



# **North York Cosmos Soccer Club**

# **CONSTITUTION**

By-laws, Articles, Policies and Appendices

**REVISED: October 29, 2009**

**Approved by Executive October 29, 2009**

**Ratified at NYCSC AGM 2009**

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## **BY-LAW NO. 1**

### **A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF**

#### **NORTH YORK COSMOS SOCCER CLUB**

**BE IT ENACTED** and it is hereby enacted as a by-law of

#### **NORTH YORK COSMOS SOCCER CLUB**

(Hereinafter called the "**Corporation**") as follows:

#### **Article 1 - NAME**

The name of this Club shall be the North York Cosmos Soccer Club, hereinafter referred to as the Club. The headquarters of the Club shall be located within the District Boundaries of the North York Soccer Association, hereinafter referred to as the District Association. The registered colours for the club shall be White trimmed in Royal Blue and the alternate colours Royal Blue trimmed with White.

#### **Article 2 - OBJECTIVES**

2.1 The objectives of the North York Cosmos Soccer Club are as follows: to organize and promote soccer at all skill levels, to teach fair play and sportsmanship and to implement leadership clinics for players, coaches, referees and administrators as the need arises.

#### **Article 3 - AFFILIATIONS**

The Club shall be a Member of the North York Soccer Association and shall follow the published rules of the District Association and The Ontario Soccer Association, hereinafter referred to as The OSA. The Club is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

1. The OSA
2. The District Association
3. The Club

#### **Article 4 - MEMBERSHIP**

There are two classes of Member, namely, regular Member and life Member. Regular Member is any of the following:

- a registered player with no club fees or fines outstanding
- a parent of a registered player under 18 with no club fees or fines outstanding

- a registered Club coach with no club fees or fines outstanding
- a registered Club game official with no club fees or fines outstanding
- a registered Club administrator with no club fees or fines outstanding

Although an individual may qualify for, and be registered under, more than one of the above categories, each individual holds only one Membership in the Club, and is entitled to one vote at Members' meetings.

### **Player**

A Player shall become a regular Member when approved by the Club's Registrar.

Upon application, a coach shall become a regular Member upon acceptance by the directors of the Club. A coach is an individual who is registered with The OSA to teach, instruct, train and guide players to play the game of soccer

Upon application, a game official shall become a regular Member upon acceptance by the directors of the Club. A game official is an individual who is registered with The OSA to officiate soccer games.

An administrator shall become a regular Member upon election or appointment by the directors of the Club. An administrator is an individual who is registered with The OSA to be responsible for one or more of the functions required to operate a Club. For purposes of this definition, a team manager and a Director shall be classified as an administrator.

### **Life Member**

The Board of Directors may designate an individual as a life Member.

A life Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

### **Fees**

Membership fees for regular Members shall be set annually by the Board of Directors and ratified or amended by the Membership at a general meeting of the Club.

### **Discipline of 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 Club's published rules

and/or Policy and a hearing held in accordance with the Club's and OSA's published rules and/or Policy. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

Player, team and team official discipline for game infractions is governed in accordance with the procedures published by The OSA.

Any Member, who infringes the Articles or rules of the Club or brings the Club into disrepute, may be reprimanded, suspended or expelled from the Club after a hearing by the Board of Directors of the Club at which hearing the Member is entitled to attend.

### **Termination of Membership**

Membership in the Club shall be deemed to have been terminated:

1. if the Member submits a signed letter of resignation to the Club;
2. if the Member is expelled by the Club's Board of Directors
3. if the Member is no longer registered with the Club

## **Article 5 - BOARD OF DIRECTORS**

The Club shall be governed by a Board of Directors which shall consist of at least 5 individuals, or such number as not to be less than 3, as may be amended from time to time in accordance with the Club's By-Laws.

Each Director shall be at least eighteen (18) years of age at the time of election, and shall be a Regular Member of the Club and may not hold a position with the board or executive of a competing club or operate a business in competition with the North York Cosmos Soccer Club.

