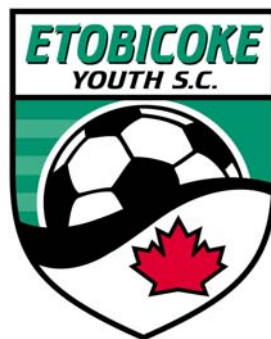


# Constitution of the Etobicoke Youth Soccer Club



## **Article 1 – Name and Affiliations**

- 1.1. **Name.** The name of this Club shall be the Etobicoke Youth Soccer Club (EYSC), hereinafter referred to as the Club. The headquarters of the Club shall be located within the District Boundaries of the Toronto Soccer Association.
- 1.2. **Affiliations.** The EYSC shall be a member of the Toronto Soccer Association and shall follow the published rules of the District Association and the Ontario Soccer Association. The Club is subject to the published rules in declining order of authority of the following bodies to which it is affiliated: **The Toronto Soccer Association** and **The Ontario Soccer Association**.

## **Article 2 – The Corporation**

- 2.1. **Seal.** The seal of the EYSC, an impression of which is stamped in the margin hereof, shall be the corporate seal of the EYSC.
- 2.2. **Head Office.** The head office of EYSC shall be located within the boundaries of the Toronto Soccer Association in accordance with Article 1.1.
- 2.3. **Financial Year.** The financial year of the EYSC shall be from November 1st through October 31st of the following year.
- 2.4. **By-laws.** This Constitution constitutes the by-laws of the EYSC.

## **Article 3 – Goals and Objectives of the EYSC**

- 3.1 The Club shall have the following objectives:
- A. To promote and develop the game of soccer within its boundaries; and
  - B. To help individuals 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.

## **Article 4 – Membership**

- 4.1 **Members.** The Club shall have three classes of members: regular, honorary and life members.
- 4.2 **Regular Members.** A regular member shall be one of the following:
- a registered player
  - a registered coach, assistant coach or trainer
  - a registered game official
  - a registered team manager
  - a registered convenor
  - a Director of the EYSC
- 4.2.1 Although an individual may qualify for, and be registered under, more than one of the above categories, each individual holds only one (1) membership in the EYSC and is entitled to one (1) vote at members' meetings.



- 4.2.2 A player shall become a regular member when approved by the Club's Registrar.
- 4.2.3 Upon application, a coach, assistant coach, trainer and game official shall become a regular member upon acceptance by the Executive and Board of Directors of the EYSC. A coach or trainer is an individual who is registered with the OSA to teach, instruct, train, and guide players to play the game of soccer. A game official is an individual who is registered with the OSA to officiate soccer games.
- 4.2.4 A registered team manager and game official shall become a regular member upon appointment by the EYSC Executive and Board of Directors.
- 4.2.5 Every regular member aged 16 and over shall have the right to attend, speak and cast one (1) vote at members' meetings.
- 4.2.6 Every regular member under the age of 16 shall have the right to attend and speak at members' meetings, but a parent or guardian must cast a vote for such a member. Only one (1) vote per family shall be allowed.
- 4.3 **Honourary Members**
- The Executive and Board of Directors may designate an individual as a honorary member for a specific period of time; and
  - A honorary member is afforded all rights of membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.
- 4.4 **Life Members**
- The Executive and Board of Directors may designate an individual as a life member; and
  - 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.
- 4.5 **Termination.** A member shall be deemed to have terminated his or her membership in the Club:
- if the member is no longer registered with the EYSC;
  - if the member submits a signed letter of resignation; and
  - during the period that a Member has been expelled by the Club
- 4.6 A member may be expelled from membership for cause and after a hearing by the Club.

## **Article 5 – Meetings of the Members**

- 5.1 **Annual General Meetings of the Members.** An Annual General Meeting of the Members shall be held in the month of November of each year, at such time and on such day as the Executive and Board of Directors may determine, for the purposes of:
- hearing and receiving the reports/statements to be read at and placed before the annual meeting;
  - receiving election results;
  - approving new Executive and Board of Directors;
  - setting quorum for the Executive and Board of Directors;
  - approving auditors as appointed by the Executive and Board of Directors;
  - approving any amendments to the Constitution; and
  - for the transaction of such other business as may properly be brought before the meeting.



