

Pickering Soccer Club Inc.
By-Laws

**Version: 2010 Final
November 24, 2010**

Version	Date	Changes
2007	October 17, 2007	As passed at the 2007 AGM: <ul style="list-style-type: none"> • 10-2 - Added Bingo duties to Director Indoor, Events and Tournaments • 9-4 - amended points 7 & 8 and added point 11 • 10-2 - Removed Director of Sponsorship. Duties and responsibilities have been assumed by the Office Manager position
2008	October 15, 2008	As passed at the 2008 AGM: <ul style="list-style-type: none"> • 5-1,5-2,5-3,6-2,6-5,7-2,8-11,8-12,9-1,9-2, • 9-4, 10-1,10-2,11-1,14-1,14-2 - housekeeping changes, including removing 8-11 and renumbering 8-12 to 8-11 • Rules & Regulations #8 - housekeeping changes • 15-1 - Residency - changed to adhere to the rules of the DRSA and OSA. • 6-2 - Composition - membership year date changed
2009	October 28, 2009	As passed at the 2009 AGM, refer to AGM minutes for details
2010	November 24, 2010	<ul style="list-style-type: none"> • As passed at the 2010 AGM, refer to AGM minutes for details • Correction to include missed amendment from 2009 regarding 7-1.

CHAPTER 1 - NAME

BY-LAW 1-1 - NAME

The name of the Corporation shall be the Pickering Soccer Club Inc. hereafter known as "the Club".

The official abbreviation for the name of the Corporation shall P.S.C.

BY-LAW 1-2 – HEAD OFFICE

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

BY-LAW 1-3 – SEAL

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

BY-LAW 1-4 – OFFICIAL COLOURS AND INSIGNIA

The Official colours of the Club shall be green and gold.

The use of the Official Insignia of the Pickering Soccer Club and its adaptations shall be limited to the Corporation.

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

Once adopted, the Official Colours and Insignia cannot be changed again for a three (3)-year period from the time it was adopted.

CHAPTER 2 – PURPOSE AND OBJECTIVES

BY-LAW 2-1– PURPOSE

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

BY-LAW 2-2– OBJECTIVES

The objectives of the Club are to promote and further:

- Individual development through active participation in soccer activities designed to develop the individual
- Promotion of soccer to the youth of the community in the City of Pickering through the participation in team play
- Governance of all soccer activities for registered members within the Club
- Promotion of good fellowship among its members on the soccer field

CHAPTER 3 – AFFILIATIONS

BY-LAW 3-1 – AFFILIATIONS

The Club shall be a member of the Durham Region Soccer Association (DRSA) and its governing bodies: the Ontario Soccer Association (OSA), the Canadian Soccer Association (CSA) and F.I.F.A.

The Club shall insure compliance with all rules, policies and procedures established by these associations

BY-LAW 3-2 – CANDIDATES FOR REGIONAL OFFICE

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

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

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

CHAPTER 4 – CLUB MEMBERS

BY-LAW 4-1 – REGULAR MEMBERS

Regular Members shall be comprised of the following:

- Registered Players 18 years of age or older shall be Regular Members of the Club
- Registered Players under the age of 18 shall be Regular Members of the Club, as represented by a parent or guardian who acts as Proxy and who lives at the same address as the Registered Player
- Members of The Board of Directors shall be Regular Members of the Club
- All Registered Coaches shall be deemed to be Regular Members of the Club
- All Registered Volunteers shall be deemed to be Regular Members of the Club

BY-LAW 4-2 – REGISTRATION FEES

The registration fees of the Club shall be established by the Board of Directors.

Registration fees shall be assessed to each Member who is a Registered Player.

BY-LAW 4-3 – HONORARY MEMBERS

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

Honorary Members are afforded all rights of membership except voting rights. There shall be no dues or fees assessed to an Honorary Member of the Club.

BY-LAW 4-4 – TRANSFER OF MEMBERSHIP

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

BY-LAW 4-5 – TERMINATION OF MEMBERSHIP

Membership in the Club shall be deemed to have been terminated:

- If the Member submits a signed letter of withdrawal to the Board of Directors
- If the Member is expelled by the Club
- If the Member fails to renew his membership

BY-LAW 4-6 – DISCIPLINE OF A MEMBER

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

Any member, who infringes the Articles or 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 of the Club at which the member is entitled to attend and speak on his own behalf.

