



***SOUTHWEST
SOCCER***

BY-LAWS

SOUTH-WEST REGIONAL SOCCER ASSOCIATION

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SOUTH-WEST REGIONAL SOCCER ASSOCIATION (“SWRSA”)

BY-LAWS

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

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

- (a) *Act* means the Ontario *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 as from time to time amended, and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws of the SWRSA to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.
- (b) *Articles* means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the SWRSA.
- (c) *Board* means the Board of Directors of the SWRSA.
- (d) *By-laws* means these by-laws and all other by-laws of the SWRSA from time to time in force and effect.
- (e) *Districts* means incorporated district soccer associations that register players, coaches and managers within a geographic region in Ontario and that has club teams that participate in leagues in accordance with governing documents.
- (f) *Club* is a Governing Organization that is affiliated to, and under the jurisdiction of a SWRSA and is a registered organization that registers all players, team officials and administrators of their organization and organizes teams. A not-for-profit Club has an elected Board of Directors. A for-profit Club may have a Board of Directors or shareholders.

A *Youth Club* may operate as either a registered not-for-profit or for-profit entity, but must be incorporated. The Club is the Governing Organization whose primary, long-term objective is to provide players with development and training through the provision of necessary training facilities and infrastructure.

A *Senior Club* may operate as a registered not-for profit or for-profit entity and is not required to be incorporated.

- (g) *Director* means an individual elected or appointed to the Board.
- (h) *Meeting of Members* includes an Annual Meeting of members and a special meeting of members.
- (i) *Member* means a Person having a membership in the SWRSA and *Membership* means the collective membership of the SWRSA.
- (j) *Member in Good Standing* means a Member who (i) continues to meet the conditions set out in Section 3.3 below, (ii) has not been disciplined by the SWRSA in accordance with Section 3.9 below, and (iii) has completed and remitted all documents required by the SWRSA.
- (k) *Officer* means an individual elected or appointed as an officer of the SWRSA according to the provisions of Article 7.
- (l) *Ordinary Resolution* means a resolution that (i) is submitted to a Meeting of the Board or 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.

- (m) *Person* includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative.
- (n) *Player Registration Fees* refers to an annual fee that is paid by each player through a member club in good standing, to the SWRSA. Such fees shall include those amounts paid to Ontario Soccer and any software technology fee required for player registration, as approved by the Board of Directors.

Associate Member Membership Fees shall refer to the annual membership fee paid to the SWRSA by Associate Members as approved by the Board of Directors.
- (o) *Regulations* means the regulations made under the Act, as amended, restated or in effect from time to time.
- (p) *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.
- (q) *SWRSA* means the South-West Regional 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 importing the singular number only shall include the plural and vice versa;
- (c) 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.
- (d) 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.
- (e) 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

2.1 Financial Year End

Unless otherwise determined by the Board, the financial year-end of the SWRSA shall be October 1st to September 30th in each year.

2.2 Corporate Seal

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

2.3 Conduct of Meetings

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

2.4 Execution of Documents

- (a) Contracts, etc. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the SWRSA may be signed by any two officers or directors, signing together or as set out in the Rules and Regulations. 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 Rules and Regulations.
- (b) Payments and Financial Instruments. All payments issued or endorsed in the name of the SWRSA shall be approved by such Officers and employees of the SWRSA in such manner as shall be determined from time to time by resolution of the Board or as set out in the Rules and Regulations.

2.5 Rules and Regulations

- (a) Subject to the Act, the Board may adopt, amend or repeal such operating policies and operational procedures that are not inconsistent with the Articles or the By-laws relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest, as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy or operational procedure adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board. The Board may not adopt policies and procedures in respect of matters that the Act contains mandatory rules about or which the Act requires to be included in either the Articles, the By-laws or both the Articles and the By-laws.

2.6 Auditor and Level of Financial Review

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

2.7 Annual Audited Financial Statements

The SWRSA shall send copies of the annual financial statements and any other documents required by the Act to the Members not less than twenty-one (21) days before the day on which an annual Meeting of Members is held or before the day on which a written resolution in lieu of an Annual Meeting is signed to all Members who have informed the SWRSA that they wish to receive a copy of those documents.

ARTICLE 3 MEMBERS

3.1 Classes of Members

Subject to the Act and the Articles, there shall be three classes of members in the SWRSA: Club Members, Associate Members and Life Members.

