



Tecumseh Soccer Club Bylaws

1.0 TRANSACTIONS OF THE AFFAIRS OF THE Club

1.1 Name of Club and Affiliations

The Club shall be known as the Tecumseh Soccer Club also referred to as Tecumseh United Football Club (TUFC), hereinafter called the Club. The Club shall be a member of the Essex County Soccer Association or any other sport association where applicable and shall follow the published rules of the District Association and Ontario Soccer, hereinafter referred to OS. The Club is subject to the published rules in declining order of authority of the following bodies to which it is affiliated:

Ontario Soccer

The District Association

The Club

Other Sport Association Where Applicable

The headquarters of the club shall be located within the district boundaries of the Essex County Soccer Association.

Tecumseh Soccer Club is a non-profit organisation in the Province of Ontario, Canada. The club was incorporated on the 7th February, 1992, incorporation #965204

1.2 Objective

TUFC is committed to promoting a quality sports environment in order to give all participants every opportunity to enjoy the game of soccer as well as other sports activities as decided by TUFC and help them achieve their maximum potential as participants of this sport, while promoting a sense of fair play.

1.3 Finance

The accounts of the Club shall:

- a) Be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$30,000; or



- b) Be reviewed annually through a Financial Review Engagement completed by a Certified General Accountant, Certified Management Accountant or Certified Accountant, if the Annual Gross Revenue is \$30,000 or less; or
- c) with the consent of all its Members, be exempt from any audit or Financial Review Engagement if the Annual Gross Revenue is less than \$10,000.

The audit or the Financial Review Engagement statement shall be presented to the Annual General Meeting for adoption. At the Annual General Meeting of the Club, a chartered accountant firm shall be appointed to perform the audit or the Financial Review Engagement. The fiscal year of the Club shall end on the 31st day of October of each year, unless otherwise ordered by the Board of Directors.

1.4 Execution of Instruments

a) Subject to subparagraph 1.4(b) hereof, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Club by the Chair or Vice Chair together with another Board Member. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Club to be a true copy thereof.

b) Notwithstanding the foregoing, any individual, non-budgeted obligation or expenditure in excess of 5% of the total annual budget of the Club or having a total annual single transaction dollar cost in excess of \$100,000.00 shall require prior approval of the membership at an annual or special general meeting of the Members with at least two thirds (2/3) of all votes cast at such meeting voting in favour of the proposed obligation or expenditure. The proposed obligation or expenditure shall be described to the meeting by way of a business case to allow the Members sufficient information to make a determination on the proposed obligation or expenditure.

1.5 Banking Arrangements

The banking business of the Club shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

1.6 Dissolution

In the event of dissolution of the Club, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Directors to one or more



not-for-profit soccer related organizations, or any not-for-profit athletic community organizations, which operate solely in Ontario.

2.0.0 MEMBERS

2.1 Membership Qualification

To be a Member, a person must be at least eighteen (18) years of age and, unless such person is either a “Life Member” or a “Founding Member” (and in either case has not been deemed not to be a Member pursuant to paragraph 2.7 hereof), a person who is currently registered with the club in one or more of the following capacities:

1. member of the Board;
2. Administrative and Technical staff;
3. Competitive and developmental team officials (coaches, program managers, assistant coaches)
4. other TUFC official as may be designated by the Board; and/or
5. Players registered with the club. (Parents may represent players that are under the age of 18)

No person shall be entitled to hold more than one membership in the Club for voting purposes, notwithstanding that he or she qualifies as such under more than one of the categories specified above. Each developmental team is entitled to have a maximum of two (2) team officials registered as Members of TUFC. Each competitive team is entitled to have a maximum of four (4) team officials registered as Members of the TUFC. The term of membership of the team officials shall expire on the date immediately following the last fiscal date of the season, unless the team official continues to act as a team official for TUFC during TUFC’s next season, in which case the team official’s membership continues to be in force until the commencement of the next ensuing season.

