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**BE IT ENACTED** as the constitution of York Simcoe Minor Football Association As follows:

## Article 1. Definitions

**1.1 In this Constitution**, By-laws and all resolutions of the York Simcoe Minor Football Association unless the context otherwise requires:

a) **“Association”** means York Simcoe Minor Football Association (or such other name as the Association may in the future legally adopt).

b) **“Board”** means the Board of Directors of the Association.

c) **“Corporations Act”** means the Corporations Act R.S.O. 1990, Chapter 38 and any statute amending or enacted in substitution, therefore, from time to time.

d) **“Director”** means an individual who has been elected to the Board of Directors of the Association.

e) **“Membership Fee”** means a player registration fee or any other fee approved by the Board of Directors for the purpose of becoming a member of the Association

f) **“Officers”** mean the individuals who hold the officers enumerated in Article 8.

h) **“Policies”** means written statements governing the affairs of the Association, which have been approved by the Board of Directors of the Association.

i) **The “association”** will also be known as York Region Lions Football.

j) **“YRFA”** also refers to the “association” – York Simcoe Minor Football

1.2 All terms defined in the Corporations Act have the same meaning in this Constitution, By-laws and all resolutions of the Association.

## Article 2. Registered Name, Office and Corporate Seal

2.1 *The organization shall be incorporated under the laws of the Province of Ontario and shall be known as the York Simcoe Minor Football Association and shall operate under the name of York Region Lions*

Directors may approve from time to time.

2.2 The Registered Office of the Association shall be in the Town of Aurora in the Region of York of the Province of Ontario, and at such place therein as the Board from time to time may determine.

### **Article 3. The Mission of the Association**

3.1) The purpose of the Association is to organize, develop and promote minor football for youth living in York Region and Simcoe County including

3.2) To increase participation of both players and volunteers at all age levels of amateur football.

3.3) To improve the calibre of the game of football by developing and upgrading the skills of players, coaches, officials, trainers and administrators.

3.4) To establish conditions conducive to the safety and enjoyment of the participants.

3.5) To achieve high standards of moral development and citizenship through participation in amateur football.

3.6) To obtain sufficient funds through revenue generation, fundraising, grants and philanthropy for the successful operation of the Association.

3.7) To provide the opportunity for youth to participate in recreational and competitive football.

g) The development of and participation of players, coaches and volunteers in competitive representative football.

3.8) The YRFA is committed to fostering a fair, open, and equitable environment for all youth football players and their families in York Region. We believe that every member should have the opportunity to participate in the sport regardless of their background, membership in other organizations, or volunteering status. Our association is dedicated to providing equal opportunities for all members and promoting inclusivity and diversity within our league. We will strive to create a safe and welcoming environment for all players, coaches, and volunteers, and actively work to eliminate discrimination and bias."

### **Article 4. Affiliations**

4.1 The Association shall have a membership or maintain an affiliation with the following organizations:

a) Organizations or the recognized provincial sport organization representing tackle/flag football.

Including

Football Ontario

OFFL (Ontario Fall Football League)

OSFL (Ontario Spring Football League)

CCWFL (Central Canadian Football league)  
OWFL (Ontario Women's Football League).

b) Other organizations, leagues or associations for the benefit of amateur football and the programs run by the Association as may be decided by the Board of Directors from time to time.

## **Article 5. Classes of Membership**

5.1 There shall be (3) classes of Membership in the Association:

- a) Active Membership
- b) Parent/Guardian Membership
- c) Honorary Lifetime Membership

## **Article 6. Eligibility and Terms of Membership**

### **6.1 Eligibility**

#### **Active Membership:**

Active Membership shall include all elected Directors or Officials; all coaches, managers and who are eighteen (18) years of age or older appointed for the current season; and all registered players who are eighteen (18) years of age and who have paid the appropriate registration fee. For greater certainty, registered players eighteen (18) years of age or older will be considered Active Members once their registration fee has been paid in full.

#### **Parent/Guardian Membership:**

Parent/Guardian members shall include the parent and/or legal guardian of a registered player who is under eighteen (18) years of age. A parent/guardian shall become a member once their registered player has paid the appropriate registration fee in full for the program they have been registered in.

#### **Honorary Lifetime Membership**

Honorary Lifetime Membership may be bestowed upon an individual who has performed exceptional service to the Association or the betterment of youth football in the communities served by the Association.

The board shall nominate such individuals at the Annual General Meeting and the members present shall vote to award such membership. Such membership may be suspended or rescinded by the Board (and to be confirmed at the next Annual General Meeting) where the holder of an Honorary Lifetime Membership is charged and/or convicted of a criminal offence or takes an action that might bring the Association into disrepute through affiliation.

