SWRSA CONSTITUTION
As at January 8, 1996
Amended November 24, 2018

The By-Laws and Rules and Regulations deal with matters specific to the South-West Regional Soccer Association. Where there is a discrepancy between policies within and those of higher bodies, the policies of the governing body shall take precedence except where it is specifically noted that changes have been made to accommodate local concerns.

It is the right of the President/Chair of SWRSA to invoke the use of Roberts Rules of Order at his/her discretion during any meeting. (See 10.1)

ARTICLE 1: NAME

1.1 The name of the organization shall be the South-West Regional Soccer Association, hereinafter referred to as the District Association.

1.1.1 The District Association shall be a Member of the Ontario Soccer Association and shall follow the published rules of The OSA. The District Association is subject to the published rules in declining order of authority of the following governing organizations:

1. Canadian Soccer Association;
2. Ontario Soccer Association; and
3. The District Association.

ARTICLE 2: OBJECTIVES

2.1 The District Association shall have the following objectives:

- To promote, develop and administer the game of soccer, both indoor and outdoor, in the District.
- To represent and act on behalf of The Ontario Soccer Association, hereinafter referred to as The OSA, in the administration of OSA programs within the District.
• To represent and act on behalf of its Member organizations and assist them develop and effectively administer soccer programs that promote the development of the mental, physical, social, and leadership skills of their Members.

ARTICLE 3: HEAD OFFICES

3.1 The Head Office of the District Association shall be within the District boundaries of Waterloo, Wellington, Dufferin, Perth, and Grey Counties in the Province of Ontario.

ARTICLE 4: SEAL

4.1 The Seal, an impression of which is stamped in the By-Laws, shall be the Seal of the District Association. The Secretary / Administrator of the District Association shall have custody of the Seal.

ARTICLE 5: ORGANIZATION

5.1 The District Association shall be composed of members as hereinafter set out, and it shall be managed by a Board of Directors as stated in these By-Laws.

ARTICLE 6: MEMBERSHIPS

6.1 The District Association shall be composed of the following categories of Members:

6.1.1 Active Membership shall be open to Clubs that meet the following criteria:

• are properly constituted soccer clubs
• have their headquarters in the District
• operate within defined boundaries as set out by the OSA or in the Rules & Regulations

All Clubs shall have a Constitution that meets the minimum requirements regarding a Club Constitution in accordance with the OSA published Model Constitution.

A Club which meets the OSA definition of:

• professional club which operates professional team(s) only
• club which operates both professional and amateur teams
• social club
can apply in writing for an exemption from any minimum requirement for a Club Constitution, subject to the approval of the Board of Directors of the both the District Association and The OSA.

6.1.2 Associate Membership

Associate Membership which shall be open to such organizations as District Leagues, school, college and university leagues, and referee, coach and trainer Associations, and other soccer oriented bodies.

6.1.3 Life Membership.

The Board of Directors may confer a Life Membership upon a person.
- Life Members are afforded all rights of Membership and shall have a voice but no vote at a general meeting of the District Association.
- Life Membership cannot be conferred on an active member

ARTICLE 7: MEMBERSHIP FEES

7.1 Annual membership fees for each category of membership shall be established by a majority of votes present at a General Meeting of the District Association.

Except where mandated by The OSA published rules, the annual Membership fees shall be set by the Board of Directors and ratified by the Membership at a general meeting of the District Association.

ARTICLE 8: ANNUAL GENERAL MEETING

8.1.1 The Annual General Meeting of the District Association shall be held on or before December 31st of each year. All members shall receive sixty (60) days clear notice of
the meeting date and fourteen (14) days clear notice of the time and location of the meeting

8.1.2 All proposed amendments to the By-Laws shall be forwarded in writing to the District Association no later than thirty (30) days prior to the Annual General Meeting.

8.1.3 Copies of the proposed amendments to the By-Laws shall be sent to all members not less than fourteen (14) days prior to the Annual General Meeting at which they will be considered.

8.1.4 Amendments to the By-Laws will require a two-thirds (2/3) majority of votes present at the Annual General Meeting, unless otherwise required by Corporation Laws.

8.1.5 The order of business at an Annual General Meeting shall be:

1. Roll Call
2. Minutes of the Previous AGM
3. Presidents Address
4. Committee Reports
5. Registrar's Report
6. Treasurer's Report and Financial Statements
7. Amendments to the Constitution
8. Auditor's Report
9. Appointment of Auditors
10. Unfinished Business
11. Roll Call
12. Election of Board of Directors
13. New Business
14. Adjournment

ARTICLE 9: SPECIAL GENERAL MEETING

9.1 A Special General Meeting may be called by the Board of Directors by its own motion.

9.2 A Special General Meeting shall be called within thirty (30) days following the receipt of a written request by members representing not less than one-third (1/3) of the eligible votes.

