



Winnipeg Youth Soccer Association

WINNIPEG YOUTH SOCCER ASSOCIATION

BY-LAWS

Ratified on Tuesday, October 22nd, 2024

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By-Law #1

A By-Law repealing and replacing the current "Winnipeg Youth Soccer Association Constitution" and "Winnipeg Youth Soccer Association By-Laws" and relating generally to the conduct of the affairs of

Winnipeg Youth Soccer Association Inc.

(the "Corporation")

BE IT ENACTED as a By-Law of the Corporation as follows:

ARTICLE 1: DEFINITIONS

1. Definitions

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:

"Act" means Manitoba's The Corporations Act C.C.S.M. c. C225 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;

"Association" means the Winnipeg Youth Soccer Association;

"Board" means the Board of Directors of the Corporation;

"By-Law" means this By-Law and any other By-Laws of the Corporation as amended and which are, from time to time, in force and effect;

"Corporation" means the Winnipeg Youth Soccer Association;

"Director" means an individual elected or appointed to serve on the Board pursuant to these By-Laws;

"Good Standing" means any member who has fulfilled all membership requirements successfully, has remained current on all financial obligations due to WYSA, and has not previously cancelled their membership or been suspended or expelled from sanctioned soccer within WYSA's jurisdiction or had other restrictions or sanctions imposed;

"Meeting of the Members" includes an annual meeting of the Members or a Special Meeting of the Members at which Members are entitled to vote;

"Member" means any soccer organization that is a Canada Soccer Quality Soccer Provider in good standing as sanctioned by the Manitoba Soccer Association; that has a Board approved WYSA membership application; who is in Good Standing with WYSA; who meets the requirements of the Association to participate;

"MSA" means the Manitoba Soccer Association;

"Officer" means any member of the Board who holds any of the positions of President, Vice-President, Treasurer, or Secretary;

"Ordinary resolution" means a resolution passed by a majority of the votes cast on that resolution;

“Quality Soccer Provider (QSP)” means a soccer organization meeting the minimum requirement of the designation Quality Soccer Provider (QSP) as dictated by Canada Soccer and administered and reviewed annually by the Manitoba Soccer Association for compliance;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

“Signing Officer” means any member of the Board who holds any of the positions of President, Vice-President, Treasurer, or Secretary or the Executive Director of the Corporation; and

"Special resolution" means a resolution passed by not less than two-thirds (2/3) of the votes cast on that resolution.

2. Interpretation

In the interpretation of these By-Laws, words in the singular include the plural and vice-versa, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-Laws.

ARTICLE 2: BUSINESS OF THE CORPORATION

3. Corporate Seal

The Corporation may, by ordinary resolution, at any time approve and adopt a seal which shall be the seal of the Corporation. The Executive Director of the Corporation shall be the custodian of the corporate seal.

4. Registered Office

Unless changed by special resolution, the registered office of the Corporation shall be located in Manitoba, Canada.

5. Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers or Directors in accordance with any policy implemented in accordance with Section 58 of these By-Laws. In addition, the Board may from time to time direct by ordinary resolution the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Signing Officer, appointed pursuant to any policy established pursuant to Section 58 of these By-Laws, may certify a copy of any instrument, resolution, By-Law, or other document of the Corporation to be a true copy thereof.

6. Financial Year End

The financial year end of the Corporation shall be March 31 in each year or on such other date as the Directors may from time to time by ordinary resolution determine.

7. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or Corporation carrying on banking business in Canada or elsewhere as the Board of Directors may designate, appoint, or authorize from time to time by ordinary resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board of Directors may by ordinary resolution from time to time designate, direct, or authorize.

8. Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in Section 149(1) (Annual Financial Statements) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in Section 149(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail in accordance with Section 153(2).

