

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



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

Article I. 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 VIII;
 - g) “OFA” means the Ontario Football Alliance (or such other name the OFA may in the future legally adopt);
 - 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 II. 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 Football Association or YRFA or any other name that the Board of Directors may approve from time to time.*
- 2.2 The Registered Office of the Association shall be in the Town of Aurora

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



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 III. 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:

- a) To increase participation of both players and volunteers at all age levels of amateur football.
- b) To improve the caliber of the game of football by developing and upgrading the skills of players, coaches, officials, trainers and administrators.
- c) To establish conditions conducive to the safety and enjoyment for the participants.
- d) To achieve high standards of moral development and citizenship through participation in amateur football.
- e) To obtain sufficient funds through revenue generation, fundraising, grants and philanthropy for the successful operation of the Association.
- f) 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.

Article IV. Affiliations

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

- a) The OFA, or the recognized provincial sport organization representing tackle/flag football;
- 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 V. 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 VI. Eligibility and Terms of Membership

6.1 Eligibility

Active Membership:

Active Membership shall include all elected or appointed Directors or Officials; all coaches, managers and trainers who are eighteen (1*) 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 all parents and/or legal guardians of registered players who are under eighteen (18) years of age and who have paid the appropriate registration fee. For greater certainty, parents/guardians will be considered Parent/Guardian Members once the registration fee for their registered player(s) has been paid in full.

Honorary Lifetime Membership

Honorary Lifetime Membership may be bestowed upon an individual who has performed exceptional service to the Association or to 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 membership present shall vote to award such membership. Such a 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 offense or takes an action that might bring the Association into disrepute through affiliation.

6.2 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.

6.3 Membership Term

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



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

6.4 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. Players who are Active Members may resign by submitting a resignation in writing to the Head Coach of the team for which the player is playing. 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 behavior that would otherwise bring the reputation of the Association into disrepute.

6.4.a The termination of a membership will use the following procedure:

- a) The member will be notified in writing via email from 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.

6.5 Membership Fees

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

6.6 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.

6.7 Record Date

Individuals, who are members of the Association at least 35 days in advance of any general meeting of the members of the Association, are



entitled to notice of and to vote at such general meeting of members. Any individuals 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 VII. 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) Receiving and approving the annual financial statements and the report of the auditor of the Association;
- e) Agreement that an auditor for the ensuing year will be appointed and communicated to the membership 30 days in advance of the engagement.
- f) Transaction of any business which relates to the business of the meeting referred to above, and notice and of which are received by the Registrar of the Association in writing on or before 6:00 p.m. on the 30th day of December, immediately preceding the Annual General Meeting;
- 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;

7.2 Additional General Meetings of Members

In addition to the Annual General Meeting described in Article 7.1 a general meeting of the Membership may be called at any time by resolution of the Board. The business to be transacted at a general meeting shall be limited to that specified in the notice calling the general meeting.

7.3 Notice

- a) Annual General Meeting

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



Notice of the Annual General Meeting to be held within the month of December each year, shall set out the agenda, including particulars of any other business to come before the Annual General Meeting, the time and place of the Annual General Meeting, and such notice shall be distributed to the membership and posted on the Association website at least thirty (30) days prior to the date of such Annual General Meeting.

b) **Additional General Meeting**

Notice of any additional general meetings of the members of the Association shall be posted in the local newspaper at least fifteen (15) days prior to the date of such additional general meeting.

c) **Error or Omission in Notice**

No error or omission in giving notice of any Annual General Meeting, additional general meeting or any adjourned meeting, whether annual or general, shall invalidate such meeting or make void any proceedings taken at such meeting. Any member may at any time waive notice of any meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such meeting.

7.4 Quorum

A quorum for the Annual General Meeting or additional general meeting shall be a minimum of five (5) 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 recess

7.5 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 their vote on any item subject to a vote be recorded in the minutes of the meeting.

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



7.6 *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

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**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



meetings to exercise their voting rights in relation to matters coming before the Annual General Meeting or any additional general meetings.

7.7 *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. Such business as may be transacted at such an adjourned meeting(s) up to the moment of adjournment shall be considered to 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 reasons 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.

7.8 *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 VIII. 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 (5) elected

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



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

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) Equipment Director (2 year term)

Odd year:

- a) President (2 year term)
- b) Registrar (2 year term)
- c) Sponsorship Director (1 year term)
- d) Fall Football Director (1 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.

f) Non-voting Directors of the Association include:

- a) Director Development (reporting into the Director Coaching &

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



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

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**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



Article IX. 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

Elections will be conducted by a show of hands unless the majority of members present vote for a secret ballot. In this case, the Registrar shall prepare the ballots to be used for the voting and shall supervise the election of the Directors and shall distribute all ballots and count all votes and announce the results of the election except in the case of Registrar being up for election, and then the President shall oversee the election.

9.4 Vacancies

Any vacancy occurring on the Board of Directors prior to the next Annual General Meeting may be filled only for the remainder of the current year of the vacated term by Resolution of the Board of Directors in office provided there is a quorum of Directors.

