



SCARBOROUGH UNITED WOMEN'S SOCCER CLUB

CONSTITUTION

APPROVED BY:
The Board of Directors and the Membership
November 20, 2007

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**SCARBOROUGH UNITED WOMEN’S SOCCER CLUB
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Article 1: NAME

The name of this Club shall be the “Scarborough United Women’s Soccer Club Inc.” and or “Scarborough United”, hereinafter referred to as the Club. The headquarters of the Club shall be as directed by the Board of Directors from time to time, and shall be located within the District Boundaries of the Scarborough Soccer Association, hereinafter referred to as the District Association.

The address of the Club shall be the mailing address of the Club Chairperson or as directed by the Board of Directors from time to time.

Article 2: OBJECTS

The objectives of the Club shall be:

1. To develop a wholesome team sport for women and girls of all ages.
2. To develop an appreciation for the game of soccer and attain a high level of skill.
3. To promote the common interests of the members of the Club.
4. To provide a representative level of competition for those players with the desire and skill.
5. To provide an enjoyable social and sporting experience for all players, coaches, managers and parents.
6. To promote the best interest of soccer in the community, city, province, and country.
7. To give effect to the Constitution and By-Laws as hereinafter set forth.

Article 3: AFFILIATIONS

The Club shall be a Member of the Scarborough Soccer 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:

1. The OSA
2. The District Association
3. The Scarborough United Women's Soccer Club

Article 4: MEMBERSHIP

The Club shall be composed of Members as herein after set out, and shall be managed by a Board of Directors constituted as stated in this constitution.

There are three classes of Membership, namely, Regular Member, Honorary Member, and Life Member.

a) Regular Membership

- i. A regular member is either:
 - a registered player
 - a registered Club [coach](#)
 - a registered Club [game official](#)
 - a registered Club [administrator](#)
- ii. 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.
- iii. Any player duly registered on an official club Registration Form for the current year (indoor or outdoor) and who has paid in full the registration fee as specified by the Board of Directors, shall be deemed to be a member of the club.
- iv. 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.
- v. 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.

- vi. The parents or legal guardians of all registered players, not of legal age, as defined in (i) above shall be deemed members of the Club.
- vii. All members of the Board of Directors, Managers, Trainers, and Division Coordinators, shall be deemed members of the Club.

b) Honorary Member

- i. The Board of Directors may designate an individual as an Honorary Member for a specific period of time.
- ii. An Honorary Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

c) Life Member

- i. The Board of Directors may designate an individual as a Life Member.
- ii. A Life Member is afforded all rights of Membership including the right to attend and speak at Members' meetings, along with the right to vote.

d) Membership Fees

Membership fees hereinafter shall be referred to as the registration fee. The annual player registration fee, as determined by the Board of Directors, shall be payable to the Club for summer registration, and a separate fee shall be payable for winter registration.

e) Discipline of Member

- i. 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 completed.
- ii. Player, team and team official discipline for game infractions is governed in accordance with the procedures published by The OSA.
- iii. 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.

f) Termination of Membership

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

- i if the Member submits a signed letter of resignation to the Club;
- ii if the Member is expelled by the Club's Board of Directors
- iii if the Member is no longer registered with the Club

Article 5: BOARD OF DIRECTORS

- a) The Club shall be governed by a Board of Directors which shall consist of at least five (5) individuals, or such number not to be less than five (5), as may be amended from time to time in accordance with the Club's By-Laws. These individuals shall hold the positions of:
 - President
 - Vice- President
 - Secretary
 - Treasurer
 - Director at Large (To a maximum of 10 where possible)
- b) A Director may hold more than one position.
- c) A Director shall be 18 years of age or older, shall not be an undischarged bankrupt and shall be a Regular Member of the Club.
- d) A Director shall serve for a term of two years or until his or her successor is elected or appointed.
- e) After an initial Board of Directors has been appointed, the positions of President, Treasurer, and one half of the total number of Directors at Large, shall be elected in even numbered years while the positions of Vice-President, Secretary, and the balance of the Directors at Large, shall be elected in odd numbered years.
- f) The election of Directors shall be by secret ballot, and shall take place at the Annual General Meeting or at a Special General Meeting called for that purpose.

g) Director Vacancy

- i A Director has the right to resign her or his position by submitting a signed letter of resignation to the Club.
- ii When a vacancy on the Board of Directors and the respective position(s) held, caused by death, or resignation which has been accepted by the Board of Directors, the Board of Directors may appoint a suitably qualified person to hold office until the next Annual General Meeting.

h) Removal of Director

- i. 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 consecutive 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.
- ii. 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.

