West Carleton Soccer Club By-laws

1. General

a) West Carleton Soccer Club is a not-for-profit Ontario corporation named West Carleton Soccer Club, hereinafter referred to as WCSC or the Club.
b) The registered office of the Club shall be located within the former township of West Carleton in the City of Ottawa, Ontario.
c) “In writing” includes electronic communications.

2. Objectives

a) To promote and develop the game of soccer within West Carleton.
b) To provide opportunities to play recreational, development and competitive soccer at a level appropriate to players' skills and interests.
c) To promote the continual development of players, coaches and referees at the development, competitive and recreational levels.

3. Affiliations

a) WCSC shall be a member club of Eastern Ontario Soccer (EOS) and shall operate in conformance with EOS rules and regulations.
b) WCSC shall submit these By-laws annually to the EOS, if requested.
c) WCSC shall follow the rules of Ontario Soccer (OS).
d) WCSC shall affiliate with local soccer leagues and clubs as necessary to achieve its objectives.

4. Membership

4.1 Classes of Membership

a) Voting Members shall be
    i. Players
    ii. Directors
    iii. Coaches (Head and Assistant Coaches)

4.2. Application

a) For non-Directors, an individual will be admitted or renewed as a member if:
    a) The candidate makes an application for membership in a manner prescribed by the Club;
    b) The candidate has paid fees as prescribed by the Board;
    c) The candidate agrees to uphold and comply with the Club’s governing documents;

d) The candidate meets any other condition of membership determined by the Board; and
e) The candidate has been approved by majority vote of the Board or by any committee or individual delegated this authority by the Board.

b) For Directors, an individual who has been elected as a Director will be admitted as a member.

4.3. Policy Compliance

a) As a condition for membership, an individual (via the individual's parent/guardian, on behalf of the individual, if the individual is younger than 18 years old) must comply with the Club's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). A Member's failure to comply with the Club's policies and procedures may result in discipline, or suspension or termination of membership.

4.4. Termination of Membership

a) Membership in the Club shall be deemed to have been terminated:
    i. If the Member submits a signed letter of resignation to the Board of Directors.
    ii. If the Member is expelled by the Board of Directors by providing at least fifteen (15) days' prior written notice to the Member, the Board may pass a resolution authorizing disciplinary action in respect of such Member or the termination of such Member's membership. The notice shall set out the reasons for the proposed disciplinary action or termination of membership. The Member receiving such notice shall be entitled to give the Board a written submission opposing the proposed disciplinary action or termination of membership not less than five (5) days before the end of the 15-day period. The Board shall consider any written submission made by the Member before making a final decision regarding disciplinary action or termination of membership.
    iii. For players and coaches, on May 1st.
    iv. For Directors, when the Director's term expired or when the Director resigns or is removed from office.
    v. As per the Club's policies for discipline, when applicable.
b) If a membership is terminated, any associated player registration fee already paid will not be refunded.

4.5. Discipline of Members

a) A Member may be censured or suspended from Membership only after written notice of the infraction has been provided in accordance with Club rules and a hearing has been held in accordance with the Club rules and OS's published rules.
    i. An individual whose membership has been suspended loses all rights of membership, except those needed to participate in any appeal and/or dispute resolution processes related to the individual's own suspension, until the suspension has been terminated.
b) Player, team and team official discipline for game infractions is governed in accordance with the procedures published by Ontario Soccer.
c) Any Member who infringes the rules of the Club or brings the Club into disrepute, may be reprimanded, suspended or expelled from the Club after a hearing by the Board of Directors at which hearing the Member is entitled to attend and make a submission regarding the termination in accordance with Section 4.4 (a).

4.6. Fees and Membership Term

a) Before the start of each season, the Board of Directors shall determine the player fees for recreation, development, competitive and adult players. For youth recreation, the player registration fee shall be the same for all players in the same division regardless of the "home" community they are registered to play in.
b) Membership based on player registration is granted for one year on receipt of payment of the registration fee, and is valid from 1 May to 30 April of the following year.

