

BY-LAWS OF HEAVENS ELEVEN FOOTBALL CLUB

ARTICLE I

GENERAL

Section 1. Purpose. The Heavens Eleven Football Club was established to promote the play of soccer among the children of Brampton, North York and other nearby communities. The objective of the Club is to teach soccer skills, team play and sportsmanship through a variety of recreational, developmental and/or competitive programs. As well as promoting healthy strong kids, families and communities by placing a priority on family involvement, and healthy lifestyle.

Section 2. Eligibility. All children, with no restrictions as to race, creed, color or sex, will be eligible for play. Each year, the Club will establish age limitations and breakdown of ages for divisional play, based upon the needs of the community. Given our communities diverse demographic, challenges arise on how to bond everyone together. One vehicle to overcome these challenges is the continued use of Sports to unite our youth into one cohesive unit

ARTICLE II

MEMBERS

Section 1. Members. The Corporation shall have no members.

Section 2. Meetings. A general meeting of the adult volunteers shall be held on or about January 3rd of each year Recommendations for each office of the Board of Directors will be solicited from the floor.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Powers and Constitution. The Board of Directors shall have

general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The Board of Directors shall consist of the Officers described in Article IV hereof and elected at the Board Meeting following the annual meeting of volunteers. Each Director shall be at least eighteen years of age.

Section 2. Election and Term of Office. The Directors shall hold office for one-year terms, provided, however, that any director elected to fill an unexpired term (whether resulting from the death, resignation, or removal, or created by an increase in the number of Directors) shall hold office until the next election of Directors. Directors may be elected to any number of consecutive terms. To become a Director, a person shall be nominated by a then existing Director and elected by a majority of the Board.

Section 3. Removal. Any Director may be removed at any time for cause by a vote of a majority of the entire Board called for that purpose, provided that at least one week's notice of the proposed action shall have been given to the entire Board of Directors then in office.

Section 4. Resignation. Any Director may resign from office at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, and if no time be specified, at the time of its receipt by the Corporation or its President. The acceptance of a resignation by

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The Board of Directors shall not be necessary to make it effective, but no resignations shall discharge any accrued obligation or duty of a Director.

Section 5. Vacancies and Newly Created Directorship. Any newly created directorships and any vacancies on the Board of Directors

arising at any time and from any cause may be filled at any meeting of the Board of Directors by a majority of the Directors then in office, regardless of their number, and the Directors so elected shall serve until the next annual meeting.

Section 6. Meetings. Meetings of the Board may be held at any place within or without the City of Brampton as the Board may from time-to-time fix, or as shall be specified in the notice or waivers of notice thereof. The annual meeting of the Board shall be held each year following the annual meeting of volunteers. Other regular meetings of the Board shall be held no less than three times during the year. Special meetings of the Board shall be held whenever called by a majority of the Board of Directors, in each case at such time and place as shall be fixed by the person or persons calling the meeting.

Section 7. Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board shall be provided to each Director addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written requested filed with the Secretary) or sent by facsimile or other electronic transmission; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given by telephone. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. No notice need be given of any adjourned meeting.

Section 8. Quorum and Voting. Unless greater proportion is required by law, a majority of the entire Board shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by provincial statute or by-laws, the vote of a majority of the Directors presents at the time of the vote, if a quorum is present at such time, shall be the act of the Board. If at any meeting of the Board there shall be less than a quorum present, the Directors present may adjourn the meeting until a quorum is obtained.

Section 9. Action by the Board. Any action required or permitted to be taken by the Board or by any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 10. Compensation. No compensation shall be paid to Directors for their service as Directors unless voted by three quarter majority of the board.

ARTICLE IV

OFFICERS, EMPLOYEES AND AGENTS

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Section 1. Officers. The Officers of the Corporation shall be President, Director of Academy Competitive /Recreation Programs, Director of Finance (Treasurer), Director of Operations/ Director of Administration (secretary). One person may hold more than one office in the Corporation. Each Officer shall be a member of the Board of Directors. One person may sign no instrument required to be signed by more than one officer in more than one capacity.