- (a) Club Members
 - (i) Club Membership will be available to Clubs that meet the following criteria:
 - (A) are properly constituted soccer clubs

- (B) have their headquarters in the District
- (C) operate within defined boundaries as set out in the Rules & Regulations
- (D) All Clubs shall have By-laws that meets the minimum requirements for Club By-Laws in accordance with the Ontario Soccer's published rules.
- (E) A Club which meets Ontario Soccer's definition of:
 - i. professional club which operates professional team(s) only
 - ii. club which operates both professional and amateur teams
 - iii. social club
 - iv. service club
 - v. club operated by a municipality
 - vi. club operated by a facility
 - vii. club running a senior recreational league
 - viii. for-profit club

can apply in writing for an exemption from any minimum requirement for Club By-laws, subject to the approval of the Board of Directors of the both the SWRSA and Ontario Soccer.

- (ii) The term of membership of a Club Member shall be annual from January 1st – December 31st and is subject to renewal in accordance with this By-law or the Rules and Regulations.
- (iii) Subject to the By-laws, each Club Member is entitled to send a single delegate or a group of delegates representing the Club Member to all Meetings of Members
- (iv) As set out in the Articles, each Club Member is entitled to receive notice of, attend and vote at all Meetings of Members, in accordance with the provisions of the By-laws.

(b) **Associate Members**

- (i) Associate Membership will be available to soccer organizations within the SWRSA meeting the qualifications defined in accordance with the Articles of the By-laws and/or the Rules and Regulations.
- (ii) The term of membership of an Associate Member shall be annual from January 1st – December 31st and is subject to renewal in accordance with this By-law or the Rules and Regulations.
- (iii) As set out in the Articles, subject to the Act and the Articles, an Associate Member shall be entitled to receive notice of, attend and one (1) vote at Meetings of the Members of the SWRSA.

(c) **Life Members**

- (i) Life Membership will be available to individuals who have exemplified the values of the SWRSA and have acted as a pinnacle example of the SWRSA. Individuals considered for life membership are individuals who have rendered special service and

significant an overall contribution to the game of soccer in Ontario to an extent beyond normal participation.

- (ii) The term of membership of each Life Member is for the life of the Life Member, and not subject to renewal.
- (iii) As set out in the Articles, subject to the Act and the Articles, a Life Member shall be entitled to receive notice of and attend at Meetings of the Members of the SWRSA but are not permitted to vote.
- (iv) Life membership shall be approved by the Board.

3.2 Eligibility for Membership in the SWRSA

Membership in the SWRSA is not automatic and is not a right of any Person. With the exception of Life Members, membership in the SWRSA shall be available only to soccer organizations who are interested in furthering the SWRSA's purposes, who have applied for membership into the SWRSA in accordance with the provisions of the Articles, By-laws and the Rules and Regulations, who meet the conditions set out in Section 3.3 below, and who have been admitted into the Membership in the SWRSA by the Board of Directors in accordance with the provisions of the Rules and Regulations.

3.3 Conditions of Membership

Subject to Section 3.1, a soccer organization may become a Member provided that:

- (a) it applies for membership in the SWRSA in writing on the form approved by the Board;
- (b) it pays all fees, dues and other monies approved by the Board; and
- (c) it agrees to comply with all of the SWRSA governing documents, including the Articles, the By-laws and the Rules and Regulations.

3.4 Dues , Fees and Other Monies

- (a) Annual Player Registration Fees and Annual Associate Member Membership Fees may only be implemented after such annual Player Registration Fees and Annual Associate Member Membership Fees have been approved by the Board.
- (b) Members will be notified in writing of all dues, fees, annual Player Registration Fees, annual Associate Member Membership Fee, and other monies at any time payable, and if such dues, fees, annual Player Registration Fees, annual Associate Member Membership Fee, or other monies are not paid within sixty (60) days of the membership renewal date or notice of default, the Member may be referred for disciplinary action in accordance with Section 3.9 below.

3.5 Renewal of Membership

- (a) Other than Life Members, all Members must apply for renewal of their membership before the end of the term of membership in accordance with the Rules and Regulations. In order for a Member, other than a Life Member, qualify to remain a Member of the SWRSA, such Member must
 - (i) continue to meet the eligibility requirements set out in Sections 3.1 and 3.2 above;
 - (ii) apply for renewal of their membership in writing using the form approved by the Board;

- (iii) submit all documentation set out in the renewal application form;
 - (iv) agree to continue to comply with all of the SWRSA's governing documents, including the Articles, the By-laws and the Rules and Regulations; and
 - (v) pay all fees, dues, annual Player Registration fees, annual Associate Member Membership Fees, and other monies approved in accordance with the By-laws and the Rules and Regulations.
- (b) Approval of Renewal – Only renewal applications that are complete and which include all of the required documents, all payments due to the SWRSA and meet all of the conditions and qualifications set out in the By-laws 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 below.

