

MARKHAM SOCCER CLUB

CONSTITUTION

Version 12

**As Revised by Board Motion, October 17, 2018
Approved by membership at the 2018 Annual General Meeting**

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HISTORY OF CHANGES

DATE	VERSION	DESCRIPTION OF CHANGES	APPROVED
Oct. 3, 1991	V1	Original Version	Oct 1991
Nov. 2001		Changes made at 2001 AGM to modify Bylaw 5 on Sanctions, Discipline, and Appeals and add a section on Rules and Regulations.	Nov 2001
Nov. 2004		Changes made at 2004 AGM to eliminate one Director-at-Large position and reallocate one Director-at-Large position, eliminate Director of Photos and Trophies, Director of Sponsorship position to be reallocated as Director of Youth Competitive Teams – Management & Administration, Director of Youth Competitive Teams to be renamed as Director of Youth Competitive Teams – Operations. The Referee Dev position was not included in this section but should have been (omission in previous changes).	Nov 2004
Nov. 2006		Changes made at 2006 AGM to eliminate the position of Director of Publicity and Special Events.	Nov 2006
Nov. 2007		Changes made at 2007 AGM to change the name of Director Senior Soccer to Director Adult Soccer, and Director at Large to Director of Equipment.	Nov 2007
Nov. 2008		Changes made at 2008 AGM to split the Micro Soccer Director position into two positions: A Director for the U3-U5 age groups and a Director for the U6 and U7 age groups. To split the House League Director position into two positions: A director for mini-soccer (ages U8-U10) and a Director for full-field youth soccer (ages U11-U18).	Nov 2008
Nov. 2009	V2	Changes proposed at the 2009 AGM to address requirements from Ontario Soccer Association. Also introduces a pre-registration requirement for those wishing to run for a position on the Board. Also provides the requirement for amendments to the Rules and Regulations document.	Jan 2010
Jan. 6, 2010	V3	Changes made at the MSC Special General Meeting January 6, 2010. Numerous spelling and grammatical corrections. Modification of Section 3 to remove specifications regarding “Removal of a Director” because separately noted in Section 5. “Telegraphed” no longer frequently used tool of communication for MSC, so updated to “electronically transferred”.	Jan 2010

DATE	VERSION	DESCRIPTION OF CHANGES	APPROVED
		<p>Section 17: Updated definition of appointment of Auditor and expectations of Auditor's report.</p> <p>Section 18: Discipline issues specified and Classes of membership reorganized.</p> <p>Section 20: Notice of AGM changed from ten days to 30 calendar days.</p> <p>Section 28: Indemnification of members of the Board of Directors clarified.</p> <p>Section 31: Use of Rules and Regulations.</p> <p>Section 32: Dissolution new section included.</p> <p>Appendix 1-B: New definitions included.</p> <p>Bylaw No. 3, Section 3: Notification to stand for election at least 10 calendar days before the scheduled election.</p> <p>Bylaw No. 4, Standing Committees Chairman responsible by 3rd Board Meeting after AGM of carrying out committee responsibilities.</p> <p>Bylaw No. 5, Preface: New definitions and outlines of game discipline, appeals and dispute resolution</p>	
Nov. 18, 2010	V9	<p>Changes made at the MSC Annual General Meeting, November 18, 2010, to reduce four (4) board member positions to two (2).</p> <p>Eliminate: Director of Youth Competitive Teams – Management and Administration;</p> <p>Eliminate: Director of Outdoor Micro Soccer – U3, U4 and U5;</p> <p>Eliminate: Director of Youth Competitive Teams – Operations;</p> <p>Eliminate: Director of Outdoor Micro Soccer – U6 and U7;</p> <p>Add: Director of Outdoor Micro Soccer – U3 to U7 (to be elected in the uneven numbered years);</p> <p>Add: Director of Youth Competitive Teams (to be elected in the even number of years).</p>	November 2010
Nov. 9, 2011	V10	<p>Changes ratified at the MSC AGM:</p> <p>Modify By-Law 1, Section 3 & 11 as below:</p> <p>To add one Board position (Director Sponsorship/Fundraising) and modify one Board position from “Director - Youth Competitive Teams” to Director Youth Competitive Administration;</p> <p>To change the minimum number of directors from ten to eight;</p> <p>Modify By-Law No. 3, Section 1:</p> <p>To add the position of Vice-President to the provision requiring two years service on the board prior to qualification for nomination as Vice-</p>	November 2011

DATE	VERSION	DESCRIPTION OF CHANGES	APPROVED
		President and the immediately preceding year as well; Modify By-Law Section 25 To change the fiscal year of the corporation from March 31 to September 30 effective in 2012.	
Mar. 25, 2014	V11	Changes approved by Board via March 25 electronic vote: Modify By-Law 1.6, added minimum number of Board meetings per annum and parliamentary procedures to be followed shall be Roberts Rules of Order Modify By-Law 1.3, Added that board members subject to OSA Conflict of Interest Policy Modify By-Law 1.17, Change the delivery of financial statement information at the Annual General Meeting and criteria for delivery of audited financial statements to members attending the AGM no later than March 31 of the year immediately following the most recent fiscal year end Modify By-Law 1.20, Clarify nature of business to be conducted at the Annual General Meeting and delivery of financial information to members following the fiscal year end. Added By-Law 1.18.2.8 Criteria for termination of membership Modify By-Law 1.25 added that the Annual General Meeting must be held within 120 days of the year-end of the corporation Modify Introduction to the Constitution to add Vision, Mission and Value Statements	
Oct. 17, 2018	V12	Changes approved by Board of Directors at October 17, 2018 meeting: Modify By-Law 1.3 Maximum number of directors to 12 from 16. Name change for directors and year to be elected to remove specific portfolios and to number the directors at large accordingly Modify By-Law 1.11 Change list of officers of the Corporation and updating to reflect changes per By-Law 1.3 Modify By-Law 1.15 Change reference to Board Members instead of "officers" Modify By-Law 18.2.1 Remove associate membership class	