6.2. One Person – One Class of Membership. Although it is possible for a member to be qualified for more than one (1) class of membership in the Association, no person may hold more than one (1) class of membership. It is therefore mandatory that each member shall declare themselves before the start of any meeting of the membership and advise the chairperson of the membership class he/she wishes to represent. Once the meeting is called to order, the member must remain in that class of membership and may not change to another category or class of membership.

### **6.3 Membership List**

The Registrar of the Association shall maintain a list of current Active Members, Parent/Guardian Members, and Honorary Lifetime Members via the Association's CRM, and such list of members shall be used to determine eligibility to attend and vote at the Annual General Meeting and any other meetings of the members as dutifully scheduled or called by the Board. This list shall be made available to both members and directors of the Association when requested.

### **6.4 Membership Term**

Unless otherwise determined by the Board of Directors, every Membership, other than Honorary Lifetime Memberships, shall commence on or after January 1<sup>st</sup> in each year, and shall lapse and terminate on the 31<sup>st</sup> day of December next following the date on which such Membership commenced. If the Annual General Meeting is not held or is not completed before December 31<sup>st</sup>, any Member eligible to participate in that AGM shall have their Membership continue only to complete the business of that AGM.

### **6.5 Termination**

Membership in the Association shall not be transferable and shall terminate upon a member's resignation or death. Members may resign from the Association by submitting a resignation in writing to the President of the Association.

Membership in the Association may be terminated by the Board if the member is sixty (60) days in the arrears of payment of Registration fees or for behaviour that would otherwise bring the reputation of the Association into disrepute.

The termination of membership will use the following procedure:

- a) The member will be notified in writing via email by the President of the decision to terminate the membership and the reasoning.
- b) The member will be notified by phone after the written communication is issued.
- c) The terminated member will have the opportunity to present a case to reinstate membership to a committee of three board members.
- d) This subcommittee will be selected by the President of the Association.
- e) A decision will be reached within 24 hours of said presentation. That decision will be communicated in writing to the member. Meeting

proceedings remain confidential to the committee.

f) The final decision of the sub-committee stands.

## **6.6 Membership Fees**

Membership fees shall be established from time to time by resolution of the Board.

## **6.7 Right to Vote**

All Active Members, Parent/Guardian Members and Honorary Lifetime Members shall be entitled to notice of and to vote at all meetings of the Association as set out in Article 7.

All active members and parent/guardian members must have all accounts in good standing to vote.

## **6.8 Record Date**

Individuals, who are members of the Association for at least 35 days in advance of any general meeting of the members of the Association are entitled to notice of and vote at such a general meeting of members. Any individual who is not a member at least 35 days in advance of a general meeting is not entitled to notice of or to vote at such general meeting for which the record date has been established.

## **Article 7. Meetings of the Membership**

### **7.1 Annual General Meeting**

The Annual General Meeting (AGM) of the members shall be held in December of the current year, at a time, place and day as determined by the Board, for the transaction of the following business, to be set out in the agenda of such Annual General Meeting:

- a) Approval of the minutes of the previous Annual General Meeting.
- b) Receiving reports of the activities of the Association during the preceding calendar year since the preceding Annual General Meeting.
- c) Receiving information regarding the planned activities of the Association for the current year.
- d) The proposed budget for the coming year will be presented to the membership, by the treasurer and then a vote of a simple majority will be taken to approve it.
- e) Receiving and approving the annual financial statements and the report of the auditor of the Association.

f) Agreement that an auditor for the ensuing year will be appointed and communicated to the membership 30 days in advance of the engagement.

g) Election of the new Board of Directors of the Association

h) Consideration of any proposed amendments to the Constitution and By-laws of the Association.

i) Discussion of any new business as proposed by the membership

## **7.2 Additional General Meetings of Members**

In addition to the Annual General Meeting stated in Article 7.1, a General Meeting of the Membership can be called at any time by resolution of the Board or by a member having the approval and support of at least 20 members. The agenda for the general meeting shall only include topics mentioned in the notice of the meeting.

### **a) Annual General Meeting**

At least thirty (30) days prior to the Annual General Meeting to be held in December each year, a notice containing the agenda and other pertinent information regarding the meeting will be distributed to the members via email with the subject line clearly identified as "NOTICE OF ANNUAL GENERAL MEETING" and posted on the Association website.

b) Any proposed amendments to this Constitution or the By-laws must be given to the Registrar at least 21 days before the Annual General Meeting.

The notice must include the proposed amendment and an explanation of the purpose of the amendment.

The Registrar must make the proposed amendment available to members at least 14 days prior to the Annual General Meeting via Email and posted to the association website.

### **b) Additional General Meeting**

A notice with an agenda and any other pertinent information regarding a General Meeting must be distributed to members at least 15 days before the meeting. This notice should be sent via email with the subject line "NOTICE OF GENERAL MEETING" and posted on the Association website.

## **7.3 Quorum**

A quorum for an Annual General Meeting or General Meeting shall be a minimum of 20 Members eligible to vote and present in person. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to establish the time to which to adjourn or to take a recess.

