



Nepean Hotspurs Soccer Club

Bylaws

December 13, 2020

NEPEAN HOTSPURS SOCCER CLUB
BY-LAWS – Approved December 13, 2020

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ARTICLE 1 - GENERAL

Purpose – These By-laws relate to the general conduct of the affairs of the Nepean Hotspurs Soccer Club, operating as Nepean Hotspurs Soccer Club.

1. **Definitions** – The following terms have these meanings in these By-laws:
 - a. Act – the Ontario Corporations Act or any successor legislation including the Not-for-Profit Corporations Act, 2010 (upon becoming law).
 - b. Auditor – an individual, partnership or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting in accordance with the Act.
 - c. Board – the Board of Directors of the Corporation.
 - d. Corporation – the Nepean Hotspurs Soccer Club operating as Nepean Hotspurs Soccer Club.
 - e. Days – days including weekends and holidays.
 - f. Director – an individual elected or appointed to serve on the Board pursuant to these By-laws.
 - g. EODSA – the Eastern Ontario District Soccer Association.
 - h. Officer – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these By-laws.
 - i. Ordinary Resolution – a resolution passed by a majority of the votes cast on that resolution.
 - j. OS - Ontario Soccer Inc.
 - k. Special Resolution – a resolution passed by not less than two-thirds of the votes cast on that resolution or signed by all the voting Members entitled to vote on that resolution
2. **Registered Office** – The registered office of the Corporation will be located within the Province of Ontario.
3. **Corporate Seal** - The Corporation may have a corporate seal, which may be adopted and may be changed by Ordinary Resolution of the Board.
4. **Affiliations** – The Corporation will be a member in good standing with the EODSA and will follow the published rules of the EODSA and OS. The Corporation is subject to the published rules in declining order of authority of: OS, the EODSA, and the Corporation.
5. **No Gain for Members** – The Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its objectives.

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6. **Ruling on By-laws** – Except as provided in the Act, the Board will have the authority to interpret any provision of these By-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.
7. **Conduct of Meetings** – Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
8. **Interpretation** – Words importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate. Words importing an organization name, title, or program will include any successor organizational name, title, or program.
9. **Severability** - If any portion of these By-laws is deemed by any court of competent jurisdiction to be illegal or unenforceable, then the remaining provisions of these By-laws will remain in full force and effect notwithstanding.

ARTICLE 2 - MEMBERSHIP

2.1 CATEGORIES

The Corporation has two (2) classes of Membership:

a. Active Member

An individual, eighteen years of age and older, who has agreed to abide by the Corporation’s By-laws, policies, procedures, rules and regulations and who is registered, elected or appointed within the Corporation as a volunteer in any of the following positions:

- A Director of the Corporation
- An active Team Coach, Assistant Coach, Manager, or Assistant Manager/Treasurer registered with Club
- Committee Members appointed by the Board of Directors

b. Honorary Life Member

An Honorary Life Member is any individual approved by Special Resolution of the Board who has contributed greatly to the development or promotion of the Corporation.

The Board of Directors may designate an individual as an Honorary Life Member who is afforded all rights of membership, including the right to attend and speak at Members' meetings, but is not entitled to vote. Life membership does not expire unless terminated in accordance with Article 2.8 of these bylaws.

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2.2 ONE SUBCLASS

Although an individual may qualify for, and be registered or designated under more than one subclass of membership, each individual may only hold one membership in the Corporation.

2.3 MEMBER EXCLUSIONS

Individuals who receive more than \$500 in remuneration per Year, as defined in 2.4, from the Corporation are not eligible to be Members of the Corporation.

Membership duration and dues

2.4 YEAR

Unless otherwise determined by the Board or these By-laws, with the exception of Life Membership which shall be for the lifespan of the Member and Directors who are deemed members as long as they hold office as a Director, the membership year of the Corporation will be January 1st to December 31st. Members not excluded from this section will re-apply for membership annually.

2.5 DUES

Membership dues will be determined annually by the Board.

Transfer and termination of membership

2.6 TRANSFER

Membership in the Corporation is non-transferable.