DATE	VERSION	DESCRIPTION OF CHANGES	APPROVED
		<p>Modify By-Law 18.2.2 Change definition of registered members. Requires an application to be submitted to the board for approval. Add eligibility of parent/guardian of registered member under age of majority to apply as “registered member”.</p> <p>Modify By-Law 18.3 Remove references to associate membership and outline application process for “registered membership”</p> <p>Modify By-Law 23.0 Change quorum minimum from 20 to 16</p> <p>Modify By-Law 24.0 Remove reference to associate membership</p> <p>Modify By-Law 3.1 Change reference to “board member” instead of “office of the Corporation”.</p> <p>Modify By-Law 3.7 Change terms to reflect new board structure without specific portfolios</p> <p>Modify By-Law 4.2 Change terms to reflect new board structure and standing committees</p> <p>Modify By-Law 4.10 Change list of structure standing committees</p>	

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INTRODUCTION TO CONSTITUTION

MARKHAM SOCCER CLUB INC. (hereinafter called the “Corporation“) is incorporated in the Province of Ontario by Letters Patent issued the 28th day of January, 1980, and being Ontario Corporation Number 437141. Being a corporate entity, there is no constitution “*de jure*“; however, the objects included in the Letters Patent, the bylaws, and the regulations together form a “constitution”, “*de facto*”, or set out the rules under which the Corporation is operated and administered.

The incorporation was carried out under statute, that being The Corporations Act (“the Act”), R.S.O. 1970, c. 85; amendments and changes to the Act automatically amend the organization and structure of any corporation deriving its existence from the Act. At this date the Corporation exists and is required to be legally proper under The Corporations Act, R.S.O. 1980, c. 95, and amendments thereto, and more particularly Part III of the Act, which is comprised of sections 117 to 133 inclusive.

The following general outline delineates the scheme of operation of the Corporation under the Act:

- A. (i) The Letters Patent include the objects of the Corporation. The Corporation is empowered to do all acts required to meet those objects. All profits and accretions to the Corporation must be expended on achieving those objects.
 - (ii) The objects may only be amended by unanimous resolution of the Directors and ratification by two-thirds of the members entitled to vote thereon and application to the Minister of Consumer and Commercial Relations and his consent to such amendment(s).
- B. (i) Under the Act, the Corporation may make bylaws. The bylaws of the Corporation define what Directors shall do, or may do and further define what Members shall do, or may do. The mandatory and optional actions of Directors and Members are outlined in the Act and the bylaws adopted by the Corporation to date.
 - (ii) Amendments to the bylaws may only be made by special resolution of the Directors, and ratification of such amendment by two-thirds of the members entitled to vote at the next member’s meeting, be it a General Meeting called for that purpose, or the Annual General Meeting.
 - (iii) The Directors may amend bylaws at any time, and such amendment has immediate force and effect until the bylaw is dealt with by the members, which must occur at the next Annual General Meeting or may be dealt with at a special meeting called for the purpose. In the absence of the members to ratify the bylaw amendment as set out above, the bylaw ceases to have force and effect.
- C. (i) Regulations are resolutions of the Directors. As all resolutions of the Directors are unanimous by definition, once a motion or resolve is passed by the Directors, it becomes a regulation of the Corporation.
 - (ii) Regulations may be adopted or amended at any meeting of the Directors.

To keep the constitution concise and as clear as possible for Directors and members, the powers and rules of the Corporation are divided into five (5) bylaws. In this manner not only are the bylaws more

understandable as they group the rights and rules, but as well amendments or changes are simplified. The following are the “objects” of the Corporation as stated in the Letters Patent:

“.....is hereby created a Corporation without share capital under the name of

MARKHAM SOCCER CLUB INC.

for the following objects, this is to say:

VISION STATEMENT

- 1) To fund and promote interest, participation and skill in soccer;
- 2) To fund and promote other amateur soccer groups in Markham who are fully registered with their respective and recognized sport governing body.”

MISSION STATEMENT

- 1) We shall work in concert with the community of Markham to provide an opportunity for everyone to enjoy the game of soccer regardless of age, ability or accessibility.

VALUE STATEMENT

- 1) Respect of the individual in everything that we do.
- 2) Strive for continuous improvement in our programs to maintain long-term relationships with our members.

The Corporation has the right to accept legacies, bequests, etc. . . .

The following Index pages set out for the benefit of members the divisions of the bylaws, as well as references by content of the said bylaw.

BYLAW NO. 1

A bylaw relating generally to the transaction of the affairs of

MARKHAM SOCCER CLUB INC.

BE IT ENACTED as a bylaw of MARKHAM SOCCER CLUB INC. hereinafter referred to as the “Corporation”, as follows:

1. HEAD OFFICE

The Head Office of the Corporation shall be in the Town of Markham, Regional Municipality of York, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

2. SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

3. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, having a minimum of eight directors and a maximum of ~~sixteen~~ **twelve** directors, each of whom at the time of his election or appointment or within ten days thereafter and throughout his term of office shall be a registered member of the Corporation. Each Director shall be elected to hold office until the annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. Board members shall be elected for a two-year term.

All Directors shall be subject to the **Conflict of Interest Policy 21.0** in the OSA’s published rules and shall sign a document to that effect, declaring any potential conflicts, at the first Board of Directors meeting following election or appointment.

The following members shall be elected in the uneven numbered years:

Vice-President;

~~Director of Indoor Soccer;~~ Director at Large 1

~~Director of Outdoor Youth House League — Full Field;~~ Director at Large 3

~~Director of Equipment;~~ Director at Large 5

~~Director of Outdoor Micro Soccer — U3 to U7~~ Director at Large 7

~~Director of Sponsorship and Fundraising~~ Director at Large 9

The following members shall be elected in the even numbered years:

President;

Secretary-Treasurer;

~~Director of Outdoor Youth House League — Mini Soccer;~~ Director at Large 2

~~Director of Youth Competitive Team Administration;~~ Director at Large 4

~~Director Adult Soccer;~~ Director at Large 6

~~Director Special Projects~~ Director at Large 8

The election may be by a show of hands unless a ballot is demanded by any member.

4. VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may so long as a quorum of the directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so; otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

5. REMOVAL OF A DIRECTOR

A Member of the Board of Directors holding his or her respective position(s), as Director or other position(s), may be removed from office by the Board of Directors for good and sufficient cause by a two-thirds vote of the Board of Directors present, provided notice to remove the Director has been given to all Directors of the Club. In such a vote, the Director who is the subject of the vote, if present, must declare a conflict and abstain from voting.

If the Board of Directors removes a Director, the Board of Directors may appoint a successor to the position(s) for the remainder of the term(s) being filled.

A Member of the Board of Directors may also be removed from office for good and sufficient cause by a majority vote at a General Meeting of the Members of the Corporation, provided notice to remove the Director has been included in the notice of the meeting provided to the members. If a Director is removed at a Members' meeting, the Members entitled to vote may elect a successor to fill all position(s) held by the removed Director for the remainder of the term(s) being filled.

6. QUORUM AND MEETINGS, BOARD OF DIRECTORS

A majority of the elected and/or appointed directors shall form a quorum for the transaction of business and if there are an odd number of directors elected or appointed, then that number plus one director divided by two is deemed a majority. Except as otherwise required by law, the Board of Directors may hold its meeting at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President, or by the Secretary on direction of the President or Vice-President, or by the Secretary on direction in writing by three directors. Notice of such meetings shall be delivered, telephoned or electronically delivered to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A director's meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business, either special or general, at any meeting of the Board of Directors.

The Board of Directors shall meet a minimum of eight times per annum.

All meetings of the Club shall be conducted in accordance with the most recently published Robert's Rules of Order Newly Revised except as may be otherwise stipulated in this By-Law or other Rules and Regulations of the Club.

7. ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

8. VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of directors shall be decided by a majority of votes. The Chairman shall not vote on any matter unless there is a tie in which situation, the Chairman shall vote, and the question need not be put a second time as the vote of the Chairman shall determine the question. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, and all resolutions properly passed by the directors shall be deemed a unanimous vote once the matter has been determined. In the absence of the President, his duties may be performed by the Vice-President or such other director as the Board may from time to time appoint for the purpose.

9. POWERS

The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to 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, movable 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.

10. REMUNERATION OF DIRECTORS

The Directors shall receive no remuneration for acting as such. However nothing herein prevents reimbursement of reasonable expenses of directors.

11. OFFICERS OF THE CORPORATION

There shall be a President, a Vice-President and a Secretary-Treasurer, who together with the Immediate Past President shall form the Executive Committee. ~~In addition, by election or by appointment from among themselves, the Directors shall appoint the following officers and such other officers as the Board of Directors may determine by bylaw from time to time:~~

- ~~Director of Adult Soccer~~
- ~~Director of Youth Competitive Administration~~
- ~~Director of Outdoor Micro Soccer~~
- ~~Director of Outdoor Youth House League—Mini Soccer~~
- ~~Director of Outdoor Youth House League—Full Field~~
- ~~Director of Indoor Soccer~~
- ~~Director of Equipment~~
- ~~Director of Sponsorship and Fundraising~~
- ~~Director of Special Projects~~

~~The chair of each area of responsibility set out above shall be a director of the Corporation and shall be known as the Director of the stated area of responsibility.~~

~~One person may hold more than one office except the offices of President, Vice President or Secretary-Treasurer.~~

~~The President, Vice-President and Secretary-Treasurer in the absence of election as such, shall be elected by the Board of Directors from among the Directors at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected. ~~The other officers of the Corporation need not be members of the Board, save and except in that instance wherein the Board employs a person to fulfil an administrative or similar role in which instance there shall be written agreement as to the office and responsibilities as shall be settled from time to time by the Board.~~~~

12. DUTIES OF PRESIDENT AND VICE-PRESIDENT

The President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President, with the Secretary-Treasurer or other ~~officer~~ board member appointed by the Board for the purpose shall sign all bylaw and membership certificates.

During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed without reference thereto.

13. DUTIES OF SECRETARY

The Secretary-Treasurer as Secretary shall be ex-officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and shall cause to be recorded all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents, belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

14. DUTIES OF TREASURER

The Secretary-Treasurer as Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taken proper vouchers therefore and shall render to the Board of Directors at regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

15. DUTIES OF OTHER OFFICERS ~~BOARD MEMBERS~~

The duties of all other ~~officers~~ **directors** of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them. Where a director has been appointed ~~a Director~~ **as a committee chair**, the responsibilities of the said Director shall be to carry out the leadership and liaison required to fulfil the responsibilities of the committee as set out in Bylaw No. 3.

16. EXECUTION OF DOCUMENTS

Deeds, transfers, licences, contracts, and engagements on behalf of the Corporation shall be signed by either the President or Vice-President and by the Secretary-Treasurer, and the Secretary-Treasurer shall affix the seal of the Corporation to such instruments as require the same. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, and Secretary-Treasurer or by any person authorized by the Board.

The President, Vice-President, the directors, Secretary-Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds, or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers or shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the bylaw of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

17. BOOKS AND RECORDS AND APPOINTMENT OF AUDITOR

The directors shall see that all necessary books and records of the Corporation required by the bylaw of the Corporation or by any applicable statute or law are regularly and properly kept.

The books of the Corporation shall be reviewed annually by an Auditor appointed by the Members at the previous Annual General Meeting. The Auditor's report for the most recently ended fiscal year shall be

presented to the Members who attended the Annual General Meeting when prepared, but no later than March 31 of the year immediately following the most recent fiscal year-end.

18. MEMBERSHIP

18.1 General

The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and legal entities as are admitted as members by the Board of Directors.

