



### Article 1: NAME

The name of this Club shall be **Whitby Iroquois Soccer Club**, (hereinafter referred to as the “Club”). The headquarters of the Club shall be located within the boundaries of the Durham Region Soccer Association, (hereinafter referred to as the “District”).

### Article 2: OBJECTS

The Club shall have the following objectives:

1. To promote, develop and foster growth and enjoyment of the game of soccer within the Town of Whitby.
2. 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 3: AFFILIATIONS

The Club shall be a member of the District 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:

1. FIFA
2. The Canadian Soccer Association
3. The OSA
4. The District

### Article 4: MEMBERSHIP

There are three classes of Membership, namely: Regular Member, Honourary Member and Life Member.

#### Voting Members

##### 4.1 Regular Member

A regular member, as defined herein, is registered with the Club, registered in The OSA registration system, entitled to one vote, and is either a:



- player who has attained the age of 18 years
- parent or guardian of a player who has not attained the age of 18 years
- Club team official
- 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, and is entitled to only one vote at a members meeting.

1. Player - a player who has attained the age of 18 years shall become a regular member with the Club upon acceptance and registration in The OSA registration system.
2. Parent/Guardian – a parent or guardian of a child who has not attained the age of 18 years at the time of registration shall become a regular member with the Club upon acceptance and registration of their child in The OSA registration system.
3. Team Official - a coach/assistant coach/team manager or technical staff member shall become a regular member with the Club upon acceptance and registration in The OSA registration system.
4. Administrator - 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 by the Club in The OSA registration system to be responsible for one or more of the functions required to operate the Club. For purposes of this definition, a member of the Club staff, a convener or director shall be classified as an administrator.

Any member who is not in good standing as determined by the Club's Board of Directors (hereinafter referred to as "the Board") shall not be considered an eligible voting member of the Club.

### **Non-Voting Members**

#### **4.2 Honourary Member**

The Board may designate an individual as an Honourary Member for a period of time to be specified by the Board.

An Honourary Member is afforded all rights of membership, including the right to attend and speak at members' meetings, but is not entitled to vote.

#### **4.3 Life Member**

The Board 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.



### **Discipline of Member**

Members are subject to discipline as set out in the Policies and Procedures of the Club, the District and 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 by the Board after a hearing has been held at which 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
- is expelled by the Board
- is no longer registered with the Club

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

#### **5.1 Structure of the Board**

The Club shall be governed by a Board which shall consist of no more than 13 individuals, or not less than 5, as may be amended from time to time in accordance with the Club's Policies & Procedures. These individuals shall hold the positions of:

President  
Vice-President  
Secretary  
Treasurer

#### **Additional Directors (1-9)**

Director of Discipline & Appeals  
Director of Governance  
Director of Events  
Director of Competitive Soccer  
Director of Senior Soccer  
Director of Youth Soccer  
Director of Mini Soccer  
Director of Indoor Soccer  
Director of Bingo

Non-Voting Member  
Immediate Past President



If the membership fails to elect up to 13 positions, an individual may be appointed to a position by the Board.

A Director may hold more than one position at the discretion of the Board.

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

A Director shall serve for a term of two (2) years.

A paid employee or individual engaged by the Club in a contract role may not hold a position on the Board of the Club.

### **5.2 Nominations and Elections**

Nominations for positions on the Board, and acceptance thereof by the nominee, may be made by any member 21 days in advance of the Annual General Meeting (AGM) or a Special General Meeting (SGM) called for that purpose. The Club shall publish a list of such nominees 14 days in advance of such AGM or SGM called for that purpose.

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.

The positions of President or Vice President may only be filled by a board member who has served on the Board for the two previous consecutive years leading up to the AGM. Should there be no board member to fill the positions of President or Vice President, the current board may make a recommendation to the membership.

#### **Director Vacancy**

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

A vacancy on the Board and the respective position(s) held, caused by death, or resignation, which has been accepted by the Board, shall be filled by a majority vote of the Board. The successor Director shall hold his or her incumbent's position(s) until the next Annual General Meeting.

#### **Removal of Director**

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



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

A Member of the Board holding his or her respective position(s), as Director or other position(s), may be removed from office in accordance with the Club's Policies and Procedures. If the Board removes a Director, the Board may appoint a successor to the position(s) until the next Annual General Meeting.

