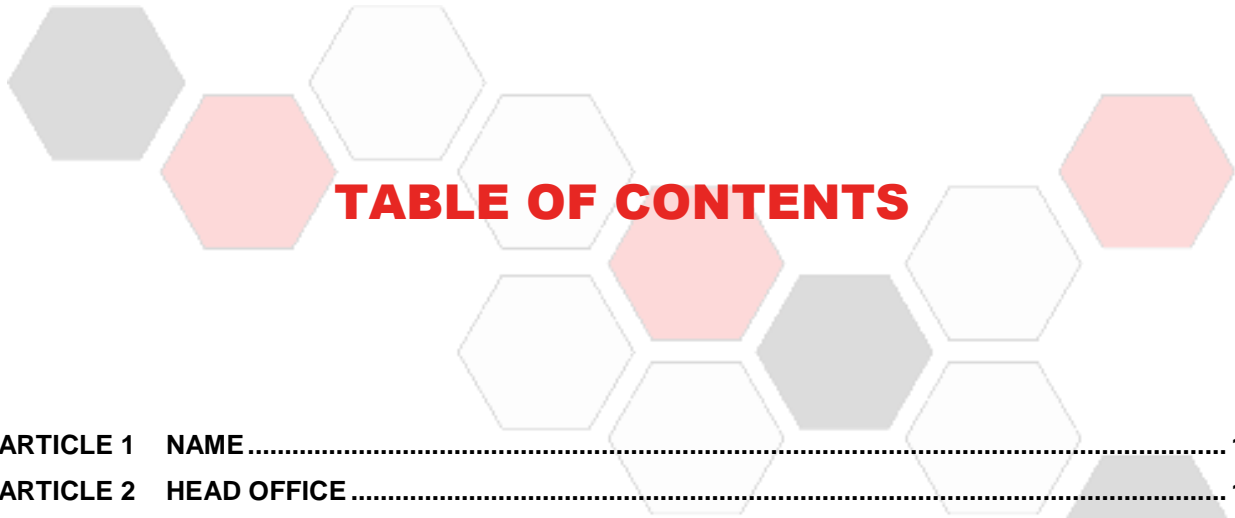





**2019**



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## **CONSTITUTION**

### **ARTICLE 1 NAME**

The name of the organization shall be the EASTERN ONTARIO DISTRICT SOCCER ASSOCIATION (EODSA), hereafter referred to as the Association.

### **ARTICLE 2 HEAD OFFICE**

The Head Office of the Association shall be located within the boundaries of the District.

### **ARTICLE 3 OBJECTIVE**

The object of the Association shall be to promote, develop, govern, support and maintain the game of soccer, both Indoor and Outdoor, within the geographic boundaries stipulated by Ontario Soccer (Ontario Soccer).

### **ARTICLE 4 AFFILIATION**

The Association shall be a Member of and shall follow the Published Rules of Ontario Soccer unless a Notice of Motion has been submitted and approved by Ontario Soccer. The Association is subject to the Published Rules in declining order of authority of the following bodies:

- a) The Canadian Soccer Association (CSA);
- b) Ontario Soccer; and
- c) The EODSA.

### **ARTICLE 5 ORGANIZATION**

The Association shall be composed of Members and shall be managed by the Board of Directors as constituted in these By-laws. The Board of Directors and the Members of the Association agree that the operation of the Association shall be in accordance with the current Rules and Regulations of the Association.



## ARTICLE 6 MEMBERSHIP

### 1. Membership

The Association membership shall be subject to the approval of the Board of Directors. The membership shall include:

a) Clubs and Other Organizations:

i) All Clubs that meet the following criteria:

- Are properly constituted Clubs;
- Have their headquarters in the District;
- Operate within the defined boundaries as set out in Rules and Regulations; and
- Any other membership criteria approved by the membership of The Association.

All Clubs shall have a Constitution that meets the minimum requirements for a Club Constitution in accordance with Ontario Soccer's Published Rules. Clubs which may apply, in writing, for an exemption from any minimum requirement for a Club Constitution, subject to the approval of the Board of Directors of both The Association and Ontario Soccer are:

- A Professional Club that operates Professional Team(s) only;
  - A Club that operates both Professional and Amateur Teams;
  - A Social Club;
  - A Service Club;
  - A Club operated by a municipality;
  - A Club operated by a facility;
  - A Club running a Senior Recreational League; or
  - A For-profit Club
- ii) All organizations operating within the boundaries of the Association including but not limited to affiliated Leagues (Indoor and Outdoor), schools, colleges and university Leagues, Referees', Trainers' and Coaches' associations, which support the objectives of the Association.

b) Life:

Persons who have rendered valuable service to the Association may be members. These members shall be nominated in writing (30) days prior to an Annual General Meeting of the Association. These members shall be subject to the approval of at least two-thirds ( $\frac{2}{3}$ ) of the voting delegates present at an Annual General Meeting of the Association.

c) Elected:

Those persons who are elected or appointed as the current Directors of the Association are members.



## 2. Membership Fees

Annual Membership Fees for Members shall be as established by a majority of delegates present and entitled to vote at a General meeting of the Association. Membership fees shall be due and payable at the time of application for Membership. Fees shall be based on the following criteria:

- a) Clubs: A flat fee.
- b) Organizations: A flat fee.
- c) Persons nominated: No fee.
- d) Persons elected: No fee.

## 3. Player Registration Fees

Player Registration Fees for Members shall be as established by the Board of Directors and ratified by a majority of delegates present and entitled to vote at a General Meeting of the Association.

## 4. Approval of Membership

### a) Approval of New Members

A Club or an organization shall be accepted into Membership upon:

- i) The submission of the application form along with the other required documents and the Membership fee.
- ii) The approval of the Association Board of Directors.
- iii) The acceptance of new Clubs or organizations is subject to the conditions of Membership as outlined in *Rule I: Membership: 1 General*; and new clubs must also comply with the criteria for Membership set out earlier.