1. Each registered member shall promptly be informed by the Secretary of his admission as a member.
2. Each registered member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Other legal entities may vote through a duly authorized representative or delegate.
3. Registered members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.
4. In case of resignation, a registered member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation.
5. An existing member may be disciplined as defined in Bylaw No. 5, if that member has been determined by a special meeting of the Board of Directors of the Corporation to have brought the Markham Soccer Club into disrepute. Any such person would be eligible to appeal such a decision as provided in Bylaw No. 5.
6. An applicant for membership may be denied membership at the discretion of the Board of Directors. The Procedure for the Board to follow and the rights of appeal for the individual shall be as defined in Bylaw 5.

18.2 Classes of Membership

1. There shall be classes of membership in the Corporation, namely:
 - Registered members;
 - ~~Associate members;~~
 - Affiliate members;
 - Honorary members; and
 - Life members.
2. Registered members who have reached the age of majority **may be granted to** ~~shall be~~ those athletes ~~coaches and other volunteers~~ who are registered with the Club **and submit an application to the Board of Directors for membership**. Each such member shall sign a release approved by the Board of Directors prior to acceptance as a member, and such members are the only members who shall vote and elect directors. A parent or legal guardian of any registered player under the age of majority may also submit an application to the Board of Directors for membership.
- 4.3. ~~Associate membership shall be granted to the parent(s) or guardian(s) of any registered member under the age of majority. Such class of member may be called to a meeting but any resolution or decision made thereat is a recommendation to the directors only. In the event both parents attend a regular meeting of members, and in the event the registered member is under the age of majority, then one of the associate members may vote for the registered member, but in no instance shall a registered member, by representative or otherwise be accorded more than one vote.~~ **The application for membership shall be posted on the Corporation website and shall be**

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furnished to any registered player or parent or legal guardian of any player upon request. The Board of Directors shall review any application for membership and shall, within 60 days of receipt, affirm or deny the application for membership.

4. Affiliate membership may be granted to any adult person who volunteers or assists the Corporation in achieving its objects, and as well include any Corporation sponsor or sponsor's representative. Such members may vote in designated forums as determined by the Board of Directors, but shall not vote at a general meeting of members, but shall have the right to attend such meetings.
5. Honorary membership in the Corporation may be given to any individual, group, or organization interested in the promotion of the corporate objects and deemed honorary members by the Board of Directors. Such members shall not be accorded voting rights.
6. Life membership in the Corporation may be given to any individual who has made a very significant volunteer contribution to the Corporation over a continuous period of at least 10 years. Such membership may be granted by a resolution of the Board of Directors. Life Members shall have the right to speak at General Meetings of the Members but they shall not be accorded voting rights.
7. Membership in the Club may be revoked for an existing member or denied to a new applicant if that member has been determined by a special meeting of the Board of Directors of the Corporation to have brought the Markham Soccer Club into disrepute. Any such person would be eligible to appeal such a decision as provided in Bylaw No. 5.
8. Membership in the club shall deem to have been terminated:
 1. If the Member submits a signed letter of resignation to the Club
 2. If the Member is expelled by the Club's Board of Directors in accordance with policy
 3. If the Member is not registered with a current club program. A member will retain their membership despite not registering for an indoor program, providing that they were registered for a program in the most recent outdoor season.

19. DUES & FEES

There shall be no dues payable by members except such, if any, as shall from time to time be fixed by unanimous vote of Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Board of Directors shall set the fees in each year and the fees may vary from one designated class to another, within any of the classes of members set out in Article 18.1 or 18.2 above.

The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

20. ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the interim year-end financial statement shall be presented, a Board of Directors elected and

auditors appointed for the ensuing year. The report of the auditor and the audited financial statement is to be forwarded to all members in attendance at the Annual General Meeting by no later than March 31 of the year following the previous year-end.

The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. In the event ten percent of a class of members requests a meeting, the Board of Directors may call a meeting of that class or subclass; in the event twenty percent of the members request a meeting, the Board of Directors shall be obligated to call a general meeting of members. In determining the request set out in the above sentence, the total number of members shall be the number of registered members of the Corporation. No public notice nor advertisement of members' meeting, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail, electronically delivered or posted to the home page of the club website, 30 calendar days before the time fixed for the holding of such meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by duly appointed representatives or delegates and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact. Any official communications organ of the Corporation, circulated generally or specifically to the members may be deemed by the Directors to constitute prepaid mail provided all other provisions as to time are met when same is used for notice. This may include email to members and posting on the Club website.

21. ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director, or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

22. ADJOURNMENTS

Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

23. QUORUM OF MEMBERS

A quorum for the transaction of business at any meeting of members shall consist of members present in person equal to the number of sitting directors, provided that in no case can any meeting be held unless there are ~~twenty~~ sixteen members present in person.

24. VOTING OF MEMBERS

Subject to the provisions of Article 18.2, each member of the Corporation shall at all meetings of members be entitled to one vote and ~~he may vote by representative provided the said representative is the Associate Member representing the registered member as per 1.18.2.3(ii).~~ No member shall be entitled either in person or by delegate to vote at meetings of the Corporation unless he has paid all dues or fees, if

any then payable by him. No one person may cast more than a single vote on any question, ~~be that as a registered member or as an associate member.~~

At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented unless otherwise required by the bylaws of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll is demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by representative, and such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In the case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

Any question at a general meeting of members is advisory to the Board of Directors only if the question has not been dealt with by the directors, but such resolution of the members shall be dealt with by the directors at the next meeting of directors.

25. FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30th day of September in each year.

The Annual General Meeting shall be scheduled no later than 120 days following the normal year-end of the corporation.

26. CHEQUES, ETC.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the banks of the Corporation by using the Corporation's rubber stamp for the purpose. Any ~~one~~ two of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release or verification slips.

27. DEPOSITS

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall

be fully protected in acting in accordance with the directors of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

28. INDEMNIFICATION

The Corporation may purchase and maintain such insurance for the benefit of its directors and officers or for matters as the Board may from time to time determine, and specifically matters identified in The Corporations Act, R.S.O. 1980, c. 95, Section 80, save and except insurance for errors and omissions under The Corporations Act R.S.O., c. 95, or contravention thereof of Sections 331, 332 and 333. Members of the Board of Directors or other servants to the Club, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Club against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective wilful neglect or default.

