

# Clarkson Sheridan Soccer Club

## Constitution (November 2007)

### 1. NAME

- 1.1. The name is the "Clarkson Sheridan Soccer Club". In this Constitution it may simply be referred to as the "Club" or "CSSC".

### 2. OBJECTIVES

- 2.1. To promote and develop the game of soccer within its area of operation.
- 2.2. Mission Statement: To build self-esteem in the children of our community by developing athletic skills and sportsmanship through fun and friendly competition.

### 3. HEAD OFFICE

- 3.1. The Club shall be incorporated with its Head Office in the City of Mississauga.
- 3.2. The area of operation for the Club is within the City of Mississauga south of Dundas Street from Winston Churchill Boulevard east to the Credit River.

### 4. SEAL

- 4.1. The Seal, an impression of which is stamped on this Constitution, shall be the Seal of the Club. The Secretary shall have custody of the Seal.

### 5. AFFILIATIONS

- 5.1. The Club shall function as an independent affiliate of the City of Mississauga, Recreation and Parks.
- 5.2. The Club shall be a member of the Peel-Halton Soccer Association (PHSA) and shall follow the published rules of PHSA and OSA.

### 6. MEMBERSHIP

#### 6.1. Classes of Membership

- A. **Voting Members** (All must be over 18 years of age)
  - a) Registered Administrators of the Club (members of the Leadership Team).
  - b) Registered Club Coaches, Club Managers, Club Referees
  - c) Any other registered Club volunteer admitted to Voting Membership by resolution of the Executive.

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.

- B. **Individual Members**

- a) all individuals over 18 years of age, excepting those listed in A. above, who are registered with CSSC
- b) parents/guardian of registered Members under the age of 18.
- c) sponsors of a Club team
- d) any person assisting the Club

This class of Member shall have no voting rights at any Members' meeting.

Registered players who are minors must be residents of the City of Mississauga unless special arrangements have been made with the City of Mississauga, Recreations and Parks.

#### C. Honourary Members

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

#### D. Life Members

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.

### 6.2. 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 Constitution or Rules and Regulations of the Club, or brings the Club into disrepute, may be reprimanded, suspended, or expelled from the Club after a hearing by the Executive of the Club at which hearing the Member is entitled to attend.

### 6.3. Termination of Membership

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

- 1. if the Member submits a signed letter of resignation to the Club; or
- 2. if the Member is expelled by the Executive of the Club; or
- 3. if the Member is no longer registered with the Club

### 6.4. Membership Fees

Payments of annual dues may be required if proposed by the Club Executive and approved by an Annual General Meeting.

### 6.5. Membership Renewal

Members wishing to renew their status for the coming year shall pay any fee required for that year prior to the close of registration of players.

## 7. GENERAL MEETINGS

### 7.1. Annual General Meeting

- 7.1.1. The Annual General Meeting shall be held in the months of October or November at a time and place to be determined by the President.
- 7.1.2. All Members shall receive fourteen (14) days clear notice of the date, time and location of the Annual General Meeting. Notice will be given by one or more of the following: e-mail, website notice, newspaper notice, posting at the Clubhouse.
- 7.1.3. The Agenda, to be prepared by the President, will include
  - a) Approval of Minutes of previous Annual General Meeting
  - b) President's Report
  - c) Treasurer's Report
  - d) Business arising out of Treasurer's Report
  - e) Appointment of Auditors
  - f) Other Reports
  - g) Amendments to the Constitution and Rules & Regulations
  - h) Election of Executive
  - i) Introduction of new business
  - j) Adjournment
- 7.1.4. The Chairman may, at his discretion, introduce any special business for discussion after approval of the Minutes.

## 7.2. Special General Meeting

- 7.2.1. Special General Meetings may be called by the President at any time and must be called on receipt of a signed, written requisition from at least nine Voting Members. The requisition must state the nature of the business to be discussed and the meeting must be held not later than one month from receipt of the requisition.
- 7.2.2. All Members shall receive fourteen (14) days clear notice of the date, time and location of any Special General Meeting. Notice will be given by one or more of the following: e-mail, website notice, newspaper notice, posting at the Clubhouse.
- 7.2.3. Only business for which a Special General Meeting has been called will be dealt with.

## 7.3. Rules of Order

- 7.3.1. All meetings of the Club shall be conducted in accordance with Robert's Rules of Order, insofar as they apply.

## 7.4. Presiding Officer

- 7.4.1. The President shall preside at all General Meetings of the Club, and in his absence, the Vice President-Operations shall take the Chair. The absence of both of those Executive members shall require the selection, by the Club Executive, of a pro-team Presiding Officer.

## 7.5. Quorum

- 7.5.1. Twenty Five Voting Members shall form a quorum at all General Meetings.

