

Peel Region Football

Bylaws

“The purpose of the organization is to develop youth through the sport of football, regardless of sex, race, creed or colour”

Bylaw #1

A Bylaw relating to the conduct of the affairs of Peel Region Football

BE IT PASSED AND HEREBY CONFIRMED as a Bylaw of Peel Region Football (hereinafter called PRF)

Article One

Definitions and Interpretation

1.01 Definitions

In this Bylaw, unless there is something in the subject matter or context inconsistent therewith,

- (1) “Act” means The Corporations Act of Ontario as amended or re-enacted from time to time.
- (2) “articles” means the letters patent, supplementary letters patent, the original or restated articles of incorporation of PRF, or the last articles of amalgamation executed by PRF as an amalgamating corporation and include any amendments thereto:
- (3) “Board” means the Board of Directors of PRF
- (4) “Bylaw” means a Bylaw of PRF and includes a special Bylaw of PRF
- (5) “President”, “Vice President”, “Finance”, “Registration”, “Secretary”, “Registration”, “Operations”, “Recruitment”, “Corporate Fundraising”, or any other officers of PRF
- (6) “Director” means Director of PRF
- (7) “Employee” means employee of PRF
- (8) “Officer” means officer of PRF
- (9) “Resident Canadian” means an individual who is a Canadian citizen or has been lawfully admitted to Canada for permanent residence and who is ordinarily a resident of Canada.
- (10) “Special Bylaw” means a special bylaw of PRF
- (11) Subject to the foregoing, the expressions herein contained shall have the same meaning as the corresponding expressions in the Act.

1.02 Interpretation

In each Bylaw and in special resolution of PRF, the singular shall include the plural and the plural shall include the singular. The word “person” shall include firms and Corporations and the masculine shall include the feminine. Whenever reference is made in this or any other Bylaw or in any special resolution of PRF to any statute or sanction thereof, such reference shall be deemed to extend and refer to any amendment to or re-enactment of such statute or section, as the case may be.

1.03 Headings

The headings in this Bylaw are inserted for convenience of reference only and shall not affect the construction or interpretation of the provisions of this Bylaw.

Article Two

General

2.01 Purpose

(1) The general purpose of PRF is dedicated to the development of youth in football, regardless of sex, race, creed or colour.

(2) The specific purpose is to promote and encourage wholesome participation in football as a means of developing good sportsmanship, athletic abilities and leadership qualities through good coaching to contribute to the development of the region of Peel. The mission of Peel Region Football is to educate and introduce young athletes to the personal and community wide benefits associated with teamwork, discipline, respect and sacrifice.

2.02 Corporate Associations

To be established and approved by the Board

2.03 Seal

PRF shall have a seal which shall be adopted and may be changed by resolution of the Directors

2.04 Financial Year

The Directors may by resolution fix the financial year of PRF fix the financial year of PRF and, subject to the concurrence of the Minister of National Revenue, the Directors may from time to time by resolution change the financial year of PRF

Article Three

Directors

3.01 General

The Board shall manage or supervise the management of the affairs and business of P.R.F

3.02 Qualification

- (1) No person under eighteen (18) years of age shall be a Director
- (2) No un-discharged bankrupt or mentally incompetent person shall be a Director
- (3) A majority of Directors shall be resident Canadians
- (4) A Director shall be a member of PRF

3.03 Removal from Office

If a Director becomes a bankrupt or mentally incompetent person, they thereupon cease to be a Director, or if duties of office are failed to be carried out. A Director may lose his position if he acts in contravention to the Constitution, not acting in the best interest of PRF, not following the

policies & procedures outlined in minutes. The Board of Directors shall by simple majority vote to remove the Director.

3.04 Consent to Act as a Director

A person who is elected or appointed as Director is not a Director unless he was present at the time of the meeting when he was elected or appointed.

3.05 Term of Office

Subject to the provisions of the articles, the terms of office and each Director shall commence at the time of his election or appointment and shall terminate at the time his successor is elected or appointed by the members.

3.06 Resignation of a Director

A Director may resign his office as a Director by giving PRF his written resignation at which time the resignation will become effective.

- (1) At the time (if any) at which such resignation states that it is to become effective, or:
- (2) If such a resignation does not state the time at which it is to become effective, at the time at which PRF receives such a resignation.

3.07 Elections, Appointments and Removal

The Directors shall be the founders of PRF

- (1) By a resolution passed, or
- (2) On a show of hands, or
- (3) If a poll is demanded, by ballot

A Director shall retire at the end of their term and shall be eligible for re-election at that time.