2.7 TERMINATION

Membership in the Corporation will terminate immediately upon:

- a. The expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;
- b. Resignation by the Member by giving written notice to the Corporation;
- c. Dissolution of the Corporation;
- d. The Member's death or dissolution; or
- e. By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) day notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the member receiving the notice will be entitled to submit a written submission opposing the termination.

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2.8 EFFECT OF TERMINATION

Upon termination of membership for any reason, all rights and benefits of membership will cease effect immediately upon termination of the membership.

2.9 MAY NOT RESIGN

A Member may resign from the Corporation when the Member is subject to disciplinary investigation or action of the Corporation, but the disciplinary investigation or action will continue and be completed.

2.10 ARREARS

A Member will be expelled from the Corporation for failing to pay membership dues or monies owed to the Corporation by the deadline dates prescribed by the Corporation.

2.11 DISCIPLINE

In addition to expulsion for failure to pay membership dues, a Member may be disciplined in accordance with the Corporation's policies and procedures relating to the discipline of Members.

2.12 DISPUTE RESOLUTION

The Corporation will adopt and adhere to the OSA's Dispute Resolution Policy.

2.13 DUES PAYABLE

Any dues, subscriptions, or other monies owed to the Corporation by suspended or expelled Members will remain due.

2.14 GOOD STANDING

A Member will be in good standing provided that the Member:

- a. Has not ceased to be a Member;
- b. Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c. Has completed and remitted all documents as required by the Corporation;
- d. Has complied with the By-laws, policies, and rules of the Corporation;
- e. Has no relationship of a sporting nature with entities that are not recognized by the Corporation or with Members that have been suspended or expelled;
- f. Is not subject to a disciplinary investigation or action by the Corporation, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and

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- g. Has paid all required membership dues, participation fees and monies owed the Corporation.

2.15 CEASE TO BE IN GOOD STANDING

Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

ARTICLE 3 - MEETINGS OF MEMBERS

3.1 ANNUAL MEETING

The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the greater Ottawa Area. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Corporation's fiscal year end.

Any Member, upon request, will be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report (if any).

3.2 SPECIAL MEETING

A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.3 PARTICIPATION/HOLDING BY ELECTRONIC MEANS

Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

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3.4 NOTICE

Written or electronic notice of the date of the Annual Meeting of the Members will be given to all Members in good standing, Directors, and the Auditor at least ten (10) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a reminder of the right to vote by proxy or by absentee ballot, a proposed agenda, reasonable information to permit Members to make informed decisions, nominations of Directors, and the text of any resolutions or amendments to be decided.

3.5 WAIVER OF NOTICE

Any person who is entitled to notice of a meeting of the Members may waive notice, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called in accordance with these By-laws.

3.6 ERROR OR OMISSION IN GIVING NOTICE

No error or omission in giving notice of any meeting of the Members shall invalidate the meeting or make void any proceedings taken at the meeting.

3.7 NEW BUSINESS

No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business, or a Member's proposal has been submitted to the Board sixty (60) days prior to the meeting of the Members in accordance with procedures as approved by the Board.

Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual Meeting.

3.8 QUORUM

The quorum for all General Meetings of the Club shall include a quorum of the Club Board of Directors plus whatever other number of Members of the Club who are in attendance.

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.9 CLOSED MEETINGS

Meetings of Members will be closed to the public except by invitation of the Board or in accordance with the Act.

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3.10 AGENDA

The agenda for the Annual Meeting may include:

- a. Call to order
- b. Establishment of quorum
- c. Appointment of scrutineers
- d. Approval of the agenda
- e. Approval of minutes of the previous Annual Meeting
- f. Presentation of reports
- g. Report of Auditors
- h. Appointment of Auditors
- i. Presentation of Budget
- j. Approval of membership dues
- k. Business as specified in the meeting notice
- l. Election of new Directors
- m. Adjournment

3.11 SCRUTINEERS

At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.12 ADJOURNMENTS

With the majority consent of the Members present and quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting, if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.13 ATTENDANCE