#### **7.4 Voting Procedures**

a) A majority of votes cast by members entitled to vote, unless otherwise required by the Corporations Act or by the Constitution and By-laws of the Association, shall decide every question proposed for consideration at meetings of members. For greater clarity, this means 50% of votes cast (rounded to the nearest full vote) plus one.

b) The Chair presiding at a meeting of members shall have a vote only in the event of a tie vote.

c) At all meetings of members, every question shall be decided by a show of hands, unless a specific count or unless a secret ballot is required by the Chair or requested by any member entitled to vote. Whenever a vote by show of hands has been taken upon a question, unless a specific count or secret ballot is requested, a declaration by the Chair that a resolution has been carried or lost by a majority and entry to the effect in the minutes of the meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

d) Any member may request that their name and vote on any items subject to a vote be recorded in the meeting minutes.

#### **7.5 No Proxy Votes Permitted**

Proxy votes are not permitted. Members of the Association must be present at the Annual General Meeting and at any additional general meetings to exercise their voting rights in relation to matters coming before the Annual General Meeting or any additional general meetings.

#### **7.6 Adjournments**

Any meeting of the members of the Association may be adjourned at any time prior to the completion of the approved agenda and from time to time at the call of the Chair with a vote of members by a simple majority. Such business as may be transacted at such an adjourned meeting(s) up to the moment of adjournment shall be completed and valid business of the Association. No notice shall be required of any such adjourned meeting other than to those members present in person at the adjourned meeting. Such adjournment may be made notwithstanding that no quorum is present.

In the event the Annual General Meeting is adjourned for any reason without having completed all items of business on the agenda, the Board of Directors must call for a continuation of the meeting and complete said meeting within 60 days of the adjournment, which must be approved by a vote of members by a simple majority

Notice of a meeting that continues an adjourned meeting of directors is not required to be given if the time and place of the continued meeting is announced at the meeting that is adjourned



## **7.7 Chair**

The President shall be the Chair for all meetings of the Association. In the President's absence, the Vice President shall be the Chair. In the absence of the President and the Vice-President, the members entitled to vote at any meeting of members shall choose another Director as Chair and, if no Director is present or if the entire Directors present decline to act as Chair, the meeting shall be adjourned. For greater certainty, the President and/or Vice President may be deemed absent if they have not arrived at the meeting 15 minutes after the scheduled start of the meeting.

## **Article 8. Board of Directors**

### **8.1 Composition**

#### **a) A Director:**

8.1. a.1 Shall be eighteen (18) years of age or more.

8.1. a.2 Shall not be an un-discharged bankrupt, of unsound mind or be serving a sentence in a provincial jail or federal penitentiary.

8.1.a.3 Shall be a member in good standing.

8.1.a.4 Shall be a member of the Association at the time of his or her election or appointment.

8.1.a.5 Shall remain a member of the Association throughout his or her term of office.

#### **b) Number of Directors**

The affairs of the Association shall be managed by the Board of Directors, which consists of a minimum of seven (7) elected Directors. The Board of Directors includes the following positions:

- a) President
- b) Vice President
- c) Secretary/Registrar
- d) Treasurer
- e) Director Equipment
- f) Director Marketing
- g) Director of Coaching and Player Development
- h) Director Sponsorship
- i) Director Spring Football
- j) Director Fall Football

#### k) **Director, Gameday Engagement**

##### c) **Term of Office**

The Directors of the Association shall be elected in rotation and shall be eligible for re-election. Terms are laid out as follows to ensure the Association retains knowledge during transition periods:

Even year:

- a) Vice President (2-year term)
- b) Marketing Director (1 year term)
- c) Spring Football Director (1 year term)
- d) Director Coaching & Player Development (2-year term)
- e) Secretary/Registrar (2-year term)
- f) Director, Gameday Engagement (1 year term)

Odd year:

- a) President (2-year term)
- b) Treasurer (2-year term)
- c) Sponsorship Director (1 year term)
- d) Fall Football Director (1 year term)
- e) Equipment Director (2-year term)

##### d) **Change in Number of Directors**

The Association may by Special Resolution increase or decrease the number of its directors. Any changes in the number of directors shall comply with prevailing Ontario legislation and regulations.

##### e) **Non-Voting Directors of the Association**

The Board of Directors may appoint Non-Voting Directors of the Association to take on specific duties necessary for the functioning of the Association. Non-Voting Directors may attend meetings of the Board of Directors and provide written and verbal reports as required in support of the work of the Association and Board of Directors. Non-Voting Directors will not vote at Board meetings but may vote as members of the Association at meetings of the members. The term of a non-voting director shall remain in effect until the next Annual General Meeting.

f) **Non-voting Directors of the Association** include:

- a) **Director Development** (reporting into the Director Coaching & Player Development)
- b) **Coaching Commissioner** (reporting into the Director Coaching & Player Development)

#### **Article 9. Procedure for Election of the Board of Directors**

## **9.1 Nominations**

Nominations for the Board of Directors shall be invited from the Membership. Nominations may be made in writing to the Registrar prior to the Annual General Meeting. A call for nominees will also be made at the Annual General Meeting.