Subject to the provisions of the articles, all Directors then in office shall retire at the annual meeting at which Directors are to be elected but, if qualified, shall be eligible for re-election; provided that, subject to the provisions of the act, the members may, by resolution passed by a majority of votes cast at such meeting, elect any person in his stead for the remainder of his term.

3.08 Vacancies

- (1) Where a vacancy occurs in the Board, the president will appoint a qualified person to the position with the Board of Directors' approval by majority.
- (2) Where the number of Directors is increased the vacancies resulting from such increase shall only be filled by appointment and approval by the Board of Directors by majority.

Article Four

Meeting of the Directors

4.01 Place of Meeting

Meeting of the Board and of the Executive Committee, if any, may be held in any place within the Region of Peel.

4.02 Calling of Meetings

A meeting of Directors can be called at any time by the President or by a quorum of Directors.

4.03 Notice of Meetings

- (1) Notice of any meeting of Directors specifying the time and place for holding of such meeting shall be given by the Secretary or his/her designate not less than SEVENTY-TWO HOURS (exclusive of Saturdays, Holidays and the day on which the notice is given but inclusive of the day of the meeting before the meeting) before any meeting is to take place.
- (2) Meetings for the Board may be held at any time without formal notice if all the Directors are present, or if all the Directors who are not present waive notice or signify their consent to any meeting being held without formal notice. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any Director either before or after such meeting.

4.04 Regular meeting

The Board by resolution fix a day or days in any month or months for the holding of regular meeting at a time and place specified in such resolution. A copy of any resolution of the Board specifying the time and place for holding of regular meetings of the Board shall be sent to each Director at least two (2) days (exclusive of the day on which the copy of the resolution is sent but inclusive of the day of the first such regular meeting) before the first such regular meetings and no other notice shall be required for any of such meetings.

4.05 First Meeting of the Board

The first meeting of the new Board may be held immediately following the elections or appointment of Directors at an annual or general meeting of all members, or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board. No notice need be given to the newly elected or appointed Director or Directors.

4.06 Meeting by Telephone

Where all the Directors have consented thereto, any Director may participate in a meeting of the Board or management Board, if any, by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other and a Director participating in a meeting pursuant to this provision shall be deemed to be present in the meeting.

4.07 Chairman of Meetings

Subject to the provision of any special Bylaw of PRF providing for the election or appointment by the Directors from among themselves as Chairman of the Board, the President (if he is present), shall preside as Chairman at all meeting of the Board. In the absence of the President and Vice President, the Directors present shall choose a person from among their number to be a Chairman of the meeting.

4.08 Quorum

(1) Subject to the provision of section 7.01 of this Bylaw, a quorum at any meeting of Directors shall be the greater of:

- (a) Fifty (50) percent of the Board, or
- (b) Three (3) Directors

(2) No business shall be transacted at a meeting of the Board unless a quorum of the Board is present, and a majority of the Directors' present are resident of Canada.

4.09 Voting

All questions arising at any meeting of Directors shall be decided by a majority of voters, cast by all Directors (except the President), but in case of an equality of votes, the President of the meeting shall cast the deciding votes.

4.10 Auditor

The auditor of PRF if any is responsible to membership of PRF and as such shall be entitled to attend and be heard at meeting of the Board on matters relating to his/her duties as auditor.

4.11 Renumeration

The Directors of PRF shall serve without renumeration and no Director shall directly or Indirectly receive any profit from his position as such.

Article 5

Standard of Care of Directors and Officers

5.01 Standard of Care

Every Director and office of PRF shall exercise the powers and discharge the duties of his office honestly, in good faith and in the best interest of PRF and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in a comparable circumstance.

5.02 Liability for the Acts of Others

Subject to provisions of section 5.01 of this Bylaw, 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 receipts or acts for conformity or for any loss, damage or expense happening to PRF through insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of PRF or for the belonging to PRF shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with deposited for any loss occasioned by the error of judgement or oversight on his part, or for any other loss, or for any other loss, manage or misfortune whatsoever may happen in the execution of the duties of his respective office or trust or in relation thereto.

Article Six

For the Protection of Directors and Officers

6.01 Indemnification by Corporation

Every Director and officer of PRF and his heirs, executors, administrators and other legal personal representatives may from time to time be indemnified and saved harmless by PRF from and against.

- (1) Any liability and all cost, charges and expenses that he sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced for him or in respect of the execution of duties of his office; and,
- (2) All other costs, charges and expenses that he sustains or incurs in respect of the affairs of PRF, but no Director or officer shall be indemnified by PRF in any respect of any liability, costs, charges or expenses that he sustains or incurs in or about any action, suit or other proceeding as a result of which he is adjudged to be in the breach of any duty or responsibility imposed upon him under the Act or under any other statute unless, in an action brought against him in his capacity as a Director or officer, he has achieved complete or substantial success as a defendant

6.02 Insurance

PRF may purchase and maintain insurance for the benefit of any or all Directors or officers, except insurance against liability, cost, charge or expense of any or all Directors or officers incurred as a result of a contravention of section 5.01 of this Bylaw.

