

York Region Soccer Association

By-Laws



Ratified at Special Members Meeting
APRIL 23, 2025

Table of Contents

<i>Article 1 – DEFINITIONS AND INTERPRETATION</i>	<i>2</i>
<i>Article 2 – GENERAL</i>	<i>4</i>
<i>Article 3 – MEMBERS.....</i>	<i>5</i>
<i>Article 4 – MEMBERS’ MEETINGS</i>	<i>12</i>
<i>Article 5 – BOARD OF DIRECTORS</i>	<i>15</i>
<i>Article 6 – MEETINGS OF DIRECTORS.....</i>	<i>20</i>
<i>Article 7 – OFFICERS.....</i>	<i>22</i>
<i>Article 8 – COMMITTEES.....</i>	<i>23</i>
<i>Article 9 – INDEMNIFICATION AND INSURANCE.....</i>	<i>25</i>
<i>Article 10 – GENERAL MATTERS.....</i>	<i>26</i>
<i>Article 11 – DISPUTE RESOLUTION.....</i>	<i>27</i>
<i>Article 12 – AMENDMENTS.....</i>	<i>27</i>

BY-LAWS

A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE AFFAIRS OF THE YORK REGION SOCCER ASSOCIATION

BE IT ENACTED as a by-law of **The York Region Soccer Association** as follows:

Article 1 – DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this by-law and all other by-laws of the YRSA, unless the context otherwise requires:

- (a) **Act** means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, as amended from time to time, and any statute that may replace it. In the event of such substitution, any references in the By-laws of the YRSA to provisions of the Act shall be interpreted as references to the corresponding provisions in the new statute or statutes.
- (b) **Annual Meeting Business** has the same meaning as set forth under Section 4.8 (Annual Meetings).
- (c) **Articles** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the YRSA.
- (d) **Board** means the Board of Directors of the YRSA.
- (e) **Boundaries** refers to the geographical areas assigned by the YRSA within which Not-for-Profit Clubs and For-Profit Clubs may operate programs, recruit players, and advertise, subject to restrictions on cross-boundary activities and compliance with YRSA regulations.
- (f) **By-laws** means this by-law and all other by-laws of the YRSA from time to time in force and effect.
- (g) **Canada Soccer** means the Canadian Soccer Association.
- (h) **Chair** means the Chair of the Board of Directors.
- (i) **Director** means an individual elected or appointed to the Board.
- (j) **Governing Documents** (or “**governing documents**”) means, collectively, the Articles, By-laws, policies, and procedures of the YRSA.
- (k) **Meeting of Members** (or “**Meetings of Members**”) includes an annual meeting of members and a special meeting of members.

- (l) **Member** means a Person having a membership in any of the classes of membership of the YRSA.
- (m) **Member in Good Standing** means a Member who (i) continues to meet the conditions set out in Section 3.3 (Conditions of Membership) below, (ii) has not been disciplined by the YRSA in accordance with Section 3.9 (Discipline of Members) below, and (iii) has completed and remitted all documents required by the YRSA.
- (n) **Officer** means an individual elected or appointed as an officer of the YRSA according to the provisions of Article 7 (Officers).
- (o) **Ontario Soccer** means the Ontario Soccer Association.
- (p) **Ordinary Resolution** means a resolution that (i) is submitted to a Meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast in favour of the resolution, or (ii) is consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney.
- (q) **Person** includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate (including corporations), and a natural person in their capacity as trustee, executor, administrator, or other legal representative.
- (r) **Player Fees** refers to a fee that is paid by each player to the YRSA. Such fees shall be as approved by the Board of Directors and the Voting Members.
- (s) **Regulations** means the regulations made under the Act, as amended, restated, or in effect from time to time.
- (t) **Special Resolution** means a resolution that (i) is submitted to a special Meeting of Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast in favour of the resolution, or (ii) consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney.
- (u) **Telephonic or Electronic Means** means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, email, an automated touch-tone telephone system, computer, or computer networks.
- (v) **Vice-Chair** means the Vice-Chair of the Board of Directors.
- (w) **Voting Member** means a Member of the YRSA who is entitled to vote at Meetings of Members, as determined by the provisions of the Articles and By-laws of the YRSA, and in accordance with the requirements of the Act and Regulations. For clarification purposes, the only Member classes entitled to vote at Meetings of Members are the Not-for-Profit Clubs and the For-Profit Clubs Member classes.
- (x) **YRSA** means The York Region Soccer Association.

1.2 Interpretation

In the interpretation of the By-laws, unless the context otherwise requires, the following rules shall apply:

- (a) Terms defined in the Act and used in the By-laws but not otherwise defined in the By-laws have the same meaning when used in the By-laws;
- (b) Words in the singular shall be deemed to include the plural, and words in the plural shall be deemed to include the singular, as the context requires;
- (c) Words referring to one gender include all genders;
- (d) 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.
- (e) Notwithstanding any provision of the By-laws, where any such provision conflicts with the Act or the Articles, the Act or the Articles, as the case may be, shall govern.
- (f) The By-laws will be strictly interpreted at all times in accordance with and subject to the purposes contained in the Articles.

Article 2 – GENERAL

1.3 Financial Year End

Unless otherwise determined by the Board, the financial year-end of the YRSA shall be September 30th in each year.

1.4 Corporate Seal

The YRSA may, but need not, have a corporate seal. If a corporate seal is approved by the Board, the Chair or designate of the YRSA shall oversee the corporate seal and its use.

1.5 Conduct of Meetings

Unless otherwise determined by the Board, meetings of the Board are to be conducted according to *Robert's Rules of Order*.