All nominations, whether made in writing or at the Annual General Meeting, must be seconded and accepted by the nominee before any vote is held.

## **9.2 Board Positions**

Nomination to the Board of Directors shall be for any office being vacated and will follow the terms laid out in 8.1c.

## **9.3 Election Procedures**

Unless the members present ask for a secret ballot, an election will be done by a show of hands. If this occurs, the Registrar will be responsible for preparing and distributing the ballots, counting the votes, and announcing the results, apart from if they are up for election. In this instance, the President will oversee the election. Additionally, a member up for election may request for a scrutineer to observe the count of their vote.

## **9.4 Vacancies**

If a position on the Board of Directors becomes vacant prior to the next Annual General Meeting, the Board of Directors in office may choose to appoint a current member in good standing to fill the vacancy for the remainder of the current year's term provided there is a quorum of Directors present.

A notification will be sent to the membership informing them of the vacancies on the board. Members may present their interests to the board.

The appointed director is welcome to formally run for the position at the next Annual General Meeting to carry out the remainder of the vacated current term.

## **9.5 Termination**

### **a) Removal of Director by Board of Directors**

A director may, at any time, be removed from the Board of Directors for any behaviour that puts the Association at reputational/financial risk or puts its members at risk.

The Board of Directors must unanimously decide to remove said

Director. In the event the Board decides to terminate a director's tenure, the following process will be followed:

1. The Director will be notified in writing by the President that the Board has made a unanimous decision to end their tenure. The reason will be outlined in writing.
2. The President will phone the Director as a follow-up to the email and will offer an opportunity to present a case for reinstatement to the Board to a committee of three board members.
3. The President will select a committee of three and arrange for a mutually agreeable date/time to meet.
4. After the Director has presented their case to the committee of three board members, the committee has 24 hours to reverse the decision to terminate.
5. The final decision will be communicated in writing to the Director, by the President.
6. The membership will be advised of the departing Director, although all meeting details remain confidential to the committee of three.

#### **b) Removal of Director by Membership**

Provided that notice specifying the intention to pass such resolution has been given with the notice of the General Meeting, eligible voting members of the Association, by a resolution passed by at least 2/3 of the votes cast at a general meeting of the members, may remove any Director before the expiration of their term of office.

#### **Absenteeism**

If a director does not attend three consecutive meetings of the Board of Directors without obtaining an excuse from the Board, they will be considered to have resigned.

The President will inform the Director in writing that their tenure on the Board of Directors has been terminated due to absenteeism.

9.6 No member of the Association is eligible to be elected to the position of President unless the member has previously served at least one year as a voting member of the YRFA Board of Directors.

## **Article 10. Board of Directors Responsibilities**

### **10.1 Governance**

The Board of Directors shall govern the Association in compliance with the objects, powers, Constitution and By-laws and policies of the Association, and all applicable laws and regulations.

Every director and officer in exercising his or her powers and discharging his or her duties to the corporation shall act honestly and in good faith with a view to the best interests of the Association, while exercising the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. They must also comply with the Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 and the regulations, as well as the Association's articles and by-laws. It is not possible to contract out of the statutory duty to act in accordance with the Association's Constitution and any other Act or regulations, or to be relieved from liability for a breach of the Not-for-Profit Corporations Act, 2010 or the regulations.

## **10.2 Board of Directors Meetings**

### **a) Regular Board Meetings**

Except as otherwise required by law, the Board may hold meetings at such place or places as the President or, in his or her absence, the Vice-President, may from time to time determine. The Board shall meet not less than six (6) times per year.

### **b) Special Board Meetings**

The President or, in the absence of the President, the Vice-President may call a Special Board Meeting upon receiving a petition in writing to the Secretary signed by any two (2) Directors. The agenda for the Special Board Meeting shall be limited to the matters specified in the notice calling the meeting, and Article 10.2 (c) shall apply to any special meeting.

c) All meetings shall be held regularly and their schedules shall be published to members. Minutes of each meeting shall be recorded electronically by the board and made available to view or listen to on the association's website.

## **10.3 Notice of Board Meeting**

a) Notice shall be communicated to all Directors at least seven (7) days in advance of the meeting unless all Directors agree in writing to the calling of a meeting on shorter notice, or the Board Meeting is held on a regular day or date each month or immediately following a meeting of the members of the Association.

b) All meeting Notices shall include a tentative agenda and will be sent out 7 days in advance of the meeting

## **10.5 Adjournment of Board Meetings**

Any Board Meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such

adjournment took place. No notice shall be required of any such adjournment.

### **10.6 Quorum**

Shall be no less than 5 directors.

