

BY-LAW NO. 1

STRATFORD YOUTH SOCCER

Approved: 12 November 2024

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A By-Law relating generally to the conduct of the affairs of
Stratford Youth Soccer

BE IT ENACTED as a by-law of **Stratford Youth Soccer**

(hereinafter referred to as “**SYS**”) as follows:

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

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

- (a) *Act* means the *Not-for-Profit Corporations Act, 2010*, SO 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 SYS 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 SYS.
- (c) *Board* means the Board of Directors of SYS.
- (d) *By-laws* means this by-law and all other by-laws of SYS 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 have club teams that participate in leagues in accordance with governing documents.
- (f) *Director* means an individual elected or appointed to the Board.
- (g) *Meeting of Members* includes an annual meeting of members and a special meeting of members.
- (h) *Member* means a Person having a membership in SYS and *Membership* means the collective membership of SYS.
- (i) *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 SYS in accordance with Section 3.8 below, and (iii) has completed and remitted all documents required by SYS.
- (j) *Officer* means an individual elected or appointed as an officer of SYS according to the provisions of Article 7.
- (k) *Ordinary Resolution* means a resolution that (i) is submitted to a Meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or (ii) is consented to by each Member entitled to vote at a Meeting of Members or the Member’s authorised proxyholder.
- (l) *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.

- (m) *Player Registration Fees* refers to an annual fee that is paid by each player to SYS. Such fees shall include those amounts paid to the local district association and any software technology fee required for player registration, as approved by the Board of Directors.
- (n) *Regulations* means the regulations made under the *Act*, as amended, restated, or in effect from time to time.
- (o) *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 (2/3) of the votes cast, or (ii) consented to by each Member entitled to vote at a Meeting of Members or the Member's authorised proxyholder.

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) Words referring to one gender include both genders.
- (d) The headings used in the By-Laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (e) Notwithstanding any provision of the By-Laws, where any such provision conflicts with the *Act* or the Articles, the *Act* or the Articles, as the case may be, shall govern.
- (f) The By-Laws will be strictly interpreted at all times in accordance with and subject to the purposes contained in the Articles.

ARTICLE 2 GENERAL

2.1 Financial Year End

Unless otherwise determined by the Board, the financial year-end of SYS shall be October 31 in each year.

2.2 Corporate Seal

SYS may, but need not, have a corporate seal. If a corporate seal is approved by the Board, the President or designate of SYS 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 SYS may be signed by any two Officers or Directors, signing together or as set out in the Operating Policies and Procedures. 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 Operating Policies and Procedures.
- (b) Payments and Financial Instruments. All payments issued or endorsed in the name of SYS shall be signed by two (2) signing authorities or as shall be determined from time to time by resolution of the Board or as set out in the Operating Policies and Procedures.

2.5 Operating Policies and Procedures

- (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 Annual Audited Financial Statements

SYS 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 SYS that they wish to receive a copy of those documents.

ARTICLE 3 MEMBERS

3.0 Initial Members

The initial Members of SYS shall consist of the incorporators named in the Articles and such other persons interested in furthering the Corporation's purposes how have been accepted into membership in the Corporation by resolution of the Board.

3.1 Classes of Members

Subject to the Act and the Articles, there shall be one class of Member in SYS (collectively "Members" or the "Membership").

- (a) **Members**
 - (i) The term of membership of a Member shall be annual, based on SYS's financial year end (October 31), and is subject to renewal in accordance with this By-Law or the Operating Policies and Procedures. There is no limit to the

number of times a Member's membership may be renewed, provided the Member remains eligible for membership.

- (ii) As set out in the Articles, each Member is entitled to receive notice of, attend, and vote at all Meetings of Members, in accordance with the provisions of the By-Laws.

3.2 Eligibility for Membership in SYS

Membership in SYS is not automatic and is not a right of any Person but, rather, shall consist of natural persons only who are interested in furthering SYS's purposes, who meet the conditions set out in Section 3.3 below, and who have been admitted into the Membership of SYS by resolution of the Board or in such other manner as may be determined by the Board.