5.2 **Special Meetings.** The Executive and Board of Directors may, by majority vote, call a Special Meeting of the Members at any time for the purpose of, but not limited to, the following:

- calling for an audit;
- approval of a mid-term audit; and
- approval of amendments to the Constitution.

5.3 **Petition for Special Meeting.** A Special Meeting of the Members may also be called by a petition of twenty-five percent (25%) or 100 regular members (whichever is less). The petition must:

- state the general nature of the business to be presented at the Special Meeting;
- be signed by the petitioners with their names printed legibly; and
- be filed at the head office of the Club.

Upon receipt of a petition, the Executive and Board of Directors shall call a Special Meeting of the Members for the transaction of the business stated in the petition. If the Executive and Board of Directors do not call and hold a Special Meeting of the Members within twenty-one (21) days from the date of filing the petition, any of the petitioners may call such meeting, which shall be held within sixty (60) days from the date of filing of the petition.

5.4 **Proxy Voting.** Members eligible to vote must be present at the time when a vote is called. No votes by proxy will be allowed during a Regular or Special Meeting of the EYSC.

5.5 **Secretary Call for Special Meeting.** The Board Secretary may call a Special Meeting.

5.6 **Notice of Regular Meetings.** Notification of the time, place, and subject matter of a Regular Meeting of the Members must be publicized by the Secretary through the Club's media and be provided to the Members no less than fourteen (14) days prior to the meeting, excluding Saturdays, Sundays, Club Non-Business Days and the day of the meeting, but including the day on which notice is given.

5.7 **Notice of Special Meetings.** Notification of the time, place, and subject matter of a Special Meeting of the Members must be publicized by the Secretary through the Club's media and be provided to the Members not less than fourteen (14) days prior to the meeting, excluding Saturdays, Sundays, Club Non-Business Days and the day of the meeting, but including the day on which notice is given.

5.8 **Quorum.** A quorum at a meeting of the Members shall consist of a minimum of twenty-five (25) of Regular Members in good standing.

5.9 **Chair of the Meeting.** The President shall chair all meetings of the Membership. In the event the President is unable to Chair the meeting, the Vice-President or another member of the Board Executive as appointed by the President shall act as Chair.

5.10 **Votes.** Each Member shall be entitled to one (1) vote per motion at all meetings of the Members. No Member shall be entitled to vote at meetings of the Members unless that member is in good standing.

5.11 **Majority Vote.** All votes at all meetings of the members shall be decided by a majority vote of the members in attendance, a majority being 50 percent plus one (50% +1) of total votes.

5.12 **The Votes.** When there is a tie vote at a Meeting of the Members, the President shall cast the deciding vote.

5.13 **Errors and Omissions.** Any substantial error or omission, as determined by the President, in the notice of any Meeting of the Members shall invalidate such meeting or make void any proceedings taken or made thereat.



- 5.14 **Meeting Agenda.** The agenda for each Meeting of the Members shall be posted and distributed at least ten (10) days prior to each meeting.
- 5.15 **Rules of Order.** The adopted rules of order and procedures at all Meetings of the Members shall be "Robert's Rules of Order - Revised", except in the case where such rules conflict with this Constitution or the Policies and Procedures Manual which take precedence over Robert's Rules of Order.
- 5.16 **Minutes.** Minutes of all Meetings of the Members must be recorded and filed in the minute book of the Club.

## **Article 6 – Discipline of Members**

- 6.1 A member may be fined, censored, 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.
- 6.2 Player, team and team official discipline for game infractions is governed in accordance with the procedures published by the OSA.
- 6.3 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 Discipline Committee of the Club at which hearing the member is entitled to attend.

## **Article 7 – Dispute Resolution**

- 7.1 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 Toronto Soccer 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.
- 7.2 The Dispute Resolution process shall not be used for game discipline, which follows the normal discipline and appeals process.
- 7.3 The Club shall make available to any member the Dispute Resolution process when requested.

## **Article 8 – Harassment**

- 8.1 The Club shall adhere to the EYSC's Zero Tolerance Policy and the Harassment Policy as published and approved by the OSA from time to time.
- 8.2 The Zero Tolerance Policy and the OSA Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, members, and registrants of the Club.
- 8.3 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.
- 8.4 The Club shall make available to any member the Club's Zero Tolerance Policy and the OSA's Harassment Policy when requested.



