

Huntsville Soccer Club



Constitution & General By-Laws

HSC Constitution & By-Laws - Version 2.1

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DOCUMENT REVISION HISTORY

VERSION	DESCRIPTION	AUTHOR
1.0	<ul style="list-style-type: none"> • Previous version dated September 20th, 2012 	Previous Executive
2.0	<ul style="list-style-type: none"> • Updated constitution to include current 9 voting positions • Clearly defined types of Members' Meetings • Updated portions of the required agenda for the Annual General Meeting • Add agenda portion for Special General Meeting • Updated section regarding Board of Director Terms and voting orders • Updated Conflict of Interest section to show new OSA regulation • Update duties of Directors to include all voting positions • Added more detail surrounding how nominations occur • Added section detailing how elections occur • Updated finance section to state audit requirements • Added sections covering the process for creating, approving, amending and publishing the rules and regulations 	Dave Caplan
2.1	<ul style="list-style-type: none"> • Changed wording about director's holding multiple positions in 5.1 • Updated section 5.5 to remove link and document number • Updated section 6.2.1 to allow more time before the AGM is called. • Minor Change to Rules and Regulation Section to allow rules to be created during year and ratified at AGM in section 10.1 • Added section in footer to indicate the date the Constitution was approved 	Dave Caplan

SECTION 1 – NAME

The name of this Club shall be the Huntsville Soccer Club, hereinafter referred to as the Club. 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.

SECTION 2 – OBJECTIVES

The Huntsville Soccer Club was established to foster and teach the sport of soccer within the Town of Huntsville, Ontario. Establishing, preserving, maintaining and enhancing a philosophy of soccer based upon skill development and programs in which each member may maximize their potential as an athlete and as a human being is our primary focus.



In addition, The Club shall have the following objects:

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

SECTION 3 – AFFILIATIONS

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

- The OSA (Ontario Soccer Association)
- The District Association (Huron District Soccer Association)
- The Club (Huntsville Soccer Club)

SECTION 4 – MEMBERSHIP

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

4.1 – TYPES OF MEMBERSHIP

4.1.1 – REGULAR MEMBER

A *Regular Member* is either:

- a registered player
- a registered Club coach
- a registered Club administrator

A player shall become a *Regular Member* when registered into the Club's registration system by the Club Administrator.

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.

An administrator shall become a *Regular Member* upon election or appointment by the Executive Directors of the Club. An administrator is an individual who is not an employee of the Club and 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, Directors of the Board, Conveners, Team Managers and similar shall be classified as an administrator.

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.

4.1.2 – HONOURARY MEMBER

The Board of Directors may designate an individual as an *Honourary Member* for a specific period of time.

A *Honourary Member* is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

4.1.3 – 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.

4.2 – DISCIPLINE OF MEMBERS

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.

4.3 – TERMINATION OF MEMBERSHIP

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

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



SECTION 5 – BOARD OF DIRECTORS

The Club shall be governed by a *Board of Directors* which shall consist no less than 5 individuals, and may be amended from time to time in accordance with the Club's By-Laws. These individuals shall be defined by the following position titles as Directors of the Board:

- President
- Treasurer
- Head Club Coach
- Club Rep Coordinator
- Secretary
- Vice-President
- Minor Soccer Director
- Head Club Referee
- Club Adult Coordinator

The positions of the *Board of Directors* shall be elected by the Membership at the Club's Annual General Meeting.

5.1 – DIRECTOR ELIGIBILITY

A *Director* may hold no more than two positions.

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.

5.2 – DIRECTOR TERMS

A *Director* shall serve for **a term of two (2) years** or until his or her successor is elected or appointed.

After the Club's initial Board of Directors have been appointed, the positions of *President*, *Secretary*, *Minor Soccer Director*, *Head Club Referee* and *Club Rep Coordinator* shall be elected in **even numbered years in the order shown below**.

The positions of *Vice-President*, *Treasurer*, *Head Club Coach* and *Club Adult Coordinator* shall be elected in **odd numbered years in the order shown below**.

EVEN NUMBERED YEARS

President
Minor Soccer Director
Head Club Referee
Club Rep Coordinator
Secretary

ODD NUMBERED YEARS

Vice-President
Treasurer
Head Club Coach
Club Adult Coordinator



5.3 – DIRECTOR VACANCY

A *Director* has the right to resign her or his position by submitting a signed letter of resignation to the Club.

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.

5.4 – REMOVAL OF A DIRECTOR

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

- 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 four 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
- 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.



5.5 – CONFLICT OF INTEREST AND STANDARDS OF CONDUCT

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

5.6 – DUTIES OF DIRECTORS

The Board of Directors shall conduct the business of the Club during the periods between general meetings of the Club and in accordance with the authority granted to it in the published rules of the Club.

The Board of Directors shall be responsible for the appointment and renewal of 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 published rules.

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.

PRESIDENT

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 of Directors.

TREASURER

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Club; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Report to the Annual General Meeting.

