

# **NORTH TORONTO SOCCER CLUB NITROS/KICKS BY LAW # 1 - CONSTITUTION**

## **1. NAME**

The name of this club shall be the North Toronto Soccer Club Nitros/Kicks, hereinafter referred to as the NTSC or the Club. The headquarters of the Club shall be located within the District Boundaries of the Toronto Soccer Association, hereinafter referred to as the TSA.

## **2. OBJECTIVES**

The NTSC shall have the following objectives:

- a) to provide children and young adults (“players”) within the NTSC community and, in certain circumstances outside the NTSC community, with an opportunity to develop an appreciation of the game of soccer while fostering loyalty with players who have demonstrated a commitment to NTSC;
- b) to provide soccer at both recreational and competitive levels, wherever possible, to enable players to participate at a level appropriate to their ability;
- c) to develop character by promoting physical, social and leadership skills in the players with an emphasis on team spirit, sportsmanship, respect for officials and for each other; and
- d) to promote and develop the game of soccer both within and outside the NTSC community, while recognizing that the player is the first priority.

## **3. AFFILIATIONS**

The NTSC shall be a member of the TSA and shall follow the published rules of the TSA and the Ontario Soccer Association, hereinafter referred to as the OSA. The NTSC is subject to the published rules, in declining order of authority, of the following bodies to which it is affiliated:

- a) The Canadian Soccer Association (“CSA”)
- b) The Ontario Soccer Association (“OSA”);
- c) The TSA; and
- d) The NTSC

NTSC may also affiliate itself with other soccer bodies, such as soccer Academies.

## **4. MEMBERSHIP**

Members of the NTSC shall be such individuals as defined below ("Members"). A list of current Members shall be maintained under the supervision of the Secretary. Nothing prohibits the Board of Directors (the "Board") from imposing, waiving or varying any conditions, rights, privileges, duties and responsibilities of membership, or from imposing any sanctions, conditions or probationary terms of membership or from refusing to admit Members to the Club. Members of the NTSC are Regular Members, Honourary Members or Life Members.

### **a. Regular Members**

Regular Members shall consist of the following individuals, each of whom has served the NTSC in a voluntary capacity during the 365 days prior to the meeting date:

- Coaches, managers and assistants (maximum of three (3) per team);
- Administrators, committee Members, convenors and Directors.

Although a person may qualify for membership under more than one of the above categories and be registered under more than one category, the person holds only one membership in the NTSC.

A Regular Member may not hold any paid staff position of the NTSC, however receiving an honorarium or similar compensation for acting as a coach or game official shall not constitute a paid staff position.

Regular Members are afforded all rights of membership. Each Regular Member who is 18 years of age or older shall have the right to participate, subject to rulings from the Chair of any meeting, and one vote at meetings of the Members of the NTSC. Regular Members shall also be known as voting Members.

### **b. Honourary Members**

The Board may designate an individual as an Honourary Member for a specified period of time. An Honourary Member is afforded all of the rights of membership, including the right to attend and speak at meetings of Members; but not the right to vote. However, if an Honourary Member also qualifies as a Regular Member, the Honourary Member would have the right to vote.

### **c. Life Member**

The Board may designate an individual as a Life Member.

A Life Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote. However, if a Life Member also qualifies as a Regular Member, the Life Member would have the right to vote.

**d. Fees**

Membership fees, if any, shall be set annually by the Board.

**e. Discipline of Members & Others (including Players, Teams, Team Officials, Parents & Guardians)**

All Members are subject to the imposition of discipline by NTSC. A Member is subject to any sanction within the jurisdiction of the NTSC, which could include a Member being fined, censured, suspended or expelled from Membership. Discipline may be imposed on a member for any reason as determined by the Board, including, without limitation, for failing to comply with the NTSC membership requirements, the By-laws of the NTSC or any policies, rules or regulations of the NTSC, the TSA or the OSA or failing to pay when due any fee or other monetary obligations to the NTSC. 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 shall be governed in accordance with the procedures established by the NTSC and consistent with the published rules of the OSA. This discipline function also applies to the discipline of parents and guardians of players, as well as other persons, including supporters of players and teams.

