

BY-LAW NO.1

TO Soccer Inc.

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A by-law relating generally to the conduct of the affairs of

TO Soccer Inc.

BE IT ENACTED as a by-law of **TO Soccer Inc.**

as follows:

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this by-law and all other by-laws of TO Soccer Inc. (“TO Soccer”), unless the context otherwise requires:

- (a) *Act* means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 as from time to time amended, and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws of TO Soccer to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.
- (b) *Annual Membership Fees* refers to the annual membership fee paid to TO Soccer by Members and Associate Members as may be approved by the Board and by the voting Members by Ordinary Resolution at a Meeting of Members (as each of those capitalized terms is defined below).
- (c) *Articles* means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of TO Soccer.
- (d) *Board* means the Board of Directors of TO Soccer.
- (e) *By-laws* means this by-law and all other by-laws of TO Soccer from time to time in force and effect.
- (f) *Club* is a Governing Organization that is affiliated with, and under the jurisdiction of a District Association and is a registered organization that registers all players, team officials and administrators of their organization and organizes teams. A not-for-profit Club (“**NFPC**”) has an elected Board of Directors. A for-profit Club (“**FPC**”), may have a Board of Directors or shareholders.

A *Youth Club* may operate as either a registered NFPC or FPC, but must be incorporated. The Club is the Governing Organization whose primary, long-term objective is to provide players with development and training through the provision of necessary training facilities and infrastructure.

A *Senior Club* may operate as a registered NFP or FPC and is not required to be incorporated.
- (g) *Director* means an individual elected or appointed to the Board.
- (h) *District* means an incorporated district soccer associations that register players, coaches and managers within a geographic region in Ontario and that has club teams that participate in leagues in accordance with governing documents.
- (i) *Meeting of Members* includes an annual meeting of members and a special meeting of members.
- (j) *Member* means a Person having a membership in TO Soccer and *Membership* means the collective membership of TO Soccer.

- (k) *Member in Good Standing* means a Member who (i) continues to meet the conditions set out in Section 3.3 below, (ii) has not been disciplined by TO Soccer in accordance with Section 3.9 below, and (iii) has completed and remitted all documents required by TO Soccer.
- (l) *Officer* means an individual elected or appointed as an officer of TO Soccer according to the provisions of 0.
- (m) *Operating Policies and Procedures* means the set of policies and guidelines adopted by the Board that govern activities, decision-making and management of TO Soccer.
- (n) *Ordinary Resolution* means a resolution that (i) is submitted to a Meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast in favour of the resolution, or (ii) is consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney.
- (o) *Person* includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative.
- (p) *Player Registration Fees* refers to an annual fee that is paid by each player through a member club in good standing, to TO Soccer. Such fees shall include those amounts paid to Ontario Soccer and any software technology fee required for player registration, as recommended by the Board of Directors and approved by the Regular Members.
- (q) *Regulations* means the regulations made under the Act, as amended, restated or in effect from time to time.
- (r) *Soccer Organization* means a Club, Youth Club or Senior Club.
- (s) *Special Resolution* means a resolution that (i) is submitted to a Special Meeting of Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast in favour of the resolution, or (ii) consented to by each Member entitled to vote at a Meeting of Members or the Member's attorney. (NB – this just allows a Special Resolution to be passed without a Special Meeting, especially for non-controversial resolution; but it needs to be unanimous; if not unanimous, then a Special Meeting would be necessary – I'd leave this in)

1.2 Interpretation

In the interpretation of the By-laws, unless the context otherwise requires, the following rules shall apply:

- (a) Terms defined in the Act and used in the By-laws but not otherwise defined in the By-laws have the same meaning when used in the By-laws;
- (b) Words importing the singular number only shall include the plural and vice versa;
- (c) Words referring to one gender include all genders;
- (d) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

- (e) Notwithstanding any provision of the By-laws, where any such provision conflicts with the Act or the Articles, the Act or the Articles, as the case may be, shall govern.
- (f) The By-laws will be strictly interpreted at all times in accordance with and subject to the purposes contained in the Articles.

ARTICLE 2 GENERAL

2.1 Financial Year End

Unless otherwise determined by the Board, the financial year-end of TO Soccer shall be “September 30” in each year.

2.2 Corporate Seal

TO Soccer may, but need not, have a corporate seal. If a corporate seal is approved by the Board, the President or designate of TO Soccer shall oversee the corporate seal and its use.