3.3 Conditions of Membership

Subject to Section 3.1, a natural person may become a Member provided that the person:

- (a) is one of the following:
 - (i) a registered player sixteen (16) years of age or over;
 - (ii) a team official, such as a coach, assistant coach and trainer, officially designated and accepted as such by the Board; or
 - (iii) a recognized volunteer officially designated and accepted as such by the Board; and

provided that any such natural person who falls within more than one category in this subparagraph 3.3(a) shall have only one (1) vote.

- (b) is admitted into the Membership of SYS by resolution of the Board;
- (c) pays all fees, dues and other monies approved by the Board; and
- (d) agrees to comply with all of SYS's governing documents, including the Articles, the By-Laws, and the Operating Policies and Procedures.

3.4 Dues, Fees and Other Monies

- (a) Annual Player Registration Fees may only be implemented after such annual Player Registration Fees have been approved by the Board.
- (b) Members will be notified in writing of all dues, fees, annual Player Registration Fees and other monies at any time payable, and if such dues, fees, annual Player Registration Fees, or other monies are not paid within sixty (60) days of the payment due date prescribed by the Board, the Board, or its designate, may expel the Member and, if the Member is a registered player as described in subparagraph 3.3(a)(i) above, may expel the registered player(s) as a player for SYS.

3.5 Renewal of Membership

- (a) In order for a Member to qualify to be a Member of Stratford Youth Soccer, such Member must:

- (i) continue to meet the eligibility requirements set out in Sections 3.1 to 3.4 above;
 - (ii) agree to comply with all of SYS's governing documents, including the Articles, the By-laws and the Operating Policies and Procedures; and
 - (iii) pay all fees, dues, annual Player Registration fees and other monies approved in accordance with the By-laws and the Operating Policies and Procedures.
- (b) Approval of Renewal – The renewal of a Member's membership may be approved by resolution of the Board or in such other manner as may be determined by the Board.

3.6 Termination

Membership in SYS is terminated when:

- (a) the Member dies;
- (b) the Member resigns by delivering a written resignation to the President of SYS, in which case such resignation shall be effective on the date specified in the resignation;
- (c) the Member's term of Membership expires and has not been renewed in accordance with the By-laws or the Operating Policies and Procedures;
- (d) 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; or
- (e) the Member is expelled or their Membership is otherwise terminated in accordance with the Articles or By-Laws.

3.7 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 SYS, automatically cease to exist.

3.8 Discipline of Members

- (a) In addition to any of the aforesaid rights and remedies exercisable in the sole and unfettered discretion of the Board, the Board shall have authority to suspend, or recommend to the Members to expel, any Member from SYS on any one or more of the following grounds:
 - (i) violating any provision of the Articles, By-Laws, or the Operating Policies and Procedures;
 - (ii) carrying out any conduct which may be detrimental to SYS as determined by the Board in its sole and unfettered discretion;
 - (iii) for any other reason that the Board in its sole and unfettered discretion considers to be reasonable, having regard to the purposes of SYS.
- (b) In the event that the Board determines that a Member should be suspended or expelled from Membership in SYS for any of the reasons outlined in subparagraph 3.8(a) above, the President 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, the Board or such other Officer as the case may be, may proceed to notify the Member that the Member is suspended or will be making a recommendation to the Voting Members that the Member be expelled from Membership in SYS. 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 thirty (30) 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 Member ought to be expelled from the Membership of SYS pursuant to the provisions of subparagraphs 3.8(a) or (b), the Board shall call a special Meeting of Members and present its recommendation to the Members at such meeting. The expulsion of a Member must be passed by the Members at such meeting by Special Resolution.

3.9 Resignation Does not Affect Disciplinary Investigation

The resignation of a Member does not affect any disciplinary investigation undertaken by SYS involving the Member pursuant to Section 3.8 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 be given to each Director and to the auditor of (or the person appointed to conduct a review engagement of) SYS 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 SYS 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 SYS 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 SYS 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 SYS (or the person appointed to conduct a review engagement of SYS) and such other persons who are entitled or required under any provision of the *Act*, Articles, or By-Laws of SYS 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 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 SYS's preceding fiscal year end. The annual meeting shall be held for the purpose of: considering the financial statements and reports of SYS required by the *Act* to be presented at the meeting, considering the audit or review engagement report, if any; considering an extraordinary resolution to have a review engagement instead of an audit or not to have an audit or a review engagement; electing Directors, if applicable; reappointment of incumbent auditor or person appointed to conduct a review engagement; and transacting such other business as may properly be brought before the meeting or is required under the *Act* (the "Annual Meeting Business").