**f. Termination of Membership**

In addition to expulsion arising from discipline, membership in the Club shall be deemed to have been terminated:

- a) if the Member submits a signed letter of resignation to NTSC;
- b) if the Member is no longer registered with the NTSC and has not been active in a voluntary capacity in the previous 365 days .

Members may not be accepted for renewal of membership if they have been dismissed from membership previously from any soccer club, have a discipline history with any soccer club, if they are currently suspended from participation in any organized soccer or if they have outstanding fines levied by any soccer club.

## **5. MEETINGS OF MEMBERS**

**a. General**

All meetings of the NTSC shall be governed by procedural rulings made by the Chair of the meeting; provided that in the case of challenges to the Chair, the Chair may rely on the most recently published Robert's Rules of Order, except as may be otherwise stipulated in this By-Law or other rules and regulations of the NTSC.

**b. General Meetings of Members**

Notice of each meeting shall be given to all Members at least 14 days before the meeting is to be held and such meeting shall be held no later than December 31 of each year. The location of this Annual General Meeting shall be designated by the Board. The notification shall be given by posting a notice on the NTSC's website, plus any other method of notice determined by the Board.

Twenty-five (25) Regular Members shall form a quorum at all meetings of the NTSC; provided that if Twenty-five (25) Regular Members are not present fifteen (15) minutes after the time provided on the notice for the meeting to commence, a quorum shall consist of those Regular Members then present, subject to their being a minimum of 10 Members present.

The agenda of the Annual General Meeting shall include:

- Minutes of previous Annual General Meeting
- President's report or report of the Board
- Treasurer's report or report of the Finance Committee (including audited financial statements)
- Election of Directors
- Appointment of auditors

**c. Special General Meeting**

A petition to the Secretary of NTSC of at least twenty-five (25) Members or the Board may call a Special General Meeting. The meeting shall be called within twenty-one (21) days of the Secretary receiving such a requisition in writing. The requisition shall state the nature of the business to be acted upon. No other business, other than that for which the meeting was called, shall be discussed.

**d. Accidental Omission**

The accidental omission of notice or non-receipt of any notice by the intended recipient, or any inadvertent error not affecting the substance of the notice shall not invalidate the meeting or adjourn the meeting or make void any acts or proceedings taken or done thereat. Any Member may at any time waive notice of such meetings and may ratify, approve or otherwise confirm all proceedings.

**e. Adjournment**

Any meetings of the voting Members of the NTSC may be adjourned to any time and from time to time and business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment or resumption of the meeting.

**f. Persons Entitled to be Present**

All Members are entitled to be present at any general meeting of Members although the NTSC's auditors, and any other person or entity may attend if required by law, any NTSC By-law or the Act, or if approved by the Chair or by the consent of the majority of voting Members present. Non Members may participate with the permission of the Chair of the meeting or by the consent of a majority of the voting Members present. Parents of players, even though those parents who are not Regular Members, may attend, subject to the conditions above.

**g. Votes to Govern**

At all meetings of the Members, every question shall be decided by a majority of the votes cast by Regular Members present at the meeting; unless otherwise required by the NTSC By-laws, the Corporations Act (the "Act") or by other statute. Voting by proxy shall not be permitted. Each Regular Member present, including the Chair, shall have only one vote. Every question, other than where there are more nominees for the vacant Board positions than there are positions, shall be decided in the first instance by a show of hands and, unless a poll be demanded by a voting Member, a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the NTSC shall be proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the Regular Members present in person and such poll will be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the NTSC.

## **6. BOARD OF DIRECTORS**

**a. General**

The NTSC shall be governed and managed by a Board, henceforth known as the Board, which shall consist of seven (7) Directors, or such other number as may be determined from time to time in accordance with the NTSC's Letters Patent and Bby-laws. The Board may, as it sees fit, exercise any powers and make, or cause to be made, any actions, contracts, or perform any matters for and on behalf of the NTSC as the NTSC may lawfully do.

