

# MANITOBA MAJOR SOCCER LEAGUE.

## MISSION STATEMENT

To strive for the highest standard possible in the governance, organization and administration of a competitive soccer league.

## Article 1: NAME

1. The name of this League shall be the Manitoba Major Soccer League (Incorporated 1973), hereafter referred to as "M.M.S.L." or "The League"

## Article 2: DEFINITIONS

2.1 These By-laws govern the general conduct of the affairs of the Manitoba Major Soccer League a Corporation incorporated under the Manitoba Corporations Act

2.2 The following terms have these meanings in the By-laws:

**Act:** means The Manitoba Corporations Act (C.C.S.M. c. C225) as from time to time amended or succeeded.

**Applicant:** means person or group of persons acting on behalf of a team or club applying for membership in the League under these By-laws

**Board:** means the Board of Directors.

**Club:** means an organization operating one or more teams under a common executive.

**Delegate** means an individual, or their alternate, appointed by a voting member to exercise a vote on behalf of the voting member at meetings of members of the League.

**Director:** an individual elected or appointed to serve on the Board of Directors under these By-laws, and includes the President.

**Member:** means all and each of all categories of membership pursuant to these By-laws.

**M.S.A.:** means the Manitoba Soccer Association.

**Officer:** means an individual elected or appointed to serve as President, Vice-President, Treasurer or Secretary of the League under these By-laws.

### Ordinary

**Resolution:** means a resolution passed by a majority of the votes cast by the voting members who voted in respect of that resolution.

**Player:** means an individual registered with the League and with the M.S.A. as a player

participating in any activity offered by the League.

**Special**

**Resolution:** means a resolution passed by a majority of not less than two-thirds of the eligible votes cast.

**Team:** means a number of persons associated together in an activity to compete as a group against another group in the league or sanctioned games and meeting the rules and regulations of the League.

**Written**

**Notice:** means notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Member.

**Days:** means calendar days including weekends and holidays

**Accountant:** Person(s) hired to ensure that all financial records of MMSL are kept in proper order.

**Turpitude:** Depravity, a corrupt act or practice.

**Life Member** an individual whom the Board of Directors, by majority vote, has determined has contributed greatly to the development or promotion of amateur soccer in Manitoba.

### ARTICLE 3 GENERAL

- 3.1 The registered office of the League will be located in the province of Manitoba at such address as the Board may determine
- 3.2 The League may have a corporate seal which may be adopted and changed by resolution of the Directors, and which may be in the custody of the Board
- 3.3 The League may employ or engage under contract an Executive Director, through a process determined by the Board, to administer the operations of the League Director.
  - 3.3.1 The Executive Director shall give or cause to be given, as and when instructed notices to Members, Directors, the public accountant and members of committees.
  - 3.3.2 All books, papers, records and documents and other instruments belonging to the League shall be kept and maintained in the League office.
- 3.4 Words stating the singular shall include the plural and vice-versa, and words stating the gender shall include all types of gender as well as corporate bodies. Terms not

defined herein are as defined under The Interpretation Act (C.C.S.M.c.180) as from time to time amended or succeeded

- 3.5 Except as provided in the Act and in the Interpretations Act, the Board may interpret any provision of these By-laws that is contradictory, ambiguous, or unclear
- 3.6 The League will be carried on without the purpose of gain for its Members and any profits or other accretions to the League will be used in promoting its objectives. All Directors, Officers and Committee Members, excluding League Staff will serve their office without remuneration
- 3.7 A Director, Officer or Committee Member who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the league or a conflict of loyalty between the interests of the League and another will comply with the Act and the Leagues then current conflict of interest and related policies
- 3.8 Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to the then current edition of Roberts Rules of Order

#### **ARTICLE 4 MEMBERSHIP**

- 4.1 Voting Members are those teams which have satisfactorily completed the application process according to the rules, regulations and or procedures of the League, and whose application has been submitted, accepted and who have been declared by the Board of Directors to be voting members
- 4.2 Non-voting Members are:
  - 4.2.1 Life Member – an individual whom the Board of Directors, by a majority vote, has determined has contributed greatly to the development or promotion of amateur soccer in Manitoba
- 4.3 No Applicant will be admitted as a Voting Member of the League unless the Applicant:
  - 4.3.1 Has made an application for Membership in a manner prescribed by the Executive Director, and;
  - 4.3.2 Is approved as a Member by the Board;
  - 4.3.3 If the applicant was previously a Member, the applicant was a Member in good standing when they or it ceased to be a Member or rectifies any default in its good standing from the Applicants previous membership in its current

application. For the purposes of this paragraph the Board shall determine whether or not the Applicant was previously a Member