## **Article 9 – Appeals**

- 9.1 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.
- 9.2.1 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.
- 9.2.2 An individual shall not appeal a decision made by the Executive and Board of Directors regarding the 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.
- 9.2.3 An individual shall not appeal a decision made by the Club regarding a player's team assignment.

## **Article 10 – Composition of the Executive and Board of Directors**

- 10.1 **Composition.** The Executive shall be comprised of a minimum of the first five (5) Directors listed below and a maximum not exceeding the number of positions listed below:
- 1) President
  - 2) Vice President
  - 3) Secretary
  - 4) Treasurer
  - 5) Registrar
  - 6) Director of Discipline
  - 7) Director of Competitive Soccer
  - 8) Director of House League (*ages 5-10*)
  - 9) Director of House League (*ages 11 and up*)
  - 10) Director of Fields and Permits
  - 11) Director of Equipment
  - 12) Director of Sponsorship & Fundraising
  - 13) Director of Public Relations
  - 14) Director of Tournaments
  - 15) Director of Indoor Soccer
- 10.2 A Director may hold more than one (1) position from the above list of Board positions to a maximum of two positions.
- 10.3 In the event that a Director vacates his or her seat after the close of nominations, the seat shall be filled by an appointment of the Executive and Board of Directors from among the Members of the Club and approved by a three-quarter Majority Vote of the Executive and Board of Directors.
- 10.4 Officers of the EYSC shall consist of the President, Vice-President, Treasurer and two other members of the Executive and Board of Directors as nominated by the Board prior to the Annual General Meeting.

## **Article 11 – Terms of Office for the Executive and Board of Directors**

- 11.1 **Term.** The term of office for all Directors shall be 24 months from the date of election or acclamation.



- 11.2 **Length of Appointments.** After an initial Executive and Board of Directors has been appointed, the positions of President, Treasurer, Director of Competitive Soccer, Director of House League (ages 11 and up), Director of Equipment, Director of Public Relations, Director of Tournaments and Director of Indoor Soccer shall be elected in even numbered years while the positions of Vice-President, Secretary, Registrar, Director of Discipline, Director of House League (ages 5-10), Director of Fields and Permits, and Director of Sponsorship and Fundraising shall be elected in odd numbered years to ensure continuity of the Executive and Board of Directors.
- 11.3 **Maximum Term.** A Director shall serve a term of two years or until his or her successor is elected or appointed.
- 11.4 **Board Approval of Appointment.** A Director may be appointed to complete the term of a sitting Director or fill a Board vacancy provided they are elected by three-quarters of the Board at a Board meeting.
- 11.5 **Term Limitation for Board Appointments.** A Director appointed by the Executive and Board of Directors shall serve until the next Annual General Meeting

## **Article 12 – Eligibility, Removal and Effects of Removal of Directors**

- 12.1 **Eligibility.** All Executives and Directors of the Club must throughout his or her term of office:
- have been a regular member of the EYSC for a minimum of one (1) year prior to election and be in good standing;
  - be eighteen (18) years of age or older;
  - not be an undischarged bankrupt or mentally incompetent; and
  - not be convicted of a criminal offence under the Criminal Code of Canada.
- 12.2 **Ineligibility.** A Member who is under suspension by the Executive and Board of Directors or whose eligibility rights have been affected by removal from the Executive and Board of Directors may not run in any election until the suspension or removal has expired.
- 12.3 **Automatic Removal.** Any Director shall automatically cease to be a Director if he or she ceases to satisfy the eligibility criteria.
- 12.4 **Removal by Executive and Board of Directors.** No member of the Executive and Board of Directors shall be removed for arbitrary reasons. Reasons for the removal of any Director include but are not limited to:
- Excessive unexcused absences by the Director from meetings of the Executive and Board of Directors as set out in Article 12.6 and Article 12.7;
  - Contravention of the Club's Policies and Procedures Manual;
  - Participation in other duties which interferes with his or her duties as a Director;
  - Contravention of signing authority and/or have failed to properly account for monies or other property belonging to the EYSC;
  - If the Member has been found guilty of an offence under the Harassment Policy of the OSA or the Club's Zero Tolerance Policy;
  - If the Member has been found guilty of an offence involving violence under the Discipline Policy of the Ontario Soccer Association; and