The Board may, as it sees fit, institute, prescribe and enforce such policies, procedures and regulations, not inconsistent with this or any other By-law of the NTSC, the Act or any other statutes.

The Board shall be empowered to hire, appoint, or otherwise engage all employees, contractors, or agents of the NTSC and shall fix their duties and remuneration, and may delegate any or all of the things necessary to effect these powers to such persons, committees, agents or to any combination of these as it sees fit.

The Board has the power to determine and effect the dismissal of any employee, contractor or agent, and may remove any head of committee, committee Member or any assistants with or without cause.

The Board shall ensure that all necessary books and records of the NTSC required by the By-laws of the NTSC or by any applicable statute or the Act are regularly and properly kept.

The Board may enact, repeal, alter, amend or suspend any by-law, or any section or cause thereof, except that any such enactment or alteration of any by-law, unless in the meantime is confirmed by voting Members present at a special meeting of voting Members called for that purpose, shall remain in effect only until the next Annual General Meeting and, if not then so confirmed, shall cease to be in force.

#### **b. Qualifications of Directors**

A Director must be a Member of the NTSC, or become a Member within ten (10) days of election or appointment.

A Director must be eighteen (18) or more years of age.

No undischarged bankrupt shall be a Director. If a Director becomes bankrupt, he/she shall automatically cease to be a Director.

A Director must first provide approval for a formal Police check to be conducted by the then existing Board and not have a history of, or any outstanding charges related to, criminal activity of any kind. This approval is to be renewed every three years.

A Director may not hold any paid staff position of the NTSC, however receiving an honorarium or similar compensation for acting as a coach or game official shall not constitute a paid staff position.

A Director must not hold any position with any other soccer governing body, including the TSA and the OSA, without the prior approval of the Board.

#### **c. Election and Appointment Of Directors**

Each Director shall be elected by majority of votes cast by secret ballot by the voting Members to hold office until, at most, the third Annual General Meeting after he/she shall have been elected or until his/her successor shall have been duly elected and qualified or such shorter term as determined by the Board, to ensure a regular annual rotation of Members on and off of the Board.

Upon completion of their term, Directors, if otherwise eligible, may be re-elected or re-appointed. No election or appointment of a Director is valid without his/her consent, given in person at the meeting at which election or appointment takes place, or given in writing within ten (10) calendar days of the election or appointment.

A Director, who has served for six (6) consecutive years and then has completed at least a two (2) year absence from the Board, may thereafter again stand for nomination and election.

**d. Vacancy of Office as a Director**

The office of a Director of the NTSC shall be vacated at the end of the term of office or during the term of office if the Director:

- a) becomes mentally incompetent;
- b) dies;
- c) ceases to have the qualifications for holding the position of Director;
- d) is convicted of a criminal offense
- e) submits his/her resignation, in writing, to the NTSC;
- f) is removed by two-thirds (2/3) majority of votes cast at a meeting of Members of which notice specifying the intention to consider such a resolution has been given. The voting Members may then, by simple majority of votes, elect any person in his/her stead for the remainder of the term;
- g) is removed by two-thirds (2/3) majority of votes cast at a meeting of Directors of which notice specifying the intention to consider such a resolution has been given. The voting Directors may then, by simple majority of votes, elect any person in his/her stead for the remainder of the term;
- h) also, a Director may be removed as a Director if he /she is absent from four (4) Regular meetings of the Board in succession or any four (4) Regular meetings in any twelve (12) month period.

**e. Filling of Vacancies**

Vacancies on the Board, however caused, may, so long as a quorum of the Directors remains in office, be filled by the Directors from among the qualified Members of the NTSC, if they shall see fit to do so; otherwise such vacancy shall be filled at the next Annual General Meeting of the Members. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the voting Members to fill the vacancy. If there are no Directors, the meeting may be called by any voting Member.