Section 2. Election, Term of Office and Removal. The Officers of the Corporation shall be elected for a one-year term. The term of office for each position will be approximately from January 3rd to the following December 30th; each officer shall continue in office until his or her

successor shall have been elected and qualified, or until his or her death, resignation or removal. Any officer of the Corporation may be removed, with or without cause, by a vote of a majority of the entire Board.

Section 3. Other Agents. The Board of Directors may from time to time appoint such agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as a majority of the Board of Directors may from time to time determine. No such other agent need be a Director of the Corporation. To the full extent allowed by law, the Board of Directors may delegate to any Officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

Section 4. Vacancies. In case of any vacancy in any office, a successor to fill the unexpired portion of the term may be elected by the Board of Directors.

Section 5. President: The President shall preside at all meetings of the Board of Directors, and shall act as the President of the Corporation. The President shall have general supervision over the affairs of the Corporation, and shall keep the Board of Directors fully informed about the activities of the Corporation. The other Officers will report to the President. He or she shall have the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. The President shall perform all the duties incident to the office of the President, and shall perform such other duties as from time to time may be assigned by the Board of Directors. In addition to the foregoing general responsibilities, the President will be responsible for the overall operation of the Football Club (FC). His or her specific responsibilities will include representing the Football Club for allocations of community field space, soliciting community organizations for funding, assistance and cooperation, coordinating

activities among the staff of the Corporation, and communicating with the community regarding the programs of the Corporation.

Section 6. Director operations, (secretary). The Director of Operations is responsible for issuing any public notices, announcements or advertisements to local publications. This individual is also responsible for internal communications within the club other than those related to the notice of meetings or general correspondence. The Director of Operations is also the custodian of the logo and brand image of the Club. Approves all merchandise and marketing materials that utilize brand elements. The Administrator is responsible for coordinating and facilitating the registration process for all players and team staff, advising coaches on the registration rules and procedures, verifying data on records, maintaining proof of age documents in a safe and secure manner and auditing registrations against payments. The Secretary submits all registrations to

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The parent organizations and affiliates for players, coaches, assistants, managers, and board members and secures official passes. The Secretary is responsible for creating and distributing official rosters, coordinating the risk management and obtaining and providing current insurance certificates for the Club. In addition, the Secretary shall maintain contact information for all coaches, assistants and managers. The Director of Operations shall be responsible for maintaining inventory levels of coaching, referee, first aid and field supplies, and allocating field space to teams (this can be re-assigned to other board members, if needed).

Section 7. Director of Finance/Treasurer: The Director of Finance shall act as the Treasurer of the Corporation. The Treasurer shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Corporation, and shall deposit or cause to be deposited all moneys, evidences of indebtedness and other valuable

documents of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. At the annual meeting and whenever else required by the Board of Directors, he or she shall render a statement of the Corporation's accounts. He or she shall at all reasonable times exhibit the Corporation's books and accounts to any Officer or Director of the Corporation, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine. In addition to the foregoing general duties, the Director of Finance shall be responsible for tracking payments against the budget, paying invoices, and assuring appropriate tax forms are filed in timely manner.

Section 8. Director of Football Club Competitive/ Recreation Programs, **(President)**. The Director of Football Club Competitive/ Recreation Programs, shall be responsible for determining the availability and interest of players, recruiting new coaches, coordinating all activities among coaches of boys' Select and Travel teams (including All competitive programs), coordinating all Academy-required player documentation and payments, and submitting annual budgets for boys' Competitive Programs. Shall be responsible for setting the registration fee based on an itemized cost analysis, setting the registration start and end dates, generate advertisement flyers, working closely with coaches to facilitate the Micro Soccer programs, determining the number of teams, coaches, etc. needed in each age group, recruiting coaches and volunteers, coordinating the agenda, date, location and presentation for the mandatory coaches meeting, generating the practice schedule, generating the game schedule, verifying the game schedule with the referee coordinator, submitting uniform order, coordinating distribution of uniforms, working with Operation Director to ensure fields are stocked with equipment and first aid kits are maintained, submitting referee payment schedule to Treasurer, assisting with answering parent questions throughout the season, recruiting volunteer for coordinating Rhinos' night, coordinating same process as outlined above for all seasons, other duties as assigned.