4.8 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.

4.9 Special Business

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

4.10 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 one-third (1/3) 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.

4.11 Chair of Members' Meetings

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

4.12 Quorum at Members' Meetings

- (a) Subject to the *Act*, a quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. 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.

4.13 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 authorised 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 is only valid if a Member provides SYS with a copy of the proxy, which must identify the proxyholder, at least seven (7) days prior to a Meeting of 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.

4.14 Voting by Telephonic or Electronic Means at Members' Meetings

- (a) In addition to voting by proxy as set out in Section 4.13, each Member entitled to vote at a Meeting of Members may vote by means of a telephonic, electronic, or other communication facility.

4.15 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.

4.16 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.

4.17 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 SYS 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 Eligibility

In order for an individual to be eligible to be elected as a Director of SYS such individual must:

- (a) be a natural person;
- (b) be a resident of Ontario;
- (c) be at least 18 years of age;
- (d) not have been found to be incapable of managing property as determined pursuant to the *Substitute Decisions Act, 1992* or under the *Mental Health Act*;
- (e) not have been found to be incapable by any court in Canada or elsewhere;
- (f) not have the status of bankrupt;
- (g) if the individual is nominated to be an independent Director, such individual must meet the eligibility requirements and competencies set out in the Operating Policies and Procedures; and
- (h) not have been convicted of a criminal offence under the *Criminal Code* of Canada.

5.3 Qualifications

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

- (a) Pass SYS's Operating Policies and Procedures related to screening individuals who volunteer with SYS;
- (b) Not be a paid employee, consultant, contractor, or member of a judicial body of any of (i) SYS, or (ii) Ontario Soccer, or (iii) Canada Soccer; and
- (c) Not be a director or officer of Canada Soccer.

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) The Board shall appoint a nominations committee in accordance with Section 8.3 below. The nominations committee shall be responsible for soliciting and evaluating the eligibility of all candidates for election as Directors of SYS in accordance with Section 5.3.

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) half of the Directors (including the Director who has been appointed President) shall be elected in even-numbered years; and
 - (ii) half of the Directors (including the Director who has been appointed Vice-President) shall be elected in odd-numbered years,

except that, at the very first annual Meeting of Members only, a full slate of directors shall be elected and one-half of all directors elected at the first annual Meeting of Members shall be elected for a one-year term and one-half of all directors elected at the first annual Meeting of Members shall be elected for a two-year term.
- (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.

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 their term shall conclude, 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;
- (c) the Director no longer meets the eligibility requirements set out in Section 5.2 above or no longer fulfils all of the qualifications to be a Director set out in Section 5.3 above;
- (d) the Director has not consented in writing to hold the office of a Director, despite being requested to so by the Board, within a reasonable period of time after such individual's election or appointment as a Director; or
- (e) the Director violates any provision of the Articles, By-Laws, or Operating Policies and Procedures (including any ethics statement), as determined in the sole discretion of the Board.

Where an individual automatically vacates the office of a Director for one or more reasons set out in subsection 5.9(c) to subsection (e), 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, SYS 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 SYS 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 by a quorum of Directors then in office. If there is not a quorum of Directors or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall without delay call a special Meeting of Members to fill the vacancy and, if they fail to call a special Meeting of Members or if there are no Directors then in office, the special Meeting of Members may be called by any Member. A Director appointed or elected to fill a vacancy holds office for the remainder of the unexpired term of the Director's predecessor.

ARTICLE 6 MEETINGS OF DIRECTORS

6.1 Calling of Meetings of the Board

Meetings of the Board may be called by the President, the Vice-President, 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 SYS 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 President of SYS shall chair all meetings of the Board. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice-President (or designate) shall be the Chair of the meeting.