9.3 All Members shall receive seven (7) days clear notice of the date, time and location of any Special General Meeting.
9.4 Only the business for which the Special General Meeting has been called will be dealt with.

ARTICLE 10: RULES OF ORDER

10.1 All meetings of the District Association shall be conducted in accordance with Robert’s Rules of Order insofar as they may apply.

ARTICLE 11: PRESIDING OFFICER

11.1 The President or his appointed Delegate shall preside at all General Meetings of the District Association, and in his absence the Vice-President shall take the chair. The absence of both of these officers shall require the selection by the Board of Directors of a pro tem Presiding Officer.

ARTICLE 12: QUORUMS

12.1 A majority in terms of eligible votes of the Membership shall form a quorum at all General Meetings.

ARTICLE 13: VOTING

13.1 Those who shall be qualified to vote and take part at General Meetings of the District Association shall be the accredited delegates of organizations in SWRSA’s membership.

13.1.1 The number of accredited delegates and the number of votes (14.1-3) allowed to active members shall be specified within the By-Laws.

13.2 Each active or associate member shall attend the annual general meeting as set out in the Bylaws as a single delegate or as a group of delegates. The names of the active member’s Representative and all delegates or alternates must be designated before or at registration on attendance at the annual general meeting and any meeting by written letter to SWRSA. For convenience, this form will be available.

13.2.1 Each active member or associate shall:
1. By written form or letter, accredit one delegate to stand as their Representative at the Annual General Meeting.
2. Be entitled to have all of its votes cast by this Representative, but not by any other member organization.
3. Understand that only the accredited Representative may speak for a Club.
4. Understand that voting entitlement cannot be passed from one active member to another active member except by proxy as set out in the Bylaws.
5. Member proxy from one active member to another member must be recorded at the District Office at least four days prior to any annual general meeting. A SWRSA Proxy Form must be used.

13.2.2 In the event the active or associate member’s representative must leave the Annual General Meeting, the representative may assign his/her voting privilege to a member-designated alternate from the member’s organization. This shall be done using the available form at the Recording Secretary’s desk.

13.3 At all meetings of the District Association, voting shall be BY SECRET BALLOT.

13.3.1 Decisions shall be reached by a simple majority (50% of the eligible votes + 1), unless otherwise required by the By-Laws of the District Association.

13.4 An appointed scrutinizer shall total the votes and report same to the Presiding Officer, who shall announce the results to the Assembly for record.

13.5 The President shall have a deciding vote only where there is a tie vote.

13.6 Members of the Board of Directors shall have a voice but shall not vote at any General Meeting.

13.7 Members of the Board of Directors may not sit as a voting delegate at any General Meeting.

ARTICLE 14: DELEGATES TO GENERAL MEETINGS

14.1 An Active Member of the Association shall be entitled to one (1) vote for each Forty dollars ($40), or part thereof, of registration fees retained by the District Association.

14.2 An Associate Member shall be entitled to one vote on any matter.

14.3 Each Life Member shall have no vote but may introduce and debate any matter deemed relevant to the business of the District Association.
ARTICLE 15: THE BOARD OF DIRECTORS

15.1 The business of the District Association shall be conducted by a Board of Directors comprised of: President, Vice-President and five Directors at Large.

15.2 The election of the Board of Directors shall be by SECRET BALLOT at the District Association’s Annual General Meeting. The position of Treasurer and Administrator shall be appointed by the Board of Directors.

15.3 No person shall be ACCLAIMED to any position. The nominee must obtain a simple majority of the votes.

ARTICLE 16: MEETINGS OF THE BOARD OF DIRECTORS

16.1 The Board of Directors shall meet not less than monthly at the call of the President. A majority of members shall form a quorum at all meetings.

ARTICLE 17: MEMBERS OF THE BOARD OF DIRECTORS

Executive Committee:

The Executive Committee will consist of the President, Vice President and an appointed Director. In order to be nominated for the position of President or Vice President, the nominee must have served one year on the Board within the previous two years. Should there be no individual meeting these criteria to fill the position of President or Vice President the current Board may make a recommendation to the membership.

17.1 The following shall be elected for a two (2) year term at the Annual General Meeting held in even-numbered years: President and three (3) Directors at Large.

17.2 The following shall be elected for a two (2) year term at the Annual General Meeting held in odd-numbered years: Vice-President and two (2) Directors at Large.

17.2.1 Nominations shall be forwarded, with the nominees signed consent, on a provided form to the District Association no later than thirty (30) days prior to the Annual General Meeting.