### b) Membership Renewal

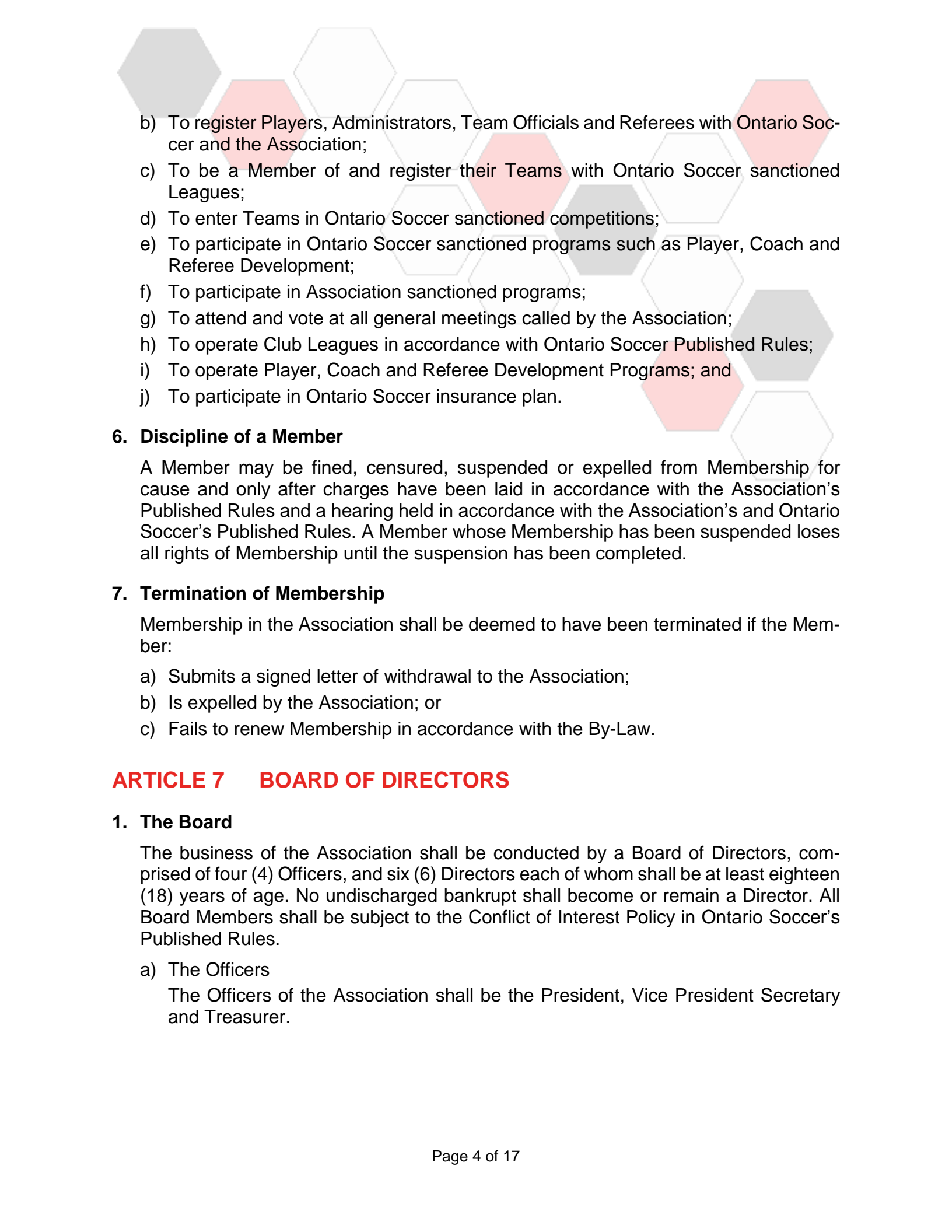
A Club or an organization shall be accepted into Membership upon:

- i) The submission of the application form along with the other required documents and the Membership fee.
- ii) The renewing of Club and Organization Members is subject to the conditions of Membership as outlined in *Rule I: Membership: 1 General*.
- iii) Renewing Clubs must also comply with the criteria for club membership as set out earlier.
- iv) Subject to compliance with the conditions for renewing members, the renewal of Membership shall be automatic and shall not require the approval of the Association Board of Directors.

## 5. Rights of Members

Members shall be accorded the following rights:

- a) To be governed in accordance with Ontario Soccer and the Association's Published Rules;

- 
- b) To register Players, Administrators, Team Officials and Referees with Ontario Soccer and the Association;
  - c) To be a Member of and register their Teams with Ontario Soccer sanctioned Leagues;
  - d) To enter Teams in Ontario Soccer sanctioned competitions;
  - e) To participate in Ontario Soccer sanctioned programs such as Player, Coach and Referee Development;
  - f) To participate in Association sanctioned programs;
  - g) To attend and vote at all general meetings called by the Association;
  - h) To operate Club Leagues in accordance with Ontario Soccer Published Rules;
  - i) To operate Player, Coach and Referee Development Programs; and
  - j) To participate in Ontario Soccer insurance plan.

## **6. Discipline of a Member**

A Member may be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid in accordance with the Association's Published Rules and a hearing held in accordance with the Association's and Ontario Soccer's Published Rules. A Member whose Membership has been suspended loses all rights of Membership until the suspension has been completed.

## **7. Termination of Membership**

Membership in the Association shall be deemed to have been terminated if the Member:

- a) Submits a signed letter of withdrawal to the Association;
- b) Is expelled by the Association; or
- c) Fails to renew Membership in accordance with the By-Law.

