

GENERAL BY-LAW NO. 1-2015

Being a by-law relating generally to the conduct of the affairs of

Oakville Soccer Club Inc.

IT IS ENACTED as a by-law of Oakville Soccer Club Inc., an Ontario Corporation without share capital as follows:

This By-law replaces the by-law No. 1 of the Oakville Soccer Club Inc. passed and ratified in 2011.

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Section 1

INTERPRETATION

1.1 Definitions. In this by-law and all other by-laws and special resolutions of the OSC, unless the context otherwise requires:

“**Act**” or “**Corporations Act**” means the Corporations Act (Ontario) and any act that may be substituted therefor, as from time to time amended.

“**Board**”, “**Board of Directors**” and “**Directors**” mean the board of directors of the OSC. The board of directors may exercise any powers and make, or cause to be made, any actions, contracts or perform any matters for and on behalf of the OSC as the OSC may otherwise lawfully do.

“**By-laws**” means this by-law and all other by-laws and special by-laws of the OSC from time to time in force and effect.

“**Director**” means a person occupying the position of director of the OSC by whatever name called, and “directors”, “board” and “board of directors” include a single director;

“**EC**” means Executive Committee.

“**form of proxy**” means a form that is in written or printed format or a format generated by telephonic or electronic means and that becomes a proxy when completed and signed in writing or electronic signature by or on behalf of a Voting Member;

“**Letters Patent**” means the letters patent of the OSC, as from time to time amended and supplemented by supplementary letters patent.

“**Majority Vote**” unless specifically stated otherwise means “simple majority of legal votes cast”.

“**Meeting of Members**” or “**Meeting**” means an annual, general or special meeting of members.

“**Members**” are those admitted by the Board of Directors to membership.

“**OSC**” means the Oakville Soccer Club Inc. incorporated and organized according to the Act.

“**Proxy**” means a completed and signed form of proxy by means of which a voting member has appointed a proxyholder to attend and act on a voting member’s behalf at a meeting of members;

“**Recorded Address**” means, in the case of a member, his or her address as recorded in the register of members and, in the case of a director, officer or auditor of the OSC, or any other person, his or her address as recorded in the records of the OSC (and where no address is so recorded, then the last address of such director, officer or auditor known to the Secretary of the OSC).

“**Signing Officer**” means, in relation to any instrument, any person authorized to sign the same on behalf of the OSC by Section 2.6 of this by-law or by a resolution passed pursuant thereto.

“**Voting Volunteer Committee Member**” means any person who is a member of a committee or sub-committee of the Board where that person is not a Director; provided that the person shall have actively participated in the activities of the committee or subcommittee



in the current year and shall have attended the majority of the meetings called for that committee or subcommittee during the 12 month period immediately preceding the date of any meeting of members at which the Committee Member intends to vote.

“Voting Marshall” means an individual appointed by the Board to manage and supervise the process of voting at any meeting of members, including the nomination and voting processes for the election of Directors as described in sections 3.9 and 3.10.

“Voting Member” means a Member eligible to vote at a Meeting of Members.

1.2. **Interpretation.** In this by-law and all other by-laws and resolutions of the OSC,

- a. The singular includes the plural and vice-versa.
- b. The masculine gender includes the feminine and the neuter.
- c. Immediate family means any of: spouse or spousal equivalent, Father, Mother, Son, Daughter, Grandfather/mother, Grandson/daughter, Step Son/Daughter/Mother/Father, Grandson, Granddaughter.
- d. All terms defined in the Corporations Act have the same meanings in these By-laws and all other By-laws and resolutions or enactments of the OSC as those terms have in the Act.
- e. the word “person” shall include individuals, proprietorships, partnerships, Corporations, trusts, unincorporated organizations, governmental bodies and other legal entities and words importing the singular number or the masculine gender shall, unless the context otherwise requires, include the plural or the feminine or neuter genders, as the case may be, and vice versa.
- f. All marginal headings, numbering of clauses, or Table of Contents shall exist for ease of reference only and shall not be interpreted as having any other purpose or meaning.
- g. Rules of Order - Generally accepted Parliamentary Procedure shall be used at all general meetings and the latest edition of “Robert’s Rules of Order” shall be the reference on any question of order and conduct.
- h. Bank/Bankers - includes a financial institution such as banks, trust companies or any other financial institution as determined by the Board.



Section 2

GENERAL

2.1 Name

Oakville Soccer Club Inc. The Oakville Soccer Club Inc. may use and register any such business names, trade styles, logos, trademarks, symbols, mascots and any other identifying representations as the Board may determine from time to time;

2.2 Head Office

The head office of the OSC shall be in the Town of Oakville, in the province of Ontario, and at such place therein as the Directors may from time to time determine.

2.3 Seal

The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the OSC. The seal shall remain in the OSC's head office and may be used in any manner as directed by the Board.