29. NOTICE

Whenever under the provisions of the bylaws of the Corporation, notice is required to be given, such notice may be given either personally or electronically delivered or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Corporation. Any notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid, or if electronically delivered, shall be held to be sent when the same was handed to the telegraph company or its messenger. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the Corporation.

30. AMENDMENT OF BYLAWS

Bylaws of the Corporation may be enacted and the bylaws repealed or amended by bylaws or resolutions enacted by a majority of the members at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the members at a meeting duly called for the purpose of considering the said bylaws, provided that the enactment, repeal or amendment of such bylaw shall not be enforced or acted upon till the approval of the solicitors of the Corporation has been obtained as to affecting no redundancy nor contradiction within the bylaw and to other bylaws of the Corporation.

31. REGULATIONS

The Board of Directors may prescribe such Regulations not inconsistent with the bylaws relating to the management and operation of the Corporation as they deem expedient, provided that such Regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed and in default of confirmation at such annual meeting of members, shall from that time cease to have force and effect.

Rules and Regulations of the Corporation may be enacted, modified or suspended by a simple majority of the members at a meeting of the Board of Directors, or by a simple majority of members at a General Meeting.

32. DISSOLUTION

In the event that the Board, with a two-thirds majority approval of the Membership in a General Meeting has decided to dissolve the Corporation and cease operation, any remaining funds and assets after the settlement of all outstanding liabilities will be addressed as follows:

- i. Assets with a total assessed value less than \$10,000 may be sold or donated to a charitable organization or another corporation without share capital, or held in trust for use by a successor organization, by a Board motion approved by a simple majority.
- ii. Assets with a total assessed value more than \$10,000 may be sold or donated to a charitable organization or another Corporation without share capital; or held in trust for use by a successor organization, by a motion in a General Meeting approved by a two-thirds majority.
- iii. Funds may be donated to a charitable organization or another Corporation without share capital; or, held in trust for use by a successor organization, by a motion in a General Meeting approved by a two-thirds majority.
- iv. In the event that a trust is needed to hold funds or assets for a successor organization the Board will use the local municipality, a soccer governing organization or a bank as the trustee. The Board may define reasonable requirements and conditions for a successor organization to claim the funds and/or assets for its use.

33. INTERPRETATION

In these bylaws and in all other bylaws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or feminine gender as the case may be, and vice versa, and references to persons shall include firms and corporations and regions, and any other entity recognized by the Corporation.

In relation to meetings of the Corporation, that is to either special or general meetings of the members, member refers to the directors or registered members, and associate members having voting rights as a representative only.

The definitions included in The Corporations Act, R.S.O. 1980, c.95 shall apply to the Corporation, save and except where a definition is set out in Appendix 1-B attached hereto, which definitions shall be deemed a regulation and can be amended at any time by the Board of Directors.

34. GOALS

The Corporation shall strive in achieving its objects, to so do by following the goals set out in Appendix 1-A attached hereto, and in a manner and reflecting the motto of the Corporation, also as set out in the Appendix 1-A.

ENACTED this 24th day of November, 2014

WITNESS THE SEAL OF THE CORPORATION

President

Secretary

SANCTIONED AND CONFIRMED by all the members at the annual general meeting of the membership of the company, duly held on the 25th day of November, 2014.

President

Secretary

AMENDMENTS SANCTIONED AND CONFIRMED by all the members at the annual general meeting of the membership of the company, duly held on the 25th day of November, 2014.

President

Secretary

APPENDIX 1-A

GOALS OF THE CORPORATION

The Club will retain the motto, and by precept and example, follow the adage in the said motto, “*MENS SANA IN CORPORE SANO*” being “**a sound mind in a sound body**”.

In addition to achieving the objects of the Corporation the Club shall provide and organize playing facilities within the Town of Markham, and develop character and promote sportsmanship among its members.

APPENDIX 1-B

DEFINITIONS

1. “Club” is interchangeable with Corporation.
2. FIFA (Federation Internationale de Football Association) the world Governing Body of Soccer.
3. Micro soccer is a version of soccer used for the youngest age groups that is primarily focused on fun and development with no formal games or referees. The number of players on the field for each team is normally less than for mini-soccer.
4. Mini Soccer is a version of soccer that uses a smaller field size than full-field soccer and has 7 players from each team on the field at one time. It may have formal games and use referees.
5. Full-Field Soccer uses a full-size field (normally within the range of sizes defined by FIFA), has formal games, uses referees (and assistants in some cases) and generally follows the standard FIFA soccer rules except where specific changes or additions have been defined for internal Club Leagues.
6. “Youth Player” is a player not of the age of majority, that is under the age of 18 years as of the eligibility date established by the Club’s Governing Organizations.
7. “Senior Player” is a player 18 years of age or older, as of the eligibility date established by the Club’s Governing Organizations.

8. "Youth Team" is one composed completely of youth players.
9. "Senior Team" is a team composed of some or all senior players and registered as a senior team.
10. "Business Days" are considered to be Monday to Friday inclusive, excluding official holidays in the Province of Ontario.

APPENDIX 1-C

RELEASE AND WAIVER

In consideration of acceptance of the applicant as a member in the Corporation and payment of membership dues, the applicant (and parent or guardian) agrees to save harmless and keep indemnified the Corporation, MARKHAM SOCCER CLUB INC., its officers, directors and members, and their respective agents, officials, servants, and representatives from and against all claims, actions, or causes of action, costs, expenses, and demands including costs attendant thereto on a solicitor and his own client basis, howsoever caused, arising out of or relating to any activity of the applicant taking part or being connected to any activity of the Corporation, MARKHAM SOCCER CLUB INC., whether caused by any negligence of any of the parties hereto, or their respective agents, officials, servants or representatives; and it is understood and agreed that this agreement is to be binding on the applicant, his heirs, executors and assigns, and further that this release and waiver is not subrogated to any right included in any insurance policy held by, or for, the undersigned.