1.6 Execution of Documents

- (a) Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the YRSA may be signed by any two (2) Officers or Directors, signing together or as set out in the policies and procedures of the YRSA. In addition, the Board may, from time to time, direct the manner in which and the person or persons by whom a particular document or type of document shall be executed by resolution of the Board or as set out in the policies and procedures of the YRSA.

- (b) All payments issued or endorsed in the name of the YRSA shall be approved by such Officers and employees of the YRSA in such manner as shall be determined from time to time by resolution of the Board or as set out in the policies and procedures of the YRSA.

1.7 Operating Policies and Procedures

- (a) Subject to the Act, the Board may adopt, amend, or repeal operating policies and procedures that are consistent with the Articles and By-laws. These policies may relate to matters such as the terms of reference for committees, the duties of officers, the Board's code of conduct, conflict of interest rules, and procedural or other requirements concerning the By-laws, as the Board deems appropriate from time to time. Any operating policy or procedure adopted by the Board shall remain in effect until amended, repealed, or replaced by a subsequent resolution of the Board. However, the Board may not adopt policies or procedures on matters for which the Act establishes mandatory rules or requires inclusion in the Articles, By-laws, or both.
- (b) Notwithstanding Subsection 2.5(a), any amendment to the policy concerning Boundaries shall require approval by a Special Resolution of the Voting Members and shall not be enacted by the Board unilaterally.

1.8 Auditor and Level of Financial Review

The YRSA shall be subject to the requirements relating to the appointment of an auditor or financial engagement review and the level of financial review required by the Act.

1.9 Annual Audited Financial Statements

The YRSA shall send copies of the annual financial statements and any other documents required by the Act to all Members who have informed the YRSA of their wish to receive such documents, no less than five (5) business days before the date of the annual Meeting of Members or the date on which a written resolution in lieu of an annual meeting is signed.

Article 3 – MEMBERS

1.10 Classes of Members

Subject to the Act and the Articles, there shall be four (4) classes of membership in the YRSA:

- (a) **Not-for-Profit Clubs**
 - (i) The Not-for-Profit Clubs class comprises all duly established not-for-profit clubs based and operating within the Regional Municipality of York that have satisfied the requirements for membership into the Not-for-Profit Clubs class as outlined in this By-law.
 - (ii) The term of membership for a Member of the Not-for-Profit Clubs class shall be annual, based on the YRSA's financial year end (September 30th), and is subject to renewal in accordance with the By-laws and any policies and procedures of the YRSA.

- (iii) Subject to the By-laws, each Member of the Not-for-Profit Clubs class is entitled to send up to two (2) delegates to all Meetings of Members.
- (iv) Only pre-registered accredited delegates of the Not-for-Profit Clubs class shall be eligible to attend and vote on behalf of the Not-for-Profit Club Member they represent at Meetings of Members.
- (v) As set out in the Articles, each Member of the Not-for-Profit Clubs class is entitled to receive notice of, attend, and vote at all Meetings of Members, in accordance with the provisions of the By-laws.

(b) **For-Profit Clubs**

- (i) The For-Profit Clubs class comprises all duly established for-profit clubs based and operating within the Regional Municipality of York that have satisfied the requirements for membership into the For-Profit Clubs class as outlined in this By-law.
- (ii) The term of membership for a Member of the For-Profit Clubs class shall be annual, based on the YRSA's financial year end (September 30th), and is subject to renewal in accordance with the By-laws and any policies and procedures of the YRSA.
- (iii) Subject to the By-laws, each Member of the For-Profit Clubs class is entitled to send up to two (2) delegates to all Meetings of Members.
- (iv) Only pre-registered accredited delegates of the For-Profit Clubs class shall be eligible to attend and vote on behalf of the For-Profit Club Member they represent at Meetings of Members.
- (v) As set out in the Articles, each Member of the For-Profit Clubs class is entitled to receive notice of, attend, and vote at all Meetings of Members, in accordance with the provisions of the By-laws.

(c) **Associate Members**

- (i) The Associate Members class is comprised of all competitive and recreational district, inter-district or multi-jurisdictional leagues, professional and semi-professional teams, referees' associations, coaches' associations, schools, colleges, universities, camps, and other soccer entities operating within the Regional Municipality of York that have fulfilled the requirements for membership in the Associate Members class, as outlined in this By-Law and any applicable policies or procedures of the YRSA.
- (ii) The term of membership for a Member of the Associate Members class shall be annual, based on the YRSA's financial year end (September 30th), and is subject to renewal in accordance with the By-laws and any applicable policies or procedures of the YRSA.

- (iii) As set out in the Articles, each Member of the Associate Members class is entitled to receive notice of and attend Meetings of Members, but shall not be entitled to vote at Meetings of Members.

(d) **Honorary Life Members**

- (i) The Honorary Life Members class is comprised of, and available to, individuals who have made a notable contribution to the YRSA over an extended period of time and who have rendered special service and significant overall contribution to the game of soccer in Ontario to an extent beyond normal participation.
- (ii) The term of membership for a Member of the Honorary Life Members class is for the life of the Member of the Honorary Life Members class and is not subject to renewal.
- (iii) As set out in the Articles, each Member of the Honorary Life Members class is entitled to receive notice of and attend Meetings of Members, but shall not be entitled to vote at Meetings of Members.
- (iv) Membership of the Honorary Life Members class shall be subject to the approval of the Board.

1.11 Eligibility for Membership in the YRSA

Membership in the YRSA is not automatic and is not a right of any Person. With the exception of Honorary Life Members, membership in the YRSA shall be available only to those who have applied for membership into the YRSA in accordance with the provisions of the Articles, By-laws, and the policies and procedures of the YRSA, who meet the conditions set out in Section 3.3 (Conditions of Membership) below, and who have been granted membership in the YRSA by the Board in accordance with the provisions of the policies and procedures of the YRSA.

