

BY-LAW NO. 1
being the General By-law of
SOUTH REGION SOCCER LEAGUE INC.
(hereinafter referred to as the "Corporation")

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INTERPRETATION

1.01 Definitions. In this By-law, unless the context otherwise specifies or requires:

1. "Act" means the *Corporations Act*, R.S.O. 1990, chap. C. 38 as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the Bylaws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes;
2. "By-law" means any By-law of the Corporation from time to time in force and effect;
3. "Letters Patent" means the Letters Patent and any supplementary letters patent of the Corporation;
4. "Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the Bylaws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations;
5. "Special Resolution" means a resolution passed by the directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the members of the Corporation duly called for that purpose or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting.

1.02 Interpretation. This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

1. all terms which are contained in the By-laws of the Corporation and which are defined in the Act or the Regulations made thereunder shall have the meanings given to such terms in the Act or such Regulations;
2. words importing the singular number only shall include the plural and vice versa; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
3. the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
4. **Terminology used in this By-Law shall have the same meaning as used by the OSA in its Letters patent, By-Laws and published rules.**

STATEMENT OF PURPOSE OF THE CORPORATION

2.01 The charter objects of Corporation are:

1. to correlate the activities of willing district soccer associations existing from time to time whether incorporated or not;
2. to encourage and assist in arranging soccer matches and competitions both within and between individual soccer clubs;
3. to affiliate from time to time with one or more other soccer leagues and associations, whether incorporated or not, and with the Ontario Soccer Association;
4. to assist in establishing and granting prizes, awards and distinctions;
5. to encourage an interest in physical fitness;
6. to foster goodwill and sportsmanship and such other complementary purposes not inconsistent with these objects;
7. **to provide a level of competition in accordance with the OSA's Pyramid For Play;**
8. **to provide a league competition either indoor or outdoor or both, for teams with specific Club, District, Regional or Provincial boundaries as authorized by its governing organization;**
9. **to operate the league based on the Terms of League Operations approved by it's governing organization.**

2.02 The goals of Corporation are to carry out its objects for the larger objective of encouraging good health and good citizenship among all people both directly and indirectly affected by its enterprise.

2.03 The Corporation is to affiliate with the district soccer associations identified as "Organizing Soccer Associations" in paragraph 12.01 to the extent necessary to correlate the expression of its charter objects and its goals with theirs.

HEAD OFFICE

3.01 Head Office. The head office of the Corporation as provided in the Letters Patent may be changed (subject to the applicability of subsection 278.-(1) of the Act) by special resolution in accordance with section 277 of the Act.

SEAL

4.01 Seal. The seal an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

DIRECTORS

5.01 Duties and Number. The affairs of the Corporation shall be managed by a board of directors who may be known and referred to as directors. The board of directors shall consist of the number of directors set out in the Letters Patent or such other number of directors as may be determined from time to time by Special Resolution.

5.02 Qualifications. Every director shall be eighteen (18) or more years of age and shall be a Special Member of the Corporation, or shall become a Special Member of the Corporation within ten (10) days after election or appointment as a director and no undischarged bankrupt shall become a director. To be eligible for election to the office of director at a meeting of members duly called for the purpose, he or she must, before the conduct of the election, file with the scrutineer at such meeting a signed undertaking to accept one of the offices stipulated in paragraph 8.01 corresponding to his or her proposed election term to become such stipulated officer for a period of time not less than the period of time for which he or she may be elected a director should that meeting of members, if duly called for the purpose elect him or her to the office of director.

5.03 First Directors. The applicants for incorporation shall become the first directors of the Corporation whose term of office on the board of directors shall continue until their successors are elected at the first meeting of members.

5.04 Provided the corporation has, by special resolution, increased the number of its directors to a minimum of seven, the directors of the corporation shall be elected and shall retire in rotation and at the first meeting of members for the election of directors, that number of directors which is the greater of the number three and a majority of the number of directors to be elected shall be elected to hold office until the second annual meeting of members after such date and the remaining number of directors to be elected shall hold office until the first annual meeting after such date, and thereafter at each annual meeting, directors shall be elected to fill the positions of those directors whose term of office has expired and each director so elected shall hold office until the second annual meeting after his or her election. At least three directors shall retire from office in each year.

a) The League shall be governed by a Board of Directors which shall consist of at least 5 individuals, or such number not to be less than 3, as may be amended from time to time in accordance with the League's By-Laws. These individuals shall hold the position of: President, Vice-President, Secretary, Treasurer, and Director.

