

# **Niagara Soccer Association Constitution**

Amended - January 28, 2017 AGM

## **ARTICLE 1: Name & Head Office**

The name of this organization shall be The Niagara Soccer Association, hereinafter referred to as the District Association. The headquarters of the District Association shall be located in the City of St Catharines, Ontario.

## **ARTICLE 2: Objective**

The District Association shall have the following objectives:

- 1) To promote, develop and administer the game of soccer, both indoor and outdoor in the district.
- 2) To represent the act on behalf of Ontario Soccer, hereinafter referred to as Ontario Soccer, in the administration of Ontario Soccer programs within the District.
- 3) To represent and act on behalf of its Member organizations and assist them to develop and effectively administer soccer programs that promote the development of the mental, physical, social and leadership skills of their members.

## **ARTICLE 3: Fiscal Year**

For the purpose of the Association fiscal year shall be the period ending October 31<sup>st</sup>.

## **ARTICLE 4: Affiliations**

The District shall be a member of Ontario Soccer and shall follow the published rules of Ontario Soccer. The District Association is subject to the published rules in declining order of authority of the following governing organizations:

- 1) The Canadian Soccer Association
- 2) Ontario Soccer
- 3) The District

## **ARTICLE 5: Membership**

There are four (4) classes of Membership:

### **a) Active Membership**

Active Membership shall be open to Clubs that meet the following criteria:

- 1) are properly constituted soccer Clubs
- 2) have their headquarters in the District

- 3) operate within defined boundaries as set out in the Rules and Regulations.

All Clubs shall have a Constitution which meets the minimum requirements for a Club Constitution in accordance with Ontario Soccer's published rules.

A Club which meets Ontario Soccer's definition of:

- 1) Professional Club which operates professional team(s) only
- 2) Club which operates both professional and amateur teams
- 3) Social Club
- 4) Service Club
- 5) Club operated by a municipality
- 6) Club operated by a facility
- 7) For-profit Club.

A Club may apply in writing for an exemption from any minimum requirement for a Club Constitution, subject to the approval of the Board of Directors of both the District Association and Ontario Association.

#### **b) Associate Membership**

Associate Membership shall be open to:

- Leagues governed by the District Association including:
  - District Leagues
  - Multi-Jurisdictional Club Leagues
- Leagues mandated by Ontario Soccer's published rules including:
  - Regional Leagues
  - Multi-Jurisdictional District Leagues
- Other organizations which operate soccer programs including, but not limited to:
  - Soccer camps, schools, academies
  - School boards
  - Colleges
  - Universities
  - Referee associations
  - Coach associations
- which support the objective of, and operate within the District Association.

In order to be eligible for an Associate Membership in a District Association, a League or other organization must have a By-law or constitution which is in full compliance and within the minimum requirements submitted to the Association by no later than its District Association's Annual General Meeting.

#### **c) Board of Directors**

The persons who are elected or appointed as the current Directors of the Association.

#### **d) Life Membership**

The Board of Directors may confer a life Membership upon a person.

Life Members are afforded all rights of Membership and shall have a voice but no vote at a general meeting of the District Association.

#### **e) Membership Fees**

- 1) Active members – shall be required to pay membership fees which shall be set by the Board
- 2) Associate Member – A levy on each associate member
- 3) Player Registration Fees – Members shall be required to pay player registration fees which shall be set by the Board of Directors and ratified by the Membership at a general meeting of the District Association.

#### **f) Approval of New Members**

A Club shall be accepted into Active Membership upon:

- 1) submitting an application form along with the other required documents and membership fees
- 2) obtaining the approval of the District Association Board of Directors, and;
- 3) the Membership at a general meeting.

An organization shall be accepted into Associate Membership upon:

- 1) submitting an application form along with the other required documents and Membership fees
- 2) obtaining the approval of the District Association Board of Directors, and;
- 3) the Membership at the general meeting.