1.12 Conditions of Membership

3.3.1 Not-for-Profit Clubs

- (a) Subject to Section 3.1 (Classes of Members), a not-for-profit club may become a Member of the Not-for-Profit Clubs class provided that:
 - (i) it applies for membership with the YRSA in writing on the form approved by the Board;
 - (ii) it pays all fees, dues, and other monies approved by the Board;
 - (iii) it signs a written agreement, in a form approved by the Board, confirming its commitment to comply with and be bound by all governing documents of the YRSA and Ontario Soccer, including the articles, by-laws, and any policies and procedures of both organizations;
 - (iv) it is registered with the Ontario or federal government as a not-for-profit corporation;

- (v) the not-for-profit corporation must meet all financial and filing obligations of the YRSA; and
- (vi) the by-laws of the not-for-profit corporation must provide for the following:
 - (A) it must hold an annual Meeting of Members with notice sent to all members;
 - (B) provide a year-end financial statement at the annual general meeting or to any member upon request after the annual general meeting;
 - (C) conduct an election of directors by its members at its annual meeting of members; and
 - (D) grant members the right to call a special members meeting and inform all members with notice of the meeting.

3.3.2 For-Profit Clubs

- (a) Subject to Section 3.1 (Classes of Members), a for-profit club may become a Member of the For-Profit Clubs class provided that:
 - (i) it applies for membership with the YRSA in writing on the form approved by the Board;
 - (ii) it pays all fees, dues, and other monies approved by the Board;
 - (iii) it signs a written agreement, in a form approved by the Board, confirming its commitment to comply with and be bound by all governing documents of the YRSA and Ontario Soccer, including the articles, by-laws, and any policies and procedures of both organizations;
 - (iv) it is a registered corporation with the Ontario or federal government;
 - (v) it must be in compliance with either the Ontario *Business Corporations Act* or the *Canada Business Corporations Act*, as applicable, and have all the required by-laws as required by the relevant legislation; and
 - (vi) the corporation must meet all financial and filing obligations of the YRSA.

3.3.3 Associate Members

- (a) Subject to Section 3.1 (Classes of Members), a Person may become a Member of the Associate Members class provided that:
 - (i) it applies for membership with the YRSA in writing on the form approved by the Board;
 - (ii) it pays all fees, dues, and other monies approved by the Board;

- (iii) it signs a written agreement, in a form approved by the Board, confirming its commitment to comply with and be bound by all governing documents of the YRSA and Ontario Soccer, including the articles, by-laws, and any policies and procedures of both organizations;
- (iv) if it is a corporation incorporated under the Ontario *Business Corporations Act* or the *Canada Business Corporations Act*, it is duly registered with the applicable government authority;
- (v) if it is a corporation incorporated under the Ontario *Business Corporations Act* or the *Canada Business Corporations Act*, it must comply with the applicable legislation and have all required by-laws; and
- (vi) it must meet all financial and filing obligations of the YRSA.

3.3.4 Honorary Life Members

- (a) Membership of the Honorary Life Members class is granted and approved by the Board on a case-by-case basis to natural persons as described under Subsection 3.1(d) (Classes of Members, Honorary Life Members).

1.13 Dues, Fees, and Other Monies

- (a) Annual membership fees for each class of membership and annual Player Fees may only be implemented after such annual membership fees for each class of membership and annual Player Fees have been approved by the Board and approved by Ordinary Resolution at a Meeting of Members.
- (b) Members and other parties owing monies to the YRSA shall be notified in writing of all dues, fees, or other amounts payable.
 - (i) **For Members:** All dues, fees, or other amounts related to membership shall be due within thirty (30) days of the membership renewal date or notice of default, unless otherwise specified by the YRSA. Failure to pay within this period may result in disciplinary action in accordance with Section 3.9 (Discipline of Members), in addition to any penalties established by the Board.
 - (ii) **For Other Parties:** All other amounts owed to the YRSA shall be due within thirty (30) days of the date of invoicing, unless otherwise specified by the YRSA. The Board shall have the authority to impose penalties for late or non-payment of these amounts.

1.14 Membership Renewal

- (a) Other than Honorary Life Members, all Members must apply for renewal of their membership before the end of the term of membership. In order for a Member, other than an Honorary Life Member, to qualify to remain a Member of the YRSA, such Member must:
 - (i) continue to meet the eligibility requirements set out in Sections 3.1 (Classes of Members) and 3.2 (Eligibility for Membership in the YRSA), above;

- (ii) apply for renewal of their membership in writing using the renewal application form approved by the Board;
 - (iii) submit all documentation set out in the renewal application form approved by the Board;
 - (iv) agree in writing in the form approved by the Board to continue to comply with all of the governing documents of the YRSA and Ontario Soccer, including their articles, by-laws, and any policies and procedures; and
 - (v) pay all fees, dues, and other monies approved in accordance with the By-laws and any policies and procedures of the YRSA.
- (b) Members who wish to renew their membership with the YRSA shall submit the Board-approved renewal application form by January 31st in order to renew their membership for the following season, unless a different date is set at the sole discretion of the Board.
- (c) Only renewal applications that are complete and which include all of the required documents, all payments due to the YRSA, and meet all of the conditions and qualifications set out in the By-laws and any policies and procedures of the YRSA will be approved. Should a renewal application be incomplete (including lack of required documentation and/or monetary payments), the Member may be referred for disciplinary action in accordance with Section 3.9 (Discipline of Members), below.

1.15 Membership Transferability

- (a) A Member's membership in the YRSA is not transferable. A membership may only be surrendered to the YRSA, subject to the terms and conditions set out in the By-laws and the policies and procedures of the YRSA. If no such terms and conditions are specified in the By-laws or the policies and procedures of the YRSA, the Board may establish them.