# **ARTICLE 7 BOARD OF DIRECTORS**

## **1. The Board**

The business of the Association shall be conducted by a Board of Directors, comprised of four (4) Officers, and six (6) Directors each of whom shall be at least eighteen (18) years of age. No undischarged bankrupt shall become or remain a Director. All Board Members shall be subject to the Conflict of Interest Policy in Ontario Soccer's Published Rules.

- a) The Officers

The Officers of the Association shall be the President, Vice President Secretary and Treasurer.



b) Remuneration

The Directors shall not receive any remuneration for acting as such. The Directors shall be entitled to receive compensation for any expenses incurred by them upon proof of such expenses.

c) Restrictions

No paid Employee of the Association shall be a Member of the Board of Directors.

## 2. Powers of The Board Of Directors

a) The Board of Directors shall be vested with the authority to manage the affairs of the Association.

b) Vacancy:

i) If the office of the President becomes vacant for any reason during his/her term of office, the Vice President shall succeed him/her as President and the Board of Directors shall appoint a new Vice President.

ii) If the office of any Member of the Board becomes vacant during his/her term of office, the remaining Board of Directors provided they constitute a quorum may appoint a new Member to fill the vacancy until the next Annual General Meeting.

iii) If any position(s) of the Board of Directors becomes vacant during their term of office and the remaining Board of Directors do not constitute a quorum, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancies.

c) The Board of Directors may suspend or fine any Member for just cause, including late payment of monies due the Association.

d) Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two (2) Officers of the Association or one (1) Officer and the Executive Director. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

e) The Board of Directors shall cause true accounts to be kept of all the receipts, credits, payments, assets and liabilities of the Association, and of all other matters necessary for showing the true state and condition of the Association. The accounts shall be kept in such books and in such manner as the Board of Directors shall think fit and to the satisfaction of the auditors.

## 3. Terms of Office:

1. The President, Secretary and three (3) Directors will be elected at the Annual General Meeting held in odd numbered fiscal years.

2. The Vice President, Treasurer and three (3) Directors will be elected at the Annual General Meeting held in even numbered fiscal years.

3. In default of election, the then incumbents (being Members of the Board of Directors) shall hold office until their successors are elected.



#### 4. Duties of the Board of Directors

a) President

The President shall be the Chief Executive Officer of the Association. He/she shall pre- side at all meetings of the Association and of the Board of Directors. He/she shall have a vote, but not a casting vote, at all meetings of the Board of Directors. He/she may appoint Chairpersons of Committees, where necessary, and is an ex-officio Member of all Committees.

The President of the Association shall represent the EODSA as District Representative to the Ontario Soccer Association unless the President be unable to act in this capacity, declines the position or is removed from the position by either the EODSA Board of Directors or the Ontario Soccer Board of Directors.

In the event that the President is not the Ontario Soccer Board Member, the EODSA Board of Directors, by majority vote, shall appoint one (1) of its other Board Members, or the Executive Director.

b) Vice President

The Vice President shall act in the absence of the President.

c) Secretary

The Secretary, or his/her designate, shall:

- i) Give notice of all meetings.
- ii) Attend all meetings of the Board and all General and Special Meetings of the Association, and shall keep minutes of all such meetings.
- iii) Shall have custody of the corporate seal of the Association.
- iv) Be custodian of the minute books, correspondence files and other records required to prepare an annual report, which shall be presented to the Membership at the Annual General Meeting.
- v) Be responsible for preparing, and circulating, all correspondence relating to Board business including decisions taken at Board meetings.
- vi) Have such other duties as prescribed by the Board.

d) Treasurer

The Treasurer shall be responsible for the fiscal affairs of the Association and shall have such other duties as prescribed by the Board.

e) Duties of Directors:

The Board may designate the position title, duties and responsibilities of any Director position other than the Officer positions set out in subsections (a) and (b)

f) Delegation of Duties

In the case of the absence or inability of any Officer or Official, or for any other reason that the Board may deem sufficient the Board may, subject to subsections (a) and (b) above, delegate all or any of the powers of such Officer or Official to any other Officer, Official or Director



## 5. Removal:

- a) Upon resignation in writing effective on the later of the date of the resignation or the date of receipt by the Secretary of the Board of Directors.
- b) If the incumbent becomes bankrupt or suspends payment of debts generally or compounds with creditors, or makes an authorized assignment or is declared insolvent;
- c) If the incumbent becomes unsound mind or otherwise incapable of performing the duties of his/her position;
- d) If the incumbent is absent from two consecutive (2) meetings of the Board without reasons satisfactory to the Board;
- e) If the incumbent is removed by resolution of the Members of the Association for just cause;
- f) If the incumbent becomes a paid employee of the Association; or
- g) If the incumbent is absent from eight (8) or more meetings of the Board during a twenty-four (24) month period.

## ARTICLE 8 COMMITTEES

### 1. Standing Committees

There shall be established the following standing Committees that will be appointed by the Board to hold office at the pleasure of the Board. They shall have such duties and responsibilities as the Board may determine.

- Development;
- Discipline and Appeals;
- Finance.

### 2. Additional Committees

The Board may establish such additional Committees, as it, from time-to-time, considers advisable. The Members of such Committees shall be appointed by and hold office at the pleasure of the Board

### 3. Power of Committees

No Committee shall have the power to act or otherwise commit or bind the Association to any course of action. Committees shall only have power to make recommendations to the Board or to the Members as the Board, from time-to-time may direct.

### 4. Reports of Committees

The Chair of each Committee shall submit to the Board such reports as the Board may, from time-to-time, request, but, in any event, each Chair shall submit an annual report to the Membership at the AGM.



## **ARTICLE 9 ASSOCIATION STAFF**

1. The Board of Directors shall appoint such Staff Members as they determine appropriate for the efficient administration of the Association's business affairs.
2. Staff Members shall be paid such remuneration as determined by the Board of Directors, and shall have such duties as prescribed by the Board.