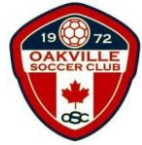
2.4 Affiliation

The Oakville Soccer OSC shall be a Member in good standing of the Ontario Soccer Association (OSA) and shall follow the published rules of the OSA. As such, the OSC is subject to the published rules in declining order of authority of the following bodies:

- The Fédération Internationale de Football Association (FIFA)
- The Canadian Soccer Association (CSA)
- The OSA
- The Peel Halton Soccer Association or any successor District Association

2.5 Dissolution Provision

If the OSC is dissolved, any funds, assets and property remaining after paying all debts and liabilities shall be distributed and disposed of as determined by a special resolution of the Members. It should be noted that as an amateur sports organization, in the event of dissolution, no funds, assets or property are permitted to be distributed or paid to OSC members but must be distributed or paid to a like organization with the same goals and objectives as the OSC.



Section 3

BOARD OF DIRECTORS

3.1 Board of Directors

The affairs of the OSC shall be under the direction and control of the Board. The Board shall be ten (10) elected voting members (including any vacancies). The Directors may exercise any powers and make, or cause to be made, any actions, contracts or perform any matters for and on behalf of the OSC as the OSC may otherwise lawfully do; provided that the Board may not do anything that may be contrary to: i) the Act, ii) this or any other OSC By-law, or iii) a restriction or requirement to be done (not inconsistent with the foregoing) required by resolution of the OSC's voting members.

3.2 Qualifications

3.2.1. A Director must be a member of the OSC, or become a member within ten (10) days of election or appointment.

3.2.2. A Director must be eighteen (18) or more years of age.

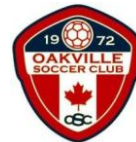
3.2.3. No undischarged bankrupt shall be a Director. If a Director becomes bankrupt, he/she shall automatically cease to be a Director.

3.2.4. A Director may not hold any paid employment with OSC including, without limitation, any staff or coaching position nor may a Director be an immediate family member (as defined in section 1) of any person holding any such paid employment with OSC; provided that any individual under the age of 19 who is a family member of a Director may be remunerated as a referee at the OSC if they do not receive special treatment or privileges in that capacity because of their relationship to the Director and further provided that they are governed generally, as referees, by the policies, procedures and practices of OSC created for general application to the development, education, assignment and discipline of all referees;

3.3 Election and Appointment of Directors

3.3.1. Each Director shall be elected by majority of legal votes cast by the voting members at a members meeting called for that purpose to hold office until the third annual meeting after he/she shall have been elected or until his/her successor shall have been duly elected and qualified.

3.3.2. Election of the ten (10) Directors shall be by rotation so that each year, a number of Directors equal to the number of Directors retiring shall be elected for a term of 3 years. Should other vacancies exist on the Board at the time of the Annual General Meeting arising from departures prior to end-of-term, such vacancies shall be filled by election for the remaining duration of the vacated term(s).



3.3.3. Upon completion of their term, Directors, if otherwise eligible, may be re-elected or re-appointed. No election, or appointment, of a Director is valid without his/her consent, given in person at the meeting at which election or appointment takes place, or given in writing within ten (10) calendar days of the election or appointment. There shall be a limit of two (2) consecutive terms which may be served. A director that has been elected or appointed for two (2) consecutive terms, shall not be eligible to be elected for a third consecutive term at the end of the completion of the second term but may be subsequently elected or appointed for a further non-consecutive term in which case the restrictions on additional consecutive terms would apply as above.

3.4 Vacation of Office as a Director

3.4.1. The office of a Director of the OSC shall be vacated at the end of the term of office or during the term of office if the Director:

- a) becomes mentally incompetent;
- b) dies;
- c) ceases to have the qualifications set out in section 3.2 for holding the position of Director;
- d) submits his/her resignation, in writing, to the OSC;
- e) is removed by a two-thirds (2/3) majority of legal votes cast at a general or special meeting of members of which notice specifying the intention to consider such a resolution has been given. The voting members may then, by simple majority of votes, elect any person in his/her stead for the remainder of the term.
- f) if he/she is absent from three (3) regular meetings of the Board in succession or any four (4) Regular meetings in any twelve (12) month period. The Board, in its unfettered discretion, may apply clause 3.5 to reappoint that Director to complete his or her original term of office if it sees fit to do so.

3.5 Filling of Vacancies (Notwithstanding item 3.4.1 e)

Vacancies on the Board, however caused, may, so long as a quorum of the Directors remains in office, be filled by the Directors from among the qualified members of the OSC, (other than to reappoint a Director removed according to Section 3.4.1 (e)) if they shall see fit to do so; only until the next Annual General or Special Meeting when the Board appointed Director will either be confirmed by majority of legal votes cast by the voting members to serve the remainder of their term, or be removed from their position as OSC Director. Otherwise such vacancy shall be filled at the next annual meeting of the members. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the voting members to fill the vacancy. If there are no Directors, the meeting may be called by any voting member.



3.6 Remuneration of Directors

A Director shall receive no remuneration for acting as a Director, but any Director will be reimbursed for bona fide out of pocket expenses incurred while performing duties as a Director.

3.7 Indemnification of Directors, Officers or other servants

The OSC may purchase and maintain such insurance for the benefit of its Directors and officers as the Board may from time to time determine. No Director or Officer of the OSC shall be liable for the acts of any other Director or Officer. In addition, every Director or Officer of the OSC and his/her heirs, executors and administrators, estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the OSC from and against:

3.7.1. All costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in any or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for, or in respect to any act, deed, matter or thing.