2.3 Conduct of Meetings

Unless otherwise determined by the Board meetings of the Board are to be conducted according to Robert’s Rules of Order.

2.4 Execution of Documents

- (a) Contracts, etc. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by TO Soccer may be signed by any two officers or directors, signing together or as set out in the Operating Policies and Procedures. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed by resolution of the Board or as set out in the Operating Policies and Procedures.
- (b) Payments and Financial Instruments. All payments issued or endorsed in the name of TO Soccer shall be approved by such Officers and employees of TO Soccer in such manner as shall be determined from time to time by resolution of the Board or as set out in the Operating Policies and Procedures.

2.5 Operating Policies and Procedures

Subject to the Act, the Board may adopt, amend or repeal such operating policies and operational procedures that are not inconsistent with the Articles or the By-laws relating to such matters as terms of reference of committees, duties of officers, Board code of conduct and conflict of interest, as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any operating policy or operational procedure adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board. The Board may not adopt policies and procedures in respect of matters that the Act contains mandatory rules about or which the Act requires to be included in either the Articles, the By-laws or both the Articles and the By-laws.

2.6 Auditor and Level of Financial Review

TO Soccer shall be subject to the requirements relating to the appointment of an auditor and level of financial review required by the Act.

2.7 Annual Audited Financial Statements

TO Soccer shall send copies of the required annual financial statements (NB – 2.6 above states level of financial review per Act; adding “audited” here changes that; I’ve added “required” instead; otherwise should leave as is) and any other documents required by the Act to the Members not less than twenty-one (21) days before the day on which an annual Meeting of Members is to be held or before the day on which a written resolution in lieu of an annual Meeting of Members is signed by all Members who have informed TO Soccer that they wish to receive a copy of those documents.

ARTICLE 3 MEMBERS

3.1 Classes of Members

Subject to the Act and the Articles, there shall be two classes of members in TO Soccer: Regular Members and Associate Members.

(a) Regular Members

- (i) Regular Membership will be available to soccer clubs that meet the following criteria:
 - (A) Have a constitution or an ONCA compliant By-Law which meets the minimum requirements for a Club Constitution in accordance with Ontario Soccer’s published operational procedures;
 - (B) Have agreed to abide by TO Soccer’s Governing Documents;
 - (C) Have their headquarters in the District;
 - (D) Operate within defined boundaries as set out in the Rules and;
 - (E) Are registered as a member of TO Soccer.
- (ii) The term of membership of a Regular Member shall be annual, based on “TO Soccer’s financial year end, to September 30th, and is subject to renewal in accordance with this By-law or the Operating Policies and Procedures.
- (iii) Subject to the By-laws, each Regular Member is entitled to send one (1) delegate of the Regular Member to all Meetings of Members
- (iv) As set out in the Articles, each Regular Member is entitled to receive notice of, attend and vote at all Meetings of Members, in accordance with the provisions of the By-laws.

(b) Associate Members

- (i) Associate Membership will be available to Soccer Organizations within the TO Soccer District meeting the qualifications defined in accordance with the Articles of the By-laws and/or the Operating Policies and Procedures.
- (ii) The term of membership of an Associate Member shall be annual, based on TO Soccer’s financial year, September 30th, subject to renewal in accordance with this By-law or the Operating Policies and Procedures.

- (iii) As set out in the Articles, subject to the Act and the Articles, an Associate Member shall be entitled to receive notice of, attend and vote at Meetings of the Members of TO Soccer.

3.2 Eligibility for Membership in TO Soccer Inc

Membership in TO Soccer is not automatic and is not a right of any Person. Membership in TO Soccer shall be available only to Soccer Organizations who are interested in furthering TO Soccer's purposes, who have applied for membership into TO Soccer in accordance with the provisions of the Articles, By-laws and the Operating Policies and Procedures, who meet the conditions set out in Section 3.3 below, and who have been admitted into the Membership in TO Soccer by the Board of Directors in accordance with the provisions of the Operating Policies and Procedures.