- 4.3.4 Has paid dues or fees for application for membership, if any, as prescribed by the Board from time to time
- 4.4 Registration Requirements – in addition to the application requirements each Member will, at the time of its membership application and annually (where applicable) thereafter
  - 4.4.1 Register Teams, Players, Coach(s), Manager, members of its Board of Directors and administrators with the League and submit the following information.
    - 4.4.1.1 Designation as a Club, Team, Player, Coach, Manager or Administrator or including the individuals
    - 4.4.1.2 Name
    - 4.4.1.3 Address
    - 4.4.1.4 Telephone number
    - 4.4.1.5 E-mail address
  - 4.4.2 Provide to the League copies of the Applicant's (where such matters are applicable to the membership category being applied)
    - 4.4.2.1 Names and address of its Board of Directors and owners.
    - 4.4.2.2 Where the soccer program includes minors, evidence that the applicant complies with any CSA or MSA child protection policy in place from time to time.
    - 4.4.2.3 Any other information requested by the League.
- 4.5 Membership in the League is not transferable in whole or in part without the consent of the Board
- 4.6 Unless otherwise determined by the Board, the membership year of the League will be October 1st to September 30th
- 4.7 Membership dues and fees for all categories of Membership will be determined annually by the Board
- 4.8 Members will be notified in writing of the membership dues or monies at any time payable by them, and if they are not paid within thirty (30) days the team will be placed in bad standing and be subject to expulsion.
- 4.9 Membership in the League will terminate immediately upon:

- 4.9.1 The Member failing to maintain any of the qualifications or conditions of membership described in the By-laws or Regulations of The league
- 4.9.2 The Member failing to pay membership dues or monies owed to the League by the deadline dates described in the Regulations of The League
- 4.9.3 Three-fourths (3/4) vote of the Directors at a duly called meeting, provided reasonable notice is provided to the Member and the Member is provided an opportunity to be heard by the membership at the next A.G.M. or special meeting of the League.
- 4.9.4 Resignation by the Member by giving written notice to the League
- 4.10 A Member may not withdraw its membership from the League when the Member is subject to disciplinary investigation or action from the League
- 4.11 A Member may be suspended from the League in accordance with the Leagues policies and procedures relating to the discipline of Members
- 4.12 A Life Member may be expelled from the League by a simple majority vote of the Board of Directors
- 4.13 A Member of the League is in good standing with the League if the Member:
  - 4.13.1 Has not ceased to be a Member
  - 4.13.2 Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed
  - 4.13.3 Has completed and remitted all documents as required by the League
  - 4.13.4 Is complying and has complied with the By-laws, policies and rules of the League
  - 4.13.5 Is not subject to a disciplinary investigation or action by the league or the Manitoba Soccer Association, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Executive Director.
  - 4.13.6 Has paid all required membership dues and debts to the League
  - 4.13.7 Remains a Member in good standing with the Manitoba Soccer Association
- 4.14 Members not in good standing, as determined by the Board in accordance with the League's applicable discipline policies are not entitled to:
  - 4.14.1 Attend, speak or vote at meeting of Members
  - 4.14.2 Receive notice of Members meetings, until such time as the Board is satisfied that the Member meets the criteria of good standing as set out above