- If the member has been found guilty of a criminal offence under the *Criminal Code of Canada* regardless of whether or not the offence directly affected the Club.
- 12.5 **Removal Procedure.** Upon recommendation by the Disciplinary Committee and a resolution passed by a Majority Vote of the Executive and Board of Directors where at least three-fourths of the Directors are present, any Director can be removed as a Director before the expiry of his or her term of office.
- 12.6 **Absence from Meetings.** Excessive absence from meetings of the Executive and Board of Directors is defined as absence without acceptable excuse from three (3) consecutive regularly scheduled meetings of the Executive and Board of Directors or a total of five (5) regularly scheduled meetings of the Executive and Board of Directors during the term of office as a Director. Absences shall be determined by the attendance as recorded in the official Board minutes.
- 12.7 **Acceptable Excuse.** Acceptable excuse shall be deemed to mean:
- An illness or a death in the member's immediate family;
  - Conducting of official Club business; and
  - Personal business obligations communicated to the Club 48 hours before a Board meeting.
- 12.8 **Removal by Special Meeting — Directors.** A Director shall be removed from a position on the Executive and Board of Directors in accordance with the following conditions:
- a Director Removal Petition initiating the removal process which meets the criteria set out in Article 12.4; and
  - receive subsequent approval at a Special Meeting of the Members of a Two-Thirds Majority Vote where at least 100 Members cast a vote.
- 12.9 **Chairperson.** The meetings of the Executive and Board of Directors shall be chaired by the President, who retains the right to vote on all motions. In the event that the President is unable to chair a meeting of the Executive and Board of Directors, the President shall designate the Vice-President or another Director to chair the meeting. A Director who acts as the Chair of a meeting of the Executive and Board of Directors shall retain the right to vote.
- 12.10 **Quorum.** One half of the number of Directors (rounded to the next whole number) plus one (50%+1) shall constitute a quorum at all meetings of the Executive and Board of Directors.
- 12.11 **The Votes.** When there is a tie vote at a meeting of the Executive and Board of Directors, the President shall cast the deciding vote.
- 12.12 **Majority Vote.** Unless specifically stated otherwise in this Constitution, all motions at all meetings of the Executive and Executive and Board of Directors shall be decided by a Majority Vote of the Directors (50 percent plus 1).

### **Article 13 – Protection of Directors**

- 13.1 **No Liability.** Provided that a Director has abided by this Constitution and the Club's Polices and Procedures and carried out duties in a reasonably competent and honest fashion, in good faith and in the best interests of the Club, no Director shall be held liable for:
- acts, receipts, neglects or defaults of any other Director or employee of the Club; and
  - loss, damage or expense incurred through insufficiency or deficiency of any security into which any monies or belongings of the Club have been invested.





## **Article 14 – Indemnity of Directors**

- 14.1 **Indemnification.** Every Director and every officer of the Club and his or her heirs, executors and administrators and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Club, from and against:
- all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her or it, in or in respect of any act, deed, matter or things whatsoever, made, done or permitted by him or her or it, in or about the execution of the duties of his or her or its office; and
  - all other costs, charges and expenses that he or she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

## **Article 15 – Referenda**

- 15.1 **Initiation.** Referenda can be initiated by the Regular Members, who are in good standing, and by the Executive and Board of Directors.
- 15.2 **Referenda Questions.** All referenda questions shall be clearly worded and capable of being answered "Yes" or "No".
- 15.3 **Rules.** The rules governing the conduct of a Referendum shall be specified in the Club's Policies and Procedures Manual.

## **Article 16 – Amendments by the Executive and Board of Directors**

- 16.1 **Proposal.** Any Regular Member can propose an amendment to the Constitution to the Executive and Board of Directors.
- 16.2 **Notice to the Board.** Notice of any proposal of amendments to this Constitution, including supporting materials, shall be delivered to the Club's Secretary who shall provide notice of such proposal, including supporting materials, to the Club's Executive and Board of Directors at least one (1) regular meeting prior to voting on proposal changes to this Constitution. The proposed amendments will be discussed in principle at the meeting for which notice is given.
- 16.3 **Approval by the Board.** In order for the Executive and Board of Directors to forward a motion to be considered at a meeting of the Members to amend this Constitution, a two-thirds Majority Vote of the Directors is required to affirm the motion at a regularly scheduled meeting of the Executive and Board of Directors, where at least three-fourths of the total Directors are present.
- 16.4 **Notice to Members.** Upon acceptance of amendments by the Executive and Board of Directors, the notice of such amendments, together with any supporting materials, shall be provided by the Secretary to the Members at least fourteen days prior to the next meeting of the Members.
- 16.5 **Positing of Notice.** Notice to the members of the proposed amendments of this Constitution shall be made by posting the exact wording of the proposed amendments and the supporting materials:
- in the Club office; and
  - through the Club's media.