DATE: _____
Applicant

BYLAW NO. 2

BE IT ENACTED and it is hereby enacted as a bylaw of
MARKHAM SOCCER CLUB INC.

1. The Directors may from time to time:
 - (a) borrow money on the credit of the Corporation; or
 - (b) issue, sell or pledge securities of the Corporation; or
 - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the Corporation. From time to time, the directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the directors may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.
2. The Directors may from time to time by resolution delegate to the President and the Secretary or to any two officers of the Corporation (including the President or the Secretary) all or any of the powers conferred on the directors by paragraph 1 of this bylaw to the full extent thereof or such lesser extent as the directors may in any such resolution provide.
3. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any power to borrow money for the purposes of the Corporation possessed by its directors or officers independently of a borrowing bylaw.
4. The powers hereby conferred shall pass to any President or Secretary upon election or appointment as said officer; any officer other than President or Secretary (except wherein the Secretary is synonymous with Treasurer) must be named upon election or appointment as having such power conferred, or same shall not pass ex officio.
5. This bylaw shall be treated as a specific delegation of powers of Articles 26 and 27 of Bylaw No. 1 of the Corporation.

6. The officers named above are authorized to complete and execute under seal, any corporate documents necessary to provide appropriate bank accounts or other bank documents to carry on the business of the Corporation; such documents being supplied by the Corporation's bank or the Corporation Solicitors under a corporate directive; said documents being for any bank recognized under the Bank Act of Canada; a Trust company registered in the Province of Ontario; or any Credit Union so registered.

ENACTED this 25th day of November, 2014.

WITNESS THE SEAL OF MARKHAM SOCCER CLUB INC.

President

Secretary

SANCTIONED AND CONFIRMED by all the members at the annual general meeting of the membership of the Company duly held on the 25th day of November, 2014.

President

Secretary

BYLAW NO. 3 [DIRECTORS AND ELECTIONS] MARKHAM SOCCER CLUB INC.

1. Any member to be nominated for President or Vice-President shall have served at least two years as ~~an officer~~ **member of the board of Directors** in some capacity in the Corporation, or any previous entity forming the Corporation, and the immediately preceding year must be one of the two years so served.
2. The Board of Directors shall choose a Nominating Committee Chairman. The Nominating Committee Chairman shall form a Nominating Committee, identify candidates for Board positions that are open for election, publish such a list and supervise the election itself.
3. Any individual wishing to stand for election must register with the Club at least ten calendar days prior to the date of the scheduled election. Registration will be on a form provided by the Club and it will include, at a minimum, the person's name, their role in the Club during the past year, the position for which they wish to stand, their experience relative to that role, the person or persons making the nomination and the signature of the persons nominating that individual and the signature of the person nominated.
4. The election of officers and directors shall occur in the order set out in Article 11 of Bylaw No. 1, and if a candidate is not elected to one position the candidate may be nominated for another position.
5. The Nominations Committee Chairman shall, so much as is possible, propose a slate of candidates to the annual general meeting for election, and shall in each instance have a written signed consent of each candidate to serve as a director and/or officer if elected.
6. The directors elected to the Executive Committee shall not serve in any other official capacity in the Corporation.

~~The Board of Directors shall at their first meeting examine the position to which each director is elected as an officer or chairman and shall determine any conflict of interest which does exist, or which may exist, and by majority vote may declare a position other than as director or officer as a position of conflict. In such instances wherein a conflict is determined, the party in conflict shall declare which position the party will undertake, and shall resign the other or conflicting position.~~

8.7. The Board of Directors shall discuss the appointment of officers, chairmen, and other positions of responsibility, including administrative assistant, in a special session within the Board meeting called an "in camera" session, at which portion of the meeting no parties other than directors may attend. The results or determination of any such session shall only be relayed, communicated or reported by the President, and no record of such sessions shall be printed.

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WITNESS THE SEAL OF MARKHAM SOCCER CLUB INC.

President

Secretary

SANCTIONED AND CONFIRMED by all the members at the annual general meeting of the membership of the company, duly held on the 25th day of November, 2014.

President

Secretary

BYLAW NO. 4 [STANDING COMMITTEES]
MARKHAM SOCCER CLUB INC.

1. A standing committee shall consist of a chairman and two members minimally.
2. The chairman shall be appointed by the President upon ratification by the Board of Directors, ~~in those instances wherein the chairman is not a director and elected for a specific responsibility.~~
3. The chairman shall in turn appoint committee members to the number necessary or required upon ratification by the Executive and/or Board of said nominees.
4. The chairman of a standing committee shall present a program of carrying out the committee responsibilities by the third Board Meeting after the Annual General Meeting each year.
5. The chairman is responsible for ensuring that a committee member is prepared to assume chairman's duties in his absence.
6. A chairman may request the resignation of any committee member but such request shall not have force or effect until ratified by the Executive and/or Board.
7. A committee has the right to recommend with its Annual Report various candidates as chairman for the subsequent year; said recommendations directed to the President.
8. Committees shall operate in a like fashion as to the Board of Directors in relation to who chairs the meetings; voting; chairman-voting; etc., and in the event a poll is requested on any motion, and only in that event, a committee may file a minority report.
9. All standing committees are responsible directly to the Board of Directors, through the President by way of Executive Committee to bring same to the Board of Directors.
10. The Standing Committees of the Corporation shall be as follows:
 - i) Executive Committee
 - ii) Budget/Management Committee
 - iii) Referee ~~in Chief~~ **Committee**
 - iv) Adult Soccer
 - v) Competitive Youth Program
 - vi) Outdoor Youth House League
 - vii) ~~Outdoor Micro Soccer~~
 - viii) Indoor Soccer
 - ix) ~~Equipment~~ **Purchasing**
 - x) ~~Photos & Trophies~~
 - xi) ~~Opening Day~~
 - xii) Nominations
 - xiii) Discipline & Protests
 - xiv) ~~Publicity & Public Relations~~ **Marketing**

- xv) ~~Coach & Player Development~~
- xvi) ~~Sponsorship~~
- xvii) ~~Fundraising~~
- xviii) ~~Tournaments~~
- xix) ~~Volunteers.~~

11. The responsibilities of each standing committee shall be determined by the Board of Directors, and may be changed by the Board of Directors from time to time. The general purview of responsibility of each committee shall be attached hereto as an appendix, namely Appendix 4-A, but such schedule of appendices is a regulation only and may be amended by the Board of Directors.