#### **g) Membership Renewal**

Active Members shall apply for renewal of their Membership by:

- 1) submitting an application form together with a copy of the applicant's current constitution, a list of current officers and an audited Financial statement along with the membership fees to the District Association
- 2) payment of the balance of any outstanding Membership fees invoiced by the District Association.

#### **Rights of Active and Associate Members**

Active Members shall be accorded the following rights:

- To be governed in accordance with Ontario Soccer's and the District Association's published rules.

- To register players, administrators, team officials and referees with Ontario Soccer and the District Association.
- To be a Member of and register their teams with Ontario Soccer sanctioned Leagues.
- To enter teams in Ontario Soccer sanctioned competitions.
- To participate in Ontario Soccer sanctioned programs such as player, coach and referee development.
- To participate in District Association sanctioned programs.
- To attend and vote at all general meetings called by the District Association.
- To operate Club Leagues in Accordance with Ontario Soccer's published rules.
- To operate Player, Coach and referee Development programs, and;
- to participate in the Ontario Soccer's Insurance Plan.

Associate Members shall be accorded the following rights:

- To be governed, where applicable, in accordance with Ontario Soccer's and the District Association's published rules.
- To register, where applicable, administrators and teams with Ontario Soccer and the District Association.
- To enter teams, where applicable, in Ontario Soccer sanctioned competitions.
- To participate in Ontario Soccer and District Association sanctioned programs, and;
- to attend and vote at all general meetings called by the District Association.

### **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 District Association's and Ontario Soccer's published rules. A Member whose Membership has been suspended loses all rights of Membership until the suspension has been completed.

### **Termination of Membership**

Membership in the District Association shall be deemed to have been terminated:

- If the Member submits a signed letter of withdrawal to the District Association.
- If the Member is expelled by the District Association.
- If the Member fails to renew Membership in accordance with the By-Law.

### **ARTICLE 6: Board of Directors**

The District Association shall be governed by a Board of Directors which shall consist of at least seven (7) individuals, or such number not to be less than five (5), as may be amended from time to time in accordance with the District Association's By-Laws.

The individuals shall hold the position of:

President  
Vice-President  
Secretary  
Treasurer  
Four (4) Directors at Large.

The positions may be (but not limited to):

Director of Player and Referee Development  
Director of Youth Soccer  
Director of Senior Soccer  
Director of Indoor Soccer  
Directors of Discipline and Appeals  
Any other Director position(s) specified by the District Association.

A Director may hold more than one position.

A Director shall be eighteen (18) years of age and shall not be an undisclosed bankrupt.

A Director shall serve for a term of two years or until his or her successor is elected or appointed. The positions of President, Secretary and two Directors at Large shall be held in odd numbered years; the positions of Vice-president, Treasurer and two Directors at Large shall be held in even numbered years.

### **Director Vacancy**

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

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 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 District Association.
  - If she/he is absent from two or more meetings of the Board without satisfactory reason.
  - If she/he no longer resides within the District Association.
  - If she/he becomes or is discovered to be undischarged bankrupt.

2) The Director has compromised the integrity of the District Association 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 Ontario Soccer.
- If she/he has been found guilty of an offence involving violence under Discipline Policy of Ontario Soccer.
- If she/he has failed to properly account for monies or other property belonging to the District Association.
- If she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the District Association.
- If she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of Ontario Soccer.

A Member of the Board of Directors holding his or her position(s) as Director or other position(s) may be removed from office by the Board of Directors for good and sufficient cause by two-thirds (2/3) majority vote of the Board of Directors present provided notice to remove the Director has been given to all Directors of the District Association. 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 District Association provided notice to remove the Director has been given to persons entitled to attend the Members' meetings. 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 Ontario Soccer's published rules.

### **Duties of the Board of Directors**

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

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the District Association. This shall include the appointment of volunteer and paid positions for coach and administrator positions within the District Association's operations. The selection process and the appointments shall be based on procedures outlined in the District Association's published rules.

