

ERIN MILLS SOCCER CLUB

2009

ANNUAL GENERAL MEETING

JANUARY 17th, 2010



ERIN MILLS SOCCER CLUB

BOARD OF DIRECTORS

President,	Andre Alexander
Sr. V.P. House League,	Steve Pearson
Treasurer,	Steven Prince
Secretary,	Christian Secker
V.P. Girls - Competitive,	Joe Schleiffelder
V.P. Boys - Competitive,	Susan Rossiter
V.P. Girls, (House League)	Angelina Lomoro Lough
V.P. Boys, (House League)	Vivienne Lum
V.P. All-Star/ Select,	Paul Hilditch
V.P. Marketing & Sponsorship	Derek Rickaby
Director-at-Large,	OPEN

OPERATIONS COMMITTEE

Director, Mini, (5-7)	Gabriel Sawh
Director, Minor, (8-11)	Jackie Rondeau
Director, Major (12-18)	Kathy Izzi
Director, Indoor	OPEN
Director, IT Systems	OPEN
Director, Seniors	OPEN

**2009 Annual General Meeting
January 17th, 2010**

Table of Contents

General

Notice of Meeting

Agenda

Minutes of 2008 Annual General Meeting

Board of Director Reports

President

Sr. V.P. House League

Treasurer

Secretary Registrar

V.P. Girls - Competitive

V.P. Boys - Competitive

V.P. Girls, (House League)

V.P. Boys, (House League)

V.P. All-Star/ Select

V.P. Marketing & Sponsorship

Committee Reports

Tournament

Nomination

Job Descriptions

Constitutional

Elections

Board of Directors

Operations Directors

Procedures

Notice of Motions

EMSC Constitution

The booklet outlines the approved process and procedures to be followed for the 2009 Annual General Meeting of January 17, 2010.

The Authority for this meeting is the Constitution as amended on January 11th, 2009.

The Director positions open for nomination and election have been confirmed as at November 20th, 2009.

Proposed Amendments to the 2009 Constitution

The Consent Form ensures agreement of the nominee to stand for election.

Job Descriptions for each Director position are provided

The Mississauga Newspaper Advertisement and the posting of the Notice of Meeting on the Club's Web-site are Constitutional requirements.

NOTICE OF MEETING:

As per Article 19 of the 2009 Constitution notice is hereby given that the 2009 Annual General Meeting of the Erin Mills Soccer Club shall be held January 17th, 2010 at St. Thomas A. Beckett Church from 4:00 P.M. to 6:00 P.M.

The meeting will review the year's operations, present Director and financial reports and elect Directors for the Board of Directors and the Operations Committee of the Erin Mills Soccer Club.

Proxy voting is not permitted (Article 5.4 (e) of the 2009 Constitution).

Nominations for Board of Director positions were received until on December 14th, 2009.



NOTICE OF MEETING

ERIN MILLS SOCCER CLUB

In accordance with Article 9 of the 2009 Constitution, notice is hereby given that the 2009 Annual General Meeting of the Erin Mills Soccer Club will be held on

SUNDAY, JANUARY 17TH, 2010

At St. Thomas A. Beckett Church from 4:00 p.m. to 6:00 p.m.

The Meeting will review the year's operations, present Director and Financial reports and elect new members to the Board of Directors and Operations Committee for 2009-2010.

Constitutional Amendments will be presented for consideration of the members and the text of these amendments will be posted on the Club's web-site.

Voting rights are set forth in Article 5.5 of the Constitution which is also posted on the Club's web-site. Proxy voting is not permitted as provided in Article 5.5 (e).

Nominations for all open positions must be received by December 14, 2009.

Forward to: Nominations Committee
c/o: Erin Mills Soccer Club
3135 Unity Drive, Unit #3
Mississauga, Ontario, L5L 4L4

See web-site for information and eligible positions

www.erinmillssoccer.com

Tel: (905) 820-9740 Fax: (905) 820-5412

ERIN MILLS SOCCER CLUB
ANNUAL GENERAL MEETING
January 17th, 2010

AGENDA

The order of business at the Annual General Meeting, shall be as follows (Article IX, Section 9.5)

1. Call the Meeting to Order- Chairman
2. Confirm the Notice of Meeting and Appoint a Recording Secretary
3. Confirm the Number of Voting & Non Voting Members Present, the Number of Eligible Votes and Quorum
4. Welcome of Guests, Life Members, Honorary Members & Peel Halton Soccer Association Representatives (Eric Bessler/William Hay)
5. Approval of the Agenda
6. Approval of Minutes of January 11th, 2009 Annual General Meeting
7. Business arising from Minutes of January 11th, 2009 Annual General Meeting
8. Correspondence
9. President's Address
10. Treasurer's Report
11. Directors Reports
12. Old Business
13. Constitutional Amendments (Secretary/ Chair, Constitutional Committee)
14. Report of Nominations Committee (Secretary)
15. Election of Executive/ Directors
16. Appointment of Auditors
17. Notice of Motions
18. New Business
19. Adjournment of Annual General Meeting

Robert's Rules of Order will prevail at the Annual General Meeting.

The Agenda may be varied at any meeting by a two-third vote of the members.

Constitutional Amendments require the approval of members by a vote of 2/3 of eligible voting members. All other resolutions may be approved by a simple majority.

**ERIN MILLS SOCCER CLUB
ANNUAL GENERAL MEETING
January 11th, 2009**

This is an edited version of the recorded minutes.

[Andre] I would like to call the meeting to order. I would like to welcome you all here to the Annual General Meeting for the Erin Mills Soccer Club. I am the president Andre Alexander. I would like to welcome some special guests: Paula Philips from PHSA, William Hay, PHSA, Eric Bessler from PHSA. At this time I would like to introduce the Board of Directors: Tim Sorley, Penny Harris, Steve Prince, Christian Secker, Gabriel Sawh, Steve Pearson, Joe Schleiffelder, Bruno Gismondi. I would like to those who have worked very hard over the years to support the Board and make sure everything runs smoothly; make sure the kids are on the field and having fun. At this time I would like to advise that we have posted notice for the meeting and it was done within the time period and it was confirmed. We are recording this session; if you have anything to say please come up to the microphone so that it could be recorded. We are also videotaping the session as well.

At this time we have 85 voting members who are registered to vote for the AGM. At this time we are also going to have a motion for the approval of the agenda, which is in your booklet.

Motion to pursue agenda:

Motion: Guy Streeter / Angie Lough.
Carried.

Can I also get a motion to approve the minutes for January 13th; the AGM of last year.

Motion: Guy Streeter / Joe Gurrieri
Carried

There is no correspondence at this time so we are going on straight to the President's address.

Just to give you a brief run down on what we have done all year. Again this club was number 1 overall in terms of performance and in terms of the players on the field. If you read directly in the binder you will see the registration numbers and all the other details pertaining to that. It's a great achievement and we should be very proud of ourselves for accomplishing that. Just another note as well, I am not going to read the president's report as it stands. Please read at your leisure and if you have any questions at a further date you can contact me. We would also like to recognize some of the achievements of some of the individuals, particularly our staff Trish Nash, Josef Komlodi, several others who have put forth excellent efforts in getting us ready not only for this AGM but for preparing us for the season, outdoor, indoor, registration, anything that seems to come up.

At this time I would like to get a motion to accept the President's Report.

Motion: Guy Streeter / Angie Lough
Carried.

Motion to approve the Directors' Reports.

Motion: Bruno Gismondi / Tony Costa.

Discussion:

[Ted Tracey] I wish to make an observation on the All-Star/Select Report.

After reading it, I don't see that there was anything whatsoever done for the Select program in the Erin Mills Soccer Club. I would like to ask the Board why no initiatives were put forward to increase select teams, all-star teams for this season.

Mr. Sorley you may want to start since you were the VP.

[Tim Sorley] Well, I can surely comment. We tried to move the programs ahead and the problems arose in the development from House League to All-Star. On the All-Star side; we had enough trouble organizing the coaches for the House League let alone the All-Star. However, we did have some individuals that were very keen and did come through with their own teams and we were very happy that they did. I was happy to see at one of the tournaments that we had a very good showing by our U13 girls All-Star. On the Select side, unfortunately, the whole of the select program was diminished this year at PHSSL (Select League). They dropped from 117 teams to 50, so our program, unfortunately at Erin Mills, was part of that diminishing because a lot of our teams moved up from Select to the Rep program. As a matter of fact we ended up with more teams going up to Rep then we did staying in with Select.

[Ted Tracey] The responsibility of the VP of All-Star/Select was to start the program; it had diminished over the last couple of years. Your responsibility, you were elected to the Board, was to get that program moving forward for the new year because we had really diminished the program by movement of teams up to the Rep program, so it is no rocket science for the VP to get out there and make some phone calls to the House League coaches and start the program going because I strongly believe that the grassroots of this club has to start with All-Star and Select and if it doesn't then we will continue to go out there and recruit players from other clubs to maintain our Rep position. So the responsibility I feel and reading this report is absolutely, there is nothing in there saying that the club was prepared to do anything in 2008 to push the All-Star /Select program forward. So, I don't know why you even wrote the report because it didn't even say anything about what you did you promote it.

[Andre] Any further comments on the Directors Reports?

Motion to approve the Directors' Reports?

Ted Tracey was opposed.

Carried

At this time we are going to go forward with the Treasurer's Report and I am going to hand over the microphone to Steve Prince.

[Steve Prince] I will try to be as brief as the President. The figures are all in the handouts that you have. We are pleased to report that the club continues to report a lottery profit and that consists of essentially running the programs at cost and managing to reduce some spending with generally tighter managing of the expenses. In one point the referee spending is down simply because we are being a little more careful with getting the receipts and making sure the games were played. Generally, more money is being spent on professional programs to improve the caliber of players and that is a good thing. Also in your handout is the budget for next year which is essentially the same. The only difference we have is the Canadian Soccer Association is talking about a mandatory \$5 levy on all players in Canada. Now if they go ahead with that we would have to increase the clubs fee by \$5 a head, but except for that we are going to be able to maintain the fees exactly as we were for the last year. So that is the summary of the Treasurer's Report for the budget for next year; Any questions?

Since there are no questions can I have a motion to accept the report for the budget?

Motion: Tony Costa / Guy Streeter

Carried.

[Andre] Are there any questions for 2008 business?

None.

I will then hand the microphone to Christian Secker for the Constitutional amendments.

[Christian Secker] Starting in the middle of the handouts is the report for the Constitutional Committee.

There are 8 resolutions to be put forward. The first one regards changes in respect to the Auditor's Report. Previously we had a section but we have elaborated on what was contained in that based on what was in the model constitution from the OSA and the feedback from PHSA in terms of us amending our constitution to comply with that. So, essentially it talks about that there is change to the appointment of auditors which moves it from article 7 into article 9 which deals with the AGM and there is 9.14 A, B, C, D, E & F. I am not going to propose to read it into the record; it is all there, if anybody has any questions? What we will do is get a resolution on the floor.

Anyone want to propose a motion to amend the constitution in accordance to **Resolution Number 1.**

Motion: Steve Prince / Guy Streeter.
Carried.

I am going to go to the less controversial one first. Let's go to Membership Rights which is **Resolution Number 4.**

This is basically because the nature of the monies we have collected from the club have expanded over time and therefore we want to make sure that the constitution reflects the fees that we charge and we also want to make sure that it deals with the people that collect the money that they collect the money that the Board authorizes.

Motion to accept **Resolution 4** as presented?

Motion: Guy Streeter / Angie Lough
Carried.

Resolution Number 5 relates to affiliation.

The OSA's rules presently provide that an amateur youth soccer club can be affiliated with a professional soccer club; that we have had some ongoing discussions over time. Josef has been talking to everyone from Sweden, to U.S.A, Italy, etc. We don't currently have any official affiliation with any clubs but the view is that if we did that it would assist some of the older elite players that would want to play professionally in Europe, the States or Canada, so that they can do that. So the resolution is to give the Board of Directors the authorization to form that kind of affiliation. Also we didn't have the CSA defined in our definition section of the By-laws so we put that into there since they are obviously one of our governing bodies.

Motion to accept **Resolution 5** as presented?

Motion: Tim Hocking / unidentified
Carried.

Special General Meetings.

At the present time, if the members wanted to call a special general meeting there would be 2/3 the voting members. So that is about 3,500 people would have to ask for a meeting. That's not very practical so the likelihood of having a special general meeting is likely nil. And before when everybody had a vote it would have been double that, (2 parents had a vote) so 5,600 people. So we changed that so we can now have the greater of 5% or 100 people could call a general meeting. The other part of it says that the purpose would have to be for something other than removing the board or amending the constitution, since that should happen at the AGM.

Can I get a resolution?

Motion: Guy Streeter / Angie Lough

Discussion:

[Tim Sorley] I think that the change to the number of people required to put the special meeting into effect obviously needs to be changed but the big danger here is the other aspect of the change to the constitution which would allow for people to not be able to be removed from the Board regardless of their situation. There are some extraneous methodology that could be used but mostly you couldn't organize a special meeting and get rid of anyone or make any changes to the constitution whatsoever, so in my mind it puts us in position where we could potentially put ourselves in a precarious position. So I would like to change part of the numbers but I could certainly not accept the changes as far as the elimination of board members or the change of constitution.

[Christian Secker] Well, I will say that the constitution presently provides the removal of a Director that was recently expanded, before it used to be only if someone missed 3 meetings in a row, we have since changed that to expand it into other areas where there could be some cause to remove a Director. At the present time the Board can elect to remove a Director provided that they give them notice that they intend to remove them, telling them what the rough grounds are, and 2/3 of the Board would have to vote in favour of that. So a Director can be removed, members can talk to people on the Board if they feel that someone is not doing their job and they can request that be considered. Secondly, every year we have an AGM, we are required by our constitution to have one, we are required by our governing body to have one, and at that time we elect officers and we also change the constitution. If at that time you want to bring up a motion to remove someone from the Board as a member, as long as you do it within the time period provided in the constitution to give notice of such change, you can request that before every AGM. So once a year you can remove the whole Board if you wanted to. So there is nothing that prevents the members, if they are not happy with the Board to take that action. So, I do not think that we need to have Special General Meetings to do that, we have presently mechanisms to do that. That would be my response to that.

Any further discussion?

Carried.

Resolution 7- Club Finances.

The constitution was prepared 35 years ago, at the time we talked about something exceeding our budget by 10% or \$1,000. Our budget is in the area of about \$1.5 million, so \$1,000 is not really much leeway for variations, so we are proposing to change it for \$10,000. There is a slight change to the signing powers. When the club was originally formed there were 2 budgets, one budget for the youth program and one budget for the senior program, because there were two distinct sides to the club. The Senior House

League program now is about 250 players, so it is not a distinct section of the club. So there was a provision in the constitution that had a separate budget, so we are just eliminating that.

Can I get a resolution on the floor for this amendment?

Motion: Bruno Gismondi / unidentified

Discussion:

[Penny Harris] I would like to know why there is an Executive Committee within this Club on the Board. There should be a Board of Directors and the Executive Committee with a few people here and they make the decisions. I would like Christian to address this.

[Christian] Well, I never wrote the constitution. It was written 35 years ago and it has been there since the beginning that I know of.

[Penny Harris] I am not asking about the constitution, I am asking about the Executive Committee.

[Christian] The Executive Committee is part of the constitution since it was first passed for the Club.

[Penny] It was always a Board of Directors and we took a vote. We had little committees that would work on certain subjects within the club and then that committee would come to the Club and the whole Board would approve it. And that is what is not happening.

[Bruno] Back in the day when this constitution was developed it was 35 years old. It has been revamped a number of times. I believe that the first president that revamped it was Cecil Young, and has been several times since. The Executive Committee has existed since day one, that is guaranteed. If you want you can always go back and look through some old websites.

Carried.

Resolution Number 8 is intended to clarify the authority of the committees.