17.2.2 Received nominations shall be posted on the District website not less than fourteen (14) days prior to the Annual General Meeting.
17.2.3 Nominations from the floor will only be accepted under the following circumstances:

1. No valid nominations were received by the District Association.
2. All received valid nominations are withdrawn.
3. All received valid nominations were defeated by secret ballot vote at the AGM.
4. A received nomination is re-nominated for a subsequent position after having been defeated for the position for which they were nominated.

17.3 The President shall preside at all meetings of the District Association and he/she shall have a deciding vote only.

17.3.1 The President of the District Association shall be District Representative to The OSA unless the President declines the position or is removed from the position by a majority vote of the Board of Directors.

17.3.2 In the event the President declines, or is removed from, the District Representative position, the Board of Directors, by majority vote, shall elect one of its Board Members to the position. The term of office of the District Representative will be in accordance with the published rules of the OSA.

17.4 The Vice-President shall be the senior officer next to the President, and he/she shall preside at all meetings in the President's absence. He/she shall have such other duties as prescribed.

17.5 The Administrator shall be responsible for the duties as described in the job description and other duties as prescribed.

17.6 The Treasurer shall be responsible for the fiscal affairs of the District Association. He/she shall be bonded in an amount set by the Board of Directors and shall be a non-voting Board of Directors member.

17.7 The Administrator shall be responsible for all aspects of player registration and transfers, trial permits and shall be a non-voting Board of Directors member.

17.8 The Board of Directors Member shall vacate his/her seat temporarily when matters pertaining to, or appear to pertain to, his/her area of club affiliation are being discussed.
17.9 The Board of Directors Members shall have such duties as prescribed by the President.

17.10 The President and Vice-President must not be affiliated with any Club in Membership.

ARTICLE 18: Power of the Board of Directors

18.1 The Board of Directors of SWRSA is hereby authorized from time to time:

1. To borrow money upon the credit SWRSA in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;

2. To issue debentures or other securities of SWRSA;

3. To pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;

4. To mortgage, hypothecate, charge or pledge or give security in any manner whatever upon, all or any of the property, real and personal, immovable and moveable, undertaking and rights of SWRSA, present and future, to secure any debentures or other securities of the liability of SWRSA, present or future;

5. To delegate to such Officer(s) or staff of SWRSA as the Directors may determine and approve all or any of the foregoing powers to such extent and in such manner as the Directors may determine.

6. If the board in one fiscal year would like to spend over $750,000 on one single purchase, the Board must call an SGM.

ARTICLE 19: VACANCIES / REMOVAL of Board of Directors’ Members

19.1 The Office of a Member of the Board of Directors shall be vacated upon:

19.1.1 Resignation in writing.

19.1.2 If he/she becomes incapable of performing the business of the District Association.

19.1.3 If he/she absents himself/herself from three (3) meetings of the District Association without notice in writing to the Meeting Secretary or for cause being: soccer-related business, job-related business or family-related business.
19.1.4 If he/she be removed by resolution of the District Association for good and sufficient cause.

19.2 Should a vacancy occur on the Board of Directors; the Board of Directors may appoint a person to fill the vacancy until the next Annual General Meeting.

ARTICLE 20: AUDITORS

20.1 The accounts of the District Association shall be audited annually, following the end of the fiscal year on September 30.

20.2 The Auditors shall be appointed by the delegates at the Annual General Meeting.

ARTICLE 21: STANDING COMMITTEES

21.1 The District Association may constitute such Committees as it deems necessary to ensure the efficient administration of its affairs, including;

21.1.1 Standing Committee on Soccer Development.

It shall be the duty of this Committee to be responsible for the development of players, coaches and referees at all levels of competition.

21.1.2 Standing Committee on Competition.

It shall be the duty of this committee to regulate all matters dealing with the establishing and maintaining of all cup competitions and tournaments coming under the jurisdiction of this Association.

21.1.3 Standing Committee on Appeal and Discipline.

It shall be the duty of this Committee to investigate the validity of all appeals made to this Association, and to hear all valid appeals and render a decision. The Committee shall investigate any complaints made respecting any member of the District Association who is alleged to be guilty of any misconduct. They shall render a decision after such investigation.
ARTICLE 22: OTHER REGULATIONS

22.1 The District Association may make such miscellaneous Rules and Regulations as may be deemed necessary to promote, develop and govern the game of soccer.

22.2 The District Association may impose such other regulatory measures as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction.

22.3 No such regulation may violate the individual's rights and freedom, except as may be required to protect the rights and freedom of any other individual and ensure the stability of the basic structure of the game.