3.7.2. All other costs, charges and expenses which such Director or Officer sustains or incurs in, or about, or in relation to the affairs of the OSC, except such as are occasioned by the Director's, or Officer's, own willful neglect or default.

3.8 Disclosure of Conflict of Interest

Every Director of the OSC who has, directly or indirectly, any interest, financial or otherwise in any contract or transaction to which the OSC is or is to be a party shall declare his/her interest in such contract or transaction at the next meeting of the Board of Directors. He/she shall at that time disclose the nature and extent of such interest to the extent to which such information is within his/her knowledge or control. The Director shall abstain from voting on the issue in question, and may be required to absent himself/herself from the meeting at which such subject is considered. Such abstention shall not be considered in the determination of quorum for the specific issue in question on which the Director or Directors would have had to abstain. The OSC will ensure that each Director sign the acknowledgement form required in the OSC's Conflict of Interest and Standard of Conduct Policy. Staff and Committee members will also be required to sign the acknowledgement form for Conflict of Interest and Standard of Conduct Policy. The OSC will ensure that its Conflict of Interest and Standard of Conduct Policy and guidelines are compliant with OSA and CSA policies and guidelines.

3.9 Nomination of Directors

3.9.1. The Board shall, with the advice and assistance of its Governance Committee ("Governance Committee"), determine the Board vacancies (which may include any officer designation recommendations) for which nominations will be required in each year. The Executive Director shall so inform voting members of record not more than sixty (60) calendar days and not fewer than fifteen (15)



calendar days prior to the meeting of voting members in question. Such notice to the voting Members, will include an invitation to nominate candidates to stand for election to fill the declared vacancies. Such nominations shall be in such format and shall require such information (including a resume of qualifications, and the requirement and consent of the nominee to have a background and/or police check performed) as the Board shall determine from time to time.

3.9.2. The Governance Committee shall accept all nominations properly submitted and shall ensure that all nominees consent to said nomination. On the direction of the Board, the Executive Director shall issue notice of the known slate of nominees to the voting members at least fifteen (15) calendar days prior to the Annual General Meeting or in the case of a special meeting of voting members, with as much notice as possible under the particular circumstances.

3.10 Voting Marshall for Election Processes at Member Meetings

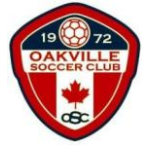
3.10.1. The Board shall, prior to each Annual General Meeting or other Meeting called for the purpose of electing Directors, appoint an impartial individual ("Voting Marshall") to manage the preparation for and completion of the voting procedures at the Meeting.

3.10.2. The Voting Marshall automatically and irrevocably waives, relinquishes and shall refuse any nomination, either for election or appointment to the Board at the Meeting in question.

3.10.3. The Voting Marshall shall conduct the election of Directors and shall ensure that all proper processes are followed, including, without limitation, that:

- Nominees have been identified and have agreed to stand for election to the Board at or prior to the meeting at which the election is to be held and such nominees have been nominated pursuant to the nominations identification process established by the Board from time to time;
- the election is conducted by secret ballot;
- a quorum is present at the meeting of members at which the election is to take place;
- the scrutineers are properly instructed as to their duties;
- additional ballots as necessary are properly conducted in a timely fashion (as in the case of ties, and/or to achieve election by majority);

3.10.4. In the event that the number of individuals nominated for election to the Board of Directors (pursuant to the nominations identification process established by the Board of Directors) is fewer than two times the number of vacancies on the Board to be filled at that meeting then Nominations may be opened from the floor of the meeting upon authorization by motion made by any voting member and duly seconded, passed with 2/3 majority vote. Such motion is not debatable and the



Voting Marshall shall include any such nominations in the election process;

3.10.5. All candidates may speak, or be spoken for, in such manner and for such times as shall have been determined by Board resolution or as the Voting Marshall deems reasonable in the absence of such a Board resolution.

3.11 Specific Powers of Directors

3.11.1. The Board, as it sees fit, may institute, prescribe and enforce such policies, procedures and regulations, not inconsistent with this, or any other By- law of the OSC or the Act.

3.11.2. The Board shall be empowered to hire, appoint, or otherwise engage employees, contractors, or agents of the OSC and shall fix their duties and remuneration, and may delegate any or all of the things necessary to effect these powers to such persons, committees, agents or to any combination of these as it sees fit.

3.11.3. The Board has the power to determine and effect the dismissal of any employee, contractor or agent, and may remove any head of committee, committee member or any assistants with or without cause and may delegate any or all of the things necessary to effect these powers to such persons, committees, agents or to any combination of these as it sees fit.

3.11.4. The Directors shall ensure that all necessary books and records of the OSC required by the By-laws of the OSC or by the Act or any applicable statute are regularly and properly kept.

3.11.5. The Directors may, at any meeting of the Board, enact, repeal, alter, amend or suspend any By-law, or any section or clause thereof and enactment, repeal, alteration, amendment or suspension shall remain in effect, according to its terms, only until the next Annual General or Special meeting and, if not then confirmed, shall cease to be in force.

Section 4

MEETINGS OF THE BOARD OF DIRECTORS

4.1. General

Prior to December 31, each year, the Board of Directors shall set dates and times for Regular Board meetings for the next Calendar year.

