

West Rouge Soccer Club

CONSTITUTION and BY-LAWS

Version 1.3

Revisions

- 1.0 Core document approved at a Special General Meeting January 30, 2006**
- 1.1 Amendments from 2012**
- 1.2 Amendments from AGM October 2014 and document re-format**
- 1.3 Amendments from AGM January 2016**

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West Rouge Soccer Club Constitution

ARTICLE 1 – NAME

The name of the organization shall be “West Rouge Soccer Club” and/or “West Rouge” hereinafter referred to as the “Club”.

ARTICLE 2 – OBJECTIVES

The objectives of the Club shall be:

- (a) To develop a wholesome team sport for children and adults of all ages.
- (b) To develop an appreciation for the game of soccer and attain a high level of skill.
- (c) To promote the common interests of the members of the Club.
- (d) To provide a representative level of competition for those players with the desire and skills.
- (e) To encourage skill development in accordance with Club policies and guidelines.
- (f) To provide an enjoyable social and sporting experience for all players, coaches, managers and parents.
- (g) To promote the best interests of soccer in the community, city, province and country.
- (h) To endeavor to ensure that all operating costs incurred during the relevant fiscal year are funded in their entirety through membership fees and other funding initiatives, including corporate sponsorship.
- (i) To give effect to the Constitution and By-Laws as hereinafter set forth.

ARTICLE 3 – HEAD OFFICE

The Club’s headquarters shall be located in the City of Toronto, Ontario and within the boundaries of the District Association, and at such place as may be directed by the Board of Directors. The address of the Club shall be the mailing address of the Club President or as directed by the Board of Directors from time to time.

ARTICLE 4 – SEAL

The Seal, an impression of which is stamped on the By-Laws, shall be the Seal of the Club. The Secretary of the Club shall have custody of the Seal.

ARTICLE 5 – ORGANIZATION

The Club shall be composed of Members as stated in the By-Laws of the Club, and shall be managed by a Board of Directors constituted as stated in the By-Laws.

ARTICLE 6 – AFFILIATIONS

The Club shall be a Member of the Scarborough Soccer Association, hereinafter referred to as 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

West Rouge Soccer Club BY-LAWS

BY-LAW 1 – MEMBERSHIP

There shall be five classes of membership:

- Regular Member
- Honorary Member
- Sustaining Member
- Honorary Director
- Life Member.

BY-LAW 1-1 – REGULAR MEMBER

A Regular Members is:

A registered player

A registered member of the Club’s technical team

A registered Club coach

A registered Club game official

A registered Club administrator

“Registered” is defined as: approved for membership for the Club’s current calendar year, or for such period as otherwise defined by the Board of Directors for the outdoor and/or indoor season(s) if applicable, upon submission to the Club’s Registrar of a completed Club Registration Form; payment of the registration fee, if applicable; and, proof of age for players, if not previously registered with the club. In the case of individuals under the age of eighteen (18), a parent or legal Guardian must sign the Registration Form.

A player shall become a Regular Member when approved by the Club’s Registrar.

Upon application, a member of the Club's technical team shall become a Regular Member upon acceptance by the Directors of the Club.

Upon application, a coach shall become a Regular Member upon acceptance by the 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 purposes of this definition, a Director, a team manager, a division co-ordinator and/or convenor, and the Club's head referee shall be classified as an administrator.

BY-LAW 1-2 – HONORARY MEMBER

The Board of Directors may designate an individual as an Honorary Member for a specific period of time and with such privileges as are granted by the Board of Directors.

An Honorary Member shall not be required to pay any membership fees.

An Honorary Member has the right to attend and speak at Members' meetings, but shall have no right to vote.

BY-LAW 1-3 - SUSTAINING MEMBER

The Board of Directors may, at its discretion, admit as a Sustaining Member any individual who wishes to provide tangible assistance to the Club through financial or "in kind" support.

A Sustaining Member shall enjoy the rights, privileges and services as accorded from time to time by the Board of Directors, except that a Sustaining Member will have no right to vote unless otherwise entitled pursuant to the Constitution and By-laws.

BY-LAW 1-4- HONORARY DIRECTOR

The Board of Directors may from time to time appoint any past Director as an Honorary Director for a specific period of time.

An Honorary Director shall not be a voting member of the Board.

An Honorary Director has the right to attend and speak at Members' meetings, but shall have no right to vote unless otherwise entitled pursuant to the Constitution and By-laws.

BY-LAW 1-5 – LIFE MEMBER

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' meeting, but is not entitled to vote unless otherwise entitled pursuant to the Constitution and By-laws.