3.3 Conditions of Membership

Subject to Section 3.1, a Soccer Organization may become a Regular Member if it agrees to the following conditions of membership:

- (a) To be subject to the published operational procedures in declining order of authority of the following governing organizations to which it is affiliated:
 - (i) Ontario Soccer
 - (ii) TO Soccer
 - (iii) The Club
- (b) To abide by the Ontario Soccer discipline procedures and Ontario Soccer's Conflict of Interest Policy.
- (c) Each Soccer Organization, including both NFPC and FPC, shall submit to the Board annually, prior to renewal of membership, its approved financial statements and the report of the auditor or of the person who conducted a review engagement, as the case may be, if required, and as more particularly set out below:
 - (i) NFPC with revenues of less than \$750,000 – waive;
 - (ii) NFPC with revenues of \$750,00 or more – audit;
 - (iii) FPC with revenues of less than \$750,000 – waive; and
 - (iv) FPC with revenues of \$750,000 or more – review engagement.
- (d) To apply for membership in TO Soccer in writing on the form approved by the Board;
- (e) To pay all fees, dues and other monies approved by the Regular Members;
- (f) To comply with all of TO Soccer governing documents, including the Articles, the By-laws and the Operating Policies and Procedures.

3.4 Dues, Fees and Other Monies

- (a) Player Registration Fees and Annual Membership Fees may only be implemented after such Player Registration Fees and Annual Membership Fees have been approved by the Board and by Ordinary Resolution at a Meeting of Members.

- (b) Members will be notified in writing of all dues, fees, Player Registration Fees and Annual Membership Fees and other monies at any time payable, and if such dues, fees, Player Registration Fees and Annual Membership Fees, or other monies are not paid within sixty (60) days of the membership renewal date or notice of default, the Member may be referred for disciplinary action in accordance with Section 3.9 below.

3.5 Renewal of Membership

- (a) All Members must apply for renewal of their membership before the end of the term of membership. In order for a Member to qualify to remain a Member of TO Soccer, such Member must:
 - (i) continue to meet the eligibility requirements set out in Sections 3.1 and 3.2 above;
 - (ii) apply for renewal of their membership in writing using the form approved by the Board;
 - (iii) submit all documentation set out in the renewal application form;
 - (iv) agree to continue to comply with all of TO Soccer's governing documents, including the Articles, the By-laws and the Operating Policies and Procedures; and
 - (v) pay all fees, dues, Player Registration fees and Annual Member Membership Fees, and other monies approved in accordance with the By-laws and the Operating Policies and Procedures.
- (b) Approval of Renewal – Only renewal applications that are complete and which include all of the required documents, all payments due to TO Soccer and meet all of the conditions and qualifications set out in the By-laws will be approved. Should a renewal application be incomplete (including lack of required documentation and/or monetary payments), the Member may be referred for disciplinary action in accordance with Section 3.9 below.

3.6 Membership Transferability

A Membership may only be transferred to TO Soccer.

3.7 Termination

Membership in TO Soccer is terminated when:

- (a) the Member dies, if the Member is an individual;
- (b) the Member is liquidated or dissolved or otherwise ceases to exist, if the Member is not an individual;
- (c) the Member resigns by delivering a written resignation to the President of TO Soccer, in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member's term of Membership expires and has not been renewed in accordance with the By-laws or the Operating Policies and Procedures;
- (e) the Member fails to maintain any of the qualifications or conditions of membership described in Sections 3.1, 3.2 or 3.3 of these By-laws;

- (f) the Member is expelled or their Membership is otherwise terminated in accordance with the Articles or By-laws; or
- (g) TO Soccer is liquidated or dissolved under the Act

3.8 Effect of Termination of Membership

Subject to the Act and the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of TO Soccer, automatically cease to exist.

3.9 Discipline of Members

- (a) The Board shall have authority to suspend or expel any Regular Member or Associate Member from **TO Soccer** on any one or more of the following grounds:
 - (i) violating any provision of the Articles, By-laws or the Operating Policies and Procedures;
 - (ii) carrying out any conduct which may be detrimental to TO Soccer as determined by the Board in its sole discretion;
 - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of TO Soccer.
- (b) In the event that the Board determines that a Member should be suspended or expelled from Membership in TO Soccer, the Chair of the Board, or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' written notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair of the Board, or such other Officer as may be designated by the Board, in response to the notice received within such fifteen (15) day period. In the event that no written submissions are received by the Chair of the Board, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or will be making a recommendation to the Regular Members that the Member be expelled from Membership in TO Soccer. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.
- (c) Should the Board determine that a Regular Member or an Associate Member be terminated from the Membership of TO Soccer, the Board shall call a Special Meeting of Members and present its recommendation to the Regular Members at such meeting. The termination of a Regular Member or an Associate Member must be passed by the Regular Members at such Special Meeting of the Members by Special Resolution.

