



**CONSTITUTION  
&  
BYLAWS**

**Football Ontario**

**1. NAME**

- 1.1 The Organization is known as “**Football Ontario**” (see Supplementary Letters Patent), hereinafter referred to as: “**Football Ontario**”.
- 1.2 The head office will be located at 21 King Street West, 5th floor Hamilton ON L8P 4W7.
- 1.3 The Football Ontario is the Provincial football body recognized by the Ministry of Heritage, Sport, Tourism and Culture Industries and Football Canada.

**2. PURPOSES AND OBJECTIVES**

- 2.1 **“To Provide Football for All, Through Leadership, Promotion, and Development”**
- 2.2 To develop football in Ontario by providing programs to improve the game through participation and mandates developed by its membership;
- 2.3 To protect and promote the mutual interests of the members;
- 2.4 To help provide minor football to all Ontario communities;
- 2.5 To conduct its affairs in accordance to with the “Canadian Amateur Rule Book for Tackle FootballTackle Football Rule Book”.

**Football Ontario**  
**BYLAWS**

**ARTICLE I: GENERAL**

1.1 Purpose – These Bylaws relate to the general conduct of the affairs of Football Ontario.

1.2 Definitions - The following terms have these meanings in these Bylaws:

- a) *Act* – the Ontario Not-for-Profit Corporations Act, 2010.
- b) *Auditor* – an individual appointed by the Members at the Annual General Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual General Meeting.
- c) *Board* – the Board of Directors of Football Ontario.
- d) *Council* – means an Executive Council made up of 1 rep from Football Ontario sanctioned Provincial/Regional leagues, NCAFA, OFC, CCWFL OCFL, OFFL, OCFLL and OSFL as well as 1 rep from each associate member.
- e) *Corporation* – Football Ontario.
- f) *Days* – will mean days including weekends and holidays.
- g) *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
- h) *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.
- i) *Ex-Officio* – means membership or appointment by virtue of the office.
- j) *In Writing* – shall include both hard copy and electronic communication in a form determined appropriate by the Board.
- k) *Officer* – an individual elected or appointed to serve as an Officer of the Corporation pursuant to these Bylaws.
- l) *Ordinary Resolution* – a resolution passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- m) *Special Resolution* – – a resolution passed by not less than two-thirds of the votes cast on that resolution. Special Resolutions considered by the Members must be submitted to a Special Meeting of the Members unless each Member present at the meeting consents to the resolution.

1.3 Head Office – The head office will be located within Ontario, Canada unless amended with accordance to the Act.

1.4 Corporate Seal - The Corporation may have a corporate seal which may be adopted and may be changed by resolution of the Directors.

1.5 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 objects.

1.6 Ruling on Bylaws – Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the objects of the Corporation.

1.7 Conduct of Meetings – Unless otherwise specified in these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition).

1.8 Interpretation – All terms contained in these Bylaws that are defined in the Act will have the meaning given to such terms in the Act. Words importing the singular will include the plural and vice versa and words importing persons will include bodies corporate.

## **ARTICLE II: MEMBERSHIP**

### **Categories of Membership**

2.1 Categories – The Corporation has five (5) categories of membership:

- a) League Members
- b) Association Members
- c) Registered Participants
- d) House League Members
- e) Associate Members

### **Registration**

2.2 Registration – Each category of Member must register with the Corporation and agree to abide by the Corporation's By-laws, policies, procedures, rules and regulations or, if the Member is under the age of 18, have a parent or guardian agree to abide by the Corporation's By-laws, policies, procedures, rules and regulations on behalf of the Member

### **Admission of Members**

2.3 Leagues/Associations/House Leagues/Affiliates - No organization will be admitted as a Member of Football Ontario unless:

- a) The candidate member has made an application for membership in a manner prescribed by Football Ontario which is complete and provides a detailed description of the organization, its structure/ mandate/ programs as well as a complete list of its registered members;
- b) The candidate member has been approved by majority vote of the Board or by any committee or individual delegated this authority by the Board;
- c) If, at the time of applying for membership the candidate member is currently a Member, the candidate member is a Member in good standing;
- d) If the candidate member was at any time previously a Member, the candidate member was a Member in good standing at the time of ceasing to be a Member; and
- e) The candidate member has paid dues as prescribed by the Board.

2.4 Individuals – Individuals are admitted as registered participants once they have been properly registered with the Football Ontario.

### **Membership Dues and Duration**

2.5 Year - Unless otherwise determined by the Board, the membership year of the Corporation will be January 1<sup>st</sup> – December 31<sup>st</sup>.

