responsibility in or for the Corporation and includes but is not limited to a person or member appointed to a committee of the Corporation; to any office referred to in the by-laws of the Corporation; or to any position wherein the person or member represents the Corporation.

5.2.00 INTEREST

5.2.01 Definition

It is the duty of any person or member holding an office or being an officer of the Corporation to disclose any information which an ordinary person or member could rationally regard as affecting the impartiality of the officer in acting as such officer, and such information shall be called an interest.

5.3.00 APPOINTMENT OF OFFICERS

5.3.01 Corporate Requirement

The Corporation shall so much as is possible, when appointing persons or members to any official position ensure that the appointee has no pre-set attitude nor apparent interest in the result of fulfilling the official position in a proper manner.

5.3.02 Additional Requirements

In any situation wherein the Corporation appoints an officer to an official position wherein the rights of a member may be reviewed and/or sanctioned, in addition to the matters set out in article 5.3.01, the Corporation shall so much as is possible, ensure that no association exists between the officer and the member, either actual or apparent, and that the officer has not been involved in any preliminary stage

of the matter under review and/or sanction.

5.3.03 Definitions - Apparent

"Apparent" herein is defined as "in appearance" or "reasonable likelihood".

5.3.04 Definition - Sanction

"Sanction" herein is defined as a "reward for obedience", or a "penalty for disobedience" when attached to any law, by-law, rule, regulation, or consideration of a standard of conduct of the Corporation herein.

5.4.00 DECLARATION OF INTEREST

5.4.01 Disclosure - At Meeting

The person or member required to disclose an interest, whether such interest is direct or indirect, shall declare the interest at the meeting appointing such person or member an officer.

5.4.02 Disclosure - Member Absent

If the person or member is not at the meeting wherein the appointment is made, or at the date of that meeting is not under obligation to declare an interest, at the next meeting of the entity appointing that person or member held after the interest arises, the person or member shall disclose or declare the interest.

5.4.03 Disclosure - Written or Verbal

A declaration of interest may be in writing or may be made verbally.

5.4.04 Procedure on Disclosure

Upon declaration of an interest, the declarant thereafter shall not participate, nor vote, in relation to the matter giving rise to the interest, or if the declarant has voted such vote shall be discounted.

5.4.05 Declaration Indemnifies

Any officer, person or member who has made a declaration of interest under this by-law and has not voted in respect to any matter giving rise to the interest contrary to article 5.4.03 shall not be accountable nor liable to the Corporation or any of its members by reason only of the office held, or the fiduciary relationship thereby established.

PART II

5.5.00 DIRECTORS

5.5.01 Referral To Advisory Committee

In any situation arising wherein a Director is of the opinion a conflict of interest exists either as to the Director, another Director, or any corporate act, the Director may ask for a referral to the Advisory Committee of the Corporation for a ruling, and such referral shall occur forthwith, or as soon as feasibly possible. An Advisory Committee shall be appointed and comprised as an Appeal Tribunal as set out in section 6.A.2.

5.5.02 Advisory Committee Recommends

The Advisory Committee shall make recommendation, and is not obligated to give the basis or other reasons for its' recommendation, but its recommendation shall be followed.

5.5.03 Advisory Committee Powers

The Advisory Committee shall have recourse to any other information it requires, or to any other consultant or advisor to the Corporation, without further authority required.

5.5.04 Advisory Committee Recommends Procedure

The Advisory Committee in its recommendation shall cite whether the person or member in conflict, if such conflict is established, should impart information to the meeting; participate in a limited way in the meeting; or be absent from the meeting while the matter causing a conflict of interest is on the floor of the meeting.

5.5.05 All Committees & Officers

Any committee or officer of the Corporation shall have recourse to this procedure at any time, save and except when the situation of possible conflict arises in other than a Directors' meeting the Advisory Committee may request information in writing, and forthwith or as soon as feasibly possible as cited in article 5.5.01 above shall mean "as soon as is reasonable".

ENACTED THIS 13TH DAY OF NOVEMBER, 2003.

WITNESS THE SEAL OF AURORA YOUTH SOCCER CLUB INC.

President

Secretary

UNANIMOUSLY SANCTIONED AD CONFIRMED by the Members at a general meeting of the membership duly constituted after proper notice this 13th day of November, 2003.

President

Secretary

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BY-LAW NO. 6

A by-law relating to the particularities of

SANCTIONS AND APPEALS

BE IT ENACTED as a by-law of **AURORA YOUTH SOCCER CLUB INC.** as follows:

6.1.00 SANCTIONS

6.1.01 Authority and Jurisdiction

The Corporation may sanction any activity or action, direct or indirect, related to soccer within its jurisdiction.