3.10 Resignation Does not Affect Disciplinary Investigation

The resignation of a Member does not affect any disciplinary investigation undertaken by TO Soccer involving the Member pursuant to Section 3.9 above.

ARTICLE 4 MEMBERS' MEETINGS

4.1 Notice of Members Meetings

- (a) Means of Notice. In accordance with and subject to the Act, notice of the time and, if applicable, the place of a Meeting of Members shall be given to each Member entitled to vote at the meeting not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held.
- (b) Instructions for Attending Meetings by Telephonic or Electronic Means. A notice of a meeting to be held completely or partially by telephonic or electronic means must include instructions for attending and participating in the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Notice to Others. Notice of a Meeting of Members shall also be given to each Director and to the auditor of TO Soccer (or the person appointed to conduct a review engagement of TO Soccer) not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held.
- (d) Special Business. Notice of any Meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit each Member to form a reasoned judgment on the business of TO Soccer. The text of any Special Resolution or By-law to be submitted at a Meeting of Members shall be provided with the notice of that meeting.
- (e) Record Date. The Directors may fix a record date for determination of Members entitled to receive notice of any Meeting of Members in accordance with the requirements of the Act.

4.2 Waiver of Notice

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

4.3 Place of Members' Meetings

Meetings of Members may be held at any place within Ontario determined by the Board or, if all of the Members entitled to vote at such meeting so agree, outside Ontario.

4.4 Participation by Electronic Means at Members' Meetings

If TO Soccer chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a Meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act and the Regulations, by means of any telephonic, electronic or other communication facility that TO Soccer has made available for that purpose.

4.5 Members' Meeting Held Entirely by Electronic Means

Notwithstanding Section 4.3, if the Directors or Members of TO Soccer call a Meeting of Members, those Directors or Members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

4.6 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors, and the auditor of TO Soccer (or the person appointed to conduct a review engagement of TO Soccer) and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of TO Soccer to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.7 Authorized Representative of Member

Regular Members shall inform TO Soccer in writing at least seven (7) days prior to a Meeting of Members, the name of the authorized representative of the Regular Member. Only the authorized representative of the Regular Member may vote on behalf of such Regular Member.

4.8 Annual Meetings

An annual Meeting of Members shall be held at such time in each year as the Board may from time to time determine, provided that the annual Meeting of Members must be held not later than six (6) months after the end of TO Soccer's preceding fiscal year end. The annual Meeting of Members shall be held for the purpose of: considering the financial statements and reports of TO Soccer required by the Act to be presented at the meeting, considering the audit or review engagement report, if any; considering an extraordinary resolution to have a review engagement instead of an audit or not to have an audit or a review engagement; electing directors, if applicable; reappointment of incumbent auditor or person appointed to conduct a review engagement; and transacting such other business as may properly be brought before the meeting or is required under the Act (the "Annual Meeting Business").

4.9 Special Meetings

The Board may at any time call a special Meeting of Members for the transaction of any business which may properly be brought before the Members.

4.10 Special Business

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

4.11 Members Calling a Members' Meeting

Subject to the exceptions in the Act, the Board shall call a special Meeting of the Members in accordance with the Act, on written requisition of Members in Good Standing carrying not less than ten percent (10%) or more of the voting rights that may be cast at a Meeting of the Members sought to be held. Subject to the Act, if the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.12 Chair of Members' Meetings

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

4.13 Quorum at Members' Meetings

- (a) Subject to the Act, a quorum at any Meeting of Members shall be that number of Members entitled to vote at the meeting representing a majority of allocated votes in accordance with Section 4.16 below. If a quorum is present at the opening of a Meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. For the purposes of determining quorum, a Member may be present in person, by proxy, or by telephonic and/or by other electronic means.
- (b) If a quorum is not present at the opening of a Meeting of Members, the Members present may adjourn the meeting to a fixed time and place but may not transact any other business.

4.14 Proxies

- (a) Every Member entitled to vote at a Meeting of Members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:
 - (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
 - (ii) a Member may revoke a proxy by depositing a document signed by the Member or the Member's attorney in accordance with the Act and the Regulations;
 - (iii) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
 - (iv) a proxy shall be in writing, executed by the Member or the Member's attorney and shall conform with the requirements of the Act and the Regulations; and
 - (v) votes by proxy shall be collected, counted, and reported in such manner as the chair of the meeting directs, in accordance with the Act and the Regulations.
- (b) No person may hold more than two (2) proxies.