1.16 Termination

Membership in the YRSA is terminated when:

- (a) the Member dies, if the Member is a natural person;
- (b) the Member is liquidated or dissolved, if the Member is an incorporated organization;
- (c) the Member resigns by delivering a written resignation to the Chair of the YRSA, in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member's term of membership expires and has not been renewed in accordance with the By-laws and the policies and procedures of the YRSA;
- (e) the Member fails to maintain any of the qualifications or conditions of membership as described in Section 3.1 (Classes of Members), Section 3.2 (Eligibility for Membership in the YRSA), Section 3.3 (Conditions of Membership) of the By-laws, or any other qualifications or conditions of membership set out in the policies and procedures of the YRSA;

- (f) the Member is expelled or their membership is otherwise terminated in accordance with the Articles, the By-laws, or the policies and procedures of the YRSA; or
- (g) the YRSA is liquidated or dissolved in accordance with the Act.

1.17 Effect of Termination of Membership

Subject to the Act and the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the YRSA, automatically cease to exist.

1.18 Discipline of Members

- (a) The Board shall have authority to suspend or expel any Member from the Voting Members or Associate Members classes of membership from the YRSA on any one or more of the following grounds:
 - (i) violating any provision of the Articles, By-laws, or the policies and procedures of the YRSA;
 - (ii) carrying out any conduct which may be detrimental to the YRSA as determined by the Board in its sole discretion;
 - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the YRSA.
- (b) In the event that the Board determines that a Member should be suspended or expelled from the YRSA, the Chair of the Board, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' written notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair of the Board, or such other Officer as may be designated by the Board, in response to the notice received within such fifteen (15) day period. In the event that no written submissions are received from such Member by the Chair of the Board, or such other Officer as may be designated by the Board, the YRSA may proceed to notify the Member that the Member is suspended or expelled from the YRSA. If written submissions from the subject Member are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

1.19 Resignation Does not Affect Disciplinary Investigation

The resignation of a Member does not affect any disciplinary investigation undertaken by the YRSA involving the Member pursuant to Section 3.9 (Discipline of Members) above.

Article 4 – MEMBERS’ MEETINGS

1.20 Notice of Meetings of Members

- (a) Means of Notice. In accordance with, and subject to, the Act, notice of the time and, if applicable, the place of a Meeting of Members shall be given to each Member entitled to vote at a Meeting of Members, as well as to each Member of the Associate Members class and each Member of the Honorary Life Members class of the YRSA, not less than ten (10) days and not more than fifty (50) days before the date of the Meeting of Members.
- (b) Instructions for Attending Meetings by Telephonic or Electronic Means. A notice of a meeting to be held completely or partially by telephonic or electronic means must include instructions for attending and participating in the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Notice to Others. Notice of a Meeting of Members shall also be given to each Director and to the auditor of the YRSA (or the person appointed to conduct a review engagement of the YRSA) not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held.
- (d) Special Business. Notice of any Meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to allow Members to form a reasoned judgment on the matter. Such notice shall include the text of any Special Resolution or by-law that will be considered at the meeting.
- (e) Record Date. The Board may set a record date, not more than 50 days before the date of a Meeting of Members, to determine which Members are entitled to receive notice of the meeting or to vote at the meeting, in accordance with the Act. If no record date is set, it shall be the close of business on the day before the notice of the meeting is given, or, if no notice is given, the day on which the meeting is held.

1.21 Waiver of Notice

A Member and any other person entitled to attend a Meeting of Members may in any manner and at any time waive notice of a Meeting of Members, and attendance of any such person at a Meeting of Members is a waiver of notice of the meeting, except where such person attends a Meeting of Members for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

1.22 Place of Members’ Meetings

Meetings of Members may be held at any place within the Regional Municipality of York determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside the Regional Municipality of York.

1.23 Participation by Electronic Means at Members’ Meetings

If the YRSA chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means

of such telephonic, electronic, or other communication facility in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic, or other communication facility that the YRSA has made available for that purpose.

1.24 Members' Meeting Held Entirely by Electronic Means

Notwithstanding Section 4.4 (Participation by Electronic Means at Members' Meetings), if the Directors or Members of the YRSA call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

1.25 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors, and the auditor of the YRSA (or the person appointed to conduct a review engagement of the YRSA) and such other Persons who are entitled or required under any provision of the Act, Articles, or By-laws of the YRSA to be present at the meeting, including the Members of the Associate Members class and the Members of the Honorary Life Members class. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

1.26 Authorized Delegates of Members

A Voting Member shall inform the YRSA in writing, at least seven (7) days prior to a Meeting of Members, the name of any authorized delegate of the Voting Member. Only authorized delegates of the Voting Member may vote on behalf of such Voting Member.

1.27 Annual Meetings

An annual Meeting of Members shall be held at such time in each year as the Board may from time to time determine, provided that the annual meeting occurs no later than six (6) months after the end of the YRSA's preceding fiscal year end and within fifteen (15) months of the last annual meeting. The annual meeting shall be held for the purpose of: considering the financial statements and reports of the YRSA required by the Act to be presented at the meeting, considering the audit or review engagement report, if any; considering an extraordinary resolution to have a review engagement instead of an audit or not to have an audit or a review engagement; electing directors, if applicable; reappointment of incumbent auditor or person appointed to conduct a review engagement; and transacting such other business as may properly be brought before the meeting or is required under the Act (the "**Annual Meeting Business**").

1.28 Special Meetings

The Board may at any time call a special Meeting of Members for the transaction of any business which may properly be brought before the Members.