3.6 Membership Transferability

A Membership may only be transferred to the SWRSA.

3.7 Termination

Membership in the SWRSA is terminated when:

- (a) the Member dies, if the Member is an individual;
- (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 SWRSA, 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 or the Rules and Regulations;
- (e) the Member fails to maintain any of the qualifications or conditions of membership described in Sections 3.1, 3.2 or 3.3 of these By-laws;
- (f) the Member is expelled or their Membership is otherwise terminated in accordance with the Articles or By-laws; or
- (g) the SWRSA is liquidated or dissolved under the Act.

3.8 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 SWRSA, automatically cease to exist.

3.9 Discipline of Members

The Board shall have authority to suspend or expel any Club Member or Associate Member from the SWRSA on any one or more of the following grounds:

- (i) violating any provision of the Articles, By-laws or the Rules and Regulations;
- (ii) carrying out any conduct which may be detrimental to the SWRSA 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 SWRSA.
- (b) In the event that the Board determines that a Member should be suspended or expelled from Membership in the SWRSA, 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 by the Chair of the Board, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or will be making a recommendation to the Members that the Member be expelled from Membership in the SWRSA. If written submissions 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.
- (c) Should the Board determine that a Club Member or an Associate Member be expelled from the Membership of the SWRSA, the Board shall call a special Meeting of Members and present its recommendation to the Members at such meeting. The expulsion of a Club Member or an Associate Member must be passed by the Members at such meeting by Special Resolution.

3.10 Resignation Does not Affect Disciplinary Investigation

The resignation of a Member does not affect any disciplinary investigation undertaken by the SWRSA involving the Member pursuant to Section 3.9 above.

ARTICLE 4 MEMBERS' MEETINGS

4.1 Notice of Members Meetings

- (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 the meeting not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held.
- (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 SWRSA (or the person appointed to conduct a review engagement of the SWRSA) 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 permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting.
- (e) Record Date. The Directors may fix a record date for determination of Members entitled to receive notice of any Meeting of Members in accordance with the requirements of the Act.

4.2 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.

4.3 Place of Members' Meetings

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

4.4 Participation by Electronic Means at Members' Meetings

If the SWRSA 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 SWRSA has made available for that purpose.

4.5 Members' Meeting Held Entirely by Electronic Means

Notwithstanding Section 4.3, if the Directors or Members of the SWRSA 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.

4.6 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 SWRSA (or the person appointed to conduct a review engagement of the SWRSA) and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the SWRSA to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.7 Authorized Representative of Member

Members shall inform the SWRSA in writing at least seven (7) days prior to a Meeting of Members, the name of the authorized representative of the Member. Only the authorized representative of the Member may vote on behalf of such Member.

4.8 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 must be held not later than six (6) months after the end of the SWRSA's preceding fiscal year end. The Annual Meeting shall be held for the purpose of: considering the financial statements and reports of the SWRSA required by the Act to be presented at the meeting, considering the audit or review engagement report, if any; considering an extraordinary resolution (80% majority vote) 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”).

4.9 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.

4.10 Special Business

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

4.11 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.

4.12 Chair of Members’ Meetings

The chairperson of Meetings of the Members shall be the Chair. In the event that the Chair is absent, the Vice Chair 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.

4.13 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 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 proxy, 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 present may adjourn the meeting to a fixed time and place but may not transact any other business.

4.14 Proxies

- (a) Every Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
 - (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - (ii) a proxy must be submitted to the Registered Office of the SWRSA at least forty-eight (48) hours prior to the meeting of the Members;
 - (iii) a Member may revoke a proxy by depositing a document signed by the Member or the Member’s attorney in accordance with the Act and the Regulations;

- (iv) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
 - (v) a proxy shall be in writing, executed by the Member or the Member's attorney and shall conform with the requirements of the Act and the Regulations; and
 - (vi) votes by proxy shall be collected, counted, and reported in such manner as the chair of the meeting directs, in accordance with the Act and the Regulations.
- (b) No person may hold more than two (2) proxies.

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

- (a) In addition to voting by proxy as set out in Section 4.14, each Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility.

4.16 Voting Rights

- (a) Subject to the Act and in accordance with the Articles, each Member who is a Member in Good Standing has the following voting rights at all Meetings of the Members:
 - (i) A Club Member of the Association shall be entitled to one (1) vote for each Forty dollars (\$40), or part thereof, of registration fees retained by SWRSA.
 - (ii) An Associate Member shall be entitled to one vote on any matter.
 - (iii) Each Life Member shall have no vote but may introduce and debate any matter deemed relevant to the business of the SWRSA.