Can I get motion on the floor to accept Resolution 8 as presented?

Motion: Guy Streeter / Joe Gurrieri

Carried

Resolution Number 2.

When we first started changing the constitution we had 16 board members. 9 of them were House League Representatives and the others represented various other programs. The current forum is 11 and the proposal is to reduce the size of the board from 11 to 9 Directors. The forum will change from 6 to 5. What we will do is there are so many Executive positions from President, Secretary, Treasurer, and Senior VP of House League. We currently have a Sr. VP of Competitive, Rep Director, and VP of All W Star/Select. Those are 3 programs that represent the competitive side, but the proposal that is here, and this was suggested by Joe Schlieffelder, who is the Sr. VP of Competitive right now.

The idea is to have the Select teams managed through the Competitive Director VP and the All-Star program to be managed by the Operations Committee. And in the last year we have a House League Co-ordinator, Genny Hilditch. She would participate in that when selecting and recruiting coaches for the House League program and she can also be looking at also who is coaching a certain age group and asking individuals if they would be interested in coaching an All-Star team in 3-5 tournaments and we can actually get that program up and moving, which is how it should be. As Ted has said, it is a key program in transiting players into a higher program that want to play at a higher level for Select and beyond.

So the proposal is that we have a Boys VP Competitive and a Girls VP Competitive. It is very difficult right now for two people to divide up those teams because they don't really have the responsibility one way or the other. We will have someone to focus on the girls and someone to focus on the boys; we are going to move the responsibility of All-Star to someone on the Operations Committee and they will be managed though the Sr. House League, which is the current structure that we have.

So that is the idea for the current All-Star and Competitive programs would take responsibility. Those programs aren't going away; it is just that we do not need to have representation on the Board for them. Essentially reducing the House League representatives from 5-3, we have a Sr. VP and we have a program with 200 people in a club with 5,000; seems that we don't need to have representation on the board for that. It is not that the program is not important and we don't want it to grow, but we don't need representation on the Board per say.

The Mini is also moving into the Operations side; notwithstanding that Gabriel didn't do an excellent job for us but that job is still going to happen but it just won't be on the board.

A lot of the rest of the changes really pull from the change in titles. If we agree to this change in the formation of the Board then we have to go through the balance of the constitution and wherever it says Sr. VP competitive we have to change it. The other critical thing is that there are 5 people on the Executive Committee and the question would be if you have a Competitive Boys and Competitive Girls VP who is the one that is going to be the representative on the Executive Committee.

So the proposal that is in here says that whoever has the most seniority on the Board is the one to represent on the Executive Committee.

Can I get a resolution for **Resolution 2**?

Clarification was requested by an unidentified member as to who put forward the resolution. Christian provided names of those who served on the Constitutional Committee and advised that it was approved by the Board of Directors with Tim Sorely and Penny Harris being opposed.

Motion: Guy Streeter / Angie Lough

Discussion:

[Ted Tracey] I would like to maintain VP of All-Star/Select because I don't think that a Rep VP will have the same passion for Select as they do for their own program and I think that we should maintain the position. I do not think that I can be represented on the Board by a Rep VP.

[Tim Sorley] In trying to gain some support for the Select/All-Star program over the past year I put many motions on the floor and they were mostly voted out by our Board. And just to tell you that the biggest area of concern was paying the technical fee which was considered the Rep program. People were much more enthused about playing and had more practices, games, etc. and that the Select people shouldn't be required to pay so much. However, they disagreed with that all along.

Now the other comment that I would like to make is that, Mr. Tracey wants to maintain the VP All-Star/Select, I honestly think that the VP All-Star/Select is worthy of a Board position because I think it is a very intricate part of our club and so far as it is a stage of development that goes beyond the stage of House League and doesn't enter into the levels of Rep.

Now having said that about the All-Star/Select program, I think that if we are going to consider putting back the program on the Board we should also consider putting back the Mini and Senior. It was a past President that felt the Senior program was one of the really important programs and that it would continue to be so and continue to grow, so it is my recommendation that instead of taking just one aspect that we include it in the total consideration.

[Christian] So you want to maintain the position of the VP All-Star/Select on the Board of Directors.

[Derek Rickaby] I would like to know how many kids are involved in each one of the programs relative to the total number in the club. That would help me understand the end.

[Tim Sorley] There are 4 Select and 7 All-Star. And there is potential to double that in the next couple years to be able to do that.

[Michael Poole] My concern that I see, as the two gentlemen were saying, is that you need representation at the Board level. A number of years ago when I was All-Star/Select Director we had 24-26 All-Star and Select teams. Through no fault of the Club, PHSSL has run into some difficult times, and made some changes to move various Select teams to lower level South Region, a decision that they now regret. And PHSSL is now going back to various clubs for their support.

The same thing with the Seniors Program. Last year there were 12 teams in the Senior Men's and the year before that there were 24; where did those 12 teams go? I will tell you, I went to Mississauga Soccer Club because I saw a fault in this Board to not support the senior program. So myself and a couple other teams, we left EMSC and went to play with MSC; better fields, more games, better rate, you can't argue with that.

I think that as we develop our children through the program, from House League to All-Star and Select; it's a program that needs a focus and a voice on the Board, just like the Seniors. As kids get older, they get into those Senior programs, they need a voice; they will actually be our future and I think it will be a huge disservice if we do not have a representation on this board.

[Christian] So is there any further discussion on the motion to amend?

[Unidentified Male] What is the purpose in trying to reduce these positions from the Board?

[Christian] The purpose is to move functional positions onto the Operations Committee. It doesn't need to be on the Board of Directors. A lot of these portfolios have, for whatever reason; the people that have had them aren't working on the programs.

[Tim Sorley] In the very first Board meeting that we had this year, I made a motion that I would like to make sure, so that we have participation of all the members of the Board, that we follow our rule that we have in our constitution that we remove people from the Board if they did not come to 3 meetings. And I was told at that first meeting that there was no need for that and that it would be taken care of. Obviously, it was not taken care of and now there are changes being made to the Board to accommodate the situation because we couldn't get quorum it's just a bigger mistake to fix another problem that was a mistake in the first place. If we get members on the Board who are willing to work and do the job then we are going to fix most of these things. We do not need to change the constitution or the Board to be able to do most of these things.

Motion to amend resolution 2 to include:

VP of Boys Competitive
VP of Girls Competitive

Director of Mini,
Director of Minor
Director of Major
Director of All-Star/Select
Director of Seniors
VP Marketing and Sponsorship

and to eliminate the following:

Sr VP Competitive
Rep Director
VP Mini
VP Seniors

Motion to accept Resolution Number 2 as amended.

Motion: Tim Sorley / inaudible
Carried.

Resolution 3 is for reorganization of the **Operations Committee**.

Now what we had done here instead of having representation for boys and girls, we combined mini girls and boys into one position; the same for minors and majors. We added the Director of Seniors as well as Director of All-Star and Director of IT. Now we are going to have to amend the resolution.

Since we already approved the change to the first resolution that maintained the VP of All-Star on the Board of Directors, and we said at that time that any subsequent changes that would be continued. My suggestion, unless opposed from the floor, is to continue to read this resolution as if we are deleting the reference to All-Star. Because we have already collectively agreed that we want to keep it on the Board of Directors.

So if I can get a resolution from the floor for this.

Motion: Guy Streeter / Tony Costa.
Carried.

Thank you for your kind attention time and patience during this time. That is the end of the Constitution and I will now hand it back to Andre.

[Andre] That concludes the business of 2008. Now we are onto what you all came here for, the elections. At this time I would like to get all those Board members who are up for election to step down please. If I can call Eric Bessler to the front please.

Before the elections we are going to go through the General Resolutions for the club.

Ratification of Acts

“Motion to ratify and approve the Acts and Resolutions of the Board of Directors for the fiscal year ended October 31, 2008?”

Motion: Tony Costa / Jefferson Pinto
Carried

Appointment of Legal Counsel

“Motion to appoint the firm of Heenan Blaikie as legal counsel for the Erin Mills Soccer Club for the fiscal year ended October 31, 2009?”

Motion: Tony Costa / Christian Secker
Carried

Appointment of Auditors

“Motion to appoint the accounting firm of Kenneth Lee and Associates as auditors of the Erin Mills Soccer Club for the fiscal year ended October 31, 2009?”

Motion: Tony Costa / Angie Lough
Carried

ELECTIONS

At this point we are going to go on to the elections.

Senior VP House League (2 year term)

Candidates: Steve Pearson
Deryck Fox

Deryck Fox withdrew.
Steve Pearson acclaimed.

Secretary-Registrar (2 year term)

Candidates: Christian Secker
Vivienne Lum

Christian Secker elected.

Motion to destroy the ballots.

Motion: Steve Pearson / Angie Lough
Carried.

VP Girls House League (2 year Term)

Candidates: Angie Lough
Jackie Rondeau

Jackie Rondeau withdrew.
Angie Lough acclaimed.

VP All Star/Select

Candidates: Ted Treacy
Paul Hilditch

Paul Hilditch elected.

Motion to destroy the ballots.

Motion: Tony Costa / John
Carried.

VP Boys House League (1 year term)

Nominations from the floor:

Jackie Rondeau
Michael Walsh
Vivienne Lum

Jackie Rondeau declined.
Vivienne Lum elected.

Motion to destroy the ballots.

Motion: Christian Secker / Guy Streeter
Carried.

VP Girls Competitive (1 year term)

Nominations: Joe Schleiffelder

Acclaimed

VP Boys Competitive (1 year term)

Nominations from the floor:

Michael Walsh - declined

Rick Moretta – declined
Susan Rossiter
Guy Streeter - declined

Susan Rossiter acclaimed.

VP Marketing and Sponsorship (2 year term)

Nominations from the floor:

Derek Rickaby

Derek Rickaby acclaimed.

Director Mini (1 year term)

Nominations from the floor:

Gabriel Sawh

Gabriel Sawh acclaimed.

Director Minor (1 year term)

Nominations from the floor:

Jackie Rondeau

Jackie Rondeau acclaimed.

Director Major (2 year term)

Nominations from the floor:

Kathy Izzi
Michael Walsh – declined

Kathy Izzi acclaimed.

Director Seniors (2 year term)

Nominations from the floor:

Tim Sorely – declined

VACANT

Director IT Systems (2 year term)

Nominations from the floor:

Tim Sorely – declined

VACANT

New Business:

Tim Hocking asked about the status of the Five Year Strategic Plan that was circulated about one month ago.

Andre responded that it had not yet been circulated to the members as it had not been vetted by the interim Board. Once the new Board has had an opportunity to review it, they will move forward with it.

Andre thanked Penny Harris for her many years as a member of the club and recognized her contribution to the club's programs and, in particular, to the girls programs. She was presented with a plaque to commemorate her time with EMSC.

Penny thanked Andre and the club for the recognition and for the support she has received over her many years.

“Motion to adjourn.”

Motion: Guy Streeter / Rick Moretta
Carried

PRESIDENT'S REPORT
2009
ANDRE ALEXANDER

Mission Statement

“To foster, teach and promote soccer to participants of all ages, and abilities, at all skill levels, in a safe and healthy environment within the City of Mississauga”

I am pleased to submit my Annual Report on the Club's activities over the past twelve months.

My colleagues will provide additional details, but the following presents an overview of the years' highlights and identifies new directions.

OVERVIEW

This year the Club has been successful in all aspects of the operations, programming and management. This success has contributed to a positive bottom line, increasing team representation and receiving recognition by the Terra Power Rankings placing the Club 1st over-all in Ontario for the third year in a row.

CLUB SCHOLARSHIP PROGRAM

The scholarship program was introduced 7 years ago and provides a \$1,000 Scholarship to one male and one female applicant to be applied to their secondary education. The female recipients were Molly Streeter who attends Grand Valley State University, Daniella Macri who attends Sir Wilfred Laurier University and Hilary Pearson who attends the University of Toronto. There was no male recipient this year. In addition, we thank Silvio Andrighetti of Genesis for providing the Club with a \$750 post secondary scholarship. The 2009 winners were Alyssa Acorn and Lauren Howell who both attend Sir Wilfred Laurier University. Our congratulations and best wishes to all the winners.

USA SHOWCASE TOUR

The 2008 Showcase Tour was completed in March and was very successful. The Tour comprised 33 Elite Players, competing in 13 games with University and College teams in 13 states throughout the east coast. The program is designed to expose Erin Mills' players to potential scholarship opportunities at these schools.

A very special word of thanks to Joe Corapi, Bob Twidle, Alex Szczotka, John Horvath, Brigitta Oswald and Head Coach Josef Komlodi for the organization of the Scholarship Program for our senior players.

VOLUNTEER RECOGNITION

Erin Mills has always enjoyed strong volunteer participation from coaching to fundraising.

Each plays an important role in the continuing success of teaching young players the game of soccer and the values inherent in the sport. In 2009 a number of our volunteers were so honored

Kathy Izzi; Club Award “Aida Schieffel Award Outstanding Female Volunteer”
Steven Prince; Club Award “John Saunders Award Outstanding Male Volunteer”

BUDGET

I am pleased to report the Club has sustained its growth and continued to reduce expenses while providing better programming. The 2009 Draft Audited Statements will demonstrate the initiatives undertaken by the Board of Directors during the year to establish a positive cash position.

FUNDING

The 2009 Draft Financial Statements and proposed 2010 budgets are provided in the AGM Report Booklet. New funding opportunities continue to be assessed and developed in line with the Club's requirements and strategic plan.

INDOOR FACILITY

Since the indoor facility opened in June 2002 the turf field has been a highlight for the players. This year the Board decided to replace the indoor turf and lighting. Plans are still underway to upgrade the netting and air-conditioning system. We would like to express our appreciation to the Ontario Trillium Foundation for their financial support in this renovation.

SPONSORS

Thank you to our over 70 House League sponsors this year including Tim Hortons, Inaria, Pepsi, Pizza Pizza, Gino's Pizza, and Tucker's Marketplace.

TECHNICAL PROGRAMS

The ADP program continues to be highly successful with many players participating in the 7 day a week programs at the Club, Iceland, Hershey, Courtney Park, local school gyms, and most recently Ultimate Sportsplex. We are very fortunate to have experienced coaches who participate and work with the players throughout the week. The results are seen in the success of League Championships and Tournament Championships culminating with the USA Tour of America scholarships and the many Erin Mills players currently signed and attending trials with European teams.

REFEREE

This year new referees were trained to maintain our Referee total at 100. PHSa continues to make referee training a priority through assessments and mandatory courses for all officials. The officials rating system, started six years ago, has brought considerable results in the support and assignments for our younger officials. Our special thanks to Peter Mele, Joe Cacciocarro, and Giovanni Rosato for their commitment and support in the Referee Development programs and Referee scheduling for our House League teams.

STAFF

A special thank you to all our staff, Patricia Wilcox, Kulwinder Purba, Gilda Figliomeni, Toni Walton, Amal Chauhan, Alex Cogswell, Jonathan Mederios, Gloria Gallo, Daniella Fragomeni and Josef Komlodi. A very special thank you is also extended to Patricia Nash. The past 4 years have seen her grow from being the bookkeeper to the business manager and in her roles she has cultivated many new and lifelong relationships. Her dedication, experience and tireless efforts will be greatly missed by all.

PARTNERS

Our thanks to the City of Mississauga and staff of the Recreation & Parks Department for their help and assistance throughout the year. We continue to co-operate with our soccer partners in the other clubs as well as our associates the Peel Halton Soccer Association and the Ontario Soccer Association to develop programs which enhance the quality and enjoyment of soccer within Erin Mills and Ontario.

DIRECTORS

My personal thanks and appreciation to all Directors who have worked diligently this year to respond to the many needs of the House League, All Star, Select, and Rep programs while fulfilling their responsibilities as Directors of the Club.

IN SUMMARY

There are many future opportunities in which we will continue to participate including the Hershey SportZone.

