



Russell Soccer Club Constitution

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ARTICLES

ARTICLE 1: NAME

The name of this Club shall be the Russell Soccer Club INC. hereinafter referred to as the RSC. The headquarters of the Club shall be located within the District Boundaries of the Eastern Ontario District Soccer Association, hereinafter referred to as the EODSA. The EODSA is affiliated with the Ontario Soccer Association, hereinafter referred to as the OSA.

ARTICLE 2: OBJECTIVES

The RSC shall have the following objectives:

1. To promote and develop the game of soccer for the benefit of the residents of the Township of Russell.
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. To educate through soccer skill development the aspects of fair play and sportsmanship.

ARTICLE 3: AFFILIATIONS

The RSC shall be a member of the Eastern Ontario District Soccer Association (EODSA) and shall follow the published rules of the EODSA and the Ontario Soccer Association (OSA). The RSC 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 EODSA
3. The RSC

ARTICLE 4: MEMBERSHIP

Membership is defined as a Regular Member and/or Honorary Life Member and shall consist of players, parents/guardians, coaches, game officials, conveners, administrators, volunteers, and others nominated by the Board of Directors. Regular membership term is one soccer season renewable yearly during registration.

Regular Member

A Regular Member is either:

- ▶ a registered player;
- ▶ a registered Club coach;
- ▶ a registered Club game official;
- ▶ a registered Club Administrator, this includes team managers, Board of Directors, and conveners.

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.

A player shall become a Regular Member when approved by the Club's Registrar. Parents/Guardians become responsible for players if players are under 18 years old.

Upon application, a coach shall become a Regular Member upon acceptance by the Board of Directors of the Club. A coach is an individual who is registered with the OSA to teach, instruct, train and guide players to play soccer.

Upon application, a game official shall become a Regular Member upon acceptance by the Board of 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 Board of 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, a convenor, and a Director shall be included as a classification as an administrator.

Honorary Life Member

An Honorary Life Member is nominated and approved by the Board of Directors. All recipients of the RSC's "Club Builder" award become automatic Honorary Life Members.

Fees

Membership fees for Regular Members shall be set annually by the Board of Directors. There are no fees for Honorary Life Members (Policy 3: Membership).

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 RSC's published rules (Policy 6: Discipline/Termination of Membership) and a hearing held in accordance with the RSC 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 policies or rules of the RSC or brings the RSC into disrepute, may be reprimanded, suspended or expelled from the Club after a hearing by the Board of Directors at which hearing the Member is entitled to attend (Policy 6: Discipline/Termination of Membership).

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 5: BOARD OF DIRECTORS

The Club shall be governed by a Board of Directors, which shall consist of at least 8 individuals. These individuals shall hold the following positions:

- ▶ Chair
- ▶ Vice-Chair
- ▶ Past Chair
- ▶ Secretary
- ▶ Treasurer

- ▶ Head Coach
- ▶ Head Referee
- ▶ Directors;
 - Director of Representative & Indoor Programming
 - Director of Recreational Programming
 - Director of Discipline
 - Director of Facilities & Maintenance
 - Director of Sponsorships
 - Director of Uniforms & Equipment
 - Director-at-Large (maximum 2)
 - Player Representative (age 16 years or older)

A Director may hold more than one position, with approval of the Board of Directors. A Director, except in the case of a Player Representative, shall be 18 years of age or older, shall not be an undischarged bankrupt and shall be a member of the RSC.

A Director, with exception of the *Head Coach and Treasurer* which will be one-year appointments, shall serve for a term of two years with a two term renewable (maximum 6 years) and commence following the adjournment of the Annual General Meeting (AGM), continuing until the following AGM for renewal or term end, or until his or her successor is elected or appointed.

The positions of Chair, Director of Recreational Programming, Director of Facilities & Maintenance and Director of Uniforms & Equipment shall be elected in even numbered years. The positions of Vice-Chair, Secretary, Director of Representative & Indoor Programming, Director of Discipline and Director of Sponsorships shall be elected in odd numbered years.

After an initial Board of Directors has been approved, the Board shall immediately appoint and approve the positions of Treasurer and Club Head Coach who then become voting members of the Board of Directors, non-elected positions.

The positions of Chair, Vice Chair, Treasurer, Secretary, and immediate Past Chair shall become the Executive Officers.