2.2 Maintenance of Membership List

A list of all Members registered in TUFC shall be compiled and maintained by the Secretary. A list of Members in good standing can be requested at least thirty (30) days prior to the annual meeting of the Club. Any person whose name does not appear on the list, and who wishes to have his or her name added to the list, shall make an application to the Secretary in writing no later than fifteen (15) days prior to the meeting. Should the Secretary determine that the person does not meet the requirements for TUFC membership as defined in section 2.1 hereof, the applicant’s name shall not be added to the membership list. The Secretary shall notify each applicant of his or her decision at least ten (10) days prior to the annual meeting. The applicant



has the right to appeal the Secretary's decision to the Board of Directors. Such appeal must be made in writing and received by TUFC at least five (5) days prior to the annual meeting. The Board shall rule as to the applicant's eligibility as a Member of TUFC. The Board's decision on the matter is final.

2.3 Life Members

The Board may by resolution name persons to be Life Members in recognition of their contributions to the Club.

2.4 Founding Members

The Board may by resolution name persons as Founding Members in recognition of their role in the establishment of the TUFC.

2.5 Discipline of Member

A Member may be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid in accordance with the Club's published rules and a hearing held in accordance with the Club's by-laws and policies. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated. Player, team and team official discipline for game infractions is governed in accordance with the procedures published by The OSA. Any Member, who infringes the Articles or rules of the Club or brings the Club into disrepute, may be reprimanded, suspended or expelled from the Club after a hearing by the Board of Directors or a discipline committee of the Club at which hearing the Member is entitled to attend. The discipliners must provide 15 days' written notice before passing any disciplinary actions. The notice will set out the reasons for the discipline or termination of membership. The member receiving the notice is entitled to give the discipliner an oral or written submission addressing the disciplinary action or termination not less than 5 days before the end of the 15 day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

2.6 Termination of Membership

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

1. if the Member submits a signed letter of resignation to the Club;
2. if the Member is expelled by the Club's Board of Directors or if the Member has been deemed to no longer be a Member pursuant to paragraph 2.7 hereof;
3. if the Member, with exception of a Life Member or a Founding Member, is no longer registered with the Club; and



4. in the case of a Life Member or a Founding Member, if neither 1 nor 2 apply, upon the death of the Life Member or Founding Member.

2.7 Conflict of Interest

No person shall be deemed to be a Member who in the opinion of the board is in a conflict of interest. This would include but is not limited to: executive members of other clubs, competitive coaches or technical representatives of other clubs.

2.8 Dispute

In the event of a dispute, the TUFC Board of directors will have ultimate discretion with respect to who may or may not be accepted as a volunteer for membership purposes. Any disputes related to a persons status may be referred to the BOD through the discipline committee of TUFC, for final adjudication.

2.9 Transfer of Membership

Members may not transfer their membership unless otherwise deemed by the Board.

3.0 BOARD AND COMMITTEES

3.1 Board Composition

The affairs of the Club shall be managed by the board of directors (the “Board”) of up to seven (7) Members, but no less than 6, which Board may include:

The Chair

The Vice Chair

The Secretary

The Treasurer

plus up to three (3) Directors at Large.

Any increase or decrease in the number of Board members shall be approved by special resolution of the members at a general meeting.



3.2 Powers

The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Club that are not by the by-laws or any special resolution of the Club or by statute expressly directed or required to be done in some other manner.

3.3 Qualifications

Every Board member must:

- a. be an individual of eighteen (18) or more years of age; and
- b. have been a Member of the TUFC as defined in section 2.1 for at least a year prior to the date of election unless otherwise approved by the Board; and
- c. not be an un discharged bankrupt.

In addition, the Chair must have been a member of the Board for at least the immediately preceding year.

Any amendment to section 3.3 hereof shall only be valid if approved by at least two-thirds (2/3) of all of the Members as noted on the list of Members referred to in section 2.2 hereof with such approval to be obtained at a meeting of the Members called for that purpose.