2.6 Dues – Membership dues for all categories of Membership will be determined annually by the Board of Directors with consultation from the Executive Council.

2.7 Duration – Membership duration is accorded on an annual basis and all Members will re-apply for membership annually.

### **Transfer, Withdrawal and Termination of Membership**

2.8 Transfer – Membership in Football Ontario is non-transferable.

- 2.9 Termination – Membership in Football Ontario 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) Dissolution if the member is a Corporation or representing a Corporation; or
  - e) Two-thirds (2/3) vote of the Directors or the Members at a duly called meeting, provided fifteen (15) days’ notice is provided with reasons and the member is provided an opportunity to be heard.

2.10 May Not Resign – A Member may not resign from Football Ontario when the Member is subject to disciplinary investigation or action of Football Ontario.

2.11 Arrears – A Member will be expelled from Football Ontario for failing to pay membership dues or monies owed to Football Ontario by the deadline dates prescribed by Football Ontario.

2.12 Discipline – In addition to expulsion for failure to pay membership dues, a Member may be disciplined in accordance with Football Ontario’s policies and procedures relating to the discipline of Members or, upon fifteen (15) days’ written notice to a Member the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

### **Logo**

2.13 Use of Name and Logo - Members can use the name ‘Football Ontario’ within the parameters of Football Ontario’s Trademark Policy.

### **Good Standing**

- 2.14 Definition – 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 Football Ontario;
  - d) Has complied with the Constitution, Bylaws, Policies and rules of Football Ontario;
  - e) Is not subject to a disciplinary investigation or action by Football Ontario, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board;
  - f) Has paid all required membership dues; and
  - g) Will not participate in unsanctioned leagues or events.

2.15 Cease to be in Good Standing - Members who cease to be in good standing, as determined by the Board of Directors, Discipline or Appeal Panels, will not be entitled to vote at meetings of Members or be entitled to the benefits and privileges of membership, including but not limited to use of the Football Ontario logo, or programming or competitions, until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

### **ARTICLE III MEETINGS OF MEMBERS**

3.1 Types of Meetings – Meetings of Members will include Annual General Meetings and Special Meetings.

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

3.3 Location and Date of Annual General Meeting - The Corporation will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual General Meeting will be held within fifteen (15) months of the last Annual General Meeting and within six (6) months of the Corporation's fiscal year end. Any Member upon request will be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report.

3.4 Participation by Electronic Means – Any person entitled to attend a meeting of members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such mean available. A person so participating in a meeting is deemed to be present at the meeting.

3.5 Notice - Written or electronic notice of meetings of Members will be given to all voting Members 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, a proposed agenda and reasonable information to permit Members to make informed decisions; and state the text of any special resolution to be decided.

3.6 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 Bylaws.

3.7 Error or Omission in Giving Notice - No error or omission in giving notice of any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

3.8 New Business - No other item of business will be included in the notice of the member's meeting unless notice in writing of such other item of business, or a Member's proposal has been given to the secretary sixty (60) days prior to the annual meeting or upon majority vote of the voting members.

3.9 Quorum –Members holding not less than fifty (50%) of the total votes will constitute a quorum, whether present in person or by proxy. 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.

3.10 Closed Meetings – Meetings of Members will be closed to the public except by invitation of the Board.

3.11 Agenda – The agenda for the Annual General Meeting will at least include:

- a) Call to order
- b) Establishment of Quorum
- c) Approval of the Agenda
- d) Adoption of Minutes of the previous Annual General Meeting
- e) Report of Auditors
- f) Appointment of Auditors
- g) Business as specified in the meeting notice
- h) Election of new Directors
- i) Adjournment

3.12 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.

### **Voting at Meetings of Members**

3.13 Voting Privileges - Members will have the following voting rights at all meetings of Members:

- a) League Members may appoint a Delegate who is entitled to participate at meetings of the Members and who will have voting rights in accordance with Section 3.15.
- b) Association Members may appoint a Delegate who is entitled to participate at meetings of the Members and who will have voting rights in accordance with Section 3.15.
- c) Registered Participants may attend meetings of the Members but are not entitled to participate and do not vote.
- d) House League Members may appoint a Delegate who is entitled to participate at meetings of the Members and who will have voting rights in accordance with Section 3.15.
- e) Associate Members may appoint a Delegate who is entitled to participate at meetings of the Members and who will have voting rights in accordance with Section 3.15.