## **ARTICLE 10 PROTECTION OF DIRECTORS AND OFFICERS**

### **1. Protection of Directors**

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

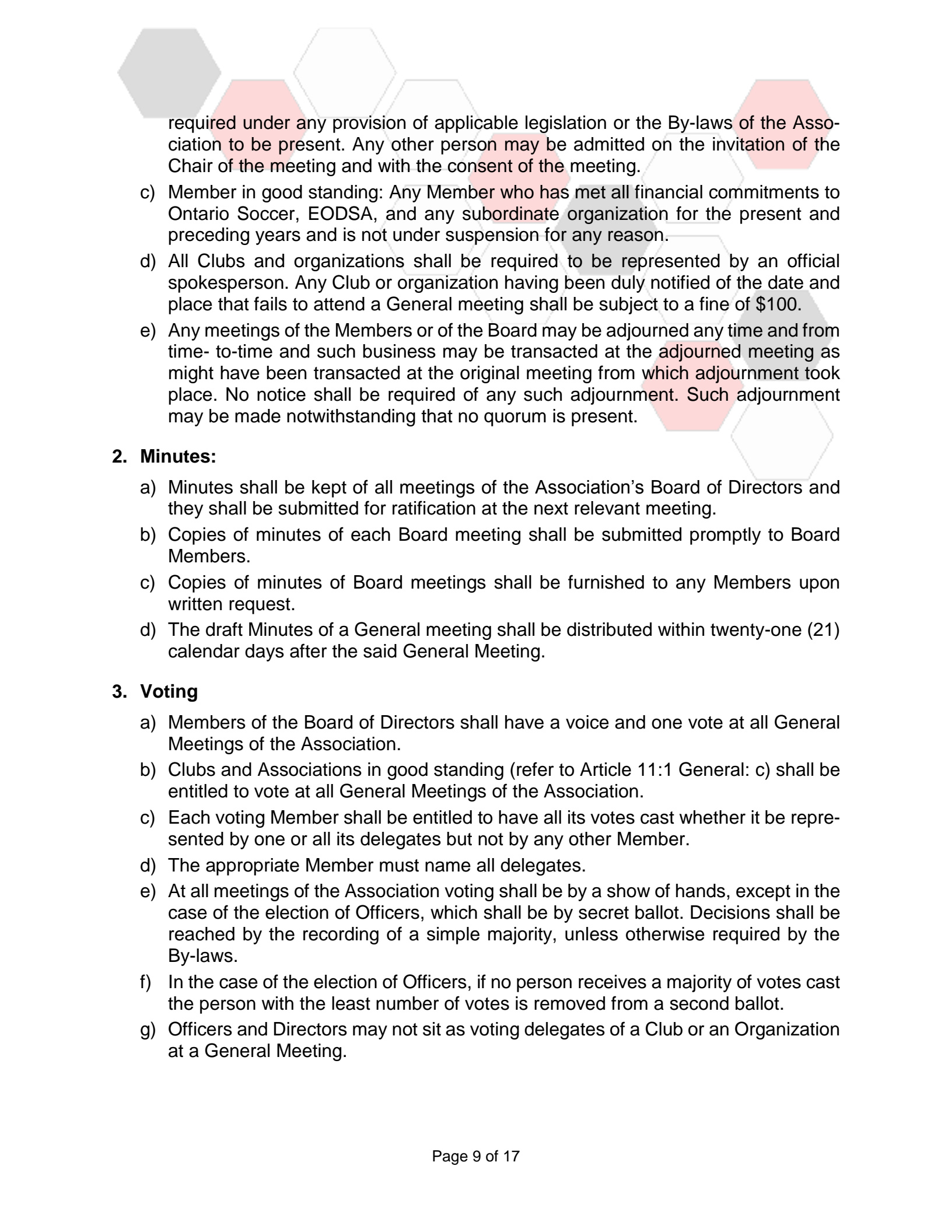
### **2. Indemnity**

Members of the Board of Directors or other Staff of the District Association, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the District Association against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective wilful neglect or default.

## **ARTICLE 11 MEETINGS**

### **1. General:**

- a) All meetings of the Association shall be conducted in accordance with Robert's Rules of Order insofar as they may apply.
- b) The only persons entitled to be present at a meeting of Members or of the Board shall be those entitled to vote thereat, the auditors of the Association (at meetings of Members only), and others who, although not entitled to vote are entitled or



required under any provision of applicable legislation or the By-laws of the Association to be present. Any other person may be admitted on the invitation of the Chair of the meeting and with the consent of the meeting.