5.05 Vacancies. The office of a director shall automatically be vacated:

1. if the director does not within ten (10) days after election or appointment as a director become a Special Member, or ceases to be a Special Member of the Corporation:
2. if the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;

3. if the director is found to be a mentally incompetent person or becomes of unsound mind;
4. if the director by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
5. if at a special meeting of members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the members at the special meeting removing the director before the expiration of the director's term of office; or
6. if the director dies.

5.06 Filling Vacancies. A vacancy occurring in the board of directors shall be filled as follows:

1. if the vacancy occurs as a result of the removal of any director by the members in accordance with paragraph 5.05 e. above, it may be filled upon a resolution passed by a majority of the votes of the members and any director elected to fill a removed director's place shall hold office for the remainder of the removed director's term;
2. any other vacancy in the board of directors may be filled for the remainder of the term by the directors then in office, if they shall see fit to do so, so long as there is a quorum of directors in office provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy, and in default or if there are no directors then in office, the meeting may be called by any member;
3. otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected.

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.

5.07 Nominating Committee. Not later than thirty (30) clear days prior to the next ensuing annual meeting of members the directors may appoint a Nominating Committee which shall be composed of three (3) persons which shall include two (2) persons who are directors and officers together with one (1) other person who may be but is not required to be a director and if so appointed the Nominating Committee shall address the task of nominating persons to stand for election to the board of directors at the next ensuing annual general meeting of members.

5.08 Other Committees. The board of directors may from time to time appoint any other committee or committees, as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit. Any such committees may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors. The board of directors may fix any remuneration for committee members who are not also directors of the Corporation.

5.09 Remuneration of Directors. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be reimbursed for reasonable expenses incurred by the director in the performance of the director's duties. *[Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefor.]*

5.10 Election of Directors. The directors shall be elected at a meeting of members duly called for the purpose. If more than one person has filed with the scrutineer at such meeting a signed undertaking to accept the same stipulated office if elected there shall be a separate vote taken to elect one of such persons to the office of director.

In the event only 1 candidate has filed with the scrutineer election shall be by secret ballot and a vote is required and the nominated candidate must receive a majority of votes cast to be declared elected. In addition, member is required to give the SRSL 30 days notice if running for a position plus 2/3 of majority of membership to be nominated the day of the AGM.

5.11 Removal of Director. No member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:

- 1) The Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - If the individual becomes incapable of performing the business of the League
 - If the individual is absent from two or more meeting of the board without satisfactory reason
 - If the individual no longer resides in reasonable proximity to the League
 - If the individual becomes, or is discovered to be, an undischarged bankrupt; or
- 2) The Director has compromised the integrity of the League due to , but not limited to, any of the following reasons:
 - If the individual has been found guilty of an offence under the Harassment Policy of the OSA
 - If the individual has been found guilty of an offence involving violence under the Discipline Policy of the OSA
 - If the individual has failed to properly account for monies or other property belonging to the League

- **If the individual has been found guilty of a criminal offence regardless of whether or not the offence directly affected the League**
- **If the individual has been found guilty of failing to act in accordance with the Conflict of Interest Policy of the OSA**

5.12 Conflict of Interest and Standards of Conduct. The directors shall be subject to the Conflict of Interest Policy in the OSA's published rules.

MEETINGS OF DIRECTORS

6.01 Place of Meeting. Meetings of the board of directors may be held either at the head office or at any place within or outside Ontario.

6.02 Notice. A meeting of directors may be convened by the Chairperson of the board (if any and if so authorized by Special Resolution of the Corporation), the President, a Vice-President who is a director or any two directors at any time. The Secretary, when directed or authorized by any of such officers or any two directors, shall convene a meeting of directors. The notice of meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in paragraph 17.01 of this By-law not less than two (2) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

If the first meeting of the board of directors following the election of directors by the members is held immediately thereafter, then for such meeting or for a meeting of the board of directors at which a director is appointed to fill a vacancy in the board, no notice shall be necessary to the newly elected or appointed directors or director in order to legally constitute the meeting, provided that a quorum of the directors is present.

6.03 Error or Omission in Giving Notice. No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

6.04 Adjournment. Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the meeting, to a fixed time and place, Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat.