Meetings of the Board shall be held at the head office of the OSC, or at such other



place as the Directors may determine from time to time.

The Directors may consider or transact any business, special or general, at any meeting of the Board. Special meetings may be held at the Board's discretion, at the OSC offices, at any other location or via telephone conferencing or by any other electronic means where the Chair of the meeting is able to reasonably satisfy himself or herself that the business of the meeting is being adequately communicated through such electronic means to the meeting participants.

4.2. Calls and Notices

a) Meetings of Directors may be called by the President, any Vice President, or by the Secretary (on direction of the President or any Vice President) or by the Secretary upon the request, in writing, of any two (2) Directors.

b) Notice of such meetings shall be delivered by any of the following: in person, by phone, fax, email, in writing or, via other electronic means of communication at least three (3) calendar days before the meeting is to take place (excluding the day of the meeting).

The declaration of the President or Secretary that notice had been given pursuant to the By-law shall be sufficient and conclusive evidence of the giving of such notice. The Directors may fix any day, days, hour, or time for regular meetings in any month or months and for such regular meetings no notice is required. No formal notice of meeting shall be required if all Directors are present or if those absent have not objected in writing before the meeting or within two days after the meeting to the meeting being held in their absence. A Director's meeting may also be held without notice, immediately following the OSC's Annual General Meeting.

4.3. Adjournment

Unless specifically provided for otherwise in these By-laws, the Directors may, upon resolution, adjourn any meeting of the Directors, subject to any conditions the Directors impose, from time to time and from place to place.

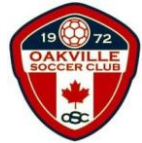
4.4. Errors in Notice

No inadvertent error or omission in giving notice for a meeting of Directors shall invalidate such meetings or invalidate or make void any proceedings at such meetings 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.

4.5. Voting

Unless otherwise stipulated in these By-laws or the Act, questions arising at any meeting of the Directors shall be decided by a majority of legal votes cast. In case of an equality

of votes in any matter, the Chairperson will be entitled to cast a second and deciding vote. Failing that, the motion is lost. 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 by show of hands. A declaration by the Chairperson 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 any resolution.

4.6. Quorum

A majority of the Directors shall form a quorum for the transaction of business. No business may be done unless there is a quorum present. In the case of telephonic participation at a meeting by any Director(s), those Director(s) shall be included in the quorum determination.

4.7. Number of Meetings

Exclusive of the meeting of the Board immediately after an Annual General Meeting (if any) there shall be a minimum of four (4) Regular meetings of the Board annually.

4.8. Agenda of Meeting and Attendees

4.8.1. Agenda - the agenda for any meeting of the Board shall be set by the meeting chairperson and is subject to approval with or without amendment or addition by consensus, or the majority of a quorum of Directors.

4.8.2. Attendee – normal attendees are:

1. Members of the Board
2. Past-President (advisory, ex-officio, non-voting) (if any)
3. Staff (on general or specific approval of the chairperson and/or the Board)
4. Other invitees, presenters, delegation(s) or persons on specific or general invitations. Three (3) calendar days notice will be required.
5. Meetings of the Board are privileged and any attendees other than voting members of the Board attend with permission of the Chairperson and/or Board and such permission may be withdrawn.

Section 5

OFFICERS OF THE OSC

5.1 Officers

There shall be a President, a Secretary, a first Vice-President and there may be one or more other Vice Presidents, a Treasurer, and any other officers and agents with such titles, portfolios, terms of engagement, duties and any other stipulations of office as the Board may prescribe in its sole discretion from time to time. The Board may appoint or



elect any officers or agent or remove same from office, and has the authority to determine all aspects of the roles of officers.

The aforementioned Board powers are complementary to and supplement any provisions regarding election of Directors with specific officer or portfolio assignment.

5.2 Limitations

No person may hold more than one position as an officer except:

a) Whenever the titles of Secretary and Registrar are combined in one office as Secretary-Registrar, by resolution of the Board;

b) Whenever the Board elect from amongst the Directors, a Chairperson of the Board and define his/her duties which may or may not include the duties of the President or other officer of the OSC. In such case the resolution shall fix and prescribe the duties of the President (or other officer designation) so as to clearly differentiate the office from the office of Chairperson of the Board; and

c) No officer except the President and the Chairperson of the Board (if any) need be a Director of the OSC, but all officers must be members of the OSC; and

d) The President and Chairperson of the Board (if any) must have been a Director of the OSC for at last one (1) full year.

e) All officers are in the service of the Board. As such they are bound by Board wishes and by limits of authority as set by the Board, and may not act as an individual or in place of the Board except as the Board may have specifically delegated.

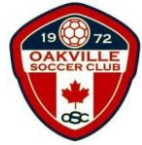
5.3 Remuneration of Officers

No officer, who is a Director, shall receive remuneration for acting as an officer except that bona fide out of pocket expenses for acting as an officer of the OSC shall be reimbursed. The remuneration, if any, for officers who are not Directors shall be as the Board determines by resolution at its sole discretion.

5.4 Duties of Officers

5.5 ***President***

The President shall, when present, act as chairperson of any meetings of the Board, EC, special or general meetings of members and of the Annual General Meeting. He/she shall ensure the integrity of Board processes including meeting effectiveness, the Board's adherence to its own rules and that directions, orders and resolutions of the Board are carried out.