These individuals shall hold the positions of:

President  
Vice- President  
Secretary  
Treasurer  
Director-At-Large

The following positions maybe appointed by the elected board or elected and may consist of:

- Registrar
- Office Administrator
- Director of Representative Teams
- Director of House League
- Director of Tournaments
- Director of Indoor Soccer
- Director of Game Officials
- Director of Equipment
- Director of Sponsorship

A Director may hold more than one position.

An elected director shall serve for a term of two years or until his or her successor is elected or appointed.

The positions of President, Treasurer and Director at Large, shall be elected in odd numbered years while the positions of Vice-President and Secretary, shall be elected in even numbered years.

### **Director Vacancy**

A Director has the right to resign her or his position by submitting a signed letter of resignation to the Club.

A vacancy on the Board of Directors and their respective position(s) held, caused by death, or resignation which has been accepted by the Board of Directors, shall be filled by a majority vote of the Board of Directors if they constitute a quorum. The successor Director shall hold his or her incumbent's position(s) for the remainder of the term being filled. If there is not a quorum of Directors, then the Directors then in office shall forthwith call a special meeting of the Members to fill the vacancy.

### **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 she/he becomes incapable of performing the business of the Club
  - if she/he is absent from three or more meetings of the Board without satisfactory reason
  - if she/he no longer resides in reasonable proximity to the Club
  - if she/he becomes, or is discovered to be, an undischarged bankrupt; or
2. the Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
  - if she/he has been found guilty of an offence under the Harassment Policy of The OSA
  - if she/he has been found guilty of an offence involving violence under the Discipline Policy of The OSA
  - if she/he has been found in a conflict of interest either by the club policy or the Policy of The OSA
  - if she/he has failed to properly account for monies or other property belonging to the Club

- if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club.

A Member of the Board of Directors holding his or her respective position(s), as Director or other position(s), may be removed from office by the Board of Directors for good and sufficient cause by a 2/3's vote of the Board of Directors present, provided notice to remove the Director has been given to all Directors of the Club. If a Director is removed by the Board of Directors, the Board of Directors may appoint a successor to the position or positions for the remainder of the term(s) being filled.

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

### **Conflict of Interest and Standards of Conduct**

The Directors shall not be an owner or on the board of directors of a business or club in competition with the North York Cosmos Soccer Club nor a business where they may influence capital spending of the North York Cosmos Soccer Club.

The Directors shall be subject to the [\*\*\*Conflict of Interest Policy 21.0\*\*\*](#) in the OSA's published rules

### **Duties of Board of Directors**

The Board of Directors shall conduct the business of the Club during the periods between general meetings of the Club and in accordance with the authority granted to it in the published rules of the Club.

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the Club except for those positions elected by the Membership of the Club. This shall include the appointment of volunteer and paid positions within the Club's operations. The selection process and the appointments shall be based on procedures outlined in the Club's published rules.

The Board of Directors may also revoke, for cause, any appointment providing that it has followed the procedures for the revoking an appointment as outlined in the Club's published rules and/or policy.

### **Duties of Directors**

### **President**

Except:

1. as provided for in the Dispute Resolution Policy of the OSA, and
2. where the President delegates the responsibility to another person,

The President shall preside at all general meetings of the Club and of the Board of Directors. The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the Club.

### **Vice-President**

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board of Directors.

### **Treasurer**

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Club; shall report to the Board of Directors at least once per month; and shall submit an Annual Report to the Annual General Meeting.

### **Secretary**

The Secretary shall maintain a record of all minutes of the organization, and promptly provide copies to all directors and office administrator; maintain copies of all committee reports; notify officers and committee Members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in the Club's published rules; maintain record books in which bylaws, published rules and minutes are entered and have the current record books available at each meeting; send to the Membership a notice of each general meeting; send to the Board of Directors notices of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and, in the absence of the president and vice-president, preside until the immediate election or appointment of a new presiding officer.

### **Other Director Positions**

The duties of other Director Positions shall be determined by the Board of Directors.

**Quorum and Meeting** - A majority of the Directors shall form a quorum for the

transaction of business. Except as otherwise required by law, the Board may hold its meetings at the head office of the Corporation or at any such place or places as the President or any two (2) directors may, from time to time, determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence and any action taken at such meeting shall be as valid and effectual as if it had been taken at a meeting duly called and constituted. Meetings of the Board may be formally called by the President or by any two (2) Directors of the four (4) remaining Directors. Notice of such meetings shall be sent by personal delivery, prepaid mail or telecopy (internet) or given by telephone to each Director not less than forty-eight (48) hours before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meeting no notice need be sent. A meeting of the Board may also be held, without notice, immediately following the annual meeting of the Corporation. The Board may consider or transact any business, either special or general, at any meeting of the Board.