3.4 Election and Term

After the initial Board of Directors, the members of the Board shall be elected at each annual general meeting. Election shall be by secret ballot. Except as required to give effect to the staggered terms of office as described in the last sentence of this paragraph, the term of office of the members of the Board shall be two years. The new Board will take over the direction and operation of the Club as of the date of their election. The position of Chair, Secretary plus one of the Directors at Large shall be elected in even-numbered years, while the positions of Vice Chair, Treasurer and the balance of the Directors at Large shall be elected in odd-numbered years. All Board positions shall be for a term of 2 years.

3.5 Vacation of Office

The office of a Board member shall be vacated upon the occurrence of any of the following events:



a. if by notice in writing to the Club by the Board member he or she resigns office, which resignation shall be effective at the time it is received by the Club or at the time specified in the notice, whichever is later;

b. if the Board member is removed from office by the Board or by the eligible members of the Club, in accordance with section 3.7;

c. if the Board member is found by a competent jurisdiction to be a mentally incompetent person or becomes of unsound mind;

d. if the Board member dies; or

e. if the Board member becomes bankrupt or suspends payment of his or her debts generally or compounds with his or her creditors or makes an authorized assignment to his creditors or is declared insolvent.

3.6 Vacancies

If the office of any member of the Board shall be or become vacant prior to the expiration of such officer's term by reason of death, resignation, disqualification or otherwise, the Board members shall, in the case of the Chair, elect from among themselves a person to fill such vacancy for a term ending at the next annual general meeting of Members and may, in the case of any other office, appoint a person who need not be a Board member to fill such vacancy. All appointments made under this section shall expire at the next annual general meeting.

Any vacancy not filled by the Board shall be filled at the next general meeting of Members at which Board members for the ensuing years are elected.

3.7 Removal of Board Members

A member of the Board may be removed from office by the Board if, but not limited to:

- he or she is absent for four (4) consecutive Board meetings or for more than 50% of the meetings during any twelve (12) month period:
- if she/he becomes incapable of performing the business of the Club in a satisfactory manner
- if she/he no longer reside is reasonable proximity to the club;
- if she/he becomes, or is discovered to be, an undischarged bankrupt;



- if she/he has been found guilty of an offence under the harassment Policy of TUFC or the OSA;
- if she/he has been found guilty of an offence involving violence under the Discipline Policy of TUFC and/or the OSA;
- if she/he failed to properly account for monies or other property belonging to the club; or
- if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club

In addition, eligible members of the Club entitled to elect the Board may, by resolution passed by at least two-thirds (2/3) of the votes cast there at a general meeting of Members accordance to the provisions of sections 2.1 and 2.2 of which notice specifying the intention to pass such resolution has been given, remove any elected member of the Board before the expiration of his or her term of office, provided that prior to issuing any such notice, such Members have provided the Secretary of the Club with evidence of the written support of at least 2/3 of the eligible Members to such resolution. Eligible Members of the Club may also, by majority of the votes cast at such meeting, elect any person in his or her stead for the remainder of the term.

3.8 Committees

The Board may from time to time constitute such committees, as it deems necessary to assist the Board in carrying out the affairs of the Club and shall prescribe the duties of any such committees. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. The Board may delegate to the committee any of the powers of the Board except those powers set out in the Act that are not permitted to be delegated. The Board may, by a resolution passed by at least two-thirds (2/3) of the votes cast thereon, remove any member of any such committee.

3.9 Nominations

For each annual meeting the Secretary shall ensure that a Call for Nomination appears in the notice of the meeting to be made available to all Members. The Call for Nomination will identify the offices of the Club named in section 3.1 hereof that are open for election at the meeting. Any Member may submit a written nomination for such election to the Secretary of the Club prior to the date of the meeting indicating the name of the candidate to be considered for election and summarizing his or her qualifications. The Secretary shall report to the Members at the annual meeting of the Club all those candidates for the Board positions nominations for whom have been received before the annual meeting. Nominations for positions on the Board of Directors may also be made by any member at the Annual General Meeting or at a Special General Meeting called for that purpose. Any person nominated must consent to his or her nomination. The eligibility of nominees for any office of the Club shall be verified by the Secretary. Any



dispute in respect of the eligibility of a nominee for any office of the Club shall be decided by the Board.