3.14 Total Number of Available League Member and House League Member Votes – At least fifteen (15) days prior to the meeting of the Members, Football Ontario will determine the total number of League Member and House League Member Votes that may be at that meeting. The total number of League Member and House League Member Votes will be 10% of the total number of Football Ontario paid membership numbers as reported to Football Canada annually as of December 31<sup>st</sup>.

3.15 Voting Rights – Subject to Article XI (when applicable), each Member in good standing has the following voting rights which must be cast as a block:

- a) League Members – Each League Member has an amount of votes based on their share of the total number of available League Member and House League Member Votes (described in Section 3.14). The number of votes for each League Member shall be equal to 10% of their number of Football Ontario paid membership numbers as reported to Football Canada annually as of December 31<sup>st</sup>. For clarity, if there are 20000 reported memberships (meaning 200 League Member and House League Member Votes available) and a League Member had 5000 reported membership numbers, that League Member would receive 20 votes.
- b) Association Members – Association Members have 2 votes each provided they have at least 100 registered participants.
- c) Registered Participants – Registered Participants do not vote.
- d) House League Members - Each House League Member has an amount of votes based on their share of the total number of available League Member and House League Member Votes (described in Section 3.14). The number of votes for each House League

Member shall be equal to 10% of their number of Football Ontario paid membership numbers as reported to Football Canada annually as of December 31<sup>st</sup>. For clarity, if there are 20000 reported memberships (meaning 200 League Member and House League Member Votes available) and a House League Member had 500 reported membership numbers, that League Member would receive 5 votes.

- e) Associate Members – Each Associate Members receives 1 vote.

3.16 Delegates – The Member will appoint via written notice to the Corporation, seven days (7) days prior to the meeting of members, one Delegate to represent the Member. In the event that the appointed delegate cannot attend, the Board of Directors may accept a new delegate after the seven (7) day time restriction.

3.17 Written Resolutions - A resolution in writing signed by all the voting Members is as valid as if it had been passed at a Members' meeting.

3.18 Proxy Voting – Every member entitled to vote at a meeting of members may by means of a proxy appoint a proxy holder to attend and vote on behalf of the voting member. A proxy must:

- a) Be signed by the member
- b) Comply with the form as stipulated by the Corporation
- c) Submitted to the Corporation at least (2) days prior to the members meeting

3.19 Voting by Mail or Electronic Means – A voting member may vote by mail, telephonic or electronic means, instead of proxy, if:

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

3.20 Majority of Votes - Except as otherwise provided in these Bylaws, the majority of votes of Members present who vote will decide each issue. In the case of a tie, the issue is defeated.

## **ARTICLE IV: GOVERNANCE**

### **Composition of the Board**

4.1 Directors – The Board will consist of between seven (7) and nine (9) Directors-at-Large.

4.2 Number of Directors – At least sixty (60) days prior to a meeting of the Members at which Directors will be elected, the Board will determine the number of Directors-at-Large on the Board provided that:

- a) The number of Directors-at-Large is at least seven (7) and no more than nine (9); and
- b) The determination of the number of Directors-at-Large on the Board does not have the effect of shortening the term of a sitting Director.

4.3 Officers - The Officers of the Corporation will be elected by the Board of Directors. At the first meeting of the Board of Directors held following the election of new Directors, the Directors will elect a President and may optionally elect a Vice President, Treasurer, and/or Secretary. Directors may nominate themselves for any position and may vote for themselves. Once elected, they shall take office immediately. Officers serve a one-year term and may serve any number of consecutive terms.

### **Board of Directors**

4.4 Board - Management of Football Ontario shall be handled by the Board of Directors. The Board of Directors shall have control of the affairs of Football Ontario and shall have the power to deal with cases which are not otherwise provided for or covered by the Football Ontario Constitution and Bylaws. In matters that pertain to financial and or policy changes the Board of Directors shall consult with the Executive Council in order to ensure proper preparation and or execution can be made. Proper notice must be given to members to ensure no undue burden is incurred.

4.5 Chair – It shall be the duty of the President to preside at all meetings of the Board of Directors and Meetings of Members and shall be an ex-officio member of all committees. The President shall perform such other duties as are necessary for the proper conduct of the office of the President.

- a) Any individual holding office as Chair of the Corporation, who is also President of a Member shall resign the office as President of the Member within seven (7) days of their election or appointment as President of the Corporation. In the event that the President fails to resign their office as President of the Member, the individual will be deemed to have vacated office as President of the Corporation.