Board Meeting shall be 50% (rounded to the nearest whole number) plus one of the Directors. No business of the Board shall be transacted in the absence of a quorum.

### **10.7 Voting Rights**

Each Director entitled to vote and present at a Board Meeting shall have one vote. In the event of a tie vote, the Chair shall be entitled to cast a deciding vote.

### **10.8 Voting Procedures**

A majority of votes of the Directors present at a Board Meeting shall decide every question. For greater clarity, this means 50% of votes cast (rounded to the nearest full vote) plus one.

Every question shall be decided in the first instance by a show of hands and, unless a secret ballot is demanded by a Director present, a declaration by the Chair that the motion has been carried or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favor or against such motion.

A Director may request that his/her name and vote on any item subject to a vote be recorded in the minutes of the meeting.

### **10.9 Remuneration**

Directors shall serve without remuneration and no Director shall indirectly receive any remuneration salary from the position of Director or for any service rendered to the Association. The Board of Directors may establish policies relating to the reimbursement of directors for reasonable expenses incurred in the performance of their duties as Directors of the Association.

### **10.10 Conflict of Interest**

a) Every Director who directly or indirectly has an interest or a perceived interest in a proposed or existing contract or transaction or other matter relating to the Association shall

make a full and fair declaration of the nature and extent of the interest at a Board Meeting and such declaration and the Board's acceptance thereof shall be noted in the meeting minutes.

b) The declaration of a conflict of interest shall be made at the Board Meeting at which the question on entering the contract or transaction or other matter is first taken into consideration or, if the Director is not at the date of the Board Meeting interested in the proposed contract or transaction or other matter, at the next Board Meeting held after the Director assumes the office.

c) After making such a declaration, no Director shall vote on such a contract or transaction or other matter, nor shall he or she be counted in the quorum in respect of such a contract or transaction or other matter.

d) If a Director has made a declaration of an interest in a contract or transaction or other matter in compliance with this section, the Director is not accountable to the Association for any profit realized from the contract or transaction or other matter.

e) If a Director fails to make a declaration of interest in a contract or transaction or other matter in compliance with this section the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction or other matter. A Director failing to comply with these Conflict-of-Interest requirements will be removed from the Board.

f) For greater certainty, a director must declare a conflict and abstain from voting on any matter concerning a team on which the Director's child or children may play, unless the matter is of a nature that applies to all levels, teams and/or players in the Association.

### **10.11 Indemnification of Directors**

The Association may indemnify a director or officer of the Association, a former director or officer of the Association or an individual who acts or acted at the Association'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 the individual in respect of any civil, criminal, administrative, investigative or other action. Advance of Costs

The Association may advance money to a director, officer or other individual referred to in subsection (1) for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in subsection (3).

## **Limitation**

The Association shall not indemnify an individual under subsection (1) unless,

(a) the individual acted honestly and in good faith with a view to the best interests of the Association or other entity, as the case may be; and

(b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful

c) The Association may purchase and maintain such insurance for the benefit of its Directors as the Board may from time to time determine.

## **10.12 Confidentiality**

Every Director and Officer of the Association shall respect the confidentiality of matters before the Board for consideration “in camera”.

In addition, each Director must sign, at the beginning of their tenure, a confidentiality agreement.

Breaking this confidentiality can result in removal from the Board of Directors.

## **Article 11. Officers & Responsibilities of Offices**

### **11.1 Elected Officers**

Pursuant to the requirements of the Corporations Act (Ontario), the elected Officers of the Association shall be the President, Vice President, Treasurer, Registrar, and one other member of the Board of Directors as determined by the Board of Directors.

The Association reserves the right to create additional positions that support the day-to-day operations of the Association.

### **11.2 Assistants to Officers**

The Board of Directors may appoint such assistant(s) to Officers of the Association as the Board may determine by resolution from time to time. These assistants are known as Commissioners and are bound by the same confidentiality Directors are.

### **11.3 Responsibilities**



A detailed job description for each position can be obtained from the Board Archives and is available on the Association website.

**a) President**

The President shall:

11.3.a.1 Represent the Association in the community.

11.3.a.2 Act as Chair of the Board of Directors, the Executive Committee, and at all meetings of the Membership of the Association.

11.3.a.3 Exercise general supervision of the Association in accordance with policies determined by the Board.

11.3.a.4 Represent the Association with the OFA or the provincial governing body, and Football Canada.

11.3.a.5 Participate in all investigations of the Player, Parent or Coach code of conduct. Coach investigations are led by the Director of Coaching & Player Development.

11.3.a.6 Be a member of all committees and sub-committees of the Association.

**b) Vice-President**

The Vice-President shall:

11.3.b.1 Assume the duties of the President in their absence, for any reason and carry out such other duties as are assigned by the Board or the President.