SECRETARY

The Secretary shall maintain a record of all minutes of the organization and maintain copies of all committee reports. In the absence of the President and Vice President, preside until the immediate election or appointment of a new presiding officer.



MINOR SOCCER DIRECTOR

The Minor Soccer Director will coordinate and oversee the outdoor house league soccer program.

HEAD CLUB COACH

The Head Club Coach will provide ongoing guidance, coordination and leadership to both the House League and Rep Coaches.

HEAD CLUB REFEREE

The Head Club Referee will provide ongoing guidance, coordination and leadership to both the House League and Rep Referees.

CLUB ADULT COORDINATOR

The Club Adult Coordinator shall be responsible for the coordination and supervision of all the Club's Adult recreational leagues.

CLUB REP COORDINATOR

The Club Rep Coordinator shall be responsible for the coordination and supervision of all the Club's Rep teams in the District Association.

5.7 – 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 Club's 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.

5.7.1 – NOMINATION PROCEDURES

A nominee must be nominated by a Member of the Club.

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All nominations must be received no later than 14 days prior to the Annual General Meeting or Special General Meeting. Following this date, a report of all nominations will be published.

Each nomination must be:

- in writing or via electronic mail, and submitted by the Member;
- accompanied by a brief biographical sketch of the nominee, with particular reference to the nominee's qualifications for the position; and
- signed by the nominee or accompanied by the nominee's letter of acceptance

If a nominee currently holds a position on the Board of Directors, the person must submit along with the nomination, a signed letter of resignation or electronic mail from that Board Member indicating the resignation of the current position effective the commencement of the election process at the Members' Meeting.

Nominations from the floor at the *Annual General Meeting* may only be made under one of the following conditions:

- if no nomination for a specific position was made in accordance with above, or if all valid nominations are subsequently withdrawn
- if insufficient nominations were made in accordance with above for the position on the Board of Directors
- if a nominee - whose nomination was made in accordance with above - is defeated for the position nominated, the nominee may be nominated from the floor for a subsequent position
- notwithstanding the fact that one or more nominations were made in accordance with above for a specific position, upon motion duly made, seconded and carried by at least 75% of the eligible votes present, nominations may be made from the floor for that position

5.7.2 – ELECTION PROCEDURES

Prior to the election, the Chair of the Members' Meeting:

- may appoint a returning Director to act as Chair, to oversee and run the election(s)
- will ask all retiring Directors to leave the head table
- will appoint tellers to assist in the election

A majority of votes cast (i.e. more than 50% of the total eligible votes actually cast) is required for election as a Director.

If only one person is nominated for election as a Director, that person shall be declared elected by acclamation, and no secret ballot held.



If more than one person is nominated for election as a Director of the Board, each nominee will be invited to address the meeting for no more than three (3) minutes. Nominees will speak in reverse order of their nomination.

If more than one person is nominated for election as a Director of the Board, there shall be a secret ballot, conducted as follows:

1. The Chair will direct the tellers to ensure all delegates present have the proper number of voting slips for each vote held by the delegate.
2. After a reasonable time, the Chair will direct the Members to place the voting slips in the voting boxes provided.
3. The tellers will collect the voting boxes, and retire to count the vote
4. The tellers will return and provide the following information to the Chair:
 - number of eligible votes cast
 - number of spoiled votes cast
 - number of votes necessary for the election
 - votes cast for each candidate
5. The Chair, after checking the totals, will announce whether a candidate has been elected or not
 - a. If a candidate receives the votes necessary for election, the Chair will declare that candidate elected
 - b. If no candidate receives the votes necessary for election, the Chair will declare "no result". The candidate with the fewest votes will be dropped before the election procedure is repeated.
6. If the Chair has declared "no result", then all candidates may view the voting information provided to the Chair by the tellers and may also withdraw from future ballots by verbally notifying the Chair.
7. If two or more candidates remain, the election procedure will be repeated. If only one candidate remains, he or she shall be declared elected.
8. After the Chair has declared the outcome of a ballot, he or she may allow two minutes for any candidate to call for a recount. The decision of the Chair to allow a recount (or not) shall be final.

Successful candidates will take their positions at the completion of the election process.



SECTION 6 – MEMBERS’ MEETINGS

There are two general meeting classes of *Members’ Meetings* where a *Regular Member* is invited to cast a vote, namely, the *Annual General Meeting* and *Special General Meetings*.

6.1 – PROCEDURES GOVERNING MEMBERS’ MEETINGS

An official notice of each *Members’ Meeting* shall be given to all Members at least 21 days before the date the meeting is to be held, at such place, and at such date as the *Board of Directors* may determine.

Such notification shall be made by newspaper announcement or by any other method determined by the Board of Directors.

Ten voting *Regular Members* or 25% of the voting Membership, whichever is less, shall form a quorum at all general *Members’ 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.

All *Members’ 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.

