

Spitfires Soccer Club Constitution

Last Updated: January 25, 2006

Article 1: NAME OF CLUB

The name of this Club shall be the Spitfires Soccer Club, hereinafter referred to as the **Club**. The headquarters of the Club shall be located within the District Boundaries of the Eastern Ontario District Soccer Association (EODSA), hereinafter referred to as the **District Association**.

Article 2: OBJECTIVES

The Club shall have the following objectives:

1. To promote and develop the game of soccer within its boundaries.
2. 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.
3. To give people the opportunity to play soccer in an organized setting.
4. To help people improve their soccer skills.
5. To promote sportsman-like conduct on and off the soccer field.
6. To allow players Club membership regardless of their skill level provided they are of reasonable physical condition to compete on Club teams.

Article 3: AFFILIATIONS

The Club shall be a member of the District 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:

- The OSA
- The District Association
- The Club

Article 4: MEMBERSHIP

Membership is open to any person willing to subscribe to the following:

- Club Constitution,
- Objectives, Policies, By-Laws, and Rules of the Club,
- Rules of the District Association, and
- Rules of The OSA

There are two classes of Member, namely, regular Member, and honorary Member.

Regular Member

A Regular Member is a registered player, a registered Club coach, a registered Club administrator or a registered game official. A Member can assume more than one position. A Member can be a playing or non-playing Member.

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. All members must follow the Club's Code of Conduct Policy.

Upon application, a coach shall become a regular Member upon acceptance by the Board of 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.

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 the purposes of this definition, a Director shall be classified as an administrator.

Honourary Member

The Board of Directors may designate an individual as an honorary Member for a specific period of time and is appointed at the AGM.

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

Fees

Membership fees for each playing season and league shall be specified in the Club Registration and Refund Policy and shall be set by the Board of Directors.

The Club Registration and Refund Policy will be approved by the Board of Directors and distributed to the membership with a minimum 7 days prior to commencing registration for the upcoming playing season for a league.

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.

Termination of Membership

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

- If the Member submits a signed letter of resignation to the Club. The written communication may be in the form of registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail addressed to the Secretary of the Club and the team coach (where applicable) so that they may properly deal with the Member's registration.
- If the Member is expelled by the Club's Board of Directors;
- If the Member is no longer registered with the Club. A member's registration will be considered to have expired if they have not registered with the club since the last AGM. However, where a member's playing season is in progress when the AGM occurs, that player or coach will be considered to be a member until the end of their current playing season.

Article 5: BOARD OF DIRECTORS

The Club shall be governed by a Board of Directors which shall consist of at least 5 individuals, or such number not to be less than 5, 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
- Director at Large #1
- Director at Large #2
- Director at Large #3

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 President shall serve for a term of one year. The remaining positions shall serve a term of two years or until a successor is appointed or elected.

After an initial Board of Directors has been appointed, the position of President shall be elected each year. The positions of Vice-President, Director at Large #1 and Director at Large #2 will be elected at each even year AGM. The positions of Secretary, Treasurer and Director at Large #3 shall be elected at each odd year AGM.

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 Board of Directors and their respective position(s) held, caused by death, or resignation which 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.

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:

- 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; or
- If she/he no longer resides in reasonable proximity to the Club.
- The Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
 - If she/he becomes, or is discovered to be, an undischarged bankrupt;
 - 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; or
 - 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 by the Board of Directors, 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.

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.

Duties of Board of Directors

The Board of Directors 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 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 as outlined in the Club's published rules.

Duties of Directors

President

Except (i) as provided for in the Dispute Resolution Policy of The OSA, and (ii) 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; shall work with the Board of Directors to specify duties for the Directors at Large, 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 Board of Directors.

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; shall work with the Board of Directors to specify duties for the Directors at Large; 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 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; shall work with the Board of Directors to specify duties for the Directors at Large, and, in the absence of the president

and vice-president, preside until the immediate election or appointment of a new presiding officer.

Directors at Large

The Directors at Large shall have duties specified by the Board of Directors.

Other Appointed Positions

The Board of Directors shall determine the duties of appointed positions. This includes at minimum, the following positions:

- Discipline Committee Chairperson
- Club Head Coach
- Team Coaches (one for each team)
- Club Equipment Manager

Appointed positions do not have votes on the Board of Directors. Appointed positions expire at the end of a one year term.

Nominations and Elections

Nominations and elections for positions open shall be held in the order of the positions listed in the Club Constitution.

The outgoing President will ask the membership if there are any other nominations for any Director positions.

An outgoing Director will hold office until a new Director has been elected.

Nominations for positions on the Board of Directors may be made by any Member at the Annual General Meeting.

Election shall be by 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.