3.10 Rules and Regulations

The Club shall have Rules and Regulations which shall include, but is not limited to, the following:

- a) discipline of a Member: summary of charges regarding misconduct
- b) discipline of a Member: procedures for discipline hearing
- c) duties of Board of Directors: authority granted to Board regarding the business being conducted
- d) duties of Board of Directors: selection process and appointment process for the appointment and renewal of appointments to the Club's paid and volunteer positions
- e) duties of Board of Directors: process for revoking appointments
- f) voting at General Meeting: procedures for voting
- g) The Board shall have the sole authority to establish and amend the rules governing all aspects of recreational, developmental and competitive teams within TUFC.
- h) Without limiting the generality of (g), the Board shall have the sole authority to establish and amend rules governing tournaments, the selection of competitive coaches, players and other corporation officials

The Board shall have the sole authority to establish and amend the rules and regulations. The Board may approve and publish Rules and Regulations which are not inconsistent with this By-Law and are not inconsistent with the Rules and Regulations of a higher level governing organization.

3.8 Duties of the Board Members

a) Chair

The Chair shall, subject to any special resolution of the Club, when present, preside at all meetings of the Board and of Members of the Club. The Chair shall also act as the spokesperson for the club unless he/she delegates such duties to another member of the Board

b) Vice Chair



The Vice Chair shall perform the duties assigned by the Chair and will fulfil the responsibilities of the Chair during her/his absence

c) Secretary

The Secretary shall:

- a. give or cause to be given notice for all meetings of the Board and of Members when directed to do so;
- b. keep minutes for all such meetings; and
- c. have charge of the minute books of the Club and of the documents and register.

d) Treasurer

Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Club and shall deposit or cause to be deposited the same in the name of the Club in such bank or banks or with such depositories as the Board may direct. The Treasurer shall keep or cause to be kept the books of account and accounting records. The Treasurer shall be one of the signatories on the bank accounts in conjunction with another chosen Board member.

e) Other Officers

The responsibilities of the other officers of the Club shall be as established by the Board from time to time.

3.9 Board Meetings

a) Who can Call meetings:

the chair or any 2 board members jointly may call meetings of the Board at any time and place on notice as required in 3.9(b)

b) Meeting Notice

Notice of the time and place for holding of a meeting of the Board will be given to every Board member in the manner provided in section 8. Notice of the time and place of the meeting must be given not less than 14 days before the date that the meeting is to be held. Notice must be given according to requirements set out in section 8.1.



Notice of a meeting is not required if:

- All of the members are present, and none objects to the holding of the meeting, or
- Those absent have waived notice or have otherwise signified their consent to the holding of such meeting

If a vote takes place during the Board meeting, each Board member, including the Chair, has one vote. Questions arising at any Board meeting will be decided by a majority (51%) of votes unless otherwise required by the Act. In cases of an equality of votes, the Chair will have a second vote of casting vote.

c) Method of Meeting

The preferred method for Board meetings is in person, however, If all of the Board members consent, a Board member may participate in a meeting of the Board or of a committee of the Board virtually. The method of holding the virtual meeting must allow all participants to communicate adequately with each other during the meeting. A Board member participating in the aforementioned way is deemed to be present at that meeting. For greater certainty, Board meeting may be held entirely virtually.

4.0 FOR THE PROTECTION OF BOARD MEMBERS AND OFFICERS

4.1 Conflict of Interest

Except with the prior written approval of the Board, the Board shall adhere to the TUFC Conflict of Interest Policy.

4.2 For the Protection of Board Members and Officers

No Board member or officer for the time being of the Club shall be liable for the acts, receipts, neglects or defaults of any other Board member, committee member or officer or employee of the Club or for joining in any receipt or act with any of them for conformity, or for any loss, damage or expense incurred or suffered by the Club through the insufficiency or deficiency of title to any property acquired by the Club, or for or on behalf of the Club, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Club 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 or which 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 other assets belonging to the Club, or for any other loss, damage or misfortune whatsoever



which may be incurred or suffered by the Club in the execution of the duties of his or her office, or in relation thereto, unless the same shall happen by or through his or her own willful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Club, provided that nothing herein shall relieve any Board member or officer of any liability imposed upon him or her by statute.