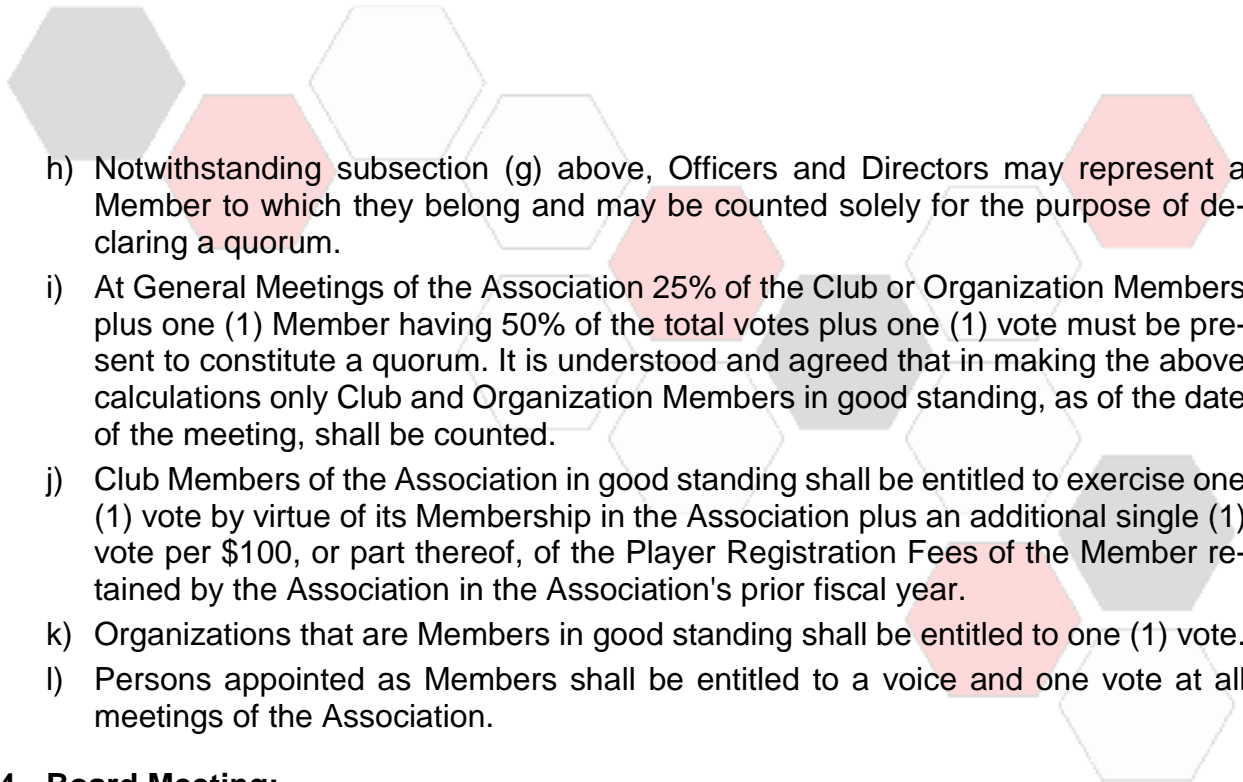
- c) Member in good standing: Any Member who has met all financial commitments to Ontario Soccer, EODSA, and any subordinate organization for the present and preceding years and is not under suspension for any reason.
- d) All Clubs and organizations shall be required to be represented by an official spokesperson. Any Club or organization having been duly notified of the date and place that fails to attend a General meeting shall be subject to a fine of \$100.
- e) Any meetings of the Members or of the Board may be adjourned any time and from time- to-time and such business may be transacted at the adjourned meeting as might have been transacted at the original meeting from which adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## **2. Minutes:**

- a) Minutes shall be kept of all meetings of the Association's Board of Directors and they shall be submitted for ratification at the next relevant meeting.
- b) Copies of minutes of each Board meeting shall be submitted promptly to Board Members.
- c) Copies of minutes of Board meetings shall be furnished to any Members upon written request.
- d) The draft Minutes of a General meeting shall be distributed within twenty-one (21) calendar days after the said General Meeting.

## **3. Voting**

- a) Members of the Board of Directors shall have a voice and one vote at all General Meetings of the Association.
- b) Clubs and Associations in good standing (refer to Article 11:1 General: c) shall be entitled to vote at all General Meetings of the Association.
- c) Each voting Member shall be entitled to have all its votes cast whether it be represented by one or all its delegates but not by any other Member.
- d) The appropriate Member must name all delegates.
- e) At all meetings of the Association voting shall be by a show of hands, except in the case of the election of Officers, which shall be by secret ballot. Decisions shall be reached by the recording of a simple majority, unless otherwise required by the By-laws.
- f) In the case of the election of Officers, if no person receives a majority of votes cast the person with the least number of votes is removed from a second ballot.
- g) Officers and Directors may not sit as voting delegates of a Club or an Organization at a General Meeting.

- 
- h) Notwithstanding subsection (g) above, Officers and Directors may represent a Member to which they belong and may be counted solely for the purpose of declaring a quorum.
  - i) At General Meetings of the Association 25% of the Club or Organization Members plus one (1) Member having 50% of the total votes plus one (1) vote must be present to constitute a quorum. It is understood and agreed that in making the above calculations only Club and Organization Members in good standing, as of the date of the meeting, shall be counted.
  - j) Club Members of the Association in good standing shall be entitled to exercise one (1) vote by virtue of its Membership in the Association plus an additional single (1) vote per \$100, or part thereof, of the Player Registration Fees of the Member retained by the Association in the Association's prior fiscal year.
  - k) Organizations that are Members in good standing shall be entitled to one (1) vote.
  - l) Persons appointed as Members shall be entitled to a voice and one vote at all meetings of the Association.

#### **4. Board Meeting:**

##### **a) Quorum and Meetings**

A majority of the elected or appointed Directors shall form a quorum for the transaction of business. Quorum shall never be less than (5) five. Except as otherwise required by law, the Board may hold its meetings at the Head Office of the Association or at any such place or places as it may from time to time determine. No formal notice of any such meeting shall be required if all of the Directors are present or if those absent have signified their consent to the meeting being held in their absence and any action taken at such meeting shall be valid and effectual as if it had been taken at a meeting duly called and constituted. Meetings of the Board of Directors may be formally called by the President, Vice President or by any two Directors or by the Secretary on the direction of any of the foregoing. Notice of such meetings shall be sent by personal delivery, electronic means, prepaid mail or given by telephone to each Director not less than forty-eight (48) hours before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings, at an hour to be named, and of such regular meeting no notice need be sent. A meeting of the First Board may also be held, without notice, immediately following the Annual General Meeting of the Association. The Board may consider or transact any business, either Special or General, at any meeting of the Board.