He/she shall sign all contracts, instruments and documents as would normally require his/her signature and shall exercise such power and perform such other duties as may be assigned from time to time by the Board.

He/she shall act as spokesperson for the OSC as may be required from time to time and perform such incidental duties as might normally be required or allowed by the Board to fall within the portfolio of the office of the President.

5.6 ***First Vice President***

He/she shall, in the event that the President (as chairperson of specified meetings) is unable or unwilling to fulfill his/her duties for any reason, assume the responsibilities and powers and perform the duties of the office of President for such time as the Board sees fit. Should the First Vice-President be unable or unwilling to perform this duty, the presidential succession shall be granted to any other Director chosen by resolution of the Board. The First Vice-President shall have other powers, authority, duties and responsibility as determined by the Board from time to time. The First Vice-President will also monitor the consistent application of Board process.

5.7 ***Treasurer***

The Treasurer shall perform duties in connection with the finances of OSC as may be required by the Board but such duties will neither lessen nor add to the accountability of any staff for the application and adherence to Board policies and directions as to fiscal management, budgeting, policy, monitoring and controls.

He/she shall perform any other duties and assume such responsibility as the Board shall determine from time to time.

5.8 ***Secretary***

The Secretary shall act as clerk of the Board and shall record or cause to be recorded all facts and minutes of the proceedings at meetings of the Board, EC, and members.

He/she shall be the custodian of the OSC Corporate seal and of all the OSC's books and records. His/her signature shall attest formally to the legitimacy of Board documents on behalf of the Board.

He/she shall assume the responsibility for noting and reporting Board acts or inconsistencies and for monitoring the adherence to Board process, practices, and policies as mandated by the Board, and the application of Parliamentary procedure.

5.9 ***Executive Director***

The Executive Director shall be the senior paid employee of the OSC and all employees and volunteers of the OSC will report to the Executive Director either directly or indirectly with the exception of the Board of Directors. The Executive Director will be responsible for the day-to-day operations of the OSC and will report to the Board of Directors on a



regular basis and from time to time as the Board of Directors may determine. The remuneration and the specifics of the job description of the Executive Director shall be set by the Board of Directors from time to time..

5.10 **Chief Administrative Officer**

See Executive Director. The title Chief Administrative Officer may be used in the alternative to the title Executive Director to describe the senior paid employee of the OSC in the discretion of the Board of Directors.

5.11 **Past President**

The Board may appoint any previous President (including the immediate Past President) to this portfolio which shall be a non-voting, advisory, ex-officio position and such appointee shall have the qualified right to attendance at any Board and voting member's meeting.

Appointment to this position is for as long as the Board sees fit, or until the appointee steps down (normal meeting attendance requirements and OSC individual membership fees, as may be applicable, are waived for the incumbent).

5.12 **Other Officers**

Any other officers as they may exist from time to time shall assume such portfolios, responsibilities, duties and powers as determined by the Board, by resolution.

Section 6

MEMBERSHIP

6.1 General

Members of the OSC shall be such legal entities and individuals as defined herein and as are admitted to membership by resolution of the Board from time to time. Terms and conditions for membership are generally set out in this section but nothing prohibits the Board from imposing, waiving or varying any conditions, rights, privileges, duties or responsibilities of membership or from imposing any sanctions or probationary membership conditions. Membership terms and conditions may be set out in these By-laws or by Board policy.

6.2 Classes of Members

There shall be four (4) classes of members:

1. Voting Members



2. Registered Individual Members

3. Associate Members

4. Honorary Members

6.2.1. Voting Members (All must be over 18 years of age) shall have one (1) Vote each per ballot, shall only serve the Club in the capacity of a volunteer, meaning receiving no remuneration from the Club and shall include:

- a) Members of the Board of Directors of the OSC;
- b) The following volunteer officials of the OSC, which means those with minimal active service during the majority of a season, which is defined as “outdoor”, “fall indoor” or “winter indoor”
 - House league convenors
 - Volunteer representative team and house league team coaches, team officials, managers and assistants (to a maximum of four (4) coaches, team officials, team managers or team assistants per team)
- c) Voting Volunteer Board Committee Members
- d) Any other person as admitted to voting membership by resolution of the Board.
- e) Life Members - members who have been appointed by the Board for life in recognition of extraordinary contribution to the OSC. Such appointments may be made at any time and at the sole discretion of the Board. Life members are exempt from any registration fees or dues.

6.2.2. Registered Individual Members

Shall be those individuals including those under 18 years of age who are registered as players with OSC on forms or by methods prescribed by OSC.

This class of member shall have no voting rights at any meeting of voting members.

6.2.3. Associate Members

Any individual, group or organization interested in the promotion of OSC and its objects may be appointed by the Board as an Associate Member. Associate Members shall have no vote at any meeting of voting members, but shall pay such fees or dues as determined by the Board.

6.2.4. Honorary Members

Honorary members are appointed by the Board for such reasons and such periods of time as the Board sees fit, and shall have such privileges and benefits of membership as the Board determines from time to time. Honorary members shall be deemed registered



without payment of fees and shall have no vote at any meeting of voting members.