The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

6.05 Regular Meetings. **The board shall meet at least 4 times per year, upon 14 days notice given by President and/or Secretary,** regular meetings of the board of directors at a place or hour to be named by the board of directors and a copy of any resolution of the board of directors fixing the place and time of regular meetings of the board of directors shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meetings. **A majority of the members present of the Board of Directors shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote.**

6.06 Quorum. The number of directors which shall form a quorum for the transaction of business shall be that which is set out in the Letters Patent or a Special Resolution of the Corporation and, in the event of no such provision, a majority of the directors shall form a quorum for the transaction of business. Notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors.

6.07 Voting. Each director is authorized to exercise one (1) vote. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to an original vote shall have a second or casting vote.

6.08 Telephone Participation. If all the directors of the Corporation consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.

POWERS OF DIRECTORS

7.01 Administer Affairs. The board of 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 Letters Patent or otherwise authorized to exercise and do.

7.02 Expenditures. The board of directors shall have power to authorize expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation. The board of directors shall have the power to enter into a trust arrangement with a trust company or other financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board of directors may prescribe

7.03 Borrowing Power. The board of directors of the Corporation may from time to time:

1. borrow money on the credit of the Corporation;
2. issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation:
3. charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and,
4. delegate the powers conferred on the board of directors under this paragraph to such officer or officers of the Corporation and to such extent and in such manner as the directors shall determine.

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its directors or officers independently of this By-law.

7.04 Fund Raising. The board of directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

7.05 Agents and Employees. The board of directors may appoint such agents and engage such employees (and may delegate this function to an officer or officers of the Corporation) as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment.

7.06 Remuneration of Agents and Employees. The remuneration of officers, agents, employees and committee members shall, subject to the other provisions of this By-law, be fixed by the board of directors by resolution provided that the

board of directors may delegate this function to an officer or officers of the Corporation.

OFFICERS

8.01 The members shall, at a general meeting of the members duly called for the purpose of doing so appoint the under-listed officers for two consecutive one-year terms beginning with the date of appointment following an annual meeting of members and continuing until new appointments are made to fill such offices respectively; provided that for the offices to be filled in an odd year those persons appointed for 2000 shall be considered to have been appointed for the second of such two consecutive one-year terms:

Odd years:

Vice-President
 Secretary
 Discipline Chairperson: One year Discipline Committee experience
 Director of Media Relations
 Director at Large

Even years:

President (who must be a **current** director **of the league**)
 Treasurer
 Referee Co-ordinator
 Registrar/Scheduler/Statistician
 League Cup Chairperson
 2 Directors at Large

8.02 The election of a director at a general meeting of the members of the Corporation shall, when such meeting has been duly called for the purpose of appointing officers, be, and such election shall be deemed to be, the appointment of such person to the office he or she has undertaken to accept if elected to the office of director.

8.03 The board of directors may, annually, or more often as may be required elect a Chairperson of the board if authorized by Special Resolution of the Corporation from among themselves and if deemed advisable may appoint annually or more often as may be required one or more Assistant Secretaries and/or one or more Assistant Treasurers together with an Executive Director, a Registrar/Schedule/Statistician, Indoor Co-ordinator, and Director at Large. A director may be appointed to any office of the Corporation but, pursuant to Section 291 of the Act, none of the said officers except the Chairperson of the board and the President need be a director or member of the Corporation. Two or more of the aforesaid offices may be held by the same person. In case and whenever the same person holds the offices of Secretary and Treasurer that person may but need not be known as the Secretary-Treasurer. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

8.04 Vacancies. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

1. that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later;
2. the appointment of a successor;
3. that officer ceasing to be a director or member if such is a necessary qualification of appointment;
4. the meeting at which the directors annually appoint the officers of the Corporation;
5. that officer's removal;
6. that officer's death.

If the office of any officer of the Corporation shall be or become vacant the directors by resolution may appoint a person to fill such vacancy.