5. Registered Participants

5.1 Classes of Registered Participants

a) The Club has the following categories of Registered Participants, who are not necessarily Members, but who must register or otherwise affiliate with the Club and may pay fees as determined by the Board (or, if the Registered Participant is younger than 18 years old, who must have a parent/guardian register or affiliate and pay fees, when applicable, on behalf of the Registered Participant):
    a. Players
    b. Directors
    c. Members of Committees
    d. Coaches
    e. Other volunteers

b) Registered participants of the Club are not necessarily also members of the Club. A registered participant is only a member if they have registered with the Club as a

member pursuant to Article 4. Registered participants who are not members have no voting or governance rights.

5.2. Policy Compliance

a) As a condition for registration or affiliation with the Club, an individual (via the individual's parent/guardian, on behalf of the individual, if the individual is younger than 18 years old) must comply with the Club's policies and procedures, as may be modified or updated at the discretion of the Board (or designate). A Registered participant's failure to comply with the Club's policies and procedures may result in discipline, or suspension or termination of registration.

5.2. Termination of Registration

a) Registration in the Club shall be deemed to have been terminated:
    i. If the registered participant submits a signed letter of resignation to the Board of Directors.
    ii. If the registered participant is expelled by the Board of Directors.
    iii. For non-Directors, on May 1st.
    iv. For Directors, when the Director's term expired or when the Director resigns or is removed from office.

5.3. Discipline of Registered Participants

d) A registered participant may be censured, suspended or expelled for cause and only after written notice of the infraction has been provided in accordance with Club rules and a hearing has been held in accordance with Club rules and OS's published rules.
    i. An individual whose registration has been suspended loses all rights, except those needed to participate in any appeal and/or dispute resolution processes related to the individual's own suspension, until the suspension has been terminated.
e) Player, team and team official discipline for game infractions is governed in accordance with the procedures published by Ontario Soccer.
f) Any registered participant who infringes the rules of the Club or brings the Club into disrepute, may be reprimanded, suspended or expelled from the Club after a hearing by the Board of Directors at which hearing the registered participant is entitled to attend and make a submission regarding the termination.

6. Directors and Officers

6.1 Directors

a) A Board of Directors composed of not less than 3 and not more than 22 Directors shall direct and supervise the business and affairs of the Club.
b) Prior to a meeting of the members at which Directors will be elected, the Board will determine the number of Director positions by Ordinary Resolution (this power to the Board is provided by Special Resolution of the voting Members) provided that:
    i. The number of Director-at-large positions is at least three (3) and no more than twenty-two (22); and
    ii. A decrease in the determination of the number of Director positions on the Board does not have the effect of shortening the term of a sitting Director
c) The Board of Directors shall include: 1 Past President Director; up to 9 Program Directors; up to 4 Operations Directors; up to 4 Directors-at-Large and 4 Officers.
d) The most recent Past President (or another Past President, at the discretion of the Board by ordinary resolution) shall be automatically appointed as a voting Director.
e) Up to nine directors shall be elected to serve as Program Directors. The exact titles and responsibilities of these Directors shall be defined by the Board based on programs to be offered for each upcoming season, but typical titles may be:

    i. Program Director - Micro (U4/5)

    ii. Program Director – U7

    iii. Program Director – U9

    iv. Program Director – U11

    v. Program Director – U13

    vi. Program Director – House League Full Field (one or more age divisions)

    vii. Program Director – Talons teams (duties to be shared)

    viii. Program Director – Talons teams (duties to be shared)

    ix. Program Director – Adult Teams

f) Up to four directors shall be elected to fill the following Operations Directors positions:

    i. Director - Refereeing

    ii. Director - Coaching

    iii. Director - Discipline and Appeals

    iv. Director - Equipment

g) Up to four directors shall be elected to serve as Directors-at-Large

h) Up to four directors shall be elected to fill the following Officer positions:

   i. President

   ii. Vice President

   iii. Secretary

   iv. Treasurer

6.2. Qualifications for Directors

a) A Director must be 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) A Director must not be an undischarged bankrupt.
d) A Director need not be a member of the Club prior to being elected.