The 2010-2011 planning process is well underway and with your support we will continue to provide new opportunities for players and coaches of House League, All Star, Select and Rep programs.

My appreciation to the membership who have supported and encouraged our efforts as the Club moves forward in developing long term solutions to meet the ever expanding needs of the Erin Mills soccer community.

Volunteers are the key to any organization for without your support and active participation none of this would be possible. On behalf of the Board of Directors, staff and all our players may I say THANK YOU to the over 1,200 coaches, assistants, managers, parents, and other volunteers who make all this happen, year after year.

This will be my last year as President of the Erin Mills Soccer Club and I would like to take this opportunity to thank all the wonderful people in the soccer community for their support, hard work, generosity, and continual efforts in helping the Club be the best that it can be. There's still work to be done and I know the new President will do a fantastic job in helping us not only remain the #1 Club, but will help us reach the Club Excellence Standard as set out by the Ontario Soccer Association. THANK YOU ALL for everything!!!! Go Eagles!!!!

Andre Alexander
President
Erin Mills Soccer Club

SENIOR V.P. HOUSE LEAGUE REPORT – 2009

STEVE PEARSON

This year's summer outdoor program went very well. Our numbers were down about 6% or so, but that was to be expected with the recession. It should be noted that one House League team of All Stars moved up to the Rep level and became the 1995 Rep team 'C'. Congratulations!

The schedule for this year's season followed the successful format introduced last year. Again, the 'Quick-start-weekend' took place at the beginning of the season. The one variation included the split of the boys and girls playing on different weekends. We found that there was too much confusion last year when all the teams played on the same weekend. This approach worked very well. This allowed for three games to be played in the span of 1 week, and this helps if balancing needs to take place. Even though the Club works very hard at initially setting up balanced teams, there is almost always a need for rebalancing. The goal of the Club is to greatly reduce the number of players needing to switch teams.

One major concern for this year, as in past years, was the negative attitudes of parents and coaches. The Referees did a much better job this year of controlling the players on the field, but there are still issues regarding the parents and coaches. This year we introduced the, 'Code of Conduct' information sheet. It was our belief that if all parents and coaches were made aware of the infractions and the penalties associated with them, then the number of problems would decrease. The Club also had Christian Secker, the Club's Secretary-Registrar talk to all coaches about the code of conduct, as they came into the Club House to get their uniforms. Happily, I can say that the number of problems did in fact decrease. There were far fewer problems and complaints associated with unacceptable behaviour by parents and coaches this year. Unfortunately, there were still a few. As a result, the Operations Committee, in charge of the House League program, will be taking this one step further. A new position, 'The Discipline Commissioner', will be created. The job of the Discipline Commissioner will be to enforce the Code of Conduct as set down by the E.M.S.C., after attempts by the Divisional Convenor to deal with any infractions, have failed. There will be an honorarium paid out for this position.

This year saw the Club join in an affiliation with Rink City. Our Seniors' programs played their games there, as did a portion of the youth programs which played on Saturdays and Sundays. This was necessitated by the increased demand for training times for other Club programs.

Trish Nash resigned from the Club this year. I know that Trish will be sorely missed, both by me, and many, many Club members. We all wish her well.

I would like to take this opportunity to thank the Club's House League Coordinator, Genny Hilditch. This is Genny's second year in this position she has been an enormous help to the House League program. Genny also coordinated the entire Indoor program. Even though it is a paid position, Genny has gone beyond the call of duty, having to Convene 6 outdoor divisions this year. This was necessitated by the lack of volunteers for the House League program. The Club needs parents and volunteers to help this program maintain the current high standards that have allowed the Erin Mills Soccer Club to remain the Number One Club in Ontario.

Finally, thank you to all Convenors's, Coach's, Director's and parent helpers, as this program cannot exist and run smoothly without you. I hope that the 2010 season will be even better.

**Erin Mills Soccer Club
2009 Annual General Meeting
January, 2010**

**Treasurer's Report
Steven Prince**

Financial results for this year were a modest profit of \$13,251 versus a budget of \$49,000 and an actual last year of \$126,457. While this is somewhat less than planned, it is still positive and consistent with the objective stated in last year's budget of focusing on program development now that the Club's finances were in order.

It is worth noting that more than one other soccer club in the Mississauga area is reporting losses of hundreds of thousands of dollars for the year, due a combination of reducing revenue and vastly increased spending.

The Club's total surplus now sits at \$394,643, which continues to be an entirely adequate cushion against possible adverse contingencies.

Looking at the finances in detail, Revenue was essentially flat at \$1,656,306 versus \$1,678,093 last year. There are a few offsetting factors here:

- Membership Revenue was down by 3.6% to \$1,452,171 versus \$1,515,924 last year. This is due to a small decline in number of paid registrations, reflecting the continuing poor economic environment and changing demographics as the households in the Erin Mills area age and have fewer children of soccer age.
- Income from facility rentals was up \$27,000 reflecting higher usage;
- The Tour of America has added \$37,000 to our reported revenue. While the Tour has been run for several years, previously the accounting was separate from Club activities.

Spending was up by 6.7% to \$1,643,055 from \$1,551,636. Major items here were:

- Additional ADP staff costs of \$38,000 reflecting increased training programs;
- Additional rental costs for soccer fields and gyms of \$28,000;
- Additional staff wages and related costs were up \$16,000, reflecting additional staff as noted in last year's budget;
- Tour of America costs of \$50,000 which, like the revenue, had previously been accounted for outside of the Club finances;
- The net of all other items was a reduction in spending of \$28,000.

The budget for the coming year, presented separately, reflects a further increased emphasis on training programs.

SECRETARY-REGISTRAR REPORT – 2009

CHRISTIAN SECKER

Once again the Erin Mills Soccer Club has maintained its ranking as the No. 1 Club in Ontario according to the Terra Power Rankings. Our continued success is due to the work and efforts of our staff and all coaches, trainers, managers, convenors, and the other numerous volunteers that help the Club to deliver its programs. Thanks to everyone for their contribution.

The Club's overall registrations decreased this year by approximately 6% compared to 2008 registration figures. The Club had 4578 registered players for the 2009 outdoor season, consisting of 3061 youth players and 482 senior players registered in our outdoor house league program and 911 youth and 124 senior players registered in our Select, and Rep Programs. This outdoor season 221 of our youth recreational players also participated in the All-Star and Academy programs. In addition, 1762 players participated in our indoor soccer programs. This decline in registration is attributed to senior leagues operating at the Hershey Sportszone and the activities of non-sanctioned soccer clubs in Mississauga.

Our staff worked diligently this year to promote registration with the Club. We hosted registration desks at the Erin Meadows Community Centre and the South Common Community Center, arranged roadside signs and newspaper advertisements, and distributed flyers to schools and residences in Erin Mills and Churchill Meadows. On-line Registrations have continued to increase. We urge members to register on-line at www.erinmillsoccer.com.

In the past year, Erin Mills S. C. was instrumental in forming the Mississauga United Soccer Association to represent the interest of Mississauga clubs in its dealings with the City of Mississauga and other organizations. We hope that the common interests of the soccer community can be better addressed collectively through this organization.

The Board has approved certain constitutional amendments to be voted on today by the members. These changes seek to clarify territorial boundaries for Club operations, membership rights regarding meetings, areas of potential conflict of interest for directors, and to continue to improve the nomination process. I wish to thank Steve Pearson, Steve Prince and Vivienne Lum for their contribution to the 2009 Constitutional Committee.

The Club has improved its indoor programs by entering into an agreement with Rink City to operate youth and senior house league programs and to offer ADP training programs on a turf field. To date, despite some adjustments, this program is increasing the development opportunities for the Club's competitive and recreational players.

The Club continues to engage in exploring affiliations with professional soccer clubs in Canada and Europe to increase the opportunities for its players. We have entered into an International Academy Program with West Ham United F.C. from the English Premier League and we are the only club in Canada that has been provided with this opportunity. We also hosted an ID camp conducted by two coaches from Bologna FC that plays in the Serie A League in Italy. Several players have tried out for teams and soccer academies in Europe and they continue to experience success due to the development they have received within our Club.

Erin Mills continues to participate in the Raleigh, N.C. Showcase Tournament attended by numerous NCAA coaches. We are presently planning our 7th Erin Mills ADP USA Scholarship Tour to develop brand name recognition at many US colleges and assist players to receive athletic scholarships. We thank Joe Corapi, Bob Twidle and our staff for their continuing contribution to this project.

Our success as a Club and our efforts to develop the game in Erin Mills results from the individual contributions of each member. Our focus on player development continues to support our members and leads to success both on and off the field. We will continue to improve our existing programs and to establish new and progressive programs for player and coach development.

Thank you for your continued support.

Christian Secker,
Secretary-Registrar
Erin Mills Soccer Club

2009 Girls – Competitive Director Report

The 2009 season for the Erin Mills Soccer club was again very competitive, entertaining and successful. I would like to thank the many coaches, managers and volunteers who through all their combined efforts and time have made this club number one again. I would also like to thank the players for their commitment to this wonderful sport, the parents and the many sponsors who support the many programs within the club. When you stop and look back over the course of a single season you realize what it's takes to make things happen, it's quite amazing.

I would again like to recognize our club Head Coach Josef Komlodi for his commitment to the many players and families within the club. Josef continues to move forward with new ideas to improve soccer program for the young player in our community. His vision and passion for soccer will keep moving the Erin Mills Soccer Club forward.

We are proud to say that our teams have shown well in the standings and again this season we have teams that have been promoted to OYSL. Congratulations to all of our Erin Mills teams.

The ADP program continues to be very successful. With the assistance of many skilled coaches and a very flexible training schedule the ADP program will continue to make the Erin Mills players better skilled and fit young athletes in our community.

The Erin Mills Tour of America was well attend and again very successful. The tour continues to open doors for many of our player giving them scholarship opportunities.

I'd like to thank Trish Nash and Trish Wilcox for their ongoing support to our competitive program. These ladies work under very strict time constraints; especially during team registration, but somehow always seem to come through for us. I know our coaches and managers have said this to both of you, but once again ... Thank you!

For up to date information remember to visit our club website at:
www.erinmillssoccer.com

Joe Schleiffelder,
V.P. Girls - Competitive
Erin Mills Soccer Club

2009 Boys – Competitive Director Report

Erin Mills Soccer Club is once again recognized as #1 in Ontario in the Terra Power Rankings:

- #1 in Overall Club Rankings
- #1 in Community Club Rankings
- #1 in Performance Club Rankings

Terra Power Rankings “Top Ten Boys Teams” in Ontario:

- #9 - EMSC BU18 team
- #10 - EMSC BU16A team

Terra Power Rankings by Age Group “Top Ten Boys Teams” in Ontario:

- U14 #5 - EMSC BU14A (1995)
- U16 #2 - EMSC BU16A (1993)
- U18 #2 - EMSC BU18 (1991)

This has only been made possible, because of the time, effort and commitment of our staff, our coaches, our volunteers, our sponsors, our parents, and of course our players. Congratulations and thank you to all.

There will be (31) Competitive Boys Teams going into the 2010 season:

- (4) OYSL Teams
- (6) Elite Division Teams
- (6) Premier Division Teams
- (3) 1st Division Teams
- (4) 2nd Division Teams
- (2) 3rd Division Teams
- (2) 4th Division Teams
- (1) Provincial Team
- (3) Regional Teams
- + (8) U7 – U10 Select Rep & Academy Teams

Of these teams:

- (6) SRSL teams finished 1st in their Division
- (6) SRSL teams finished 2nd in their Division
- (5) SRSL teams finished 3rd in their Division

- (3) Teams will be relegated into lower Divisions
- (7) Teams will be promoted into higher Divisions
- (12) Teams will be remaining in their respective Divisions

Susan E. Rossiter
VP Boys – Competitive

VP Girls House League Report – 2009

Angelina Lomoro Lough

Good day members of the Erin Mills Soccer Club, and welcome to our annual AGM. Firstly, I am very happy and honoured to be back on the board of directors after taking a four year sabbatical to pursue other interests.

We had a total of 1419 girl participants (102 teams) in our house league program. This is down from the year before in which we had 1481 female participants between the ages of 4 and 18 years. A decision was made by the operations committee to institute one of two methods of drafting house league teams; it was to be either by hockey draft or blind draft. Each convenor determined which method to use for their particular age group.

The 2009 girl's house league program was quite successful this year. However we did have to rebalance or equalize teams in the 1999 and 1993 girls divisions. We understand can be a difficult time for our young members however we steadfastly believe that it is for the betterment of all participants, and hence it is done as a very last resort after exhausting all other efforts.

Once again at our annual picnic and awards ceremony we were very happy and proud to bestow a House League Coach of the Year award to one individual in every age division as determined by their peers. This award is given to a coach who has shown exceptional attributes as a person and leader on the pitch. Congratulations to all of those who were given such an award. As well, we were very happy to show our appreciation to all of our fabulous coaches by inviting these volunteers to our annual Coaches Appreciation Night which was held on November 24th, 2009 at the clubhouse.

I have also had the pleasure this year to be working with a great group of individuals on our board and Operations committee. Thank you Kathy Izzi our major girl's Director and Jackie Rondeau our minor girl's Director. I'd like to thank all of the girl's house league Convenors: Carly Xu, John Dick, Aash Karia, Debbie Fazio, Jessica Pasqualini, Richard Wong, Eileen Waetcher, and Toni Serrafiero for all their hard work. As well, a big thank you to the EMSC staff, especially Genny Hilditch EMSC's house league coordinator, who did a tremendous job of putting it all together.

VP Boys House League Report – 2009

Vivienne Lum

Dear Members,

It's been a busy year. The past year I have personally learned a lot about what's involved in running a soccer club, let alone what it takes to bring together a house league program across a number of age groups.

This year the Operations committee decided to institute one of two methods of creating house league teams; it was to be either by hockey style draft or blind draft. Each convenor determined which method to use for their particular age group. Hours have been spent by the Operations Committee in the planning process for the first league game and the Quick Start weekend. This doesn't include the additional hours spent by the Convenors and Coaches in putting the teams together. While players did not get to play with ALL their friends, there needs to be a balance of skill and fun. Hopefully the blind draft or hockey style pick provided some semblance of balanced teams.

The 2009 outdoor season had a total of 1,741 participants in our boys house league program. This is down 5% from the year before in which we had 1,840 male participants between the ages of 4 and 18 years. Thanks to Steve Pearson, Senior VP House League; Genny Hilditch, our House League Co-ordinator; Convenors, Coaches and Parents, Erin Mills Soccer Club has provided a place in our community for players to come together as individuals to form a team, and maybe make new friends. We will continue to see changes ahead in the world of soccer, and expect that the Erin Mills Soccer club will continue to be a big part of it.

VP Marketing & Sponsorship, Business Plan, Building Committee Report - 2009
Derek Rickaby

This was an inaugural year in the development of a longer-term strategy to market the Club and in building lasting corporate sponsorship & support for the Erin Mills Soccer Club. As a result, we reviewed numerous options for growth, including leveraging the success of the Competitive Program, enhancing opportunities to expand the House League program, extending our facilities for the indoor programs and even considering an investment in a professional franchise. An alignment with strong European clubs to offer enhanced training and development for our advanced players is becoming a significant value add and our developing alignment with organizations such as the Puskas Academy in Hungary and our recent collaboration with the West Ham Football organization has great Marketing value for the Club for the future.

One of the biggest initial concerns this year was the state of the Erin Mills Web site and its ability to deliver timely information related to support of the team activities and interesting content to keep its members entertained and informed. With the planned introduction this past summer of the AIM system at the OSA, to allow for automated Web feeds of scores and game data, we delayed the introduction of the new site, but early this fall the OSA announced a year delay in delivering the system, so we have moved forward with EMSC's Web site development and plan to deliver it before the end of this month. In 2010, we will add a Marketing Manager position to ensure the content stays current and to leverage this exposure to expand the sponsorship program with the local business community.