1.29 Special Business

All business transacted at a Meeting of Members, except for the Annual Meeting Business, is special business.

1.30 Members Calling a Members' Meeting

Subject to the exceptions in the Act, the Board shall call a special Meeting of the Members in accordance with the Act, on written requisition of Members in Good Standing carrying not less than ten percent (10%) or more of the voting rights that may be cast at a Meeting of the Members sought to be held. Subject to the Act, if the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

1.31 Chair of Members' Meetings

The chairperson of Meetings of the Members shall be the Chair of the Board. In the event that the Chair is absent, the Vice-Chair of the Board shall be the chair of Meetings of the Members. In the event that both the Chair and the Vice-Chair are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting *pro-tem*.

1.32 Quorum at Members' Meetings

- (a) Subject to the Act, a quorum at any Meeting of Members shall be that number of Members entitled to vote at the meeting representing a majority of allocated votes in accordance with Section 4.16 (Voting Rights), below. If a quorum is present at the opening of a Meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. For the purposes of determining quorum, a Member may be present in person, by delegate, or by telephonic and/or by other electronic means.
- (b) If a quorum is not present at the opening of a Meeting of Members, the Members entitled to vote who are present may adjourn the meeting to a fixed time and place but may not transact any other business.

1.33 Prohibition of Proxy Voting

- (a) Voting by proxy shall not be permitted at any Meeting of Members.

1.34 Voting by Mail or by Telephonic or Electronic Means at Members' Meetings

- (a) Each Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by Telephonic or Electronic Means.

1.35 Voting Rights

- (a) Subject to the Act, and in accordance with the Articles, each Member in Good Standing shall have the following voting rights at all Meetings of Members:
 - (i) **Not-for-Profit Clubs:** Each Not-for-Profit Club shall be entitled to one (1) vote for every registered player within their club.
 - (ii) **For-Profit Clubs:** Each For-Profit Club shall be entitled to one (1) vote.

- (iii) **Associate Members:** Associate Members shall be entitled to attend, speak, and be heard but shall not have a vote.
- (iv) **Honorary Life Members:** Honorary Life Members shall be entitled to attend, speak, and be heard but shall not have a vote.

1.36 Method of Voting

Subject to the methods of voting set out in Section 4.15 (Voting by Mail or by Telephonic or Electronic Means at Members' Meetings) above:

- (a) Voting for the election of Directors shall be conducted by secret ballot, which shall indicate the number of votes cast by each voting Member; and
- (b) Voting for all other matters shall be conducted by a show of hands unless a secret ballot is requested by a Member entitled to vote. If a secret ballot is requested, it shall indicate the number of votes cast by each voting Member.

1.37 Votes to Govern

At any Meeting of Members every question shall, unless otherwise provided by the Act, the Articles, or the By-laws, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not have a casting vote and the resolution is defeated.

1.38 Changing the Method of Voting by Members not in Attendance at a Meeting of Members

Pursuant to the Act, a Special Resolution is required to make any amendment to the By-laws of the YRSA to change the method of voting by Members not in attendance at a Meeting of Members.

Article 5 – BOARD OF DIRECTORS

1.39 Number and Composition of Directors

- (a) The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members entitled to vote on such resolution by Special Resolution.
- (b) The Board may include the following Director positions:
 - (i) Chair of the Board of Directors;
 - (ii) Vice-Chair of the Board of Directors; and
 - (iii) Any number of Independent Director positions permitted under the Articles and the Act.
- (c) Independent Directors shall be assigned a sequential number (e.g., Independent Director 1, Independent Director 2, Independent Director 3, and so forth).

1.40 Eligibility

In order for an individual to be eligible to be elected as a director of the YRSA such individual shall:

- (a) not have been an employee of the YRSA within the twenty-four (24) month period preceding such individual's nomination for election as a director;
- (b) be a resident of Ontario;
- (a) not have been convicted of a criminal offence under the *Criminal Code* of Canada for which a pardon or record suspension has not been granted;
- (c) not serve on the board of directors of any other organization that is a member of the YRSA, Ontario Soccer, Canada Soccer, or their respective clubs or affiliates.
- (d) be nominated by a Member of the Voting Members class;
- (e) be at least 18 years of age;
- (f) be a natural person and not an entity;
- (g) not be a person who has been found under the *Substitute Decisions Act, 1992*, or under the *Mental Health Act* to be incapable of managing property;
- (h) not be a person who has been found to be incapable by any court in Canada or elsewhere; and
- (i) not be a person who has the status of bankrupt.

1.41 Qualifications

In addition to the qualifications for Directors set out in the Act, each Director shall at the time of such individual's election as a Director and throughout the Director's term of office:

- (a) Pass any applicable screening procedures related to the screening of individuals who volunteer with the YRSA as set out in the policies and procedures of the YRSA.
- (b) Not be a paid employee, consultant, contractor, match official, or member of a judicial body of either the YRSA, Ontario Soccer, or Canada Soccer.
- (c) Not be a director or officer of any league or club affiliated with either the YRSA, Ontario Soccer, or Canada Soccer.

1.42 Director's Consent to Act

An individual who is elected or appointed as a Director must consent in writing to be a Director in accordance with the Act. A Director who is re-elected or re-appointed as a Director where there is no break in the Director's term of office does not need to consent to act as a director each time such individual is re-elected or re-appointed as a Director.

1.43 Nominations

- (a) The Board may appoint a nominations committee in accordance with Section 8.2 (Standing Committees), below.
- (b) Subject to the Act, nominations for the Board shall be communicated to the Members in accordance with the policies and procedures of the YRSA.
- (c) Nominations for the election of directors from the floor at any Meeting of Members are not permitted.
- (d) To be eligible for nomination to the position of Chair, an individual must:
 - (i) possess prior experience serving on the board of directors of a corporation or a soccer-related organization;
 - (ii) be nominated by two (2) Members of the Voting Members class; and
 - (iii) meet all other requirements set out in the By-laws and any policies and procedures of the YRSA.

