



OTTAWA TFC*

BY-LAWS

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ARTICLE 1: LEGAL ENTITY

The Club was incorporated by Letters Patent under Part III of the Corporations Act of Ontario on June 7, 1995, as "Cumberland United-Unis Soccer Club" but now operates as "Ottawa TFC" (hereinafter referred to as "the Club"). The headquarters of the Club is located within the District Boundaries of the Eastern Ontario District Soccer Association.

ARTICLE 2: AIMS AND OBJECTIVES

The Club has the following aims and objectives:

- To promote, develop and govern the game of soccer as a Club in Ottawa, Ontario.
- To promote the ideals of "Fair Play".
- To promote recreational soccer for all age groups where fun and participation are key elements.
- To promote competitive soccer, which strives for excellence while emphasis is placed on enjoyment, effort and respect for all participants.
- To promote the training of coaches based on the philosophy of Canadian Coaching Code of Ethics and the National Association of Coaching in Canada, with respect and dignity for all.
- To promote the training of game officials in the sport of soccer and encourage the participation of volunteers
- To promote harmony and friendship based on respect for the Canadian Human Rights Code through soccer.
- To help individuals to develop their character as resourceful and responsible Members of their community by providing opportunities through the game of soccer for their mental, physical, social and leadership development.

ARTICLE 3: GOVERNING ORGANIZATIONS

The Club is governed and regulated by Canada Soccer, Ontario Soccer and the Eastern Ontario District Soccer Association ("EODSA"), and as such abides by the published rules and regulations of those organizations.

ARTICLE 4: MEMBERS

1. Qualifications - Members of the Club must be 18 years of age or older and be:
 - (a) a player registered with the Club, or
 - (b) a parent/guardian of a youth player registered with the Club, a director serving on the Board of Directors of the Club, or
 - (c) a contracted coach with the Club.
2. Entitlement to Vote - Members of the Club are entitled to one vote at any meeting of the Members. Parents/Guardians of players registered with the Club are entitled to one vote for each child registered to play at the Club.

3. Term of Membership - Membership is effective for one year, from the commencement of the Annual General Meeting of the Club to date of the Annual General Meeting in the following year. Membership is valid only if all fees required are paid in full at the commencement of the Annual General Meeting.
4. Termination - Membership of an individual is terminated if the Member:
 - (a) is no longer registered with the Club;
 - (b) submits a letter of resignation to the Club; or
 - (c) is expelled by the Board of Directors, where the Member has faced discipline charges (as set out in Article 4(5) below), or has been found to violate the Constitution/By-laws or rules and regulations of the Club.
5. Disciplinary Action - A Member may be disciplined by the Board of Directors of the Club and may face fines, censure, suspension or be expelled from Membership if the Member:
 - (a) obstructs or hinders the operation of the Club by infringing on the Constitution/By-laws or rules and regulations; or
 - (b) brings the Club into disrepute and is found to be deliberately or maliciously damaging the Club's reputation and good standing.

Procedures for discipline of a Member are set out in the Club's Discipline Policy.

ARTICLE 5: BOARD OF DIRECTORS

1. Number and Qualifications - The activities and affairs of the Club are managed by the Board of Directors, which is comprised of nine Directors. All Directors are Members of the Club.

To be qualified, a Director must:

- (c) be at least 18 years of age;
 - (d) not be an undischarged bankrupt; and
 - (e) execute, deliver and abide by the Club's Code of Conduct and any conflict of interest guidelines and rules that may be applicable to them from time to time.
2. Election and Term of Office - Board members are elected by the Members at the Annual General Meeting or any Special Meeting of Members. Board members are elected for a term not to exceed two years, commencing at the close of the Annual General Meeting at which the election of such individuals to the Board of Directors is to be effective and expiring at the close of the Annual General Meeting coincident with the end of the term.

No Director may serve as a Director for more than eight years in total. This provision comes into effect on approval of these By-laws by the Members; effectively starting the eight-year term for current Board members at that point.

For the purposes of this Article 5(2), "year" means any period between an annual meeting and the next following annual meeting of Members during which an individual serves as a Director.