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

BY-LAW 4-7 - DISPUTE RESOLUTION

The Club shall adhere to the Dispute Resolution process as published and approved by the DRSA and its Governing Bodies.

Any Member of the Club may initiate the Dispute Resolution process by communicating in writing with the Provincial Association with a copy to the Club and the DRSA

CHAPTER 5 - GENERAL MEMBERSHIP

BY-LAW 5-1- MEMBERSHIP COMPOSITION

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

BY-LAW 5-2- SUPREME AUTHORITY

The Membership shall constitute the Supreme Authority of the Club.

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

BY-LAW 5-3 – MEMBERSHIP RIGHTS

The Membership shall be accorded the following rights:

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

CHAPTER 6 -BOARD OF DIRECTORS BY-LAW

6-1 – BOARD OF DIRECTORS

The business of the Club shall be conducted by a Board of Directors, hereafter known as 'the Board'.

The Board of Directors shall be the governing body of the Club.

The Board shall consist of:

- a) The President
- b) The Immediate Past President
- c) The Executive Vice President
- d) Vice President of Operations
- e) The Treasurer
- f) The Secretary
- g) Another eight (8) Directors At Large
 - Director 1 –Micro Recreational Soccer
 - Director 2 –Mini Recreational Soccer
 - Director 3 –Full Field Recreational Soccer
 - Director 4 – Boys' Competitive Soccer
 - Director 5 – Girls' Competitive Soccer
 - Director 6 – Club Head Referee
 - Director 7 – Indoor, Events, Tournaments and All Star
 - Director 8 – Special Projects

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

A Director shall be eighteen (18) years of age or older and shall not be an undischarged bankrupt

A Director may hold more than one position.

BY-LAW 6-2 – DUTIES OF DIRECTORS

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

The Executive Committee shall consist of:

- a) The President
- b) The Immediate Past President
- c) The Executive Vice President
- d) Vice President of Operations
- e) The Treasurer
- f) The Secretary

The President shall:

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

The Immediate Past President shall:

- a) Advise the President on all matters relating to the governance of the Club
- b) Be an advisor to the Executive Committee

The Executive Vice President shall:

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

The Vice President of Operations shall:

- a) Oversee the operations of the Club
- b) Be a member of the Executive Committee
- c) Be responsible for the appointment and management of the Club's Discipline Committee
- d) Have such other duties as prescribed by the Board

The Treasurer shall:

- a) Be a member of the Executive Committee
- b) Prepare a budget, which shall be presented and approved by the Board of Directors and be responsible for overseeing its prudent administration
- c) Keep full and accurate accounts of the receipts and disbursements in books belonging to the Club
- d) Direct the deposit of all monies and other valuables in the name and to the credit of, the Club, in such depositories as may be designated by the Board of Directors
- e) Disburse the funds of the Club as may be ordered by the Board of Directors, and render to the Board, a financial statement at least monthly, or as required by the Board
- f) Ensure that all accounts are paid by cheque
- g) Sign each cheque together with one other appointed signatory. In the event that the Treasurer is unavailable or has declared a conflict, the two other appointed signatories may sign a cheque with the knowledge of the Treasurer
- h) Be the custodian of the deposit and receipt books of the Club, and shall produce such books, properly balanced, at all meetings of the Club
- i) Prepare a financial statement which shall be submitted to the Annual General Meeting
- j) Have copies of current financial statement and auditor's reports for Members at the Annual General Meeting
- k) Be bondable
- l) Have such other duties as prescribed by the Board

The Secretary shall:

- a) Give notice of all meetings of the Club to persons entitled thereto
- b) Be a member of the Executive Committee
- c) Attend all meetings of the Board and the Executive Committee and all Annual and Special General Meetings of the Club and shall keep minutes of all such meetings
- d) Be the custodian of the Club's Minute books and correspondence files
- e) Be required to prepare an annual report which shall be submitted at Annual General Meetings of the Club
- f) Be the custodian of the Corporate Seal of the Club
- g) Have such other duties as prescribed by the Board

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

1. **Director 1 –Micro Recreational Soccer**
Shall represent and be responsible for the Micro Youth Recreational Leagues.
2. **Director 2 –Mini Recreational Soccer**
Shall represent and be responsible for all Mini Youth Recreational Leagues
3. **Director 3 –Full Field Recreational Soccer**
Shall represent and be responsible for all Youth Recreational Leagues above Mini Soccer including Senior Soccer