11.3.b.2 Monitor adherence by the Board of Directors to all existing policies of the Association and to inform the Board of Directors with respect to any inconsistencies between existing policies of the Association and a proposed policy for the Association.

11.3.b.3 Coordinate all Association bookings including fields, domes, buses, officials and trainers at the direction of the President.

11.3.b.4 Be available to assist any Director requiring assistance in the completion of his or her functions.

11.3.b.5 Recommend policy to the Board of Directors regarding

the nomination and election of Directors of the Association, and the organization and conduct of General Meetings of members of the Association.

11.3.b.6 Carry out such duties as are assigned by the Board, the Executive Committee or the President.

**c) Treasurer**

The Treasurer shall:

11.3. c.1 Ensure adherence to and implementation of financial policies in the financial administration of the Association;

11.3. c.2 Ensure the submission of books of account to the auditor of the Association at the end of the financial year and present the reviewed financial statements to the Membership at the Annual General Meeting of members;

11.3. c.3 Evaluate, review and recommend financial policy to the Board of Directors.

11.3.c.4 Coordinate all payments and deposits for the Association;

11.3. c.5 Carry out such duties as are assigned by the Board, or the President.

**d) Registrar**

The Registrar shall:

11.3. d.1 Record the minutes of general meetings of members, Board meetings and ensure that Association records are regularly and properly kept, and all business is conducted in accordance with any applicable statute or law, the Constitution and By-laws, and the policies and procedures established by the Board or by the members of the Association;

11.3. d.2 Ensure that proper custody of the Association corporate seal, corporate minutes and resolutions and other corporate records and documents;

11.3.d.3 Be responsible for receiving and distributing all correspondence received or sent by the Association and all communications within the Association.

11.3.d.4 Recommend policy to the Board of Directors regarding internal and external communications of the Association.

11.3.d.5 Coordinate membership at the direction of the Board of Directors; and

11.3.d.6 Carry out other duties as are assigned by the Board or the President.

**e) Equipment Director**

The Equipment Director shall:

11.3.e.1 Represent the Association with the distribution of equipment to each team representative.

11.3.e.2 To inventory the Associations equipment and make recommendations for the equipment budget.

11.3.e.3 To prepare equipment budget including breakdown quotes for the Board.

11.3.e.4 To prepare quotes for jerseys and equipment required, and coordinate all communication with suppliers, and

11.3.e.5 Carry out other duties as are assigned by the Board or President.

**f) Spring/Fall Football Director shall:**

11.3.f.1 Represent the Association, including voting privileges, at affiliated League meetings at the direction of the Board.

11.3.f.2 Report to the Board all activities related to affiliated League(s)

11.3.f.3 Represent the Association when dealing with the other members of Associated Leagues; and

11.3.f.4 Coordinate game day setup, teardown and activities/field access for the appointed season.

**g) Marketing Director**

The Marketing Director shall:

11.3. g.1 Draft, at the direction of the Board of

Directors, the annual and multi-year Association Marketing Plan, including feedback on the annual marketing budget.

11.3. g.2 Represent the Association, or arrange for representation, at in-person member engagement events.

11.3. g.3 Seek out opportunities to market football in York and Simcoe Region and share these opportunities with the Board of Directors for approval

11.3.g.4 Report to the Board all activities related to marketing.

#### **h) Sponsorship Director**

The Sponsorship Director shall:

11.3. h.1 Update and support the Association's Sponsorship portfolio.

11.3. h.2 Coordinate and manage all fundraising activity for the Association.

11.3. h.3 Seek out major donors and sponsors for the Association.

11.3. h.4 Representing the Association at all donor and sponsor events.

#### **i) Coaching & Player Development Director**

The Director, Coaching & Player Development shall:

11.3. i.1 Be responsible for interviewing and selecting all head and assistant coaches for Fall, Spring and Winter seasons.

11.3. i.2 Be responsible for all player development activities, including coordinating competition and season prep to ensure safe and progressive participation of all players.

11.3. i.3 Determining the impact to Association decisions and goals on player development.

11.3. i.4 Advising the Association on player benefits in participating in football opportunities offered for payment outside of the Association.

11.3. i.5 Represent the Association when investigating all violations of the Coaches or Players Code of Conduct. Investigations, while led by the Director, should also include the President and/or Treasurer; and

11.3. i.6 Review competition award lists each season.

## **Article 12. Codes of Conduct**

Article XII: Code of Conduct and Disciplinary Procedure By-Laws

12.1 The Board of Directors shall maintain and review the Code of Conduct and Disciplinary procedure by-laws.

12.2 All Members of the Association must read and sign the Code of Conduct and Disciplinary Procedure as it is published by the Board of Directors of the Association.

12.3 The Board of Directors shall review the Code of Conduct and Disciplinary Procedure on an annual basis, and must publish the same to all Members of the Association.

12.4 All Members of the Association shall be bound to the Code of Conduct and Disciplinary Procedure as it exists at any given time, and must adhere to the same.