6.3. Election of Directors

a) A Director shall serve for a term of two years in a staggered rotation as follows:
   i. Two (2) Officer positions (President, Secretary), two (2) Operations Directors (Head Referee, Discipline), up to two (2) Director-at-Large, and up to four (4) Program Directors shall be elected in even numbered years;
   ii. while the positions of the following: Two (2) Officer positions (Vice-President, Treasurer), two (2) Operations Director (Head Coach), (Equipment) up to two (2) Directors-at-Large, and up to five (5) Program Directors, shall be elected in odd numbered years.
b) An absolute majority of the votes cast by members present at the AMM shall be required to elect each Director. In the event no candidate receives an absolute majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.
c) A person elected or appointed to be a Director becomes a Director if they were present at the meeting when being elected or appointed and did not refuse the appointment. They may also become a Director if they were not present at the meeting but consented in writing to act as a Director before the election or appointment, or within ten (10) days after the appointment or election, or if they acted as a Director pursuant to the election or appointment.
d) If a vacancy occurs on the Board of Directors, the Board of Directors may, by majority vote, appoint an individual to fill the vacancy for the remainder of the term of the position being filled.

e) An individual who is elected or appointed to be a Director must register with the Club as a Director, must sign all required documents presented by the Club, 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.

6.4. Removal of Directors

a) The office of a Director shall be automatically vacated:
    i. if at a Special General Meeting of Members, a resolution is passed a vote cast by a majority of the voting Members present at the meeting that the Director be removed from office;
    ii. if the Director resigns their office by delivering a written resignation to the Secretary of the Club;
    iii. if the Director is found by a court to be of unsound mind;
    iv. if the Director becomes bankrupt
    v. on the Director's death.

6.5. Officers

a) Subject to the supervision and direction of the board of directors, the Officers shall be responsible for the operation and management of the business affairs of the Club, with such duties and responsibilities as set out by the board of directors, including, but not limited to, the duties set out below.
b) The Club shall have the following officers, each of whom must be a director, with the exception of the Club Administrator who shall not be a director. Any director may fill up to two officer roles simultaneously (other than the Club Administrator role):
    i. President
    ii. Vice President
    iii. Secretary
    iv. Treasurer
    v. Club Administrator
c) The Club Administrator shall be appointed by the Board of Directors and shall not be a Director.

d) All Officers shall perform such duties as shall from time to time be delegated to them by the Board of Directors including, but not limited to, the duties set out below.
    i. The President (or a designate) shall be the chair at all general meetings of the Members and of the Board of Directors. In the absence or vacancy of the Vice President, the President shall be responsible for the office of the Club Administrator.
    ii. The Vice President shall oversee the office of the Club Administrator and shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.
    iii. The Treasurer shall have the custody of the funds and securities of the Club. The Treasurer shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Club. The Treasurer alone, or both the President and the Secretary together, shall disburse the funds of the Club taking proper vouchers for such disbursements. The Treasurer may establish a petty cash fund or petty cash account to be drawn upon at the discretion of the Club Administrator for day-to-day operational expenditures, such expenditures to be documented with proper vouchers; the petty cash fund/account maximum outstanding amount is subject to approval by the Board of Directors. The Treasurer shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Club.
    iv. The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors.
    v. The Club Administrator shall report to the Vice President, or in the absence or vacancy of the Vice President, the President, shall attend all meetings of the Board of Directors, and carry out the day to day affairs and administration of the Club.

6.6. Remuneration of Directors

a) Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties.
b) Nothing herein contained shall be construed to preclude any Director from serving the Club in any other capacity and receiving compensation therefore.

6.7. Conduct of Directors

a) Directors shall be subject to the Conflict of Interest and Standards of Conduct Policy in Ontario Soccer's published rules.