4. **Director 4 – Boys’ Competitive Soccer**
Shall represent and be responsible for all Boys’ Youth and Senior Competitive Soccer;
5. **Director 5 – Girls’ Competitive Soccer**
Shall represent and be responsible for all Girls’ Youth and Senior Competitive Soccer;
6. **Director 6 – Club Head Referee**
Shall represent and be responsible for all Referees and game officials within the Club.
7. **Director 7 – Indoor, Events, Tournaments and All Star**
Shall oversee and be responsible for the organization of all Recreational indoor activities and leagues for the Club. Shall be accountable to appoint a chairperson for all Club tournaments and events. Shall oversee and be responsible for the organization of the Bingo License including training, adherence to rules and guidelines set out by the Board and the City as well as proper disbursement of its profits. Shall represent and be responsible for the Club’s All Star Program
8. **Director 8 – Special Projects**
Shall be accountable for projects as determined by the Board.
Shall have such other duties as prescribed by the Board.

BY-LAW 6-3 – DIRECTORS TO BE ELECTED

The Directors of the Club shall be elected at Annual General Meetings for terms of two years. The following Directors shall be elected at Annual General Meetings held in even numbered years:

PRESIDENT; SECRETARY; DIRECTOR FULL FIELD RECREATIONAL SOCCER; DIRECTOR MICRO RECREATIONAL SOCCER; DIRECTOR OF SPECIAL PROJECTS; and BOYS’ COMPETITIVE SOCCER DIRECTOR.

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

EXECUTIVE VICE PRESIDENT; VICE PRESIDENT OF OPERATIONS; TREASURER; DIRECTOR OF MINI RECREATIONAL SOCCER; DIRECTOR - INDOOR, EVENTS, TOURNAMENTS & ALL STAR; CLUB HEAD REFEREE; and GIRLS’ COMPETITIVE SOCCER DIRECTOR.

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

Each Director to be elected must be nominated by a Member in good standing who shall forward the nomination to the Nominations and Elections Chairman.

Nominations shall remain open up to the Annual General Meeting.

Nominations for open positions shall be held in the order of the positions listed in the By-Laws.

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

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

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

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

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

- In the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.

In the event no candidate receives a majority, the candidate with the least votes shall be dropped from

the ballot and another vote shall be held.

BY-LAW 6-6 – QUALIFICATIONS

All Candidates for Board positions must be from the Membership of the Club. A candidate for a Board position may not be an undischarged bankrupt.

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

- Should no qualified candidate be available, the Membership may choose a candidate from the General Membership
- A candidate for the position of Treasurer must be bonded and also possess the necessary accounting knowledge, skills and experience to manage the books of the Club
- Should no such qualified candidate be available, the Membership may choose a candidate from the General Membership
- In such an eventuality, a qualified bookkeeper shall be hired by the Board to assist in the performance of the required duties

BY-LAW 6-7 – DISMISSAL OF A DIRECTOR

No member of the Board of Directors shall be removed for arbitrary reasons.

A Director may be removed if he is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

- If he becomes incapable of performing the business of the Club
- If he is absent from two or more consecutive meetings of the Board without satisfactory reason
- If he becomes or is discovered to be an undischarged bankrupt

A Director may be removed if he has compromised the integrity of the Club due to, but not limited to, any of the following reasons:

- If he has been found guilty of an offence under the Harassment Policy of the OSA
- If he has been found guilty of an offence involving violence under the Club's Discipline Policy
- If he has failed to properly account for monies or other property belonging to the Club
- If he has been found guilty of a criminal offence

A Director may be removed from office for good and sufficient cause by a two-third (2/3) majority vote of the Board of Directors provided notice to remove the Director has been given to all Directors.

A Director may be removed from office for good and sufficient cause by a two-third (2/3) majority vote at an Annual or Special General Meeting provided notice to remove the Director has been given to the Membership.

BY LAW 6-8 – DIRECTOR VACANCY

A Director has the right to resign his position by submitting a signed letter of resignation to the Board of Directors of the Club.

A vacancy, which may occur to the Offices of the Executive Vice President, Treasurer, Secretary, Vice-President Operation or any other Director At Large, shall be filled until the next Annual General Meeting.