The only persons entitled to attend a meeting of the Members are the Members, representative of the Member (in the case of the Member being a sponsor), the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, a representative of the auditor of the Corporation (or the person who has been appointed to conduct a review engagement, if any), individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

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3.14 VOTING AT MEETINGS OF MEMBERS

a. VOTING RIGHTS

Active Members may exercise one vote at all meetings of the Members.

b. ELIGIBILITY OF VOTES

The date determined by the Board will determine the list of Members who are eligible to vote at a meeting of the Members. The date will be no more than thirty (30) days prior to the meeting.

c. PROXY VOTING

Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, or one or more alternate proxy holders, to attend and vote on behalf of the Member. The proxy holder need not be a Member. A proxy must:

- a) Be signed by the Member;
- b) Be in a form that complies with the Act;
- c) Comply with the format stipulated by the Corporation; and
- d) Be submitted to the Registered Office of the Corporation at least two (2) business days prior to the meeting of the Members.

d. PROXY HOLDER

A proxy holder will only hold a maximum of two (2) proxies.

e. ABSENTEE VOTING – NEW

A Member may vote in writing in advance of the meeting of the Members on published proposed resolutions and for the election of Directors by so indicating the vote to the Corporation prior to the vote being taken.

f. VOTING BY MAIL OR ELECTRONIC MEANS NEW

A Member may vote by mail, or by telephonic or electronic means if:

- a) The votes may be verified as having been made by the Member entitled to vote; and
- b) The Corporation is not able to identify how each Member voted.

g. DETERMINATION OF VOTES

Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

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Expect upon the demand, by at least ten (10) of the Members, for a secret ballot prior to the vote being held, voting on resolutions or proposals other than the election of Directors will be held by means specified by the Board.

3.15 MAJORITY OF VOTES

Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the event of a tie, the Chair of the meeting shall vote a second time to decide the issue. An Ordinary Resolution will decide each issue.

3.16 WRITTEN RESOLUTION

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE 4 - GOVERNANCE

4.1 COMPOSITION OF THE BOARD

The Board will consist of no more than seven (7) and no less than four (4) Directors.

The Board will consist of the following Directors:

- a) President
- b) Vice-President
- c) Treasurer
- d) Secretary
- e) Three (3) Directors-at-Large

4.2 ELECTION OF DIRECTORS

To be eligible for election as a Director, an individual must:

- a. Be eighteen (18) years of age or older;
- b. Not be employed by the Corporation another soccer organization in a professional capacity;
- c. Not have been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
- d. Have the power under law to contract;
- e. Have not been declared incapable by a court in Canada or in another country; and
- f. Not have the status of bankrupt.

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4.3 CALL FOR NOMINATIONS

At least ninety (90) days prior to the Annual Meeting, the Nominating Committee will issue a 'Call for Nominations' using any means of communication. The 'Call of Nominations' will state the method which the nominations are to be made, the requirements for the position, and the deadline for submission which will be no later than fourteen (14) days prior to the Annual Meeting.

4.4 NOMINATION

Any nomination of an individual for election as a Director will:

- a) Include the written consent of the nominee by signed or electronic signature; and
- b) Be submitted to the Nominations Committee at the Registered Office of the Corporation fourteen (14) days prior to the Annual Meeting. This timeline may be extended by Ordinary Resolution of the Board.

4.5 ELECTION SCHEDULE

Directors will be elected as follows:

- a) The President, Secretary and two Directors-at-Large will be elected at alternate Annual Meetings in even numbered years to those listed in sub-section.
- b) The Vice-President, Treasurer and one Director-at-Large will be elected at alternate Annual Meetings in odd numbered years to those listed in sub-section.

Non-director at large election

Elections for each non-Director-at-Large position will be decided by Ordinary Resolution of the Members in accordance with the following:

- a) One Valid Nomination – Winner declared by Ordinary Resolution.
- b) Two or More Valid Nominations – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

Director-at-large election

Elections for Director-at-Large positions will be decided by Ordinary Resolution of the Members in accordance with the following:

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- a) Equal number of Nominations and Available Positions – Winners declared by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) receiving the greatest number of votes and an Ordinary Resolution will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted. If there continues to be a tie and more nominees than positions, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains the appropriate number of nominees for the position(s) or until a winner is declared.