**First Directors Meeting** - At the first Board meeting following the AGM, the Directors will determine their responsibilities as prescribed by the Constitution and the order of their re-elections.

**Errors in Notice, Waiver** - No error or omission in giving such notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may, at any time, waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

**Participation by Telephone** - With the unanimous consent of all the Directors of the Corporation present at or participating in a meeting, a meeting of Directors or of a committee of Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director participating in such a meeting by such means is deemed to be present at the meeting.

**Voting** - Questions arising at any meeting of the Board shall be decided by a majority of votes of those present and voting. All Directors are eligible to vote. In case of an equality of votes, the motion shall be declared lost. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand were made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

**Powers** - The Board shall have full power with respect to all affairs of the Corporation and no by-law or resolution passed or enacted by the Board, or any other action taken by the Board, requires confirmation or ratification by the Members in order to become

valid or to bind the Corporation, unless such confirmation or ratification is required by statute.

**Remuneration** – The Directors of the Corporation may be entitled to receive remuneration payable to a Director who is also an officer or employee of the Corporation or is counsel or solicitor of the Corporation or otherwise serves it in a professional capacity shall be the salary as such officer or the professional fees as the case may be. The Directors shall be entitled to receive remuneration for any expenses incurred by them upon proof of such expenses.

### **Nominations and Elections**

Nominations for positions on the Board of Directors may be made by any Member 21 days prior to the annual general meeting or at a Special General Meeting called for that purpose.

Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution.

Election shall be by secret ballot, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.

A majority of the votes cast shall be required to elect Directors. In the event no candidate receives a majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.

An individual running for a Board position must have been a member of the Club for at least 1 year prior.\* \*amended in 2017

### **Article 6 - MEETINGS**

#### **General Meetings:**

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:

- email
- website notice
- posting at Club office
- any other method determined by the Members

Twenty five percent of the voting Members\* or at least 5 voting members whichever is less, shall form a quorum at all general meetings of the Club. Any questions shall be decided by a majority of the votes unless otherwise required by this By-Law or other law.

### **Annual General Meeting:**

The Club shall hold its Annual General Meeting not later than November 30<sup>th</sup> of the current year. The agenda of the Annual General meeting shall include:

1. Roll Call
2. Credentials Report
3. Minutes of Previous Annual General Meeting
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 and Directors
14. Any Other Business
15. Adjournment

### **A Special General Meeting of the Club:**

- a) may be called by the Board of Directors, or
- b) shall be called by the Board of Directors upon receipt of a written request submitted to the Club by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by not less than 25 Members or 25% of the voting Membership, whichever is less, setting out the items of business to be conducted at the Special General Meeting. The Special General Meeting shall be held within 30 days of receipt of the written request from the Members.

Only the business set out in the notice of the Special General Meeting shall be considered.

### **Voting at General Meeting:**

Every regular Member aged 18 and over shall have the right to attend, speak and cast one vote at Members' meeting of the Club.

Every regular Member under the age of 18 shall have the right to attend and speak at Members' meetings, but any vote must be cast by a parent or guardian who shall also have the right to attend and speak on behalf of that Member at Members' meetings.

\*\*There shall be one (1) vote per family \*\*

\*\* New add at 2007 AGM

### **Board of Directors Meeting:**

The Board of Directors shall meet at least 4 times per year, upon 7 days notice given by the President and Secretary, at such place and time as the Board of Directors may determine.

A majority of the Members 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.

### **Rules of Order**

All Member meetings shall be conducted in accordance with Robert's Rules of Order, insofar as they may apply, except as may be otherwise stipulated in this By-Law or other Rules and Regulations of the Club.

The annual general meeting shall be held no later than November 30th of each year. All members shall receive no less than fourteen (14) response days (Saturdays, Sundays and legal holidays are excluded) written notice of the date, time and location of the annual general meeting.