- The Board of Directors shall choose the candidate via secret ballot by majority vote
- The Immediate Past-President or the President shall act as the scrutinizer for such a vote

A vacancy, which may occur to the Office of President, shall be filled until the next Annual General Meeting.

- The candidate must be chosen from among the Directors
- The Board of Directors shall choose the candidate via secret ballot by majority vote
- The Immediate Past President, the President or another individual approved by majority vote of the Board shall act as the scrutinizer for such vote

CHAPTER 7 - MEETINGS BY-LAW

BY-LAW 7-1 – ANNUAL GENERAL MEETING

The Annual General Meeting of the Club shall be held no later than ninety (90) days after the end of the fiscal year. The Board of Directors shall determine the time and place of the Annual General Meeting.

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

- Notification of the Annual General Meeting shall be published on the Club website.

No less than fifty (50) Members who are Eligible Voters at the Annual General Meeting, as per the Voting By-Law, shall form a Quorum.

Order of business at the Annual General Meeting shall be:

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

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

At least one (1) member of the coaching staff of a Competitive Team must attend the AGM.

- Failure to attend will result in a \$25 fine that will be assessed to the team

BY-LAW 7-2 – SPECIAL GENERAL MEETINGS

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

The President must call Special General Meetings of the Club whenever a written petition is signed by at least fifty (50) Members of the Club.

Special General Meetings must be held within forty-five (45) days of the date that the request was approved or petition received.

Thirty (30) days written notice of any Special General Meetings must be given to all Members of the Club indicating the time, place and purpose the notice of meeting.

- Notification of the Special General Meeting shall be published on the Club web site.

No less than fifty (50) Members who are Eligible Voters as per the Voting By-Law shall form a Quorum for a Special General Meeting.

At Special General Meetings only the business specified in the notice of meeting can be discussed unless two-thirds (2/3) of the Quorum give their consent.

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

Meetings of the Board of Directors shall be held on a monthly basis with a minimum of 10 per year; and, as prescribed by the President.

Notice by email for all Board Meetings shall be given at least one (1) week prior to the meetings.

A majority of the Board Members shall form a Quorum at all meetings.

The President shall preside at all Board Meetings of the Club and he shall have a casting vote only.

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

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

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

BY-LAW 7-4 – SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Special Meetings of the Board of Directors may be called by the President, at his discretion.

The President must call special Meetings of the Board of Directors, if he is requested to do so in writing by resolution of the Board.

Special Meetings of the Board must be held within fifteen (15) days of a request being approved.

Seven (7) days written notice of a Special Meeting of the Board must be given to all Members of the Board indicating the time, place and purpose of the meeting.

BY-LAW 7-5 – REGIONAL MEETINGS

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

BY-LAW 7-6 – VOTING

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

Regular Members who:

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

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

Regular Members who:

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

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

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

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

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

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

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

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

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

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

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

In the event of any dispute concerning eligibility to vote, voting rights or the allocation of votes between immediate family members or legal guardians of minor players, such dispute shall be resolved by the Secretary of the Club.

- Any such resolution shall be considered valid and binding upon all affected persons

BY-LAW 7-7- MAJORITY

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

BY-LAW 7-8 – RULES OF PROCEDURE

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

CHAPTER 8 - FINANCE

BY-LAW 8-1 – FISCAL YEAR

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

BY-LAW 8-2 – AUDITOR

An Auditor or firm of Auditors shall be appointed by the Membership of the Club at each Annual General Meeting.

The report of the auditor shall be available to the Membership of the Club prior to the Annual General Meeting and presented for approval by the Membership at that meeting.

BY-LAW 8-3 – BANKING

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

BY-LAW 8-4 – CLUB BANK ACCOUNTS

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

BY-LAW 8-5 – SIGNING OFFICERS

At least three members from the Executive Committee of the Board of Directors, one being the Treasurer, shall be appointed signatories of the Club, as granted by resolution of the Board of Directors.

All disbursements from Club accounts shall require at least 2 authorized signatures. One must be that of the Treasurer except in the event of a conflict of interest or absence.

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

BY-LAW 8-6 – BUDGET APPROVAL

The Board of Directors of the Club must approve the budget by December thirty-first (31st) of each year.

BY-LAW 8-7 – BUDGET REVISIONS

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

BY-LAW 8-8 – BORROWING

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

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

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

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

The Facilities Fund (formerly known as the Reserve Capital Fund for Indoor Facilities) will be used for any facility improvement or acquisition by the Club.