BY-LAW 1-6 – DISCIPLINE OF A MEMBER

A Member may be fined, censured, suspended or dismissed 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 By-laws 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.

BY-LAW 1-7 – TERMINATION OF MEMBERSHIP

(a) Membership in the Club may be terminated as follows:

(i) By resignation: any member may resign from the Club by giving notice, written or verbal to the Club's Registrar. If in writing, such resignation shall be deemed effective on the date it is received by the Registrar, or if verbal, when the Club accepts such resignation.

(ii) By dismissal: the Board of Directors may dismiss a member at any time for good and sufficient cause. No dismissal shall be deemed effective unless the member who is the subject of the dismissal has been notified, either in writing or by telephone, at the last known address or phone number of the member, whichever may be the case. If no objection is received from the member within thirty (30) days, inclusive of holidays and weekends, the dismissal shall be considered final.

(iii) By expiry of membership: Membership and playing rights may be restored upon re-registration and where there are vacancies available in the player's division.

(b) Upon termination of membership, the individual shall return immediately all property of the Club.

BY-LAW 2 – MEMBERSHIP FEES

The membership fee hereinafter shall be referred to as the “registration fee”, and registration fees, as determined annually by the Board of Directors, shall be payable to the Club for the applicable season.

BY-LAW 3 – GENERAL MEETINGS

BY-LAW 3-1 – NOTICE

Members shall receive a minimum of ten (10) days’ notice of the date, time and location of General Meetings. The Board of Directors will determine the nature of the notice that may include but is not limited to the following: regular mail, telephone, electronic mail, and/or posting on the Club’s website.

BY-LAW 3-2 – PRESIDING OFFICER

The President shall preside at all General Meetings of the Club, and in his/her absence the Vice-President shall take the Chair. The absence of both officers shall require the selection by the Board of Directors.

BY-LAW 3-3 – QUORUM

At the Annual General Meeting or Special General Meeting, twenty-five (25) members of the Club shall constitute a quorum for the transaction of business.

BY-LAW 3-4 – ANNUAL GENERAL MEETING

(a) The Club’s Annual General Meeting shall be no later than ninety (90) days following the end of the Club’s fiscal year.

(b) The Order of Business at the Annual General Meeting shall be as follows:

- Minutes of the Previous Annual General Meeting
- President’s Address
- Directors’ Reports
- Treasurer’s Report
- Other Reports
- Unfinished Business
- Amendments to the Constitution and/or By-laws
- Election of Board of Directors
- Other Business
- Adjournment

(c) The President may, at his/her discretion and upon proper notice to the Board of Directors and not in violation of the applicable Rules of Procedure, introduce any special business for discussion after the approval of the Minutes of the Previous Annual General Meeting.

BY-LAW 3-5 – SPECIAL GENERAL MEETING

- (a) A Special General Meeting may be called by the Board of Directors by its own motion.
- (b) A Special General Meeting shall be held within thirty (30) days following receipt of a written request submitted by registered mail, certified mail, trace mail, courier service, hand delivery, facsimile, or electronic mail, signed by not less than fifty (50) members of the Club, and setting out the item(s) of business to be conducted at the Special General Meeting.
- (c) Only the business for which a Special General Meeting has been called will be addressed.

BY-LAW 3-6 – VOTING

- (a) Only members who have attained eighteen (18) years of age at the time of the Annual General Meeting shall be eligible to vote.
- (b) Individuals who have attained membership as a result of the fact that they are a parent or guardian of a registered player or players under the age of sixteen (16) are entitled to cast only one vote per family.
- (c) Voting at General Meetings shall be by open vote, except for the election of the Board of Directors, which shall be by secret ballot.
- (d) An individual may cast only one vote regardless of the number of membership categories in which he/she is registered and/or appointed.
- (e) A member shall be permitted to vote only when he/she is present; there shall be no proxy votes.

BY-LAW 4 - BOARD OF DIRECTORS

A Board of Directors shall conduct the business of the Club. Directors of the Club shall be the President, Vice-President, Secretary, Treasurer, and not less than two (2) and as many as eight (8) Directors at Large where possible.

BY-LAW 4-1 – QUALIFICATIONS

- (a) To be eligible for election to the Board of Directors candidates must be Regular Members of the Club in good standing, at least 18 years of age, and not an undischarged bankrupt.
- (b) No two members of the same family shall have signing authority if elected to the Board of Directors.
- (c) To the extent possible, the Treasurer must possess the necessary accounting knowledge, skills and expertise to manage the books of the Club.
- (d) Nominated members for the Executive Positions of the Board of Directors (President, Vice-President, Secretary & Treasurer) must have at least two (2) years' experience on the board. The two (2) years' experience that prospective Executive members have served must have been within the past ten (10) years.