#### **f. Nominations for the Board of Directors**

The Board may in its discretion determine to establish a Nominating Committee prior to any meeting called for election of Directors.

Any Member entitled to vote for the election of Directors may put forward a nomination for the election of Directors at a meeting of Members called for the election of Directors; provided notice of a proposed nomination, including the name of the nominee, is given as set forth herein to provide an opportunity for appropriate disclosure to be made. Notice of a proposed nomination shall be given in writing to the Secretary of the Corporation not less than 14 days, or more than 30 days, prior to any meeting of the Members called for the election of Directors. Such notice shall be sufficiently given if delivered to the Secretary, mailed by registered mail to the Secretary at the address of the head office of the Corporation or emailed to an address designated by the Secretary for this purpose. The chairman of the meeting may determine whether notice of a proposed nomination was given in accordance with the foregoing procedure and if he should determine that it was not so given he shall declare that fact to the meeting and the defective nomination shall be disregarded.

#### **g. Remuneration of Directors**

The Directors shall receive no remuneration for acting as such, but any Director will be reimbursed for *bona fide* out-of-pocket expenses incurred while performing duties as a Director. Nothing prohibits a Director from receiving reasonable honoraria and expenses for services to the NTSC in other capacities, (so long as such capacity is disclosed to the Board prior to its commencement and the Director fully complies with the Conflict of Interest provisions contained herein) and such remuneration shall be determined by the Board. All honoraria greater than \$500 shall be subject to the issuance of a T4A slip.

#### **h. Insurance and Indemnification**

The NTSC will purchase and maintain such insurance for the benefit of its Directors, Officers and other personnel, as the Board may from time to time determine. No Director or Officer of the NTSC shall be liable for the acts of any other Director or Officer.

In addition, every Director or Officer of the NTSC and his/her heirs, executors and administrators, estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the NTSC from and against:

- a) All costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in any or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, for, or in respect to any act, deed or matter or thing; and



- b) All other costs, charges and expenses which such Director or Officer sustains or incurs

in, or about, or in relation to the affairs of the NTSC, except such as are occasioned by the Director's, or Officer's, own willful neglect, wilful default or criminal activity.

**i. Disclosure of Conflict of Interest**

Every Director who has, directly or indirectly, any interest, financial or otherwise in any contract or transaction to which the NTSC is or is to be a party shall declare his/her interest in such contract or transaction at the next meeting of the Board. He/she shall at that time disclose the nature and extent of such interest to the extent to which such information is within his/her knowledge or control. The Director shall abstain from voting on the issue in question, and may be required to absent himself/herself from some or all of the meeting at which such subject is considered. Such abstention shall not be considered in quorum determination for the specific issue in question. The NTSC will ensure that each Director signs the acknowledgement form required in the Club's Conflict of Interest and Standard of Conduct Policy. Staff and Committee Members will also be required to sign the acknowledgement form for Conflict of Interest and Standard of Conduct Policy. The Club will ensure that its Conflict of Conduct policy and guidelines are compliant with the NTSC and the OSA published rules.

**j. Meeting Calls and Notices**

Meetings of Directors may be called by the President, any Vice President, or by the Secretary (on direction of the President or any Vice President) or by the Secretary upon the request, in writing, of any two (2) Directors.

Notice of such meetings shall be delivered by any of the following: in person, by phone, in writing, fax, email, or via other electronic means of communication at least three (3) calendar days before the meeting is to take place (excluding the day of the meeting).

The declaration of the President or Secretary that notice had been given pursuant to the by-law shall be sufficient and conclusive evidence of giving of such notice. The Directors may fix any day, days, hour, or time for regular meetings in any month or months and for such regular meetings no notice is required. No formal notice of meeting shall be required if all Directors are present or if those absent have given their consent to the meeting being held in their absence. A meeting of Directors may also be held without notice, immediately following the NTSC's Annual General Meeting.