6.3 Term of Membership

The Term of membership for all non-voting members shall be for the period of time that is twelve (12) months or less (depending on the dates of application and acceptance) from acceptance into membership and ending automatically at December 31st of the given year.

The term of membership for each Voting Member shall continue until the 30th day of April of the calendar year following the date on which the member last held one of the following voting eligible roles at the OSC:

- House league convenor
- Volunteer representative team or house league team coach, team official, team manager or team assistant (to a maximum of four (4) coaches, team officials, team managers or team assistants per team)
- Voting Volunteer Committee Member
- Director

Memberships are not transferable and there shall be no refund or pro-rating of membership fees or dues.

6.4 Resignation, Suspension/Termination of Membership

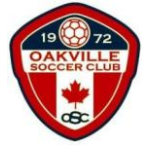
a) **Resignation**

Any member may resign in writing to the OSC at any time and such resignation shall be effective upon acceptance by the Board. Any member shall remain liable for any assessment or other indebtedness to the OSC which may exist up to acceptance of resignation by the Board even if such liability becomes known only after the date of acceptance of the resignation.

b) **Suspension/Termination**

The Board may, by resolution, carried by two thirds (2/3) majority of legal votes cast, resolve to suspend or terminate any membership (except those of elected Directors), and shall give notice of suspension or termination in writing. Suspension or termination of membership may be imposed upon a member:

- i) for failing to govern conduct in accordance with the OSC membership requirements, By-laws of the OSC or any policies or regulations as may exist from time to time;
- ii) for failing to pay any fee, due, or assessment, or any other monetary obligation to OSC;



- iii) in accordance with section 6.8 (Discipline); or
- iv) for any other reason as determined by resolution of the Board.

c) *Suspension of Membership*

Suspension of membership shall be a temporary condition that could be extended to the end of the current membership year. Privileges of membership may be suspended for whatever period the Board may prescribe but the suspended member may be reinstated at any time during the same membership year with such probationary requirements as the Board may consider appropriate.

d) *Termination of Membership*

Termination of membership shall mean the cessation of all membership privileges for the balance of the current membership year, without possibility of reinstatement in the same year. Any application for membership in future years may contain probationary conditions or other requirements the Board may consider appropriate.

6.5 Application for Membership

All persons shall apply for membership in writing on forms or by methods designated by the Board, and by policy or regulations as may be approved by the Board from time to time, and the forms may contain requirements, restrictions, stipulations, undertakings or any conditions as the Board may require. All membership applications are subject to Board approval and the Board may refuse to accept any application. Such refusal shall not be required to show cause, although adherence to OSC regulations and policies is required and compliance with principles of natural justice is presumed.

6.6 Probationary Membership

Terms of probation will be, minimally, meeting the standard requirements of membership as applicable, but may, at the discretion of the Board, contain other conditions as may be prescribed and such must be agreed to in writing by the probationary member as a condition of membership. Such terms may include the posting of a monetary bond (minimum \$1,000) in such form and amount as prescribed by the Board. Nothing prohibits the Board from imposing or waiving probationary conditions.

6.7 Fees, Dues and Assessments

- a) Fees, dues and assessments of any type shall be determined by majority vote of the Board from time to time.
- b) The requirements for payment of fees, dues or assessment shall be determined by the Board from time to time.

6.8 Discipline of a Member

A Member may be fined, censured, suspended or expelled from Membership for cause



and only after charges have been laid in accordance with the OSC's published rules and hearing(s) held in accordance with the OSA's published rules and guidelines. A Member whose Membership has been suspended loses all rights of Membership until the suspension has been completed.

6.9 Dispute Resolution

6.9.1. The OSC shall adhere to the Dispute Resolution process as published and approved by the OSA and shall make available to any Member the Dispute Resolution process when requested.

6.9.2. Any Member of the OSC may initiate the Dispute Resolution process by communicating in writing to the OSA, with a copy to the OSC, the nature and facts of the dispute. The OSA, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.

6.9.3. The Dispute resolution process shall not be used for game discipline which follows the normal discipline and appeals process.

6.10 Harassment

6.10.1. The OSC shall adhere to the Harassment Policy as published and approved by the OSA. The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of the OSC.

6.10.2. Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive; harassment includes, but is not limited to, sexual harassment.

6.11 Appeals

6.11.1. Any Member or registrant of the OSC directly affected by a decision of the OSC may appeal such decision. The denial or termination of Membership in the OSC may be appealed by a non-Member.

6.11.2. A decision of the OSC may be appealed to the District. The appeal shall be conducted in accordance with The OSA's published rules.

6.11.3. Notwithstanding section 6.11.2, an individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the OSC's operations, except where the selection,



appointment and relocation process outlined in the OSC's published rules has not been followed.

Section 7

MEETINGS OF MEMBERS

7.1 Types of Meetings

There shall be two (2) types of meetings of members.

7.1.1. **Annual General Meeting of Members**

Shall be held at the head office of the OSC or elsewhere in Ontario as the Board may determine and on such day as the Board determines.

7.1.2. At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements and the report of the auditors shall be presented. Directors shall be elected and auditors appointed for the ensuing year.