6.1.02 Sanction Defined

Sanction shall be authorization of any activity or action included in section 6.1.01 hereof and shall thereby include the right to intervene in such activity or action if same is not authorized under the approved rules of the sport or the by-laws and regulations of the Corporation.

6.1.03 Intervention By Corporation

Intervention may be by penalty or punishment which penalty or punishment may include fine, suspension of rights, cancellation of rights, or any combination of penalty or punishment.

6.1.04 Application

Sanction or intervention may be applied on any class of member or the entities or individuals of said class. Sanction or intervention may be applied at any level within the Corporation be it at the Board of Directors or a Committee level and the level shall be determined by the jurisdiction of the entity within the Corporation applying a sanction or intervention in the first instance.

6.2.00 APPEAL RIGHT

6.2.01 Recognized Entity or Member

Any individual or entity of the Corporation against which a sanction or intervention has been applied may appeal the sanction or intervention to the Secretary of the Corporation at the head office of the Corporation as it may be from time to time.

6.2.02 Appeal Action

The Executive Committee of the Corporation shall appoint a Tribunal in the first instance to review

and hear the matter appealed.

6.3.00 APPEAL PROCEDURE

6.3.01 Appointments and Procedures

The Tribunal shall be established under the procedures set out in Appendix 6-A attached hereto. The Tribunal shall conduct a hearing under the rules delineated in Appendix 6-B attached hereto.

6.3.02 Tribunal Responsibility

The facts of the matter under appeal shall be established by the Tribunal and from said facts there shall be no appeal. The Tribunal shall make a decision based on the facts of the matter under appeal and said decision with the reasons therefore shall be rendered to the parties directly involved in the appeal and filed with the Secretary of the Corporation.

6.3.03 Appeal of Tribunal By Leave Only

Either party to an appeal determined by a Tribunal may apply for leave to appeal the decision within five days of the date of the Tribunal decision on grounds of improper penalty or punishment or improper application of Corporate policy, or rules and regulations of the Corporation only.

Application for leave to appeal under this section shall be made to the Secretary of the Corporation, and shall be in letter form stating the grounds and reasons why leave to appeal should be granted.

6.3.04 Executive Committee Determines Leave

The Executive Committee of the Corporation shall determine within three (3) days of receipt of application for leave to appeal whether the said leave to appeal will or will not be allowed, and their decision is final and binding. If leave to appeal is not allowed the decision of the Tribunal is confirmed and shall have force and effect forthwith. If leave to appeal is granted the Executive Committee shall appoint an Appeal Board forthwith and set a date within fifteen days next for the Appeal Board to sit.

6.4.00 APPEAL BOARD

6.4.01 Appointment and Purpose

The Appeal Board shall be appointed as set out in Appendix 6-A. An Appeal Board may make a determination on any matter included in the written submissions for leave to appeal with or without a hearing.

6.4.02 Appeal Board Powers

The Appeal Board may convene a hearing and both parties to the appeal shall be given opportunity to be heard if a hearing is convened. The Appeal Board may call any member of the Corporation to

attend to give evidence, or may call any witness, or may demand any Corporate documents to determine or assist in determining the matter appealed. The Appeal Board shall convene a hearing if the Appeal Board calls any member or witness to give evidence.

6.4.03 Appeal Board Decisions

The decision of the Appeal Board shall be in writing with reasons therefore to the parties and the decision shall be filed with the Secretary of the Corporation. The decision of the Appeal Board hearing any matter is final and binding and non-appealable, and the Corporation shall ensure the carrying out of the Appeal Board decision.

6.5.00 SCHEDULES

6.5.01 Schedules Are Regulations

Schedules 6-A and 6-B attached hereto are deemed to be regulations for implementing purposes only and not part of the by-law and as such may be amended from time to time by the Board of Directors by majority vote only.

ENACTED THIS 13th day of November, 2003.

WITNESS THE SEAL OF AURORA YOUTH SOCCER CLUB INC.

President

Secretary

UNANIMOUSLY SANCTIONED AND CONFIRMED by all the Registered Members at a general meeting of the membership duly constituted after proper notice this 13th day of November , 2003.