ARTICLE 3: CONDITIONS OF MEMBERSHIP

9. Membership Conditions

The Board of the Corporation may, by ordinary resolution, approve the admission of the Members of the Corporation. The following conditions of membership shall apply:

9.1. Members (Voting)

- 9.1 a) Voting membership shall be available to organizations who have successfully satisfied application requirements for membership in the Corporation and been approved by the Board of Directors.
- 9.1 b) Organizations must have a minimum requirement of the designation Quality Soccer Provider (QSP) as dictated by Canada Soccer and administered and reviewed annually by the Manitoba Soccer Association for compliance.
- 9.1 c) The term of membership of a voting member shall be annual, subject to renewal in accordance with the policies of the Corporation and this document.
- 9.1 d) As set out in the Articles, each voting member is entitled to receive notice of, attend and vote at all Meetings of the Members and each voting member shall be entitled to the vote allocation consistent with Section 19 of these By-Laws.

Pursuant to Section 167(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to this Section of the By-Laws if those amendments affect membership rights and/or conditions described in Section 167(1). All current Members in Good Standing at the time of acceptance of these By-Laws will remain as Members of the Corporation in the status they hold at initial acceptance of these By-Laws (2024).

10. Transferring Membership

A membership may only be transferred to the Corporation. Pursuant to Section 167(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to add, change or delete this Section of the By-Law.

11. Membership Dues

There shall be no annual membership dues payable by Members for membership in the Corporation.

12. Termination of Membership

A membership in the Corporation is terminated when:

- a. the expiration of the Member's membership, unless renewed in accordance with these By-Laws;
- b. a Member fails to maintain any qualifications for membership described in the section on membership conditions of these By-Laws;
- c. the Member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the Member is expelled in accordance with any discipline of Members section or is otherwise terminated in accordance with the articles or By-Laws; or
- e. the Corporation is liquidated or dissolved under the Act.

13. Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

14. Discipline of Members

The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- a. violating any provisions of the Articles, By-Laws, or written policies or procedures of the Corporation, including without limitation the Corporation's Code of Ethics or Conflict of Interest policies, or any similar policies in effect from time to time;
- b. carrying out any egregious conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other Officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other Officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

ARTICLE 4: MEETINGS OF MEMBERS

15. Description of Meetings

Meetings of the Members will include an Annual General Meeting and Special Meetings. Unless otherwise specified, Meetings of the Members and Meetings of the Board of Directors will be conducted according to Robert's Rules of Order (current edition).

a. Annual General Meeting

The Board of Directors shall call an Annual General Meeting of the Members in accordance with Section 133(1) of the Act, no later than six (6) months after the end of the corporation's preceding fiscal year.

Notice of the time and place of an Annual General Meeting of the Members shall be given to each Member entitled to vote at the meeting by telephonic, electronic, or other communication means during a period of 21 to 50 days before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier, or personal delivery.

No error or omission in giving notice of any meeting or the non-receipt of any notice by any Member(s) or by the auditor of the Corporation shall invalidate any resolution passed or any proceedings taken at any Meeting of the Members.

b. Special Meeting of the Members

The Board of Directors shall call a Special Meeting of the Members in accordance with Section 137(1) of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting pursuant to Section 137(4) of the Act. The Board or President of the Corporation may also call a Special Meeting of the Members at any time.

Notice of the time and place of a Special Meeting of the Members shall be given to each Member entitled to vote at the meeting by telephonic, electronic, or other communication mode during a period of 21 to 50 days before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier, or personal delivery.

No error or omission in giving notice of any meeting or the non-receipt of any notice by any Member(s) or by the auditor of the Corporation shall invalidate any resolution passed or any proceedings taken at any Meeting of the Members.

16. Nominations of Directors at Annual Members' Meetings

The Nominations Committee shall provide the list of candidates for election as Directors including when applicable, the position of President. The list of candidates provided may include the individuals currently on the Board. The list of candidates shall be submitted in writing to the Members by electronic means no less than 30 calendar days before the date of the Annual Meeting in which the election is to be held.

17. Place of Members' Meeting

Subject to compliance with Section 126(1) (Place of meetings) of the Act, Meetings of the Members may be held at any place within Manitoba determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Manitoba.

18. Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of the Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles, or By-Laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the Members.

19. Composition of Votes for Members

Based on the total number of registered participants in Developmental and/or Premier programs from WYSA's previous fiscal year, Member Organizations in good standing will be allocated vote(s) as per the formulas below, with the minimum number of votes being 1 and a maximum number of votes being 5 for Premier and Developmental:

A Member Organization hosting a Developmental or Premier program will receive votes as follows:

Percentage of Participants	Votes Provided	Delegates
0-9.99%	1	Represented by 1 Delegate
10-19.99%	3	Represented by 3 Delegates
20% and above	5	Represented by 5 Delegates

Additionally, any organization administering a recreational program within WYSA, who is QSP compliant, via their own application or that of a current Member Organization, will be entitled to vote(s) according to the formula below, with the minimum number of votes being 1 and maximum 3 for recreational program providers:

Percentage of Participants	Votes Provided	Delegates
0-9.99%	1	Represented by 1 Delegate
10-19.99%	2	Represented by 2 Delegates
20% and above	3	Represented by 3 Delegates

Each voting Member Organization will determine their voting representative and forward their name(s) to the Corporation at least 14 days prior to a Meeting of the Members. In the case of emergencies, WYSA shall allow for votes by proxy, according to Section 142(1) of the Act, with notice of proxy submitted no less than seven (7) days prior to the meeting. The attending delegate(s) will only carry one vote each.

20. Chair of Members' Meetings

In the event the chair of the Board, vice-chair of the Board, Treasurer, and Secretary of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their representatives to chair the meeting via ordinary resolution.

21. Quorum at Members' Meetings

A quorum at any Meetings of the Members (unless a greater number of Members are required to be present by the Act) shall be voting Members carrying 50% +1 of the votes of the Corporation. If a quorum is present at the opening of a Meeting of the Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

22. Voting at Members' Meetings

At any Meetings of the Members, every motion shall, unless otherwise provided by the Articles or By-Laws or by the Act, be determined by ordinary resolution. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the vote is defeated. WYSA shall allow for votes by proxy, according to Section 142(1) of the Act, with notice of proxy submitted no less than seven (7) days prior to the meeting. Members of the Board of Directors are not Members and do not vote during Meetings of the Members. Members of the Board may not act as Delegates for a member.

23. Participation by Electronic Means at Members' Meetings

The Corporation will make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during Meetings of the Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic, or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of these By-Laws, any person participating in Meetings of the Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic, or other communication facility that the Corporation has made available for that purpose.

24. Members' Meeting Held Entirely by Electronic Means

If the Directors or Members of the Corporation call a Meeting of the Members pursuant to the Act, those Directors, or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

25. Annual Members Consultation

The Corporation shall be required to call a minimum of 1 annual Members' consultation meetings to acquire strategic feedback and address the ongoing needs and concerns of the Membership outside of the Annual General Meeting or Special Meetings called by the Members. The annual member consultation will not proceed according to any specific By-Law as no governance, policy, rule or regulation amendments shall be made during the meeting. The meeting date, topic, and process of gathering data and feedback will be set at the discretion of the Board or Executive Director of the Corporation. Notice of the date and location of the meeting (or notice of virtual meeting) will be sent to Members no less than 21 days prior to the meeting.

26. Distribution of Voting Delegates for Manitoba Soccer Association Meetings

The By-Laws of the Manitoba Soccer Association identify WYSA as a voting member of the Corporation. As a voting member, WYSA is granted the right to name a set number of delegates to attend meetings of MSA Members, including Annual General Meetings and Special Meetings.

As a voting member of the MSA, WYSA shall delegate votes equitably within WYSA and current Members in good standing, according to WYSA's MSA Vote Delegations Policy, which is amendable according to changes in the MSA By Laws.

ARTICLE 5: BOARD OF DIRECTORS AND OFFICERS

27. Number of Directors

The Board will be composed of a maximum of nine (9) Directors, one of whom is the President of the Corporation.