A proxy vote for another member is permitted.

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 Board of Directors may determine. Such notification shall be by:

- email
- club website notice
- any other method determined by the Members

Twenty-five voting Members or 25% of the voting Membership whichever is less, shall form a quorum at all general meetings of the Club. Proxy representation may be considered for meeting quorum but must not consist of more than 40% of the required members to form quorum. Proxy representation used in this manner must authorize the representative present at the meeting to vote on all matters of business in that general meeting and must comply with all Club Rules and Regulations pertaining to Proxy representation.

Any question shall be decided by a majority of the votes unless otherwise required by this By-Law or other law. The meeting chairperson will only vote on tied issues.

Annual General Meeting:

The Club shall hold its Annual General Meeting (AGM) not later than March 15 each year. The agenda of the Annual General meeting shall include:

- Credentials Report
- Minutes of Previous Annual General Meeting
- President's Address
- Officers' Reports
- Treasurer's Report
- Auditor's Report
- Appointment of Auditors
- Other Reports
- Unfinished Business
- Amendments to the Club Constitution or By-Laws
- Election of Officers and Directors

- Approval of Club budget for upcoming year
- Any Other Business
- Adjournment

Special General Meeting:

A Special General Meeting (SGM) of the Club:

- a) May be called by the Board of Directors by its own motion.
- 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 e-mail, 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 45 days of receipt of the written request from the Members.
- c) Only the business set out in the notice of the Special General Meeting shall be considered.

Voting at General Meeting:

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.

Proxy Voting at General Meeting:

Every regular Member, or parent or guardian of a regular Member under the age of 18, 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 hold up to three proxy votes including their own. Honourary members are not allowed to proxy vote for any member.

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.

Board of Directors Meeting:

The Board of Directors shall meet at least 2 times per year upon, at minimal, 14 days notice given by the President or Vice-president, and Secretary, at such place and time as

the Board of Directors may determine. Meeting notification will be in the form of registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail.

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. Each person on the Board of Directors shall have only one vote regardless of how many Board of Director positions that person fulfills. Only members present at the meeting are allowed to vote – no proxy voting is permitted. The meeting chairperson will vote only on tied issues.

Article 7: COMMITTEES

The Membership at any 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 By-Law or other Rules and Regulations of the Club.

Article 9: BY-LAWS AND AMENDMENTS

- a) Club Constitution or By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to 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 Board of Directors, 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.
- c) Copies of the proposed Club Constitution or By-Law amendments shall be sent to all Members by the Board of Directors no less than 7 days prior to the General Meeting.
- d) Club Constitution or By-Law amendments must be ratified at the next club general meeting. A vote will only be taken if the proposal has a second supporter.

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 and procedures for hearing and appeal.
- b) Duties of Board of Directors and the authority granted to the Board regarding the business being conducted.
- c) Selection and appointment process for volunteer and paid positions in the Club.
- d) Process for revoking an appointment.
- e) Proxy voting at General Meetings – the format and the issue or issues for which a proxy may be cast.

The Board of Directors may approve and publish Club Policies that are not inconsistent with this By-Law and are not inconsistent with the Rules and Regulations of a higher level governing organization. These Club Policies will be maintained by the Club and made available to the membership at the beginning of each playing season. The Board of Directors may choose to revise these policies and procedures at a Board of Directors meeting subject to the normal Board of Directors meeting procedures.

Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at a 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 will be presented to the membership at the AGM for the previous fiscal year. The accounts of the Club shall:

- a) be audited and reviewed annually by a Chartered Accountant if the annual Gross Revenue is greater than \$40,000; or reviewed annually through a Financial Review Engagement completed by a Certified General Accountant, Certified Management Accountant or Certified Accountant if the Annual Gross Revenue is \$40,000 or less; or
- b) with the consent of 2/3 of Members at the AGM, be exempt from any audit or Financial Review Engagement of the previous year

The audit or the Financial Review Engagement statement shall be presented at a Special General Meeting within 120 days.

At a General Meeting of the Club, a chartered accountant firm or Certified General Accountant may be instructed to engage in an audit for the coming year.

The fiscal year of the Club shall end on January 31 of each year, unless otherwise ordered by the Board of Directors.

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 to 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.

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, Honourary 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

- 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 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 recocation 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 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: CLUB COLOURS

The club colours consist of a red coloured shirt with black shorts and red socks. The alternate club uniforms will consist of a white jersey with black shorts and red socks.

Article 18: CLUB COMMUNICATIONS

Communications to the membership will be with a means considered accessible to a majority of club members. Reasonable attempt will be made to contact members to disperse club information with the current contact information supplied to the club by that member.

Article 19: 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.