## ARTICLE 5 MEETINGS OF MEMBERS

- 5.1 Meetings of Members will include Annual General Meetings and Special Meetings
- 5.2 The League will hold an Annual General Meeting on such date and such time and place as may be determined by the Board, provided the Annual General Meeting is held within fifteen (15) months of the last Annual General Meeting.
- 5.3 A Special Meeting of the Members may be called at any time by the Board, President or upon the written requisition of twenty five (25%) percent of the Voting Members of the League. A Special Meeting will be called within twenty-one (21) days of receiving the written request. The agenda of Special Meetings will be limited to the subject matter or matters for which the meeting was duly called.
- 5.4 A Special Meeting of the Members will be called not later than thirty (30) days prior to the Annual General Meeting of the Manitoba Soccer Association for the purpose of selecting delegates to represent the League at the Annual General Meeting of the Manitoba Soccer Association, in accordance. This may be incorporated into the agenda of the Annual General Meeting of the League in the event that the League's A.G.M. is held at least thirty (30) days prior to that of the M.S.A.
- 5.5 The League will hold meetings of Members at such date, time and place as determined by the Board
- 5.6 Notice will include the time and place of the meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member entitled to vote at the meeting, the auditor, and the Board, by the following means:
  - 5.6.1 by mail, courier, or personal delivery to each Member during a period of at least 21 days before the day on which the meeting is to be held
  - 5.6.2 by electronic or other communication facility to each Member at least 21 days before the day on which the meeting is to be held
  - 5.6.3 The date of notice will be the date on which the receipt of notice is confirmed verbally where the notice is hand delivered, electronically where the notice is emailed, in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the mail is post-marked
  - 5.6.4 The accidental omission to give notice of a Meeting of the Board or Members the

failure of any Member or Director to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting

- 5.7 A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the League makes available such a communication facility
- 5.8 Any Delegate entitled to vote on behalf of a Voting Member at a meeting of Members may participate in the meeting by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting if the League makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting
- 5.9 Delegates, individuals registered with the League through Members, the Directors and the auditor of the League, and such other persons required under any provision of the Act or the By-laws of the League are entitled to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members
- 5.10 Any meeting of Members may be adjourned to any time and place as determined by the Board, but no later than 60 days after the originally called meeting, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting. No notice will be required for any adjourned meeting
- 5.11 Any Member who wishes to have new business placed on the agenda of a meeting will give written notice to the League at least 30 (30) days prior to the meeting date or upon the sole discretion of the President.
- 5.12 Quorum at a General Meeting will be fifty percent (50%) plus one (1) of the voting members. If quorum is not met, the meeting will be closed and a new meeting will be convened fifteen (15) minutes later using the number of Members present to establish the quorum
- 5.13 Voting Members will have the following voting rights at all meetings of Members
  - 5.13.1 One (1) vote per member
- 5.14 Delegates must be eighteen (18) years of age and older as of the date of the meeting at which they will be a Delegate

- 5.15 Each voting member's President shall appoint a delegate to cast the voting members vote at meetings of The League. The voting member shall notify The League of the delegate's appointment on a meeting by meeting basis. Notification will be accepted by The League up to the calling to order of the meeting in question upon confirmation in writing, Email or text message from the voting member's president clearly identifying the delegate by name.
- 5.16 At the beginning of each meeting, the Board may appoint one or more scrutineer(s) to ensure that votes are properly cast and counted. A Member Delegate may object to the appointment of one or more of the scrutineer (s) on stated grounds and the chair shall rule on the objection and may disqualify the applicable scrutineer (s).
- 5.17 Votes will be determined by a show of hands or a secret ballot if requested by at least 10% of the Delegates present at the meeting
- 5.18 Except as otherwise provided in the Act or these By-laws, an Ordinary Resolution of voting Members will decide each issue
- 5.19 Proxy voting is not allowed

## **ARTICLE 6 GOVERNANCE**

- 6.1 The Board will be composed of a maximum of 9 voting Directors including the President. The Past President may participate from time to time in Board meetings as a non-voting member at the absolute discretion and by the invitation of the President.
- 6.2 Except as otherwise provided in the Act or these By-laws, the Board acts on behalf of the League and may delegate any of its powers, duties and functions. The Board shall be vested with the charge and control of the League and its affairs, funds, and properties.

Thus the Board may;

- 6.2.1 Make policies and procedures or manage the affairs of the League
- 6.2.2 Make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures
- 6.2.3 Make policies and procedures relating to management of disputes within the League and all disputes will be dealt with in accordance with such policies and procedures