- 16.6 **Publication of Notice.** Publication of proposed amendments to this Constitution in the Club's media, as required by Article 16.5, must:
- not be smaller than one quarter (1/4) of a page within the EYSC newsletter;
  - state the exact wording of the proposed amendments (or the nature of the motion if the wording is deemed too long by the Executive and Board of Directors); and
  - state that a copy of the proposed amendments and all supporting materials are available at the Club office.

## **Article 17 – Amendments by Referendum**

- 17.1 **Referendum for Constitutional Change.** Amendments to this Constitution may occur through a Referendum for Constitutional Change.
- 17.2 **Contents of Petition.** A Referendum for Constitutional Change shall be called by a Petition of the Regular Members of the EYSC. This Petition must:
- be clearly worded;
  - be signed by a minimum of 100 regular members in good standing;
  - provide signatures, legibly printed names, and home address of the requisite number of Regular Members; and
  - be delivered to the President with a copy to the Club Secretary.
- 17.3 **Conduct of a Referendum.** A Referendum for Constitutional Change shall be conducted by the Club Secretary.
- 17.4 **Approval.** A Referendum for Constitutional Change shall be considered valid if the proposed amendments to this Constitution are affirmed by a Majority Vote of the Regular Members, where at least fifty (100) Regular Members in good standing cast a vote.
- 17.5 **Coming into Effect.** Upon affirmation by the Members, the proposed amendments to the Constitution, resulting from a Referendum for Constitutional Change, shall be read into the minutes of the next Meeting of the Members and shall come into effect upon adjournment of the meeting or on the date specified in the amendments.

## **Article 18 – Signing Authorities**

- 18.1 **Signing Officers.** The following Directors shall be the signing officers for the EYSC;
- The Treasurer;
  - The President; and
  - one (1) other EYSC Director appointed by the EYSC Executive and Board of Directors by a two-thirds (2/3) Majority Vote. This Director shall fall onto the same elective year of either the Treasurer or the President to ensure their presence through the next election.
- 18.2 **Required Number of Signatures.** All cheques, drafts, orders for payments of money, notes, acceptances and bills of exchange, contracts, documents or instruments in writing to be drawn against monies held in the name of the Club shall require at least two signatures, one of which must be the Treasurer.
- 18.3 **Conflict of Interest.** No two or more members of the same family shall have signing authority.



- 18.4 **Pre-Signing.** The pre-signing of blank cheques shall not be permitted.
- 18.5 **Extraordinary Expenses.** The following allocations require the approval, by separate motion, of a Majority Vote of the Executive and Board of Directors where at least three-fourths (3/4) of all Directors are present:
- capital purchases of one thousand dollars (\$1,000.00) or more; and
  - any expenditure not normally part of the operating budget of the EYSC.
- 18.6 **Binding Nature.** All contracts, documents and instruments in writing signed in accordance with this Article shall be binding upon the Club.
- 18.7 **Definitions.** The terms “contract, documents, or instruments in writing” as used in this Constitution shall include deeds, mortgages, hypothecs, leases, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

#### **Article 19 – Auditor**

- 19.1 **Appointment.** The Executive and Board of Directors shall appoint an independent auditor for the fiscal year to audit the financial statements of the Club.
- 19.2 **Affiliations.** The Auditor shall have no affiliation with the EYSC in any way other than that of Auditor or of a parent of a registered player.
- 19.3 **Report Availability.** The report of the auditor shall be made available at the Club Office no more than seven days prior to the AGM.
- 19.4 **Financial Statements.** Audited financial statements and balance sheets of the Club shall be retained indefinitely. However, supporting invoices, vouchers and other records may be destroyed on the recommendation of the auditor after three years following the fiscal year to which they pertain.

#### **Article 20 – Dissolution**

- 20.1 **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 and 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.