28. Board Composition, Diversity and Equity

Within a full complement of nine Directors, not less than three of the Directors shall be of a different gender(s) to the other six Directors. Not less than two Directors of the nine must also self-identify as Members of historically under-represented communities or groups, other than based on gender identity, as defined by the Canadian Centre for Diversity and Inclusion. Voluntary self-identifications will be confidentially collected by the WYSA Nominations Committee and is strictly protected.

29. Authority of Directors

All corporate powers must be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of the Board, subject to any limitation set forth in the Act, By-Laws, policies and procedures of the Corporation in force and effect from time to time.

30. Qualification of Directors

Directors shall meet all qualifications as individuals who must:

- a. be at least 18 years of age;
- b. not have been declared incapable by a court in Canada or in another country; and
- c. not have the status of bankrupt.

31. Election of Directors

A slate of eligible and qualified Board candidates will be included in the AGM materials by the Nominations Committee of the Board, in accordance with Section 16 of these By-Laws. The Members shall elect, by ordinary resolution via secret ballot, at each Annual General Meeting at which an election of Directors is required, Directors to hold office for a two (2) year term. The nomination of Directors shall be conducted in accordance with a policy implemented pursuant to Section 61 of these By-Laws.

- a. In the case where there is only one candidate for a position, a secret ballot must still be taken. The candidate must receive a majority (50% +1) of the votes cast to be declared elected. If the candidate does not receive the required majority, the position will be vacant and may be filled in accordance with Section 33 of these By-Laws.
- b. In any election of Directors, the candidates receiving the greatest number of votes shall be elected except in the case where the three candidates receiving the greatest number of votes are of the same gender identity, then the third position will be filled by the candidate of a minority gender identity who received the greatest number of votes.

32. Vacating the Office of Director

The Members of the Corporation may, by ordinary resolution at a Special Meeting of the Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office.

The office of a Director of the Corporation shall be vacated if:

- a. the Director becomes bankrupt, or a receiving order is made against them or they make an assignment under the Bankruptcy and Insolvency Act (Canada), or any statute that may be substituted therefor;
- b. an order is made declaring the Director to be a mentally incompetent person or incapable of managing their own affairs;
- c. the Director is convicted of any criminal offence;
- d. by notice in writing to the Secretary of the Corporation the Director resigns their office and such resignation becomes effective on the later of the time it is received by the Secretary of the Corporation and the time specified in the notice; or
- e. the Director dies.

The Director in question is entitled to submit to the Members, via the Association, a written statement giving the reasons why the Director opposes any proposed action or resolution, and must be given the opportunity to be heard at the meeting in accordance with the principles of Natural Justice. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from their position as an Officer.

33. Appointment of Directors

In the case of a Board position vacancy, the Board may by ordinary resolution appoint a qualified candidate to the position of Director at the discretion of the Board. A Director appointed to fill a vacancy holds office for the unexpired term of their predecessor.

34. Remuneration and Expenses

The Board may, by ordinary resolution, fix the reasonable remuneration of the employees of the Corporation. The Directors and Officers shall serve as such without remuneration or gifts, whether for services rendered in their capacities as Directors and Officers or otherwise. No Director or Officer shall directly or indirectly receive any profit from their position as such, provided that any Director, Officer of the Corporation may receive reimbursements for approved expenses incurred on behalf of the Corporation in their respective capacities as a Director, or Officer. A member may receive remuneration for their services to the Corporation in a capacity other than as a member only through publicly posted requests for proposals available to Members and other public organizations.

35. Terms of Office

The Directors shall be elected to hold office for a term expiring not later than the close of the second annual Meetings of the Members following the election, unless for reasons of continuity where a need exists, a position requires a 1-year term for unforeseen circumstances (to fill a vacancy for example), as determined by the member by ordinary resolution. No Director shall hold more than two consecutive terms in any one specific position, including Officers of the Corporation.