1.44 Election of Directors

- (a) The Directors shall be elected by the Members at each annual Meeting of Members at which an election of directors is required.
- (b) All elections shall be decided by Ordinary Resolution of the Voting Members, which means a resolution passed by a majority (more than 50%) of the votes cast by the Members entitled to vote on that resolution. The election process shall be as follows:
 - (i) When there is only one valid nomination for a position, the nominee shall be elected by Ordinary Resolution.
 - (ii) When two or more valid nominations are made for a position, the nominee(s) receiving the highest number of votes shall be elected by Ordinary Resolution. In the event of a tie, the nominee with the fewest votes will be eliminated, and a subsequent vote will be conducted with the remaining candidates. This process shall continue until the required number of nominees for the position(s) is elected or a clear winner is determined.

1.45 Changes to Director Titles

- (a) For clarity, the following changes have been made to the titles of Directors under these By-laws:
 - (i) The President shall now be referred to as the Chair of the Board of Directors.
 - (ii) The Vice-President shall now be referred to as the Vice-Chair of the Board of Directors.

- (iii) The Secretary shall now be referred to as Independent Director 1.
- (iv) The Director of League Operations shall now be referred to as Independent Director 2.
- (v) The Treasurer shall now be referred to as Independent Director 3.
- (vi) The Director of Development shall now be referred to as Independent Director 4.
- (vii) The Director at Large shall now be referred to as Independent Director 5.

1.46 Transitional Provisions for the Current Directors

- (a) The current composition of the Board is such that:
 - (i) In the year 2025, elections shall be held for the following positions:
 - (A) Vice-Chair of the Board of Directors
 - (B) Independent Director 3
 - (C) Independent Director 4
 - (D) Independent Director 5
 - (E) Any additional Independent Directors, if applicable
 - (ii) In the year 2026, elections shall be held for the following positions:
 - (A) Chair of the Board of Directors
 - (B) Independent Director 1
 - (C) Independent Director 2
 - (D) Any additional Independent Directors, if applicable
- (b) Director positions may be added or removed as necessary in compliance with the Articles, the By-laws, and the Act. Any additional Independent Directors added pursuant to Section 5.6 (Election of Directors) shall be assigned a sequential number (e.g., Independent Director 6, Independent Director 7, Independent Director 8), without reference to prior director titles.

1.47 Term of Office and Number of Terms

- (a) Each Director shall be elected to hold office until the third annual Meeting of Members after such Director is elected, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election.

- (b) A Director may serve an unlimited number of consecutive terms, provided that such Director is duly re-elected and continues to meet the qualifications set out in the Act, the Articles, the By-laws, and the policies and procedures of the YRSA.
- (a) The adoption of these By-laws does not alter the term lengths of Directors serving at the time these By-laws come into effect. Each such Director remains subject to these By-laws but shall serve the remainder of their existing term in accordance with the term length originally established under the previous by-laws. If a Director who was elected prior to the adoption of these By-laws vacates their position before the end of their term, any replacement appointed or elected shall serve only for the remainder of that Director's original term. Upon the expiry of a Director's current term, the term length set out in these By-laws shall apply to their re-election or to the election of their successor.

1.48 Incumbent Directors

If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

1.49 Automatic Vacation of Office

The office of a Director shall automatically be vacated when

- (a) the Director dies;
- (b) the Director resigns in accordance with the Act and Section 5.12 (Effective Date of Resignation of Director) below;
- (c) the Director no longer meets the eligibility requirements set out in Section 5.2 (Eligibility) above or no longer fulfils all of the qualifications to be a Director set out in Section 5.3 (Qualifications) above, as determined in the sole discretion of the Board;
- (d) The Director has not provided written consent to hold office within ten (10) days of their election or appointment and was requested to do so by the Board within a reasonable period after their election or appointment.;
- (e) the Director is removed from office by the Members in accordance with Section 5.13 (Removal of Director) below;
- (f) the Director violates any provision of the Articles, By-laws, or the policies and procedures of the YRSA (including any ethics statement), as determined in the sole discretion of the Board;

Where an individual automatically vacates the office of a Director for one or more reasons set out in Subsection 5.11(c) to Subsection 5.11(f) (Automatic Vacation of Office), the Board shall pass a resolution to (i) acknowledge such vacation of office, and (ii) confirm the effective date of such vacation of office. In addition, the YRSA shall provide written confirmation to the individual in question confirming the reason for, and effective date of, such vacation of office.

1.50 Effective Date of Resignation of Director

A resignation of a Director becomes effective at the time a written resignation is sent to the YRSA or at the time specified in the resignation, whichever is later.

1.51 Removal of Director

Subject to the Act, the Members may by Ordinary Resolution at a special Meeting of Members remove any Director from office before the expiration of the Directors' term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

1.52 Filling Vacancies

- (a) In accordance with and subject to the Act and the Articles, a vacancy among the directors however caused may be filled only by a vote of the Voting Members in Good Standing, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles. Notwithstanding the foregoing, if the vacancy has arisen from a failure of the Members to elect the number or minimum number of Directors provided for in the Articles, the Board shall forthwith call a special Meeting of Members to fill the vacancy. If the Board fails to call such a meeting or if there are no Directors then in office, any Member may call the meeting. A Director elected to fill a vacancy holds office for the unexpired term of their predecessor;
- (b) Notwithstanding Subsection 5.14(a) (Filling Vacancies), vacancies on the Board that arise between annual Meetings of Members may be filled by appointment through a motion passed by a simple majority at any meeting of the Board provided that the Board has quorum at the time of the making of such motion to fill the vacancy. Any individual appointed or elected to fill such a vacancy holds office for the unexpired term of the individual's predecessor.