No Board member, committee member, officer or employee of the Club will be liable for the above mentioned things as long as the have complied with the Act and the Club's articles and Bylaws and exercised their power and discharged their duties in accordance with the Act.

5.0 INDEMNITIES TO MEMBERS OF THE BOARD AND OTHERS

5.1 Indemnities to Board Members

All Board members and officers of the Club, and their heirs, executors, administrators and legal representatives, may from time to time and at all times be indemnified and saved harmless out of the funds of the Club, from and against:

- a. all costs, charges and expenses whatsoever which such Board member or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Board member or officer, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the Board member or officer, in or about the execution of the duties of his or her office; and
- b. all other costs, charges and expenses which the Board member or officer sustains or incurs in or about or in relation to the affairs of the Club;

except such cost, charges and expenses as are occasioned by the Board member's or officer's own willful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Club.

5.2 Insurance.

Subject to applicable law, the Club will purchase and maintain such insurance for the benefit of its Board members and officers as the Board may from time to time determine.

6.0 MEETING OF MEMBERS

6.1 Annual General Meeting

The annual general meeting of the Members shall be held at any place within the County of Essex on such day decided on by the Board.



6.2 Agenda

The agenda for the annual general meeting shall include:

- a. Minutes of the last general meeting for approval;
- b. Chair's Report, including a description of key priorities and initiatives for the upcoming fiscal year;
- c. Treasurer's Report, including a proposed annual budget for approval at the meeting, together with draft pro forma financial statements for the previous fiscal year;
- d. Appointment of Auditors;
- e. Unfinished Business;
- f. Nomination of Candidates for Board Membership;
- g. Election of Board Members;
- h. New Business; and
- i. Adjournment.

Voting members have the right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members' Meeting in accordance with the Act, so that such items of new business can be included in the notice of Annual Members' Meeting. No other item of business shall be included on the agenda for the Annual Members' Meeting.

Any Member, upon request, shall be provided, not less than 21 days or other number of days prescribed in regulation before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information.

6.3 General Meetings

Other general meetings of the Members may be convened by:

- a. the Chair;
- b. the Board; or



c. upon receipt of written request by at least two thirds (2/3) of the eligible Members, stating the nature of the business to be discussed.

The meeting shall be held within twenty-eight (28) days of the receipt of the request by the Secretary, at any date and time and at any place within Essex County or, in the absence of such determination, at the place where the head office of the Club is located.

6.4 Notice

An electronic, printed, written or typewritten notice stating the day, hour and place of a general meeting and the general nature of the business to be transacted shall be given by posting or publishing such notice on the Club's website or in local newspapers not less than fifteen (15) days and not more than fifty (50) days before the date of the meeting. The notice shall specify the nature of the business to be discussed and must contain enough information to permit the Members to form a reasonable judgement on the decision to be taken.

6.5 Waiver of Notice

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

6.6 Omission of Notice

The accidental omission to give notice of any meeting to or the non-receipt of any notice by, any Member or Members or the auditor of the Club or any irregularity in the notice of any meeting shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

6.7 Votes

Each Member present at a general meeting of the Club shall be entitled to one vote at that meeting. Except as provided in section 3.4, every question submitted to any meeting of Members shall be decided in the first instance by a show of hands. In the case of an equality of votes the question shall fail, and the chair of the meeting shall not on a show of hands or at a poll have a second or casting vote in addition to the vote to which he or she may be otherwise entitled. At any meeting of Members, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a majority shall be conclusive evidence of the fact. A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith



without adjournment. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn. An abstention will not be considered a vote cast.

