



CONSTITUTION OF CAMBRIDGE YOUTH SOCCER

Ratified : 2015/01/18

Article 1: NAME

The name of this Club shall be the Cambridge Youth Soccer Club, hereinafter referred to as the Club. The headquarters of the Club shall be located within the District Boundaries of the Southwest Region Soccer Association, hereinafter referred to as the District Association.

Article 2: OBJECTIVES

The Club shall have the following objectives:

1. To promote and develop the game of soccer within its boundaries for players up to the age of 21.
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.

Article 3: AFFILIATIONS

The Club shall be a Member of the Canadian 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 Club

Article 4: MEMBERSHIP

There shall be 2 categories of Members:

1. Voting Member

A Voting Member shall be defined as a person having served the Club in one or more of the following capacities in the previous 365 days (but not less than 30 days prior) to a Meeting of the General Membership subject to the clauses under Termination of Membership.

Parent or Guardian of a Registered Player
Registered Player age 18 or over
Registered Volunteer
Coach or Assistant Coach for the Club
Referees for the Club

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 only one vote at Member's meetings.

To be considered a Registered Volunteer a minimum of 30 volunteer hours per year must be contributed. These hours will be recorded and signed off by a minimum of two Directors of the Club and will be kept on file to ensure they meet the minimum requirements to be considered voting Members.

2. Non-Voting Members

An associate Member shall be defined as individual being paid by the Club for services (excluding Referees). These individuals will be considered to have a vested interest and to avoid any conflict of interest they will not have a voting right.

Fees

Membership fees for regular Members shall be set annually by the Board of Directors and ratified or amended by the Membership at an Annual General Meeting or a Special Meeting called specifically for this purpose.

The membership fee for the children of a member of the Board of Directors will be 100% of the registration fees for that fiscal year.

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 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. Reprimand, suspension or expulsion may be reversed by a motion passed by the membership at an Annual General Meeting or a Special Meeting of the Club, called specifically for this purpose.

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
4. If the Member no longer fits the requirements of Article 4

Article 5: BOARD OF DIRECTORS

The Board of Directors shall be comprised of the following positions:

Executive Board Member Positions

President
Vice-President
Secretary
Treasurer

Regular Board Member Positions

Director of Junior House League (U3-U10)
Director of Senior House League (U10 to U18)
Director of Competitive Teams
Director of Equipment
Director of Indoor and Tournament

A Director may hold more than one position but will only carry one vote.

A Director shall be 18 years of age or older, and shall be a Member of the Club and have a valid police check.

A Director shall serve for a term of two years or until his or her successor is elected or appointed for a maximum of three consecutive full terms in the same position. After an initial Board of Directors has been appointed, the positions of President, Treasurer, Senior House League, Indoor and Tournament shall be elected at the AGM where the financials from years ending in even numbers are presented, while the Vice-President, Secretary, Junior House League, Competitive Teams and Equipment directors shall be elected at the AGM where financials from years ending in an odd number are presented.

Upon completion of the President's position, when a new President is elected, the past President will be an advisor to the new Board with non-voting rights. All Executive Directors must come from the current board. All Directors' position will be limited to a maximum of 3 two year terms plus any partial terms of less than 2 years, in the same position.

All Directors new to the Board will be provided with the minutes of the previous 12 months of Board meetings and information package informing them of ongoing issues.

Only current Members can have a position on the Board. If a Member accepts a position on the Board of Directors he/she must give up any paid position at Cambridge Youth Soccer.

Any Board member who has been removed from the Board of Directors for any reason shall be ineligible to be nominated for any Board position in the next election year which runs from AGM to AGM.

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:

- a) If she/he becomes incapable of performing the business of the Club
- b) If she/he is absent from of the regularly scheduled meetings in a calendar year, without due cause.
- c) If she/he no longer resides within a 50km radius of Cambridge City Centre

2. The Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:

- a) If she/he has been found guilty of an offence under the Harassment Policy of The OSA
- b) If she/he has been found guilty of an offence involving violence under the Discipline Policy of The OSA
- c) If she/he has failed to properly account for monies or other property belonging to 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 ¾ '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 5 of Directors, the Board of Directors may appoint a successor to the position(s) for the remainder of the term(s) being filled. This newly appointed Director will not have any voting rights until elected in by the Membership at the next Annual General Meeting. A removed Director may appeal to the entire Membership the following Annual General Meeting providing that the Director agrees in writing to allow the Board full disclosure of the reasons for the termination.

Any Member or Director of Cambridge Youth Soccer may request a vote for a motion of non-confidence to remove a Member, or all, of the Board of Directors at the Annual General Meeting. If a majority of Members present (50% plus 1) vote that there is no confidence in that Director or all Directors this will be considered the start of 14 days notice. A Special Meeting must be held within 30 days to elect a new Director(s). A request to remove a Director may be submitted to the Club in writing via registered letter stating the cause and a minimum of eight other Members signatures. Every Director must receive a copy of this notice. Again a Special Meeting must be called within 30 days of the receipt of such notice/letter. A location, time and place must be publicized 14 days prior to the meeting.