1.53 Staff Selection, Remuneration, and Duties

- (a) The Board shall have the authority to select and appoint staff as deemed necessary.
- (b) The remuneration of staff shall be determined by the Board, and their duties shall be prescribed by the Board.

Article 6 – MEETINGS OF DIRECTORS

1.54 Calling of Meetings of the Board

Meetings of the Board may be called by the Chair, the Vice-Chair, or any two (2) Directors at any time.

1.55 Notice of Meetings of the Board

- (a) Notice of the time and, if applicable, place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.1 (Method of Giving Any Notice) of this By-

law to every Director of the YRSA not less than seven (7) days before the time when the meeting is to be held.

- (b) If the meeting of the Board is to be held completely or partly by telephonic or electronic means, the notice for such meeting must include instructions for attending and participating in such meeting, and, if applicable, instructions for voting at such meeting.
- (c) Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- (d) Notice of an adjourned meeting is not required if all of the following are announced at the time of adjournment: (i) the time of the continued meeting, (ii) if applicable, the place of the continued meeting, and (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (e) Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in Subsection 36(2) of the Act that is to be dealt with at the meeting.
- (f) For the first meeting of the Board to be held following the election of Directors at an annual Meeting of Members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the Directors is present.

1.56 Chair of Board Meetings

The Chair of the YRSA shall chair all meetings of the Board. In the absence of the Chair, or if the meeting of the Board was not called by the Chair, the Vice-Chair (or designate) shall chair the meeting.

1.57 Regular Meetings of the Board of Directors

The Board shall meet a minimum of six (6) times per year. The Board may appoint a day or days in any month or months for regular meetings of the Board at an hour and, if applicable, place to be named.

1.58 Participation at Meeting by Telephonic or Electronic Means

A Director may, in accordance with the Act and the Regulations, participate in a meeting of the Board by means of a telephonic, electronic, or other communications facility that permits all participants to communicate with each other simultaneously and instantaneously during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at the meeting.

1.59 No Alternate Directors

No person shall act for an absent Director at a meeting of the Board, specifically: no Director may send another person to attend a meeting of the Board to represent that director and no Director

may appoint another person as that Director's proxy to attend a meeting of the Board on that Director's behalf.

1.60 Quorum

Subject to the Act or the Articles, a majority of the number of Directors elected or appointed according to Section 5.6 (Election of Directors) shall constitute a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person or by telephonic or electronic means.

1.61 Votes to Govern at Meetings of the Board

Each Director has one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not have a casting vote.

1.62 Confidentiality

Every Director shall respect the confidentiality of matters brought before the Board or before any committee of the Board.

1.63 Conflict of Interest

No Director shall be present during discussions or participate in any decision-making processes where a conflict of interest exists, including discussions related to appeals that involve their own club.

Article 7 – OFFICERS

1.64 Composition

- (a) The Officers of the YRSA shall be the Chair, Vice-Chair, Secretary, and Treasurer, all of whom are Directors of the Board.
- (b) The Officers of the YRSA shall be appointed by the Board.

1.65 Term

The term of each officer shall be three (3) years or until they or their successors are elected.

1.66 Duties of the Chair and Vice-Chair

- (a) The Chair of the Board shall, when present, preside at all meetings of the Board and all meetings of the Members.
- (b) If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board shall, when present, preside at all meetings of the Board and all meetings of the Members. In the absence or disability of the Chair of the Board, the Vice-Chair of the Board shall perform the duties and exercise the powers of the Chair of the Board.

1.67 Vacancy in Office

- (a) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer. Unless so removed, an Officer shall hold office until the earlier of:
 - (i) the expiry of the Officer's term of office,
 - (ii) the Officer's successor being appointed,
 - (iii) the Officer's resignation,
 - (iv) such Officer ceasing to be a Director; or
 - (v) such Officer's death.
- (b) If the office of any Officer shall be or become vacant, the Directors may, by resolution, appoint an individual to fill such vacancy.

1.68 Officers Simultaneously on the Board and Restrictions

- (a) Subject to the provisions of the Act and these By-laws, the following offices of the YRSA must be held simultaneously by members of the Board:
 - (i) the Chair of the Board of Directors.
 - (ii) the Vice-Chair of the Board of Directors.
 - (iii) the Secretary.
 - (iv) the Treasurer.
- (b) No Director may simultaneously hold more than one officer position.

Article 8 – COMMITTEES

1.69 Types of Committees

- (a) The Board may establish Standing Committees and/or Operational Committees as needed.
- (b) The Board may also establish ad hoc committees from time to time that the Board deems necessary for managing the affairs of the Corporation. The Board may appoint members of such ad hoc committees or provide for the election of members of committees, and may prescribe the duties and terms of reference of such ad hoc committees. The individual to chair ad hoc committees shall be appointed by the Board.

1.70 Standing Committees

- (a) The Board may establish Standing Committees as it deems necessary. Any Standing Committees established by the Board shall serve at the discretion of the Board and have such duties and responsibilities as the Board may determine. If any Standing Committees are created, the Chair shall serve as an ex-officio member of each Standing Committee. Each Standing Committee shall be chaired by a member of the Board.

1.71 Operational Committees

The Board may establish such operational committees as it deems necessary for managing the operations of the YRSA. The Board shall appoint members to these committees or provide for their election, and may remove members from operational committees and fill any vacancies that may occur. The Board may prescribe the duties and terms of reference for operational committees and may delegate to any operational committee any of its powers, duties, and functions, subject to the Act, the Regulations, and the By-laws.