7.1.3. The Annual General Meeting must be held within 15 months of the preceding year's Annual General Meeting.

7.1.4. **Other General or Special Meetings**

Other general or special Meetings may be called by order of the Board or by the written request (to the Board) of ten percent (10%) of the voting Members as shown on the records of the OSC thirty (30) calendar days prior to the date of this proposed Meeting. The time and place of such Meetings shall be determined by the Board and only the business stated in the notice of meeting shall be dealt with at any general or special Meeting of voting Members.

7.2 Notices of General Meetings

Notice of any general Meeting shall be given not less than ten (10) calendar days prior to, but not more than ninety (90) calendar days prior to the day of the Meeting (excluding the day of the Meeting). Notice of the time and place of every such Meeting shall be given to each voting Member by sending the notice by prepaid mail, telegraph, facsimile or electronic transmission to such voting Member's last known mailing address, email address or other location or address as known to OSC or shown in its books or records.

7.3 Accidental Omission

The accidental omission of notice or non-receipt of any notice by the intended recipient, or any inadvertent error not affecting the substance of the notice shall not invalidate the meeting or adjourn the Meeting or make void any acts or proceedings taken or done



thereat. Any Member may at any time waive notice of such Meetings and may ratify, approve or otherwise confirm all proceedings.

7.4 Adjournments

Any Meetings of the voting Members of the OSC may be adjourned to any time and from time to time and business may be transacted at such adjourned Meetings as might have been transacted at the original Meeting from which such adjournment took place. No notice shall be required of any such adjournment or resumption of the Meeting.

7.5 Quorum

A quorum for the transaction of business at any Meeting of Voting Members shall consist of not fewer than thirty-five voting members who must be present in person or by proxy. No meeting of members can take place nor can any business be conducted, unless a quorum is present.

If a quorum is not present within thirty (30) minutes of the time for which the meeting was called, the Chairperson may adjourn the meeting to not less than seven (7) and not more than fourteen (14) days thereafter and the meeting shall be binding on the OSC providing at least twenty five (25) voting members are present. No notice of adjournment or resumption of the meeting is required.

7.6 Persons Entitled to Be Present

Only voting members are entitled to be present at any general meeting of members although the OSC's auditors, and any other person or entity may attend if required by law, any OSC By-law or the Act or if approved by the Chairperson or by the majority consent of the voting members present. Non voting members may participate on permission of the chairpersons of the meeting or by majority consent of the voting members present.

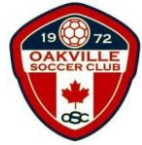
7.7 Right to Vote

Each voting member may exercise his/her right to vote in the manner prescribed herein. No member may vote if he/she has unpaid fees or assessments.

7.8 Proxy Voting

A voting member who is not able to attend a General or Special Meeting of Members may appoint a proxy holder ("Proxy Holder") to vote in his/her place at the General or Special Meeting of Members provided that:

- The proposed Proxyholder must be a voting member registered and entitled to vote at that Meeting of Members in their own right;
- the form of Proxy and the Proxyholder shall have been registered with the Secretary prior to the meeting according to the rules for registering Proxies and Proxyholders and the rules for Proxy voting established by the Board from time to time;



- the Proxyholder may cast only one Proxy vote in addition to their own vote on any ballot at a meeting of Members and a Proxyholder may only hold one Proxy at any Meeting of Members;
- a Proxy must be signed in writing or by electronic signature by the Member;
- A Proxy appointing a Proxyholder to attend and act at a meeting or meetings of members of the OSC ceases to be valid three (3) months from its date.
- A member may revoke a Proxy,
 - (a) by depositing with the Secretary an instrument in writing that is signed by the member; or
 - (b) by transmitting, by telephonic or electronic means, a revocation that is signed by electronic signature;
- The instrument or the revocation must be received,
 - (a) at the office of OSC at any time up to and including the last business day preceding the day of the meeting, or any adjournment of it, at which the Proxy is to be used; or
 - (b) by the chair of the meeting on the day of the meeting or an adjournment of it.

7.9 Votes to Govern

At all meetings of the members every question shall be decided by a majority of votes of the voting members present in person unless otherwise required by the By-laws, the Act or by statute. Every question shall be decided in the first instance by a show of votes. Upon a show votes, every member having voting rights may vote, as scheduled and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the OSC shall be proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person or by proxy and such poll will be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the OSC. In case of an equal number of votes for and against any motion at any general or special meeting of Voting Members, whether upon a show of votes or at a poll, the Chairperson of the meeting (not the Nominating Chairperson) will be entitled to cast a second and deciding vote.

7.10 Confirmation of By-laws

Any By-laws enacted or amended, repealed or otherwise altered by the Board must be presented to the voting membership at the Annual General Meeting or at a special meeting called for the purpose so that voting members may confirm, repeal, alter, amend or otherwise deal with the issue. Two-thirds majority votes are required for confirmation, unless otherwise required in the Act or in these By-laws.

7.11 Notification Re: By-laws

Voting members may submit any suggestions, proposals or proposed changes to OSC



By-laws, (addressed to the Secretary) for the Board's consideration at any time. If such proposed changes are to be considered prior to any given Annual General Meeting, they must be received by the Secretary at least sixty (60) calendar days prior to the Annual General Meeting.