4.17 Method of Voting

Subject to the methods of voting set out above,

- (a) Voting for the election of Directors shall be by way of secret ballot; and
- (b) Voting for all other matters shall be by way of a show of hands, unless a secret ballot is requested by a Member entitled to vote at the meeting.

4.18 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.

4.19 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 SWRSA to change the method of voting by Members not in attendance at a Meeting of Members.

ARTICLE 5 BOARD OF DIRECTORS

5.1 Number of Directors

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.

5.2 Composition of Board

Unless changed in accordance with the Act, the Articles and the By-laws, the composition of the Board shall include the following:

Chair

Vice Chair

Five (5) Directors-at-Large

5.3 Eligibility

In order for an individual to be eligible to be elected as a director of the SWRSA an individual must:

1. Be eighteen (18) years of age or older;
2. Not have been found incapable of managing property under the Substitute Decisions Act, 1992 or under the Mental Health Act;
3. Have the power under law to contract;
4. Have not been declared incapable by a court in Canada or in another country;
5. Not have the status of bankrupt;
6. Complete and pass a vulnerable sector check if required;
7. Complete and pass a criminal record check;
8. Not be a paid employee of the SWRSA, Ontario Soccer, any of its Members, or any affiliated league, club, academy or Canada Soccer;
9. Not be a consultant or contractor for the SWRSA, Ontario Soccer, any of its Members, or any affiliated league, club, academy or Canada Soccer;
10. Not be a member of a Judicial Body of the SWRSA, Ontario Soccer, any of its Members, or any affiliated league, club, academy, or Canada Soccer;
11. Not hold a position as a Director or Officer of a Member, or any affiliated league, club, academy or Canada Soccer if an existing SWRSA Director is also a Director or Officer for the same member organization.
12. Comply with the above sub-sections 8 – 11 within sixty (60) days after assuming a position as a Director

5.4 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.

5.5 Nominations

- (a) Nominations shall be forwarded, with the nominees signed consent, on a provided form to the SWRSA no later than thirty (30) days prior to the Annual Meeting.
- (b) Received nominations shall be posted on the SWRSA website not less than fourteen (14) days prior to the Annual Meeting.
- (c) Nominations from the floor will only be accepted under the following circumstances:
 - (i) No valid nominations were received by the SWRSA.
 - (ii) All received valid nominations are withdrawn
 - (iii) All received valid nominations were defeated by secret ballot vote at the Annual Meeting.
 - (iv) A received nomination is re-nominated for a subsequent position after having been defeated for the position for which they were nominated.

5.6 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) Directors shall be elected on the following rotational basis, based upon the rotation of the election of directors of the by-law in place immediately prior to the Effective Date:
 - (i) The following shall be elected for a two (2) year term at the Annual Meeting held in even-numbered years: Chair and three (3) Directors at Large.
 - (ii) The following shall be elected for a two (2) year term at the Annual Meeting held in odd-numbered years: Vice Chair and two (2) Directors at Large.
- (c) The election of directors shall take place based on each position to be filled on the Board in accordance with the rotation set out in Section 5.6(b).
- (d) A candidate shall be declared elected as a Director when the candidate receives a majority of votes cast. If no candidate is declared elected, the candidate receiving the lowest number of votes and any candidate(s) receiving less than ten (10%) percent of the total vote shall be removed from the ballot and the vote repeated until such time as a candidate is elected. No person shall be acclaimed to any position. The nominee must obtain a simple majority of votes.

5.7 Term of Office and Number of Terms

- (a) Each Director shall be elected to hold office until the second Annual Meeting 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) There is no limit to the number of consecutive terms a Director may serve as long as such individual remains qualified pursuant to the Act, the Articles and the By-laws.

5.8 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.

5.9 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 5.10 below;
- (c) the Director has not consented in writing to hold the office of a Director, despite being requested to do so by the Board, within a reasonable period of time after such individual's election or appointment as a Director;
- (d) the Director is removed from office by the Members in accordance with Section 5.11 below;
or

Where an individual automatically vacates the office of a Director for one or more reasons set out in subsection 5.9 (c) to subsection (f), 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 SWRSA shall provide written confirmation to the individual in question confirming the reason for and effective date of such vacation of office.

5.10 Effective date of Resignation of Director

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

5.11 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.

5.12 Filling Vacancies

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 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 meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

ARTICLE 6 MEETINGS OF DIRECTORS

6.1 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.

6.2 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 of this By-law to every Director of the SWRSA 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.

6.3 Chair of Board Meetings

The Chair of the SWRSA 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 be the Chair of the meeting.