6.4 Regular Meetings of the Board of Directors

The Board shall meet no less than 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 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 SYS shall be the President of the Board, Vice-President of the Board, Secretary, and Treasurer. The Directors may designate other offices of SYS, appoint Officers to fill those offices and specify their duties.

7.2 Term

The term of each Officer shall be as determined from time to time by the Board.

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 SYS, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- (a) President – 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 President shall not hold the position of Secretary at the same time as the position of President. The President shall, when present, preside at all meetings of the Board and of the Members. The President will be an official spokesperson of SYS. The President 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 President – Serves as the Vice-President and shall be a Director and shall be elected in accordance with the provisions of section 5.6. The Vice-President shall not hold the position of Secretary at the same time as Vice-President of the Board. If the President is absent or is unable or refuses to act, the Vice-President shall, when present, preside at all meetings of the Board and of the Members. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President. The Vice-President 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 and may not be the President or Vice-President of SYS. 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 SYS'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 SYS) and members of committees. The Secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to SYS.
- (d) Treasurer – The Treasurer shall be a Director appointed by the Board and may not be the President or Vice-President of SYS. 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 SYS; 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 SYS.

7.4 Vacancy in Office

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

ARTICLE 8 COMMITTEES

8.1 Types of Committees

- (a) SYS may 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 SYS. 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 SYS.

8.3 Standing Committees

The Board shall determine types of standing committees required.

8.4 Operational Committees

The Board 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 SYS through the insufficiency or deficiency of title to any property acquired by SYS for or on behalf of SYS or for the insufficiency or deficiency of any security in or upon which any of the monies of SYS 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 SYS 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 SYS, every former Director or Officer of SYS or a person who acts or acted at SYS's request as a director or officer of a body corporate of which SYS is or was a shareholder or creditor, and his heirs and legal representatives shall, from time to time, be indemnified and saved harmless by SYS from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him 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 SYS 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, SYS 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 SYS; 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 SYS'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 SYS) shall be sufficiently given:
 - (i) if delivered personally to the person to whom it is to be given;
 - (ii) if delivered to such person's address as shown in the records of SYS or in the case of notice to a Director to the latest address as shown in the last notice that was filed by SYS in accordance with the Act;
 - (iii) if mailed to such person at such person's recorded address by prepaid ordinary mail;
 - (iv) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

- (v) 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 SYS) 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 SYS to any notice or other document to be given by SYS 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 (2) consecutive occasions because such Member cannot be found, SYS shall not be required to give any further notices to such Member until such Member informs SYS 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 SYS) 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 SYS), or the non-receipt of any notice by any such person where SYS 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 Operating Policies and Procedures.

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.

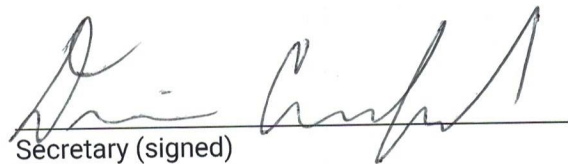
12.2 By-Laws and Effective Date

- (a) Subject to the Act and the Articles,
 - (i) the Board may, by resolution, make, amend, or repeal any By-Laws that regulate the activities or affairs of SYS;
 - (ii) any such By-Law, amendment or repeal shall be effective from the date of the Special Resolution of the Members confirming such By-Law, amendment, or repeal; and
 - (iii) the Members may make a proposal to make, amend, or repeal a By-Law in accordance with the Act.
- (b) In accordance with the Articles and subject to the Act, any By-Law, amendment, or repeal of a By-Law shall require confirmation by the Members by Special Resolution.
- (c) Previous By-Laws - All previous By-Laws of SYS 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 12th day of November, 2024.

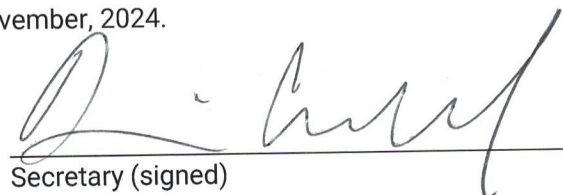


 President (signed)



 Secretary (signed)

CONFIRMED by the Members as of the 12th day of November, 2024.



 Secretary (signed)