Thanks to the tireless support of Josef and the coaches that helped build our technical program, Erin Mills was rated this year as the leading club in both development and performance. To expand this support for the indoor development programs that have a major impact on this rating, we undertook a detailed feasibility study to expand the current facilities at Unity Gate. Over the period of a number of weeks, we worked with real estate agencies and select contractors to qualify costs and develop an expansion plan to meet our growth needs. For the current indoor season, we have elected to work with the existing facility at Rink City, but are prepared to move forward with the facility plan should the current plan not fully meet our expectations.

Over the last few months, EMSC has made some significant inroads in developing relationships for advanced training of players for a potential placement in Europe and to help Erin Mills continually improve its coaching and performance. The West Ham organization which participates in the English Premier League is one of those organizations and we are working on a long-term collaboration that we can use in our online & print media to promote the growth of the Club.

Derek Rickaby
VP, Marketing & Sponsorship, Business Plan, Building Committee

TOURNAMENT REPORT – 2009
MICHAEL POOLE

As Tournament Convenor I am pleased to present the results of the Erin Mills Soccer Club Tournaments for 2009

The Erin Mills Soccer Club hosts two outdoor tournaments through the year. Revenues are derived from team registration fees and sponsorships. Key expenses incurred for the tournaments are trophies, field rentals, staff, printing etc.

Thank you to all the volunteers associated with these tournaments and congratulations to all the Erin Mills teams that participated and to the champions.

SELECT /ALL-STAR TOURNAMENT - June 2009

This tournament has seen declining interest over the past couple of years. Traditionally this June tournament attracts 90-120 teams but in 2008 dropped to 60 teams and then dropped by over 50% again in 2009. The tournament did proceed with four age groups (22 teams) and while the overall tournament was very small there were still teams that enjoyed a weekend.

With the Peel Halton Select League declining enrollment and the June date it was thought that this tournament was positioned too early in the season to attract All-Star Teams that form only in June. It would be by recommendation that the Select-All-Star Tournament move to the third week of July in 2010. Both to avoid interest in the World Cup telecasts and to reposition it for All-Star team that is formed in June and can meet the tournament deadline.

BOY-8	ERIN MILLS GOLD	5	AJAX AVENGERS	2
BOYS-9	ERIN MILLS GOLD	2	MISSISSAUGA FALCONS	0
GIRLS-12/13	ERIN MILLS G13	2	NORTH MISSISSAUGA G12	1
GIRLS-14/15	ERIN MILLS G14	3	BRAMS UNITED G14	0

EAGLE CUP - September 2009

The Eagle Cup has continued success over the years. With the abundance of "Representative Teams" not only in Erin Mills but other clubs, this tournament has continually attracted 120-140 teams each year. This year 122 teams participated and is ranked as #2 in Ontario in Tournament Terra Rankings. Being positioned as a year-end tournament it has traditionally attracted very competitive teams from the GTA, Southern & Eastern Ontario.

BOYS-11	MISSISSAUGA FALCONS	1	WOODBIDGE STRIKERS	0
BOYS-12	NORTH MISSISSAUGA	5	DIXIE STIKERS	1
BOYS-13	HEARTS AZZURRI	1	AURORA STINGERS	1
BOYS-14	ERIN MILLS A	8	NORWEST HURRICANE	0
BOYS-15	EMSC ELITE	3	EMSC B	0
BOYS-16/17	EMSC GOLDEN EAGLES	1	EMSC B-17 A	0
GIRLS-11	ERIN MILLS A	3	WHITBY IROQUOIS	0
GIRLS-12	ERIN MILLS A	2	ERIN MILLS B	0
GIRLS-13	WATERLOO PHOENIX	1	NORTH MISSISSAUGA	0
GIRLS-14	ERIN MILLS EAGLES B	2	EMSC-EAGLES 14A	1
GIRLS-15	WATERLOO UNITED OYSL	1	NIAGARA UTRD	0
GIRLS-16/17	EMSC 15 A	1	OTTAWA INTER 17	0

NOMINATIONS REPORT

ERIN MILLS SOCCER CLUB

In accordance with the Constitution and a resolution passed by the Board of Directors to extend nominations, the nomination period for the current year has now closed.

On behalf of the Erin Mills Soccer Club, the Nomination Committee hereby reports that the following nominations have been duly received by the Club from the its members concerning the election of a new Board of Directors and a new Operations Committee at the Annual General Meeting of the Erin Mills Soccer Club on January 17, 2010.

Board of Directors:

<u>Position</u>	<u>Incumbent</u>	<u>Term</u>	<u>Nominees</u>
President	Andre Alexander	2 yrs	Christian Secker/ Susan Rossiter
Treasurer	Steve Prince	2 yrs	Vivienne Lum
Sr.V.P.,Girls Competitive	Joe Schleiffelder	2 yrs	Joe Schleiffelder/ Ram Mustafa
Sr.V.P.,Boys Competitive	Susan Rossiter	2 yrs	Jackie Rondeau/ Ram Mustafa/ Paul Brown/ Susan Rossiter
Vice-President, Boys (House League)	Vivienne Lum	2 yrs	Jackie Rondeau / Ram Mustafa

Operations Committee:

<u>Position</u>	<u>Incumbent</u>	<u>Term</u>	<u>Nominees</u>
Director, Mini (4-7)	Gabriel Sawh	2 yrs	OPEN
Director, Minor (8-11)	Jackie Rondeau	1 year	OPEN
Director, Major (12-18)	Kathy Izzi	1 year	OPEN
Director, Seniors	OPEN	1 year	OPEN
Director, IT Systems	2 yrs	OPEN	OPEN

The Nominations Committee will continue to receive nominations for all the positions on the Operations Committee that remain OPEN.

Members in good standing may be nominated at the Annual General Meeting for any open positions from the floor.

A description of the duties of each position is described in the attached link.

Notice has been given that amendments to the Constitution & By-Laws will be voted on by the Club`s membership that would alter the composition of the Board of Directors and the Operations Committee. If these resolutions are passed, then

members in good standing may propose nominations from the floor at the Annual General Meeting for each new position.

The eligibility requirements to serve as an officer or director of the Club are set forth in Article 4.3 of the Club By-Laws. Nominees and nominators must be members of the Club in good standing, as defined in Article 5.1 of the Constitution.

Nomination Forms must be accompanied by a ``Consent to Act as a Director`` set forth in the attached link. Duly signed nominations forms for existing and proposed positions should be sent to the Nominations Committee as follows:

Forward to: Nominations Committee
c/o: Erin Mills Soccer Club
3135 Unity Drive, Unit #3
Mississauga, Ontario, L5L 4L4

Tel: (905) 820-9740
Fax: (905) 820-5412

Erin Mills Soccer Club Job Descriptions 2009-2010

BOARD OF DIRECTORS

PRESIDENT

Responsible for general management & supervision of the Club's business affairs and operations.
Presides at all meetings of the Board of Directors ("BOD").
Chairperson of Executive Committee
Chairperson of Annual General Meeting and Special General Meetings
Ex-Officio Member of all Committees required under the Constitution or By-Laws of the Club or established by the BOD
Represents the Club with the City of Mississauga, local community and soccer related organizations
Signs all cheques and legal/ financial documents with another Officer

SENIOR VICE-PRESIDENT, HOUSE LEAGUE

Has primary responsibility for management and operation of House League Program
Manages V.P. for Boys, Girls, Mini & Seniors re: HL operational issues only
Member of Executive Committee
Chairperson of Operations Committee
Member of Technical Committee
Records and tables Minutes of Operations Committee to BOD
In the absence of the President, the Sr. V.P., House League shall exercise such duties and powers to conduct the management and business of the Club.
Represents the Club with local community and soccer organizations as requested
Chairs committees as requested
Signs all cheques and legal/ financial documents with another Officer

TREASURER

Responsible for full and accurate accounts of all receipts and disbursements of the Club.
Reports and accounts for all transactions and financial position of the Club.
Provides financial analysis and Investments Strategies for long term financial planning
Member of Executive Committee
Chairperson of Finance Committee
In the absence of the President & the Sr. V.P. HL, the Treasurer shall exercise such duties and powers to conduct the management and business of the Club.
Responsible for the development of Operating Budget and Business Plan for the Club
Reports to the Board regarding financial results on a monthly basis
Signs all cheques and legal/ financial documents with another Officer

SECRETARY/REGISTRAR

Responsible for all legal documents and records of the Club
Records minutes of all meetings
Member of Executive Committee
Member/ Chairperson of Nominations Committee
Signs all cheques and legal/financial documents with another Officer
Responsible for the registration process for players, coaches and volunteers
Ensures registrations are recorded in OSA Registration Computer system
Maintains list of Club Members
Organizes Annual General Meeting or Special General Meetings
Determines voting rights of Members at any General Meeting of the Club

VICE –PRESIDENT, BOYS - COMPETITIVE **VICE –PRESIDENT, GIRLS - COMPETITIVE**

Has shared responsibility for management and operation of Competitive Program
The V.P., Competitive with the most seniority on the Board is a Member of Executive Committee
Co-Chairs of Competitive Program Committee
Members of Technical Committee
Records and tables Minutes of Competitive Program Committee to BOD
Serves as convenor & liaison person for the SRSL and any other Leagues approved by BOD
Attends SRSL, OYSL, PHSSL, PHSA, and OSA General Meetings as requested
Liaison between Competitive Coaches and BOD
Organizes and chairs monthly Competitive Coaches and Managers meetings (in season)
Member of Coach Selection Committee for Competitive Teams
Member of Uniform Committee
Hosts annual Ontario Cup in Erin Mills as requested
Hosts and organizes annual Eagle Cup Tournament and provides review of financial results to BOD
Assists Coaches with player books, registrations, travel permits, transfers, playing-up approvals, etc.
Attends/ Defends Coaches/ players at discipline hearings of SRSL, OYSL, PHSA, and OSA
Represents the Club with local community and soccer organizations as requested
Chairs committees as requested

VICE –PRESIDENT, BOYS – HOUSE LEAGUE **VICE –PRESIDENT, GIRLS - HOUSE LEAGUE**

Responsible for the implementation of the House League Program for Boys/ Girls in the Club
Member of Operations Committee
Responsible for recruiting and managing all Directors, Convenors, Coaches involved in House League Program for Boys/ Girls from 8 to 19 years of age
Responsible for overseeing coach and team selection, tiering of players, equalization of teams, ensures recording of games results, maintenance of player ratings, dealing with complaints and discipline matters for Boys/ Girls House League Program

VICE-PRESIDENT, ALL-STAR/SELECT

Hosts All Star & Select tournament bringing professionalism, competitiveness and financial success

Facilitates the selection of All-Star/Select teams from House League program

Member of Competitive Program Committee

Member of Coach Selection Committee for All-Star/ Select Teams

Develops team selection guidelines and tournament registration information.

Ensures teams are actively developing and maintaining tournament commitments

Attends/ Defends Coaches/ players at discipline hearings of PHSSL

Registers tournaments with district/ provincial associations.

Provides All-Star/ Select programs financial review to the BOD.

VICE-PRESIDENT, MARKETING & SPONSORSHIP

Responsible for Club Web-Site

Facilitates the development and implementation of Marketing and Sponsorship Plans for the Club

Provides leadership and guidance to the Board in connection with business development opportunities

DIRECTOR AT LARGE

Shall be appointed by the BOD for his/her specialized knowledge and to provide such advice and guidance to the BOD as requested

OPERATIONS COMMITTEE

HOUSE LEAGUE PROGRAM

DIRECTOR, MAJOR (12-18)

DIRECTOR, MINOR (8-11)

DIRECTOR, MINI (5-7)

Member of Operations Committee

Provides information, direction and guidance to each age division

Appoints convenors, assign coaches, forms competitive teams.

Maintains player ratings from previous years

Ensures pre-season try-outs for unrated players

Coordinates and conducts tiering of players within the Age Group

Ensures equalization of teams

Assists with selection of age group All-Star Coaches

Maintains communication with parents, and others throughout the season

Provides reports to the Operations Committee as required

DIRECTOR, IT SYSTEMS

Member of Operations Committee

Provides information, direction and guidance to Board of Directors & Business Manager regarding information systems for the Club

Provides reports to the Operations Committee and/ or Board of Directors as required

DIRECTOR, SENIORS

Member of Operations Committee

Provides information, direction and guidance for the Seniors Division

Confirms coaches and teams.

Coordinates the tiering of teams within the Seniors Division

Maintains communication with coaches and players throughout the season

Provides reports to the Operations Committee as required.

**ERIN MILLS SOCCER CLUB
NOMINATION AND ELECTION PROCEDURES
2009 ANNUAL GENERAL MEETING**

AUTHORITY FOR ANNUAL GENERAL MEETING

The 2009 Annual General Meeting shall be conducted under the 2009 Constitution (Article IX) and where these are silent reference shall be made to Roberts Rules of Order 10th edition for procedure.

NOMINATING COMMITTEE

A Nominating Committee shall be appointed to recruit candidates for each position.

NOTIFICATION TO MEMBERS

Notice of the Annual General Meeting must be advertised in the Mississauga News and on the Club's website a minimum of thirty days in advance of the Annual General Meeting.

RECORD OF MEETING

The AGM proceedings will be recorded and retained for future reference

DIRECTORS CONSENT

Candidates must be members in good standing of the Erin Mills Soccer Club
Must be 18 years of age or older
Must be bondable
Consent to a Volunteer Police Check
Have no undischarged bankruptcy

NOMINATIONS

Nominations are required for 8 positions on the Board of Directors and 4 positions on the Operations Committee.
Nominations are permitted from the floor for Open Positions.

Candidates maybe nominated for more than one position.
Nominations, voting and a candidate elected for each position will be completed before moving to the next position.
Where no candidate is nominated the Board may appoint a Director at a later date to fulfill that position.
Candidates are permitted two (2) minutes to address the assembly.

JOB DESCRIPTIONS

Job Descriptions for each position are provided for nominees.

ORDER OF ELECTIONS

As per the 2009 Constitution (Article IX) the following positions are eligible for nomination and election.

ATTENDANCE

The Meeting is restricted to members of the Erin Mills Soccer Club and invited guests
Members are defined in Article V. Invitations may be provided by the President

RECORD OF ATTENDANCE

The Secretary shall record the names of all members attending and entitled to vote at the meeting.

Voting members shall receive election ballots each clearly identified as to position.

MEMBERS (Article V – Section 5.4)

A member is defined as:

- One parent or guardian of a player under 18 years of age currently registered with the club
- An executive officer, (Director) Coach, manager, trainer or a senior referee (18 yrs old +)
- Convenor or Volunteer appointed by the Executive
- Any player 18 years of age or older as of December 31, 2009

Members who are eligible to vote must be:

- (a) eighteen (18) years of age or older on or before December 31st of the preceding calendar year;

- (b) members in good standing on or before December 31st of the preceding calendar year; and
- (c) the parent of one or more minor children who are duly registered as a player in any soccer program organized and operated by or under the authority of the Erin Mills Soccer Club.

ELIGIBILITY

Members who are registered with the Club on or before December 31st, 2009 shall be eligible to vote.

VOTING RIGHTS

IF THE MEMBER IS OVER 18 AT TIME OF REGISTRATION

- Member is the voting delegate
- A maximum of one vote

IF THE MEMBER IS UNDER 18 AT TIME OF REGISTRATION

One of their parents or legal guardians is the member registered with the Club and shall have one vote.

VOTING PROCEDURES

- Voting on matters before the membership shall be a show of hands, unless requested otherwise, requiring a majority of votes of the members present and voting (Article 23 of the Bylaws)
- Elections shall be by secret ballot requiring a majority of votes of the members present and voting (Article 9.11 of the Constitution)
- Proxy voting is not permitted (Article V – Section 5.5 (3))
- No person shall have more than one vote
- Constitutional amendments require a 2/3rds majority of members present and voting (Article XV – Section 15.3 of the Constitution)

A candidate may nominate one person as his observer, who shall be present during the counting of the ballots.