- Any purchase under \$150,000 using these funds shall require approval of 2/3 of the Board of Directors

- Any purchase over \$150,000 must be approved by the Membership
- Purchase of an asset in whole or in part (including the full lease obligation) exceeding 20% of the Club's operating budget which will, or has the potential to, indebt the Club shall require the approval of the Membership
- Intent to purchase an asset shall be clearly stated as an agenda item for the General Meeting at which it will be discussed and it shall be included in the notice sent to the Membership
- Disposal of all or part of an asset held by the Club whose market value exceeds 20% of the operating budget for the current year, shall require the approval of 2/3 of the Board of Directors
- Prior notice of intent to dispose of an asset shall be clearly stated as an agenda item for the Board Meeting at which it will be discussed and it must be included in the notice sent to the Directors for the meeting

BY-LAW 8-9 – DISSOLUTION

In the event that the Club is dissolved, all assets of the Club shall be presented to the City of Pickering to be held in trust by the City until a new viable soccer club is formed.

CHAPTER 9 - RESOLUTIONS AND PUBLIC PRONOUNCEMENTS

BY-LAW 9-1 – RESOLUTIONS AND PUBLIC PRONOUNCEMENTS

Only the President of the Club or in his absence the Executive Vice-President may issue club Resolutions and Public Pronouncements.

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

Resolutions submitted at the Annual General Meeting of the Club must be carried by a majority vote at an Annual or Special General Meeting.

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

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

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

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

CHAPTER 10 - HARASSMENT

BY-LAW 10-1 – HARASSMENT

The Club shall adhere to the Harassment Policy as published by the OSA.

The Harassment Policy shall apply to all Members and employees of the Club.

Harassment is defined as any comment, conduct or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It also includes sexual harassment.

CHAPTER 11 - APPEALS BY-LAW

BY-LAW 11-1 – APPEALS Any Member directly affected by the decision of the Club may appeal such decision, except as stipulated The denial or termination of Club membership may be appealed A decision of the Club may be appealed to the DRSA.

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

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

CHAPTER 12 - RESIDENCY BY-LAW

BY-LAW 12-1 – RESIDENCY

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

CHAPTER 13 - CONFLICT OF INTEREST BY-LAW

BY-LAW 13-1 – CONFLICT OF INTEREST

The Club shall adhere to the Conflict of Interest guidelines of the DRSA and the OSA

CHAPTER 14 – BY-LAWS AND AMENDMENTS BY-LAW

BY-LAW 14-1 – BY-LAWS

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

BY-LAW 14-2 – INTERPRETATION

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

BY-LAW 14-3 – MATTERS NOT COVERED

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

BY-LAW 14-4 – AMMENDMENTS TO BY-LAWS

The Executive Committee, the Board or an individual Member may propose amendments or additions to the By-Laws of the Club

Notice of proposed By-Law amendments or additions must be submitted to the Board at least forty five (45) days prior to the Annual or Special General Meeting at which they are to be considered.

At least thirty (30) days notice of the proposed amendments or additions shall be given to all Members of the Club in advance of the Annual or Special General Meeting at which they are to be considered.

- Notification of the amendments shall be published on the Club web site. The proposed amendment or addition to become effective must be ratified by an affirmative vote of two-thirds

(2/3) of the valid votes cast by Eligible Voters at the Annual or Special General Meeting.

A Member may amend or add to the proposed amendment providing such amendment or addition is ratified by an affirmative vote of two-thirds (2/3) or more of the Eligible Voters voting at the meeting.

Any amendment to the By-Laws received by the Board later than forty five (45) days prior to the Annual or Special General Meeting at which it is to be considered, shall only be put to that meeting with the approval of two thirds (2/3) or more of the Eligible Voters at the meeting.

CHAPTER 15 – CLUB POLICIES & PROCEDURES

BY-LAW 15-1 – CLUB POLICIES & PROCEDURES

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

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

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

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

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

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

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

- A first and second reading, at separate Board Meetings shall be required before votes may be cast.

CHAPTER 16 - GENERAL INDEMNITY

BY-LAW 16-1 – HOLD HARMLESS AGREEMENT

Every Member of the Board of Directors or other servant of the Club shall be indemnified by the Club against all costs, losses, expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own willful neglects or defaults.