- 6.2.4 Employ or engage under contract such persons as it deems necessary to carry out the work of the League
- 6.2.5 Determine registration procedures and membership fees, dues, assessments, charges and other registration requirements laws
- 6.2.6 Perform any other duties from time to time as may be in the best interest of the League
- 6.3 Election of the League President and Board Members:
  - Any individual may be nominated for election as a Director who:
    - 6.3.1 Is eighteen (18) years of age or older
    - 6.3.2 Has the power under law to contract
    - 6.3.3 May be a member of a Board, Director or officer of a Member at the time of election but who, if elected, must recuse himself from any conflict or perceived conflict of interest. In the event that the President holds any of offices herein referred to he shall resign from his any other positions with a Member within 30 days of taking office as President.
    - 6.3.4 Has not been declared to be of unsound mind by a court in Canada or in another country, and who does not have the status of bankrupt
- 6.4 The Nominations Committee shall develop a slate of candidates to the members for election as Directors to be elected. The list of nominations provided may include the individuals currently on the Board. The slate of nominations shall be published to the Members by electronic means no less than thirty (30) calendar days before the date of the Annual General Meeting in which the election is to be held
- 6.5 Additional nominations (in addition to those named in section 7.4) may be presented by any member in good standing provided that each nomination is endorsed by no fewer than ten (10) signatures verified as being those of representatives of Members in good standing of the League. Such additional nominations must be provided to the Nominations Committee during normal office hours at least thirty (30) calendar days prior to the date of the Annual General Meeting. These nominations will be published to the Members in the same manner as the slate of candidates developed by the Nominations Committee for that year. As such nominations will not be taken from the floor of the Annual General Meeting
- 6.6 All nominees must give their approval in writing in order to have their name placed in

nomination, and must indicate their willingness and ability to meet obligations of office and must provide a brief biographical description

- 6.7 Directors will be elected by secret ballot
  - 6.7.1 In the event of a tie, the nominees receiving the same number of votes for the final position(s) will participate in a run-off vote. The nominee(s) receiving the most votes will be determined the winner.
- 6.8 Directors will serve terms of three (3) year each term commencing at the end of the AGM at which they are elected and may serve three (3) consecutive terms. Directors are ineligible for re-election for two (2) years after the end of their third consecutive term
- 6.9 Anyone wishing to stand for election as President will so inform the Nominations Committee at least 30(30) days prior to the date of the AGM at which an election of President is to occur.
- 6.10 The President will be elected by a separate secret ballot. To be elected a candidate for President must obtain 50% plus 1 vote of the eligible votes cast. In the event that no candidate obtains the required number of votes in the first or subsequent rounds of voting, the candidate obtaining the least amount of votes shall be removed from the ballot and another round(s) of voting conducted until one candidate obtains the required number of votes to be declared elected.
- 6.11 The President shall serve for a period of three (3) years. The President may resign, be suspended or removed from his position in accordance with Clauses 6.12, 6.13, 6.14 and 6.15 of these Bylaws.
- 6.12 A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. Where a Director who is subject to a disciplinary investigation or action of the League resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation of action. Directors who resign or are removed from office are ineligible for reelection until the term to which they have been most recently elected has expired.
- 6.13 The office of any Director will be vacated automatically if the Director
  - 6.13.1 Resigns
  - 6.13.2 Without prior approval of the President or in the case of the President, the Board, fails to attend three (3) meeting of the Board in a year

- 6.13.3 Becomes bankrupt
- 6.13.4 Is convicted of any criminal offence or of an offence of moral turpitude (Depravity)
- 6.14 A Director or the President may be removed by Ordinary Resolution of the Members at a Special Meeting. If the Director or the President is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from his or her position as an Officer
- 6.15 Where a filled position of a Director or the President becomes vacant, the Board may appoint a qualified individual to fill the vacancy until the next Annual General Meeting. At which time an election for the balance of the term will take place
- 6.16 The Board will meet at any time and place as determined by the Board. The President, or in his absence the Vice President will be the chairperson at meetings of the Board. In the event that both the President and Vice President are both absent from a meeting a chairperson for that meeting shall be selected by simple vote from among the Directors present.
- 6.17 Written notice of Board Meetings will be given to all Directors at least forty- eight (48) hours prior to the scheduled meeting. No notice of a meeting of the Board is required if all Directors waive notice of if those Directors absent consent to the meeting being held in their absence.
- 6.18 At any meeting of the Board, quorum is a majority of Directors holding office
- 6.19 Each Director, excluding the President or in his absence, the presiding chairperson, is entitled to one vote. Voting will be by a show of hands or a secret ballot if requested by any Director. Resolutions will be passed upon a majority of the votes being held in favour of the resolution. In the event of a tie the President, or in his absence the presiding chairperson, is entitled to a vote to decide the issue
- 6.20 There is no absentee or proxy voting by Directors
- 6.21 Meetings of the Board will be closed to Members and public except by invitation of the Board
- 6.22 A meeting of the Board may take place by teleconference or other electronic means upon the consent of a majority of the current Directors
- 6.23 If all Directors agree to pass a resolution by electronic or teleconference, it will be held as valid as one passed at a meeting. It is not necessary to give notice for a decision in