TIE VOTES

In the event of a tie vote and there being more than two candidates the candidate receiving the lowest number of votes shall be dropped from the ballot and the vote retaken. If the final two candidates are tied, additional ballots shall be cast until one candidate receives a majority (Roberts).

APPOINTMENTS

The Board shall appoint the Chair of all Committees and committee members.

The Board may appoint a Director at Large.

The membership shall appoint the Corporation's auditor for the following fiscal year.

The membership shall appoint the Corporation's legal counsel for the following fiscal year.

TERMS OF OFFICE

As per the 2009 Constitution, the term of office shall be two years except where Directors are appointed in mid-term and only one year (or less) remains of the term and they must then stand for election at the earliest AGM.

In the event of any error or inaccuracy in respect of the foregoing, the express terms and conditions of the 2009 Constitution and By-laws shall be binding and prevail over the procedures described above.



ERIN MILLS SOCCER CLUB CONSTITUTIONAL COMMITTEE

Proposed Constitutional Amendments for the Annual General Meeting to be held on January 17, 2010

The following Constitutional Amendments were recommended by the Club's Constitutional Committee and were approved by the Board of Directors on December 2nd, 2009.

The resolutions to be voted on by the members of the Club at the Annual General Meeting are generally described as follows:

1. Geographic Territory:
2. Membership Rights:
3. Nominations Process:
4. Board of Directors – Eligibility:

Each Resolution has (i) a descriptive preamble, (ii) a marked-up copy of all proposed changes to the Constitution or By-Laws, and (iii) an Explanatory Note stating the rationale for the recommended changes.

The proposed constitutional amendments are presented in the order that the text appears in the Constitution or By-Laws. Except as indicated below, the text of the Club's Constitution and By-Laws remains unchanged.

Each Resolution must be approved by a 2/3 votes of the eligible members voting.

RESOLUTION NO. 1

1. AMENDMENTS RE: ARTICLE IV - GEOGRAPHIC TERRITORY

WHEREAS it is necessary to provide for exceptions to the Club's Geographic Territory pertaining to the use of indoor soccer facilities and the rental of space at the Hershey SportsZone;

AND WHEREAS the Club has an obligation to offer programs to all residents of the City of Mississauga pursuant to the terms of its Affiliation Agreement with the City of Mississauga;

BE IT RESOLVED THAT that Article IV of the Club's Constitution be amended as follows:

"ARTICLE IV - AREA OF OPERATION

4.1 The boundaries of the Club shall be as follows: Britannia Road west of Erin Mills Parkway to the Milton/Oakville/Mississauga Border - South to Dundas Street - East to the Credit River - North to Eglinton Avenue - West to Erin Mills Parkway - North to Britannia Road.

4.2 Notwithstanding the foregoing, the geographic boundaries described in Article 4.1 above shall not preclude the Club, its teams, players and members from conducting training, or playing indoor soccer games, tournaments, or participating in leagues, or renting space at indoor soccer facilities that are located outside of the Club's boundaries."

4.3 Nothing herein shall limit, restrict or prevent the Club from abiding by the terms of any current or future affiliation agreement between the Club and the City of Mississauga that requires the Club to offer programs and services to all residents of the City of Mississauga whether or not they reside within the boundaries of the Club.

Explanatory Note: This Article has been amended to reflect the Club's use of indoor soccer facilities outside of its traditional geographic territory; to enable the Club to lease office space from the City of Mississauga at the Hershey SportZone; and to the ensure that the Club can substantially comply with its obligations to the City of Mississauga related to its Affiliation Agreement.

RESOLUTION NO. 2

2. AMENDMENTS RE: ARTICLE V - MEMBERSHIP RIGHTS:

WHEREAS it is advisable to implement a process for allowing members to make deputations to the Board of Directors;

AND WHEREAS it is necessary to ensure that the Agenda and Business of the Club is not unduly affected by the attendance of members;

AND WHEREAS the Club could not physically accommodate the attendance of all members to meetings of the Board of Directors, the Operations Committee or any other Committee of the Club;

BE IT RESOLVED THAT that Article V of the Club's Constitution be amended as follows:

5.2 Members of the Club shall have the following rights:

(a) the right to attend any annual or special general meeting of the membership of the Erin Mills Soccer Club, and to speak and propose motions, to nominate candidates, or be nominated as a candidate for any Director or Executive position, to vote on motions, resolutions, or election of Directors or officers (if eligible to vote), and to review all Minutes of any Meeting of the Club.,

(b) to make a deputation to the Board of Directors concerning an issue that affects the Member or a related player, provided that:

(i) the Member submits a written request that describes the nature of the deputation;

(ii) this request is delivered to the Club to the attention of the Secretary not less than one (1) week prior to the meeting;

(iii) the Secretary, in consultation with the Chairperson, determines that the request for a deputation is reasonable and that the issue cannot be resolved through alternative means; and

(iv) the deputation shall not exceed ten (10) minutes except with the permission of the Chairperson.

(c) to attend any meeting of any Committee of the Club upon the invitation or with the permission of the Committee Chairperson;

(d) the right to be governed according to the Rules and Regulations of the OSA, the PHSA and the Erin Mills Soccer Club, in declining order of authority;

(e) the right to participate in all club programs and activities and all player development programs organized or sponsored by the Club, provided that any applicable fees are paid, any application forms are completed and submitted to the Club, and that any other bona fide requirements or qualifications are satisfied; and

(f) the right to participate in the OSA insurance plan."

Explanatory Note: This proposed amendment is intended to (i) incorporate and clarify the current practice permitting members to make deputations to the Board of Directors and other Committees, (ii) to reflect the physical limitations that would arise if all members could attend any committee meeting, (iii) to ensure that the business of the Club is efficiently addressed; and (iv) to ensure that the Agenda of the Board of Directors, the Operations Committee or any other Committee is not adversely impacted by member participation.

RESOLUTION NO. 3

3. AMENDMENTS REGARDING ARTICLE XI - NOMINATIONS

WHEREAS it is advisable to improve the transparency of the nominations process so that members can be made aware of the reasons why a candidate is seeking election at the Club's Annual General Meeting;

AND WHEREAS it is in the Club's best interest to ensure that qualified and experienced members are elected to the Board of Directors and the Operations Committee;

AND WHEREAS it is beneficial to the Club that elected representatives have a clear and written expectations of their duties and obligations;

BE IT RESOLVED THAT that Article XI of the Club's Constitution be amended as follows:

11.2 Nominees:

Members seeking to be elected to the Board of Directors of the Club must satisfy the requirements of Section 4.3 of the By-Laws, must agree upon election to sign a contract concerning the duties and obligations of their office or position with the Club, and must submit the following documents to the Nominations Committee prior to the designated nominations deadline:

- (a) a duly completed nomination form;
- (b) a duly executed consent form;
- (c) a soccer resume; and
- (d) a brief description of the reasons why the member is seeking election.

The information provided by the nominee shall be posted on the Club's web-site for the benefit of the Club's members.

11.3 Officer & Director Qualifications:

Candidates for election as Officers and Directors of the Club shall meet the following criteria:

President - Shall have been a member of the Board of Directors of the Club for at least two years or have had equivalent soccer experience, preferably within the previous two years.

Senior Vice President House League - Shall have been a coach, convenor, team manager, or director on the Operations Committee or member of the Board of Directors for at least two years or have had equivalent soccer experience, preferably within the previous two years.

Secretary-Registrar Shall have been a member of the Board of Directors of the Club for at least two years or have had equivalent soccer experience, preferably within the previous two years.

Treasurer - Shall have finance/accounting experience preferably gained through practical work in a finance/accounting role and shall have been a member of the Club for at least two years

V.P. Boys/ Girls Competitive - Shall have a least a Level III Community Coach Certificate and shall have been a competitive coach or manager for the Club for at least two years or have equivalent experience with a registered Club, League or District Association, preferably within the previous two years.

V.P. Boys / Girls House League and V.P. All-Star/ Select - Shall have been a House League coach, convenor, or director on the Operations Committee for at least one year or have had equivalent soccer experience, preferably within the previous two years.

V.P. Marketing & Sponsorship - Shall have sales and/or marketing experience preferably gained through practical work in a sales/ marketing role in the business community and shall have been a member of the Club for at least one year.

Director at Large - As determined by the Board of Directors

11.4 If no qualified member has been nominated for election to a specific position on the Board of Directors prior to the expiry of the Nomination Period as set forth in Article 11.1 (b) of the Constitution, then the voting members of the Club present in person at an Annual General Meeting or Special General Meeting of the Club, called for that purpose, may, if they so choose, propose and pass a motion to waive the minimum requirements described in section 11.3 above by a 2/3 majority vote of all eligible voting members present and voting.

Finally, that Subsection 11.2 entitled “Committees” be re-numbered as Subsection 11.5.

Explanatory Note: This proposed amendment is intended to (i) improve the nomination process and increase the transparency of the election process; (ii) to establish minimum criteria for each Director position on the Board of Directors consistent with the requirements of PHSA’s Board of Directors; and (iii) to ensure that members will be provided with information to assist them to select the candidate of their choice.

RESOLUTION NO. 4

4. AMENDMENTS – S. 4 - BY-LAWS - BOARD OF DIRECTORS

WHEREAS it is advisable to avoid conflicts of interest in respect of members seeking election to the Club's Board of Directors;

BE IT RESOLVED THAT that Subsection 4.3 of the By-Laws of the Erin Mills Soccer Club be amended as follows:

4. BOARD OF DIRECTORS

4.1 [Unchanged]

4.2 [Unchanged]

4.3 In order to be eligible for nomination and election as an Officer or Director of the Club, the following conditions must be met or satisfied;

- (a) the candidate must be a member in good standing with the Erin Mills Soccer Club;
- (b) all applicable fees due by such member must be fully paid and up to date;
- (c) the candidate must be eligible to act as a Director in accordance with the Act, namely, the candidate:
 - (i) must be eighteen years of age or older;
 - (ii) must be a person of sound mind;
 - (iii) shall not be an undischarged bankrupt;
 - (iv) must be ordinarily resident in Canada;
- (d) the candidate must consent in writing to act as a Director;
- (e) the candidate must duly execute and deliver a Declaration concerning Conflicts of Interest;
- (f) the candidate must be bondable for such amount and in such form as the Board of Directors may determine from time to time;
- (g) the candidate must provide the Secretary with a valid Police Records Search every two years; and
- (h) the candidate must not be to an officer, director, team coach or employee of another soccer club or soccer academy.

Explanatory Note: This proposed change is intended to ensure that candidates seeking election to the Club's Board of Directors are not in a conflict of interest.

ERIN MILLS SOCCER CLUB
ANNUAL GENERAL MEETING
JANUARY 17th, 2010

GENERAL RESOLUTIONS

- 1: Moved that the Acts and Resolutions of the Board of Directors during the fiscal year ended October 31, 2009 be ratified and approved.
- 2: Moved that the firm of Heenan Blaikie be appointed as legal counsel for the Erin Mills Soccer Club for the fiscal year ended October 31, 2010.
- 3; Moved that the firm of Kakuma & Lee, Chartered Accountants be appointed as auditors of the Erin Mills Soccer Club for the fiscal year ended October 31, 2010.

ERIN MILLS SOCCER CLUB

CONSTITUTION

&

BY-LAWS

(Passed at Annual General Meeting held on January 11, 2009)

Revised January 11, 2009

ARTICLE I - NAME

1.1 This organization shall be known as **THE ERIN MILLS SOCCER CLUB** (hereinafter referred to as the Club) functioning under the authority of **THE PEEL-HALTON SOCCER ASSOCIATION** (the "PHSA"), the **ONTARIO SOCCER ASSOCIATION** (the "OSA") and the **CANADIAN SOCCER ASSOCIATION** ("CSA").

1.2 Representative, "Select" and "All Star" teams may-list themselves under the team name of "Erin Mills Eagles" and wear a crest accordingly, as designed and approved by the Board of Directors.

ARTICLE IA - CLUB COLOURS & LOGO

1A.1 The official Club colours, to be worn by all Erin Mills Soccer Club Representative, "Select" and "All Star" teams are Green and White. Other colours may appear, at the discretion of the Board of Directors, but they must not be the dominant colour.

1A.2 Official Representative, "Select" and "All Star" team uniforms will be supplied by the Club and must be the only uniform worn by Club teams, unless special dispensation is given to a team in writing by the Board of Directors.

1A.3 The official Club logo, to be worn by all Club teams shall be in a form approved by the Board of Directors, from time to time, which shall include but shall not be limited to the Club Colours and which may include a depiction of the Erin Mills Eagle.

ARTICLE II –MISSION STATEMENT& AIMS AND OBJECTIVES

2.1 The Club has been established to implement the following mission:

"To foster, teach and promote soccer to participants of all ages and ability, at all skill levels, in a safe and healthy environment within the City of Mississauga."

2.2 To achieve this Mission Statement, the aims and objectives of the Club are as follows:

a) To develop community spirit and encourage sportsmanship and good fellowship among all participants to the betterment of their physical and social well-being.

b) To develop, organize and control the Club's House League and District League team competition throughout the Area of Operation. The maximum of playing accommodation and financial resources are to be administered by elected un-paid volunteers. Referees shall be the only Club officials to receive financial remuneration. To sponsor and promote such athletic, social, and other activities as may contribute to the finances of the Club.

c) To ensure that the Finances of the Club resulting from the collection of Registration Fees, sponsorships, grants and other revenue sources, are sufficient to cover and pay for the operating expenses of the Club as are required to provide the programs and services offered to the Club's members. The funding for special projects, other than those necessary to ensure the Club's self sufficiency, shall not be assessed as a mandatory part of, or supplement to, the general registration fees.

ARTICLE III - AFFILIATION

3.1 The Club shall function as an independent not-for profit organization under the authority of the PHSA, the OSA, and the CSA.

3.2 The Club shall follow the published rules of the CSA, the OSA, the PHSA and its own rules and regulations in declining order of authority (the “Rules and Regulations”).

3.3 The Club shall also be an affiliate to the City of Mississauga through the Recreation and Parks Department.

3.4 The Club shall be entitled to enter into affiliation agreements with professional soccer clubs in accordance with the published rules of the OSA, as approved by the Board of Directors.

3.5 The Club shall be permitted to participate in inter-club games within Peel-Halton, the South Region Soccer League, and all other leagues sanctioned by the OSA as may be authorized by the Board of Directors.

ARTICLE IV - AREA OF OPERATION

4.1 The boundaries of the Club shall be as follows: Britannia Road west of Erin Mills Parkway to the Milton/Oakville/Mississauga Border - South to Dundas Street - East to the Credit River - North to Eglinton Avenue - West to Erin Mills Parkway - North to Britannia Road.

ARTICLE V- MEMBERSHIP RIGHTS

5

5.1 A member of the Erin Mills Soccer Club is a person who submits an application form to the Club together with all other required forms and membership fees, as applicable, who is duly registered with the Club on or before October 31st of the current year, who agrees to abide by the Rules and Regulations of the Club and its affiliated organization and includes the following persons:

- (a) an executive officer or director of the Board of Directors;
- (b) an individual appointed to coach one or more House League, All-Star, Select or Rep teams within the Club;
- (c) a manager appointed to manage one or more House League, All-Star, Select or Rep teams within the Club;
- (d) a trainer who is registered as such in connection with an All-Star, Select or Rep team within the Club;
- (e) a convenor or volunteer appointed by a member of the Board of Directors or registered with the Secretary of the Club as such;
- (f) a senior referee, eighteen years of age or older, who is a member of the Mississauga Referees Association and who is registered with the Secretary of the Erin Mills Soccer Club;
- (g) a parent or legal guardian of a minor player currently registered with the Club;
- (h) any player who is eighteen years of age or older on or before October 31st of the Club’s current fiscal year; or

- (i) a non-voting honorary member or life member as may be designated by the Board of Directors from time to time based upon past service to the Club.