12.5 The Board of Directors shall have the authority to enforce the Code of Conduct and Disciplinary Procedure, and to take disciplinary action against any Member of the Association found to be in violation of the same.

12.6 Any Member of the Association found to be in breach of the Code of Conduct and Disciplinary Procedure shall be liable to disciplinary action as determined by the Board of Directors. Such disciplinary action may include, but is not limited to, suspension, expulsion or other sanctions as deemed appropriate by the Board of Directors.

12.7 If a violation of the Director Code of Conduct is alleged, a special meeting of the members will be held to evaluate the merits of the complaint. If the members decide that an investigation is necessary, an independent committee chosen by the membership will lead it. The findings of the investigation will then be reported to the Board of Directors and shared with the membership.

12.8 The Association has codes of conduct for players, parents and coaches, accepted in every registration to participate and posted clearly on the Association websites. Any violation of this code of conduct is subject to an immediate investigation laid out as follows:

12.9.a. Parent Code of Conduct violations will be led by the President or Vice President. Player and Coach investigations will be led by the Director of Coaching & Player Development. The lead will engage two other board members to review evidence. One of those board members must be the club, President or Vice President.

12.9.b. Evidence will be investigated, and all involved parties will be interviewed neutrally.

12.9.c. The player/parent/coach will be deemed innocent of any violation until proven otherwise.

12.9.d. The target of the investigation will be presented with the evidence and afforded an opportunity to explain to the three-member committee.

12.9.e. The committee will make its judgement within 24 hours of presenting all evidence to the target of the investigation and affording them an opportunity to explain.

12.9.f. The judgement will be communicated to the target of the investigation in writing, and all proceeds will remain confidential to the investigatory committee.

12.9.g. Any investigations of a violation of the player code of conduct will include the player, parent and/or guardian.

12.9.h. Violation of a code of conduct can mean cancellation of membership with the Association immediately, with no refund of any registration fees.

12.10 Nothing in this Constitution and By-laws shall be construed to limit the ability of the Directors and Membership of the Association from abolishing or creating Standing Committees by By-law or from establishing such subcommittees by Directors' Resolution as may be desired or required from time to time.

### **Article 13. Emergency Action Plan**

13.1 An emergency action plan will be in place 30 days in advance of every season/offering. The emergency action plan will include each location, roles and emergency procedures to address:

- a) Injuries
- b) Medical situations
- c) Inclement weather
- d) Emergency contacts
- e) Opening/closing the fields
- f) Board roles/responsibilities
- g) Coaches and Team Managers roles/responsibilities

### **Article 14. Execution of Documents**

#### *14.1 Execution of Documents*

Deeds, transfers, licenses, contracts, and engagements on behalf of the

Association shall be signed by any two (2) of the President, or Treasurer.

Any two (2) of the President, and Treasurer may transfer any or all shares, bonds, or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name or on behalf of the Association transfers of shares, bonds or other securities from time to time transferred to the Association, may affix the Corporate seal to any such transfers or acceptances of transfers, and may make, execute, and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation.

#### *14.2 Books and Records*

The Board shall ensure that all necessary books and records of the Association required by the Constitution and By-laws of the Association or by any applicable statute are regularly and properly maintained and any contracts or agreements are filed for safekeeping.

### **Article 15. Financial Year**

15.1 The financial year of the Association shall begin on January 1<sup>st</sup> and terminate on the 31<sup>st</sup> day of December in each year.

15.2 The association's prior years' financials must be reviewed annually by a Chartered Professional Accountant. The reviewed financial statement must be made available to members at least 21 days prior to the annual general meeting.

### **Article 16. Banking Arrangements**

#### *16.1 Banking Resolution*

The Board shall designate the treasurer, in the absence of the treasurer by resolution may assign the Vice -President, to transact the banking business of the Association, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the banker of the Association, to have authority to set out in the resolution, including, unless otherwise restricted, the powers to

a) Operate the accounts of the Association with a bank or a trusted company.

b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances,

bills of exchange and orders for the payment of money.

c) Issue receipts for and orders relating to any property of the Association; and

d) Authorize any officer of the bank or trust company to do any act or thing on behalf of the Association to facilitate the business of the Association.

## **16.2 Deposit of Securities**

The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other place or places of safekeeping to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer or officers, and in such manner as shall be determined from time to time by resolution of the Board.. and such authority may be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **Article 17. Borrowing by the Association**

### **17.1 Borrowing Power**

Subject to the limitations set out in the Constitution and By-laws or policies of the Association, the Board may by resolution authorize the Association to

a) Borrow money on the credit of the Association.

b) Issue, sell or pledge securities of the Association; or

c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association.

### **17.2 Borrowing Resolution**

From time to time, the Board may authorize the Treasurer of the Association to make arrangements with the reference to the monies so borrowed or to be borrowed and as to the terms and conditions or any loan, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions, and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Association.