8.05 Remuneration of Officers. The remuneration of officers appointed by the board of directors shall be determined from time to time by resolution of the board of directors [*except that no officer who is also a director shall be entitled to receive remuneration for acting as such*]. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

8.06 Removal of Officers. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time, with or without cause.

8.07 Duties of Officers may be Delegated. In case of the absence or inability to act of any officer of the Corporation or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

8.08 Powers and Duties. All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board of directors. The duties of the officers shall include:

1. Chairperson of the board. Where the Corporation by Special Resolution provides for the election by the directors of a Chairperson of the board from among themselves, the directors may define the duties, and, may assign to the Chairperson of the board any or all of the duties of the President or other officer of the Corporation, and in that case the Special Resolution shall fix and prescribe the duties of the chairperson of the Board;
2. President. The President shall be the chief executive officer of the Corporation unless otherwise determined by resolution of the board of directors. The President shall be a director and shall be vested with and may exercise all of the powers and perform all of the duties of the Chairperson of the board in the event that there is no Chairperson of the board, or where there is a Chairperson of the board and such person is absent or refuses to act. **As provided for in the Dispute Resolution Policy of the OSA;**
3. Vice-President. The Vice-President or, if more than one, the Vice-Presidents, in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President; provided, however, that a Vice President who is not a director shall not preside as chairperson at any meeting of the board of directors or of committees of directors, if any, and that a Vice-President who is not a member shall not, subject to paragraph 49 of this By-law, preside at any meeting of members;
4. Secretary. The Secretary shall give or cause to be given notices for all meetings of the board of directors or the executive committee, if any, and members when directed to do so and have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and, registers referred to in Section 300 of the Act;
5. Treasurer. Subject to the provisions of any resolution of the board of directors, the Treasurer shall have the care and custody of all the funds and securities of the corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the board of directors may direct. The Treasurer shall keep or cause to be kept the requisite books of account and accounting records. The Treasurer may be required to give such bond for the faithful performance of the Treasurer's duties as the board of directors in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided;

6. Assistant Secretary and Assistant Treasurer. The Assistant Secretary or, if more than one, the Assistant Secretaries in order of seniority, and the Assistant Treasurer or, if more than one, the Assistant Treasurers in order of seniority, shall respectively perform all the duties of the Secretary and the Treasurer, respectively, in the absence or inability or refusal to act of the Secretary or the Treasurer, as the case may be;
7. Executive Director. The board of directors may from time to time appoint an Executive Director and may delegate to that person full power to manage and direct the business and affairs of the Corporation (except such matters and duties as by law must be transacted or performed by the board of directors and/or by the members) and to employ and discharge agents and employees of the Corporation or may delegate to that person any lesser authority. The Executive Director shall conform to all lawful orders given by the board of directors of the Corporation and shall at all reasonable times give to the directors or any of them all information they may require regarding the affairs of the Corporation;
8. Registrar/Scheduler/Statistician. The Registrar/Scheduler/Statistician shall see that all teams are properly registered and a schedule of league and cup games are prepared on time, and that results are recorded and updated as the league season progresses;
9. Discipline Chairperson: The Discipline Chairperson shall see that accurate records are kept on all disciplinary reports and that all cases are dealt with in a timely fashion. To be eligible the prospective chairperson should have had one year on the Discipline Committee.
10. Referee Co-ordinator. The Referee Co-ordinator shall oversee all referee assignments and make sure all cup games are covered by registered officials as required;
11. League Cup Chairperson. The League Cup Chairperson shall see that a schedule of cup games is set and carried out within the jurisdiction of the League Executive Board;
12. Indoor Co-ordinator. The Indoor Co-ordinator shall oversee and schedule all indoor games;
13. Director of Media Relations. The Director of Media shall be the Corporation's liaison with all communication media;
14. Director at Large. The Director at-large shall have duties as assigned by the board of directors.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

9.01 For the Protection of Directors and Officers. Except as otherwise provided in the Act no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

INDEMNITIES TO DIRECTORS AND OTHERS

10.01 Indemnities to Directors and Others. Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times. be indemnified and saved harmless out of the funds of the Corporation, from and against:

1. all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought. commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and,
2. all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof,

except such costs, charges or expenses as are occasioned by their own willful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

10.02 Variation of duties. From time to time the board may add to, vary or limit the duties of any officer.

10.03 Fidelity bonds. The board may require, at the expense of the Corporation, such officers, employees and agents of the Corporation, as the board deems advisable, to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

INTERESTED DIRECTOR CONTRACTS

11.01 Conflict of Interest. A director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by Section 71 of the Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by reason of holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested as vendor, purchaser or otherwise. Subject to compliance with the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

11.02 Submission of Contracts or Transactions to Members for Approval. The board of directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 71 of the Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Act or by the Letters Patent) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