lieu of a meeting. The date on the resolution is the date it is passed

- 6.24 The Board may designate the officers of the League, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the League. A Director may be appointed to any office of the League. An officer must be a Director. No individual may hold more than one office
- 6.25 Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the League, if designated and if officers are appointed, shall have the following duties and powers associated with their positions
  - 6.25.1 The President is a Director and, when present, presides at all meetings of the Board of Directors and of the Members. The chair shall have such duties and powers as the Board may specify
  - 6.25.2 The Vice-President, if appointed, in the absence of, or at the request of the President preside at any meeting of the Board of Directors and of the Members  
The Vice- President shall have other duties and powers as the Board may specify
  - 6.25.3 The Secretary, if appointed, shall attend and be the recording secretary at all meetings of the Board and meetings of members. The Secretary shall enter or cause to be entered in the League's minute book, minutes of all proceedings at such meetings
  - 6.25.4 The Treasurer, if appointed, shall have such powers and duties as the Board may specify
  - 6.25.5 The powers and duties of all other officers of the League shall be such as the terms of their engagement call for or that which the Board requires from them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer by means of an ordinary Board resolution
- 6.26 The Standing Committees of the Board assist the Board in carrying out its role and are:
  - 6.26.1 Audit and Finance Committee
  - 6.26.2 Nominations Committee
  - 6.26.3 Governance Committee
- 6.27 The Chair of each Standing Committee shall be appointed by the Board.
- 6.28 The Board shall approve the members of each Standing Committee but the members

of the Committees need not be Directors

6.29 The terms of reference of the Standing Committees shall be set out in these By-laws as supplemented by specific terms of reference created by each Committee, consistent with these By-laws and approved the Board. Each Standing Committee may from time to time propose changes to its terms of reference to the Board. The basic terms of reference for each Standing Committee is as follows;

6.29.1 The Audit and Finance Committee shall:

6.28.1.1 Monitor the financial management of the League and advise the Board on the financial matters and asset management. It shall analyze the budget and financial reports and statements and submit them to the Board for approval.

6.28.1.2 The Audit and Finance Committee shall, at the time of the annual audit, provide the auditors access to the League financial records, review the auditors report and submit that report to the Board

6.29.2 The Nominations Committee shall:

6.28.2.1 Actively recruit to the Voting Members candidates for Directors

6.28.2.2 Shall also receive and review all other nominations for Directors

6.28.2.3 Prepare a slate of candidates for election as provided in these By-laws

6.28.2.4 Consist of not less than three (3) members except where that quota cannot be filled and nominations are required for a coming Annual General Meeting

6.29.3 The Governance Committee shall:

6.28.3.1 Recommend policies to the Board pertaining to governance issues and procedures, including:

6.28.3.2 Consideration and preparation of amendments to the Articles of incorporation of the League for recommendation to the Members

6.28.3.3 Consideration and preparation of amendments to these By-

laws for recommendation to the Board

- 6.30 The Board may appoint such other Ad Hoc committees as it deems necessary for managing the affairs of the League and may appoint members of committees or provide for the election of members of committees, may establish the terms of reference and operating procedures, may prescribe the duties of Committees and may delegate to any Committee any of its powers, duties and functions except where prohibited by the Act or these By-laws
- 6.31 Any individual may be appointed to any committee by the Board, and once approved will be a voting member of the committee, except where expressly prohibited by the Board or where the individual appointed to the committee is a staff person and thus a non-voting member of the committee
- 6.32 A quorum for any committee will be the majority of its voting members
- 6.33 The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties, or functions to any Committee
- 6.34 When a vacancy occurs on any Committee, the Board may appoint a qualified individual to the vacancy for the remainder of the Committee's term
- 6.35 The President will be an ex-officio member of all Committees of the League excluding the Nominations Committee
- 6.36 The Board may with just cause remove any member of any Committee
- 6.37 No Committee will have the authority to incur debts in the name of the League
- 6.38 The Judicial Bodies of the league are:
- 6.38.1 The Disciplinary Committee and
  - 6.38.2 The Appeals Committee
- 6.39 The responsibilities and functions of these bodies shall be stipulated from time to time in the rules and regulations or then current policies of the League from time to time
- 6.40 The Disciplinary Committee shall consist of a Chair, Deputy Chair, and a number of members deemed necessary by the Chair none of whom can be a Director of the League. The function of this body shall be governed by the Rules and Regulations of the League from time to time. These provisions are subject to the disciplinary powers of annual general, special and meetings and of the Board with regard to the suspension and expulsion of Members