4.15 Voting by Mail or by Telephonic or Electronic Means at Members' Meetings

- (a) In addition to voting by proxy as set out in Section 4.14, each Member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility.

4.16 Voting Rights

- (a) Subject to the Act and in accordance with the Articles, each Regular Member who is a Member in Good Standing has the following voting rights at all Meetings of the Members:
 - (i) A vote for the first (50) registered players, or part thereof; plus
 - (ii) A vote for each additional hundred (100) registered players.
- (b) Regular members with no registered players are not eligible to vote.
- (c) Each Associate Member shall have one vote at general meetings.

4.17 Method of Voting

Subject to the methods of voting set out in Section 4.15 above,

- (a) Voting for the election of Directors shall be by way of secret ballot; and
- (b) Voting for all other matters shall be by way of a show of hands, unless a secret ballot is requested by a Member entitled to vote at the meeting.

4.18 Votes to Govern

At any Meeting of Members every question shall, unless otherwise provided by the Act, the Articles or the By-laws, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not have a casting vote and the resolution is defeated.

4.19 Changing the Method of Voting by Members not in Attendance at a Meeting of Members

Pursuant to the Act, a Special Resolution is required to make any amendment to the By-laws of TO Soccer to change the method of voting by Members not in attendance at a Meeting of Members.

ARTICLE 5 BOARD OF DIRECTORS

5.1 Number of Directors

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members entitled to vote on such resolution by Special Resolution.

5.2 Composition of Board

Unless changed in accordance with the Act, the Articles and the By-laws, the composition of the Board shall include the following:

- (a) President;
- (b) Vice-President;
- (c) Treasurer;
- (d) Secretary; and
- (e) five (5) Directors-at-Large.

5.3 Interim Board During Transition Period

Until the holding of the first annual Meeting of Members, an interim Board shall be constituted in accordance with By-Law No. 2.

5.4 Eligibility

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

- (a) be eighteen (18) years of age or older;
- (b) be a resident of Ontario;
- (c) not be employed by TO Soccer in a professional capacity;
- (d) with respect to President and Vice President, not be an employee of, or sit on the board of, an affiliated Member, League, Club or Corporation;
- (e) not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- (f) not have the status of bankrupt;
- (g) complete and pass a vulnerable sector check, if required by Ontario Soccer or TO Soccer;
- (h) complete and pass a criminal record check, if required; and
- (i) comply with the above sub-sections 5.3(a)-(h) within sixty (60) days after assuming a position as a Director.

5.5 Qualifications

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

- (a) pass TO Soccer's Operating Policies and Procedures related to screening individuals who volunteer with TO Soccer;
- (b) with respect to the positions of President and Vice-President specifically, not be an employee of, or hold a position as a Director or Officer of, Ontario Soccer, Canada Soccer, any other sanctioned district association in Ontario, an affiliated Member, League, Club or Corporation;
- (c) with respect to the positions of Treasurer, Secretary and Director at Large, not be an employee of, or hold a position as a Director or Officer of, Ontario Soccer or Canada Soccer;
- (d) not be a paid employee or contractor of (i) TO Soccer, (ii) a Regular Member, (iii) an Associate Member, or (iv) Ontario Soccer or Canada Soccer.

Eligibility of President – Except for the first two (2) years of TO Soccer’s existence, the position of President will only be filled by an individual who has served on the Board of Directors for a minimum of two (2) years. In the event that there is no expression of interest from a Director eligible to fill the position of President, the Members will elect the position without consideration of the minimum two (2) year requirement.

5.6 Director’s Consent to Act

An individual who is elected or appointed as a Director must consent in writing to be a Director in accordance with the Act. A Director who is re-elected or re-appointed as a Director where there is no break in the Director’s term of office does not need to consent to act as a director each time such individual is re-elected or re-appointed as a Director.