President

Secretary

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SCHEDULE 6-A

APPEAL TRIBUNAL

- 6.A.1 The members of a Tribunal shall be appointed by the Executive Committee of the Corporation. A Tribunal shall consist of three persons, and all persons need not be members of the Corporation.
- 6.A.2 On appointment of a Tribunal the Executive Committee shall ensure the following:
- (a) That no association exists between a party of appeal and a Tribunal member, either actual or apparent.
 - (b) That no Tribunal member has been involved in any preliminary stage of the decision or matter under appeal.
 - (c) That no Tribunal member has a pre-set attitude or apparent interests in the result of the appeal.
 - (d) "Apparent" herein is defined as "in appearance" or "reasonable likelihood".
- 6.A.3 An appeal Board, if appointed, shall be appointed in like fashion as delineated above save and except "Tribunal" shall read "Appeal Board".

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SCHEDULE 6-B

TRIBUNAL & APPEAL BOARD PROCEDURES

- 6.B.1 It is the policy of **AURORA YOUTH SOCCER CLUB INC.** that each and every member against whom an adverse decision of either a standing committee of the Corporation or the Board of Directors of the Corporation has been rendered or tendered may appeal such decision. In that the by-laws of the Corporation ensure that each member has right of appeal, as does the Corporation, and that the final appeal is to the Board of Directors of the Corporation, the establishment of an Appeal Tribunal and/or an Appeal Board, or both, is to allow the member and/or the Corporation every opportunity and right of appeal, and as well to ensure that at the first level of hearing held, the facts of the matter are ascertained, prior to the final appeal being heard, and the facts once accepted or determined may not be appealed.
- 6.B.2 In the event that a decision affecting a member has been made by the Board of Directors, only an Appeal Board can be appointed to hear a matter appealed; a matter which has been determined by a standing committee of the Corporation, and ratified by the Board of Directors, may be heard by a Tribunal in the first instance.
- 6.B.3 Any notice for request for appeal shall be given in writing to the Secretary of **AURORA YOUTH SOCCER CLUB INC.** and shall include the grounds and/or reasons for appeal. The grounds and/or reasons for appeal shall be of sufficient particularity that the opposite party may respond in writing. Any notice for request for appeal shall be made within three (3) days of the sanction or intervention or decision being appealed and notice shall mean date of postmark if mailed by registered mail or receipt of notice if delivered otherwise and all notices shall be to the head office of the Corporation, and addressed on the envelope as follows:
- "Appeal"
c/o Secretary
115 Industrial Parkway North
Aurora, Ontario, L4G 4C4
- 6.B.4 Within ten (10) days of receipt of notice for request for appeal a Tribunal shall be appointed; a date shall be set for a hearing which date shall be within fifteen (15) days of appointment of the Tribunal; and notice to all parties of such date of hearing by the Tribunal shall be telephoned and/or confirmed by registered mail.
- 6.B.5 The Tribunal hearing shall proceed as scheduled unless both parties to the appeal consent to an extension of time, which extension may not be for more than ten (10) days past the original date set for a Tribunal hearing.
- 6.B.6 The parties to an appeal shall be the member appealing, and the Corporation represented by the member making the original sanction or intervention being appealed. The Tribunal shall ensure that the appealing party has a response and that the responding party has the grounds of appeal at least three days before the scheduled hearing. In the absence of a response in writing the Tribunal may allow the appeal or may extend the date of hearing up to ten (10) days. In the continued absence of a response in writing such that the appealing party does not have the response three clear days prior to

the hearing, the appeal shall be granted. If the Tribunal determines that the grounds of appeal are not of sufficient particularity to allow a response, the Tribunal may direct greater particularity of grounds of appeal and may extend the date of hearing up to ten (10) days. In the continued absence of particularity of grounds of appeal such that the responding party cannot respond to the appealing party three clear days prior to the hearing, the appeal shall be refused.

6.B.7 At the Tribunal hearing either party may present information, witnesses, documents and/or personal statements and either party may cross-examine the other, or witnesses, and the Tribunal may cross-examine or request any information of either party or any witness or any member of the Corporation. The Tribunal shall decide on the basis of materials presented during the hearing the facts of the alleged misconduct being appealed and shall file same in writing as part of the Tribunal decision. The Tribunal shall make a decision in relation to the appeal with reasons therefore and in writing. The Tribunal shall deliver to each party and the Corporation its' written decision within ten (10) days of the Tribunal hearing. Notwithstanding anything set out herein, a Tribunal may render a verbal decision forthwith at hearing provided the procedures in this section are properly completed thereafter. The date on which the Tribunal shall be deemed to have rendered its decision shall be the date on which such decision is posted by registered mail to the parties, notwithstanding a Tribunal rendering a verbal decision.

6.B.8 An Appeal Board may make a determination on any matter included in the written submissions for leave to appeal with or without a hearing.

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