



# PETERBOROUGH YOUTH INDOOR SOCCER CLUB

## Constitution

### April 2013

#### Article 1: NAME

The name of this Club shall be the **Peterborough Youth Indoor Soccer Club**, hereinafter referred to as the Club. The headquarters of the Club shall be located within the District Boundaries of the **Eastern Central Ontario Soccer Association**, hereinafter referred to as the District Association.

#### Article 2: OBJECTIVES

The Club shall have the following objectives:

- a) To promote and develop the game of soccer within its boundaries to boys and girls under the age of 18.
- b) To help individuals to develop their character as resourceful and responsible Members of their community by providing opportunities, through the game of soccer, for their mental, physical, social and leadership development.
- c) The Club is a non-profit organization.

#### Article 3: AFFILIATIONS

The Club shall be a Member of the **Eastern Central Ontario Soccer Association** and shall follow the published rules of the District Association and The Ontario Soccer Association, hereinafter referred to as The OSA. The Club is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

- a) The OSA
- b) The District Association
- c) The Club

#### Article 4: MEMBERSHIP

There are three classes of Member, namely, regular Member, honorary Member and life Member.

##### 4.1.1 Regular Member

A regular Member is either:

- a) A registered player (aged 16 & over, or the parent/guardian of the registered player that is under the age of 16)
- b) A registered Club coach
- c) A registered Club administrator

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. Each Executive Member shall have 1 vote at a board of directors meeting.

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.

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. For purposes of this definition, a team manager and a Director shall be classified as an administrator.

#### **4.1.2 Honourary Member**

The Board of Directors may designate an individual as a honourary Member for a specific period of time.

A honourary Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

#### **4.1.3 Life Member**

The Board of Directors may designate an individual as a life Member.

A life Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

#### **4.2 Fees**

Membership fees for regular Members shall be set annually by the Board of Directors and ratified or amended by the Membership at a general meeting of the Club.

#### **4.3 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 Board of Directors of the Club at which hearing the Member is entitled to attend.

#### **4.4 Termination of Membership**

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

- a) If the Member submits a signed letter of resignation to the Club;
- b) If the Member is expelled by the Club's Board of Directors or
- c) If the Member is no longer registered with the Club.

## **Article 5: BOARD OF DIRECTORS**

The Club shall be governed by a Board of Directors which shall consist of at least, **ten** individuals, or such number not to be less than **four**, as may be amended from time to time in accordance with the Club's Rules & Regulations. These individuals shall hold the positions of:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer
- e) DIRECTOR AT LARGE
- f) DIRECTOR AT LARGE
- g) DIRECTOR AT LARGE
- h) DIRECTOR AT LARGE
- i) DIRECTOR AT LARGE
- j) DIRECTOR AT LARGE

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.

Directors a – d shall serve for a term of two years or until his or her successor is elected or appointed.

Directors e – j shall serve for a term of one year or until his or her successor is elected or appointed.

After an initial Board of Directors has been appointed, the positions of President, Treasurer, shall be elected in even numbered years while the positions of Vice-President, Secretary, shall be elected in odd numbered years.

### **5.1 Director Vacancy**

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

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

### **5.2 Removal of Director**

No member of the Board of Directors shall be removed for arbitrary reasons but may be removed if the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

- a) if she/he becomes incapable of performing the business of the Club
- b) if she/he is absent from three or more meetings of the Board without satisfactory reason
- c) if she/he no longer resides in reasonable proximity to the Club
- d) if she/he becomes, or is discovered to be, an undischarged bankrupt;

or the Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:

- a) if she/he has been found guilty of an offence under the Harassment Policy of The OSA
- b) if she/he has been found guilty of an offence involving violence under the Discipline Policy of The OSA
- c) if she/he has failed to properly account for monies or other property belonging to the Club
- d) 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 Board of Directors holding his or her respective position(s), as Director or other position (s) may be removed from office by the Board of Directors for good and sufficient cause by a 2/3's vote of the Board of Directors present provided notice to remove the Director has been given to all Directors of the Club. If a Director is removed, the Board of Directors may appoint a successor to the position(s) for the remainder of the term(s) being filled.

A Member of the Board of Directors 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.

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

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

### **5.4 Duties of Board of Directors**

The Board of Directors shall conduct the business of the Club during the periods between Board of Directors meetings of the Club in accordance with the authority granted to it in the published rules of the Club.