5.2 Members shall pay such annual membership, registration, and program fees or dues as a determined by the Board of Directors from time to time and shall be paid as follows:

- (a) Registered Members shall pay the membership, registration, and program fees or dues to the Treasurer of the Club, except as otherwise directed by the Club, for the programs in respect of which the Member or their children or legal wards are Participants;
- (b) Life Members shall be granted the title of Life Member by resolution of the Board and no membership fees shall be payable in respect of any Life Membership; and
- (c) Honorary Members shall be appointed annually by the Board and no membership fees shall be payable in respect of any Honorary Membership.

5.2 Members of the Club shall have the following rights:

- (a) the right to attend any annual or special general meeting of the membership of the Erin Mills Soccer Club, and to speak and propose motions, to nominate candidates, or be nominated as a candidate for any Director or Executive position, to vote on motions, resolutions, or election of Directors or officers (if eligible to vote), to review all Minutes of any Meeting of the Club, to attend any Board of Directors Meeting, and to attend any meeting of any Committee of the Club
- (b) the right to be governed according to the Rules and Regulations of the OSA, the PHSA and the Erin Mills Soccer Club, in declining order of authority;
- (c) the right to participate in all club programs and activities and all player development programs organized or sponsored by the Club, provided that any applicable fees are paid, any application forms are completed and submitted to the Club, and that any other bona fide requirements or qualifications are satisfied; and
- (d) the right to participate in the OSA insurance plan;

5.3 Voting Eligibility:

Members who are eligible to vote must be:

- (a) eighteen (18) years of age or older on or before December 31st of the preceding calendar year;
- (b) members in good standing on or before December 31st of the preceding calendar year; and
- (c) the parent of one or more minor children who are duly registered as a player in any soccer program organized and operated by or under the authority of the Erin Mills Soccer Club.

5.4 Voting Rights:

- (a) Members are entitled to one vote per member.
- (b) If the registered player is a minor, then one parent or legal guardian of the player shall be entitled to one vote at any general meeting of the membership of the Club.
- (c) If more than one parent or legal guardian attends the Annual General Meeting or any other General Meeting of the Club, then only one parent or legal guardian shall be entitled to vote.

- (d) In the event of any dispute concerning eligibility to vote, voting rights, or the allocation of votes between parents or legal guardians of minor players such dispute shall be determined by the Secretary of the Club who shall determine who is entitled to vote based on who completed the player registration form and any such determination shall be considered valid and binding upon all affected persons.
- (e) Members may only vote at any general or special meeting of Members by being present in person and not by proxy.

5.5 Non-Voting Members:

Non-Voting Members shall consist of the following persons:

- (a) Life Members: persons who have been granted this title in recognition of their contribution to and promotion of the sport of soccer in Erin Mills;
- (b) Honorary Members: persons or sponsors who have been granted this title in recognition of their financial contribution to the Club;

5.6 Conditions of Membership:

The following conditions shall apply to all Members of the Erin Mills Soccer Club:

- (a) each Member shall be deemed to have agreed to abide by the provisions of the Constitution, By-Laws, Rules & Regulations, and Policies and Procedures of the Erin Mills Soccer Club;
- (b) to pay any applicable registration fees, program fees or membership fees or dues on the due dates established by the Board of Directors; and
- (c) if a Member fails to pay or induces any other member(s) to fail to pay any registration fees, program fees or membership fees or dues in full when due or fails to comply with or induces other member(s) to fail to comply with the Constitution, By-Laws, Rules & Regulations, and Policies and Procedures of the Erin Mills Soccer Club, the Board may, at its discretion and subject to such terms and conditions as it deems appropriate
 - (i) suspend the voting rights or other privileges of such Member; or
 - (ii) impose such further or other penalty, including fines, as the Board may determine.
- (d) Membership is not transferable and a Member may terminate or withdraw their membership by submitting their resignation to the Board. The Board may withhold acceptance of any such resignation until any indebtedness owed to the Club and all funds or property in the possession or control of the Member have been returned to the Club.

5.7 Discipline of a Member:

- (a) Suspension or Expulsion:

The Club may suspend or expel any Member who fail to comply with the Constitution, By-Laws, Rules & Regulations, and Policies and Procedures of the Erin Mills Soccer Club or if their conduct is considered prejudicial to the Club or brings the Club into disrepute. Any Member who may be suspended or expelled must first be given written notice by registered mail to present themselves to the Club's Disciplinary Committee to respond to any such allegations. Such notice shall state the time and place of the hearing, the

reasons for the hearing such that the Member can respond to the allegations, and advise the Member of their right to representation and their rights of appeal. In the event that the Member is suspended or expelled by the Disciplinary Committee, then within Ten days following receipt of the final Determination of the Discipline Committee they are entitled to send a notice of appeal to the President of the Club who shall hear and determine whether to revoke or enforce any such suspension or expulsion on such terms and conditions as the President may determine not more than ten days after receiving the notice of appeal. The Member shall be entitled to request that the matter be resolved pursuant to the OSA's Dispute Resolution Process at any time.

(b) Discipline Committee / Harassment Policy:

A Member and/ or a minor player may also be subject to discipline by the Club's Disciplinary Committee or by the Harassment Officer (as the case may be) if they fail to comply with the Constitution, By-Laws, Rules & Regulations, and Policies and Procedures of the Erin Mills Soccer Club. In the event of any such conduct, Members may be sanctioned by the Club by verbal or written warning, suspension of membership rights, suspension of duties, or revocation of membership. Any discipline may only be imposed after a signed written complaint has been filed with the Club in accordance with the rules, regulations and policies of the Club and a hearing or review procedure has been held on prior written notice to the affected Member and/ or minor player in accordance with the Rules and Regulations of the Club and its governing organizations. A Member and/ or a minor player whose membership rights are suspended, shall lose all membership rights until the suspension has expired or been removed.

(c) Notwithstanding any of the foregoing, a Member may only be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid in accordance with the Club's and OSA's published rules.

5.8 Termination of Membership:

Membership in the Erin Mills Soccer Club shall be deemed to have terminated in the following circumstances:

- (a) the Member submits a letter of resignation or withdrawal from the Club;
- (b) the Member is expelled by the Club; or
- (c) the Member fails to renew their membership in accordance with Section 5.1 hereof.

Termination of Membership may be challenged through the OSA Dispute Resolution process.

5.9 Dispute Resolution:

The Erin Mills Soccer Club shall adhere to the OSA's published Dispute Resolution process and make this process available to any Member, upon written request

5.11 Appeals:

- a) The Club shall adhere to the Appeal Process as published and approved by The OSA from time to time and shall make available to any Member the OSA's Appeal process when requested.
- b) Any Member or registrant of the Club directly affected by a decision of the Club may appeal such decision. The denial or termination of Membership in the Club may be appealed by a non-Member.

- c) A decision of the Club may be appealed to the District Association with which the Club is affiliated. The appeal shall be conducted in accordance with The OSA's and District Association's published rules.
- d) An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment and revocation process outlined in the Club's published rules has not been followed.
- e) An individual shall not appeal a decision made by the Club regarding a player's team assignment.

ARTICLE VI- MANAGEMENT

6.1 The management and administration of the affairs of the Club shall be vested in the Board of Directors as elected or appointed with full power to exercise the authority it deems necessary within the scope of the Constitution and By-Laws.

6.2 All financial business shall be processed through the Club Treasurer, including all grants or levies, fees, charges, expenses, allowances, purchases, the acquisition, maintenance and management of equipment or any such related business.

6.3 The Board of Directors may approve and publish such rules, regulations, policies and procedures as they deem necessary and desirable to promote and develop the game of soccer within the Club and to govern and manage the business and affairs of the Erin Mills Soccer Club for the benefit of its Members.

6.4 No such rules, regulations, policies and procedures may violate an individual's right or freedom except as may be deemed necessary for the overall benefit of all Members, nor shall any such rules, regulations, policies and procedures be inconsistent with the Constitution or By-laws of the Erin Mills Soccer Club or the Rules and Regulations of any of its governing organizations.

6.5 The development of new policies and procedures or amendment of any existing policies and procedures may be made by majority vote of the Board of Directors at a Directors Meeting.

6.6 Amendments to the Rules and Regulations of the Club may be made by a majority vote at a Board of Directors Meeting or by the Members at a General Meeting. Any change in the Rules & Regulations shall only be effective if they are made not less than Thirty (30) days prior to the commencement of the following outdoor season. If the Rules and Regulations are amended by the Board of Directors, the amendment shall be presented for ratification at the next Annual General Meeting or a Special General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations shall continue in effect as if they had not been modified or amended.

6.7 The Erin Mills Soccer Club shall adhere to its Harassment Policy and to the Harassment Policy of the OSA. The Harassment Policies of the EMSC and the OSA shall apply to all Officers, Directors, employees, volunteers, coaches, managers, game officials, administrators, players, and Members of the Erin Mills Soccer Club.

ARTICLE VII - BOARD OF DIRECTORS

7.1 Club Officers:

The Board of Directors of the Club (hereafter referred to as either the "Board" or the "Directors") will be composed of such persons duly elected as Directors by the Membership of the Club to the following positions, forming the main governing body of the Club:

- (1) **President**
- (2) **Senior Vice President, House League**
- (3) **Treasurer**
- (4) **Secretary-Registrar**
- (5) **Vice President, Boys – Competitive**
- (6) **Vice President, Girls - Competitive**
- (7) **Vice-President, Boys, House League**
- (8) **Vice-President, Girls, House League**
- (9) **Vice-President, Marketing & Sponsorship**
- (10) **Vice President, All-Star/Select**
- (11) **Director at Large (appointment)**

"**Senior Vice President, House League**" will have primary authority for all matters pertaining to the Erin Mills Soccer Club House League program, including the Club`s All-Star program and all other House League Vice-Presidents will report to the Senior Vice President, House League in respect of operational issues only.

"**Vice President, Boys Competitive**" and "**Vice President, Girls Competitive**" will have primary responsibilities for all matters pertaining to the Erin Mills Soccer Club competitive boys and girls programs, including Rep, Select, and Academy programs..

"**Vice President, Boys - House League**" and "**Vice President, Girls – House League**" will have primary responsibilities for all matters pertaining to the Erin Mills Soccer Club boys and girls programs in the Club`s House League, including the All-Star program.

"**Secretary-Registrar**" will hereinafter be referred to as "**Secretary**"

"**Vice President, Marketing & Sponsorship**" will have primary responsibilities for all matters pertaining to marketing and sponsorship programs concerning the Erin Mills Soccer Club.

7.2 Tenure of Officers & Directors:

The tenure of each position on the Board of Directors shall be as follows:

- a) The Senior Vice-President, House League; Secretary-Registrar; the Vice-President Girls, House League, the Vice President, All-Star/ Select, and the Vice President, Marketing & Sponsorship , shall be declared vacant in years ending with even numbers.
- b) The President, Vice President, Girls - Competitive, Treasurer, the Vice President, Boys – Competitive, and the Vice President Boys, House League, shall be declared vacant in years ending with odd numbers.
- c) The Director-at –Large may be appointed by the Board of Directors for a term of two years with such mandate and duties as may be required by the Club as determined by the Board of Directors from time to time,

7.3 Directors:

The following positions shall also be elected by the membership at the Annual General Meeting of the Club for two year terms commencing on the years indicated opposite their respective position:

<u>Position:</u>	<u>Election Year:</u>
1. Director, Mini Players (4-7)	Elected on Odd Numbered Years
2. Director, Minor Players, (8-11)	Elected on Odd Numbered Years
3. Director, Major Players, (12-18)	Elected on Even Numbered Years
4. Director, Seniors	Elected on Even Numbered Years
5. Director, IT Systems	Elected on Even Numbered Years

The foregoing persons shall be voting members of the Operations Committee or the Competitive Programs Committee, as the case may be, but shall not be members of the Board of Directors. Directors shall be authorized to appoint coaches and convenors within the scope of their area of responsibility subject only to the approval of the Board of Directors and their respective Vice-Presidents, as the case may be.

7.4 Removal of Director (Operations Committee):

7.4.1 If any director on the Operating Committee fails to attend three consecutive meetings, without an acceptable reason, the remaining members of the Operations Committee, can vote to remove that individual from the Operations Committee and recommend a replacement director to the Board of Directors to hold office until the next Annual General Meeting.

7.4.2 If in the opinion of a majority of the Operations Committee, a director on the Operations Committee does not adequately carry out his/her assigned duties and responsibilities, due to, but not limited to, any of the following reasons:

- (a) if they have failed to substantially perform their duties in accordance with the job description approved by the Board of Directors;
- (b) if they have been determined to be in breach of the Harassment Policy of the Club or any of its Affiliated Organizations;
- (c) if they have been found guilty of an offence involving violence pursuant to the Discipline Policy of the OSA;
- (d) if they have failed to properly account for monies or other property belonging to the Club;
- (e) if they have been found guilty of a criminal offence regardless of whether or not the offence directly affects the Club; or
- (f) if they have failed to act in accordance with the Club's Conflict of Interest Policy;

the remaining directors may, provided notice has been given to remove the director to all directors, vote to remove that director from the Operations Committee for the Club and recommend a replacement director to the Board of Directors to hold office until the next Annual General Meeting. The election may be by a show of hands unless a ballot is demanded by any member of the Operations Committee.

7.4.3 Vacancies on the Operations Committee, however caused, be filled by a resolution passed by a majority of the Board of Directors from among the qualified members of the Club, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual Meeting of the members at which the directors for the ensuing year are elected.

7.5 Consecutive Terms:

There shall be no restriction on consecutive terms in respect of any officer or director position on the Board of Directors or in respect of any elected Director of a Committee of the Club.

7.6 Conflicts of Interest:

- All members of the Board of Directors, all staff, and all coaches, managers, trainers, or volunteers of the Club shall comply with the Conflict of Interest Policy of the Erin Mills Soccer Club and the OSA.

7.7 Indemnity of Officers & Directors:

Every Officer and Director of the Erin Mills Soccer Club, their heirs, executors, administrators, legal representatives, successors and assigns respectively shall be indemnified and saved harmless at all times by the Erin Mills Soccer Club against all costs, losses, expenses incurred by them respectively in connection with the discharge of their duties and obligations for and on behalf of the Club, except to the extent that they have been caused as a result of their own gross negligence or wilfull misconduct, and provided that they have not acted contrary to the terms of the Club's Constitution and By-Laws.

ARTICLE VIII- DUTIES OF OFFICERS

8.1 The duties and responsibilities of Executive Officers are set forth in this Constitution and the By-Laws of the Club.

8.2 The duties and responsibilities of all elected positions on the Board of Directors or any elected position on any Committee established by the Board of Directors shall be defined in a Job Description maintained by the Board of Directors.

8.3 The duties and responsibilities of the Executive Officers and other officers of the Club may be modified by the Board of Directors, from time to time, to reflect the changing needs and requirements of the Club. Any change in Job Description, must be voted on and passed by at least two-thirds (2/3) of the members of the Board of Directors.

8.4 The responsibilities of the Vice President, Boys - Competitive and the Vice President, Girls - Competitive shall include, as the case may be, serving as convenors and liaison persons for the South Region Soccer League and any other Leagues as may be approved by the Board of Directors.

8.5 The President, Senior Vice President, House League, Secretary-Registrar, the Treasurer, and the Vice President, Boys - Competitive or the Vice President, Girls - Competitive, with the greater seniority on the Board of Directors shall form the Executive Committee of the Club (the "Executive Committee") and shall be the Executive Officers of the Club. The President shall act as the Chairperson of the Executive Committee and the other members shall report to the President in connection with their respective duties and responsibilities within the Club. The Executive Committee shall have the power and authority to manage and administer the business and affairs of the Club, on behalf of the Board of Directors, in between meetings of the Board of Directors, as may be required from time to time, in the ordinary course of business and subject to the limitations and restrictions contained in this Constitution and the By-Laws of the Club.