4.6 POST-ELECTION ELIGIBILITY

An elected Director who does not meet the eligibility requirements for election as Director will have sixty (60) days to become eligible for the position or will be removed as a Director of the Corporation.

4.7 TERMS

Directors will serve terms of two (2) years and will hold office until they or their successors have been duly elected in accordance with these By-laws, unless they resign, or are removed from or vacate their office.

4.8 RESIGNATION AND REMOVAL OF DIRECTORS

Resignation

A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Corporation resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

Vacate Office

The office of any Director will be vacated automatically if:

- a. The Director resigns;
- b. The Director is found to be incapable of managing property by a court or under Ontario law;
- c. The Director is found by a court to be of unsound mind;

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- d. The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent;
- e. The Director dies; or
- f. At the discretion of the Board and without reasonable excuse, the Director is absent from three (3) consecutive meetings of the Board.

Removal

No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:

1. The Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - a. If she/he becomes incapable of performing the business of the Club.’
 - b. If she/he is absent from two or more meetings of the Board of Directors without satisfactory reason.
 - c. If she/he no longer resides in reasonable proximity to the Club.
 - d. If she/he becomes, or is discovered to be, an un-discharged bankrupt.
2. The Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
 - a. If she/he has been found guilty of an offence under the Harassment Policy of OS.
 - b. If she/he has been found guilty of an offence involving violence under the Discipline Policy of OS.
 - c. If she/he has failed to properly account for monies or other property belonging to the Club.
 - d. If she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club.

An elected Director may be removed by Special Resolution of the Members at a meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

4.9 FILLING A VACANCY ON THE BOARD

Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Directors, the Board may appoint a qualified individual to fill the vacancy for a term expiring not later than the close of the next Annual Meeting.

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4.10 MEETINGS OF THE BOARD

Call of Meeting

A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.

Chair

The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) will be the Chair of the meeting.

Notice of Meetings of the Board

Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board member may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

Board meeting with new directors

For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

Number of Meetings

The Board will hold at least six (6) meetings per year.

Quorum

At any meeting of the Board, quorum will be a majority of Directors holding office.

Voting

Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution. Resolutions will be passed upon a majority of the votes being in favour of the

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resolution. In the event of a tie, the Chair of the meeting shall vote a second time to decide the issue.

No Alternate Directors

No person shall act for an absent Director at a meeting of directors.

Written Resolutions

A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

Closed Meetings

Excluding the Chief Executive Officer (General Manager) who may attend meetings of the Board without vote, Meetings of the Board will be closed to Members and the public except by invitation of the Board.

Meetings by Telecommunications

A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

4.11 DUTIES OF DIRECTORS

Standard of Care

Every Director will:

- a. Act honestly and in good faith with a view to the best interests of the Corporation; and
- b. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.12 POWERS OF THE BOARD

Powers of the corporation

Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

Empowered

The Board is empowered, including but not limited to:

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- a) Make policies and procedures or manage the affairs of the Corporation in accordance with the Act and these By-laws;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- e) Determine registration procedures, membership dues, participation fees, and other registration requirements;
- f) Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- h) Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- i) Perform any other duties from time to time as may be in the best interests of the Corporation.

ARTICLE 5 – OFFICERS

5.1 COMPOSITION

The Officers will be comprised of the President, Vice President, Secretary, Treasurer, and General Manager.

The General Manager will, subject to the powers and duties of the Board, manage the day-to-day operations of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board. The General Manager may delegate to any person any power, duty or function conferred on the General Manager.

5.2 DUTIES

The duties of Officers are as follows:

- a) The President will be the chair of the Board, will preside at the Annual and Special Meetings of the Corporation and at meetings of the Board unless otherwise designated, will be the official spokesperson of the Corporation, will represent the Corporation at

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meetings of the EODSA and OS, and will perform such other duties as may from time to time be established by the Board.