**k. Adjournment**

Unless specifically provided for otherwise in these By-laws, the Directors may, upon resolution, adjourn any meeting of the Directors, subject to any conditions the Directors may impose, from time to time and from place to place.

## **I. Errors in Notice**

No inadvertent error or omission in giving notice for a meeting of Directors shall invalidate such meetings or invalidate or make void any proceedings at such meetings and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## **m. Voting**

Unless otherwise stipulated in these By-laws or the Act, questions arising at any meeting of the Directors shall be decided by a majority of votes cast. In case of any equality of votes in any matter, the Chair will not be entitled to cast a second and deciding vote and, the motion is lost. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand is made the vote shall be taken by show of hands. A declaration by the Chair that a resolution has been 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 the votes recorded in favour of or against any resolution.

## **n. Quorum**

A simple majority of the Directors in office shall form a quorum for the transaction of business. No business may be done unless there is a quorum present.

## **o. Resolutions in Writing**

Subject to the Act, a resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors called, constituted and held for that purpose.

## **p. Meetings by Telephone Conference**

- (a) Subject to the Act, if all Directors of the Corporation, or of a committee of the Board (as the case requires) consents thereto generally or in respect of a particular meeting and each has adequate access, Directors may participate in a meeting of the board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting and included in the quorum determination;
- (b) Provided further that at the outset of each meeting referred to in subsection (i) above, the Chair of the meeting shall call the roll to establish quorum and whenever votes are required, and unless a majority of the Directors present at such meeting otherwise require, adjourn the meeting to a predetermined date,

time and place whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality.

**q. Number of Meetings**

Exclusive of the meeting of the Board immediately after an Annual General Meeting (if any) there shall be a minimum of four (4) Regular meetings annually; failing which the Board is dissolved, a meeting of Members is called and new Board is elected..

## **7. OFFICERS**

**a. Appointments**

The Board shall appoint the following Officers:

- Chair
- President (the Chair and the President may be the same person)
- Treasurer
- Secretary

The Board may appoint such other Officers as it deems necessary from time to time

The Board may remove at its pleasure any Officer, without prejudice to such Officer's rights under any employment agreement with NTSC. Otherwise each Officer appointed by the Board shall hold office until a successor is elected or appointed and assume the following responsibilities.

**b. Duties of Officers**

**Chairman (if not the same person as the President)**

- Shall preside at all meetings of Members and of the Board
- Shall have such other duties as may be determined by the Board

**President**

- Failing the Chairman, shall preside at all meetings of Members and of the Board
- Shall supervise the Club General Manager who is responsible for the day-to-day operations of the NTSC
- Shall act as spokesperson for the NTSC, unless he/she delegates the responsibility
- 
- Shall oversee the preparation of the report for the Annual General Meeting
- Shall perform such other duties as are appropriate of the office

### **Vice President (if appointed)**

- Shall assist the president as requested by the President
- Shall assume the presidential powers either in the absence of or under the instructions of the President
- Shall undertake from time to time duties incidental to this position as determined by the Board.

### **Treasurer**

- The Treasurer shall ensure that full and accurate records are kept of the accounts
- Shall be responsible for monitoring the Club's banking and financial transactions and records.
- Shall submit an annual audited financial report, prepared by the Club's auditors, to the AGM
- Shall present annual budgets to the Board for approval.
- Shall ensure that all financial control policies of the Club, as approved by the Board, are being followed
- Shall review with the Board any purchases or variances of greater than 5% of the budget
- Shall provide interim financial statements and reports as directed by the Board
- 

### **Secretary (or a delegate with Board approval)**

- Maintain a record of all minutes of the Club and copies of all committee reports
- Notify all Officers and committee Members of their election and/or appointment
- Ensure that all committees have all documentation required to perform their duties
- Maintain record books in which by-laws, published rules and minutes are entered
- Maintain a list of current Members
- Ensure that current record books may be available at each meeting
- Co-ordinate the preparation of all Board and Members meeting agendas and information packages in consultation with the Chairman or the President, as the case may be

### **c. Remuneration of Officers**

No Officer, who is a Director, shall receive remuneration for acting as an Officer except that *bona fide* out-of-pocket expenses for acting as an Officer of the NTSC shall be reimbursed. The remuneration, if any, for Officers who are not Directors shall be as the Board determines by resolution in its sole discretion.