1.72 Restrictions on Committees

- (a) No committee has the authority to incur debts in the name of the YRSA.
- (b) Directors may appoint from their number a managing director or a committee of directors and may delegate to the managing director or committee any of the powers of the directors.
- (c) Directors may not delegate the following powers to a managing director or committee of directors:
 - (i) To submit to the Members any question or matter requiring the approval of the Members.
 - (ii) To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation.
 - (iii) To appoint additional Directors.
 - (iv) To issue debt obligations except as authorized by the Directors.
 - (v) To approve any financial statements under section 83 of the Act.
 - (vi) To adopt, amend, or repeal the By-laws.
 - (vii) To establish contributions to be made, or dues to be paid, by Members under section 86 of the Act.

Article 9 – INDEMNIFICATION AND INSURANCE

1.73 Limitation of Liability

No director or officer shall be liable for the acts, receipts, neglects, or defaults of any other director or officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage, or expense happening to the YRSA through the insufficiency or deficiency of title to any property acquired by the YRSA for or on behalf of the YRSA, or for the insufficiency or deficiency of any security in or upon which any of the monies of the YRSA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person with whom or which any of the monies, securities, or effects of the YRSA shall be deposited, or for any loss occasioned by any error of judgement or oversight on his or her part, or for any other loss, damage, or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto, unless the same are occasioned by his or her own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

1.74 Indemnity of Directors and Officers

Except as provided in section 46 of the Act, every director and officer of the YRSA, every former director or officer of the YRSA, or a person who acts or acted at the YRSA's request as a director or officer of a body corporate of which the YRSA is or was a shareholder or creditor, and his or her heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the YRSA from and against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of such corporation or body corporate if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the YRSA or other entity, as the case may be; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

1.75 Insurance

Subject to the limitations contained in the Act, the YRSA may purchase and maintain insurance for the benefit of an individual referred to in Subsection 46(1) of the Act against any liability incurred by the individual:

- (a) in the individual's capacity as a director or officer of the YRSA; or
- (b) in the individual's capacity as a director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at the YRSA's request.

Article 10 – GENERAL MATTERS

1.76 Method of Giving Any Notice

- (a) **Method of Delivery** – Subject to Section 4.1 (Notice of Meetings of Members) and Section 6.2 (Notice of Meetings of the Board) above, any notice to be given (which term includes sent, delivered, or served) pursuant to the Act, the Articles, the By-laws, or otherwise to a Member, Director, Officer, or member of a committee of the Board or to the auditor (or person appointed to conduct a review engagement of the YRSA) shall be sufficiently given:
 - (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the YRSA, or in the case of notice to a Director, to the latest address as shown in the last notice that was filed by the YRSA in accordance with the Act;
 - (ii) if mailed to such person at such person's recorded address by prepaid ordinary mail;
 - (iii) if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
 - (iv) if provided in the form of an electronic document in accordance with the Act.
- (b) **Time of Delivery** – A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. For electronic communications, such as email, a notice shall be deemed to have been given when it is sent to the recipient's electronic address and is confirmed as delivered by the communication system, if such confirmation is available. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor (or person appointed to conduct a review engagement of the YRSA), or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the YRSA on any notice or other document issued by the YRSA may be written, stamped, typewritten, printed, or a combination of these methods.

1.77 Computation of Time

- (a) The notice period is calculated using calendar days, meaning each day is counted, including weekends and holidays, unless expressly stated that a given notice period is calculated using business days, or unless the Act provides otherwise.
- (b) When a specific number of days' notice or a notice period is required under these By-laws, the day on which the notice is given—whether by service, posting, or other means—shall not be counted in calculating the notice period, unless expressly stated otherwise.

For example, if a meeting requires seven days' notice and the notice is delivered on January 1st, the notice period begins on January 2nd, making January 8th the earliest valid meeting date.

1.78 Undelivered Notices

If any notice given to a Member is returned on three (3) consecutive occasions because such Member cannot be found, the YRSA shall not be required to give any further notices to such Member until such Member informs the YRSA in writing of the Member's new address.

1.79 Waiver of Notice

Any Member, Director, Officer, member of a committee of the Board, or auditor (or person appointed to conduct a review engagement of the YRSA) may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

1.80 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor (or person appointed to conduct a review engagement of the YRSA), or the non-receipt of any notice by any such person where the YRSA has provided notice in accordance with the By-laws, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

1.81 Invalidity of any Provisions of this By-law

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

Article 11 – DISPUTE RESOLUTION

Disputes or controversies among Members, Directors, Officers, registrants, and committee members, are as much as possible to be resolved in accordance with the dispute resolution provisions of the By-laws and the policies and procedures of the YRSA and Ontario Soccer.

Article 12 – AMENDMENTS

1.82 Amendment to Articles

The Articles may only be amended if the amendment is confirmed by a Special Resolution. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

1.83 By-laws and Effective Date

- (a) Subject to the Act and the Articles,
 - (i) the Board may, by resolution, make, amend, or repeal any By-laws that regulate the activities or affairs of the YRSA.
 - (ii) any such By-law, amendment, or repeal shall be effective from the date of the Special Resolution of the Members confirming such By-law, amendment, or repeal.
 - (iii) the Voting Members may make a proposal to make, amend, or repeal a by-law in accordance with the Act.
- (b) In accordance with the Articles and subject to the Act, any By-law, amendment, or repeal of a By-law shall require confirmation by the Members by Special Resolution.
- (c) All previous By-laws of the YRSA are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the By-laws or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred prior to their repeal.



York Region Soccer Association
385 Connie Crescent, Suite 101, Concord, ON., L4K 5R2