3. Vacancies on Board - If a vacancy occurs on the Board, due to a resignation or removal, a replacement Director may be appointed by the Board of Directors, and the replacement Director will serve only until the next Annual General Meeting of Members, at which time, the replacement Director could stand for election to the Board, if he/she chooses.
4. Vacation of Office - A Director will cease to be a director when he/she:
 - (a) dies or resigns;
 - (b) is declared incapable by a court in Canada;
 - (c) has the status of a bankrupt;
 - (d) is removed under Article 5(5); or
 - (e) ceases to be qualified under Article 5(1).
5. Removal of Director - A Director may be removed from the Board of Directors at a meeting of the Directors, or by written resolution of the Directors, provided that at least seven days' notice to remove the Director has been given to all Board members.

The reasons for removal of a Director can be varied, and may include, but are not limited to:

- (a) chronic absenteeism from Board meetings;
 - (b) unprofessional behaviour which compromises the reputation and status of the Club;
 - (c) violations of any of the Club's policies including the Conflict of Interest Policy;
 - (d) failure to abide by the Club's Code of Conduct;
 - (e) breach of fiduciary duties;
 - (f) breach of confidentiality or privacy;
 - (g) conviction of a criminal offense regardless of whether or not the offence directly affects the Club.
6. Nomination of Directors - Nominations for vacancies on the Board of Directors can be made by any Member. The following process for electing Directors to the Board of Directors at the Club's Annual General Meeting shall apply:
 - (a) The Notice of the Annual General Meeting sent to all Members will contain information on vacancies on the Board of Directors.
 - (b) Members may submit nominations for vacancies on the Board of Directors at least fourteen days before the commencement of the Annual General Meeting.
 - (c) Nominations are to be submitted to the Secretary of the Board of Directors and must be accompanied by a biography of the individual being nominated, and must include acknowledgement by the Nominee that they are willing to stand for election to the Board.
 - (d) Names of nominated individuals, with an accompanying short biography, will be set forth on a ballot to be voted on at the Annual General Meeting.
 - (e) Voting for Director positions at the Annual General Meeting will be by secret ballot.

- (f) The candidate(s) with the majority of votes cast at the Annual General Meeting will be elected.
- (g) In the event that only one candidate is nominated, that candidate will be acclaimed to the Board of Directors.

ARTICLE 6: DUTIES/RESPONSIBILITIES OF BOARD OF DIRECTORS

1. Management - The Board of Directors shall supervise the management of the activities and affairs of the Club in all things and make or cause to be made for the Club, in its name, any kind of contract which the Club may lawfully enter into and, except as otherwise specifically provided herein, shall exercise all such other powers and do all such other acts and things as the Club is otherwise authorized to exercise and do.

Without restricting the generality of the foregoing, the Board of Directors shall have power to authorize expenditures on behalf of the Club from time to time.

The Board of Directors will act in the best interests of the Club and be accountable for the stewardship of the Club, including, but not limited to,

- (a) overseeing the conduct and operation of the Club,
 - (b) reviewing and approving corporate strategies, plans and financial objectives,
 - (c) appointing, training, monitoring, advising and supervising senior management,
 - (d) assessing the performance and results of management and the Club,
 - (e) ensuring effective communications with Members,
 - (f) ensuring the integrity of internal control and management/financial information systems,
 - (g) exercising their duty of care and preserving the Club's assets.
2. Employees - The Board of Directors may appoint such agents and hire such employees as it deems necessary from time to time and such persons will have the authority and will perform duties as determined by the Board of Directors. The Board of Directors may delegate by resolution to an Officer or Officers the right to hire and pay salaries to employees.
 3. Remuneration - The Board of Directors may directly, or indirectly through its delegates, fix a reasonable remuneration for Officers, agents and employees of the Club.
 4. Borrowing - The Board of Directors may from time to time:
 - (a) borrow money on the credit of the Club;
 - (b) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Club, owned or subsequently acquired, to secure any obligation of the Club.

The Board of Directors may delegate these powers to any Officers, Directors or a Committee of the Board of Directors, if any, to such extent and in such manner as the Board of Directors may determine.

5. Changes in Registration Fees - The Board of Directors has the authority to fix and change the registration fees paid by participants at all levels of play at the Club.