6.8. Authority to Execute Documents

a) The following items require prior approval by the Board of Directors:
    i. Any transaction, or any series of directly related or similar transactions, that commit the Club to expenditures equal to or exceeding $25,000.00 CAD in any 12 month period, such period not necessarily being within the same fiscal year of the Club.
    ii. Any debt instrument, including but not limited to, loans, promissory notes and/or lines of credit.
    iii. Any purchase or lease of property.
    iv. Hiring or contracting of the Club Administrator

b) Subject to the above, contracts, documents or any instruments in writing, not including monetary instruments such as cheques, money orders, or similar, requiring the signature of the Club, shall be signed by the President, or in the President's absence the Vice President, and the Club Administrator or in the Club Administrator's absence, either of the Secretary or the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Club without any further authorization or formality.
c) The Directors shall have power from time to time by resolution to appoint any person or persons on behalf of the Club to sign specific contracts, documents and instruments in writing.

6.9. Duties and Powers of Directors

a) Except as otherwise provided in the *Ontario Not-for-Profit Corporations Act, 2010* and its regulations, or these By-laws, the Board has the powers of the Club and may delegate any of its powers, duties, and functions.
b) The Board is empowered to:

    i. Make policies and procedures or manage the affairs of the Club for the purpose of furthering the objects and purposes of the Club in accordance with the *Ontario Not-for-Profit Corporations Act, 2010* and these By-laws;
    ii. Make policies and procedures relating to the discipline of members and registered participants, and have the authority to discipline members and registered participants in accordance with such policies and procedures;
    iii. Make policies and procedures relating to the management of disputes within the Club and deal with disputes in accordance with such policies and procedures;
    iv. Employ or engage under contract such persons as it deems necessary to carry out the work of the Club;

v. Determine registration procedures, determine membership fees, and determine other registration requirements;
vi. Enable the Club to receive donations, benefits, bequests, distribution of investment capital and income for the purpose of furthering the objects and purposes of the Club;
vii. Make expenditures for the purpose of furthering the objects and purposes of the Club;
viii. Invest funds for the purpose of furthering the objects and purposes of the Club;
ix. Manage the Club's assets and resources expenditures for the purpose of furthering the objects and purposes of the Club;
x. Borrow money upon the credit of the Club as it deems necessary in accordance with these By-laws; and
xi. Perform any other duties from time to time as may be in the best interests of the Club.

7. Meetings

7.1. Board Meetings

a) Meetings of the Board of Directors may be held at any place, and on any day, as the Board of Directors may determine. Written notice of meetings of the Board will be given to all Directors at least five (5) days prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Members Meeting (AMM) of the Club.

b) A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Club consent, participate by electronic means provided that all participants are able to adequately communicate with each other simultaneously during the meeting.

c) There shall be at least five meetings per year of the Board of Directors.

d) Decisions shall be made by a simple majority vote of the Directors present. Each Director has one (1) vote.

e) A majority of Directors in office, from time to time, but no less than three Directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to conduct Club business.

f) In addition to in person meetings, the Board of Directors may conduct business over the Internet using electronic mail or website based means. Should a formal motion be made via electronic means by a Director:
   i. The motion must be seconded.
   ii. Following the motion being seconded, there is a 48 hour period for discussion and voting by electronic means. Directors may change their vote within the 48 hour period.
   iii. The final vote tally is to be recorded no sooner than 48 hours after the motion is seconded online.
   iv. At any time during the 48 hour period, and at the request of an absolute majority of the then sitting directors, the President may table the motion until the next face-to-face meeting of the Board of Directors.
   v. The 48 hour period may be waived if there is a clear majority in support of, or against, the motion, and the motion may be declared carried or defeated by the President.
   vi. Any motion proposed over the Internet requires agreement of an absolute majority of the then sitting Directors to be carried.

g) The complete minutes of Directors meetings and record of motions conducted via electronic means shall be made available to the Directors and the Club membership.

h) The only exception to the above subsection shall be in circumstances where general circulation of the complete minutes would violate the Club's *Privacy Policy*. In such cases the minutes made available to the Club membership shall be abridged to conform to the *Privacy Policy*.