- b) The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- c) The Secretary will be responsible for the documentation of all amendments to the Corporation's By-laws, will ensure that all official documents and records of the Corporation are properly kept, cause to be recorded the minutes of all meetings, will prepare and submit to each Meeting of the Members and other meetings a report of all activities since the previous Meeting of the Members or other meetings, will give due notice to all Members of the Meeting of the Members of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- d) The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act, will cause to be deposited all monies received by the Corporation in the Corporation's bank account, will supervise the management and the disbursement of funds of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will prepare annual budgets, and will perform such other duties as may from time to time be established by the Board.
- e) The General Manager will, subject to the powers and duties of the Board, manage the day-today operations of the Corporation, when required will provide the Board with an account of financial transactions and the financial position of the Corporation, will oversee and supervise office staff, and will perform such other duties as may from time to time be established by the Board. The General Manager may delegate to any person any power, duty or function conferred on the General Manager.

5.3 DELEGATION OF DUTIES

At the discretion of the Officer and with approval by Ordinary Resolution of the Board, any Officer may delegate any duties of that office to appropriate staff or committee of the Corporation, or to another Director.

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5.4 REMOVAL

An Officer may be removed by Ordinary Resolution at a meeting of the Members, provided the Officer has been given notice of and the opportunity to be present and to be heard at the meeting where such Special Resolution is put to a vote. If the Officer is removed by the Members, his or her position as a Director will automatically and simultaneously be terminated.

5.5 VACANCY

Where the position of an Officer, excluding the President, becomes vacant for whatever reason and there is still a quorum of Directors, the Board may, by Ordinary Resolution, appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office. If the President position becomes vacant, the Vice President shall become President and the Board may appoint a replacement for the position of Vice President from among the Directors.

5.6 OTHER OFFICERS

The Board may determine other Officer positions and appoint individuals to fill those positions. Other Officers need not be Directors.

ARTICLE 6 - COMMITTEES

6.1 APPOINTMENT OF COMMITTEES

The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation and may appoint members of committees or provide for the election of members of committees, may prescribe the duties and terms of reference of committees, and may delegate to any Committee any of its powers, duties, and functions.

The following committees shall be recognized as Standing Committees of the Board:

(a) Finance Committee

The Finance Committee shall be chaired by the Treasurer and shall consist of the President, General Manager at least one (1) other Director. This Committee shall submit the audited financial statements to the Membership at the Annual General Meeting.

(b) Personnel Committee

The Personnel Committee shall be chaired by the Vice-President and shall consist of the Treasurer and at least one (1) other Director to be appointed by motion at the Board of Directors' regular meeting. The Personnel Committee will review any submissions under Article 4, prior to such information being presented to the Board.

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(c) Nominations Committee

A Director of the Board shall chair the Nominations Committee. The Committee shall have a minimum of three (3) Members and the majority must be Directors of the Board. No nominee for election may be a Member of the Nominations Committee.

6.2 VACANCY

When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.3 PRESIDENT EX-OFFICIO

The President will be an ex-officio non-voting member of all Committees of the Corporation.

6.4 REMOVAL

The Board may remove any member of any Committee.

6.5 DEBTS

No Committee will have the authority to incur debts in the name of the Corporation.

ARTICLE 7 - FINANCE AND MANAGEMENT

7.1 FISCAL YEAR

Unless otherwise determined by the Board, the fiscal year of the Corporation will be October 1st to September 30th.

7.2 BANK

The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

7.3 AUDITORS

At each Annual Meeting the Members will appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act and OS Minimum Requirements. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation and must be permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act, 2004, as amended.

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7.4 ANNUAL FINANCIAL STATEMENTS

The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Corporation of the last fiscal year of the Corporation but not more than six (6) months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a. The financial statements;
- b. The auditor's report; and
- c. Any further information respecting the financial position of the Corporation.

AUDIT REQUIREMENTS

The financial statements of the Corporation will be presented annually to the members at the Annual Meeting in accordance with the Act and the minimum account principles as stated by the Ontario Soccer Association (in the event of conflict between the OSA standards and the Act, the Act will prevail), currently as follows:

- a. Audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant if the Club's annual gross revenue is greater than or equal to \$150,000 or the Club has greater than or equal to 1000 registered players; or
- b. Reviewed by Public Accountant, Certified General Accountant or a Certified Management Accountant through a Financial Review Engagement, as defined by CICA, if the Club's annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or the Club has less than 1000 but greater than or equal to 500 registered players; or
- c. Signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or a Certified Management Accountant less than \$100,000 but greater than or equal to \$10,000.00.