##### **b) Errors in Notice Waiver**

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

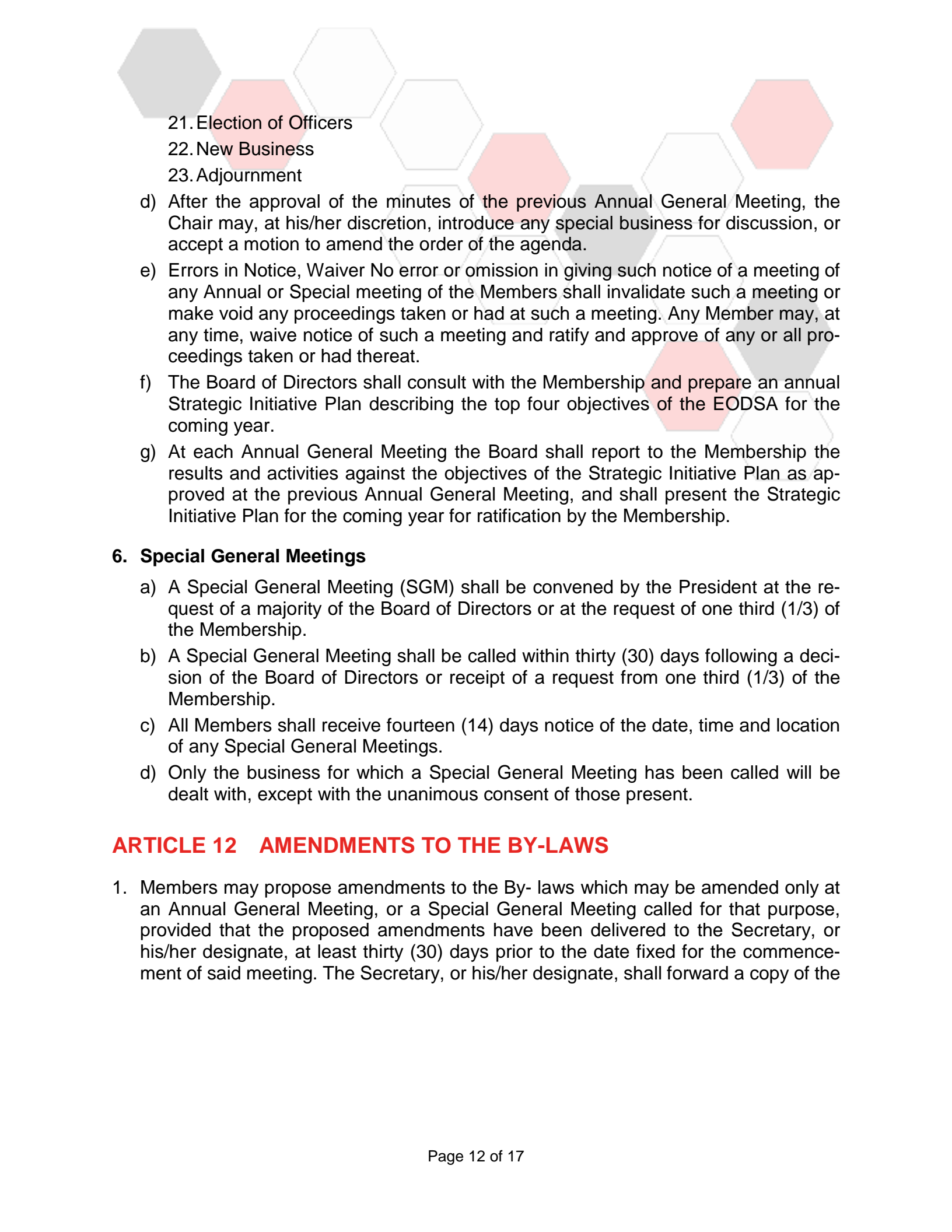


### **c) Voting**

Questions arising at any meeting of the Board shall be decided by a majority of votes of those present and voting. The Chair of the meeting will have a vote, but in the case of equality of votes the Chair will not have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken by a show of hands for and against. A declaration by the Chair of the meeting that a resolution has carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of votes recorded in favour or against such resolution.

## **5. Annual General Meeting**

- a) The Annual General Meeting of the Association shall be held no later than January 31<sup>st</sup> of the following year at a time and place to be determined by the Board of Directors.
- b) All Members shall receive thirty (30) days written notice via eMail of the date and location of the Annual General Meeting (AGM). This notice will be addressed to the official contact(s) of each Club as noted in their annual Membership Application and will also be communicated through the Association website, which is where any remaining documentation will be posted as it becomes available.
- c) The order of business at the Annual General Meeting shall be:
  1. Presentation of Credentials
  2. National Anthem
  3. Roll Call
  4. Period of Remembrance
  5. Tributes & Introduction of Guests
  6. Minutes of Previous Year's AGM
  7. Minutes of Any General Meeting in Previous Year
  8. President's Report
  9. Officers' Reports
  10. Other Reports
  11. Strategic Initiative Report
  12. Treasurer's Report and Financial Statement
  13. Auditor's Report
  14. Appointment of Auditors
  15. Proposed Budget
  16. Ratification of Membership Fees
  17. Amendments to the Constitution
  18. Nomination and Election of Life Members (if any)
  19. Unfinished Business
  20. Roll Call