7.2. General Meetings

a) The Club will hold an Annual Meeting of Members (AMM) at such date, time and place as determined by the Board within the Province of Ontario. The AMM will be held within fifteen (15) months of the last AMM and within six (6) months of the Club's fiscal year end.
b) A Special Meeting of the Members (SMM) 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 Club (provided

that purpose does not fall within the exceptions listed in the *Ontario Not-for-Profit Corporations Act, 2010* and provided that purpose is not inconsistent with the *Ontario Not-for-Profit Corporations Act, 2010*) within twenty-one (21) days from the date of the deposit of the requisition.

c) The agenda of the Annual Meeting of Members may include
    i. Roll Call
    ii. Credentials Report
    iii. Minutes of Previous Annual Meeting of Members
    iv. President's Address
    v. Treasurer's Report
    vi. Auditor's Report
    vii. Appointment of Auditors
    viii. Presentation of budget for current financial year
    ix. Directors' Reports
    x. Other Reports
    xi. Unfinished Business
    xii. Amendments to the By-Laws
    xiii. Election of Directors
    xiv. Any Other Business
    xv. Adjournment

d) The quorum for all General Meetings of the Club shall be ten (10) Members.
e) Fourteen days' notice shall be given to each voting Member of any Annual Meeting of Members or Special General Meeting of Members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.
f) The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, , the Directors and Officers, staff of the Club (if any), the auditors of the Club (or the person who has been appointed to conduct a review engagement, if any), and others who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present provided that such other persons will not have the right to speak except on the invitation of the Chair of the meeting or with the consent of the meeting.
g) The Board may set a date as the record date for the purpose of determining Members entitled to vote at any meeting of Members. The record date must not precede the date on which the meeting is to be held by more than ten (10) days. If no record date is set,

the record date is 5:00pm on the day immediately preceding the first date on which the notice is sent or, if no notice is sent, the beginning of the meeting.

h) Each voting Member present at a General Meeting shall have the right to exercise one vote. Voting Members who are 18 years old or older at the time of the meeting of the Members may exercise their own vote. Voting Members who are younger than 18 years old at the time of the meeting may have their vote exercised at meetings of Members by a parent or guardian. For clarity, a parent or guardian with multiple children registered with the Club who are younger than 18 years old may exercise one vote per child. Also, two parents/guardians of the same child who is registered with the Club and who is younger than 18 years old may both attend a meeting of the Members but may only exercise one vote. For further clarity, Members who are Directors vote during elections (which includes a sitting Director voting on the issue of their re-election, if applicable).
i) Proxy voting is not permitted.
j) Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.
k) A majority of the votes cast by the Members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of Members is required by these By-laws or by the *Ontario Not-for-Profit Corporations Act, 2010*.

7.3. Procedures for Meetings

a) All meetings of the Club shall be conducted in accordance with the most recently published Robert's Rules of Order Newly Revised except as may be otherwise stipulated in these By-laws.
b) Any meeting of the Members may be adjourned to any date, time and (if applicable) place, and from time to time, and any business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place provided that a quorum is present at the opening of such adjourned meeting. Notice of an adjourned meeting of the Members is not required if the date, the time and (if applicable) the place of the adjourned meeting and, if applicable, instructions for attending and participating in the adjourned meeting by electronic means that will be made available for that adjourned meeting, including, if applicable, instructions for voting by such means at that adjourned meeting, are announced at the original meeting. Notwithstanding the foregoing, if a meeting of the Members is adjourned by one or more adjournments for an aggregate of 30 days or more, the Club shall give notice of the meeting that continues the adjourned meeting beyond that 30-day period in accordance with these By-laws.

8. Committees

a) The Board may appoint such standing and ad-hoc committees as it deems necessary for managing the affairs of the Club. The Board may appoint and remove members of these committees or provide for the election of members of these committees, may prescribe the duties and terms of reference of these committees, and may delegate to any of these committees any of its powers, duties, and functions.

9. Club Rules and Policies

The Club shall have rules and policies as required by, but not limited to, those required by EOS.

a) Rules and policies must be adopted by simple majority of the Board of Directors.

10. Maintenance of By-laws, Club Rules and Club Policies

a) Amendments to these By-laws may only be made at the Annual Meeting of Members of Members or at a Special General Meeting of Members called for that purpose.
b) These By-laws may only be amended, revised, repealed or added to by:
    i. Majority vote 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 majority vote. 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
    ii. A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the *Ontario Not-for-Profit Corporations Act, 2010* 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 majority vote
c) The Club shall submit any amendments to these By-laws toEOS within 60 days after approval of the Members.
d) Additions or amendments to the rules and policies may be made by a majority vote of the Board of Directors at a Board meeting, or by a majority vote of the Members at a General Meeting.