5.7 Nominations

- (a) At least sixty (60) days prior to the annual Meeting of Members, the Board shall issue a Call for Expressions of Interest for positions on the Board that will be open for election at that annual Meeting of Members. This will include any vacant positions that remain unfilled.
- (b) In order to be nominated for a position on the Board, an individual must first submit, in writing, an Expression of Interest.
- (c) Expressions of Interest must be submitted to the Board at least forty-five (45) days prior to the annual Meeting of Members and may be submitted by any individual who feels that they can contribute to the aims and objectives of TO Soccer by serving on the Board.
- (d) All Expressions of Interest and supporting documentation submitted shall be reviewed by the Board for completeness.
- (e) A listing of properly completed Expressions of Interest along with each candidate’s supporting documentation will be circulated to the Members at least thirty (30) days prior to the annual Meeting of Members. Nominations will then be formally opened for all positions up for election.
- (f) Nominations may only be made for individuals on the listing of properly completed Expressions of Interest.
- (g) Nominations must be submitted to the Board at least fifteen (15) days prior to the annual Meeting of Members and must be made by a Member in good standing.
- (h) Valid nominations will be circulated to all Members and posted on the TO Soccer website at least seven (7) days prior to the annual Meeting of Members.
- (i) Nominations for the election of directors from the floor at any Meeting of Members are not allowed.

5.8 Election of Directors

- (a) The Directors shall be elected by the Members at each annual Meeting of Members at which an election of directors is required.

- (b) Directors shall be elected on the following rotational basis, based upon the rotation of the election of directors of the by-law in place immediately prior to the Effective Date:
 - (i) President, Secretary and two (2) Directors-at-Large.
 - (ii) Vice-President, Treasurer and three (3) Directors-at-Large.
- (c) The election of directors shall take place based on each position to be filled on the Board in accordance with the rotation set out in Section 5.8 (b).
- (d) A candidate shall be declared elected as a Director when the candidate receives a majority of votes cast. If no candidate is declared elected, the candidate receiving the lowest number of votes and any candidate(s) receiving less than ten (10%) percent of the total vote shall be removed from the ballot and the vote repeated until such time as a candidate is elected. If there is only one candidate nominated for a particular position on the Board, that candidate shall be elected by acclamation.

5.9 Term of Office and Number of Terms

- (a) Each Director shall be elected to hold office until the second annual Meeting of Members after such Director is elected, at which time, each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election.
- (b) There is no limit to the number of consecutive terms a Director may serve as long as such individual remains qualified pursuant to the Act, the Articles and the By-laws.

5.10 Incumbent Directors

If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

5.11 Automatic Vacation of Office

The office of a Director shall automatically be vacated when

- (a) the Director dies;
- (b) the Director resigns in accordance with the Act and Section 5.12 below;
- (c) the Director no longer meets the eligibility requirements set out in Section 5.4 above or no longer fulfils all of the qualifications to be a Director set out in Section 5.5 above, as determined in the sole discretion of the Board;
- (d) the Director has not consented in writing to hold the office of a Director, despite being requested to do so by the Board, within a reasonable period of time after such individual's election or appointment as a Director;
- (e) the Director is removed from office by the Members in accordance with Section 5.13 below; or
- (f) the Director violates any provision of the Articles, By-laws or Operating Policies and Procedures (including any ethics statement), as determined in the sole discretion of the Board.

Where an individual automatically vacates the office of a Director for one or more reasons set out in subsection 5.11(c) to subsection (f), the Board shall pass a resolution to (i) acknowledge such vacation of office, and (ii) confirm the effective date of such vacation of office. In addition, TO Soccer shall provide written confirmation to the individual in question confirming the reason for and effective date of such vacation of office.

5.12 Effective date of Resignation of Director

A resignation of a Director becomes effective at the time a written resignation is sent to TO Soccer or at the time specified in the resignation, whichever is later.

5.13 Removal of Director

Subject to the Act, the Members may by Ordinary Resolution at a special Meeting of Members remove any Director from office before the expiration of the Directors' term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.14 Filling Vacancies

In accordance with and subject to the Act and the Articles, a vacancy among the directors however caused may be filled only by a vote of the Regular Members in Good Standing, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles. Notwithstanding the foregoing, if the vacancy has arisen from a failure of the Members to elect the number or minimum number of Directors provided for in the Articles, the Board shall forthwith call a special Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

ARTICLE 6 MEETINGS OF DIRECTORS

6.1 Calling of Meetings of the Board

Meetings of the Board may be called by the President, the Vice-President or any two (2) Directors at any time.

6.2 Notice of Meetings of the Board

- (a) Notice of the time and, if applicable, place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.1 of this By-law to every Director of TO Soccer not less than seven (7) days before the time when the meeting is to be held.
- (b) If the meeting of the Board is to be held completely or partly by telephonic or electronic means, the notice for such meeting must include instructions for attending and participating in such meeting, and, if applicable, instructions for voting at such meeting.
- (c) Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

- (d) Notice of an adjourned meeting is not required if all of the following are announced at the time of adjournment: (i) the time of the continued meeting, (ii) if applicable, the place of the continued meeting, and (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (e) Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 36(2) of the Act that is to be dealt with at the meeting.
- (f) For the first meeting of the Board to be held following the election of Directors at an annual Meeting of Members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the Directors is present.