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

## **Duties of Directors**

### President

Except:

- 1) as provided for in the dispute Resolution Policy of Ontario Soccer, and;
- 2) where the President delegates the responsibility to another person.

The President shall preside at all general meetings of the District Association 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; co-ordinate all duties of the Board, committees, staff and shall be the spokesperson for the District Association.

The President shall have been a Board Member for two (2) years in the preceding five (5) years, immediately before running for the office of President. Other candidates will only be considered if no nominee meets the above criteria.

### Vice-President

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

The Vice-President shall have been a Board Member for one (1) year in the preceding three (3) years, immediately before running for the office of Vice-President. Other candidates will only be considered if no nominee meets the above criteria.

### Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the District Association; shall report to the Board of Directors at least once per quarter (1/4) and shall submit an annual report to the Annual General Meeting.

### Secretary

The Secretary shall keep a record of all minutes for 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 organization, unless otherwise specified in the District Association's published rules; maintain record books in which the constitution, published rules 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 it 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 new presiding officer.

### Other Directors Positions

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

### 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.

### District Representative

The President of the District Association shall be District Representative to Ontario Soccer unless the President declines the position or is removed from the position by a majority vote of the Board of Directors.

In the event the President declines, or is removed from the District Representative position, the Board of Directors by majority vote shall elect one of its Board Members to the position.

The term of office of the District Representative will be in accordance with Ontario Soccer's published rules.

## **ARTICLE 7: 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 be by: regular mail, email, fax, website notice or any other method determined by the Members.

Members representing fifty per cent (50%) of the voting Membership shall form a quorum, at all general meetings of the District Association. Any question shall be decided by a majority of the votes unless otherwise required by the By-Law or other law.

### **Annual General Meeting:**

The District Association shall hold its Annual General Meeting not later than February 28<sup>th</sup> of the following year. The agenda shall be:

- 1) Roll Call and Credentials Report
- 2) Period of Remembrance & Introduction of Guests

- 3) Minutes of previous Annual General Meeting
- 4) President's Address
- 5) Administration Report
  - Secretary Report
  - Treasurer's Report & Financial Statement
  - Auditor's Report
  - Budget
  - Appointment of Auditor's
- 6) Other Reports
- 7) Unfinished Business
- 8) Ratification of Business
- 9) Amendments to the Constitution
- 10) Roll Call
- 11) Election of Officers
- 12) Any other Business
- 13) Adjournment

### **Special General Meeting**

A Special General Meeting of the District Association:

- a) May be called by the Board of Directors by its own motion, or;
- b) Shall be called by the Board of Directors upon receipt of a written request submitted to the District Association by registered mail, certified mail, courier service, or hand delivery signed by Members representing not less than one third (1/3) of the voting membership, sitting out the items of business to be conducted at the Special General Meeting. The Special General Meeting shall be called within thirty days (30) and held within forty-five (45) days following the submission of the written request from the Members.

Only the business set out in the notice of the Special General Meeting shall be dealt with except with the unanimous consent of the members present.

### **Delegates to General Meetings**

- a) A Member must appoint one of its delegates to cast all votes at a general meeting
- b) Any Members not attending a duly called General Meeting shall be fined not less than one hundred and fifty (\$150.00) dollars.

### **Voting at a General Meeting**

At General Meetings, an Active member shall have a vote of fees retained:

- A vote for the first one hundred (\$100.00) dollars or part thereof
- A vote for each additional three hundred (\$300.00) dollars or part thereof
- A vote for each additional five hundred (\$500.00) dollars or part thereof
- All its votes cast by its appointed delegate.

Associate members shall have one vote at general meetings

## **Board of Directors Meetings**

The Board of Directors shall meet at least four times per year on notice given by the President and Secretary upon seven days or more notice at a time and place 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 of Directors.