11. Financial Results and Audits

a) Unless otherwise ordered by the Board of Directors, the fiscal year end of the Club shall be December 31.
b) The Members shall, at each Annual Meeting of Members, appoint an auditor to provide a minimum of a review engagement report of the accounts and annual financial statements of the Club for report to the Members at the next Annual Meeting of Members. The auditor shall hold office until the next Annual Meeting of Members provided that the Board of Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.
c) When the Club's revenue for the previous fiscal year was less than the amount prescribed in the *Ontario Not-for-Profit Corporations Act, 2010*, the Members may decline, by 80% majority vote, to appoint an auditor. Alternatively, when the Club's revenue for the previous fiscal year was less than the amount prescribed in the *Ontario Not-for-Profit Corporations Act, 2010*, the Members may, by 80% majority vote, choose to conduct a review engagement or notice to reader in lieu of an audit.
d) The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Club of the most recent completed fiscal year of the Club 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 twenty-one (21) days before the Annual Meeting. The Financial Statements may be presented by the Auditor at the Annual Meeting and will include:

    i. The financial statements;
    ii. The auditor's report or review engagement (if any); and
    iii. Any further information respecting the financial position of the Club.

e) The necessary books and records of the Club required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

    i. The Club's Articles and By-laws;
    ii. The minutes of meetings of the Members and of any committee of Members;
    iii. The resolutions of the Members and of any committee of Members;
    iv. The minutes of meetings of the Directors or any committee of Directors;
    v. The resolutions of the Directors and of any committee of Directors;
    vi. A register of Directors;
    vii. A register of Officers;
    viii. A register of Members; and
    ix. Account records adequate to enable the Directors to ascertain the financial position of the Club on a quarterly basis.

12. Indemnities to Directors and Others

a) Directors or other servants to the Club, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Club against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglect or default.
b) The Club shall, to the best of its ability, maintain appropriate Directors and Officers Liability insurance.

13. Appeals & Dispute Resolution

a) Any member directly affected by a decision of the Club may appeal such decision except as noted in b) and c) below. The denial or termination of membership in the Club may be appealed by a non-member.
b) A member shall not appeal a decision made by the Board of Directors regarding the selection, appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment, re-appointment or revocation processes outlined in the Club's published rules have not been followed.
c) An individual shall not appeal a decision made by the Club regarding a player's team assignment.
d) The Club shall adhere to the Dispute Resolution process as published and approved by Ontario Soccer.
e) A decision of the Club may be appealed to EOS. The appeal shall be conducted in accordance with Ontario Soccer's and EOS's published rules.
f) The Dispute Resolution process shall not to be used for soccer game-related discipline - the normal discipline and appeals process shall be followed.
g) The Club shall make available the Dispute Resolution Policy on the Club website.

14. Harassment

a) The Club shall adhere to the Harassment Policy (or its successor conduct policy, as applicable) as published and approved by Ontario Soccer.
b) The Harassment Policy or its successor conduct policy, as applicable shall apply to all members, registered participants, and employees of the Club.
c) The Club shall make available the Harassment Policy or its successor conduct policy, as applicable) on the Club website.

15. Notice

a) Any notice required to be given to the Directors under these By-laws shall be delivered electronically to the Director's e-mail address as is recorded with the Secretary.
b) Any notice required to be given to the members under these By-laws shall be given via the Club website. The notice may also be delivered electronically to the Members.

16. Conflict of Interest

a) A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Club will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the *Ontario Not-for-Profit Corporations Act, 2010* regarding conflict of interest as well as the Conflict of Interest Policy in Ontario Soccer's published rules.

17. Dissolution

a) In the event of dissolution of the Club, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Directors to one or more not-for-profit soccer related organizations, or any not-for-profit athletic community organizations, which operate solely in Ontario.