- 6.41 The Appeals Committee shall consist of a Chair (who shall whenever possible have legal qualifications), Deputy Chair and a number of members deemed necessary by the Chair none of whom can be a Director of the League. The responsibilities and function of this body shall be as stipulated from time to time in the Rules and Regulations of the League from time to time. These provisions are subject to the disciplinary powers of annual general, special and meetings and of the Board with regard to the suspension and expulsion of Members

## **ARTICLE 7 FINANCE AND MANAGEMENT**

- 7.1 The fiscal year of the League will be October 1st to September 30th or such other period as the Board may from time to time determine
- 7.2 The revenue and expenses of the League shall be managed so that they balance out over the financial period or as prescribed by the Board from time to time. Such management may accrue a financial reserve as determined by the Board from time to time
- 7.3 The banking business of the League will be conducted at such financial institution as the Board may designate
- 7.4 All cheques will be made out to the League and all securities, monies and cheques of the League will be deposited for safekeeping in one of the League's bank accounts
- 7.5 All written agreements and financial transactions entered into in the name of the League will be signed by the following: one of two (2) designated members of the board, and the Executive Director. The Board may authorize other persons to sign on behalf of the League
- 7.6 The Board will approve an annual budget proposal prepared by the Finance Committee for each fiscal year
- 7.7 At each Annual General Meeting, the Members will, approve by Ordinary Resolution, an auditor to audit the books, accounts and records of the League in accordance with the Act. The auditor will hold office until the next Annual General Meeting. The auditor will not be an employee or Director of the League.
- 7.8 The necessary books and records of the League required by these By-laws or by applicable law will be necessarily and properly kept. Minutes of the meetings of the Board and records of the League will be available to the Directors, each of whom will

receive a copy of such minutes. A summary of the business conducted, decisions made and action items directed to staff at each Board meeting will be posted on the League website. All other books and records will be available for viewing at the registered office of the League in accordance with the Act.

- 7.9 The League may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right of interest therein, for such consideration and upon such terms and conditions as the Board may determine
- 7.10 The League may borrow funds upon such terms and conditions as the Board may determine
- 7.11 The Rules and Regulations and the Policies and Procedures of the League may be amended by the Board as required
- 7.12 Any Director or Voting Member of the League, in good standing, may propose an amendment to the By-laws of the League. This proposal must be submitted in writing to the Board at least thirty (30) days prior to the meeting of the Members at which it is to be considered, and delivered to the Members at least fifteen (15) days before the meeting. The proposed amendment will be presented to the Annual General Meeting or Special Meetings. No amendments to the By-laws of the League shall be accepted from the floor at any meeting. These By-laws may only be amended, revised, repealed or added to by an affirmative Special Resolution vote of the Voting Members present at an Annual General Meeting or a special meeting duly called to amend, revise or repeal these by- laws. Upon affirmative vote any amendments, revisions, additions or deletions will be effective immediately following the conclusion of the meeting
- 7.13 Upon dissolution of the League and after the payment of all debts and liabilities, its remaining property will be distributed, in accordance with the provisions of the Act, to organizations with similar objectives as the League.
- 7.14 The League will indemnify and hold harmless out of the funds of the League each Director and Officer, their heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer
- 7.15 The League will not indemnify a Director of Officer or any other person for illegal acts, acts of fraud, dishonesty or bad faith
- 7.16 The League may maintain in force such Directors and Officers liability insurance as may



be required by the Board

These By-laws are ratified by a Special Resolution of the Members present and entitled to vote at a meeting of the Members duly called and held on \_\_\_\_\_ In ratifying these By-laws, the Members repeal all prior By-laws of the League provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws

Signed by:

\_\_\_\_\_  
President

\_\_\_\_\_  
Vice-President