

# Kawartha Senior Soccer League Constitution

KAWARTHA SENIOR SOCCER LEAGUE

CONSTITUTION

2017 EDITION



# Kawartha Senior Soccer League Constitution

## Article 1: NAME

The name of this Club shall be the **Kawartha Senior Soccer League**, hereinafter referred to as the Club. The Club shall be located within the District Boundaries of the East Central Ontario Soccer Association, hereinafter referred to as ECOSA.

## Article 2: OBJECTIVES

To promote, develop and govern senior soccer in the region.

## Article 3: AFFILIATIONS

The Club shall be affiliated with the East Central Ontario Soccer Association (referred to as ECOSA).

## Article 4: MEMBERSHIP

The league shall be composed of members as hereinafter set out, and it shall be managed by an executive council as stated herein.

The league shall be composed of the following member categories:

Administrators

Appointed directors of all properly registered teams.

Any duly elected or appointed members of the executive council or those appointed by the executive to perform other duties relevant to the operation of the league.

An administrator shall become a regular Member upon election or appointment by the directors of the Club.

An administrator is an individual who is registered with the OSA to be responsible for one or more of the functions required to operate a Club.

### Regular Member

A regular Member is either:

- a registered **player**
- a registered Club **coach**
- a registered Club **game official**

Although an individual may qualify for, and be registered under, more than one of the above categories, each individual holds only one Membership in the Club, and is entitled to one vote at Members' meetings.

A player shall become a regular Member when approved by the Club's Registrar.

Upon application, a coach shall become a regular Member upon acceptance by the directors of the Club. A coach is an individual who is registered with The OSA to teach, instruct, train and guide players to play the game of soccer.

Upon application, a game official shall become a regular Member upon acceptance by the directors of the Club. A game official is an individual who is registered with The OSA to officiate soccer games.

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## **Fees**

Membership fees for regular Members shall be set annually by the Executive.

## **Discipline of Member**

A Member may be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid in accordance with the Club's published rules and a hearing held in accordance with the Club's and OSA's published rules. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

Player, team and team official discipline for game infractions is governed in accordance with the procedures published by The OSA.

Any Member who infringes the Articles or rules of the Club or brings the Club into disrepute, may be reprimanded, suspended or expelled from the Club after a hearing by the Executive of the Club at which hearing the Member is entitled to attend.

## **Termination of Membership**

Membership in the Club shall be deemed to have been terminated:

1. if the Member submits a signed letter of resignation to the Club;
2. if the Member is expelled by the Club's executive;
3. if the Member is no longer registered with the Club

## **Article 5: EXECUTIVE**

The Club shall be governed by an executive which shall consist of at least 5 individuals, or such number not to be less than 3, as may be amended from time to time in accordance with the Club's By-Laws. These individuals shall hold the positions of:

President  
Vice- President  
Secretary  
Treasurer  
Administrator Directors

A Director may hold more than one position.

A Director shall be 18 years of age or older, shall not be an undischarged bankrupt and shall be a Regular Member of the Club.

A Director shall serve for a term of two years or until his or her successor is elected or appointed.

The positions of President and Treasurer, shall be elected in even numbered years.  
The positions of Vice-President and Secretary shall be elected in odd numbered years.  
The position of Administrator shall be an appointed position.

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## **Director Vacancy**

A Director has the right to resign her or his position by submitting a signed letter of resignation to the Club.

A vacancy on the Executive and their respective position(s) held, caused by death, or resignation which has been accepted by the Executive, shall be filled by a majority vote of the Executive. The successor Director shall hold his or her incumbent's position(s) for the remainder of the term being filled.

## **Removal of Director**

No Member of the Executive shall be removed for arbitrary reasons but may be removed if:

1. the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
  - if she/he becomes incapable of performing the business of the Club
  - if she/he is absent from two or more meetings of the Board without satisfactory reason
  - if she/he becomes, or is discovered to be, an undischarged bankrupt; if she/he no longer resides in reasonable proximity to the Club
  
2. the Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
  - if she/he has been found guilty of an offence under the Harassment Policy of The OSA
  - if she/he has been found guilty of an offence involving violence under the Discipline Policy of The OSA
  - if she/he has failed to properly account for monies or other property belonging to the Club
  - if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club

A Member of the Executive holding his or her respective position(s), as Director or other position(s), may be removed from office by the Executive for good and sufficient cause by a 2/3's vote of the Executive present, provided notice to remove the Director has been given to all Directors of the Club. If a Director is removed by the Executive, the Executive may appoint a successor to the position(s) for the remainder of the term(s) being filled.