Director Vacancy

A Director has the right to resign her or his position by submitting a signed letter of resignation to the RSC Board of Directors. 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

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

- o if she/he no longer resides in reasonable proximity to the Club
 - o 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:
- o if she/he has been found guilty of an offence under the Harassment Policy of the OSA
 - o if she/he has been found guilty of an offence involving violence under the Discipline Policy of the OSA
 - o if she/he has failed to properly account for monies or other property belonging to the RSC
 - o if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the RSC.

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 RSC. 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 by a 2/3 majority vote of those present, at a meeting of the Members of the RSC provided notice to remove the Director has been given to persons entitled to attend the Members' meeting. All Board of Directors are to receive notice of the proposed removal. 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.

Conflict of Interest

A Conflict of Interest is a situation in which a RSC Member, Directors included, has a personal interest, and stands to gain monetarily or otherwise benefit or impact a decision that is before the Membership. Conflict of interest situations are to be declared to the Board of Directors and the member will not participate in a vote or discussion pertaining to the conflict. Directors shall be subject to the Conflict of Interest Policy 21.0 in the OSA's published rules. All Directors and RSC Members are to adhere to Policy 7: Conflict of Interest.

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 in Policy 1: Duties of the Board of Directors

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 positions within the Club's operations. The selection process and the appointments shall be based on procedures outlined in the Policy 2: Compensated Positions. The Board of Directors may also revoke, for cause, any appointment providing that it has followed the procedures for revoking an appointment as outlined in the RSC's Policy 2: Compensated Positions.

Duties of DirectorsChair

The Chair shall preside at all general meetings of the RSC and of the Board of Directors. The Chair shall be an ex-officio member of all committees, except a nomination committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; shall coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the RSC.

Exceptions: As provided for in the Dispute Resolution Policy of the OSA, and where the Chair delegates the responsibility to another person.

Vice-Chair

The Vice Chair shall act in the absence of the Chair 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 RSC; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Report to the Annual General Meeting, in conjunction with the Bookkeeper.

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, maintain record books in which bylaws, 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 chair and vice-chair, preside until the immediate election or appointment of a new presiding officer. Minutes of the Board of Directors meetings are to be distributed 14 days following the meeting.

Other Director Positions

The Board of Directors shall determine the duties of other Director positions pursuant to Policy 1: Duties of the Board of Directors.

ARTICLE 6: NOMINATIONS

Nominations for positions on the Board of Directors will be accepted commencing one month prior to and up until the Annual General Meeting (AGM). 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.

A nomination committee of three members of the RSC (not more than one from the Board of Directors) shall be appointed annually by the Board of Directors to solicit and encourage candidates for the coming year. This committee shall be appointed at least one month prior to the AGM.

A list of nominations received shall be made public and included in the publicity for the AGM agenda and date. Consent to stand for election must be obtained from all nominees and any nominee who is absent from the AGM must give written consent.

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 7: ELECTIONS

All positions on the Board of Directors except the Immediate Past Chair, Treasurer and Club Head Coach shall be nominated and elected at the Annual General Meeting (AGM). Should any position remain vacant following the AGM, except for the position of Immediate Past Chair, the vacancies shall be filled by an individual appointed by the Board.

The Chair, having completed his/her term, shall be eligible to serve as Immediate Past Chair. The Chair must have served at least one full calendar year on the Board of Directors to be eligible.

ARTICLE 8: MEETINGS**Meeting Procedures**

The rules contained in Robert's Rules of Order, revised, shall govern the procedures of all meetings, in all cases to which they are applicable and are not inconsistent with this Constitution.

Meetings may be called by the Board of Directors and/or RSC Members with due notice and will follow one of the following meeting types;

- ▶ General Meeting, open to all RSC Members
- ▶ Annual General Meeting, open to all RSC Members
- ▶ Board of Director Meeting, open to Board of Directors
- ▶ Special General Meeting, open to all RSC Members
- ▶ Committee Meeting, open to specific Committee Members

General Meetings

An official notice of each General Meeting shall be given to all Members at least 7 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 website announcement.

Ten voting members or 25% of the voting Membership, whichever is less, shall form quorum at all general meetings of the Club. Motions shall be decided by a majority of the votes of those members present.

Annual General Meeting

An official notice of each Annual General Meeting shall be given to all members at least 14 days before the meeting is to be held, at such place, and on such date as the Board of Directors determines. Such notification shall be by email and/or website announcement.