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

### **5.5 Duties of Directors**

#### **5.5.1 President**

Except:

as provided for in the Dispute Resolution Policy of the OSA, and where the President delegates the responsibility to another person, the President shall preside at all general meetings of the Club and of the Board of Directors. 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.

#### **5.5.2 Vice-President**

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

#### **5.5.3 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 Board of Directors meetings; and shall submit an Annual Report to the Annual General Meeting.

#### **5.5.4 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 Rules & Regulations, 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 Board of Directors 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.

#### **5.5.5 Other Director Positions**

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

#### **5.6 Nominations and Elections**

Nominations for positions on the Board of Directors 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.

### **Article 6: MEETINGS**

#### **6.1 Board of Directors Meeting**

The Board of Directors shall meet at least 4 times per year, upon 14 days notice given by the President and Administrator, at such place and time as the Board of Directors may determine.

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 the votes where each director is entitled to cast one vote.

#### **6.2 Annual General Meeting**

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

- a) Roll Call
- b) Credentials Report
- c) Minutes of Previous Annual General Meeting
- d) President's Address
- e) Officers' Reports
- f) Treasurer's Report
- g) Auditor's Report
- h) Appointment of Auditors
- i) Other Reports

- j) Unfinished Business
- k) Amendments to the Constitution & By-Laws
- l) Roll Call
- m) Election of Officers and Directors
- n) Any Other Business
- o) Adjournment

### **6.3 Special General Meeting**

A Special General Meeting of the Club:

- a) may be called by the Board of Directors, or
- b) shall be called by the Board of Directors upon receipt of a written request submitted to the Club by registered mail, certified mail, trace mail, courier service, hand delivery, fax or email, signed by not less than 25 Members or 25% of the voting Membership, whichever is less, 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.

### **6.4 Voting at Special General Meeting**

Every regular Member aged 16 and over shall have the right to attend and speak at a Member's meeting of the club.

Every regular Member under the age of 16 shall have the right to attend and speak at Member's meetings and their parent or guardian shall also have the right to attend and speak on behalf of that Member at Member's meetings.

Each team and Executive Member shall have 1 vote at all special general meetings.

### **6.5 Proxy Voting at Special General Meeting**

Each team and Executive Member entitled to vote at a meeting of Members may by means of a proxy appoint a person, who need not be a Member, as the Member's 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 only hold 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

### **Article 7: COMMITTEES**

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

## **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 Constitution, By-Law or other Rules and Regulations of the Club.

## **Article 9: BY-LAWS AND AMENDMENTS TO CONSTITUTION**

- a) By-laws and the constitution may be amended, supplemented, or repealed in response to a written request, by any member in good standing, to the Director at least four (4) weeks prior to the AGM or by review of the Director two weeks prior to the AGM.
- b) All requests to amend or repeal these by-laws shall be voted upon by the general membership of the PYISC in attendance at the PYISC AGM. These by-laws may be amended by a majority vote.

## **Article 10: RULES AND REGULATIONS**

The Club shall have Rules and Regulations that 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 Board of Directors: authority granted to Board regarding the business being conducted
- d) duties of Board of Directors: selection process and appointment process for the appointment and renewal of appointments to the Club's paid and volunteer positions
- e) duties of Board of Directors: process for revoking appointments
- f) voting at Special General Meeting: format for the proxy, and the issue, or issues, for which the proxy may be cast

The Board of Directors 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 Board of Directors or the Members at a Special General Meeting.

## **Article 11: INDEMNITY**

Members of the Board of Directors or other servants to the Club, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Club 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 neglect or default.

## **Article 12: FINANCE**

The accounts of the Club shall:

be reviewed annually through a Financial Review Engagement completed by a Certified General Accountant, Certified Management Accountant or Certified Accountant.

The audit or the Financial Review Engagement statement shall be presented to the Annual General Meeting for adoption.

If necessary, at the Annual General Meeting of the Club, a chartered accountant firm shall be appointed to perform the audit or the Financial Review Engagement.

The fiscal year of the Club shall end on **March 31<sup>st</sup>** of each year, unless otherwise ordered by the Board of Directors.

#### **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 that follows the 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.

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.

#### **Article 15: APPEALS**

Any Member or registrant of the Club directly affected by a decision of the Club may appeal such decision. A non-Member may appeal the denial of termination of Membership in the Club.

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 and District Association'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 of the Club, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Directors 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 Constitution shall have the same meaning as used by The OSA in its letter patent, Constitution, By-Laws and published rules.

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