## **Article 18. Notice**

### ***18.1 Computation of Time***

In computing the date when notice must be given under any provision of this Constitution and By-law requiring a specified number of days notice of any meeting or other event, the date of giving the notice is included unless otherwise provided.

### **18.2 Method of Giving Notice**

Whenever under the provisions of this Constitution and By-law of the Association, notice is required to be given in writing, such notice may be given by letter, in a postage paid sealed envelope or by email, addressed to the Director, Officer or member at his or her address as the same appears in the records of the Association. Any notice or other documents so sent by Mail or email shall be deemed to be sent at the time when the same was deposited in a post office or public letter box as aforesaid. For the purposes of sending any notice, the address of any member, Director or Officer shall be his or her last address in the records of the Association.

## **Article 19. Passing and Amending the Constitution and By-laws**

19.1 The Board may recommend amendments to the Constitution and By-laws of the Association from time to time, to the Membership.

19.2 If the Board intends to discuss amendment of the Constitution and Bylaws of the Association at a Board Meeting, written notice of such intention shall be sent by the Registrar to each Director not less than ten (10) days before such meeting. Where such notice is not provided, any recommendation to amend the Constitution and By-laws may nevertheless be moved at the meeting and discussions and voting thereon adjourned to the next meeting for which written notice of intention to pass or amend such Constitution and By-laws shall be given.

a) A new provision to the Constitution and By-laws or an amendment to the existing Constitution and By-laws recommended by the Board or proposed by the membership shall be presented for adoption at the Annual General Meeting of the members of the Association. The notice of such Annual General Meeting shall refer to, describe and explain the new By-law or amendment(s) to the Constitution and Bylaws to be presented at the meeting of the members.

b) A motion to amend the Constitution and By-laws recommended by

the Board or proposed by a member at the Annual General Meeting of members called for that purpose must be approved by a two-thirds (2/3) vote of the members present at such Annual General Meeting.

c) The members at the Annual General Meeting of members may confirm the proposed amendment(s) to the Constitution and By-laws in whole or in part, amend the proposed amendment(s) in whole or in part and/or reject the proposed amendment(s) in whole or in part.

## **Article 20. Repeal of Prior By-laws**

### **20.1 Repeal**

All prior versions of the Constitution and By-laws of the Association, including the document entitled the “Constitution” of the Association are hereby repealed.

### **20.2 Proviso**

The repeal of all prior Constitution and By-laws of the Association shall not impair in any way the validity of any act or thing done pursuant to any such repealed Constitution and By-law.

## **Article 21. Insurance**

### **21.1 Insurance**

a) The Association shall obtain and maintain field insurance through the provincial governing body Football Ontario at the beginning of each calendar year. This field insurance must reflect every field activity that will take place.

b) All players participating in the Association’s offerings (no matter the season) must first have player insurance through the provincial governing body Football Ontario. The cost of this insurance is borne by the player.

c) All coaches are required to hold insurance through the provincial governing body Football Ontario prior to the beginning of any programming. The cost of the insurance will be reimbursed through the Association.

d) All volunteers shall procure insurance through the provincial body Football Ontario prior to the beginning of any programming.

## **Article 22 Protection of Directors**

**22.1** No Director or Officer shall be liable for the acts, neglect or default of any other Director or Officer, or for any loss or expense happening to the Association through the insufficient or deficiency of title to any property

acquired by order of the Board for or on behalf of the Association, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Association shall be deposited, or for any loss occasioned by an error of judgment or oversight on his or her part, or for any other loss, damage or misfortune which might happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonest or fraudulent act or acts.

### **Article 23. Rules of Procedure**

23.1 Each Director shall review and govern by the Not-for-Profit Governance Fundamentals Board Basics for the NFP Director published by Chartered Professional Accountants (CPA). This is posted on the Association's website. (posted on website)

23.2 Each Director shall review and govern by the 20 Questions Directors of Not-for-Profit Organizations should ask about Director's Duties published by the Chartered Professional Accountants (CPA). This is posted on the Association's website. (*posted on website*)

23.3 The Rules contained in the most current edition of "Procedures for Meetings and Organizations" by Robert's Rules of Order Newly Revised shall govern the rules and procedures to be used in conducting the meetings and affairs of the Association in all cases in which they are applicable, and in which they are not inconsistent with the Constitution and By-laws or other governing documents or laws affecting the Association.

### **Article 24. Effective Date**

24.1 This Constitution and By-law shall come into force without further formality upon its enactment after approval by the members of the Association at the AGM or by special meeting as hereinbefore set out.

The foregoing Constitution and By-laws are hereby enacted, ratified, sanctioned, confirmed and approved without variation by the affirmative vote of the members of the Association at the Annual General Meeting of the members of the Association duly called and held at Newmarket in the Town of Newmarket in the Region of York and in which a quorum was presented on the 16th day of December 2022.