A Member of the Executive may also be removed from office for good and sufficient cause at a meeting of the Members of the Club provided notice to remove the Director has been given to persons entitled to attend the Members' meeting. If a Director is removed at a Members' meeting, the Members entitled to vote may elect a successor to fill all position(s) held by the removed Director for the remainder of the term(s) being filled.

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## **Conflict of Interest and Standards of Conduct**

The Directors shall be subject to the [Conflict of Interest Policy](#) in the OSA's published rules.

## **Interest of Directors in Contracts**

Subject to the provisions of the Act, no Director shall be disqualified by his or her office from contracting with the Club nor shall any contract or arrangement entered into by or on behalf of the Club with any Director or in which any Director is in any way interested be liable to be voided nor shall any Director so contracting or being so interested be liable to account to the Club or any of its Members or creditors for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.

## **Declaration of Interest**

It shall be the duty of every Director of the Club who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Club to declare such interest to the extent, in the manner and at the time required by the Act.

## **Duties of the Executive**

The Executive shall conduct the business of the Club during the periods between general meetings of the Club and in accordance with the authority granted to it in the published rules of the Club. The Executive shall be responsible for the appointment and renewal of appointments of all positions within the Club except for those positions elected by the Membership of the Club. This shall include the appointment of volunteer and paid positions for coach and administrator positions within the Club's operations. The selection process and the appointments shall be based on procedures outlined in the Club's published rules.

The Executive may also revoke, for cause, any appointment providing that it has followed the procedures for the revoking an appointment as outlined in the Club's published rules.

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## **Duties of Executive Members**

*President* Except:

1. as provided for in the Dispute Resolution Policy of the OSA, and
2. where the President delegates the responsibility to another person

The President shall preside at all general meetings of the Club and of the Executive. The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the Club.

*Vice-President*

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Executive.

*Treasurer*

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Club; shall report to the Executive at least once per quarter; and shall submit an Annual Report to the Annual General Meeting.

*Secretary*

The Secretary shall maintain a record of all minutes of the organization, maintain copies of all committee reports, notify officers and committee Members of their election or appointment, furnish committees with those documents required to perform their duties, sign all certified copies of acts of the organization (unless otherwise specified in the Club's published rules), maintain record books in which bylaws, published rules and minutes are entered and have the current record books available at each meeting, send to the Membership a notice of each general meeting, send to the Executive notices of each meeting, conduct the general correspondence of the organization that is not the proper function of another office or committee, prepare, prior to each meeting in consultation with the presiding officer an order of business, and, in the absence of the president and vice-president, preside until the immediate election or appointment of a new presiding officer.

*Other Director Positions*

The duties of other Director Positions shall be determined by the Executive.

*Agents and Attorneys*

The Board shall have power from time to time to appoint agents or attorneys for the Club in or out of Canada with such powers of management or otherwise (including the power to subdelegate) as may be thought fit.

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## **Nominations and Elections**

Nominations for positions on the Executive may be made by any Member at the annual general meeting or at a Special General Meeting called for that purpose. Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution.

Election shall be by secret ballot, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.

A majority of the votes cast shall be required to elect Directors. In the event no candidate receives a majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.

## **Remuneration**

The Directors may receive reasonable remuneration for expenses for his or her services to the Club as a Director or in any other capacity.

## **Article 6: MEETINGS**

General Meetings:

An official notice of each meeting shall be given to all Members at least 14 days before the meeting is to be held, at such place, and at such date as the Executive may determine. Such notification shall be by:

- website notice
- newspaper announcement
- public notice
- any other method determined by the Members

At least 7 voting Members or 25% of voting members, 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 present unless otherwise required by some other law.

### **Annual General Meeting:**

The Club shall hold its Annual General Meeting not later than January 31 of the following year. The agenda of the Annual General meeting shall include:

1. Roll Call
2. Minutes of Previous Annual General Meeting
3. President's Address
4. Officers' Reports
5. Treasurer's Report
6. Other Reports
7. Unfinished Business
8. Amendments to the By-Laws
9. Election of Officers and Directors
10. Any Other Business
11. Adjournment

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## **Special General Meeting:**

A Special General Meeting of the Club:

- a) may be called by the Executive, or
- b) shall be called by the Executive upon receipt of a written request submitted to the Club by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by not less than 15 Members of the voting Membership, setting out the items of business to be conducted at the Special General Meeting. The Special General Meeting shall be held within 30 days of receipt of the written request from the Members.

Only the business set out in the notice of the Special General Meeting shall be considered, unless otherwise agreed upon by a majority of Members present.

## **Voting at General Meeting:**

Every Team Representative shall have the right to attend, speak and cast one vote at meetings of the Club.