## 8. COMMITTEES

The membership at any general meeting or the Board at any meeting of the Board may establish such committees as it deems necessary or appropriate to carry out the affairs of the NTSC. All such committees shall operate under the auspices of the Board and report to the Board regularly or as required by the Board. Standing committees of the NTSC shall include the following:

### Recreational Committee

- Oversee the operations of recreational programs in conjunction with convenors and Club staff.
- Develop and update objectives for the recreational program.
- Contribute to the development of recreational components of the Club's Strategic Plan and Annual Plan.
- Ensure that recreational program objectives are being met.
- Develop and implement strategies to attract, train and retain volunteer coaches and convenors. Assist in the recruitment of volunteers.
- Regularly outreach to the parents of recreational players and fellow volunteers in order to ensure the program is satisfying the community.
- Develop and oversee outreach activities, promoting youth soccer amongst intellectually, physically and financially disadvantaged members of the community.
- Report to the Board as required; present committee meeting minutes to the Board.
  - by-law

### Competitive Committee

- Provide oversight and governance to ensure the competitive program fulfills the Club's objectives as articulated in the mission statement.
- Assess and give feedback to the Club head coach on plans for the development of the program.
- Develop and update policies that ensure the objectives of the program are met.
- Monitor the program to ensure policies are being followed, consistent with Club's Strategic Plan and Annual Plans.
- Contribute to the development of competitive components of the Club's Strategic Plan and Annual Plan.
- Maintain familiarity with evolving policies of the OSA, TSA and competitive leagues in which the Club participates.
- Regularly outreach to the parents of competitive players and fellow volunteers in order to ensure the program is satisfying the Club's community.

- Report to the Board as required; present committee meeting minutes to the Board
  -

### **Finance Committee**

- Oversee the financial requirements of the NTSC in conjunction with the Club staff, including the following:
  - Financing, by raising and maintaining appropriate levels of working capital and long term funding
  - Annual budgeting and recommendation of the budget to the Board
  - Periodic review of actual results against budget
  - Financial reporting systems and controls
  - Preparation of financial statements
  - Relationship with external auditors
  - Report to the Board as required

### **Discipline Committee**

- Oversee the NTSC discipline function in conjunction with the Club staff, including the following:
  - Conduct discipline hearings
  - Impose discipline sanctions
  - Review and suggest amendments to NTSC discipline policies
  - Report to the Board as required

## **9. BY-LAWS**

By-law amendments may be proposed by the Board or any Regular Member.

Amendments proposed by the Board must be approved by a majority of the Board at least 21 days prior to a meeting called to amend the By-Law.

Members may submit to the NTSC Secretary, in writing, any suggestions, proposals or proposed changes to the NTSC By-laws, for the Board's consideration at any time. If such proposed changes are to be considered prior to any given Annual General Meeting, they must be received by the Secretary at least sixty (60) calendar days prior to the Annual General Meeting.

All proposed By-Law amendments must be approved by a two-thirds (2/3's) vote of the Regular Members voting in person at a meeting of the NTSC duly called for that purpose.

All Members entitled to vote shall be provided with notice of the meeting to consider the proposed By-Law amendments. Such notification shall be posted on the NTSC

website, in accordance with the notice provisions regarding General and Special Meetings contained herein.

## **10. RULES AND REGULATIONS**

The Board may approve and publish Policies, Rules and Regulations which are not inconsistent with the NTSC Letters Patent, and By-Laws and do not conflict with the Policies, Rules and Regulations of a higher level governing soccer organization.