The acting Director is welcome to formally run for the position they have been appointed to, at the following Annual General Meeting.

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 behavior 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.

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



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 the 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 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 members, (held for this purpose) may remove any Director before the expiration of his or her term of office, and, by a majority of votes cast at that meeting, may elect any person in his or her stead for the remainder of his or her term.

Absenteeism

Unless otherwise determined by the Board, the unannounced absence of a Director from three (3) consecutive Board Meetings or the unannounced absence of a Director from four (4) out of any eight (8) consecutive Board Meetings shall be deemed to be a resignation of the said Director from the Board.

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

Article X. 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.

10.2 *Board of Directors Meetings*

a) Regular Board Meetings

Except as otherwise required by law, the Board may hold meetings as 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

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



The President or Vice-President may call a Special Board Meeting in the absence of the President or on petition in writing to the Secretary signed by any two (2) Directors. Business transacted at a Special Board Meeting shall be limited to that specified in the notice calling the meeting.

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 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) Notice shall include a tentative agenda in the case of a regular Board Meeting and shall specify the business to be conducted in the case if a Special Board Meeting.
- c) No formal notice of any Board Meeting shall be necessary if all the Directors are present or if those absent signify their consent to the meeting being held in their absence.

10.4 Error in Notice

No error or omission in giving notice for a Board Meeting shall invalidate such meeting or invalidate or make void any proceedings taken at such meeting. Any Director may at any time waive notice of any meeting and may ratify, approve and confirm any or all actions or proceedings taken at any such 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

A quorum for the 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 present at a Board Meeting, including the Chair, shall be entitled to one vote. The Chair shall not have a second vote in the event of a tie vote.

10.8 Voting Procedures

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



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 favors or against such motion.

A Director may request that his/her name and their 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 into 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

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



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 may be removed from the Board by a two-thirds (2/3) vote of the other members of the Board of Directors.

- 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

Every Director of the Association and his/her heirs, executors, administrators and estate and effects respectively shall from time to time be indemnified and saved harmless by the Association from and against:

- a) All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office;
- b) All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such, cost, charges or expenses as are occasioned by his or her own neglect or default;
- c) Provided that, no Director of the Association shall be indemnified by the Association in respect of any liability, costs, charges or expenses that he or she is adjudged to be in breach of statute unless, in an action brought him or her in his or her capacity as a Director, he or she has achieved complete or substantial success as a defendant.
- d) 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. All matters before the Board are confidential. Breaking this confidentiality can result in removal from the Board of Directors.

Article XI. Officers & Responsibilities of Offices

11.1 Elected Officers

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



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 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;

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



- 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 respects 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 audited 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:

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



- 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 break down 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

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



the direction of the Board;

11.3.f.2 Report to the Board all activities related 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 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

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



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 XII. Codes of Conduct

12.1 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:

12.1.a. Parent Code of Conduct violations will be led by the 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.

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

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

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

12.1.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.

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

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

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

12.2 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

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



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 XIII. 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

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**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



Article XIV. 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, Vice-President or Treasurer.

Any two (2) of the President, Vice-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 XV. Financial Year

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

Article XVI. Banking Arrangements

16.1 Banking Resolution

The Board shall designate, by resolution, the officers and other persons authorized 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 trust company;
- b) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheque, promissory notes, drafts, acceptances,

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



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, agent or agents of the Association, and in such manor 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 XVII. 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 any Director or Officer of the Association or any person 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 XVIII. Notice

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



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 Omissions and Errors

The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by and Director or member or by the auditor of the Association or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director, member or the Auditor of the Association may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

18.3 Method of Giving Notice

Whenever under the provisions of this Constitution and By-law of the Association, notice is required to be given, such notice may be given either personally or by telephone or by depositing same in a post office or letter box, in a postage paid sealed envelope 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 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 XIX. 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 By-laws 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 By-

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



laws 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 XX. 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 XXI. Insurance

21.1 Insurance

- a) The Association shall obtain and maintain field insurance through the provincial governing body (OFA) at the beginning of each calendar year. This field insurance must reflect every field activity will take place on.
- b) All players participating in the Association's offerings (no matter the season) must first have player insurance through the provincial governing body (OFA). The cost of this insurance is borne by the player.
- c) All coaches are required to hold insurance through the provincial governing body (OFA) 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 governing body (OFA) prior to the beginning of any programming.

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



Article XXII. Protection of Directors and Officers

22.1 Protection of Directors

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 Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation 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 Corporation shall be deposited, or for any loss occasioned by 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 XXIII. Rules of Procedure

23.1 Each Director shall review and govern by the Chartered Accountant's Association Primer for Non-Profit Directors latest version. This is posted on the Association website.

23.2 Each Director shall review and govern by the Chartered Accountants Association Fiduciary Duty. This is posted on the Association 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 to 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 XXIV. Effective Date

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

The foregoing Constitution and By-laws is 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 2020.

**Constitution and Bylaws of
York Simcoe Minor Football Association/
York Region Football Association**



_____ TBC

Chair

_____ TBC

Registrar

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