6.3 Chair of Board Meetings

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

6.4 Regular Meetings of the Board of Directors

The Board shall meet at minimum four times per year, one of which shall be following the annual Meeting of Members. The Board may appoint a day or days in any month or months for regular meetings of the Board at an hour and, if applicable, place to be named. A copy of any resolution of the Board fixing the time and, if applicable, place of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 34(3) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.5 Participation at Meeting by Telephone or Electronic Means

A Director may, in accordance with the Act and the Regulations, participate in a meeting of the Board by means of a telephonic, electronic or other communications facility that permits all participants to communicate with each other simultaneously and instantaneously during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at the meeting.

6.6 No Alternate Directors

No person shall act for an absent Director at a meeting of the Board, specifically: no Director may send another person to attend a meeting of the Board to represent that director and no Director may appoint another person as that Director's proxy to attend a meeting of the Board on that Director's behalf.

6.7 Quorum

Subject to the Act or the Articles, a majority of the number of Directors elected or appointed according to Section 5.8 shall constitute a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person or by telephonic or electronic means.

6.8 Votes to Govern at Meetings of the Board

Each Director has one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not have a casting vote.

6.9 Confidentiality

Every Director shall respect the confidentiality of matters brought before the Board or before any committee of the Board.

ARTICLE 7 OFFICERS

7.1 Composition

The Officers of TO Soccer shall be the President of the Board, Vice-President of the Board, Secretary, and Treasurer.

7.2 Term

The term of each officer, other than the President, the Secretary and the Treasurer, shall be two years or until they or their successors are elected or appointed. The term of the President is limited to three consecutive terms of two years each, unless the individual was appointed as President to fill a vacancy in the position of President. In such a circumstance, the individual may serve three full consecutive terms of two years each, in addition to completing the unfinished term of the individual's predecessor as President.

7.3 Duties of Officers

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of TO Soccer, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- (a) President – Serves as the Chair of the Board and shall be a Director and shall be elected in accordance with the provisions of section 5.8. The President shall not hold the position of Secretary at the same time as the position of President. The President shall, when present, preside at all meetings of the Board and of the Members. The President will be an official spokesperson of TO Soccer. The President will oversee and supervise, if applicable, the most senior staff members and will perform such other duties as may from time to time be established by the Board.
- (b) Vice President – Serves as the Vice-President and shall be a Director and shall be elected in accordance with the provisions of section 5.8. The Vice-President shall not hold the position of Secretary at the same time as Vice-President of the Board. If the President is absent or is unable or refuses to act, the Vice- President shall, when present, preside at all meetings of the Board and of the Members. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the powers of the President. The Vice-President will perform such other duties as may from time to time be established by the Board.
- (c) Secretary – The Secretary shall be elected in accordance with the provisions of section 5.7. The Secretary may not be the President or Vice-President of TO Soccer. The Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in TO Soccer's minute book,

minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor (or person appointed to conduct a review engagement of (TO Soccer) and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to TO Soccer.

- (d) Treasurer – The Treasurer shall be a Director appointed by the Board and may not be the President or Vice-President of TO Soccer. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of TO Soccer; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of TO Soccer.

7.4 Vacancy in Office

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

ARTICLE 8 COMMITTEES

8.1 Types of Committees

- (a) TO Soccer shall establish Standing Committees and/or Operational Committees.
- (b) The Board may also establish ad hoc committees from time to time that the Board deems necessary for managing the affairs of the Corporation. The Board may appoint members of such ad hoc committees or provide for the election of members of committees, and may prescribe the duties and terms of reference of such ad hoc committees.

8.2 Restrictions on Committees

No committee has the authority to incur debts in the name of TO Soccer.

8.3 Standing Committees

- (a) The Board shall determine the types of standing committees required.
- (b) There shall be established a Standing Committee on Finance with the duty to oversee the fiscal involvements of TO Soccer. This Committee shall be chaired by the Treasurer.

8.4 Operational Committees

The Board shall determine the types of operational committees, if required. The appointment of the Chair and the Members and the mandate of each committee shall be at the discretion of the Board.