The Club shall hold its Annual General Meeting not later than November 30th each year. The agenda of the Annual General Meeting, prepared by the President, shall include:

1. Roll Call
2. Minutes of Previous Annual General Meeting
3. President's Annual Address
4. Treasurer's Report, including Financial Statements of previous year
5. Other Reports
6. Unfinished Business
7. Amendments to the Constitution and or By-Laws
8. Nominations for the Board of Directors
9. Election of Directors
10. Nomination and appointment of Auditors to review RSC financial records
11. Any Other Business
12. Adjournment

Special General Meeting

A Special General Meeting of the Club:

1. May be called by the Board of Directors. Or,
2. Shall be called by the Board of Directors upon receipt of a written request submitted to the Club by mail, courier service, hand delivery, fax, website notice 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.

Voting at General Meetings

Every Member aged 16 and over has the right to attend, speak and cast one vote at Members' meeting of the Club. Voting privileges shall be extended only to those in attendance or through proxy (Policy 4: Meetings).

Every member under the age of 16 has the right to attend and speak at Members' meetings, but a parent or guardian who shall also have the right to attend and speak on behalf of that member at Members' meetings has the right to cast one vote on behalf of that said member.

Proxy Voting at General Meetings

Every member, or parent/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 (Policy 4: Meetings).

An individual may only hold one proxy. The format for the proxy, and the issue, or issues, for which the proxy may be cast are as defined in Policy 4: Meetings.

Board of Director Meetings

The Board of Directors shall meet at least once every three months, upon seven days' notice given by the Chair and Secretary, with an agenda, at such place and time as the Board of Directors may determine. In the case of an Emergency Board of Directors meeting, the seven-day restriction is released provided that a quorum of the Board agrees to such a meeting. Minutes of the Board of Directors meeting are to be distributed 14 days following the meeting.

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. Voting privileges shall be extended only to those in attendance or through proxy.

Committee Meetings

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 RSC.

ARTICLE 9: BY-LAWS AND AMENDMENTS

1. By-Law and Constitution amendments may be proposed by the Board of Directors, or submitted by a Member to the RSC 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 Membership voting in person or by proxy at a general meeting of the Club duly called for that purpose.
2. All members entitled to vote shall be notified of the said Members' meeting about By-Law and Constitution amendments.

ARTICLE 10: RULE AND REGULATIONS

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

1. Discipline of a Member: summary of charges regarding misconduct (Policy 5).
2. Discipline of a Member: procedures for discipline hearing (Policy 6).
3. Duties of Board of Directors: authority granted to the Board regarding the business being conducted (Policy 1).
4. 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 (Policy 2).
5. Duties of Board of Directors: process for revoking appointments.
6. Voting at General Meeting: format for the proxy, and the issue, or issues, for which the proxy may be cast (Policy 4).

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.

Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors.

ARTICLE 11: INDEMNITY

Members of the Board of Directors or other servants to the RSC, 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 RSC shall be:

1. Audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant if the Club's annual gross revenue is greater than or equal to \$150,000 or the Club has greater than or equal to 1000 registered players; or
2. Reviewed by Public Accountant, Certified General Accountant or a Certified Management Accountant through a Financial Review Engagement, as defined by CICA, if the Club's annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or the Club has less than 1000 but greater than or equal to 500 registered players; or
3. Signed with a Notice to reader prepared by a Public Accountant, Certified General Accountant; or
4. Completed by the Treasurer or designate if the Club's annual gross revenue is less than \$10,000.

At the Annual General Meeting of the Club, a chartered accountancy firm shall be appointed to perform the required financial assessment.

The fiscal year of the Club shall end on September 30th of each year.

ARTICLE 13: DISPUTE RESOLUTION

The RSC 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 RSC and EODSA, 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 RSC shall make available to any member the Dispute Resolution process when requested.

ARTICLE 14: HARASSMENT

The RSC shall adhere to the Harassment Policy as published and approved by the OSA pursuant to RSC Policy 10: Harassment.

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, and game officials, administrators, players, members and registrants of the RSC.

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 RSC shall make available to any Member the Harassment Policy process when requested.

ARTICLE 15: APPEALS

1. Any Member or registrant of the RSC directly affected by a decision of the RSC may appeal such decision. The denial or termination of membership in the RSC may be appealed by a non-member.
2. A decision of the Club may be appealed to the EODSA. The appeal shall be conducted in accordance with the OSA's and EODSA's published rules.
3. 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 relocation process outlined in the Club's published rules has not been followed (Policy 2: Compensated Positions).
4. An individual shall not appeal a decision made by the RSC 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 By-Law shall have the same meaning as used by The OSA in its letters patent, By-Laws and published rules.