4.6 Meetings - The Board of Directors will meet at least four times annually and will call an Annual General Meeting, once a year. Meetings of the Board of Directors can be called by the President or two (2) members of the Board of Directors.

#### **Directors at Large**

4.7 Portfolios – Directors at Large may be assigned portfolios by the Board. At the Board’s discretion, a Director may be assigned one or more of the following portfolios, included but not limited to: Director of Law, Director of Finance, Director of Human Resources, Director of Government Relations, Director of Fundraising & Sales, Director of Medical Sport Science & Safety, Director of Culture & Tourism, Director of Public Relations, Director of High Performance, and Director of Risk Management.

#### **Election of Directors**

4.8 Eligibility - Any individual who is eighteen (18) years of age or older, who is not un-discharged bankrupt, who has the power under law to contract,, may be nominated for election as a Director.

4.9 Nominating Committee – The Board will appoint a Nominating Committee at least three (3) months before the Annual Meeting who will be responsible to solicit nominations for the election of the Directors.

4.10 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 (including electronic). The ‘Call of Nominations’ will state the method by which the nominations are to be made, any requirements and state the deadline for submission which will be no later than sixty (60) days prior to the Annual Meeting. The Nominating committee will review and submit their nominee(s) report no later than thirty (30) days prior to the Annual Meeting.

4.11 Nominating Committee Report – The Nominating Committee will ensure that there is a full slate of qualified candidates for all positions to be elected by the Members. The Chair of the Nominating Committee will report to the Board of Directors at least thirty (30) days prior to the Annual Meeting and to the Members along with the notice of the meeting. The report should contain the following:

- a) The names of all the candidates with a brief biography of each candidate; and
- b) Any candidates who are endorsed by the Nominating Committee.



4.12 Nominations from the Floor - Nominations will not be accepted from the floor.

4.13 Election – At each meeting of the Members at which elections are held, elections will be held for any Director position for which the incumbent Director’s term is expiring and/or any Director position that is vacant.

4.14 Decision – Elections will be decided by written majority vote of the Members in accordance with the following:

- a) Equal number of Nominations and Available Positions – Winners elected by Ordinary Resolution.
- b) More Nominations than Available Positions – The nominee(s) with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees. If the second vote is also a tie, the Board will declare a winner by Ordinary Resolution

4.15 Terms - Elected Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office. A Director may serve a maximum of three (3) consecutive terms, unless a special request is made to, and approved by the Board of Directors to extend the number of maximum terms.

#### **Executive Council**

4.16 Composition of the Council - The Executive Council of the Corporation will consist of the following:

- a) Chair – who will chair the Council
- b) Each League Member shall submit one (1) person to represent them on the Football Ontario Executive Council within 14 days of the respective League Member’s Annual General Meeting. The representative must be a Director of the respective league they represent.
- c) The Executive Director will serve an advisory role on the Executive Council.
- d) Meetings of the Executive Council can be called by the President or two (2) members of the Executive Council.
- e) The Executive Council will be responsible for presenting rule changes, constitutional or bylaw changes and/or additions. The Executive Council will represent their respective league(s) and bring forth rule changes, constitutional or bylaw changes and/or additions, and furthermore any directives as deemed by said league. The Board may appoint such duties and responsibilities as deemed necessary.

4.17 Terms - A Council member may serve a maximum of six (6) consecutive years, unless a special request is made to, and approved by the Board of Director to extend the number of years.

#### **Resignation and Removal of Directors**

4.18 Resignation - A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where 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.

4.19 Vacate Office - The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is found by a court to be of unsound mind;
- c) The Director becomes bankrupt or suspends payment of debts or compounds with creditors or makes an authorized assignment in bankruptcy or is declared insolvent; and
- d) Upon the Director's death.

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

#### **Filling a Vacancy on the Board**

4.21 Vacancy - Where the position of a Director becomes vacant for whatever reason and there is still a quorum of Board Members, the Board may appoint a qualified individual to fill the vacancy for the remainder of the vacant position's term of office.

#### **Meetings of the Board**

4.22 Call of Meeting - The meetings of the Board of Directors will be held at any time and place as determined by the President, the Board of Directors or at least three (3) Directors.

4.23 Notice - Written notice, served other than by mail, of Board Meetings 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 of Directors is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.

4.24 Number of Meetings - The Board will hold at least one (1) meeting per month when business warrants.

4.25 Quorum - At any meeting of the Board of Directors, quorum will be fifty-one percent (51%) of all Directors holding office.