Section 8

COMMITTEES OF THE BOARD OF DIRECTORS

8.1 General

The Board may, from time to time, and for such periods of time as it sees fit, establish and empower committees of any type to help carry out its duties. These committees may be standing, ad-hoc, special or others. There may be subsidiary committees by any name that would assist and advise committees or the Board directly.

Committees shall have no powers, authority or discretionary decision-making ability, other than that which shall have been specifically stated and delegated by the Board in its sole discretion.

All committees of the Board shall be responsible, directly or indirectly, to the Board and shall keep detailed records of their proceedings at meetings or otherwise. Such records and any actions as they may take shall be reported regularly or upon demand, in writing, to the Board.

All members of any committee, sub-committee or other such Board shall have voting rights, in such manner as is established in each case, but in any case, no paid staff member of OSC may be a voting member of any committee of the Board. Staff members, however, may act as advisors, resources, or liaisons. Any committee, subsidiary committee or staff advisory group may include OSC volunteers who are not members of the Board among its members.

8.2 Limitations

Standing Committees may be composed of any persons who are members of OSC and their respective Chairperson shall be ratified as such by the Board, and may be prescribed by the Board.

Any committee must have a quorum of its members present to conduct any business and a quorum is defined as a simple majority of its members. Except as may be prescribed otherwise by the Board, committees may operate in any fashion, as to procedure, time, place and frequency of meetings and do all things necessary, in ways seen fit, to accomplish the committee's objects, or duties.



The Chairperson of any standing committee shall have the power to appoint sub-committees and their chairpersons, and any working groups, task forces, research bodies, councils, etc. to help it achieve its objects, subject always to the approval of the Board. It is incumbent on committee chairpersons to advise and seek approval of the Board for any substantive changes in membership of the committee or any subsidiary (particularly those that have cost implications).

Any and all Directors shall have the right to attend any committee meeting and upon attendance shall have speaking privileges but shall not have voting rights unless he/she is a bona fide member of said body.

8.3 Executive Committee (EC)

8.3.1. Composition

The Board, whenever it consists of more than six (6) persons, may from time to time elect from among its number an EC consisting of not less than three (3) persons, as the Board may by resolution determine; each member of the EC shall serve at the pleasure of the Board and, in any event, only so long as he/she shall be Director. The Board may fill vacancies in the EC by election from its number. Whenever a vacancy shall exist in the EC, the remaining members may exercise all its powers so long as a quorum remains in office.

8.3.2. Powers

At the direction of the Board, the EC may be empowered to have and exercise all the powers of the Board in the management and direction of the affairs and business of the OSC during the intervals between the meetings of the Board in cases in which specific directions shall not have been given by the Board.

8.3.3. Minutes

The EC shall keep minutes of its meetings in which shall be recorded all action taken, and a copy thereof shall be submitted promptly to the Board.

8.3.4. Quorum

No business may be conducted, nor can a meeting take place, unless there is a quorum of members of the EC present, and a quorum is defined as a simple majority.

8.3.5. Place of Business

Meetings of the EC may be held at the head office of the OSC or at any other place within or outside Ontario as specified in the notice calling the meeting.



8.3.6. **Other Directors Present**

Any Director may attend any EC meeting. Each Director shall be entitled to speak but not to vote at any meeting of the EC at which he/she is present.

No Director who has not been elected or appointed to the EC shall be entitled to notice of any meeting of the EC, and his/her presence shall not be included for the purpose of calculating a quorum.

8.4 **Standing Committees**

The Board may, by resolution, establish Standing Committees and may vary their names, and determine all aspects of their operation, function and conditions of empowerment.

8.5 **Combined and Inactive Committees**

From time to time the Board may combine the work of two or more Standing Committees under such names as the Board shall select; and may permit any Standing Committee to be inactive.

8.6 **Advisory Groups**

Volunteer advisory groups may be established to advise the Board or staff from time to time for such purposes as the Board may determine. The existence of each such volunteer advisory group shall be terminated automatically upon:

- a) the delivery of its report; or
- b) the completion of its assigned task; whichever first occurs, or
- c) a resolution of the Board to that effect

8.7 **OSC Property**

All documents, tools and anything provided by the OSC or anything created or produced by any committees, is OSC property and must be returned to the OSC.

Section 9

PROVISIONS

Subject to the provisions below, all prior general By-laws of the OSC enacted or made are repealed.

Provision 1) This repeal does not extend to any By-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow money.

Provision 2) The repeal of prior By-laws, resolutions or other enactments shall not in any way impair the validity of any act or thing done pursuant to any such repealed By-laws, resolutions or enactment.



EFFECTIVE DATE

This By-law shall come into force without further formality immediately following the close of the 2015 Annual General Meeting

A) Enacted as By-law number 1-2015 by the Directors of the OSC at a meeting duly called, and at which a quorum was present on the 5th day of December 2015.

SIGNED: _____

President

Secretary

B) The foregoing By-law number 1-2015, as enacted by the Directors of the OSC is hereby ratified, sanctioned, confirmed, and approved by the majority of legal votes cast at a meeting of members duly called and held at the 2015 Annual General Meeting at Town Hall in Oakville, Ontario and at which a quorum was present on the 5th day of December 2015.

SIGNED: _____

President

Secretary