



## **Perth United Soccer Club Constitution ---revision January 2006**

### **Article 1: NAME**

The name of this Club shall be the Perth United Soccer Club, hereinafter referred to as the Club. The headquarters of the Club shall be in the Town of Perth.

Perth United Soccer Club Incorporation Date - 1987 08 21  
Given the Corporation Number - 000719942  
and sealed with the corporate seal in accordance with the act.

### **Article 2: OBJECTS**

The Club shall have the following objects:

1. To provide a level of competition in accordance with the OSA's Pyramid of Play;
2. To provide Club competition either indoor or outdoor or both, for teams within specific Leagues, District, Regional or Provincial boundaries as authorized by its governing organization;
3. To operate the Club based on the Terms Of Club Operations approved by its governing organization;
4. To help individuals of all ages 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;
5. To use soccer as a vehicle to promote our community;
6. To maintain a policy of zero tolerance toward discrimination, harassment, and violence in any and all forms in the conduct of its operations;
7. Such other complementary purposes not inconsistent with these objects.

### **Article 3: AFFILIATIONS**

The Club shall be a Member of the East Ontario District Soccer Association hereinafter referred to as EODSA and shall follow the published rules of The Ontario Soccer Association, hereinafter referred to as The OSA. The Club is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

1. The Canadian Soccer Association
2. The OSA
3. The EODSA
4. The OCSL and ERS�
5. The Club



## **Article 4: MEMBERSHIP**

### **New Members**

The membership shall consist of the applicants for the incorporation of the corporation and such other individuals as are admitted by the board of directors, or meet the criteria for membership as determined by the board of directors from time to time.

### **Voting**

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members. Proxies shall not be allowed.

### **Dues**

There shall be no fixed dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the board of directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting. The Secretary shall notify the members of the dues or fees at any time payable by them, and, if any are not paid within 30 days of the date of such notice, the member in default shall thereupon automatically cease to be a member of the corporation, but any such member may on payment of all unpaid dues or fees be reinstated by unanimous vote of the board of directors.

### **Cards**

A membership card acknowledging the rights and responsibilities of the members can be in such form as the board may from time to time approve.

## **Meetings of Members**

### **General Meetings**

The annual or other general meeting of the members shall be held in Ontario as the board of directors may determine and on such day as the directors shall appoint.

Special meetings: The Board may call a Special General of members for the transaction of any business which may be properly be brought before such meeting of the members.

### **Notice of Meetings**

Notice of the time and place of each meeting of members shall be given to each member by sending the notice by prepaid mail e mail or other conveyance as determined by the Board to provide delivery 10 days before the time fixed for the holding of such meeting: provided that any meetings of the members may be held at any time and place without such notice if all the members of the corporation are present thereat.

No error or omission in giving notice of any annual or general meeting or any adjourned meeting whether annual or general, of the members of the Corporation shall invalidate such a meeting or make void any proceedings taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approve, and confirm any and all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of

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the corporation.

## **Quorum**

A Quorum for the transaction of business at any meeting of members shall consist of not less than three members present in person.

## **Adjournment**

Any meetings of the corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum was present.

## **Decision**

All questions proposed for the consideration of members at a meeting shall be decided by a majority of the votes cast thereon.

## **Voting**

Show of Hands: At all meetings of members, every question shall be decided by a show of hands unless a ballot thereon is required by the chair, or is demanded by members present and entitled to vote. Whenever a show of hands is taken on a question, unless a ballot is required, a declaration by the chair that the vote has been carried or not carried, shall be entered in the minutes of the meeting and shall be prima facie evidence of the fact of the vote or number of votes cast on the issue.

## **Ballots**

If a ballot is required by the chair of the meeting, the ballot shall be taken in such a manner as the chair of the meeting directs.

## **Tie Breaker**

In the event of a tie the chair shall be entitled to a second or casting vote.

## **Rights of Members**

Members shall be accorded the following rights:

- To be governed in accordance with The OSA and the Club's published rules;
- To participate in Club sanctioned competitions;
- To attend and vote at all Annual General Meetings called by the Club;
- To participate in the Club's activities as Player, Coach, Official, Organizer Scheduler or other activities as the Board deems fit and in accordance with the OSA's published rules.

## **Discipline of a 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 rules and regulations and a hearing held in accordance with the Club's rules and regulations and the OSA's published rules. A

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Member whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

Player, team and team officials 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.

## **Termination of Membership**

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

If the Member submits a signed letter of withdrawal to the Club  
If the Member is expelled by 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
- if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of The OSA

If the Member fails to renew Membership.

## **ARTICLE 5: BOARD OF DIRECTORS**

The Club shall be governed by a Board of Directors which shall consist of at least 9 individuals, or such number not to be less than 3, as may be amended from time to time in accordance with the League's By-Laws. These individuals shall hold the positions of:

President,  
Vice – President,  
Secretary,  
Treasurer,  
Director of Discipline,  
Director of Operations,  
Director at Large,  
Director at Large,  
Director of Projects.

## **Election and Term:**

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After an initial Board of Directors has been appointed, the positions of President, Treasurer, Director of Operations, and Director at Large shall be elected in even numbered years while the positions of Vice President, Secretary, Director of Discipline, Director at Large and Director of Projects shall be elected in odd numbered years.

## Directors

**Powers:** The business affairs of the club shall be managed by a board of directors. A Director may hold more than one position. Each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified. The election may be by a show of hands unless a ballot be demanded by any member.

**Number:** There shall be at least 6 elected directors not more than 9.

**Qualifications:** Any individual may be a director of the club except a person who is less than eighteen years of age and shall not be an undischarged bankrupt. A director must be a member in good standing or become one within ten days.

