

Collingwood United Soccer Club

Club Constitution

Enacted – November 18th, 2007

5.1 amended Oct. 2011

1.2 amended Nov 2019

6.1 amended Nov 2019

6.2 amended Nov 2019

6.1 amended Apr 2021

ARTICLE 1: NAME

1.1 The name of this Club shall be the Collingwood United Soccer Club, hereinafter, referred to as the Club.

1.2 The headquarters of the Club shall be located within the District Boundaries of the Huronia District Soccer Association, hereinafter, referred to as the District Association. The head office of the Club shall be at **2A-101 Pretty River Parkway South, Collingwood, On L9Y 4C8** and at such other location – in the Town of Collingwood as the Board may from time to time determine by resolution.

ARTICLE 2: TERMINOLOGY

Terminology used in this By-Law shall have the same meaning as used by The OSA in its letters patent, By-Laws and published rules.

ARTICLE 3: OBJECTS

The Club shall have the following objectives:

3.1 To promote and develop the game of soccer within its boundaries.

3.2 To help individuals to 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.

3.3 The Club shall be a non-partisan, non-sectarian and non-racial organization operating without purpose of personal gain for its members. Any profits or other monies accruing to the organization shall be used solely in promoting the organizations objectives.

ARTICLE 4: AFFILIATIONS

4.1 The Club shall be a Member of the Huronia Soccer Association.

4.2 The Club 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 bodies to which it is affiliated:

1. The OSA
2. The District Association
3. The Club

Article 5: MEMBERSHIP

There are three classes of Member, namely, regular Member, Honourary Member and Life Member.

5.1 Regular Member

A regular Member is either: a registered player, registered club coach, registered club game official or a registered club administrator.

“An individual by virtue of being elected as a director on the Board, shall become a member of the Club.” – amended and included- 2011 AGM

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.

5.1.1 A player shall become a regular Member when registered with the clubs administrator.

5.1.2 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

5.1.3. 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

5.1.4 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 team manager and

a Director shall be classified as an administrator.

5.2 Honourary Member

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.

5.3 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' meetings, but is not entitled to vote.

5.4 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 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 Board of Directors of the Club at which hearing the Member is entitled to attend.

5.6 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;

2. if the Member is expelled by the Club's Board of Directors
3. if the Member is no longer registered with the Club

ARTICLE 6: BOARD OF DIRECTORS

6.1 The Club shall be governed by a Board of Directors shall consist of no more than 15 individuals or not less than 5, as may be amended from time to time in accordance with the Club's By-Laws.

6.2 Executive Committee of the Board of Directors shall consist of the following officers.

- a) Immediate Past President
- b) President
- c) Vice-President
- d) Secretary
- e) Treasurer

The above shall be elected by the Board from among their numbers at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are elected.

In emergency situations, decisions of the Board may be made by the unanimous vote of the members of the Executive Committee. The determination of whether a decision is an emergency one shall be made by the unanimous vote of the members of the Executive Committee.

6.2.1 President – The President shall be the chief executive officer of the Club and shall chair all membership and Board meetings. Subject to the authority of the Board, the President shall have general supervision of the affairs of the Club. The President shall conduct all Club business between Board meetings as generally directed by the membership and the Board; shall instruct other members as may be required to carry out the specific tasks in accordance with directives. The President shall be a member of all standing committees as directed by the Board from time to time.

6.2.2 Vice-President– The Vice President shall perform the duties of the President during the absence or disability of the President. The Vice

President shall have such other powers as the Board or the President may prescribe.

6.2.3 Secretary – The Secretary shall assist the President as instructed and shall attend and be secretary of all meetings of members of the Board and of committees of the Board and shall enter or cause to be entered into records kept for that purpose minutes of all proceedings thereat; he shall give or cause to be given as when instructed all notices to directors, members and members of committees of the Board. He shall have other duties as the Board or the President may prescribe.

6.2.4 Treasurer – The Treasurer shall keep proper accounting records in compliance with the Act and under the direction of the Board, shall control the deposit of money, safe-keeping of securities and the disbursement of funds of the Club; he shall render to the Board whenever required, an account of all his transactions as treasurer and of the financial position of the Club, and he shall have such other duties as the Board or the president may prescribe.

6.3 Directors – Directors may hold any of the positions listed below -

- *Technical Director*
- *Director of scheduling*
- *Director of Fields*
- *Director of Equipment*
- *Director of Fundraising*
- *Director of Referee's*
- *Director of Tournaments*
- *Director of Awards/Photos*
- *Director of Sponsorship*
- *Director of Web Page*
- *Director of Publicity/Stats*
- *Director of Uniforms*
- *Director of Social Activities*
- *Director of Volunteers*
- *Any other Director positions specified by the Club*

6.3.1 A Director may hold more than one position.

6.3.2 A Director shall be 18 years of age or older.

- 6.3.3 A Director shall not be an undischarged bankrupt.
- 6.3.4 A Director shall be a Regular Member of the Club.
- 6.3.5 A Director shall serve for a term of one year or until his or her successor is elected or appointed.
- 6.3.6 Executive Committee positions will serve for a two year term or until his or her successor is elected or appointed.

