



SOUTH SIMCOE UNITED FC CONSTITUTION

TABLE OF CONTENTS

- 1. ARTICLE 1: Name**
- 2. ARTICLE 2: Objectives**
- 3. ARTICLE 3: Affiliations**
- 4. ARTICLE 4: Membership**
 - Regular Membership
 - Honorary Membership
 - Life Membership
 - Fees
 - Discipline of Member
 - Termination of Membership
- 5. ARTICLE 5: Board of Directors and Executive Council**
 - Appointments
 - Board of Directors (Directors)
 - Executive Council (Officers)
 - Director or Officer Vacancy
 - Removal of a Director or Officer
 - Conflict of Interest
 - Duties of Officers
 - Nominations and Elections
- 6. ARTICLE 6: Meetings**
 - General Meetings
 - Annual General Meeting
 - Special General Meeting
 - Voting at General Meetings
 - Board of Director Meetings
 - Executive Council Meetings
- 7. ARTICLE 7: Committees**
- 8. ARTICLE 8: Parliamentary Authority**
- 9. ARTICLE 9: Amendments to Constitution**
- 10. ARTICLE 10: Rules and Regulations**
- 11. ARTICLE 11: Indemnity**
- 12. ARTICLE 12: Finance**
- 13. ARTICLE 13: Dispute Resolution**
- 14. ARTICLE 14: Harassment**
- 15. ARTICLE 15: Appeals**
- 16. ARTICLE 15: Dissolution**



ARTICLE 1: NAME

The name of the Club shall be The South Simcoe United Football Club hereinafter referred to as the Club. The headquarters of the Club shall be located in Alliston Ontario, within the boundaries of the Huronia District Soccer Association, hereinafter referred to as the District Soccer Association.

ARTICLE 2: OBJECTIVES

The club shall have the following objectives:

The establishment and operation of an athletic club for the purposes of:

1. Promoting organized athletic sports, games and recreation, and in particular, to promote and develop the game of soccer (football), both indoor and outdoor.
2. Arranging matches and competitions, and establishing and granting prizes, awards and distinctions.
3. Fostering goodwill and sportsmanship. And such other complimentary purposes not inconsistent with these objectives.
4. The Club is a non-profit corporation and shall be carried on without the purpose of gain for its members, and profits to the Club shall be used in promoting its objectives.

ARTICLE 3: AFFILIATIONS

The Club shall be a member of Huronia District Soccer Association and shall follow the published rules of the District Association and the Ontario Soccer Association (OSA).

The Club is subject to the published rules in declining order of authority of the following bodies to which it is affiliated:

1. The OSA
2. The District Association
3. The Club

ARTICLE 4: MEMBERSHIP

There are three classes of membership:



Regular Membership

Regular membership consists of the following categories:

- Registered players
- Registered Club coaches
- Registered Club administrators

Although a person may qualify for membership under more than one of the above categories and be registered under more than one category, the person holds only one membership in the Club, and is entitled to one vote at general meetings.

A player shall become a Member when approved by the Club registrar.

Upon application, coaches shall become a Member after acceptance by 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.

An administrator shall become a Member upon election or appointment by 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 members are afforded all rights of membership. Each member 18 years of age and over shall have a voice and one vote at general meetings of the Club. Each member under the age of 18 years of age shall have a voice but no vote at general meetings of the Club. They may be represented by a parent or guardian who shall have a voice and a vote on behalf of that member at general meeting of the Club.

Honorary Membership

The Board of Directors may confer an honorary membership upon a person for a period of time.

Honorary Members are afforded all rights of membership and shall have a voice but no vote at a general meeting of the Club.

Life Membership

The Board of Directors may confer a life membership upon a person.



Life Members are afforded all rights of membership and shall have a voice but no vote at a general meeting of the Club.

Fees

Membership fees for regular membership shall be recommended by the Executive Council and approved by the Board of Directors on a yearly basis. Each Division will be self-sufficient and the costs will be divided appropriately to each Division. The membership fees will reflect this.

Discipline of Member

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

Player, team and team official discipline for game infractions will be handled in accordance with the procedures published by the OSA.

Any Member who infringes the By-laws and rules of the Club or brings the Club into disrepute may be reprimanded, suspended or expelled from the Club after a hearing by the Board at which the Member may attend at the Member's discretion.

Termination of Membership

A Member shall be deemed to have terminated membership in the Club:

1. If the Member submits a signed letter of resignation to the Club
2. If the Member is expelled by the Club
3. If the Member is no longer registered in any capacity with the Club

ARTICLE 5: BOARD OF DIRECTORS and EXECUTIVE COUNCIL

Appointments



Any person elected to the Board of Directors or appointed to Executive Council is deemed to be a member of the Club when:

1. They are at least 18 years of age and not be an undischarged bankrupt.
2. Has consented to a Police Records Check annually. The cost of which will be paid by the Club.