MEMBERS

12.01 Definitions. The following definitions shall apply for all purposes to this paragraph and the paragraphs entitled "Classes and Memberships" and "Termination of Membership" and "Members' Meetings" and to the interpretation of such paragraphs and the administration of the affairs of the Corporation to which the provisions of such paragraphs relate. Such definitions are:

"Organizing Soccer Association" means any of:

Hamilton & District Soccer Association
Niagara Soccer Association
Peel Halton Soccer Association
South-West Regional Soccer Association

"Organizing Soccer Associations" means all of:

Hamilton & District Soccer Association
Niagara Soccer Association
Peel Halton Soccer Association
South-West Regional Soccer Association

"Participating Soccer Association" means a district soccer association having jurisdiction in a geographical area contiguous to the geographical boundary of an Organizing Soccer Association the executive of which has requested in writing the Corporation recognize it as a Participating Soccer Association and which the board of directors of the Corporation by a simple majority Resolution has accepted as a Participating Soccer Association.

"Club" means a soccer club organized by and being within any Organizing Soccer Association or Participating Soccer Association having a minimum of one Soccer Team and also means a soccer club organized by and being within a district association which is neither an Organizing Soccer Association nor a Participating Soccer Association which, upon presenting the written consent of its district association is given club status by any one of the Chairperson of the Board, the President or a Vice-President together with any one of the Secretary or the Treasurer of the Corporation.

"Soccer Team" means a team organized by a Club to play soccer in League Games for a full scheduled game program of the League for the preceding calendar year.

"League Game" is a scheduled soccer game to be played by a Soccer Team in the scheduled game program of The League in a calendar year and "League Games" are more than one League Game.

"The League" is the Corporation.

"Scrutineer" is that person who for the purpose of an annual meeting of members was, on the day preceding the meeting, the President, Chairperson, Secretary, Treasurer of the Corporation or one of the first directors in alphabetical order in that order of priority and such person shall ex

officio hold the office of Scrutineer if present at such meeting unless he or she declines the office.

12.02 Classes and Memberships: There shall be two groups of membership classes in the Corporation. One group shall comprise the classes of ordinary membership and each of such classes shall be designated and have attached to it the terms and conditions which are set forth in paragraph a. of this section. The second group shall consist of a single class which is designated Special Membership the terms and conditions attaching to which are set forth in paragraph b. of this section.

- A. There shall be fifty (50) classes of ordinary membership in the Corporation and, excepting the number of votes to which a member of a class of ordinary membership is entitled, the terms and conditions of membership in all classes of ordinary membership of the Corporation are the same and those terms and conditions are:
 - i. An ordinary member must be a Club;
 - ii. A Club shall be entitled to admission to membership as a member of that class of ordinary membership the designation of which bears the same number as the number of its Soccer Teams;
 - iii. The Scrutineer shall, in a timely fashion before an annual meeting of members is called to order, review the credentials of all applicants for ordinary membership and shall have the authority to approve or not approve the applications for membership;
 - iv. A Club shall, upon the approval of the Scrutineer before an annual meeting of members is called to order, be deemed to have thereby acquired an office within the meaning of subsection 124.-(2) of the Act and be thereby forthwith admitted as an ordinary member in that class to which it is entitled to admission;
 - v. An ordinary member of each class of ordinary membership shall be entitled to that number of votes which is the number designating its class of ordinary membership;
 - vi. Excepting the number of votes to which an ordinary member of a class of ordinary membership is entitled, and the provisions in the Articles of Incorporation which apply upon the dissolution of the Corporation, the terms and conditions of ordinary membership in all classes of ordinary membership are the same;
 - vii. An ordinary member's period of membership expires on the calling to order of the annual meeting of members next following that annual meeting of members when its membership became effective unless such member has again qualified for membership pursuant to paragraph iv.;