21. Election of Officers

22. New Business

23. Adjournment

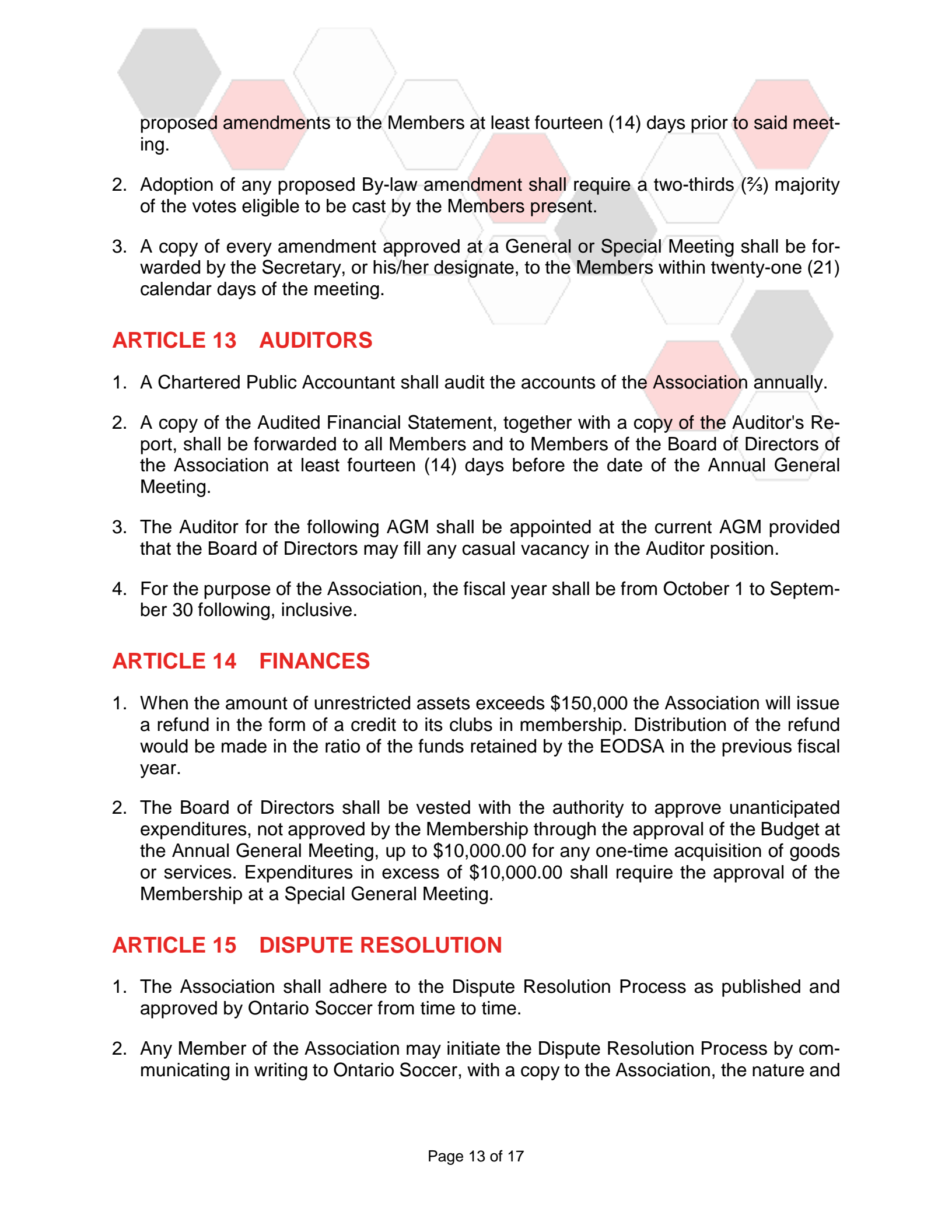
- d) After the approval of the minutes of the previous Annual General Meeting, the Chair may, at his/her discretion, introduce any special business for discussion, or accept a motion to amend the order of the agenda.
- e) Errors in Notice, Waiver No error or omission in giving such notice of a meeting of any Annual or Special meeting of the Members shall invalidate such a meeting or make void any proceedings taken or had at such a meeting. Any Member may, at any time, waive notice of such a meeting and ratify and approve of any or all proceedings taken or had thereat.
- f) The Board of Directors shall consult with the Membership and prepare an annual Strategic Initiative Plan describing the top four objectives of the EODSA for the coming year.
- g) At each Annual General Meeting the Board shall report to the Membership the results and activities against the objectives of the Strategic Initiative Plan as approved at the previous Annual General Meeting, and shall present the Strategic Initiative Plan for the coming year for ratification by the Membership.

## **6. Special General Meetings**

- a) A Special General Meeting (SGM) shall be convened by the President at the request of a majority of the Board of Directors or at the request of one third (1/3) of the Membership.
- b) A Special General Meeting shall be called within thirty (30) days following a decision of the Board of Directors or receipt of a request from one third (1/3) of the Membership.
- c) All Members shall receive fourteen (14) days notice of the date, time and location of any Special General Meetings.
- d) Only the business for which a Special General Meeting has been called will be dealt with, except with the unanimous consent of those present.

## **ARTICLE 12 AMENDMENTS TO THE BY-LAWS**

- 1. Members may propose amendments to the By- laws which may be amended only at an Annual General Meeting, or a Special General Meeting called for that purpose, provided that the proposed amendments have been delivered to the Secretary, or his/her designate, at least thirty (30) days prior to the date fixed for the commencement of said meeting. The Secretary, or his/her designate, shall forward a copy of the



proposed amendments to the Members at least fourteen (14) days prior to said meeting.

2. Adoption of any proposed By-law amendment shall require a two-thirds ( $\frac{2}{3}$ ) majority of the votes eligible to be cast by the Members present.
3. A copy of every amendment approved at a General or Special Meeting shall be forwarded by the Secretary, or his/her designate, to the Members within twenty-one (21) calendar days of the meeting.

### **ARTICLE 13 AUDITORS**

1. A Chartered Public Accountant shall audit the accounts of the Association annually.
2. A copy of the Audited Financial Statement, together with a copy of the Auditor's Report, shall be forwarded to all Members and to Members of the Board of Directors of the Association at least fourteen (14) days before the date of the Annual General Meeting.
3. The Auditor for the following AGM shall be appointed at the current AGM provided that the Board of Directors may fill any casual vacancy in the Auditor position.
4. For the purpose of the Association, the fiscal year shall be from October 1 to September 30 following, inclusive.