Board of Directors (Director)

The Board of Directors will be elected by the Regular Membership at the Annual General Meeting. A total of ten (10) Directors will be elected to the Board; this includes the positions of President (odd numbered years) and Vice-President (even numbered years) and eight (8) Directors at Large (four elected with the President and four elected with the Vice-President). All Directors will serve a term of two (2) years.

In the inaugural season the President will be elected for a one year term and the Vice-President will be elected for a two year term. The remaining eight (8) Board positions will be filled equally by appointments from the four initial Clubs (Alliston Soccer Club, Cobras FC, Tottenham and District Soccer Club and South Simcoe United FC). Each of the aforementioned clubs will appoint two members (1 for a one year term and 1 for a two year term). In subsequent years, all Board of Directors will be elected by the entire Club membership. The Board of Directors will be responsible for, but not limited to the following:

1. Appoint Officers to the Executive Council by a majority vote. At minimum, the Board of Directors will appoint the following Officers:
 - a. Secretary
 - b. Treasurer
 - c. Officer at Large
2. Other Officers may be recommended by the Executive Council but the Board of Directors must approve any appointments.
3. Provide Governance and Accountability to the Executive Council.

Executive Council (Officers)



The Executive Council consists of Officers that are appointed by the Board of Directors and will be responsible for the day-to-day operation of the Club.

No two family members can have signing authority on the Club bank account at the same time.

The Executive Council 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 Council shall be responsible for the appointment and renewal of appointments of all non-Officer positions within the Club. This shall include the appointment of volunteer and paid 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 Council may also revoke, for cause, any appointment to non-Officers providing that it has followed the procedures for the revoking an appointment as outlined in the Club's published rules.

Director or Officer Vacancy

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

A vacancy on the Board of Directors or Executive Council caused by the death or resignation, accepted by the Board, shall be filled by a majority vote of the Board of Directors for the remainder of the term.

Removal of a Director or Officer

No Member of the Board of Directors or Executive Officer shall be removed for arbitrary reasons but may be removed if:

1. they are 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 no longer resides in reasonable proximity to the Club
 - if she/he becomes, or is discovered to be, an undischarged bankrupt; or
2. the Director or Officer 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.

Conflict of Interest and Standards of Conduct

The Directors and Officers of the Club shall be subject to the ***Conflict of Interest Policy 21.0*** in the OSA's published rules.

Except:

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

Duties of Officers

President

The President shall preside at all general meetings of the Club and the Executive Council and 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 Council; coordinate all duties of the Council, committees, staff; and shall be a spokesperson for the Club. The President will only vote on matters presented during the Executive Council Meetings



to break any ties. The President will be a signing officer for all monetary accounts of the Club.

Vice-President

The Vice President shall act in the absence of the President and shall have other powers as assigned by the President. The Vice-President will be a signing officer for all monetary accounts of the Club.

Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Club; shall report to the Board of Directors at least once per quarter; and shall submit an annual report to the Annual General Meeting. The Treasurer will be a signing officer for all monetary accounts of the Club.

Secretary

The Secretary shall keep a record of all minutes of the organization; keep on file 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 the acts of the society, unless otherwise specified in the Club's published rules; maintain record books in which bylaws, published rules and minutes are entered and to have the current record books available at each meeting; to send out to the membership a notice of each general meeting; to send out to the board notice 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 to preside until the immediate election or appointment of a chair pro tempore. The Secretary will be a signing officer for all monetary accounts of the Club.

Officer at Large



The Officer at Large will assigned duties as needed by the President.

Other Executive Officer Positions

The duties of other Executive Officers shall be determined by the Board of Directors and published in the Club's *Rules & Regulations*.

Nominations and Elections

Nominations for positions on the Board of Directors may be made from the floor 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 By-Laws.

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 to office. 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.

The term of a Board of Director member shall be two (2) years where half of the board is elected each year.

ARTICLE 6: MEETINGS

General Meetings

The official notice of each general meeting shall be given to all Members at least 14 days before the meeting is to be held. Such notification shall be by any of the following methods: regular mail, email, fax, website notice, newspaper announcement, public notice, posting at Club Office, any other method determined by the members.



Ten (10) voting Members or 10% of the voting membership, whichever is less, shall form a quorum at all general meeting of the Club. Any question shall be decided by a majority of votes unless otherwise required by this Constitution or other law.