- viii. An ordinary member of any class of ordinary membership may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation. A resignation shall be effective from acceptance thereof by the board of directors.
In the case of resignation an ordinary member shall remain liable for payment of any outstanding membership dues levied or which became payable by the ordinary member to the Corporation prior to such resignation;
 - ix. The interest of an ordinary member in the Corporation is not transferable;
 - x. The interest of an ordinary member in the Corporation lapses and ceases to exist when the member's period of membership expires; when the ordinary member ceases to be a member by resignation or otherwise in accordance with the By-laws; if at a special meeting of members a resolution is passed to remove the ordinary member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the ordinary member shall be granted the opportunity to be heard at such meeting.
 - xi. a) A member is an elected or volunteer appointed to a club with the position of President or Vice President.**
b) Rights of Members: Members shall be accorded the following rights:
To be governed in accordance with the OSA and the League's published rules,
To participate in the League sanctioned competitions,
To enter teams in the league in accordance with the OSA's published rules.
 - xii. 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 League's rules and regulations and a hearing held in accordance with the League's rules and regulations and the OSA's published rules. A member whose membership has been suspended loses all rights of a membership until the suspension has been terminated.**
- b. There shall be a class of membership designated Special Membership and the members thereof designated Special Members. A person elected a director of the Corporation or who, by other means, is made a director of the Corporation shall, upon being so elected, or upon otherwise being made a director of the Corporation be deemed to have acquired an office within the meaning of subsection 124.-(2) of the Act and be thereby forthwith admitted a member of the Corporation as a Special Member in the class of membership designated Special Membership to which the following terms and conditions attach:
- i. a Special Member's period of membership shall begin on that date and at that time when he or she became a director of the Corporation;

- ii. it is a condition of membership as a Special Member that a Special Member accept and occupy that office which he or she undertook to accept as provided in section 5.02;
- iii. a Special Member's period of membership expires forthwith after the election of directors at the annual meeting of members next following the date upon which such Special Member's membership became effective, however such Special Member is not precluded from standing for re-election as a director of the Corporation if he or she in his or her capacity as a Special Member is qualified;
- iv. a Special Member shall not be entitled to a vote;
- v. a Special Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Secretary of the Corporation which resignation shall be effective from the date of acceptance thereof by the board of directors. In the case of resignation, a Special Member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Corporation prior to such person's resignation;
- vi. the interest of a Special Member in the Corporation is not transferable;
- vii. the interest of a Special Member in the Corporation lapses and ceases to exist upon the death of the Special Member; when the Special Member's period of membership expires; when the Special Member ceases to be a Special Member by resignation or otherwise in accordance with the By-laws; if at a special meeting of members a resolution is passed to remove the Special Member by at least two-thirds (2/3) of the votes cast at the special meeting, provided the Special Member shall be granted the opportunity to be heard at such meeting.

12.03 Termination of Membership. The interest of a member of every class of membership in the Corporation is not transferable and lapses and ceases to exist

- a. upon death of the member;
- b. when the member's period of membership expires (if any);
- c. when the member ceases to be a member by resignation or otherwise in accordance with the By-laws;
- d. if at a special meeting of members, a resolution is passed to remove the member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the member shall be granted the opportunity to be heard at such meeting.

12.04 Affiliations. **The League shall be a member of the Ontario Soccer Association and shall follow the published rules of the Ontario Soccer Association, hereinafter referred to as the OSA. The League is subject to**

the published rules in declining order of authority of the following governing organizations to which it is affiliated:

- 1) The Canadian Soccer Association
- 2) The OSA

MEMBERS' MEETINGS

13.01 **Annual General Meeting.** Subject to compliance with Section 293 of the Act, the annual meeting of the members shall be held on such day in each year and at such time as the directors may by resolution determine at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located. **The League shall hold its AGM not later than January 31 of the following year. The agenda of the AGM meeting shall include: 1) Roll Call 2) Credentials Report 3) Minutes of Previous AGM 4) President's Address 5) Officers' Reports 6) Treasurer's Report 7) Auditor's Report 8) Appointment of Auditors 9) Other Reports 10) Unfinished Business 11) Amendments to the By-Laws 12) Roll Call 13) Election of Officers 14) Any other Business 15) Adjournment.**

A league general meeting shall be called by the Board of Directors to deal with the regular business of the league.