## Director Vacancy/Resignation

A Director has the right to resign her or his position by submitting a signed letter of resignation to the secretary of the Club. The resignation becomes effective when received by the secretary or at the time specified in the resignation whichever comes first,

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.

## Removal of Director

Subject to the act, the members may, by ordinary resolution at an annual or special meeting remove any director or directors from office before the expiration of his or her term and may by a majority of the votes cast at the meeting elect any person in his or her place for the remainder of his or her term.

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 three 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

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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 movies 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
  - if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of The OSA

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 two-thirds 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 incumbent's position(s) for the remainder of the term 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 his or her term being filled.

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

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

## **rules. Duties of Board of Directors**

### **Business**

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 rules and regulations of the Club.

### **Coach, Administrator and Appointments**

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the Club except for those positions elected by the Membership of the Club. This shall include the appointment of volunteer and paid positions for 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 rules and regulations.

The Board of Directors may also revoke, for cause, any appointment providing that it

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has followed the procedures for revoking an appointment as outlined in the Club's rules and regulations.

## **Duties of Directors**

### **President**

Except:

1. as provided for in the Dispute Resolution Policy of the OSA, and
- 2, 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, staff; and shall be the spokesperson for the Club.

### **Vice-President**

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

### **Treasurer**

The Treasurer shall ensure that full and accurate records are kept of the accounts of the League; 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 keep a record of all minutes of the organization; keep on file 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 society, unless otherwise specified in the Club's rules and regulations; maintain record books in which the constitution, rules and regulations and minutes are entered and to have the current record books available at each meeting; to, send out to the Membership a notice of each general meeting; to send out to the board notice 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 to preside until the immediate election or appointment of a chair pro tem.

### **Other Director Positions**

The duties of other Director Positions shall be determined by the Board of Directors

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**Nominations and Elections**

Nominations for positions on the Board of Directors may be made by any Member at the Annual General Meeting or at a Special General Meeting called for that purpose.

Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution.

Election shall be by secret ballot, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.

A majority of the votes cast shall be required to elect Directors. 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.

**Article 6: MEETINGS**

**General Meetings:**

An official notice of each meeting shall be given to all Members at least 14 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine. Such notification shall normally be by Mail, Email, Telephone or any other method determined by its members.

At least Ten voting Members and/or Board Members 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.

**Annual General Meeting:**

The League shall hold its Annual General Meeting not later than January 31 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



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- 14. Any Other Business
- 15. Adjournment

**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.

**Club General Meeting:**

A Club General Meeting shall be called by the Board of Directors to deal with the regular business of the Club.

Voting at General Meeting:

At an Annual General Meeting or at a Special General Meeting, each Member is entitled to one vote. At a Club General Meeting, each Member is entitled to one vote. There is no voting by proxy.

**Board of Directors Meeting:**

The Board of Directors shall meet at least 2 times, per year, upon 10 days notice given by the President or Secretary, at such place and time as the Board of Directors may determine.

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 where each director is entitled to cast one vote.

**Article 7: COMMITTEES**

The Membership at any general meeting, or the Board of Directors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Club.



**Article 8: PROCEDURES GOVERNING MEETINGS**

All meetings of the League 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 9: 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-21 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 Attendees voting in person at a meeting of the Club duly called for that purpose.

(b) All Members entitled to vote shall be notified with the Club's notice of the said Members' meeting about By-Law amendments referred to in subparagraph (a) and proposed By-Laws or amendments referred to in subparagraph

(c). Such notification shall be by regular mail email website notice or any other method determined by the Members .

**Article 10: 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 Members authority granted to the 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 Club's paid and volunteer positions;
- e) duties of Board of Directors: process for revoking appointments;

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

Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at an Annual General Meeting or Special General Meeting. If the rules and regulations are amended by the Board of Directors the amendment shall be presented for ratification at the next Annual General Meeting or a Special General Meeting called for that purpose. If the amendment is not ratified, it is

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of no effect and the previous Rules and Regulations are then in effect.

**Article 11: INDEMNITY**

Members of the Board of Directors 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.

**Article 12: FINANCE**

The accounts of the Club shall:

- a) be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$30,000; or
- b) be reviewed annually through a Financial Review Engagement completed by a Certified General Accountant, Certified Management Accountant or Certified Accountant, if the Annual Gross Revenue is \$30,000 or less; or
- c) with the consent of all its Members, be exempt from any audit or Financial Review Engagement if the Annual Gross Revenue is less than \$10,000

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

At the Annual General Meeting of the Club, a Chartered Accountant firm shall be appointed to perform the Audit or the Financial Review Engagement,

The fiscal year of the League shall end on Dec 31 of each year, unless otherwise ordered by the Board of Directors.

**Article 13: DISPUTE RESOLUTION**

The Club shall adhere to the Dispute Resolution process as published and approved by The OSA from time to time.

Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to The OSA, with a copy to the Club, 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 League shall make available to any Member the Dispute Resolution process when

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requested.

**Article 14: 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 15: APPEALS**

a) Any registrant or registered organization 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 EODSA with which the league is affiliated. The appeal shall be conducted in accordance with The OSA'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 operation, except where the selections, revocation, process outlined in the Club's rules and regulations has not been followed.

**Article 16: DISSOLUTION**

IN the event of dissolution of the Club and after payment of all debts and liabilities its remaining properties shall be distributed and disposed of by the board of directors to one or more not for profit soccer related organizations which is (are) registered with The OSA.

**Article 17 DEFINITIONS/TERMONOLOGY**

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.