36. Directors' and Officers' Insurance

In accordance with Section 119(4) the Act, the Corporation will purchase and maintain insurance for the benefit of any person volunteering their time on the Board of Directors.

37. Calling of Meetings of Board of Directors

Meetings of the Board may be called by the chair of the Board, the vice-chair of the Board or any two (2) Directors at any time.

38. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of Meetings of the Board shall be given in the manner provided in Section 11 of these By-Laws to every Director of the Corporation not less than 7 (seven) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified

their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-Law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in Section 110(3) (Limits on Authority) of the Act that is to be dealt with at the meeting.

The information contained in a Notice of Meeting for the Board of Directors shall include, but are not limited to:

- a. Meeting Agenda
- b. Business Arising
- c. New Business

39. Meetings of the Board of Directors

The Board may appoint a day or days in any month or months for Meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such Meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such meeting except if Section 109(5) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

40. Quorum of a Board Meeting

At Meetings of the Board, quorum will be a simple majority of the Directors holding office, but never fewer than three (3) Directors.

41. Voting at Meetings of the Board of Directors

At all Meetings of the Board, every motion shall be decided by an ordinary resolution with each Director entitled to one vote per motion. In case of an equality of votes, the motion is defeated.

42. Committees of the Board of Directors

The Board may from time to time appoint any Committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such Committee may formulate its own Terms of Reference, subject to ratification of the Board. Any Committee member may be removed by ordinary resolution of the Board of Directors.

The Standing Committees of the Board assist the Board in carrying out its role and are:

- a. The Audit and Finance Committee,
- b. The Nominations Committee, and
- c. The Governance Committee.

43. Committees of the Association

The Committees of the Association shall consist of a chair, deputy chair, and other Members. The chair, deputy chair, and Members are appointed by the Board. The Board may delegate the authority to appoint Members of the Committee to the chair of the Committee.

The Judicial Committees of the Association are:

- a. The Discipline Committee, and
- b. The Appeal Committee.

44. Appointment of Officers

The Board may designate by ordinary resolution the Officers of the Corporation, 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 Corporation. A Director may be appointed to any office of the Corporation. In any election of

Officers, the Board may elect and appoint a single person to no more than two (2) offices simultaneously, except that separate individuals must hold the offices of President, Vice-President, Secretary, and Treasurer.

45. Officers of the Corporation

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict, or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- a. President – If appointed, the President shall be responsible for implementing the strategic plans and policies of the Corporation. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. If a chairperson is not appointed, the President shall be the chairperson of the Meetings of the Board and the Meetings of the Members. Even AGM year.
- b. Vice-President. The Vice-President or, if more than one, the Vice-Presidents, in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board. Odd AGM year.
- c. Secretary – If appointed, the Secretary shall attend and be the Secretary of all Meetings of the Board, Members, and Committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book (which may be kept in electronic form), minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant, and Members of Committees; the Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation. Even AGM year.
- d. Treasurer – The Treasurer shall keep or cause to be kept a proper set of books showing accurately the financial position of the Corporation and shall present full and detailed account to the Directors whenever requested by them to do so; prepare or have prepared for submission to the Annual Meeting a complete statement of the financial position of the Corporation and when requested to do so, prepare or have prepared interim financial statements for submission to any other Meeting; serve as chairperson of the any finance Committee, which may be implemented by the Board from time to time by ordinary resolution; and carry out other such duties as the Directors may assign from time to time. Odd AGM year.
- e. Directors at Large (5) – The Directors shall be identified as 1 through 5, with Directors 1, 3, and 5 being elected at an even AGM year, and Directors 2 and 4 being elected at an odd AGM year.

46. Agents and Attorneys

The Board shall have the power from time to time to appoint agents or attorneys for the Corporation with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

47. Resignation of an Officer

Any Officer may resign at any time by delivering a written resignation to the President of the Corporation. Such resignation shall be effective as of the date set out in the resignation or, if no date is set out, as of the date on which the President receives the resignation.