(e) In the case where an Executive Position is vacant and no current Board of Directors want to be nominated for the position, external nominations may be considered if approved by the Board of Directors.

BY-LAW 4-2 - TENURE

(a) The following positions shall be elected for a two-year term to the Board of Directors at the Annual General Meeting held on an even numbered year: President, Treasurer and as many as four (4) Directors at Large.

(b) The following positions shall be elected for a two-year term to the Board of Directors at the Annual General Meeting held on an odd numbered year: Vice President, Secretary and as many as four (4) Directors at Large.

(c) Upon election, the Board of Directors will be comprised of the elected Board members whose term has not expired (the "Current Directors") and the newly elected Directors (the "New Directors").

BY-LAW 4-3 - ELECTION

(a) A member in good standing must nominate individuals for election to the Board of Directors. The nomination shall be forwarded to the President of the Club if the nomination is prior to the Annual General Meeting, or to the Presiding Officer at the Annual General Meeting.

(b) The Members shall elect the Board of Directors by a majority vote. For purposes of election, the majority shall be defined as over fifty percent (50%) of the votes cast. 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.

(c) The election of Directors shall take place at the Annual General Meeting or at a Special General Meeting. The vote shall be by a secret ballot by those members eligible to vote, unless the nominee is elected by acclamation.

(d) The following procedure shall apply for the election of the Board of Directors:

(i) Scrutineers shall supervise the election process, and shall not disclose the numerical result of the ballot.

(ii) A prescribed ballot shall be used. 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.

(iii) The vote for each Director position shall take place until all such positions are elected, or acclaimed.

(iv) An unsuccessful candidate run for a position may choose to have his/her name remain on the ballot for the next available position, providing such a position remains open and he/she is nominated. To do so, he/she may verbally announce his/her acceptance of the nomination to run for the next available position as described herein, and the presiding officer over the meeting shall direct that his/her name be added to the ballot.

(v) A ballot will be spoiled if more than the prescribed number of names appears on the ballot.

(vi) A spoiled ballot shall not be counted as a vote cast in determining the majority.

BY-LAW 4-4 - VACANCIES

(a) The office of a Director shall be vacated:

(i) Upon resignation in writing;

(ii) If he/she becomes of unsound mind or otherwise incapable of performing the business of the Club;

(b) Should a vacancy occur among the Board of Directors, the Board of Directors may appoint a suitably qualified person to hold office until the next Annual General Meeting. An "officer" vacancy, i.e., President, Vic-President, Secretary and Treasurer shall be filled first from amongst elected Directors, and second from amongst Directors appointed by the Current Board. An individual appointed to any vacant position shall be chosen by a secret ballot vote by a majority of the Board of Directors.

BY-LAW 4-5 - REMOVAL OF DIRECTOR

(a) No member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:

(i) the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

he/she becomes incapable of performing the business of the Club,

she/he is absent from two of more meetings of the Board without satisfactory reason,

he/she no longer resides in reasonable proximity to the Club,

she/he becomes, or is discovered to be , an undischarged bankrupt; or,

(ii) the Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:

- she/he has been found guilty of an offence under the Harassment Policy of the OSA,
- he/she has been found guilty of an offence involving violence under the Discipline Policy of the OSA,

- she/he has failed to properly account for monies or other property belonging to the Club,
- he/she has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club.

(b) The Board of Directors may, by a seventy-five per cent (75%) majority vote, remove him/her from office for good and sufficient cause, provided notice to remove the Director has been given in writing to all Directors of the Club no less than twenty (20) calendar days prior to the date on which the meeting is held. The Director in question shall be invited to attend the meeting of the Board of Directors of the Club at which time such vote will be taken. It will be incumbent on the Board of Directors to replace the vacated Director until the next Annual General Meeting.

(c) 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 in writing to all Members of the Club no less than twenty (20) calendar days prior to the date on which the meeting is held. The Director in question shall be invited to attend the General Meeting of the Club at which time such vote will be taken. It will be incumbent on the Members of the Club to elect a successor until the next Annual General Meeting.

BY-LAW 4-6 - CONFLICT OF INTEREST

The Directors shall be subject to the *Conflict of Interest Policy 21.0* of the OSA's published rules.

BY-LAW 4-7 - 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 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 has followed the procedures for the revoking an appointment as outlined in the Club's published rules.

BY-LAW 4-8 - DUTIES OF DIRECTORS

President

Except as provided for in the Dispute Resolution Policy of the OSA, and 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, and 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 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; 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 by-laws, 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.

Directors at Large

The Board of Directors shall determine the duties of Directors at Large.