6.4 Regular Meetings of the Board of Directors

The Board shall meet at least 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. A copy of any resolution of the Board fixing the time and, if applicable, place of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 34(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.5 Participation at Meeting by Telephone 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.

6.6 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.

6.7 Quorum

Subject to the Act or the Articles, a majority of the number of Directors elected or appointed according to Section 5.6 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.

6.8 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.

6.9 Confidentiality

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

ARTICLE 7 OFFICERS

7.1 Composition

The Officers of the SWRSA shall be the Chair of the Board, Vice Chair of the Board, Secretary, and Treasurer.

7.2 Appointment and Term

The Chair and Vice Chair are elected into their roles by the Members for a two-year term. Annually, the Board will appoint a Secretary and Treasurer for a one-year term. The Treasurer will not be a Director and the Secretary may be a Director or not. If the Treasurer and/or Secretary are not Directors, they may attend meetings of the Board in a non-voting capacity.

7.3 Duties of Officers

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the SWRSA, if designated and if officers are appointed, shall have the following duties and powers associated with their positions (which may be delegated by the Officer to the appropriate staff of the SWRSA):

- (a) Chair – Serves as the chair of the Board and shall be a Director and shall be elected in accordance with the provisions of section 5.6. The Chair shall not hold the position of Secretary at the same time as the position of Chair. The Chair shall, when present, preside at all meetings of the Board and of the Members. The Chair will be an official spokesperson of the SWRSA. The Chair will oversee and supervise, if applicable, the most senior staff member and will perform such other duties as may from time to time be established by the Board.
- (b) Vice Chair – Serves as the Vice Chair and shall be a Director and shall be elected in accordance with the provisions of section 5.6. The Vice Chair shall not hold the position of Secretary at the same time as Vice Chair of the Board. If the Chair is absent or is unable or refuses to act, the Vice Chair shall, when present, preside at all meetings of the Board and of the Members. In the absence or disability of the Chair, the Vice Chair shall perform the duties and exercise the powers of the Chair. The Vice Chair will perform such other duties as may from time to time be established by the Board.
- (c) Secretary – The Secretary shall be appointed by the Board. The Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the SWRSA's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when

instructed, notices to Members, Directors, the auditor (or person appointed to conduct a review engagement of the SWRSA) and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the SWRSA.

- (d) Treasurer – The Treasurer shall be appointed by the Board. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the SWRSA; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the SWRSA.

ARTICLE 8 COMMITTEES

8.1 Types of Committees

- (a) The SWRSA shall establish Standing Committees and/or Operational Committees.
- (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.

8.2 Restrictions on Committees

No committee has the authority to incur debts in the name of the SWRSA.

8.3 Standing Committees

The Board shall determine types of standing committees required.

8.4 Operational Committees

Staff of the SWRSA shall determine types of operational committees if required.

ARTICLE 9 INDEMNIFICATION AND INSURANCE

9.1 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 SWRSA through the insufficiency or deficiency of title to any property acquired by the SWRSA for or on behalf of the SWRSA or for the insufficiency or deficiency of any security in or upon which any of the monies of the SWRSA 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 SWRSA shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his 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.

9.2 Indemnity of Directors and Officers

Except as provided in section 46 of the Act, every director and officer of the SWRSA, every former director or officer of the SWRSA or a person who acts or acted at the SWRSA's request as a director or officer of a body corporate of which the SWRSA is or was a shareholder or creditor, and their heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the SWRSA from

and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which he 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 SWRSA 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.

9.3 Insurance

Subject to the limitations contained in the Act, the SWRSA 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 SWRSA; 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 SWRSA's request.

ARTICLE 10 GENERAL MATTERS

10.1 Method of Giving any Notice

- (a) Method of Delivery. Subject to Sections 4.1 and 6.2 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 SWRSA) 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 SWRSA or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the SWRSA 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 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. 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 SWRSA) 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 SWRSA to any notice or other

document to be given by the SWRSA may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

10.2 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3 Undelivered Notices

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

10.4 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a committee of the Board or auditor (or person appointed to conduct a review engagement of the SWRSA) 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.

10.5 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 SWRSA), or the non-receipt of any notice by any such person where the SWRSA 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.

10.6 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, committee members and the Members' Counsel are as much as possible to be resolved in accordance with the dispute resolution provisions of the Rules and Regulations.

ARTICLE 12 AMENDMENTS

12.1 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.

12.2 By-laws and Effective Date

- (a) Subject to the Act and the Articles, these By-laws may only be amended, revised, repealed or added to by:
 - i. Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are

considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or

- ii. A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution

- (b) Previous By-laws - All previous By-laws of the SWRSA 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.

ENACTED by the Board as of the 4th day of December 2024.

Chair