## 7.6. Voting

- 7.6.1. Every Member shall have the right to attend and speak at Members' meetings, but only Voting Members shall have the right to cast a vote.
- 7.6.2. At all meetings of the Club, voting, except for elections, shall be by show of hands unless a poll is requested. Decisions shall be reached by a simple majority unless otherwise required by the Constitution of the Club or Corporation Law.

- 7.6.3. If a poll is required, appointed scrutineers shall total the votes and report same to the Presiding Officer, who shall announce the results to the assembly for the record.
- 7.6.4. The President shall have a casting voting only.
- 7.6.5. The Leadership Team shall have a voice and a vote at General Meetings.

## **8. EXECUTIVE**

### **8.1. Members of the Executive**

8.1.1. The Club shall be governed by an Executive which shall conduct the business of the Club during the periods between General Meetings of the Club. The Executive shall consist of six (6) individuals. These individuals shall hold the positions of:

- President
- Vice President-Operations
- Vice President-Competitive
- Secretary
- Treasurer
- Director-at-Large

8.1.2. The Executive will provide planning, direction and leadership to the Leadership Team. As necessary to achieve the Club's objectives, the Executive will, from time to time, organize the Leadership Team into programs and committees under the direction of a member of the Executive.

8.1.3. The President shall be a member of the Leadership Team and all other committees formed within the Club.

### **8.2. Tenure and Elections**

8.2.1. The following shall be elected a two (2) year term at the Annual General Meeting held in odd-numbered years:

- President
- Vice President-Competitive
- Treasurer

8.2.2. The following shall be elected for a two (2) year term at the Annual General Meeting held in even-numbered years:

- Vice President-Operations
- Secretary
- Director-at-Large

8.2.3. Nominations for, and election of, each Executive member will be held at each Annual General Meeting. Nominations of individuals not present at the meeting must be accompanied by a signed letter of acceptance from the nominee.

8.2.4. Nominees shall be Voting Members in good standing.

8.2.5. Only Voting Members in attendance are eligible to cast ballots.

8.2.6. Each vacant position will be voted on separately in the order specified above.

### **8.3. Meetings of the Executive**

- 8.3.1. The Executive shall meet not less than quarterly upon 14 days notice given by the President, at such place and time as the President may determine.
- 8.3.2. A majority of the Executive shall form a quorum at all meetings.
- 8.3.3. Voting is by a show of hands.

#### 8.4. Duties of the Executive

- 8.4.1. President                      The President shall direct the affairs of the Club, to preside at all General and Executive meetings, to enforce the Constitution, in case of a tie vote to decide the issue, to represent the Club at PHSA and like meetings and to maintain a working relationship with the Mississauga Recreation and Parks Department, neighbouring soccer clubs, and other agencies with related or common interests (e.g., Service clubs).
- 8.4.2. Vice President-Operations      The Vice President-Operations shall assist the President, to assume the powers and duties of the President in his absence, and assume such responsibilities, duties and appointments on committees as deemed necessary by the Executive.
- 8.4.3. Vice President-Competitive      The Vice President-Competitive shall assume such responsibilities, duties and appointments on committees as deemed necessary by the Executive.
- 8.4.4. The Secretary                      The Secretary shall maintain all documentation necessary for continuity and consistency in Club activities, minutes of General and Executive Meetings, Correspondence, registers of Club Members and sponsors, etc.
- 8.4.5. The Treasurer                      The Treasurer shall maintain all Receipts and Disbursements and ensure they are timely, properly authorized, consistent with Club objectives and properly accounted for following Generally Accepted Accounting Principles. The Treasurer will present, to the Annual General Meeting, an audited Statement of Accounts.
- 8.4.6. Director-at-Large                  The Director-at-Large shall assume such responsibilities, duties and appointments on committees as deemed necessary by the Executive.

#### 8.5. Vacancies

- 8.5.1. The office of a member of the Executive shall be vacated:
  - a) upon resignation in writing
  - b) if he becomes of unsound mind or otherwise
  - c) if he absents himself from two (2) meetings of the Executive without satisfactory reason
  - d) if he be removed by resolution of the Club for good and sufficient cause
- 8.5.2. Should a vacancy occur on the Executive, the President may appoint a person to fill the vacancy until the next General Meeting.

#### 8.6. Removal of a Member of the Executive

No member of the Executive shall be removed for arbitrary reasons but may be removed if:

- 8.6.1 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

8.6.2 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.

8.6.3 A member of the Executive holding his or her respective position(s), as Director or other position(s), may be removed from office by the Executive for good and sufficient cause by a 2/3's vote of the Executive members present, provided notice to remove the Director has been given to all Directors of the Club. If a Director is removed by the Executive, the Executive may appoint a successor to the position(s) for the remainder of the term(s) being filled.

8.6.4 A member of the Executive 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.

## 8.7. Leadership Team

8.7.1. The Leadership Team shall consist of the Executive plus members appointed by resolution of the Executive Committee to hold office during the year.

8.7.2. The Leadership Team shall include Directors, Registrar, Managers, Coordinators and Conveners as appointed by the Executive.