6.2 – TYPES OF MEMBERS’ MEETINGS

6.2.1 – ANNUAL GENERAL MEETING

The Club shall hold its *Annual General Meeting* not later than October 30th of the following year. The agenda of the Annual General meeting shall include:

- 1st Roll Call
- Collection of Proxies
- Review and Approval of the minutes of the previous Annual General Meeting
- President's Address
- Introduction of Guests
- Board of Director’s Reports
- Treasurer's Report and Financial Statement
- Auditor's Report
- Appointment of Auditors
- Other Reports
- Unfinished Business
- Amendments to the By-Laws
- 2nd Roll Call
- Election of Directors
- Any Other Business



- Adjournment

Record of all attendees must be performed and a record of all eligible voting *Regular Members* must be logged into the Annual General Meeting minutes.

6.2.2 – SPECIAL GENERAL MEETINGS

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. The agenda for a Special General Meeting shall include:

- Roll Call
- Collection of Proxies
- Business for meeting
- Adjournment

6.3 – VOTING AT MEMBERS' MEETINGS

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.



6.4 – PROXY VOTING AT MEMBERS' MEETINGS

Every *Regular Member*, or parent or guardian of a *Regular Member* under the age of 16, entitled to vote at a *Members' Meeting* 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.

Proxies must be registered with the Club Administrator prior to the start of the *Members' Meeting*.

The format for the proxy, and the issue, or issues, for which the proxy may be cast are as defined in the Rules and Regulations.

SECTION 7 – BOARD OF DIRECTORS' MEETING

The Board of Directors shall hold *Club Executive Meetings* at least 4 times per year, upon 14 days of notice given by the President and Secretary, at such place and time as the Board of Directors may determine.

A majority of the voting members (>4) 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.

SECTION 8 – COMMITTEES

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

SECTION 9 – CONSTITUTION AND BY-LAWS ADMENDMENTS

Amendments to the Constitution and By-Laws 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 *Members' Meeting* of the Club.

Amendments to the Constitution and By-Laws must be approved at a *Members' Meeting* by the majority of *Board of Directors*, and by a 2/3's vote of the *Membership* voting in person or by proxy at a *Members' Meeting* of the Club duly called for that purpose.

All Members entitled to vote shall be notified with the Club's notice of the said *Members' Meeting* about Constitution and By-Law amendments.



SECTION 10 – RULES AND REGULATIONS

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

- Discipline of a Member; summary of charges regarding misconduct
- Discipline of a Member; procedures for discipline hear in
- Duties of Board of Directors; authority granted to Board regarding the business being conducted
- 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
- Duties of Board of Directors; process for revoking appointments
- Voting at General Meeting; format for the proxy, and the issue, or issues, for which the proxy may be cast

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.

Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at a General Meeting.

10.1 – CREATING OR ADMENDING RULES AND REGULATIONS

Amendments to the Rules and Regulations 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 *Board of Directors Meeting* of the Club. Rule and Regulations will be voted upon at the *Board of Directors Meeting* by a majority vote of the Board of Directors.

Amendments to the Rules and Regulations must be ratified at a *Members' Meeting* by the majority of Board of Directors, and by a 2/3's vote of the Membership voting in person or by proxy at a *Members' Meeting* of the Club duly called for that purpose.

All Members entitled to vote shall be notified with the Club's notice of the said *Members' Meeting*.

10.2 – PUBLISHING RULES

The Club shall make all Rules and Regulations available to its Members upon request.

SECTION 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.

SECTION 12 – FINANCE

The financial statements of the Club shall be:

- a) presented annually subject to the minimum requirements as defined in “d”
- b) based on a defined fiscal year end as defined in “f”
- c) presented to the Members at the *Annual General Meeting*;
- d) audited
 - i. 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
 - ii. 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, the Club’s financial statements will be reviewed by Public Accountant, Certified General Accountant or a Certified Management Accountant through a Financial Review Engagement, as defined by CICA
- e) if an auditor is required:
 - i. at each Annual General Meeting, the Members will appoint an auditor to audit the books, accounts and records of the Club who will report to the Members at the next Annual General Meeting. The auditor will hold office until the next Annual Meeting. If an auditor is not appointed, the auditor in office will continue in office until a successor is appointed;
 - ii. the Members may, by special resolution passed by at least two-thirds of the votes cast at a general meeting of which proper notice has been provided, remove any auditor before the expiration of the auditor’s term of office;
 - iii. the auditor will not be a director, officer or employee of the Club or any affiliated Club or who is a partner, employer or employee of any such director, officer or employee;
 - iv. the auditor will report to the Members at the *Annual General Meeting* the auditor’s financial statement which presents fairly the financial position of the Club and the results of its operations for the period under review in accordance with generally accepted account principles; and
 - v. the auditor’s report will be open for inspection by any member of the Club.
- f) the fiscal year of the Club shall end on August 31st of each year, unless otherwise ordered by the Board of Directors.

SECTION 13 – DISPUTE RESOLUTION

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



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.

SECTION 14 – HARASSMENT

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

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.

SECTION 15 – APPEALS

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.

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.

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.

An individual shall not appeal a decision made by the Club regarding a player's team assignment.

SECTION 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.

SECTION 17 – DEFINITIONS/TERMINOLOGY

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

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