12. (a) The Executive Committee, and any member thereof, is a member of any committee ex officio.

(b) Ex officio implies the membership by right of position, and an ex-officio member, on attendance, has all the rights, prerogatives and responsibility of any other committee member.

(c) The administrative assistant, the details of which appointment and qualifications are attached hereto as Appendix 4-B, shall be ex officio, non-voting, on any committee of the Corporation.

ENACTED this 25th day of November, 2014.

President

Secretary

SANCTIONED AND CONFIRMED by all the members at the annual general meeting of the membership of the company, duly held on the 25th day of November, 2014.

President

Secretary

APPENDIX 4-A
RESPONSIBILITIES OF STANDING COMMITTEES

(Insert a general purview of responsibility of each committee here.)

APPENDIX 4-B

APPOINTMENT AND QUALIFICATIONS OF ADMINISTRATIVE ASSISTANT

(Insert details of the appointment and qualifications of the administrative assistant here.)

BYLAW NO. 5 [SANCTION, DISCIPLINE, APPEALS AND DISPUTE RESOLUTION]
MARKHAM SOCCER CLUB INC.

PREFACE

This Bylaw defines the Corporation's powers to discipline members, powers to refuse membership to an applicant and the member or applicant's rights of appeal. Discipline may result from a game-related incident, or it may be imposed for other reasons.

Game-related discipline and appeals procedures and penalties are defined by the District Soccer Association and its Governing Bodies. As a member of the District Association, the Markham Soccer Club and its members accept and are bound by such procedures. The Corporation shall have a Discipline Committee to deal with game-related incidents and it shall follow the procedures defined by the District Association and its Governing Bodies, in so far as they shall apply. The club retains the right to supplement such procedures and the associated penalties for infractions of the Corporation's published Playing Rules.

This section outlines powers that the Corporation has to discipline its members and the appeals procedure that is available to members who have been disciplined. These procedures are not intended to conflict with or override the procedures established by the District Association or its Governing Bodies. In addition, this section includes a member's rights of Appeal to higher level Governing Organizations that result from the Corporation's membership in the District Soccer Association.

BE IT ENACTED as a bylaw of MARKHAM SOCCER CLUB INC. as follows:

1. RIGHT TO SANCTION

The Corporation may sanction any activity or action, directly or indirectly related to soccer within its jurisdiction.

2. SANCTION

Sanction shall be authorization of any activity or action included in Article 1 hereof and shall thereby include the right to intervene in or impose discipline for such activity or action if same is not authorized under the approved rules of the sport or the bylaws and regulations of the Corporation.

3. DISCIPLINE

A member may be censured, fined, suspended, expelled from membership for cause, or any combination of such penalties for infringing the Bylaws, Rules and Regulations or Published Rules of the Corporation or the Published Rules of the District Association and its Governing Bodies or for bringing the Corporation into disrepute, after charges have been laid and the applicable procedures followed in accordance with this Constitution and any applicable provisions in the Corporation's Rules and Regulations, Published Rules and the Published Rules of the District Association and its Governing Bodies.

3.1 Game-Related Discipline

A Discipline Committee of the Corporation shall be responsible for hearing any cases referred to it for game-related discipline imposed by a referee, as a result of a Referee's Special Incident report or as a result of a report provided by any other interested party. The Discipline Committee shall have the authority to impose penalties defined in the applicable Playing Rules and Discipline Procedures defined by the Club, the District or its Governing Bodies.

3.2 Non-Game-Related Discipline

For any discipline that is to be applied to a member for reasons other than those defined in Article 3.1 of this bylaw, charges must be laid and a hearing held in accordance with procedures defined in this bylaw. The decision of the Hearing Panel must be approved by a motion of the Board of Directors before any penalty is applied. A decision to deny membership to an applicant must also be approved by the Board of Directors.

4. APPLICATION OF SANCTION OR DISCIPLINE – MEMBERSHIP

Sanction or discipline may be applied on any member, class of member, or any or all of the entities or individuals of said class.

5. APPLICATION OF SANCTION OR DISCIPLINE – LEVEL

Sanction or discipline may be applied at any level within the Corporation.

6. APPEAL

Members, applicants who have been refused membership, and former members whose membership has been terminated by the Corporation shall have the right to appeal a sanction or discipline as defined in sub-sections (i) and (ii) below.

- (i) Any individual or entity of the Corporation against which game-related discipline has been applied by the Discipline Committee of the Corporation may appeal such discipline to the District Soccer Association and its Governing Bodies, as per the Published Rules of those organizations.

- (ii) Any individual or entity of the Corporation against which a sanction or discipline has been applied for non-game-related reasons may appeal the sanction or discipline to the Secretary of the Corporation at the head office of the Corporation as it may be from time to time.

7. DISPUTE RESOLUTION

A member of the Corporation who wishes to dispute a decision of the Corporation may do so by using the Dispute Resolution process defined in the Rules and Regulations.

8. TRIBUNAL

- (i) The Executive Committee of the Corporation shall appoint a Tribunal to review and hear the matter under appeal.
- (ii) The Tribunal shall be established under the procedures delineated in Appendix 5-A attached hereto.
- (iii) The Tribunal shall conduct a hearing under the rules delineated in Appendix 5-B attached hereto.
- (iv) The facts of the matter under appeal shall be established by the Tribunal, and from said facts there shall be no appeal.
- (v) The Tribunal shall make a decision based on the facts of the matter under appeal, and said decision with the reasons therefore shall be rendered to the parties directly involved in the appeal and filed with the Secretary of the Corporation.