8.7.3. The Leadership Team shall meet monthly based on a published schedule to deal with operational issues as determined by the Executive. Each member of the Leadership Team shall have a vote at such meetings.

## 8.8. Conflict of Interest

8.8.1. All members of the Executive and the Leadership Team shall comply with the Conflict of Interest Policy of OSA.

# 9. FINANCIAL

## 9.1. Audited Financial Statements

9.1.1. The accounts of the Club shall be audited annually, according to the requirements of The Ontario Soccer Association, and the correctness of the Financial Statement ascertained by the Auditor, who shall be an accredited accountant.

9.1.2. The Auditor shall be appointed by the Members at the Annual General Meeting.

9.1.3. The Fiscal Year will be October 1<sup>st</sup> to September 30<sup>th</sup> in each year.

9.1.4. The auditors report and the audited financial statements shall be presented annually to the Membership at the Annual General Meeting.

## 9.2. Borrowing

9.2.1. The Executive may from time to time

1. borrow money on the credit of the Club;

or, with prior approval of a majority of the Voting Membership at an Annual General Meeting or Special General Meeting called for that purpose:

2. issued, sell or pledge securities of the Club; or
3. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Club, including book debts, rights, powers, franchise and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation of liability of the Club.

9.2.2. From time to time the Executive may authorize any Executive member or employee of the Club or any other person to make arrangements with the reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Club as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Club.

### 9.3. Purchase and Signing Authority

9.3.1. The Executive members with signing authority for the Club and all its operating Divisions shall be the President, the Treasurer and the Vice-Presidents.

9.3.2. Any and all cheques shall require two (2) signatures of signing members.

9.3.3. All contracts executed on behalf of the Club shall be co-signed by the President or a Vice-President.

9.3.4. Any purchase order in excess of the approved budget limit for any area of the Club's operations shall require the approval of the President or a Vice-President.

### 9.4. Indemnity

9.4.1. Members of the Executive 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.

## 10. PERSONNEL

10.1. The Executive shall be empowered to hire or otherwise engage employees or contractors of CSSC, or appoint volunteer positions within CSSC, and shall fix their duties and remuneration if appropriate. The Executive may delegate any or all of these powers to such persons or committees as it sees fit.

10.2. The Executive has the power to dismiss any employee or contractor or may remove any head of committee, committee member or any volunteer with or without cause.

## 11. OTHER REGULATIONS

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

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

- 11.3. No such regulations may violate the individual's rights of freedom except as may be required to protect the rights and freedom of any other individual and to ensure the stability of the basic structures of the game.
- 11.4. Rules and Regulations may be amended or revised by a majority of the Executive, but any amendments or revisions are subject to approval by a majority vote of those Members present at the next General Meeting.
- 11.4.1. Rules and Regulations can only be amended or revised between the Annual General Meeting and the date for final registration of players.

## **12. DISPUTE RESOLUTION**

- 12.1. The Club shall adhere to the Dispute Resolution process as published and approved by The OSA from time to time.
- 12.2. 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.
- 12.3. The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
- 12.4. The Club shall make available to any Member the Dispute Resolution process when requested.

## **13. HARASSMENT**

- 13.1. The Club shall adhere to the Harassment Policy as published and approved by The OSA from time to time.
- 13.2. The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of the Club.
- 13.3. 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.
- 13.4. The Club shall make available to any Member the Harassment Policy when requested.

## **14. APPEALS**

- 14.1. 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.
- 14.2. A decision of the Club may be appealed to the Peel Halton Soccer Association. The appeal shall be conducted in accordance with The OSA's and District Association's published rules.
- 14.3. An individual shall not appeal a decision made by the Executive 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.
- 14.4. An individual shall not appeal a decision made by the Club regarding a player's team assignment.

## **15. DISSOLUTION**

- 15.1. Upon passage of a Resolution at the Annual General Meeting whereby two thirds (2/3) of the Voting Members present approve a motion to dissolve the Clarkson Sheridan Soccer Club, the net assets after payment of all debts shall be transferred to a similar soccer club or clubs as may be determined by a majority vote of the Members. If majority resolution can not be achieved then the net assets shall be transferred to the Corporation of the City of Mississauga or such successor municipality. Such transfers will occur no sooner than Thirty (30) days from the date of motion and no longer than Sixty (60) days. Dissolution will be overseen by the appointed Auditors at that time.

## **16. AMENDING PROVISIONS**

- 16.1. All proposed amendments to the Constitution shall be forwarded in writing to the Club no later than thirty (30) days prior to the Annual General Meeting or a Special General Meeting called for that purpose.
- 16.2. Notice of the proposed amendments to the Constitution shall be made available to all Members via the Club website, not less than fourteen (14) days prior to the General Meeting at which they will be considered.
- 16.3. Amendments to the Constitution will require a majority vote of those Members present at the General Meeting unless otherwise required by Corporation Law.