**Reports to Members** - A copy of the financial statements for the period that began immediately after the end of the last completed financial year and ended not more than six (6) months before the annual meeting and a copy of the auditor's report thereon, if any, shall be presented to the Members at the annual general Members' meeting.

**Persons Entitled to be Present** - Persons entitled to attend a meeting of Members shall be those entitled to vote thereat, the auditor, if any, of the Corporation, the Directors of the Corporation and others who although not entitled to vote are entitled or required under the provisions of the Act or by laws of the Corporation or any unanimous member agreement to be present at the meeting. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

**Quorum** - Two persons present in person and each entitled to vote there shall constitute a quorum for the transaction of business at any meeting of Members.

**Right to Vote** – The following individuals may apply to the Corporation to become Members: all registered players, parents or guardians of players (provided that each family with one (1) or more registered players, parents or guardians of players only have one (1) vote), each individual then currently engaged in the work of the Corporation as an officer, Director, coach or manager, and all persons then currently serving on committees or sub-committees of the Board shall only have one (1) vote. Regardless of

the foregoing, no individual is allowed to have more than one (1) vote. The membership year shall commence May 1<sup>st</sup> each year and terminate April 30<sup>th</sup> of the following year. At each meeting of Members, subject to the first sentence of this provision, every Member shall be entitled to vote who is entered on the books of the Corporation as a Member carrying the right to vote at such meeting in accordance with a membership list which shall be prepared not later than ten (10) days after the day immediately preceding the day on which notice is given.

**Voting** - Questions arising at any meeting of the Members shall, unless otherwise required by the letters patent or by laws of the Corporation, be decided by a majority of votes of those present and voting. In case of an equality of votes, the chairperson of the meeting shall not have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Member present, but if no demand were made, the vote shall be taken by show of hands. A declaration by the chairperson of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.

**Representatives** - An executor, administrator, committee of a mentally incompetent person, guardian or trustee and where a Corporation is such executor, administrator, committee, guardian or trustee of a testator, intestate, mentally incompetent person, ward or cestui que trust, any person duly appointed a proxy for such Corporation, upon filing with the Secretary of the meeting sufficient proof of his appointment, shall represent the membership in his or its hands at all meetings of the Members of the Corporation and may vote accordingly as a Member in the same manner and to the same extent as the Member of record.

**Scrutineers** - At each meeting of Members one or more scrutineers may be appointed by a resolution of the meeting or by the chairperson with the consent of the meeting to serve at the meeting. Such scrutineers need not be Members of the Corporation.

**Errors in Notice, Waivers** - No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

**Fees** - Fees shall be payable by Members as determined by the Board from time to time.

## **Article 7 – COMMITTEES**

**Appointment** - The Board may appoint such committees as it, from time to time, considers advisable.

**Power of Committees** - No committee shall have the power to act for or on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action. Committees shall only have the power to make recommendations to the Board, or to the Members, as the Board may, from time to time, direct.

**Membership on Committees** - Members of committees shall be appointed by, and hold office at the pleasure of the Board. Members of Committees need not be members of the Board.

**Reports of Committees** - The chairperson of each committee shall submit to the Board such reports as the Board may, from time to time, request, but, in any event, each chairperson shall submit an annual report to the Board at such time as the Board may, from time to time.

## **Article 8 - OFFICERS**

Staff or Conveners of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs (see Articles 4, 5 and 6).

**Agents and Attorneys** - The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may by thought fit.

## **Article 9 - GENERAL**

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

**Disclosure of Interest** - Every Director, officer, official or Member who has, directly or indirectly, any interest in any contract or transaction to which the Corporation is or is to be a party, other than a contract or transaction limited solely to remuneration as a Director or officer, shall declare such interest at the next meeting of the Board or the Members after such person became aware of such interest and shall, at that time, disclose the nature and extent of such interest as required by all applicable legislation.

**Dissolution** - Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be disposed of and transferred to an organization with similar objects.

**Remuneration** - The Board hereby delegates to such Directors, officers or officials as it may from time to time determine by resolution, the determination of the remuneration of the officers, officials and employees of the Corporation.