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

The Directors shall be subject to the Conflict of Interest Policy in the Club's published Policies and Procedures.

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

The Board 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 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 administrative and technical staff 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 may also revoke, for cause, any appointment providing that it has followed the procedures for the revoking of an appointment as outlined in the Club's published rules.

### **Duties of Directors**

*President*

October 17, 2011



Except as provided for in the Dispute Resolution Policy of The OSA, the President, or designate, shall preside at all general meetings of the Club and of the Board. 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
- co-ordinate all duties of the Board, committees, staff, and
- shall be the spokesperson for the Club

### *Vice-President*

The Vice President shall:

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

### *Treasurer*

The Treasurer shall:

- conduct the financial affairs of the Club
- ensure that full and accurate records are kept of the accounts of the Club
- report to the Board monthly in writing
- 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, and, in the absence of the president and vice-president, preside until the immediate election or appointment of a new presiding officer.



### *Other Director Positions*

The duties of other director positions shall be determined by the Board consistent with the Club's Policies and Procedures.

### **Article 6: MEETINGS**

#### **Annual General Meeting:**

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 may determine. Such notification shall be by one or more of the following:

- website notice
- posting at Club office
- any other method determined by the Board

The Club shall hold its Annual General Meeting not later than December 31 each year.

The agenda of the Annual General Meeting shall include but not be limited to the following:

- Introductions
- Minutes of Previous Annual General Meeting
- President's Address
- Directors' Reports
- Treasurer's Report
- Auditor's Report
- Appointment of Auditors
- Other Reports
- Questions & Answers
- Amendments to the Constitution
- Other business
- Nomination and Election of Directors
- Adjournment

#### **Special General Meeting:**

A Special General Meeting of the Club:

- a) may be called by the Board, or
- b) shall be called by the Board 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 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.

### **Voting at Annual or Special General Meeting:**

Members of the Club who have attained the age of 18 years, shall have the right to attend, speak and vote at Club meetings. Members who have not attained the age of 18 years, may only attend meetings and speak.

### **Quorum at Annual or Special General Meetings**

Twenty-five eligible voting members present shall form quorum at all general meetings of the Club. Any question shall be decided by a majority of the votes unless otherwise required by this Constitution or other law.

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

Voting by proxy is not permitted.

### **Board Meetings**

The Board shall meet monthly upon 14 days notice given by the President and Secretary, at such place and time as the Board may determine.

### **Voting and Quorum at Board Meetings**

A majority of the members of the Board 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 (with the exception of the President) is entitled to cast one vote. The President shall have no vote except, in the case of a tie, when the President shall cast the deciding vote.

### **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 Policies and



Procedures of the Club.

### **Article 9: AMENDMENTS TO THE CONSTITUTION**

Constitutional amendments:

- may be proposed by the Board, 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 prior to the AGM, as well as by a two-thirds vote of the eligible membership in attendance at such a meeting of the Club duly called

Proposed amendments shall be made available to the membership by publication on the Club website or available in hard copy at the Club office.

Members entitled to vote shall be notified of the said members' meeting about constitutional amendments by one or more of the following methods:

- website notice
- posting at Club office
- any other method determined by the Board

### **Article 10: POLICIES AND PROCEDURES**

The Club shall have in place Policies and Procedures as approved and published by the Board of Directors which shall comply with this Constitution and the Policies and Procedures of all higher level governing organizations.

Amendments to the Policies and Procedures may be made by a majority vote of the Board of Directors.

### **Article 11: INDEMNITY**

Members of the Board, Club staff and volunteers, 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 audited annually by a public accounting firm approved by the members of the Club. The audited statements shall be presented to the Annual General Meeting for adoption. At the Annual General Meeting of the Club, a public accounting firm shall be appointed to



perform the audit.

The fiscal year of the Club shall end on September 30th of each year.

### **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 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.

### **Article 15: APPEALS**

a) Any member of the Club directly affected by a decision of the Club may appeal such decision to the District. The denial or termination of membership in the Club may be appealed by that individual. Appeals shall be conducted in accordance with the published rules of The OSA and the District.

b) An individual shall NOT appeal a decision made by the Board 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.

c) 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



# WHITBY IROQUOIS SOCCER CLUB

## Constitution

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 letters patent, by-laws and published rules.