7.5 BOOKS AND RECORDS

The necessary books and records of the Corporation required by these By-laws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- a. The Corporation's articles and By-laws;
- b. The minutes of meetings of the Members and of any committee of Members;
- c. The resolutions of the Members and of any committee of Members;
- d. The minutes of meetings of the Directors or any committee of Directors;
- e. The resolutions of the Directors and of any committee of Directors;

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- f. A register of Directors;
- g. A register of Officers;
- h. A register of Members; and
- i. Account records adequate to enable the Directors to ascertain the financial position of the Corporation on a quarterly basis.

7.6 SIGNING AUTHORITY

Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Corporation will be executed by two (2) of the President, Vice-President, Treasurer, or Secretary or by other individuals, as designated by the Board. In addition, the Board may direct a manner in which the person or persons by whom any particular instrument or class of instruments may or will be signed.

7.7 PROPERTY

The Corporation may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.8 BORROWING

The Corporation may borrow funds under such terms and conditions as the Board may determine, as permitted by the Act.

7.9 BORROWING RESTRICTION

The Members may, by Special Resolution, restrict the borrowing powers of the Board but a restriction so imposed expires at the next Annual Meeting.

7.10 NO REMUNERATION

All Directors, Officers and members of Committees will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these By-laws.

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7.11 CONFLICT OF INTEREST

A Director, Officer or member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Corporation will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

ARTICLE 8 - AMENDMENT OF BY-LAWS

8.1 VOTING

These By-laws may only be amended, revised, repealed or added to by a Special Resolution of the voting Members present at a meeting duly called to amend, revise or repeal these Bylaws. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective immediately.

These By-laws may only be amended, revised, repealed or added to by Ordinary Resolution of the Board. Any By-laws amendments will be submitted to the Members at the next meeting of Members and except for those amendments that are considered fundamental changes, the voting Members may confirm reject or amend the By-laws by Ordinary Resolution.

A Member entitled to vote may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice.

8.2 EFFECTIVE DATE

By-laws amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a meeting of the Members.

ARTICLE 9 – NOTICE

9.1 WRITTEN NOTICE

In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, email, or courier to the address of record of the individual, Director, Officer, or Member, as applicable.

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9.2 DATE OF NOTICE

Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or emailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five (5) days after the date the mail is post-marked.

9.3 ERROR IN NOTICE

The accidental omission to give notice of a meeting of the Board or of the Members, the failure of any Director or Member to receive notice, or an error in any notice which does not affect its substance will not invalidate any action taken at the Meeting.

ARTICLE 10 - DISSOLUTION

The Corporation may be dissolved in accordance with the Act. In the event of dissolution of the Corporation, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Directors to one or more not-for-profit soccer related organizations, or any not-for-profit athletic community organizations, which operate solely in Ontario.

ARTICLE 11 - INDEMNIFICATION

11.1 WILL INDEMNIFY

Subject to Section 11.2, The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and any individual who acts at the Corporation's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Corporation's request in a similar capacity.

11.2 WILL NOT INDEMNIFY

The Corporation will not indemnify a Director or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, and breach of any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Corporation will not indemnify an individual unless:

- a. The individual acted honestly and in good faith with a view to the best interests of the Corporation; and

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- 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.

11.3 INSURANCE

The Corporation will, at all times, maintain in force such Directors and Officers liability insurance.

ARTICLE 12 - ADOPTION OF THESE BY-LAWS

12.1 RATIFICATION

These By-laws were ratified by a Special Resolution of the Members at the Annual General Meeting of the Members duly called and held on December 13, 2020.

12.2 REPEAL OF PRIOR BY-LAWS

In ratifying these By-laws, the Members of the Corporation repeal all prior By-laws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed By-laws.