8.6 The President, or his nominee, shall serve as a representative of the Erin Mills Soccer Club as a Member Club with the Peel Halton Soccer Association.

ARTICLE IX – THE ANNUAL GENERAL MEETING

9.1 The Annual General Meeting of the Club shall be held within 120 days following the end of the Club's fiscal year on October 31st of each year, or such other date as may be approved by the Board of Directors;

9.2 The Board of Directors shall schedule the Annual General Meeting and issue a Notice of the Annual General Meeting to all Club Members at least thirty (30) days prior to the scheduled date of the meeting. Notice of the Annual General Meeting shall indicate the date, time and location of the Meeting as determined by the Board. Notice shall be made not less than thirty (30) days and not more than sixty (60) days before the Meeting by including the Notice on the Club's Web-site, including the Notice in the Club's Newsletter, posting the Notice on the door of the Clubhouse, and publishing the Notice in the largest circulation community newspaper in the Erin Mills area.

9.3 The Constitution, Bylaws, Rules & Regulations of the Erin Mills Soccer Club may be amended at the Annual General Meeting or at any General Meeting of the members duly called as per Article 9.

9.4 The Board of Directors shall appoint a sub-committee to study, develop and properly prepare, not less than sixty days in advance, all amendments for presentation to the Annual General Meeting. The Club Secretary must be a member of the Committee.

9.5 The order of business at the Annual General Meeting, where applicable, shall be as follows:

- 1. Call the Meeting to Order**
- 2. Confirm the Notice of the Meeting and Appoint a Recording Secretary**
- 3. Confirm the Number of Voting & Non Voting Members Present, the Number of Eligible Votes and Quorum**
- 4. Welcome of Guests, Life Members, Honorary Members, & Affiliated Organization Representatives**
- 5. Approval of the Agenda**
- 6. Reading & Approval of Minutes**
- 7. Business arising from Minutes**
- 8. Correspondence**
- 9. President's Address**
- 10. Treasurer's Report**
- 11. Directors Reports**
- 12. Old Business**
- 13. Amendments to Constitution (If applicable)**
- 14. Report of Nominating Committee**
- 15. Election of Executive/ Directors (New)**
- 16. Appointment of Auditors**
- 17. Notice of Motions**
- 18. New Business**
- 19. Adjournment of Annual General Meeting**

9.6 Roberts' Rules of Order will prevail at the Annual General Meeting. The Order of Business may be varied at any meeting by a two-third (2/3) vote of the Members present and eligible to vote.

9.7 Twenty five voting Members or 25% of the voting Membership, whichever is less, shall form a quorum at all general meetings of the Club. Any question shall be decided by a majority of the votes unless otherwise required by this Constitution or by the By-Laws of the Club.

9.8 The Secretary shall record the names of all Members attending a General Meeting of the Membership and the number of votes that any Member is entitled to vote as set forth in Article V above.

9.9 Any Member in Good Standing may speak to any matter referred to in the Order of Business or may propose a motion for consideration by the General Membership.

9.10 The outgoing President shall be responsible for calling the first meeting of the new Board of Directors following the Annual General Meeting.

9.11 Voting for Executive/ Director positions at the Annual General Meeting shall be by secret ballot.

9.12 Members of the Board of Directors may vote at all Erin Mills Soccer Club Meetings.

9.13 All Members as defined above may vote at an Annual, General or Special Meetings of the Erin Mills Soccer Club subject to the restrictions and limitations set forth above in Sections 5.4 and 5.5 of Article V.

9.14 Appoint of Auditor:

- (a) A qualified and licensed public accountant shall be appointed as the Auditor of the Club by the eligible Voting Members of the Club to report to the Members at the next Annual General Meeting. The Auditor shall not be a director, officer or employee of the Club or any affiliated Club, or a partner, employer or employee of any such director, officer or employee;
- (b) The Auditor will hold office until the next Annual Meeting. If an Auditor is not appointed, the Auditor in office will continue in office until a successor is appointed;
- (c) The Members may, by special resolution passed by at least two-thirds of the votes cast at a general meeting of which proper notice has been provided, remove any Auditor before the expiration of the Auditor's term of office;
- (d) The Auditor shall conduct an audit of the books and accounting records of the Club as defined by the Canadian Institute of Chartered Accountants, and shall prepare audited financial statements for approval by the Board of Directors within Sixty (60) days following the end of the Club's fiscal year.
- (e) The audited financial statements shall be presented to the Members of the Club at each Annual General Meeting and shall fairly present the financial position of the Club and the results of its operations for the fiscal year under review in accordance with generally accepted account principles; and
- (f) The Auditor's report will be open for inspection by any member of the Club.

ARTICLE X - SPECIAL GENERAL MEETINGS

10.1 Special General Meetings of the Membership of the Club may be held in accordance with the following terms and conditions:

- (a) A Special General Meeting may be called by resolution of the Board of Directors or at the request of two-thirds of Voting Members in good standing.

- (b) Notice of such meeting must be given by the Board of Directors to the membership of the Club in the same manner as notice for the Annual General Meeting save and except that such notice shall be issued not less than ten (10) business days prior to the Meeting.
- (c) Notice of a Special General Meeting shall indicate the date, time and location of the meeting and the purpose and objectives for which the Special General Meeting was called, including sufficient information to allow a Member to make a reasoned decision whether to attend the Meeting.
- (d) Quorum for a Special General Meeting shall be not less than twenty-five (25) Members entitled to vote at a general meeting of the Club.
- (e) Voting Rights for a Special General Meeting shall be the same as provided in Article V hereof.
- (f) Members must be in good standing and present in person to be eligible to vote and no Members shall be entitled to vote by proxy at a Special General Meeting of the Club.

ARTICLE XI - GENERAL

11.1 Nominations Officer:

The "outgoing" Board of Directors shall be responsible for appointing a Nominations Officer whose duties shall include:

- (a) To post a list of all vacancies on the Board of Directors on the Club's web-site at least (60) days prior to the Annual General Meeting, to notify members of the name of any vacant position, the name of the incumbent, the name of the Club's Nominations Officer, the process for nominating a candidate, and the deadline for submitting nominations.
- (b) To receive written nominations for any vacancies in the Club's Board of Directors for the following year, no later than thirty-five (35) days prior to the Annual General Meeting.
- (c) To verify the acceptance of these nominees.
- (d) To prepare a list of all nominees for positions in the "incoming" Board of Directors.
- (e) To post the list of nominees for vacant positions on the Board of Directors on the Club's Web-site thirty (30) days prior to the Annual General Meeting and to provide the list of nominees to the Membership at the Annual General Meeting of the Club.
- (f) If no nominations are received by the Nominations Officer during the period provided above, then nominations may be accepted from the floor during the Annual General Meeting of the Club.

11.2 Committees:

The Board of Directors shall have the power and authority to appoint such other Committees as its considers necessary or desirable to respond to and address the needs and requirements of the Erin Mills Soccer Club and the purpose, structure and mandate of any such Committees shall be as determined within the sole discretion of the Board. Unless otherwise provided, quorum for any Committee established by the Board shall be a majority of the Committee Members present and Minutes of any Committee Meeting shall be presented by the Chairperson of the Committee to the next meeting of the Board of Directors. Any Committee or Standing Committee established by the Board of Directors or required pursuant to this Constitution, shall only have the power and authority to address such issues as are set forth as their mandate established by the Board of Directors or set forth in this Constitution, and any finding or recommendations made by any such Committee or Standing Committee are not binding upon the Board of Directors.

ARTICLE XII - CLUB FINANCES

12.1 The Board of Directors shall appoint, within thirty (30) days of the Annual General Meeting, a Finance Committee, with the Treasurer of the Erin Mills Soccer Club automatically appointed as Chairperson of this body.

12.2 It shall be the responsibility of the "Finance Committee" to prepare an Operating Budget for all the Erin Mills Soccer Club revenues and expenditure for the coming season.

12.3 It shall be the responsibility of the "Finance Committee" to prepare the budget to meeting with the approval of the Board of Directors of the Erin Mills Soccer Club no later than the 31st of October of the current season for the upcoming outdoor season.

12.4 In the event that expenditures will exceed the value of the approved budget items by the lesser of 10% or \$10,000.00, commitment for the purchase of such items must be with the prior approval of the Board of the Erin Mills Soccer Club.

12.5 Fundraising special projects by any group within the Club, shall only be permitted with the prior written approval of the Vice President, Marketing & Sponsorship. The Club shall be entitled to receive payment of any licence fees from any member of the Club, as may be established by the Board of Directors, in connection with the marketing, sale or distribution of any merchandise bearing the official name or logo of the Erin Mills Soccer Club. Prior written approval for any such merchandising program must be obtained from the Vice President, Marketing & Sponsorship. No member shall market, sell, or distribute any merchandise bearing any name or logo that is similar or confusingly similar to the Club's name or logo.

12.6 The signing powers for payment of all Club expenses are vested in any two members of the Executive Committee as described in Article XIII above.

ARTICLE XIII - CONFLICTS

13.1 Conflicts shall be resolved in accordance with the Constitution, the By-Laws, the Rules & Regulations of the Club.

ARTICLE XIV - OFFICE ADMINISTRATION

14.1 The President and Executive Committee shall hire or appoint such persons as they consider necessary to administer the business, affairs and operations of the Club on a daily basis, such persons and positions shall be determined in the sole discretion of the President and Executive Committee, and may, but are not required to include, a business manager, an accounting manager, a head coach or technical director, an office secretarial assistant, and part-time staff.

14.2 The duties and responsibilities of any staff persons hired by the Club shall be determined by the Executive Committee and approved by the Board of Directors.

14.3 The President and Executive Committee shall perform periodic written evaluations concerning the performance of all employees of the Club and make recommendations to the Board of Directors concerning the remuneration of any such staff.

14.4 The President shall be authorized to appoint **SECRETARIAL/ADMINISTRATIVE** Staff to ensure the day-to-day operations of the Club and access and information for all members.

14.5 The President and Executive Committee shall address any and all human resource issues pertaining to the employees of the Club, except as such duties are otherwise delegated to the business manager or such other person or manager employed by the Club.

ARTICLE XV – AMENDMENTS TO CONSTITUTION OR BY-LAWS

15.1 Amendments to the Constitution or By-Laws of the Erin Mills Soccer Club, may only be made at an Annual General Meeting or a Special General Meeting of the Club called for that purpose.

15.2 Copies of any proposed amendments to the Constitution or By-Laws shall be posted on the Club’s web-site not less than thirty days prior to the Annual General Meeting or Special General Meeting and shall be distributed to any Member in good standing upon written request.

15.3 Amendments to the Constitution or to the By-Laws shall require a two-thirds majority of eligible votes at the Annual General Meeting or Special General Meeting called for that purpose.

15.4 The deadline for members to submit proposed amendments to the Constitution or By-Laws of the Club to the Constitutional Committee appointed by the Board of Directors pursuant to Section 9.4 above, shall be not less than six weeks prior to the Annual General Meeting.“

ERIN MILLS SOCCER CLUB BY-LAWS

BY-LAW NUMBER 1

A By-Law relating generally to the transaction of the affairs of ERIN MILLS SOCCER CLUB BE ENACTED as By-Law of the Erin Mills Soccer Club as follows:

1. DEFINITIONS:

In these By-Laws, the following definitions shall apply:

- (a) “Act” or “OBCA” means the Business Corporations Act (Ontario), as amended;
- (b) “All-Star” means the All-Star teams and program organized and operated by the Erin Mills Soccer Club in conjunction with other soccer clubs in the Province of Ontario;
- (c) “Board” means the Board of Directors of the Erin Mills Soccer Club;
- (d) “Club” means the Erin Mills Soccer Club, a not for profit organization incorporated pursuant to the laws of the Province of Ontario;
- (e) “CSA” means the Canadian Soccer Association, the national governing body of the Erin Mills Soccer Club;
- (f) “Director” or “Directors” means one or more of the Directors of the Club who are duly elected pursuant to the provisions of the Act;

- (g) “Executive”, “Executive Officer”, or “Officer” means the President, Treasurer, Secretary, Senior Vice President, House League and the Vice President, Competitive with the most seniority of the Board of Directors of the Erin Mills Soccer Club;
- (h) “Executive Committee” means the Committee of the Erin Mills Soccer Club chaired by the President and consisting of all Officers of the Club;
- (i) “Meeting” means any annual or special general meeting of the members of the Club as provided by these By-Laws;
- (j) “Member” means a member of the Club, whether a voting member or a non-voting member, as provided by these By-Laws;
- (k) “OSA” means the Ontario Soccer Association, the governing provincial body of the Erin Mills Soccer Club;
- (l) “PHSA” means the Peel Halton Soccer Association, the governing district body of the Erin Mills Soccer Club;
- (m) “Participant” means a player, coach, manager, trainer, referee, or volunteer involved in the recreational or competitive programs of the Erin Mills Soccer Club;
- (n) “Rep” or Representative” refers to the competitive rep teams and program organized and operated by the Erin Mills Soccer Club; and
- (o) “Select” refers to the select teams and program organized and operated within the Peel Halton District by the PHSA.

2. HEAD OFFICE

2.1 The Head Office of the Club shall be situated in the community of Erin Mills in the City of Mississauga, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

3. SEAL

3.1 The seal in respect of which an impression is imprinted adjacent to this Section, shall be the corporate seal of the Club and shall be used by its Officers for the purposes contemplated by the Constitution, these By-Laws and the Act.

4. BOARD OF DIRECTORS

4.1 The affairs of the Club shall be managed by an Executive Board consisting of a minimum of nine (9) and a maximum of fifteen (15) Directors, each of whom at the time of his/her election or within ten (10) days thereafter and throughout his/her term of office shall be a member of the Club.

4.2 Each Executive Officer/ Director shall be elected to hold office until the expiry of the term for that office or position.

4.3 In order to be eligible for nomination and election as an Officer or Director of the Club, the following conditions must be met or satisfied;

- (a) The candidate must be a member in good standing with the Erin Mills Soccer Club;
- (b) all applicable fees due by such member must be fully paid and up to date;
- (c) the candidate must be eligible to act as a Director in accordance with the Act, namely, the candidate:
 - (i) must be eighteen years of age or older;
 - (ii) must be a person of sound mind;
 - (iii) shall not be an undischarged bankrupt;
 - (iv) must be ordinarily resident in Canada;
- (d) the candidate must consent in writing to act as a Director;
- (e) the candidate must duly execute and deliver a Declaration concerning Conflicts of Interest;
- (f) the candidate must be bondable for such amount and in such form as the Board of Directors may determine from time to time; and
- (g) the candidate must provide the Secretary with a valid Police Records Search every two years.

4.4 If a member of the Board of Directors misses three or more consecutive meetings without an acceptable reason or is otherwise legally incapable of remaining a director, the remaining Board of Directors, at a valid Directors meeting, can vote to replace that individual with another Club Member to serve as an Executive Officer or Director on the Board of Directors for the Club.

4.5 If in the opinion of a majority of the Board, a Board member does not adequately carry out his/her assigned duties and responsibilities, due to, but not limited to, any of the following reasons:

- (a) if he/she has been determined to be in breach of the Harassment Policy of the Club or any of its Affiliated Organizations;
- (b) if he/she has been found guilty of an offence involving violence pursuant to the Discipline Policy of the OSA;
- (c) if he/she has failed to properly account for monies or other property belonging to the Club;
- (d) if he/she has been found guilty of a criminal offence regardless of whether or not the offence directly affects the Club; or
- (e) if he/ she has failed to act in accordance with the Club's Conflict of Interest Policy;

the remaining Directors may, provided notice has been given to remove the Director to all Directors, vote to replace that individual with another Club Member to serve as an Executive Officer or Director on the Board of Directors for the Club. The election may be by a show of hands unless a ballot be demanded by any member of the Board.