4.26 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 upon a majority of the votes being in favor of the resolution. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, unless specifically requested by a member that his vote be recorded.

4.27 Written Resolutions - A resolution in writing signed by all the Directors is as valid as if it had been passed at a Directors' meeting.

4.28 In Camera Meetings - *In Camera* meetings may be called by the President or two (2) Directors to cover information which will not be recorded in the minutes of the meeting or divulged to the

membership or public.

4.29 Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

4.30 Meetings by Telecommunications - A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting. Additionally, for an in-person meeting of the Board, a Director may, if all the Directors of the Corporation consent, participate in a meeting of the Directors by telephonic or electronic means provided that all participants are able to adequately communicate during the meeting.

#### **Duties of Directors**

4.31 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.

#### **Powers of the Board**

4.32 Powers of the Corporation – Except as otherwise provided in the Act or these Bylaws, the Board has the Powers of the Corporation and may delegate any of its powers, duties and functions.

4.33 Managing the Affairs of the Corporation – The Board may make policies, procedures, and manage the affairs of the Corporation in accordance with the Act and these Bylaws in all things and make or cause to be made for the Corporation and in its name any kind of contract which may lawfully enter into and generally may exercise all such powers and do all such other acts and things as the Corporation is authorized to exercise and do.

4.34 Discipline – The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.

4.35 Dispute Resolution - The Board may make policies and procedures relating to management of disputes within the Corporation and all disputes will be dealt with in accordance with such policies and procedures.

4.36 Employment of Persons - The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation.

4.37 Borrowing Powers – The Board may borrow money upon the credit of the Corporation as it deems necessary.

4.38 Donations – The Board may take such steps as they deem requisite to enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation.

4.39 Expenditures – The Board may make expenditures for the purpose of furthering the objects and purposes of the Corporation.

4.40 Investments– The Board may purchase, lease or otherwise acquire, alienate sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation for such consideration and upon such terms and conditions as they may deem advisable.

4.41 Trusts – The Board may enter into a trust agreement or agreements with a trust company or other trustees as they may deem fit for the purpose of creating a trust fund or funds of which the capital and income may be made available for the furtherance of all or any of the purposes and objects of the Corporation in accordance with such terms and conditions as they may prescribe.

4.42 Patrons– The Board may appoint such persons as they see fit as Patrons of the Corporation and to solicit from such persons such support of or assistance to the Corporation as the Directors may determine.

4.43 Priorities– The Board will set priorities for actions of the paid personnel not less than every twelve (12) months at which time the paid personnel should be assessed a performance evaluation.

4.44 Strategic Plan - The Board will create and annually update a three (3) year plan of activity designed to accomplish the goals and objectives of the Corporation.

#### **ARTICLE V COMMITTEES**

5.1 Appointment of Committees - The Board may appoint such committees as it deems necessary for managing the affairs of the Corporation including but not limited to financial reviews, legal procedural compliance, PSO/NSO compliance, staffing etc. The Council may establish and appoint committees as it deems necessary to review or make proposals in the policies and procedures related to the game of football, directives and administrative areas including but not limited to Sanctions, Disciplinary hearings, appeals, nomination committees, game procedures, safety, player and/or coach development, training, etc.

5.2 Quorum - A quorum for any committee will be the majority of its voting members.

5.3 Terms of Reference - The Board may establish the terms of reference and operating procedures for all Committees, and may delegate any of its powers, duties or functions to any Committee.

5.4 Vacancy - When a vacancy occurs on any Committee, the President, Board or Council may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term, for committees under their responsibility.

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

5.6 Removal - The Board or Council, as applicable, may remove any member of a committee that operates under their responsibility.

#### **ARTICLE VI FINANCE AND MANAGEMENT**

6.1 Fiscal Year – The fiscal year of the Corporation will be January 1 to December 31<sup>st</sup>, or such other period as the Board may from time to time determine.

6.2 Bank - The banking business of the Corporation will be conducted at such financial institution as the Board may designate.

6.3 Auditors - At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. 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. When the Corporation's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Corporation's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement in lieu of an audit.

6.4 Annual Financial Statements – The Directors will approve financial statements of the Corporation of the last fiscal year of the Corporation but not more than six months before the Annual General Meeting and present the approved financial statements before the members at every Annual General Meeting. A copy of the Annual Financial Statements will be provided to any voting member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual General Meeting.

6.5 Books and Records - The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept.

6.6 Signing Authority – All cheques, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of Corporation, shall be signed by two of the following individuals: the President, a designated director at large, or the Executive Director.