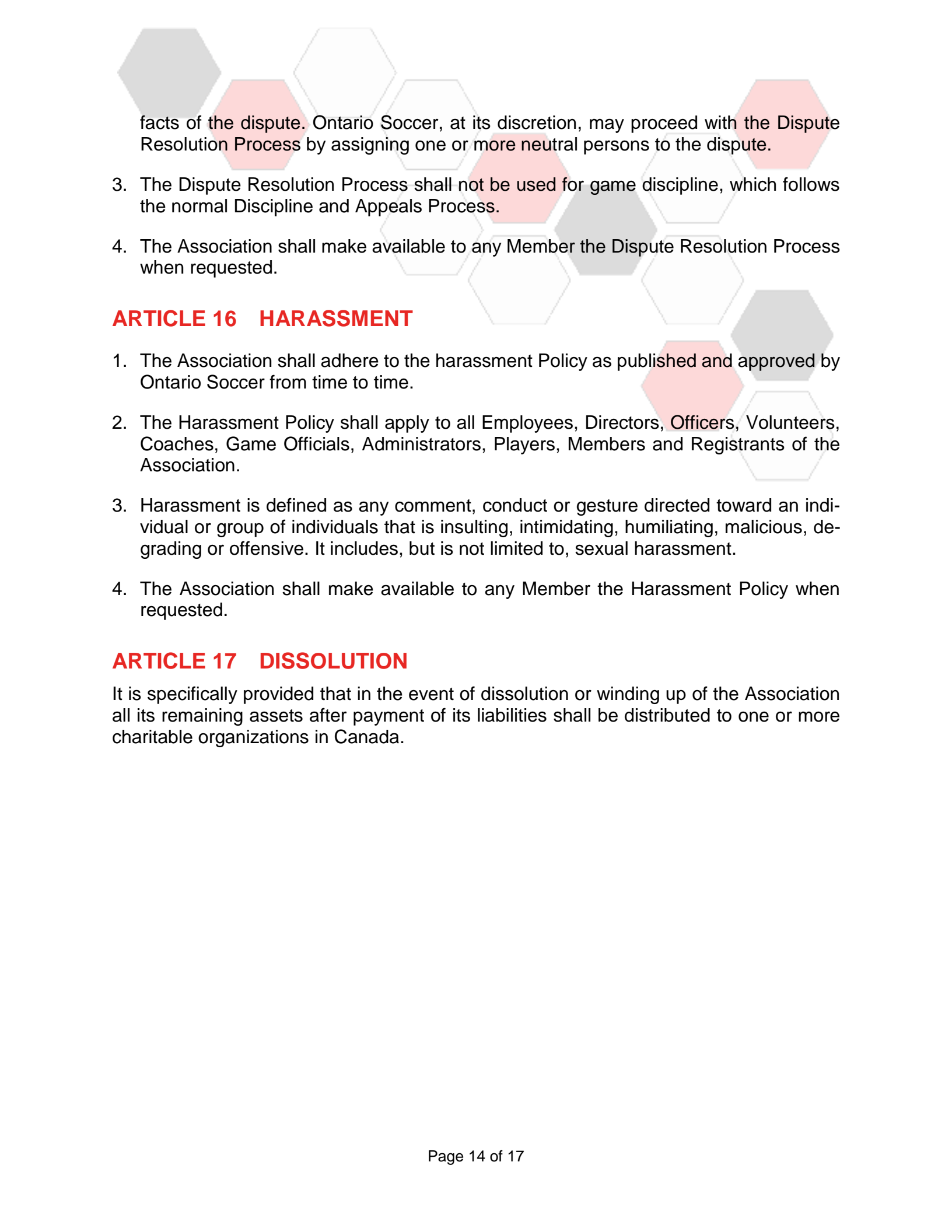
### **ARTICLE 14 FINANCES**

1. When the amount of unrestricted assets exceeds \$150,000 the Association will issue a refund in the form of a credit to its clubs in membership. Distribution of the refund would be made in the ratio of the funds retained by the EODSA in the previous fiscal year.
2. The Board of Directors shall be vested with the authority to approve unanticipated expenditures, not approved by the Membership through the approval of the Budget at the Annual General Meeting, up to \$10,000.00 for any one-time acquisition of goods or services. Expenditures in excess of \$10,000.00 shall require the approval of the Membership at a Special General Meeting.

### **ARTICLE 15 DISPUTE RESOLUTION**

1. The Association shall adhere to the Dispute Resolution Process as published and approved by Ontario Soccer from time to time.
2. Any Member of the Association may initiate the Dispute Resolution Process by communicating in writing to Ontario Soccer, with a copy to the Association, the nature and





facts of the dispute. Ontario Soccer, at its discretion, may proceed with the Dispute Resolution Process by assigning one or more neutral persons to the dispute.

3. The Dispute Resolution Process shall not be used for game discipline, which follows the normal Discipline and Appeals Process.
4. The Association shall make available to any Member the Dispute Resolution Process when requested.

## **ARTICLE 16 HARASSMENT**

1. The Association shall adhere to the harassment Policy as published and approved by Ontario Soccer from time to time.
2. The Harassment Policy shall apply to all Employees, Directors, Officers, Volunteers, Coaches, Game Officials, Administrators, Players, Members and Registrants of the Association.
3. Harassment is defined as any comment, conduct or gesture directed toward an individual or group of individuals that is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.
4. The Association shall make available to any Member the Harassment Policy when requested.

## **ARTICLE 17 DISSOLUTION**

It is specifically provided that in the event of dissolution or winding up of the Association all its remaining assets after payment of its liabilities shall be distributed to one or more charitable organizations in Canada.