**Execution of Documents** - Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the Chair or Director (3 or 4) and by Director (1) or Director (2), and the Director (2) shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two of the Chair, Director (1), the Director (2) or Director (3 or 4) or by any persons authorized by the Board.

Any two of the Chair, Director (1), Director (2), Director (3) and Director (4) or any persons from time to time designated by resolution of the Board may vote or transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfers or acceptances of transfer, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

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

**Books and Records** -The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by all applicable legislation are regularly and properly kept.

**Notice By-Laws & Amendments** - Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided herein, such notice may be given either personally or by telecopy or by electronic transmission or by depositing same in a post office or a public letterbox, in a prepaid, sealed wrapper addressed to the Director, officer or Member at the address as the same appears on the books of the Corporation. A notice or other document so sent by post shall be deemed to have been given at the time when the same was deposited in a post office or public letterbox as aforesaid, or if telecopied or sent by electronic transmission shall be deemed to have been given when the same was transmitted. The declaration by Director (2) or the Chair that any such notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. For the purpose of sending any notice the address of any Member, Director, or officer shall be the last address of such person as recorded on the books of the Corporation. Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

**Computation of Time** - In computing the date when notice must be given under any provision of the letters patent or by-laws requiring a specified number of days' notice of

any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

## **Article 10 - FINANCE**

The accounts of the Club 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 or Certified 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

The audit or the Financial Review Engagement statement shall be presented to the Annual General Meeting for adoption.

At the Annual General Meeting of the Club, a chartered accountant firm shall be appointed to perform the audit or the Financial Review Engagement.

The fiscal year of the Club shall end on **August 31** of each year, unless otherwise ordered by the Board of Directors.

**Borrowing of Money, etc.** - The directors of the Corporation may from time to time: borrow money on the credit of the Corporation; issue, reissue, sell or pledge debt obligations of the Corporation; give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation; and delegate the powers conferred on the directors under this by-law to a director, a committee of directors or an officer of the Corporation to such extent and in such manner as the directors shall by resolution determine.

**Cheques, etc.** – The banking business of the Corporation or any part thereof, shall be transacted with such bank, trust company or other firm or Corporation carrying on banking business as the Directors may designate, appoint or authorize from time to time by resolution. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same

may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all bank forms or settlement of balances and release or verification slips.

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

**Auditors** - The Members shall, at each annual meeting, appoint an auditor or auditors of the Corporation, and, in default of such appointment, the Board shall make such appointment. Any auditor so appointed shall hold office until the next annual meeting. Notwithstanding the foregoing, the Corporation is exempt from an annual audit if the gross annual income of the Corporation is less than \$10,000.

**Fiscal Year** - The fiscal year of the Corporation shall end on a date to be determined by the Directors and thereafter on the anniversary date thereof in each year, until changed by resolution of the Directors.

## **ARTICLE 11 - INDEMNIFICATION AND PROTECTION OF DIRECTORS AND OFFICERS**

All Directors or officers 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:

- all costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Director or officer for or in respect of any act, deed, matter or thing whatsoever, made done or permitted by such Director or officer in or about the execution of the duties of the office; and
- all other costs, charges and expenses that such Director or officer sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by the wilful neglect or default of such Director or officer.

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 other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board 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 the Corporation shall be invested, or for any loss or damage arising from the bankruptcy or insolvency or tortious act of any person, firm or corporation with whom any moneys, securities or effects of the Corporation shall be 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 loss occasioned by any error of judgement or oversight on such person's part, or for any loss, damage or misfortune whatever which may happen in the execution of the duties of such office or in relation thereto unless the same shall happen through such person's own wilful neglect or default.

The Board may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from any actions based upon such statement or report.

The Board may, from time to time, cause the Corporation to give indemnities to any Director, officer, official, or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and to secure such person against loss by mortgage or charge upon the whole or any part of the real and personal property of the Corporation by way of security. Any such action taken, from time to time, by the Board shall not require approval or confirmation by the Members.

**Insurance for Directors and Officers** - The Corporation may purchase and maintain insurance for the benefit of the Directors or officers of the Corporation, former Directors or officers of the Corporation or persons who act or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a Member or creditor and his heirs and legal representatives against any liability incurred by him, in his capacity as a Director or officer of the Corporation, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Corporation; or in his capacity as a Director or officer of another body corporate where he acts or acted in that capacity at the Corporation's request, except where the labeled relates to his failure to act honestly and in good faith with a view to the best interests of the Corporation.