ARTICLE 7: MEETINGS OF THE BOARD OF DIRECTORS

1. Number and Notice - Meetings of the Board of Directors may be held at any time and place to be determined by the Board of Directors but not less than once in each financial quarter of the Club. The Chair of the Board¹ is responsible for calling meetings.

Seven days' written notice of any Board of Directors' meeting will be given, other than by mail, to each Director. If notice is given by mail, such notice will be mailed at least 14 days prior to the meeting.

2. Quorum - Five of the Directors shall constitute a quorum at any meeting of the Board of Directors.
3. Voting - Each Director shall be entitled to exercise one vote at each meeting of the Board of Directors. At all meetings of the Board of Directors, every question shall be determined by a majority of votes cast at the meeting. Unless a ballot is demanded, an entry in the minutes of a meeting of the Board of Directors to the effect that the Chair of the Board declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of that fact without proof of the number or proportion of the votes recorded in favour or against the resolution.
4. Resolution in Writing - A resolution in writing, signed by all of the members of the Board of Directors entitled to vote on that resolution at a meeting of the Board of Directors, is as valid as if it had been passed at a meeting of the Board of Directors.
5. Casting Vote - In the case of an equality of votes on any question at a meeting of the Board of Directors, the Chair of the Board¹ shall not have a second or casting vote.
6. Special Meeting - Any two Directors may request that the Chair of the Board¹ call a Special Meeting of the Board of Directors. If the Chair of the Board¹ does not call a Special Meeting within fourteen days of the request, a meeting of the Board of Directors may be called and chaired by any other member of the Board of Directors.
7. Any Director of the Club participating in a meeting of the Board of Directors by telephonic, electronic, or other communication facility in accordance with these by-laws and entitled to vote at the meeting may vote by means of the telephonic, electronic, or other communication facility that the Club has made available for that purpose. Any vote at a meeting of the Board of Directors may be held entirely or partially by means of a telephonic, electronic or other communications facility, if the Directors so determine.

ARTICLE 8: COMMITTEES OF THE BOARD

1. Committees - The Board of Directors may establish committees of the Board of Directors, on such terms and conditions as the Board of Directors deems appropriate, whose members will hold office at the discretion of the Board of Directors or as otherwise determined by the Board of Directors.

The mandates, membership and procedures of all committees will be contained in the Board of Directors Governance Manual. The Board of Directors Governance Manual may only be amended by the Board of Directors.

ARTICLE 9: MEETINGS OF THE MEMBERS

1. Notice - Notice of each meeting of Members must be given to all Members 30 days prior to the meeting. The notice must to be delivered:
 - (a) to all Members by email, and
 - (b) posted on the Club's website in a prominent place.

The Board of Directors may determine additional and other methods of delivery of the notice, in addition to those in (a) and (b) above.

The Notice must contain the date, time, and location of the meeting, and must state the purpose of the meeting.

If a Member wishes to raise "new business" at the Annual General Meeting, the item must be submitted to the Board of Directors 14 days before the Annual General Meeting.

2. Annual General Meeting - The Annual General Meeting must be held within fifteen months of the last Annual General Meeting of Members.
3. Special General Meeting - The Board of Directors may call at any time a Special General Meeting of the Members for the transaction of any business, the general nature of which is to be specified in the Notice calling the meeting.
4. Requisition for Meeting - Not less than one-tenth of the Members of the Club may request the Board of Directors call a General Meeting of the Members for any purpose connected with the affairs of the Club. The requisition for a General Meeting must be submitted in writing to the Board of Directors, signed by no less than ten percent of the Members. The Board of Directors must call the General Meeting within 45 days of receipt of the requisition, giving Notice as set forth in 1. above.
5. Voting - Every Member is entitled to one vote at any meeting of the Members. Every question or issue will be determined by a majority of votes cast at the meeting, whether by a show of hands or by secret ballot. The Board of Directors will determine which questions or issues are to be voted on by secret ballot.