4.6 The members of the Club may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office, and may, by a majority of votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term. The person so appointed may not be a person previously removed from office by the membership.

5. VACANCIES, BOARD OF DIRECTORS

5.1 Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remains in office, be filled by the Directors from among the qualified members of the Club, if they shall see fit to do so, otherwise such vacancy shall be filled at the next Annual Meeting of the members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.

5.2 If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

6. QUORUM AND MEETINGS, BOARD OF DIRECTORS

6.1 A majority of Directors present at a meeting of Directors shall form a quorum for the transaction of business, provided that such number shall not be less than five (5) Directors.

6.2 Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. Unless otherwise agreed by the Board, meetings of the Board of Directors shall be held on a monthly basis.

6.3 No formal notice of such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' Meetings may be formally called by the President or by a Senior Vice-President or by the Secretary on direction of the President or a Senior Vice-President or by the Secretary on direction in writing of two Directors.

6.4 Notice of such meeting shall be delivered, telephoned, faxed, or sent via e-mail to each Director not less than one day before the meeting is to take place or shall be mailed to each Director no less than five days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent.

6.5 A Directors' Meeting may also be held, without notice, immediately following the Annual Meeting of the Club. The Directors may consider or transact any business either special or general at any meeting of the Board.

6.6 If all the Directors present at or participating in a meeting consent, and only where time is of the essence, a meeting of Directors may be held by means of such telephone, electronic voting (e-mail), or other electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at that meeting and if a majority of the Directors participating in such meeting are then in Canada, the meeting shall be deemed to have been held in Canada. In the event of a meeting by telephone, any motion for a resolution must be stated in clear and unambiguous language. All Directors must be contacted and a quorum of Directors must be present in person or by telephone. The vote of each Director must be recorded.

7. ERRORS IN NOTICE, BOARD OF DIRECTORS

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

8. VOTING, BOARD OF DIRECTORS

8.1 Questions arising at any meetings of Directors shall be decided by a majority of directors present, to a minimum of four (4) votes in favour of any motion to pass. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairperson 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 such resolution. In the absence of the President, his duties may be performed by a Senior Vice-President or such other Director as the Board may from time to time appoint for the purpose.

9. POWERS

9.1 The Directors of the Club may administer affairs of the Club in all things and make or cause to be made for the Club, in its name, any kind of contract which the Club may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Club is by its charter or otherwise authorized to exercise and do. Without in any way derogating for the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange, or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or other right of interest therein owned by the Club, for such consideration and upon such terms and conditions as they may deem advisable.

9.2 Operations Committee:

- (a) The Board of Directors shall appoint, within Thirty (30) days of the Annual General Meeting, an Operations Committee, with the Senior Vice President, House League automatically appointed as Chairperson of this Committee and with all House League Officers, Directors and convenors for each respective age group being automatically appointed as members of the Operations Committee. Additional persons may be appointed to this Committee by the Senior Vice-President, House League provided that in their view such persons have the necessary knowledge and qualifications to contribute to and provide input concerning the mandate of the Committee.
- (b) It shall be the responsibility of the Operations Committee to meet on a periodic basis to review issues related to the operation of the House League of the Erin Mills Soccer Club and make recommendations to the Board of Directors concerning such operational issues.
- (c) Quorum for the Operations Committee shall consist of a minimum of four members of the Operations Committee.
- (d) Minutes of the Operations Committee shall be recorded and presented at the next Meeting of the Board of Directors.

9.3 Competitive Program Committee:

- (a) The Board of Directors shall appoint, within Thirty (30) days of the Annual General Meeting, a Competitive Programs Committee, with the Vice President, Boys - Competitive and the Vice President, Girls - Competitive automatically appointed as Co-Chairpersons of this Committee.

Additional persons may be appointed to this Committee by the Co-Chairpersons provided that in their view such persons have the necessary knowledge and qualifications to contribute to and provide input concerning the mandate of the Competitive Programs Committee.

- (b) It shall be the responsibility of the Competitive Programs Committee to meet on a periodic basis to review issues related to the operation of the Competitive Programs of the Erin Mills Soccer Club and make recommendations to the Board of Directors concerning such issues.
- (c) Quorum for the Competitive Programs Committee shall consist of a majority the members appointed to the Committee.
- (d) Minutes of the Competitive Programs Committee shall be recorded and presented at the next Meeting of the Board of Directors.

9.4 Technical Committee:

- (a) The Board of Directors shall appoint, within Thirty (30) days of the Annual General Meeting, a Technical Committee, with the Head Coach or an Officer or Director of the Erin Mills Soccer Club, or such other person as the Board may designate being appointed as Chairperson of this Committee.
- (b) The Technical Committee shall consist the Senior Vice-President, the House League, the respective Vice Presidents for the Competitive Programs, and such other persons selected by the Chairperson who have the necessary knowledge and qualifications to contribute and provide input concerning player development issues for the Erin Mills Soccer Club, such persons may include Rep, All-Star, Select and House League coaches, convenors, directors, or other qualified persons as the Chairperson may determine.
- (c) It shall be the responsibility of the Technical Committee to meet on a periodic basis to review issues related to the player development and programs within the Erin Mills Soccer Club and to make recommendations to the Board of Directors concerning such issues.
- (d) Quorum for the Technical Committee shall consist of a majority of the members appointed to the Committee and a minimum of four members of the Committee.
- (e) Minutes of the Technical Committee shall be recorded and presented at the next Meeting of the Board of Directors.
- (f) Recommendations of the Technical Committee shall only be implemented once they have be reviewed and considered by the Operations Committee and/ or by the Competitive Committee, as circumstances warrant and a report has been prepared by the applicable Committee concerning the implementation of any recommendations of the Technical Committee.

9.5 Discipline Committee:

- (a) The Board of Directors shall appoint, within Thirty (30) days of the Annual General Meeting, a Discipline Committee, with an Officer and Director of the Erin Mills Soccer Club, selected by the President or such other person as the Board may designate being appointed as Chairperson of this Committee.
- (b) The Discipline Committee shall consist the Senior Vice-President, House League and such other persons selected by the Chairperson who have the necessary knowledge and qualifications to contribute and provide input concerning disciplinary issues related to the House League program of the Erin Mills Soccer Club, such persons may include House League coaches, convenors, directors, or other qualified persons as the Chairperson may determine.

(c) It shall be the responsibility of the Discipline Committee to meet on a periodic basis to conduct disciplinary hearings by review or by formal hearing concerning disciplinary issues related to the House League Program of the Erin Mills Soccer Club and to adjudicate upon such issues and provide rulings to the parties involved.

(d) All hearings or reviews conducted by the Discipline Committee shall be recorded or written and the recording or written record shall be stored by the Club.

10. REMUNERATION OF DIRECTORS

10.1 The Directors shall receive no remuneration for acting as such, however they shall be entitled to be reimbursed for expenses incurred on behalf of the Club or, by resolution of the Board, for any expenses incurred for their attendance at each Director's Meeting or General Meeting of the Club.

11. OFFICERS OF CLUB

11.1 There shall be a President, Senior Vice-President, House League, a Secretary-Registrar and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer, and such other officers as the Board of Directors may determine by By-Law from time to time. One person may hold more than one office except the offices of President and Senior Vice-President, House League. The President and Senior Vice-President, House League and other officers of the Club shall be elected by the members from among their number at the Annual General Meeting of the Club, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are duly elected.

12 DUTIES OF PRESIDENT AND SENIOR VICE-PRESIDENT

12.1 The President shall, when present, preside at all meetings of the members of the Club and the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Club.

12.2 The President with the Secretary or other officer appointed by the Board for the purpose shall sign all By-Laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Senior Vice-President, House League and if the Senior Vice-President, House League or such other Director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

12.3 In the event, that there is a conflict, and unless otherwise determined by not less than two-thirds of the Directors, the duties of the President shall first devolve to the Senior Vice-President, House League, then secondly to the Treasurer, and then thirdly to such other Vice President or Director as may be elected by the members of the Club or appointed from time to time by the Board of Directors.

13. DUTIES OF SECRETARY

12.1 The Secretary shall be ex officio clerk of the Board of Directors, and his or her duties shall be as follows:

- (a) attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose;
- (b) give all notices required to be given to members and to Directors;

- (c) be the custodian of the seal of the Club, and other documents belonging to the Club which he/she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and
- (d) he/she shall perform such other duties as may from time to time be determined by the Board of Directors.

14. DUTIES OF TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall

- (a) keep full and accurate accounts of all receipts and disbursements of the Club in proper books of account;
- (b) deposit all moneys or other valuable effects in the name and to the credit of the Club in such bank or banks as may from time to time be designated by the Board of Directors, taking proper vouchers therefore;
- (c) render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Club; and
- (d) perform such other duties as may from time to time be determined by the Board of Directors.

15. DUTIES OF OTHER DIRECTORS

15.1 The duties of all other Directors of the Club shall be such as the terms of their engagements call for as set forth in their applicable job description or as the Board of Directors requires of them.

15.2 To ensure consistency of House League Operations within the Club, all House League Officers shall report to the Senior Vice-President, House League for operational issues only who shall ensure that the recommendations of the Operations Committee that are approved by the Board of Directors are properly implemented in the House League.

15.3 To ensure consistency of all Competitive Programs within the Club, the Vice-President, Boys - Competitive and the Vice-President, Girls - Competitive shall ensure that the recommendations of the Competitive Programs Committee that are approved by the Board of Directors are properly implemented in the Competitive Program.

16. EXECUTION OF DOCUMENTS

16.1 Deeds, transfers, licenses, contracts and engagements on behalf of the Club shall be signed by either the President or the Senior Vice-President, House League and by the Secretary, and the Secretary shall affix the seal of the Club to such instruments as require the same.

16.2 Contracts in the ordinary course of the Club's operations may be entered into on behalf of the Club by the President, the Senior Vice-President, House League, Treasurer or by any person authorized by the Board.

16.3 The President, the Senior Vice-President, House League, Secretary, Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds, or other securities from time to time standing in the name of the Club in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Club transfers of shares, bonds or other securities from time to time transferred to the Club, and may affix the corporate seal to any such transfers or acceptances of transfers and may make, execute and deliver under the corporate

seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds, or other securities on the books of the Club.

16.4 Notwithstanding any provisions to the contrary contained in the By-Laws of the Club, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Club may or shall be executed.

16.5 The Seal of the Club, may, when required, be affixed to any such contracts, documents or instruments executed on behalf of the Club by the Executive Officers.

17. BOOKS AND RECORDS

17.1 The Directors shall see that all necessary books and records of the Club required by the By-Laws of the Club or by any applicable statute or law are regularly and properly kept.

18. MEMBERSHIP

18.1 The membership shall consist of all persons registered with the Club, including officers, directors, coaches, volunteers, parents or legal guardians of minor players, referees and any player that is eighteen years old or older whose registration fees, as applicable, are duly paid in full, except as approved by the Board of Directors and such other individuals as are admitted as members by the Board of Directors.

18.2 Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

18.3 In case of resignation or withdrawal, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Club prior to acceptance of their resignation.

18.4 Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

19. DUES

19.1 There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

19.2 The Secretary shall notify the members of the dues or fees at any time payable by them by sending notice of default to the last known address of the member by regular mail and by posting notice on the Club's web-site and, if any dues or fees are not paid within Thirty (30) days of the date of such notice the members in default shall thereupon automatically be suspended as members of the Club, but any such members may on payment of all unpaid dues or fees be automatically reinstated as members in good standing.

20. ANNUAL AND OTHER MEETINGS OF MEMBERS

20.1 The annual or any other general meeting of the members shall be held at the head office of the Club or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

20.2 At every meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and, if available, the report of the auditors shall be presented and a Board of Directors shall be elected and auditors shall be appointed for the ensuing year and the remuneration of the auditors shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President and the Senior Vice-President, House League shall have power to call at any time a general meeting of the members of the Club. Notice of member's meeting, annual or general, stating time and place of every such meeting shall be posted on the exterior clubhouse door, visible for all to see, at least 30 days prior to the meeting. Additional notice shall be given by placing a print ad of at least 2" by 2" in the Mississauga News or similar publication once during the Twenty (20) day period preceeding the meeting. Members requesting written notice of meetings shall provide self addressed stamped envelopes to the Secretary by July 29 each year. The Secretary will be responsible for mailing such notices at least 30 days prior to the meeting date.

21. ERROR OR OMISSION IN NOTICE

21.1 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Club shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive a notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or officers for any meeting or otherwise, the address of any member, Director or officer shall be his last address recorded on the books of the Club.

22. ADJOURNMENTS

22.1 Any meetings of the Club or of the Directors may be adjourned to any time and from any time and such 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. Such may be made notwithstanding that no quorum is present.

23. VOTING OF MEMBERS

23.1 Subject to the provisions, (if any), contained in the Constitution of the Club, each member of the Club shall at all meetings be entitled to one vote.

23.2 No member shall be entitled to vote at meetings of the Club unless he/she has paid all dues or fees, if any, then payable by him.

23.3 At all meetings of members every question shall be decided by a majority of the votes of the members present unless otherwise required by the By-Laws of the Club, or by law. Every question shall be decided in the first instance by a show of hands, unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded 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 Club shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes according 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 members present, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the Club in general

meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

24. FINANCIAL YEAR

24.1 Unless otherwise ordered by the Board of Directors, the fiscal year of the Club shall terminate on the 31st day of October in each year.

25. CHEQUES ETC.

25.1 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Club shall be signed by such officer or officers, agent or agents of the Club and in such manner as shall from time to time be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Club through its banks, and endorse notes and cheques for deposit with the Club's bankers for the credit of the Club, or the same may be endorsed "for collection" or "for deposit" with the bankers by using the Club's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Club and the Club's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

26. DEPOSIT OF SECURITIES FOR SAFEKEEPING

26.1 The securities of the Club shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Club signed by such office or officers, agent or agents of the Club, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the Directors of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

27. NOTICE

27.1 Whenever under the provisions of the Constitution or By-Laws of the Club, notice is required to be given, such notice may be given either personally or by facimile or by regular mail in a prepaid, sealed envelope addressed to the Director, officer or member at their address as it appears on the books of the Club. A notice delivered personally shall be held to be sent when delivered. A notice sent by regular mail shall be held to be sent at the time when the same was deposited in a post office or public letter as aforesaid. A notice sent by fax shall be held to be sent when the same was transmitted via facsimile machine as evidenced by a facsimile transmission report. For the purpose of sending any notice, the address of any member, Director or officer shall be his/her last address as recorded on the books of the Club.

28. BORROWING

28.1 The Directors may from time to time

- a) borrow money on the credit of the Club; or
- b) issued, sell or pledge securities of the Club; or

- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Club, including book debts, rights, powers, franchise and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation of liability of the Club.

28.2 From time to time the Directors may authorize any Director, officer or employee of the Club of any other person to make arrangements with the reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Club as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Club.

29. INTRODUCE DISSOLUTION

29.1 Upon passage of a Resolution at the Annual General Meeting whereby two thirds (2/3) of the members present approve a motion to dissolve the Erin Mills Soccer Club, the net assets after payment of all debts shall be transferred to a similar soccer club or clubs as may be determined by a majority vote of the members. If majority resolution cannot be achieved then the net assets shall be transferred to the Corporation of the City of Mississauga or such successor municipality. Such transfers will occur no sooner than Thirty (30) days from the date of motion and no longer than Sixty (60) days.

30. INTERPRETATION

30.1 In these By-Laws and in all other By-Laws of the Club hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be and vice versa, and references to persons shall include firms and corporations.

Passed unanimously by all eligible voting members of the Erin Mills Soccer Club present at the annual general meeting on this 11th day of January, 2009.

CHRISTIAN S.M. SECKER,
SECRETARY

ANDRE ALEXANDER,
PRESIDENT