- After an initial Board of Directors has been appointed, the positions of President and Treasurer shall be elected in even numbered years while the positions of Vice-Presidents and Secretary be elected in odd numbered years.

6.4 Director Vacancy

A Director has the right to resign her or his position by submitting a signed letter of resignation to the Club, electronic submissions are acceptable.

A vacancy on the Board of Directors and their respective position(s) held, caused by death, or resignation which has been accepted by the Board of Directors, shall be filled by a majority vote of the Board of Directors. The successor Director shall hold his or her incumbent's position(s) for the remainder of the term being filled.

6.5 Removal of Director

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

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
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.

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

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 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.

6.6 The Directors shall be subject to the Conflict of Interest and Standards of Conduct Policy in the OSA's published rules.

ARTICLE 7: Nominations and Elections

7.1 Candidates for the office of director shall include the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating

Committee by the Executive Committee and the persons whose names are put in nomination by any member entitled to vote at any time before nominations are closed at the meeting of members at which the election of directors is held.

7.2 Election shall be by ballot - where

a) The number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and nominations must have a seconder.

b) The number of candidates nominated is greater than the number of offices to be filled; the election shall be by ballot

Article 8: Meetings:

8.1 Regular Board of Director Meetings:

There shall be at least one Board meeting every three (3) months.

A board meeting shall be held within 35 days of the annual meeting of members. Meetings of the Board may be called by the President or the Secretary, or any two (2) directors. Further, any director may call a Board meeting on providing written notice of the meeting and the purpose for the meeting to each director not less than fourteen (14) days before the meeting is to take place.

8.1.2 Notice: Except in the case of a Board meeting called by a single director, notice of Board meetings shall be delivered, mailed, telephoned or electronically sent to each director not less than three (3) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

8.1.3 Votes to Govern: At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote to decide the matter. Every question shall be decided by a show of hands, unless a poll on the question is required by ~ the Chairman or requested by any director. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes required in favour or against such resolution. If a request was made, by the

Chairman or any Director, before the vote for a recorded vote to be taken, the result will be recorded in the minutes.

8.1.4 Quorum: A majority of the Members of the Board of Directors shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes.

8.1.5 Remuneration of Directors: The directors as such shall not be paid any remuneration for their services. The directors may be remunerated in respect of out-of-the-pocket expenses incurred in attending meetings of the directors or the members or otherwise in respect of the performance of their duties, as the board may from time to time determine.

8.1.6 Indemnities of Directors: Every director and officer of the Club and his 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,

(a) all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own willful neglect or default.

8.1.7 Protection of Directors: The club shall indemnify each director and officer of the club, each former director and officer of the club and any person who acts or acted at the Club's request as a director or officer of a body corporate of which the Club is or was a member, shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal, or administrative action or proceeding to which he is made a party by reason of being or having been a director or officer of the Club or body corporate, and, with the approval of the court in respect of an action by or on behalf of the Club or body corporate to procure a judgment in its favor, to which he is made a by reason of being or having been a director of officer of the club or body corporate, against all costs, charges and expenses reasonably incurred by him in connection with such action, if he acted honestly and in good faith with a view to the best interest of the club and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

Insurance – The Club will purchase and maintain insurance for the benefit of the directors and officers of the Club against any liability incurred by any such person, in his capacity as a director or officer of the Club, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the Club, or in his capacity as a director or officer of another body corporate where he acts or acted in the capacity at the Club's request, except where the liability relates to his failure to act honestly and in good faith with a view to the best interests of the body corporate.

8.1.8 Responsibility for Acts: The directors from the time being of the Club shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Club, except such as shall have been submitted to and authorized or approved by the Board.

8.2 Annual General Meeting:

The Club shall hold its Annual General Meeting in October of the following year. The agenda of the Annual General meeting shall include:

1. Roll Call
2. Credentials Report
3. Minutes of Previous Annual General Meeting
4. President's Address
5. Officers' Reports
6. Treasurer's Report
7. Auditor's Report
8. Appointment of Auditors
9. Other Reports
10. Unfinished Business
11. Amendments to the By-Laws
12. Roll Call
13. Election of Officers and Directors
14. Any Other Business

Adjournment

8.2.1 Notification An official notice of each meeting shall be given to all Members at least 30 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine. Such notification shall be any or all of the following website notice, email, newspaper notice, radio or any other method determined by the Members.

8.2.2 Quorum: Twenty five voting Members or 25% of the voting Membership, whichever is less, shall form a quorum at all general meetings of the Club. Any question shall be decided by a majority of the votes unless otherwise required by this By-Law or other law.

8.2.3 Voting: Every regular Member aged 16 and over shall have the right to attend, speak and cast one vote at Members' meeting of the Club.