Annual General Meeting

The Club shall hold its Annual General Meeting not later than October 31 of the current year. The agenda of the Annual General Meeting shall be:

- Roll Call
- Report of Credentials Committee
- Minutes of Previous Annual General Meeting
- President's Address
- Officer's Report
- Treasurer's Report
- Auditor's Report
- Appointment of Auditors
- Other Reports
- Unfinished Business
- Amendments to the Constitution
- Ratification of Decisions made by the Executive Council
- Roll Call
- Election of Board of Directors
- Any other Business
- Adjournment

Special General Meetings

A special general meeting of the Club may be called by:

- a) The Board of Directors by its own motion, or
- b) By the submission of a written request by registered mail, certified mail, trace mail or courier service submitted to the Club signed by not less than ten (10) Members or 10% of the voting membership, whichever is less, setting out the items of the 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.

Only the business set out in the call to the Special General Meeting shall be considered.



Voting at General Meetings (Annual or Special)

Every regular Member aged 18 and over shall have the right to attend, speak and cast one vote at Members' meeting of the Club.

Every regular Member under the age of 18 shall have the right to attend and speak at Members' meetings, but any vote must be cast by a parent or guardian who shall also have the right to attend and speak on behalf of that Member at Members' meetings.

Only members attending the meeting in person shall vote.

Board of Director Meetings

The Board of Directors shall meet at least 4 times per year. A majority of the members of the Board of Directors 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.

Executive Council Meetings

The Executive Council shall meet at least 4 times per year. A majority of the members of the Executive Council shall form a quorum at all meetings of the Council. Questions arising at any meeting shall be decided by a majority of votes where each officer is entitled to cast one vote.

ARTICLE 7: COMMITTEES

The membership, at any general meeting, or the Executive Council, at any meeting of the Council, may establish a standing committee or special committee to carry out specific business or programs to perform the day-to-day operation of the Club.

ARTICLE 8: PARLIAMENTARY AUTHORITY

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



ARTICLE 9: AMENDMENTS TO CONSTITUTION

This constitution may be amended by 2/3 vote of the membership present and voting at a general meeting of the Club.

Proposed amendments to the constitution shall be submitted to the Club in writing at least 21 days prior to a general meeting.

Copies of proposed amendments to the constitution shall be made available to all Members at least 14 days prior to the general meeting. Such notification shall be by any of the following methods: regular mail, email, fax, website notice, newspaper announcement, public notice, posting at Club Office, any other method determined by the members.

ARTICLE 10: RULES AND REGULATIONS

The Executive Council may approve and publish Rules and Regulations, which are not inconsistent with this Constitution or inconsistent with the rules of a higher level governing organization.

Amendments to the rules and regulations may be made by a majority vote of the Executive Council or the Members at a General Meeting. If the rules and regulations are amended by the Executive Council 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 are then in effect.

ARTICLE 11: INDEMNITY

Every Officer or Member of Board of Directors or other servants of The Association shall be indemnified by The Association against 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 willful neglects or defaults.



ARTICLE 12: FINANCE

The financial statements of the Club shall be:

- a) Presented annually subject to the minimum requirements as defined in d)
- b) Based on a defined fiscal year end as defined in e)
- c) Presented to the members at the Annual General Meeting
- d) Audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant if the Club's annual gross revenue is greater than or equal to \$150,000 or the Club has greater than or equal to 1,000 registered players:
 - i) At each Annual General Meeting, the Members will appoint an auditor to audit the books, accounts and records of the Club who will report to the Members at the next Annual General Meeting. 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;
 - ii) 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;
 - iii) The auditor will not be a director, officer or employee of the Club or any affiliated Club or who is a partner, employer or employee of any such director, officer or employee;
 - iv) The auditor will report to the members at the annual general meeting the auditor's financial statement which presents fairly the financial position of the Club and the results of its operations for the period under review in accordance with generally accepted account principles; and
 - v) The auditor's report will be open for inspection by any member of the Club
- e) The fiscal year of the Club shall end on October 31st of each year, unless otherwise ordered by the Board of Directors
- f) Two Signing Officers are required to withdraw monies from any Club Account



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, copy to the Club and District, stating 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 normal discipline and appeals process.

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

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 applies to all employees as well as to all directors, officers, volunteers, coaches, game officials, administrators, athletes and members or registrants of the Club.

Harassment is any comment, conduct, or gesture directed toward an individual or group of individuals that 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.

ARTICLE 15: APPEALS

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.

A decision of the Club may be appealed first to the Club Board of Directors and then to the District Association with which the Club



is affiliated. The appeal shall be conducted in accordance with The OSA's, District Association's and Club's published rules.

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.

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, all debts and liabilities shall be paid. Any remaining assets shall be disposed of and distributed by the Board of Directors to one or more not-for-profit soccer related organization(s), which operated solely in Ontario.