6.03 Indemnities to Directors and Officers

The Directors may from time to time by resolution cause PRF to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of PRF or any affiliated corporation and to secure such Director or other person against loss by mortgage and charge upon the whole or any part of real and personal property of PRF by way of security and action from time to time taken by the Directors under this section shall not require approval or confirmation by the members.

6.04 Directors Expense

The Directors shall be reimbursed for such reasonable out-of-pocket expense as are incurred in attending Board, committee or members meeting or otherwise in respect to the performance by them of their duties and no confirmation by the members of any such reimbursement shall be required.

6.05 Responsibilities for Contracts

The Directors for the time being shall not be under any duty of responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of PRF, except such as shall have been submitted to and authorized or approved by the Board. Any Director of PRF whose company enters a contract with PRF must declare a "Conflict of Interest" before contract is awarded or the contract will be declared null and void.

6.06 Submission of Contracts or Transactions to Members for Approval

The Executive Board in its discretion may submit a contract, act, or transaction for approval or ratification at any annual or general meeting of the members called for the purpose of considering the same and any contract, act or transaction so submitted that is approved by resolution passed by the majority of the votes cast at any such meeting shall be as valid and as binding upon PRF upon all members as though it had been approved or ratified by every member.

6.07 No money shall be spent by PRF without authorization of Board of Directors

All expenditures under \$1000 must have approval of Board by verbal consent. All expenditures over \$1000 must have motion and approval by simple majority

Article 7

Board of Directors

7.01 The Board of Directors will be the five (5) founders of PRF. Any additional Directors will be appointed to the Board of Directors and passed with a simple majority. Each Director shall have 1 vote.

7.02 All Board of Directors must be at least eighteen (18) years of age.

7.03 Board of Director Quorum

A quorum shall be fifty percent (50%) must be present and is necessary to conduct a meeting of the Board.

7.04 Signing Privilege

The signing privilege will require two (2) signatures on any documents or cheques as approved by a vote of the Board.

7.05 Emergency Meetings

In an emergency, if a Board meeting is not possible, the Board may hold calls or zoom meetings to resolve the emergency or problems to maintain the day-to-day operations of PRF. The proceedings of these meeting must be presented to the Board at the next meeting.

Article Eight

Meetings

8.01 Annual Meeting

PRF shall hold an annual meeting on the first Friday of April. The meeting shall be held not more than fifteen (15) months after holding the preceding general meeting.

8.02 General Meeting

A meeting of members other than annual meeting may be called at any time and may be held in conjunction with an annual general meeting.

8.03 Persons entitled to be present

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat. Any other person may be admitted only on the invitation and consent of the Board of Directors.

8.04 Right to Vote

Subject to the provisions of section 8.05 hereof, the only persons entitled to vote at the annual general meeting shall be noted in the minutes as being entitled to vote. All voting members must be a member in good standing of PRF and as such carry the right to vote at such meeting.

8.05 Member Proposals

A Member entitled to vote at an annual general meeting may submit, in accordance with the Act, a Proposal to the Corporation and may, subject to the Act, discuss at the annual general meeting any matter with respect to which a Proposal has been submitted.

8.06 Proxies

(1) Every member entitled to vote at a meeting of members, may by means of a proxy appoint a person, who needs to be a voting member of PRF as his nominee to attend and act at the meeting in the manner, to the extend and with the power conferred by the proxy. A proxy shall be executed by the voting member or his agent authorized in writing to the Board of Directors or by an officer or attorney thereof dully authorized and ceases to be valid one year from the date.

- (2) A proxy shall contain the date thereof and the appointment and name of the nominee and may contain a revocation of a former proxy and restrictions, limitations or instructions as to the way the proxy is given are to be voted.

8.07 Revocation of Proxies

- (1) In accordance with law a proxy must be revoked in writing to the voting member who has submitted the proxy.
- (2) If a person who executes a proxy attends in person at a meeting at which the proxy is to be used the proxy is thereupon revoked.

8.08 Deposit of Proxies

- (1) The Directors may by resolution fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holiday, preceding any meeting or adjourned meeting of voting members before which time proxies to be used at that meeting must be deposited with PRF or agent thereof, and any period of time shall be specified in the notice calling them meeting.
- (2) The Directors from time to time may pass resolutions allowing methods of deposit proxies other than what is in section 8.08-1.