Amendments to the Policies, Rules and Regulations may be made by a majority vote of the Board or Regular Members at a General Meeting.

## **11. HARASSMENT**

The NTSC shall adhere to the Harassment Policy as published and approved by the OSA from time to time.

The Harassment Policy shall apply to all employees, Directors, officers, volunteers, coaches, game officials, administrators, players, parents and guardians of players, Members and registrants of the NTSC.

Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.

The NTSC shall make available to any Member the Harassment Policy when requested.

## **12. FINANCE AND BANKING**

The Members shall at each Annual General Meeting appoint an auditor to audit the accounts of the NTSC, to hold office until the next Annual General Meeting. The Board may fill any casual vacancy in the office of the auditor. The audit shall be presented to the Annual General Meeting. The fiscal year of the NTSC shall be as determined by the Board.

The banking of the NTSC shall be with such banks or trust companies as may be from time to time determined by the Board. The banking shall be under such agreements, instructions and delegation of powers as the Board may from time to time prescribe or authorize.

## **13. DISPUTE RESOLUTION**

The NTSC shall adhere to the Dispute Resolution process as published and approved by the OSA from time to time.

Any Member of the NTSC may initiate the OSA Dispute Resolution process by communicating the nature and facts of the dispute in writing to the OSA with a copy to the NTSC and TSA. The OSA, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.

The Dispute Resolution process shall not be used for game discipline which follows the discipline and appeals process established from time to time by the NTSC, consistent with the published rules of the OSA.

The NTSC shall make available to any Member the Dispute Resolution process when requested.

## **14. APPEALS**

Any Member, player, parent or guardian of a player or registrant of the NTSC, directly affected by a decision of the NTSC may appeal such decision to the TSA. Such appeal shall be conducted in accordance with the published rules of the OSA and the TSA.

An individual shall not appeal a decision made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the NTSC's operations, except where the selection, appointment and revocation process outlined in the NTSC's published rules, if any, has not been followed.

Notwithstanding anything in this Constitution regarding appeals, only the denial or termination of Membership in the NTSC may be appealed by a non-Member; including a denial or termination arising from NTSC initiating discipline proceedings regarding the Member or non-Member.

No one shall appeal a decision made by the NTSC regarding a team assignment for a player or coach.

## **15. 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 to one or more not-for-profit soccer related organizations, or any not-for-profit athletic community organizations, which operate solely in Ontario.



## **16. DEFINITIONS/TERMINOLOGY**

In the event of any confusion regarding the terminology used in this By-Law, the terms shall have the same meaning as used by the OSA in its Letters Patent, By-Laws and published Rules.

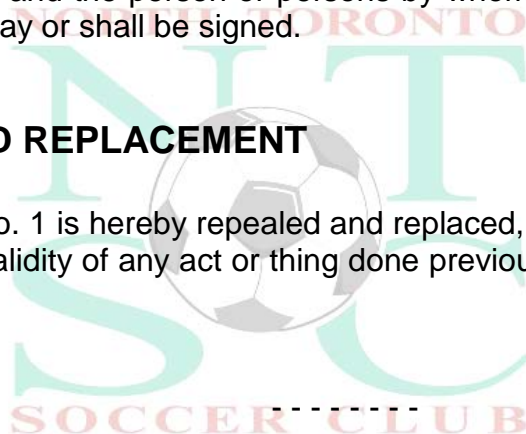
## **17. EXECUTION OF DOCUMENTS**

All deeds, transfers, assignments, contracts, certificates and other instruments must be signed on behalf of the NTSC by any two Officers or Directors.

However, notwithstanding the above provision, 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 instrument may or shall be signed.

## **18. REPEAL AND REPLACEMENT**

The current By-law no. 1 is hereby repealed and replaced, provided that this does not in any way impair the validity of any act or thing done previously pursuant to prior versions of such By-law.



*Approved November 24, 2014 by the Members, as constituted under By-law no. 1*