- iii. 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.

- i) Conflict of Interest and Standards of Conduct**

- The Directors shall be subject to the [Conflict of Interest Policy 21.0](#) in the OSA's published rules.

- j) Duties of Board of Directors**

- i. 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.
 - ii. 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/or 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.

- iii. The Board of Directors may also revoke, for cause, any appointment providing that it has followed the procedures for the revoking an appointment as outlined in the Club's published rules.

- k) Duties of Elected Directors**

- i. President**

- The President shall be the Chief Executive Officer of the Club and shall act as spokesperson for the Club.

- 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 and act as Chairperson 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.

The President shall receive, investigate and refer all disputes or written complaints by any person or organization to the appropriate party. The President shall cast the deciding vote in the event of a tied vote

ii. Vice-President

The Vice President shall be the Senior Officer of the Club in the absence of the President and shall preside at any meetings of the Executive of the Club if the President is absent.

iii. 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 every Board Meeting; and shall submit an Annual Report to the Annual General Meeting.

iv. Secretary

The Secretary shall be responsible:

1. maintain a record of all minutes of the organization;
2. maintain copies of all committee reports;
3. notify officers and committee Members of their election or appointment;
4. furnish committees with those documents required to perform their duties;
5. sign all certified copies of acts of the organization, unless otherwise specified in the Club's published rules;
6. maintain record books in which bylaws, published rules and minutes are entered and have the current record books available at each meeting;
7. send to the Membership a notice of each general meeting; send to the Board of Directors notices of each meeting;
8. conduct the general correspondence of the organization that is not the proper function of another office or committee;
9. 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.

10. Be custodian of the Club Seal, an impression of which is stamped on the By-Laws.
11. Submit an Annual Report to the Annual General Meeting.

v. **Directors at Large**

Directors at Large shall have such duties as may be prescribed by the Board of Directors, shall represent the interests of the Club, and shall submit an Annual Report to the Annual General Meeting.

l) Nominations and Elections

- i. Nominations for the election of Officers of the Club shall be conducted in accordance with procedures determined by the Board of Directors (see Appendix A to the Club Rules and Regulations). 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.
- ii. In the event that no nominations have been received by the closing date, nominations may be made by any member in good standing at the Annual General Meeting, and will follow normal nomination procedure.
- iii. Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution.
- iv. 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.
- v. 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.

m) Director's Expenses

Members of the Board of Directors, Committee Chairpersons, and Committee Members shall be entitled to a refund of all expenses incurred.

Claims for reimbursement shall be submitted promptly to the Treasurer.

All expenses shall be supported by appropriate receipts.

Article 6: MEETINGS

a) General Meetings:

- i. An official notice of each meeting shall be given to all Members at least 10 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 by email, website notice, public notice or any other method determined by the Members.
- ii. 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.

b) Annual General Meeting:

The Club shall hold its Annual General Meeting during the month of November of each year.

The agenda of the Annual General meeting shall include:

1. Minutes of Previous Annual General Meeting
2. President's Address
3. Officers' and Director's Reports
4. Treasurer's Report
5. Auditor's Report
6. Other Reports
7. Unfinished Business
8. Amendments to the Constitution and By-Laws
9. Election of Officers and Directors
10. Any Other Business
11. Adjournment

The Chairperson may, at their discretion and upon proper notice to the Board of Directors, introduce any special business for discussion after the approval of the minutes.

c) Special General Meeting:

A Special General Meeting of the Club:

- i. may be called by the Board of Directors by its own motion, or
- ii 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 50 Members, 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.