8.09 Votes to Govern

At all meetings of members every question shall, unless otherwise required by law, the articles or the Bylaws, be decided by the majority of the votes duly cast on the question.

8.10 Vote Counting

At all meetings every question submitted to the meeting shall be decided by a show of hands. All votes shall be recorded.

8.11 Adjournment

The chairman may with the consent of any meeting adjourn such meeting from time to time and no notice of such meeting need be given to the members.

8.12 Financial Year End

The financial year end is December 31

Article Nine

Membership

9.01 General

Membership shall be open to all persons and specifically to the parent or parents or guardian or guardians of those minors or volunteers who are participating in the activities carried on by PRF.

9.02 Members

There shall be two types of membership:

- (1) General membership as outlined in 9.01
- (2) Voting member – one of the founders of PRF

9.03 Termination

The interest of a member is not transferable, and a member shall automatically and without notice or other actions by PRF, cease to be a member upon:

- (1) A decision by the Board by resolution that the members conduct has been inconsistent with the purposes of PRF, subject to the right of the member to have his membership reinstated by complying with such terms as they may stipulate.
- (2) Resignation by delivering notice in writing to PRF
- (3) Upon death of the member
- (4) Cease to participate in PRF activities for 3 consecutive years.

Article Ten

Miscellaneous

10.01 Method of Giving Notice

Any notice, communication or other document to be given by PRF to a member, Director shall be sufficiently given if delivered to last email address given and on the books of PRF.

10.02 Execution

(1) Contracts, documents or any instruments in writing requiring execution by PRF must be signed by two signatures as approved by Board of Directors. These shall be binding upon PRF without any further authorization or formality. The Board from time to time by resolution appoint any office or officers on behalf of PRF either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

(2) The term “contracts, documents or any instruments in writing” as used herein shall include deeds, mortgages, charges, conveyances, transfers and assignments real or personal, immovable, agreements, releases, receipts and discharges for the payment of money or other obligations, cheques, promissory notes, drafts, acceptances of shares, money, instruments of proxy, stocks, bonds, debentures or other securities and all paper writings

10.03 Cash Handling Procedures

All monies collected by PRF must be counted by 2 people and signed before being deposited.

Article Eleven

Bylaws

11.01 Entitlement of Members to copy of Articles and Bylaws

On being admitted to membership, each Member is entitled to, and upon request the PRF Board will provide him or her or it with, a copy of the Articles and Bylaws of the Corporation.

11.02 Resolution of Members required to Alter or Add to Bylaws

The Members may amend, add to or repeal the Bylaws by Ordinary Resolution. However, the Bylaws referred to in section 197(1) of the Act will not be amended, added to or repealed except by Special Resolution of the Members. A Member entitled to vote at an annual general meeting may, in accordance with section 8.05, make a proposal to make, amend or repeal a Bylaw.

11.03 Amendment and Repeal of Bylaws

Subject to the Act, the Articles and these Bylaws, the PRF Board may make, amend or repeal any Bylaws to regulate the activities or affairs of the Corporation. Any such Bylaw, amendment or repeal will be effective from the date of the resolution of Directors until the next Meeting of Members, where it may be confirmed, rejected or amended by the Members by Ordinary Resolution.

If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The Bylaw, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

11.04 Special Resolution Required

Notwithstanding the foregoing, the PRF Board may not make, amend or repeal any Bylaws where the enactment, amendment or repeal would have any of the following effects:

1. changing the conditions for membership in the Corporation; or
2. changing or removing any designation, rights or conditions or any class, category or group of Members; or
3. dividing any existing class, category or group of Members into two or more classes categories or groups or fixing the rights of such classes, categories or groups; or
4. adding, changing or removing a provision respecting the transfer of membership; or
5. changing the manner of giving notice to Members entitled to vote at a Meeting of Members; or
6. changing the method of absentee or electronic voting by Members; or
7. changing or altering any provision of the Articles.

A provision of the Bylaws respecting matters described above may be made, amended or repealed by Special Resolution.

11.05 Changes to be Filed

The Corporation will file any amendment or addition to the Bylaws, including any repealed provision of the Bylaws, with the Director of Corporations Canada within 12 months of the date the Special Resolution authorizing the alteration was passed.

The Corporation will promptly file any amendment or addition to the Articles, including the repeal of any provision of the Articles, with the Director of Corporations Canada in the prescribed form.

11.06 Effective Date

Any amendment, addition to or repeal of the Bylaws is effective as of the later of: the date when the Special Resolution authorizing the alteration was passed; or such later date that may be set out in writing in the Special Resolution authorizing the alteration.

Any amendment, addition to or repeal of the Articles is effective as of the date set out in the certificate of amendment issued by the Director of Corporations Canada.