## **Proxy Voting at General Meeting:**

Every Team Representative is entitled to vote at a meeting and may by means of a proxy appoint a person, who need not be a Member, as the Team Representatives nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.

An individual may hold only one proxy.

The format for the proxy, and the issue, or issues, for which the proxy may be cast are as defined in the Rules and Regulations.

## **Executive Meeting:**

The Executive shall meet not less than four (4) times per year, upon notice given by the President and the Secretary. Notice of the time and place of every meeting so called shall be given to each Director not less than forty-eight (48) hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held. No notice of a meeting shall be necessary if all the Directors are present, or if those absent waive notice of or otherwise signify their consent to such meeting being held.

A majority of the Members of the Executive shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote.

## **Article 7: COMMITTEES**

The Membership at any general meeting, or the Executive at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Club.

The Executive may by resolution create one or more other committees, which may, but need not include members of the Board. Unless otherwise provided, the President shall be a member ex officio of all committees. Other committees created by the Board shall be given written terms of reference by the Board.



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## Article 8: PROCEDURES GOVERNING MEETINGS

All meetings of the Club shall be conducted in accordance with the most recently published Robert's Rules of Order Newly Revised except as may be otherwise stipulated in this other Rules and Regulations of the Club.

## Article 9: BY-LAWS AND AMENDMENTS

- (a) By-Law amendments may be proposed by the Executive, or submitted by Members of the Club in writing at least 21 days prior to a general meeting of the Club; and must be approved by a majority vote of the Executive, and by a 2/3's vote of the membership voting in person or by proxy at a meeting of the Club duly called for that purpose.
- (b) All Members entitled to vote shall be notified with the Club's notice of the said Members meeting about By-Law amendments.

Such notification shall be by:

- \* website notice
- \* newspaper announcement
- \* public notice
- \* any other method determined by the Members

## Article 10: RULES AND REGULATIONS

The Club shall have Rules and Regulations which shall include, but is not limited to, the following:

- (a) discipline of a Member: summary of charges regarding misconduct
- (b) discipline of a Member: procedures for discipline hearing
- (c) duties of Executive: authority granted to Board regarding the business being conducted
- (d) duties of Executive: selection process and appointment process for the appointment and renewal of appointments to the League's paid and volunteer positions
- (e) duties of Executive: process for revoking appointments
- (f) voting at General Meeting: format for the proxy, and the issue, or issues, for which the proxy may be cast

The Executive may approve and publish Rules and Regulations that are not inconsistent with this By-Law and are not inconsistent with the Rules and Regulations of a higher level governing organization.

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

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## Article 11: INDEMNITY

Members of the Executive or other servants of the Club, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Club against

- (a) all costs, charges and expenses whatsoever that such executive member sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective wilful neglect or default.

## Article 12: FINANCE

The accounts of the Club shall:

- (a) be reported annually at the AGM to the members, making all bank statements open for review by any member should they so wish;
- (b) be reviewed by a qualified and disinterested third party (e.g. the treasurer of ECOSA) at the request of any team representative.
- (c) be audited by a chartered accountant if the majority of team representatives agree to a motion to do so at any league meeting.

The fiscal year of the Club shall end on September 30 of each year, unless otherwise ordered by the Executive.

## Article 13: DISPUTE RESOLUTION

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

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

The Dispute Resolution process shall not be used for game discipline, which follows the normal discipline and appeals process.

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

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## **Article 14: HARASSMENT**

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

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of the Club.

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

The Club shall make available to any Member the Harassment Policy when requested. The Harassment Policy may be found on the Ontario Soccer Association website or obtained from the Club Administrator.

## **Article 15: APPEALS**

- (a) 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.
- (b) 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.
- (c) An individual shall not appeal a decision made by the Executive regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrative 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.
- (d) An individual shall not appeal a decision made by the Club regarding a player's team assignment.

## **Article 16: DISSOLUTION**

In the event of dissolution of the Club, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Executive to one or more not-for-profit soccer related organizations, or any not-for-profit athletic community organizations, which operate solely in Ontario.

## **Article 17: DEFINITIONS/TERMINOLOGY**

Terminology used in this By-Law shall have the same meaning as used by The OSA in its letters patent, By-Laws and published rules.

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## Article 18: EFFECTIVE DATE

This Constitution shall come into effect when confirmed by the Voting Members in accordance with the Act.

**PASSED** by the Directors and sealed with the corporate seal on: **January 31, 2017**

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President

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President Signature

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Secretary

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Secretary Signature

**CONFIRMED** by the members on: **January 31, 2017**

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Secretary

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Secretary Signature