- iii Only the business set out in the notice of the Special General Meeting shall be addressed.
- iv Notice of the date, time, location, and business to be dealt with for any Special General Meeting shall be made known to all members no less than ten (10) days prior to that meeting.

d) Voting at General Meeting:

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

e) Proxy Voting at General Meeting:

No proxy votes are allowed at general meetings.

f) Board of Directors Meeting:

- i. The Board of Directors shall meet monthly (minimum 6 times per year), and/or as required.
- ii. 14 days notice shall be given by the President and Secretary, at such place and time as the Board of Directors may determine.
- iii. A majority of the Members of the Board of Directors shall form a quorum at all meetings of the Board.
- iv. 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 Board of Directors may constitute standing committees or other committees as it deems necessary for the efficient administration of its affairs.

The Chairperson shall be a member of all committees, except the nominating committee.

Article 8: PROCEDURES GOVERNING MEETINGS

All meetings of the Club shall be conducted in accordance with the most recently published Robert's Rules of Order in-so far as they apply.

Article 9: CONSTITUTION AND AMENDMENTS

- a) Amendments to the Constitution may be proposed by the Board of Directors, or submitted by a Member to the Club in writing at least 30 days prior to the Annual General Meeting, or a Special General Meeting called for that purpose.
- b) Amendments to the Constitution must be approved by a majority vote of the Board of Directors, and require a 2/3's majority vote of the voting Members present at the Annual General Meeting, or at a Special General Meeting called for that purpose.
- c) All Members entitled to vote shall be notified with the Club's notice of the said Members' meeting about Constitutional amendments. Such notification shall be by email, website notice, public notice or any other method determined by the Members.
- d) Copies of proposed amendments to the Constitution shall be made available to all members no less than ten (10) days prior to the Annual General Meeting, or Special General Meeting called for that purpose, at which they will be considered.
- e) Amendments to the Constitution become effective immediately upon approval at the Annual general Meeting or Special General Meeting called for that purpose, or unless otherwise stipulated.

Article 10: RULES AND REGULATIONS

- a) The Club shall have Rules and Regulations which shall include, but is not limited to, the following:
 - ii. discipline of a Member:- summary of charges regarding misconduct
 - iii. discipline of a Member:- procedures for discipline hearing

- iv. duties of Board of Directors:- authority granted to Board regarding the business being conducted
 - v. 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
 - vi. duties of Board of Directors:- process for revoking appointments
- b) The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with this Constitution and are not inconsistent with the Rules and Regulations of a higher level governing organization.
 - c) Amendments to the Rules and Regulations may be made by a simple majority vote of those Board members present at a Board of Directors Meeting.
 - d) Amendments to the Rules and Regulations become effective immediately upon approval.
 - e) The Club may make such miscellaneous Rules and Regulations as may be deemed necessary to promote, develop, and govern the game of soccer.
 - f) 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.
 - g) No such regulations may violate the individual's rights or freedom except as may be required to protect the rights or freedoms of any other individual and to ensure the stability of the basic structure of the game.
 - h) No person or persons acting under the jurisdiction of the Club shall deny membership to, or expel, any person or party without just cause, determined by the Club to be arbitrary or capricious.

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

- a) The accounts of the Club shall:
 - i. be audited annually by an appointed Auditor if the annual Gross Revenue is greater than \$30,000; or
 - ii. be reviewed annually through a Financial Review Engagement completed by an auditor appointed by the Members of the Club at the Annual General meeting, if the Annual Gross Revenue is \$30,000 or less; or
 - iii. 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
- b) The audit or the Financial Review Engagement statement shall be presented to the Annual General Meeting for adoption.
- c) The fiscal year of the Club shall run from November 1st to the following October 31st.

Article 13: DISPUTE RESOLUTION

- a) The Club shall adhere to the Dispute Resolution process as published and approved by The OSA from time to time.
- b) 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.
- c) The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
- d) The Club shall make available to any Member the Dispute Resolution process when requested.

Article 14: HARASSMENT

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

Article 15: 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 16: 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 17: DEFINITIONS / TERMINOLOGY

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