ARTICLE 10: OFFICERS

1. Officers - The Officers of the Club will be the Chair of the Board¹, Secretary, Treasurer and any such other Officers as the Board of Directors may by resolution determine. Any two or more offices, may be held by the same person.
2. Appointment - Officers other than the Chair of the Board¹ will be appointed by resolution of the Board of Directors from time to time. The Chair of the Board¹ will be appointed from among the Directors by resolution passed by a vote of not fewer than two-thirds of all Directors.

The President will be retained as an employee of the Club by resolution, which resolution will approve the terms of such retention, passed by a vote of not fewer than two-thirds of all Directors.

3. Term - The Chair of the Board¹ will hold office for a term expiring at the close of the next Annual General Meeting of Members following appointment or until their successor as Chair of the Board¹ is appointed. All Officers, other than the Chair of the Board¹, will be appointed by the Board of Directors for such period of time as the Board of Directors determines. Officers are removable in accordance with applicable law and by resolution of the Board of Directors at any time.
4. Duties and Responsibilities - The duties and responsibilities of officers are as follows, and are set out in further detail, where necessary, in the Board of Directors Governance Manual.
 - (a) Chair of the Board1- The Chair of the Board1 will preside at all meetings of the Board of Directors and at the annual and any general meetings of the Members and will exercise general supervision over the affairs of the Board of Directors and the Committees. The Chair of the Board1 shall not have a casting vote at meetings of Members or meetings of the Board of Directors.
 - (b) Secretary - The Secretary will carry out the affairs of the Club generally under the supervision of the Officers and will attend all meetings of the Board of Directors and Committees and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary will give or cause to be given notice of all meetings of the Members, the Board of Directors and its Committees and will perform such other duties as may be specified by the Board of Directors. In the absence of the Secretary, the Board of Directors or Committee will appoint another person to act in their stead.
 - (c) Treasurer - The Treasurer shall have responsibility for the custody of the funds and securities of the Club and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Club in the books belonging to the Club and will deposit all monies, securities and other valuable effects in the name and to the credit of the Club in such chartered bank or trust company, or, in the case of securities, with such registered dealer in securities, as may be determined by the Board of Directors from time to time. The Treasurer will oversee the disbursement the funds of the Club, and will present to the

Board of Directors on a quarterly basis, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Club.

- (d) Other Officers - The duties of all other Officers will be such as the terms of their appointment require or as may be determined by the Board of Directors from time to time.

ARTICLE 11: AMENDMENTS TO BY-LAWS

1. Amendments - Amendments or changes to the By-laws of the Club, must be approved by special resolution of the Board of Directors and by the Members at the next General Meeting of Members.
2. Effective Date - Amendments or changes to the By-laws are effective immediately upon Board of Directors approval, and such amendments or changes remain in effect until approved by the Members.

ARTICLE 12: INDEMNIFICATION OF DIRECTORS & OFFICERS

1. Indemnification of Directors & Officers - Members of the Board of Directors and officers of the Club, former members of the Board of Directors and officers, their heirs, executors and administrators will be indemnified and saved harmless at all times by the Club against all costs, losses and expenses including any amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of their association with the Club.

The Club may not indemnify an individual under Article 12(1) unless the individual:

- (a) acted honestly and in good faith with a view to the best interests of the Club; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
2. Directors' & Officers' Liability Insurance - The Club will, at all times, maintain in force such directors' and officers' liability insurance as may be approved by the Board of Directors.

ARTICLE 13: AUDITOR/PUBLIC ACCOUNTANT

1. Auditor/Public Accountant - The Members will appoint an auditor/public accountant at each Annual General Meeting to audit the accounts of the Club for reporting to the Members at the next Annual General Meeting. The auditor/public accountant will hold office until the next Annual General Meeting provided that the Board of Directors will immediately fill any vacancy in the office of auditor/public accountant. The remuneration of the auditor/ public accountant will be fixed by the Board of Directors.

ARTICLE 14: BOOKS AND RECORDS

1. Books and Records - The Board of Directors will ensure that all necessary books and records of the Club required by the by-laws of the Club or by applicable law, are regularly and properly kept.
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Note:

- ¹ Presently referred to as "President" under the Ontario Corporations Act (OCA) which changes to "Chair" under the Ontario Not-for-Profit Corporations Act which is not yet in effect.