13.02 **Special General Meetings.** Other meetings of the members may be convened by order of the Chairperson of the board, the President or a Vice-President who is a director and member or by the board of directors at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located. The board of directors shall call a general meeting of members on written requisition of not less than **two-thirds** of the members. **Shall be called by the board of Directors upon receipt of a written request submitted to the League by registered mail, certified mail, trace mail, courier service, hand delivery, fax, or email, signed by not less than two thirds of the voting membership setting out the items of business to be conducted at the Special General Meeting. The Special General Meeting shall be held with 30 days of receipt of the written request from the members.**

13.03 **Notice.**

- a. provided Section 133(2) of the Act is not applicable, notice of the time and place for holding a meeting of the members shall, unless all the members entitled to notice of the meeting have waived in writing the notice, be given by sending it to each member entitled to notice of the meeting by pre-paid mail or by personal service **fourteen** days or more before the date of the meeting to the member's last address as shown on the books of the corporation;
- b. no ordinary member in arrear in respect of any call is entitled to vote at a meeting;
- c. **An ordinary member on request of the league shall meet with the league and present an audited financial statement**
- d. all questions proposed for the consideration of the members at a meeting of ordinary members shall be determined by the majority of the votes cast and the chair presiding at the meeting has a second or casting vote in case of an equality of votes;
- e. the chair presiding at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting decides, adjourn the meeting from time to time and from place to place;

- f. the president or, in his or her absence, a vice-president who is a director shall preside as chair at a general meeting of members, but, if there is no president or such a vice-president or if at a meeting neither of them is present within fifteen minutes after the time appointed for the holding of the meeting, the voting members present shall choose a person from their proxies to be the chair;
- g. unless a poll is demanded, an entry in the minutes of a meeting of members to the effect that the chair declared a motion to be carried is admissible in evidence as proof of the fact, in the absence of evidence to the contrary, without proof of the number or proportion of votes recorded in favour of or against the motion;
- h. if a poll is demanded, it shall be taken in such manner as the by-laws prescribe, and, if the by-laws make no provision therefor, then as the chair directs;
- i. notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

13.04 Waiver of Notice. A member and any other person entitled to attend a meeting of members may in any manner waive notice of a meeting of members and attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

13.05 Error or Omission in Giving Notice. After the business of a meeting has been completed no subsequently alleged error or omission in giving notice of any annual or special meeting or other meeting of members or any adjourned meeting of the members of the Corporation shall invalidate any resolution passed or any proceedings taken at any meeting of members.

13.6 Quorum. A quorum at any meeting of the members (unless a greater number of members and/or proxies are required to be present by the Act, Letters Patent or By-law) shall be persons present being not less than two in number and representing by proxy not less than two ordinary members. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of paragraph 13.03 with regard to notice shall apply to such adjournment. **An official notice of each meeting shall be given to all Members at least 14 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine. Such notification shall be by delivered personally, sent by prepaid mail, telegram, cable, facsimile, email, or website notice. Two Thirds of voting members or 50% plus 1 of voting Membership, whichever is less shall form a quorum at all general meeting of the League. Any questions shall be decided by a majority of the votes unless otherwise required by this By-Law or other law.**

13.07 Proxies. In this section,

"Form of proxy" means a written or printed form that, upon completion and execution by or on behalf of an ordinary member, becomes a proxy;

"Proxy" means a completed and executed form of proxy by means of which an ordinary member has appointed a person as the ordinary member's nominee to attend and act for the ordinary member and on the ordinary member's behalf at a meeting of members.

- a. Every ordinary member entitled to vote at a meeting of members may by means of a proxy appoint a person, who need not be an ordinary member, as the ordinary member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy;
- b. A proxy shall be executed by the ordinary member or the ordinary member's attorney authorized in writing and ceases to be valid one year from its date;
- c. A proxy shall contain the date thereof and the appointment and name of the nominee and may contain a revocation of a former proxy and restrictions, limitations or instructions as to the manner in which the membership in respect of which the proxy is given are to be voted;
- d. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the ordinary member or by the ordinary member's attorney authorized in writing, and deposited either at the head office of the Corporation at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used or with the chair of such meeting on the day of the meeting, or adjournment thereof, and upon either of such deposits the proxy is revoked;
- e. The directors may by resolution fix a time not exceeding forty-eight (48) hours excluding Saturdays and holidays, preceding any meeting or adjourned meeting of members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting;
- f. A form of proxy may be in the following form:

The undersigned member of **SOUTH REGION SOCCER LEAGUE INC.** hereby appoints _____ of _____

or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the _____ meeting of the members of the said Corporation to be held on the _____ day of _____, 20____, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof .

CUSTODY AND VOTING OF SHARES AND SECURITIES

14.01 Voting Shares and Securities. All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture, holder or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the board of directors of the Corporation shall from time to time determine. The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the board of directors.