## **Article 12 - DISPUTE RESOLUTION**

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

Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to The OSA, with a copy to the Club and District Association, 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 to be used for game discipline which follows

the normal discipline and appeals process.

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

### **Article 13- HARASSMENT**

The Club 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 Club.

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

### **Article 14 - APPEALS**

- a) Any Member or registrant of the Club directly affected by a decision of the Club may appeal such decision. The denial or termination of Membership in the Club may be appealed by a non-Member.
- b) A decision of the Club may be appealed to the District Association with which the Club is affiliated. The appeal shall be conducted in accordance with The OSA's and District Association'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 any coach or administrator position within the Club's operations, except where the selection, appointment and revocation process outlined in the Club's published rules has not been followed.
- d) An individual shall not appeal a decision made by the Club regarding a player's team assignment.

### **Article 15 - DEFINITIONS/TERMINOLOGY**

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.

### **Article 16 – AMENDMENTS**

The By-laws of the Corporation may be repealed, amended or added to by By-law enacted by an affirmative vote of a majority of Directors present and voting at a meeting of the Board and sanctioned by an affirmative vote of at least two-thirds of the votes cast at a meeting of Members duly called for the purpose of considering such By-law. The Board of Directors may approve and publish Rules and Regulations and Policies which are not inconsistent with this by-law and are not inconsistent with the Rules and Regulations and Policies a higher level governing organization.

# POLICIES

- A. The following applies to all Members in the Club, whether playing within Toronto, Canada or internationally. All Members of the group associated with a team shall be responsible for adhering to the standards of conduct as published in Appendix I, respecting all parts of Appendix L and the standards as stated below regarding games. These standards shall be considered a condition of being a member and/or playing soccer for the Club.
- a) The conduct of all members of the party shall be the ultimate responsibility of the team:
    - i. All accompanying officials should set exemplary standards.
  - b) Officials and players participating in or representing the Club should display exceptional demeanor at all times:
    - i. Failure to do so will result in disciplinary action by the Club.
  - c) Every team official is responsible to the Club for the actions of his/her players, officials, and spectators within ten (10) meters of the perimeter of the playing field:
    - i. These people are permitted to take part in or be present at games on the condition that they honour and respect North York Cosmos' Constitution, Bylaws and Rules.
  - d) Since rules cannot be devised capable of meeting every possible incident of the game, all competitors and officials shall be guided by the spirit and intent of the rules to follow the ordinary customs of the sport, and should discourage all attempts to win by means other than fair competition.
  - e) Every team is required to take all necessary precautions to prevent its players, team officials and spectators from threatening, abusing and/or assaulting any person present at league, tournaments and exhibition games.
  - f) It is an offence for any person or group of people to place a wager on any game played under the jurisdiction of the Club.

**Policy 2: HARASSMENT POLICY**

The North York Cosmos Soccer Club will abide by the Harassment policy of the O.S.A. In the event someone in the Club wishes to lodge a harassment complaint such shall be submitted in writing to the District's Harassment Officer(s). The Harassment Policy is available from the Club (see Appendix B).

**Policy 3: ZERO TOLERANCE POLICY**

The North York Cosmos Soccer Club is a strong supporter of making sport safe for its youth. Verbal abuse directed towards referees has been a particular problem. Accordingly, the NYCSC has set up the following program to help ensure the safety and enjoyment of all.

Any team official or spectator judged by the NYCSC Discipline Board to be guilty of abusive conduct towards a game official will be reprimanded in writing. A second conviction, during the same season, will result in the member being restricted from all services rendered by the Club including attendance at all soccer activities within the Club. In extreme cases, as determined by the Discipline Board, a member may be reinstated subject to a review hearing.

If a game is abandoned due to the conduct of a fan not associated with either team, the executive will determine the status of the game.