48. Officer Vacancies

In the absence of a written agreement to the contrary, the Board may remove by ordinary resolution, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation,
- c. such Officer ceasing to be a Director (if a necessary qualification of appointment) or
- d. such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Directors may, by ordinary resolution, appoint a person to fill such vacancy which maintains Board composition as defined in Section 30 of these By-Laws.

49. Other Officers

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

50. Conflict of Interest

A Corporation member or their immediate family, shall have the right to participate in other activities (i.e., coaching or refereeing) in addition to their administrative duties related to the Corporation. An elected Officer cannot hold an elected position with any Member Organization. Officers and staff of the Corporation shall not attempt to promote a private or personal interest for himself/herself or some other person, which results in an interference with the objective exercise of their responsibilities or gains an advantage by virtue of their position with the Corporation. All perceived or actual conflicts of interests must be brought to the Board in electronic or paper written form for review, approval, and signature of two current Officers.

ARTICLE 6: POWERS OF THE BOARD

51. Administration of Affairs

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

The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.

52. Executive Director

The Board may employ by special resolution an executive Director of the Corporation and, subject to the authority of the Board and President, to have general supervision over the activities and the operations of the Corporation.

53. Borrowing Powers

The Directors of the Corporation by Board ordinary resolution may, without authorization of the Members,

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

The words "debt obligation" and "security interest" shall have the same meaning as set out in the Act.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any power to borrow money or to give security for the purposes of the Corporation possessed by its Directors or Officers independent of this by law and, in particular, are in addition to those given by Section 183 of the Act

54. Solicitation of Donations

The Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation.

55. Employees

The Board may appoint or dismiss such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment. The Board shall appoint an Executive Director to authorize expenditures on behalf of the Corporation, along with assuming the right to employ and pay salaries to employees on behalf of the Corporation.

56. Standard of Care

Every Director and Officer of the Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the regulations, Articles, and this By-Law.

57. Limitation of Liability

Provided that the standard of care required of the Director or Officer under the Act and this By-Law has been satisfied, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own willful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the Act, the Regulations, Articles or this By-Law.

58. Indemnification of Directors and Officers

The Corporation shall indemnify a Director, an Officer of the Corporation, a former Director or Officer of the Corporation, or another individual who acts or acted at the Board or Corporation's request as a Director or Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

- a. the person acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Board or Corporation's request; and
- b. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful. The Corporation may indemnify such person in all such other matters, actions, proceedings, and circumstances as may be permitted by the Act or the law. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-Laws.

ARTICLE 7: AMENDMENT OF BY-LAW

59. By-Law and Effective Date

The Members may, by special resolution, make, amend, or repeal any By-Law that regulates the activities or affairs of the Corporation.

A Member entitled to vote at an Annual Meeting may, in accordance with Section 131 of the Act, make a proposal to make, amend, or repeal a By-Law. Such proposals must be submitted to the Executive Director at least 90 days prior to the anniversary date of the previous annual Meetings of the Members.

60. Previous By-Laws and Constitution

Upon the enactment of these By-Laws, all previous By-Laws and the constitution of the Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any constating documents of the Corporation obtained pursuant to, any such By-Law prior to its repeal. All Directors, Officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of these By-Laws and all resolutions of the voting Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

ARTICLE 8: RULES, REGULATIONS AND POLICIES

61. Policies

The Board may prescribe, without ratification from the Members, such rules, Regulations, and policies not inconsistent with this By-Law relating to the management and operation of the Corporation, as they deem expedient.

62. Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, Committee Members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on the Corporation's dispute resolution mechanism policy.

ARTICLE 9: INVALIDITY OF ANY PROVISION OF THESE BY-LAWS

63. Invalidity of Provisions of these By-Laws

The invalidity or unenforceability of any provision of these By-Laws shall not affect the validity or enforceability of the remaining provisions.

64. Dissolution of the Corporation

Upon dissolution of the Corporation and after payment of all debts and liabilities, the remaining property of the Corporation will be distributed, in accordance with the provisions of the Act, to organizations with similar objectives as the Association.