## **Executive Committee**

The Executive Committee shall consist of the President, Secretary, Treasurer and four Directors at Large and shall possess and may exercise all powers in the management direction of the affairs of the District Association.

A majority of the Executive Committee shall constitute a quorum of the Executive Committee

Meetings of the Executive Committee shall be at the call of the President.

## **ARTICLE 8: 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 District Association.

## **ARTICLE 9: Procedures Governing Meetings**

All meetings of the District Association shall be conducted in accordance with the most recently published Robert's Rules of Order newly revised except as may be otherwise stipulated in the By-Law or other Rules and Regulations of the District Association.

## **ARTICLE 10: By-Laws and Amendments**

- a) By-Law amendments may be proposed by the Board of Directors, or submitted by a Member of the District Association
  - In writing, at least 21 days prior to a general meeting of the District Association; and must be approved by a majority vote of the Board of Directors, and by a 2/3 vote of the Membership voting in person or by proxy at a meeting of District Association duly called for that purpose.
- b) All members entitled to vote shall be notified with the District Association's notice of the
  - Said member's meeting about proposed By-Law amendments referred to in subparagraph (a). Such notification shall be by: regular mail, email, fax, website notice or any other method determined by the Members.

## **ARTICLE 11: Rules and Regulations**

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

- a) discipline of a Member: summary of charges regarding misconduct
- b) discipline of a Member: procedures for discipline hearing
- c) duties of Board of Directors: authority granted to Board regarding the business being conducted
- d) duties of Board of Directors: selection process and appointment process for the appointment and renewal of appointments to the League's paid and volunteer positions
- e) duties of Board of Directors: process for revoking appointments
- f) 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 the 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 of the members at a General Meeting. If the Rules and Regulations are amended by the Board of Directors and the amendment shall be presented for ratification at the next Annual General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

## **ARTICLE 12: Finance**

The accounts of the District Association 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 \$30,000 or less; or
- c) with the consent of all its Members, be exempt from any audit of Financial Review Engagement if the Annual Gross Revenue is less than \$10,000.

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

At the Annual General Meeting of the District Association, a chartered accountant firm shall be appointed to perform the audit or the Financial Review Engagement.

The fiscal year of the District Association shall end on October 31<sup>st</sup> of each year, unless otherwise ordered by the Board of Directors.

### **ARTICLE 13: Dispute Resolution**

The District Association shall adhere to the Dispute Resolution process as published and approved by Ontario Soccer from time to time.

Any member of the District Association may initiate the Dispute Resolution process by communicating in writing to Ontario Soccer, with a copy of the District Association, the nature and facts of the dispute. Ontario Soccer, 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 District Association shall make available to any member a copy of the Dispute Resolution process when requested.

### **ARTICLE 14: Harassment**

The District Association shall adhere to the Harassment Policy as published and approved by Ontario Soccer 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 District Association.

The District Association shall make available to any member a copy of the Harassment Policy when requested.

### **ARTICLE 15: Appeals**

- a) Any registrant or registered organization directly affected by a decision of the District Association may appeal such decision, except stipulated in 15 d) or e).
- b) The denial or termination of membership in the District Association may be appealed by a non-registered organization
- c) A decision of the District Association may be appealed to Ontario Soccer. The appeal shall be conducted in accordance with Ontario Soccer's published rules.
- d) 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 administration position within the District's Association's operations, except where the selection, appointment and revocation process outlines in the Rules and Regulations has not been followed.
- e) An individual shall not appeal a decision made by the district regarding a player's team assignment on any District or Regional team.

#### **ARTICLE 16: Dissolution**

In the event of dissolution of the District Association, 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 organizations which is (are) registered with Ontario Soccer.

#### **ARTICLE 17: Definitions/Terminology**

Terminology used in this By-Law shall have the same meaning as used by the Ontario Soccer on its letter patent, By-Laws and published rules.

## **Revision History**

Rev A – OSA now Ontario Soccer – February 2017