**Policy 4: SCREENING POLICY**

**North York Cosmos Soccer Club accepts its responsibility to children, young adults, parents, volunteers and staff involved in its programs and is committed to enduring adherence to the following policy to support the provision of sound, safe and healthy soccer experiences in its community.**

**Due to the positions of trust that are inherent in the provision of active, high quality sport activities, volunteers and employees shall be required to undergo a screening process based on the duties assigned by the Club.**

**This screening process will be comprised of a variety of measures and may include a Police Reference Check (see Appendix C). All volunteers and employees will be required to participate in an orientation that will introduce duty assignments as well as relevant Club policies and expectations.**

**Policy 5: CRIMINAL RECORD CHECK**

**The North York Cosmos Soccer Club's Constitution, Bylaws and Rules require certain positions within the Club to submit a Police Record Check prior to appointment with the Club.**

**The NYCSC Selection Committee will determine that Police Record Checks submitted were in order for all applicants for positions with the Club.**

**In the event of any irregularities on a Police Record Check the matter will be referred to the NYCSC's President to resolve.**

**Following initial appointment to a position within the NYCSC, which requires a PRC, no additional PRC's will be required as long as one serves with the Club without interruption (see Appendix D and E).**

**Policy 6: Waivers**

**There are available two (2) waiver forms:**

**a) Adult Waiver/Release (see Appendix F):**

- i. Any adult (coach, manager, referee, etc.) that will be actively involved in the soccer program must sign this waiver/release.
- ii. Any youth (under 18) participating in the soccer program as a coach, manager, referee, etc. must sign a waiver.

**b) Minor Waiver/Release (see Appendix G):**

- i. The parents/guardian of any minor (under 18 years of age) in the soccer program in any way must sign a waiver/release before the child may participate.

# APPENDICES

## APPENDIX A

### LETTER OF CONFIDENTIALITY and NON-DISCLOSURE

**In consideration of all information provided by the Members of the North York Cosmos Soccer Club (hereinafter known as the Club) to include its Directors, Executive and Officers, the Club and the undersigned agrees to the following:**

- A. The Club will treat any and all information received (whether written, oral or in electronic form) from its Members as Private and Confidential unless said information must be disclosed as per the terms and conditions of this Letter of Confidentiality and Non Disclosure (hereinafter known as Letter), the Constitution of the Club, or required by a court of law.
- B. The Club will treat all said information received and all right, title and interest in the said information, as the property of the Member(s) as per the terms and conditions of this Letter.
- C. The Club will only utilize any and/or all said information solely for the purpose of evaluating and/or acting upon the said information. Further, the Club will not, directly or indirectly, except as per the terms and conditions of this Letter and/or the Club's Constitution, deal with, use, exploit, disclose or release any said information now or hereafter received or obtained from its Members. Disclosure of the said information may only be made within the Club and to others whom the Club determines needs to know. Members require and the Club agrees that any people, to whom any said information is disclosed, will maintain confidentiality in accordance with the provisions of this Letter and the Constitution of the Club.
- D. The Club in its best judgment will treat all said information as responsibly as it deems possible. The Club will not be held liable or responsible to any Member due to the Club's actions that it deems to be in the best interest of its Members.
- E. In the event a Director or Directors, Executive and/or an Officer or Officers of the Club have a conflict of interest regarding any said information, those persons will not be privy to such information.

**The Club and the undersigned mutually consent and agree to act towards each other with the utmost good faith in the implementation of the terms, conditions and intent of this Letter.**

**Upon signing of this signed Letter, the Club and the undersigned are legally bound to all terms and conditions set forth in this Letter.**

Per: \_\_\_\_\_ Signature of Undersigned \_\_\_\_\_ Dated \_\_\_\_\_

Per: \_\_\_\_\_ Printed Name of Undersigned \_\_\_\_\_

Per: \_\_\_\_\_ Signature of the Club's Representative \_\_\_\_\_ Dated \_\_\_\_\_

Per: \_\_\_\_\_ Printed Name of the Club's Representative \_\_\_\_\_

## APPENDIX B

### Policy and Guidelines on Harassment and Sexual Molestation Policy

As part of the continuing and ongoing concern of the North York Cosmos Soccer Club (hereinafter known as "the Club") in providing a positive and safe environment within the community, the Executive Committee has established the following policy and guidelines for the behavior of its officials and volunteers in its activities and operations.