6.7 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.

6.8 Borrowing - The Board may from time to time:

- a) Borrow money on the credit of the Corporation;
- b) Issue, reissue, sell or pledge debt obligations including bonds, debentures, debenture stock, notes or other like liabilities (whether secured or unsecured) of the Corporation;
- c) Give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d) Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt or liability of the Corporation.

## **Remuneration**

6.9 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, Officer or member of a Committee from providing goods or services to the Corporation under contract or for purchase. Any Director, Officer or member of a Committee will disclose an existing or potential conflict in accordance with these Bylaws.

6.10 Executive Director - The remuneration of the Executive Director and other full-time employees of the Corporation will be established from time to time by the Board.

#### **Conflict of Interest**

6.11 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 VII AMENDMENT OF BYLAWS**

7.1 Voting – Subject to Article XI (when applicable), these By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the 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 new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or
- b) A Member entitled to vote who 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. The new, amended, or repealed By-law 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.

7.2 Effective Date Bylaw amendments are effective from the date of the resolution of the Directors unless rejected or amended by the voting Members at a Members Meeting.

#### **ARTICLE VIII NOTICE**

8.1 Written Notice - In these Bylaws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Corporation, Director or Member, as the case may be.

8.2 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 e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked

8.3 Error in Notice - The accidental omission to give notice of a Meeting of the Directors or 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 IX DISSOLUTION**

9.1 Dissolution – The Corporation may be dissolved in accordance with the Act.

9.2 Assets - Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed to another not-for-profit organization with similar purposes.

#### **ARTICLE X INDEMNIFICATION**

10.1 Will Indemnify - The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director, Officer, 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, Officer or and any individual who acts at the Corporation's request in a similar capacity.

10.2 Will Not Indemnify - The Corporation will not indemnify a Director, Officer, or any individual who acts at the Corporation's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of any statutory duty or responsibility imposed upon him/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 or other entity, as the case may be; and
- b) If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

10.3 Insurance - The Corporation will, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

#### **ARTICLE XI FUNDAMENTAL CHANGES**

11.1 Fundamental Changes – A Special Resolution is required to make the following fundamental changes to the By-laws or articles of the Corporation. Fundamental Changes are defined as follows:

- a) Change the Corporation's name;
- b) Add, change or remove any restriction on the activities that the Corporation may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the Corporation;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members;  
or
- m) Add, change or remove any other provision that is permitted by the Act.

#### **ARTICLE XII ADOPTION OF THESE BYLAWS**

12.1 Ratification – These By-laws were ratified by the Members of the Corporation at a meeting of Members duly called and held on June 4, 2023.

12.2 Repeal of Prior Bylaws – In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.



## Transition Plan of Directors to New Bylaws

1. On June 4, 2023, at the Annual General Meeting (AGM), a Resolution will be presented to accept and adopt this Transition Plan along with the proposed new Bylaws.
2. Upon adoption of the revised Bylaws and this Transition Plan, this Transition Plan describes Football Ontario's transition from its old governance structure to the new governance structure described in the amended Bylaws.
3. The Board size thereby will be reduced from the current practice of ten (10) Director positions to a maximum of nine (9) Director positions, with all positions being Directors-at-Large. All Directors-at-Large will serve a term of two (2) years.
4. Three Officer positions will be renamed:
  - a) President renamed to Chair
  - b) Vice President renamed to Vice Chair
5. From among the Directors, the Officers of the Corporation will be elected by the Board annually. The Directors will elect a Chair and may optionally elect a Vice Chair, Treasurer, and/or Secretary. Directors may nominate themselves for any position and may vote for themselves. Once elected, they shall take office immediately. Officers serve a one-year term and may serve any number of consecutive terms.
4. To create an effective transition from the current practice of members electing the President (for a 3-year term) to the new Bylaws (Board electing the President from among its Directors-at-Large who serve a 2-year term), and to conform to the maximum number of nine Director positions within the new Bylaws, the following process shall take place:
  - a) At the 2023 AGM, members shall elect a Chair to serve a two (2) year term
  - b) At the 2023 AGM members shall elect three (3) additional Directors-at-Large to serve a two (2) year term.
5. At the 2024 AGM, five (5) Director vacancies will occur and members will elect five (5) Directors-at-Large.
6. At the 2025 AGM, the Chair who is elected in 2023 will see their term expire. All subsequent Director and Officer elections will proceed as outlined in the amended Bylaws.