Every regular Member under the age of 16 shall have the right to attend and speak at Members' meetings, but any vote must be cast by a parent or guardian who shall also have the right to attend and speak on behalf of that Member at Members' meetings.

8.2.4 Proxies: Every regular Member, or parent or guardian of a regular Member under the age of 16, entitled to vote at a meeting of Members may by means of a proxy appoint a person, who need not be a Member, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. An individual may only hold one proxy.

8.3 Special General Meeting:

A Special General Meeting of the Club:

a) may be called by the Board of Directors, or

b) shall be called by the Board of Directors 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 or 25% of the voting Membership, whichever is less, 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.

Article 9: 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 10: 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 Rules and Regulations of the Club.

Article 11: BY-LAWS AND AMENDMENTS

(a) By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the Club in writing at least 14 days prior to a general meeting of the Club; and must be approved by a majority vote of the Board of Directors, and by a 2/3's vote of the Membership voting in person or by proxy at a meeting of the Club duly called for that purpose.

Article 12: RULES AND REGULATIONS

The Club shall have Rules and Regulations which shall include, but is not limited to, the following:

- a) discipline of a Member: summary of charges regarding misconduct
- b) discipline of a Member: procedures for discipline hearing
- c) duties of Board of Directors: authority granted to Board regarding the business being conducted
- d) duties of Board of Directors: selection process and appointment process for the appointment and renewal of appointments to the League's paid and volunteer positions
- e) duties of Board of Directors: process for revoking appointments

12.1 The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with this By-Law and are not inconsistent with the Rules and Regulations of a higher level governing organization. The Board of

Directors shall be empowered to make and amend from time to time such reasonable rules and regulations as are considered necessary to carry out the general objects and purpose of the Club.

12.2 Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors in attendance when amendment is introduced or the Members at a General Meeting.

12.3 Until otherwise changed in accordance with this provision the rules and regulations set out in Schedule "A" and Schedule "B" here to shall be the Rules and Regulations of the Club.

Article 13: FINANCE

The accounts of the Club shall be audited annually by a Chartered Accountant or Bookkeeper approved by the Membership at the Annual General Meeting.

The audit or the Financial Review Engagement statement shall be presented to the Annual General Meeting for adoption.

The fiscal year of the Club shall end on September 30th of each year, unless otherwise ordered by the Board of Directors.

Article 14: Execution of Documents

14.1 Cheques, Drafts, Notes, Etc. : All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the Treasurer and any one of the President, Vice-President or two other officer or officers or person or persons and in the manner from time to time prescribed by the Board.

14.2 Execution of Documents: Documents requiring execution by the Club may be signed by the President or a Vice-President and the Secretary or the Treasurer or any two (2) directors, and all documents so signed are binding upon the Club without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Club, either to sign documents generally or to sign specific documents.

14.3 Books and Records: The Board shall see that all necessary books and records of the Club required by the by-laws of the Club or by any applicable statute are regularly and properly kept.

Article 15: **BANKING ARRANGEMENTS:**

15.1 The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Club, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Club's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

- (a) operate the Club's accounts with the banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of the Club;
- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (e) authorize any officer of the banker to do any act or thing on the Club's behalf to facilitate the banking business.

15.2 Deposit of Securities: The securities of the Club shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Club signed by such officer or officers, agent or agents of the Club, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

Article 16: **BORROWING BY THE CORPORATION:**

16.1 Borrowing shall be allowed for the sole purpose of buying capital assets.

Article 17: 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 18: HARASSMENT

The Club shall adhere to the Harassment Policy as published and approved by 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.

Article 19: APPEALS

a) 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.

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 OSA's and District Association's published rules.

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.

Article 20: OSA Club Policy 2.1

20.1 A club shall annually submit its Club Constitution to its District Association which shall be responsible for ensuring compliance with Club Policy 2.1 by each of its Member Clubs

20.2 A Club shall be required to submit any amendments to its Club Constitution to its District Association within 60 days after the Club's General Meeting at which the amendments were approved.

Article 21: 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 Ontario.

Article 22: NOTICE

22.1 Computation of Time: In computing the date when notice must be given under any provision of the by-laws requiring as specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

22.2 Omissions and Errors: The accidental omission to give notice of any meeting of the Board or members or the non-receipt of any notice by any director or member or by the auditor of the Club or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat

Article 23: Effective Date

This Constitution shall come into force without further formality upon its enactment.

Enacted as the Collingwood United Soccer Club Constitution by the membership of the Club at a meeting duly called and regularly held and at which a vote was taken by the membership in attendance and passed in accordance to the rules within.

| | |
|----------------|------|
| President | Date |
| Vice President | Date |
| Secretary | Date |

The foregoing Constitution, as enacted by the Membership of the Club, is hereby ratified, sanctioned, confirmed and approved without variation by the unanimous affirmative vote of all members entitled to vote at a meeting of members duly called and regularly held at Collingwood, Ontario at which all members were present on the 18th day of November, 2007.