6.8 Chair of the Meeting

In the event that the Chair and the Vice Chair are absent, then the persons who are present and entitled to vote shall choose another Board member as chair of the meeting; however if no Board member is present or if all the Board members present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be chair.

6.9 Proxies

Votes at meetings of the Members must be given personally and not by proxy. Upon a poll or by ballot, every Member who is entitled to vote at the meeting and is present in person shall have one vote. For certainty, Members may not vote by proxy.

6.10 Adjournment

The chair of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjourned meeting need be given to the members. Any business may be brought before or dealt with at the original meeting in accordance with the notice calling the same.

6.11 Quorum

A quorum at any meeting of the Members shall be Members present being not fewer than twenty (20) in numbers. No business shall be transacted unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of section 6.4 with regard to notice shall apply to such adjournment.

6.12 Non-Members

The Board may by resolution make provision for the attendance by guests and visitors at any meeting.

6.13 Election Procedures



The election of the Board members shall take place during the annual general meeting in a manner and at a time to be designated by the Board. The Board shall prescribe the manner of holding elections, including forms to be used, the method of voting and such rules and procedures pertaining thereto so as to enhance the fair and proper conduct of elections. Furthermore, for the purposes of the conduct of the elections at the annual meeting, the President shall appoint a Chief Returning Officer, who shall be responsible for the preparation of the ballot in accordance with the requirements of this by-law and the procedures established by the Board, the tallying of ballots cast and the appointment of additional election officers as deemed appropriate. The Chief Returning Officer or appointed election officials shall not be candidates for election to office at the annual meeting of Members.

7.0 GENERAL PROVISIONS

7.1 Method of Giving Notice

Any notice (which term includes any communication or document) to be given (which includes posted, published, sent, delivered or served) the by-laws or otherwise to a Member, officer, auditor or member of a committee or the Board shall be sufficiently given if posted on the TUFC website, or published in a local newspaper, or delivered personally to the person via electronic transmission. A notice so posted or published shall be deemed to have been delivered on the date of posting or publication; a notice so delivered shall be deemed to have been given if it is delivered personally via electronic transmission. The Secretary may change or cause to be changed the recorded address of any Member, Board member, officer, auditor or member of a committee of the Board in accordance with any information believed by him or her to be reliable.

7.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

7.3 Omission and Errors

The accidental omission to give any notice to any Member, Board member, officer or auditor or the non-receipt of any notice by any Member, Board member, office or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

7.4 Waiver of Notice



Any Member, Board member, officer or auditor may waive any notice required to be given and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

7.5 Rules of Conduct

In any case where reference to procedural rules for the conduct of a meeting is required or desired, reference shall be made to the most recent edition of Robert's Rules of Order, provided that any such rules shall be subject always the by-laws and special resolutions of the Club.

7.6 Policies

All members of the club, as outlined in section 2.1, shall adhere to the club approved policies found on the club website. In the absence of an approved policy the club shall adhere to the relevant published and approved Ontario Soccer policy.

8.0 AMENDMENT AND REPEAL

8.1 Amendment

By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the Club. This by-law may be amended by two-thirds (2/3) of the votes cast at the annual meeting or a general meeting of Members called for that purpose. Any proposed amendment(s) to the by-law must be submitted to the Secretary in writing at least thirty (30) days prior to the meeting at which the amendment(s) will be considered. All proposed changes will be made available to Members on the TUFC website at least seven (7) days prior to the meeting at which they will be considered. The wording of proposed changes to the by-law may be amended during the meeting at which they are being considered, as long as the basic intent of the proposed amendment is not altered.

8.2 Repeal

All prior by-laws, resolutions and proceedings of the Club inconsistent with this by-law are hereby amended, modified and revised in order to give effect to this by-law.

8.3 Inconsistencies with the Act

If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.

9.0 Definitions and Interpretations



9.1 Definitions

In this Bylaw, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Board” means the board of directors of the Corporation;
- c. “Bylaws” means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d. “Chair” means the chair of the Board;
- e. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. “Member” means a member of the Corporation;
- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation.

Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

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

Bylaws adopted October 23, 2024