14.02 Custody of Securities. All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the board of directors, with such other depositories or in such other manner as may be determined from time to time by the board of directors.

All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

EXECUTION OF INSTRUMENTS

15.01 Execution of Instruments. Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed

- a. by any one of the Chairperson of the board, the President or a Vice-President together with any one of the Secretary or the Treasurer;
or
- b. by any two directors; or
- c. by any one of the aforementioned officers together with any one director;

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper-writings.

The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

CHEQUES, DRAFTS, NOTES, ETC,

16.01 Cheques, Drafts. Notes. Etc. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the board of directors may from time to time designate by resolution.

NOTICES

17.01 Service. Any notice or other document required by the Act, the Regulations, the Letters Patent, or the By-laws to be sent to any member or director or to the auditor shall be delivered personally, sent by prepaid mail, by telegram, cable, facsimile, **email, or website notice** to any such member or director at their latest address as shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such member or director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

17.02 Signature to Notices. The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

17.03 Computation of Time. Where a given number of days' notice or notice extending over a period is required to be given under the By-Laws, letters patent or supplementary letters patent of the Corporation the day of service or posting of the notice shall not, unless it is otherwise provided be counted in such number of days or other period, nor shall the day of the event for which notice is given.

17.04 Proof of Service. With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in paragraph 17.01 of this By-law and put into a Post Office or into a letter box. A certificate of an officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation as the case may be.

AUDITORS

18.01 Auditors. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to members who shall hold office until the next following annual meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed.

The remuneration of the auditor shall be fixed by the members or by the directors if they are authorized to do so by the members and the remuneration of an auditor appointed by the directors shall be fixed by the directors. The members may by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

18.02 Finance The accounts of the League shall:

a) Be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$30,000; or

b) Be reviewed annually through a Financial Review Engagement completed by a Certified General Accountant, Certified Management Accountant, if the Annual Gross Revenue is \$30,000 or less; or

c) With the consent of all its members, be exempt from any audit or Financial Review Engagement if the Annual Gross Revenue is less than \$10,000

At the Annual General Meeting of the League, a Chartered Accountant firm shall be appointed to perform the Audit or the Financial Review Engagement.

FINANCIAL YEAR

19.01 Financial Year. The financial year of the Corporation shall terminate on the 30th day of October in each year or on such other date as the directors may from time to time by resolution determine.

RULES GOVERNING MEETINGS

20.01 All meetings related to the Corporation including annual general meetings of members, special general meetings of members, meetings of the board of directors and meetings of all committees shall be conducted in accordance with Robert's Rules of Order.

21.01 BY-LAWS AND AMENDMENTS

a) By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the League in writing at least 90 days prior to annual or special general meeting of the League: and must be approved by a majority vote of the board of Directors, and by a 2/3's vote of the Membership voting in person or by proxy at a meeting of the League duly called for that purpose.

b) All Members entitled to vote shall be notified with the League's notice of the said members meeting about By-Law amendments referred to in subparagraph (a) and proposed By-Laws or amendments referred to in subparagraph (c) Such notification shall be by prepaid mail, by telegram, cable, facsimile, email, or website notice.

22.01 DISPUTE RESOLUTION

The League shall adhere to the Dispute Resolution process as published and approved by the OSA from time to time.

Any Member of the League may initiate the Dispute Resolution process by communicating in writing to the OSA, with a copy to the league, 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.

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

The League shall make available to any Member the Dispute Resolution process when requested.

22.02 HARASSMENT

The League shall adhere to the Harassment Policy as published and approved by the OSA from time to time.

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of the League.

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. It includes, but is not limited to, sexual harassment.

The League shall make available to any Member the Harassment Policy when requested.

The Harassment Policy process shall not be used for game discipline which follows the normal discipline and appeals process.

23.01 APPEALS

- a) Any registrant or registered organization directly affected by a decision of the League may appeal such decision. The denial or termination of Membership in the League may be appealed by a non-Member.
- b) A decision of the League may be appealed to the Ontario Soccer Association with which the League is affiliated. The appeal shall be conducted in accordance with the OSA's published rules.
- c) 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 a position within the League's operations, except where the selection, appointment and revocation process outlined in the Leagues rules and regulations has not been followed.

24.01 DISSOLUTION

In the event of dissolution of the League, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Directors to not for profit Members in good standing at the moment of Dissolution based on the last 5 years of Registered Teams which are registered with the *League*.