1. **The Club policy is, that at all times, every individual who is involved in the Club's areas of activity will be free from harassment of any kind. In particular, all minor soccer players attending any event arranged by the Club (practices, tryouts, league games, tournaments and/or meetings) will be free from sexual molestation at all times.**
2. **The Club includes the following within its decision of harassment: comments, conduct or gestures directed towards any individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive.**
3. **The Club includes the following within its decision of sexual molestation: unwelcome sexual advances, requests for sexual favours or other verbal and/or physical conduct of a sexual nature. In addition, implied or express promises of reward or benefit for complying with a sexual oriented request, threats of reprisal or the denial of opportunity for refusal to comply with a sexually oriented request.**

### COMPLAINT PROCEDURE

If harassment or sexual molestation is suspected the following procedure is to be used to lodge a complaint:

1. **Contact the North York Cosmos Soccer Club executive at:**

P.O. BOX 705  
DON MILLS, ONTARIO                          or                          FAX: 416 446 5980  
M3C 2T6

2. **The complaint will be discussed with the complainant.**
3. **If after the discussion and investigation, the Club policy has not been breached, no further steps will be taken.**
4. **If after the discussion and investigation, the Club policy has been breached:**
  - (A) **the Club and/or the OSA will take appropriate disciplinary action; and**
  - (B) **the Complainant may lay criminal charges.**
5. **Every effort will be made to ensure that confidentiality is maintained.**

## BEHAVIOURAL GUIDELINES

**The following suggestions are made with the intention of providing safeguards for those officers, managers, coaches and all other individuals involved in the activities of the Club, to avoid exposures, which have the possibility of compromising the position of these individuals in situations that could expose them to indefensible accusations of opportunity for sexual molestation.**

1. **Never put yourself in a position that leaves you alone with a child that is not your own. Always ensure that there is a second adult with you.**
2. **If staying in a hotel or other accommodation, do not have minors, who are not your own, in the same hotel room with you.**
3. **Be careful of the language you use (eg. avoid sarcasm, put downs, etc.).**
4. **Do not physically touch a child in a friendly or supportive manner.**

**In other words, always take pro-active steps and use commonsense when you find yourself faced with unusual circumstances or compromising situations, which may expose the Club and/or you to the possibility of being accused of improper behavior.**

## **ACKNOWLEDGEMENT AND DECLARATION**

**I hereby acknowledge that I have received the North York Cosmos Soccer Club's, *Policy and Guidelines* on harassment and sexual molestation and that I have read and understood them.**

**I agree to abide by this policy and to observe the guidelines while carrying out my responsibilities within the activities of the Club. I also understand that if I do not that it may be necessary for the Club to take appropriate disciplinary action against me.**

**I also hereby specifically declare that at no time in the past have I behaved in a manner that would have violated the Club's *Policy on Harassment and Sexual Molestation* as described in the attached document.**

**Signed this \_\_\_\_\_ day of \_\_\_\_\_, 200\_\_\_\_ in  
the City of Toronto, Province of Ontario, Canada.**

A. Name: \_\_\_\_\_ Signature: \_\_\_\_\_

**ClubPosition/Responsibility:** \_\_\_\_\_

**Member of the North York Cosmos Witnessed by an executive Soccer Club:**

**Name:** \_\_\_\_\_ **Signature:** \_\_\_\_\_

**Date:** \_\_\_\_/\_\_\_\_/20\_\_\_\_ **Executive position:** \_\_\_\_\_

**APPENDIX C**

**SCREENING POLICY**

**North York Cosmos Soccer Club accepts its responsibility to children, young adults, parent, volunteers and staff involved in its programs and is committed to enduring adherence to the following policy to support the provision of sound, safe and healthy soccer experiences in our community.**

Due to the positions of trust that are inherent in the provision of active, high quality sport activities, volunteers and employees shall be required to undergo a screening process based on the duties assigned by the Club. This screening process will be comprised of a variety of measures and may include a Police Reference Check. All volunteers and employees will be required to participate in an orientation that will introduce duty assignments as well as relevant Club policies and expectations.

**APPENDIX D**

**CRIMINAL RECORD CHECK**

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