BY-LAW 5 - MEETINGS OF THE BOARD OF DIRECTORS

- (a) The Board of Directors shall meet not less than quarterly, upon seven (7) days notice given by the President and Secretary, at such place and time as the Board of Directors may determine.
- (b) A majority of Directors shall form a quorum.
- (c) Questions arising at any meeting shall be decided by a majority of votes where each Director is entitled to cast one vote.

BY-LAW 6 - COMMITTEES

- (a) The Board of Directors may constitute standing or other committees, as it deems necessary for the efficient administration of its affairs. The President shall be an *ex officio* member of all committees, except any Nominating Committee.
- (b) The Membership at any general meeting may establish a standing committee or special committee to carry out specific business or programs of the Club.

BY-LAW 7 – EXAMINATION AND VERIFICATION OF CLUB’S ACCOUNTS

- (a) The accounts of the Club shall be examined annually, and the correctness of Financial Statement ascertained.
- (b) The examination and certification of the Club accounts will be conducted by an independent and qualified individual appointed by the Board of Directors, and ratified by the Membership at the previous Annual General Meeting.
- (c) The Financial Statement shall be presented to the Annual General Meeting for adoption.

BY-LAW 8 – FISCAL YEAR

The fiscal year of the Club shall run from each January 1st to the following December 31st

BY-LAW 9 - LAWS OF THE GAME

- (a) The Club shall support and maintain the principles of the Laws of the Game as established by the International Football Association Board and recognized by FIFA, except as provided herein to accommodate differences in age or:
 - (i) In the case of house league teams, rules as specified by the Board of Directors;
 - (ii) In the case of representative teams, rules governing the league in which the team is registered;
 - (iii) In the case of an interlocking league, the rules governing the league in which the team is registered.
- (b) Changes shall come into effect in the playing season, as soon as possible, following their adoption.

BY-LAW 10 – RULES AND REGULATIONS

- (a) The Club may make such miscellaneous Rules and Regulations as may be deemed necessary to promote, develop and govern the game of soccer, and which are not inconsistent with this By-.
- (b) 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.
- (c) No such regulations may violate the individual's rights or freedom except as may be required to protect the rights or freedom of any other individual and to ensure the stability of the basic structure of the game.
- (d) No person or persons acting under the jurisdiction of the Club shall deny membership to, or expel, any person or party without just cause.
- (e) 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.

BY-LAW 11 - AMENDMENTS TO THE CONSTITUTION AND/OR BY-LAWS

- (a) All proposed amendments to the Constitution and/or By-Laws shall be forwarded in writing to the Club no later than thirty (30) days prior to the Annual General Meeting or at a Special General Meeting called for that purpose.
- (b) Copies of proposed amendments to the Constitution and/or By-Laws shall be made available to all members no less than ten (10) days prior to the Annual General Meeting at which they will be considered, or at a Special General Meeting called for that purpose.
- (c) Amendments to the Constitution and/or By-Laws will require a two-thirds (2/3) majority vote of eligible voting members present at the Annual General Meeting, or at a Special Meeting called for that purpose.
- (d) Amendments to the Rules and Regulations shall require a simple majority of those members present at the Annual General Meeting, or at a Special General Meeting called for that purpose.
- (e) Amendment to the Constitution and/or By-Laws become effective immediately upon approval at an Annual General Meeting, or at a Special General Meeting called for that purpose, or unless otherwise stipulated.

BY-LAW 12 - DISPUTE RESOLUTION

The Club shall adhere to the Dispute Resolution process as published and approved 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 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.

BY-LAW 13 - HARASSMENT

The Club shall adhere to the Harassment Policy as published and approved the OSA from time to time.

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, 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.

BY-LAW 14 - APPEALS

a) Any Member or registrant of the Club directly affected by a decision of the Club may appeal such decision. A non-Member may appeal the denial or termination of Membership in the Club.

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 published rules of the OSA and the District Association.

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 revocation 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.

BY-LAW 15 – INDEMNITY

Every member of the Board of Directors or other servant of 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 against them respectively in or about the discharge of their respective duties, except for such actions or events which occur as a result of their own willful neglect, negligence or default.

BY-LAW 16 – INSURANCE

Each fiscal year, liability insurance and sports accident coverage shall be purchased from the Ontario Soccer Association upon the decision of the Board to do so.

BY-LAW 17 – RULES OF ORDER

All meetings of the Club shall be conducted in accordance with Robert's Rules of Order insofar as they apply and except as may be otherwise stipulated in the By-laws or other Rules and Regulations of the Club.

BY-LAW 18 – 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 the Province of Ontario.