Section 9. Technical Director (TD Non-voting position). The Technical Director helps develop the overall vision and long-term plan for player and coach development (2 yrs. & 5 yrs.). Works with coordinators to organize try-outs for competitive programs. Provides coaching education for the coaches of the club as well as organize and run various clinics for coaches and players throughout the year. The TD is a direct resource that coaches can call on for information pertaining to training, matches, player development, match/game management issues etc. The TD works with OS/I-Model (as needed) to understand rule changes and attempts to attend or run a practice for each HEFC team. Provides feedback to the board regarding coaching issues and

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assists with new coach selection and approval. Facilitates setting up of coaching license courses for the HEFC coaching contingent, and organizes Winter Skills Academy and GK Skills Academy.

Section 10. Club Administrator (Non-voting position) The Club Administrator shall coordinate and give proper notice of the time and place of all meetings and agenda items to each Board member. The Administrator shall record the minutes of all meetings and keep records of those present. The Administrator shall be responsible for past minutes and submit copies to the Board members before the next meeting. Upon Board acceptance, minutes shall be posted to the website so they are available to all members. The Administrator shall maintain a copy of current By-laws and have them available at all meetings for reference. The Administrator shall keep in safe custody the Certificate of Incorporation. The Administrator shall maintain a current list of the Board members, their residence addresses, emails, and telephone numbers. The Administrator shall acknowledge any communication directed to the Club by affiliated members and handle all correspondence of the Corporation.

The Administrator shall maintain all forms used in the club's business.

Section 11. Any member may initiate the Dispute Resolution process by communicating in writing with the OS. However, the OS will only review disputes of a corporate or governance nature such as the calling and holding of general or board meetings, removal of members or election of Officers or Directors.

All board member may be asked to volunteer to participate in other club related activities not directly or specifically related to their position when required.

ARTICLE V

COMMITTEES

The Board may, by resolution adopted by a majority of the entire Board, establish and appoint an executive and other standing committee. The President shall appoint the Chairperson of each committee. Each committee so appointed may delegate to any Officer or agent any powers possessed by the Board of Directors and may prescribe their respective title, terms of office, authorities and duties.

ARTICLE VI

Section 1. Office. The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation including a minute book, which shall contain a copy of the certificate of incorporation, a copy of these by-laws and all minutes of meetings of the Board of Directors.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE VIII

INDEMNIFICATION

Section 1. Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by and in accordance with the standards and procedures provided for by section of the Not-for-Profit Corporation Law of Ontario and any amendments thereto, indemnify any person

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made, or threatened to be made, a party to any action or proceeding by reason of the fact that he, his testator or intestate was a director, officer, employee or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees.

Section 2. Authorization. The provisions of indemnification set forth herein shall not be deemed to be exclusive. The Corporation is authorized to further indemnify its directors and officers in the manner and to the extent set forth in (i) a resolution of the directors, or (ii) an agreement providing for such indemnification, so long as such indemnification shall not be expressly prohibited by the provisions of the Not-for-Profit Corporation Law of the Providence of Ontario.

ARTICLE IX

AMENDMENTS

These by-laws may be amended or repealed by the affirmative vote of the majority of the entire Board at any meeting of the Board of Directors.

ARTICLE X

RULES AND REGULATIONS

The Board of Directors may from time to time adopt such Rules and Regulations for the governance of the Corporation's business, as it may deem appropriate.