9. APPEAL OF A TRIBUNAL DECISION

- (i) Either party to an appeal determined by a Tribunal may apply for leave to appeal the decision within five business days of the date of the Tribunal decision on grounds of improper penalty or punishment or improper application of corporate policy, or rules and regulations of the Corporation only.
- (ii) Application for leave to appeal under Article 5.9(i) above shall be made to the Secretary of the Corporation, and shall be in letter form stating the grounds and reasons why leave to appeal should be granted.
- (iii) The Executive Committee of the Corporation shall determine within three (3) days of receipt of application for leave to appeal whether the said leave to appeal will or will not be allowed, and their decision is final and binding.
- (iv) If leave to appeal is not allowed, the decision of the Tribunal is confirmed and shall have force and effect forthwith.
- (v) If leave to appeal is granted, the Executive Committee shall appoint an Appeal Board forthwith and set a date within fifteen days next for the Appeal Board to sit.
- (vi) The Appeal Board shall be appointed as delineated in Appendix 5-A.

- (vii) An Appeal Board may make a determination on any matter included in the written submissions for leave to appeal, with or without a hearing.
- (viii) The Appeal Board may convene a hearing, and both parties to the appeal shall be given opportunity to be heard if a hearing is convened.
- (ix) The Appeal Board may call any member of the Corporation to attend to give evidence, or may call any witness, or may demand any corporate documents to determine or assist in determining the matter appealed.
- (x) The Appeal Board shall convene a hearing if the Appeal Board calls any member or witness to give evidence.

10. DECISIONS OF APPEAL BOARD

The decision of the Appeal Board shall be in writing with reasons therefore to the parties and the decision shall be filed with the Secretary of the Corporation.

11. APPEAL OF DECISIONS OF AN APPEAL BOARD

A member may appeal the decision of an Appeal Board to the Corporation’s Soccer Governing Bodies as per the Rules and Regulations.

12. AMENDMENT OF APPENDICES

The Appendices 5-A and 5-B attached hereto are deemed to be regulations for implementing only and not part of the bylaw and as such may be amended from time to time by the Board of Directors by majority vote only.

ENACTED this 25th day of November, 2014.

President

Secretary

SANCTIONED AND CONFIRMED by all the members at a general meeting of the membership of the company, duly held on the above-mentioned date.

President

Secretary

APPENDIX 5-A

1. A Tribunal shall consist of those persons appointed by the Executive Committee of the Corporation.
2. A Tribunal shall consist of three persons, and all persons need not be members of the Corporation.
3. On appointment of a Tribunal, the Executive Committee shall ensure the following:
 - (a) That no association exists between a party of appeal and a Tribunal member, either actual or apparent.
 - (b) That no Tribunal member has been involved in any preliminary stage of the decision or matter under appeal.
 - (c) That no Tribunal member has a pre-set attitude or apparent interests in the result of the appeal.
 - (d) "Apparent" herein is defined as "in appearance" or "reasonable likelihood".
4. An Appeal Board, if appointed, shall be appointed in like fashion as delineated above, save and except "Tribunal" shall read "Appeal Board".

APPENDIX 5-B

1. Any notice for request for appeal shall be given in writing to the Secretary of **MARKHAM SOCCER CLUB INC.** and shall include the grounds and/or reasons for appeal.
2. Any notice for request for appeal shall be made within five (5) business days of the sanction, discipline or decision being appealed and notice shall mean date of postmark if mailed by registered mail or receipt of notice if delivered otherwise, and all notices shall be to the head office of the Corporation, and addressed on the envelope as follows:
"Appeal"
c/o Secretary.
3. Within ten (10) business days of receipt of notice for request for appeal, a Tribunal shall be appointed; a date shall be set for a hearing, which date shall be within fifteen (15) business days of appointment of the Tribunal; and notice to all parties of such date of hearing by the Tribunal shall be telephoned and confirmed by registered mail.
4. The Tribunal hearing shall proceed as scheduled unless both parties to the appeal consent to an extension of time, which extension may not be for more than ten (10) business days past the original date set for a Tribunal hearing.
5. (i) The parties to an appeal shall be the member appealing and the Corporation, represented by the member making the original sanction or discipline being appealed.

- (ii) The grounds and/or reasons for appeal referred to in Article 1 above shall be of sufficient particularity that the opposite party may respond in writing.
6. (i) The Tribunal shall ensure that the appealing party has a response and that the responding party has the grounds of appeal at least three days before the scheduled hearing.
- (ii) In the absence of a response in writing, the Tribunal may allow the appeal or may extend the date of hearing up to ten (10) business days.
- (iii) In the continued absence of a response in writing such that the appealing party does not have the response three clear business days prior to the hearing, the appeal shall be granted.
- (iv) If the Tribunal determines that the grounds of appeal are not of sufficient particularity to allow a response, the Tribunal may direct greater particularity of grounds of appeal and may extend the date of hearing up to ten (10) business days.
- (v) In the continued absence of particularity of grounds of appeal such that the responding party cannot respond to the appealing party three clear business days prior to the hearing, the appeal shall be refused.
7. At the Tribunal hearing either party may present information, witnesses, documents and/or personal statements, and either party may cross-examine the other, or witnesses, and the Tribunal may cross-examine or request any information of either party or any witness or any member of the Corporation.
8. (i) The Tribunal shall decide on the basis of materials presented during the hearing the facts of the alleged misconduct being appealed and shall file same in writing as part of the Tribunal decision.
- (ii) The Tribunal shall make a decision in relation to the appeal with reasons therefore and in writing.
- (iii) The Tribunal shall deliver to each party and the Corporation its written decision within ten (10) business days of the Tribunal hearing.
- (iv) Notwithstanding sub-articles (ii) to (iii) of this article, a Tribunal may render a verbal decision forthwith at the hearing, provided sub-articles (i) to (iii) of this article are properly completed thereafter.
- (v) The date on which the Tribunal shall be deemed to have rendered its decision shall be the date on which such decision is posted by registered mail to the parties, notwithstanding a Tribunal action under sub-article (iv) hereof.
- (vi) An Appeal Board may make a determination on any matter included in the written submissions for leave to appeal with or without a hearing.