ARTICLE 9 INDEMNIFICATION AND INSURANCE

9.1 Limitation of Liability

No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to TO Soccer through the insufficiency or deficiency of title to any property acquired by TO Soccer for or on behalf of TO Soccer or for the insufficiency or deficiency of any security in or upon which any of the monies of TO Soccer shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom or which any of the monies, securities or effects of TO Soccer shall be deposited or for any loss occasioned by any error of judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful neglect or default; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

9.2 Indemnity of Directors and Officers

Except as provided in section 46 of the Act, every director and officer of TO Soccer, every former director or officer of TO Soccer or a person who acts or acted at TO Soccer's request as a director or officer of a body corporate of which TO Soccer is or was a shareholder or creditor, and his heirs and legal representatives shall, from time to time, be indemnified and saved harmless by TO Soccer from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of such corporation or body corporate if,

- (a) the individual acted honestly and in good faith with a view to the best interests of TO Soccer or other entity, as the case may be; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

9.3 Insurance

Subject to the limitations contained in the Act, TO Soccer may purchase and maintain insurance for the benefit of an individual referred to in subsection 46(1) of the Act against any liability incurred by the individual:

- (a) in the individual's capacity as a director or officer of TO Soccer; or
- (b) in the individual's capacity as a director or officer, or similar capacity, of another entity, if the individual acts or acted in that capacity at TO Soccer's request.

ARTICLE 10 GENERAL MATTERS

10.1 Method of Giving any Notice

- (a) **Method of Delivery.** Subject to Sections 4.1 and 6.2 above, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer or member of a committee of the Board or to the auditor (or person appointed to conduct a review engagement of TO Soccer) shall be sufficiently given:
- (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of TO Soccer or in the case of notice to a Director to the latest address as shown in the last notice that was filed by TO Soccer in accordance with the Act;
 - (ii) if mailed to such person at such person's recorded address by prepaid ordinary mail;
 - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - (iv) if provided in the form of an electronic document in accordance the Act.
- (b) **Time of Delivery.** A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, auditor (or person appointed to conduct a review engagement of TO Soccer) or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of TO Soccer to any notice or other document to be given by TO Soccer may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

10.2 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, TO Soccer shall not be required to give any further notices to such Member until such Member informs TO Soccer in writing of the Member's new address.

10.4 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a committee of the Board or auditor (or person appointed to conduct a review engagement of TO Soccer) may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given

before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

10.5 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor (or person appointed to conduct a review engagement of TO Soccer), or the non-receipt of any notice by any such person where TO Soccer has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

10.6 Invalidity of any Provisions of this By-law

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

ARTICLE 11 DISPUTE RESOLUTION

Disputes or controversies among Members, Directors, Officers, Registrants and committee members are as much as possible to be resolved in accordance with the dispute resolution provisions of the Operating Policies and Procedures.

ARTICLE 12 AMENDMENTS

12.1 Amendment to Articles

The Articles may only be amended if the amendment is confirmed by a Special Resolution. Any amendment to the Articles is effective on the date shown in the certificate of amendment.


12.2 By-laws and Effective Date

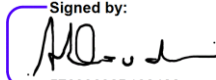
- (a) Subject to the Act and the Articles,
 - (i) the Board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of TO Soccer.
 - (ii) any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members confirming such By-law, amendment or repeal.
 - (iii) the Regular Members may make a proposal to make, amend or repeal a by-law in accordance with the Act.
- (b) In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by the Members by Special Resolution.
- (c) Previous By-laws - All previous By-laws of TO Soccer are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of the By-laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to their repeal.

ARTICLE 13 ADDITIONAL DISSOLUTION CLAUSE for cGaming Funds

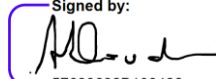
In the event of the dissolution or winding up of TO Soccer, any and all funds held in the organization’s cGaming account, after the satisfaction of all liabilities and obligations, shall be distributed exclusively among the not-for-profit member clubs of TO Soccer. Such distribution shall be made on a proportional basis, calculated according to each member club’s registered player numbers for the immediately preceding registration year, as recorded in TO Soccer’s official registration records.

ENACTED by the Board as of the 1st day of October, 2025.

Signed by:

BD750DE5583C44A...
James Barnes – President

Signed by:

57039632B108422...
Andy Doudoumis – Secretary

CONFIRMED by the Members as of the 1st day of October, 2025.

Signed by:

57039632B108422...
Andy Doudoumis – Secretary