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.

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.

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 appointments shall be based on procedures outlined in the industry's Human Resources Policy and Procedures.

The Board of Directors may also revoke, for cause, any appointment of hiring, providing that it has followed the procedures for the revoking an appointment as outlined in the Club's published rules, or Employment Standards Act, as it applies to the clubs paid employees.

Duties of Directors

President

Except:

1. As provided for in the Dispute Resolution Policy of the OSA, and
2. Where the President delegates the responsibility to another person, The President shall preside over 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; 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, unless otherwise specified in the Club's published rules; 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 president and vice-president, preside until the immediate election or appointment of a new presiding officer.

Other Director 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. A nominated person must be able to read and write proficiently in one of the official Canadian languages. Elections shall be by secret ballot. 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. No candidate may assume a position by acclamation. In the event of a single candidate, a yes/no vote will be tallied. In the event the single candidate is defeated, that position shall remain open in accordance with the Constitution.

Article 6: MEETINGS

General Meetings:

Meetings of the Board of Directors shall be held a minimum of 10 times per calendar year. Fourteen days notice given by the President and Secretary of the exact date, at

such place and time as the Board of Directors may determine. The date must be posted on the club's website no later than 10 days prior to the date of the meeting. Any member may attend.

Annual General Meeting:

The Club shall hold its Annual General Meeting within 120 days of the fiscal year end of the Club. The agenda of the Annual General meeting shall include:

1. Credentials Report (Registration Desk)
2. Minutes of Previous Annual General Meeting
3. President's Address
4. Officers' Reports
5. Treasurer's Report
6. Budget
7. Auditor's Report
8. Appointment of Auditors
9. Other Reports
10. Unfinished Business
11. Amendments to the By-Laws
12. Credentials Report (Registration Desk)
13. Election of Officers and Directors
14. Any Other Business
15. Adjournment

Special General Meeting:

A Special General Meeting of the Club:

- a) May be called by the Board of Directors, or
- b) Shall be called by the Board of Directors upon receipt of a written request submitted to the Club by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by not less than 10 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.

Only the business set out in the notice of the Special General Meeting shall be considered.

Voting at General Meeting:

Every regular Member aged 18 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 18 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.

Proxy Voting at General Meeting:

Every regular Member, or parent or guardian of a regular Member under the age of 18, is entitled to vote at a meeting of Members they 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. All proxy votes must be received at the Club office a minimum of 14 days prior any meeting at which the proxy vote will be used. All Proxy votes must be prepared on the appropriate form provided by the Club. 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.

Board of Directors Meeting:

Meetings of the Board of Directors shall be held a minimum of 10 times per calendar year. Fourteen days notice must be given by the President and Secretary of the exact date, at such place and time as the Board of Directors may determine. The date must be posted on the club's website no later than 10 days prior to the date of the meeting. Any member may attend. A majority (50% + 1) 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. Meetings shall be conducted according to Robert's Rules of Order, in so far as, they may apply.

Article 7: COMMITTEES

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

Article 8: PROCEDURES GOVERNING MEETINGS

All meetings of the 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.

Article 9: BY-LAWS AND AMENDMENTS

Changes to the Constitution

Changes to the Constitution can only be made at an AGM or a Special General Meeting called for that specific purpose. Proposed changes to the Constitution must be in writing, dated and signed by the proposer and delivered via registered mail to the Secretary at least fourteen (14) days before an AGM and twenty (20) days before a Special General Meeting called for that purpose. A proposed change to the Constitution may be amended in writing by the proposer between the date of its receipt and the date of notice of an AGM or Special General Meeting called for that purpose. The underlying intent of the proposed change may not be substantially amended.

The Board of Directors may propose changes to the Constitution up to seven (7) days before an AGM or Special General Meeting called for the purpose of changing the Constitution. All proposed changes to the Constitution will be available from the

Secretary three (3) days before an AGM or Special General Meeting called for the purpose of changing the Constitution. Proposed amendments to the Constitution may not be further amended during an AGM. All Members entitled to vote shall be notified with the Club's notice of the said Members' meeting about Constitution amendments. Such notification shall be posted on the Club's Web site and advertised in the local media. Changes to the constitution must be approved by the majority vote of the Membership voting in person or by proxy at a meeting of the Club duly called for that purpose or at an Annual General Meeting.

Breach of the Constitution

Members who become aware of a possible breach of this Constitution shall report details in writing to the Board of Directors. The Board of Directors will investigate the report and take appropriate action. Matters not covered by the Constitution should be settled in accordance with the guidelines of South West Soccer Association or OSA.

Article 10: RULES AND REGULATIONS

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

- a) Discipline of a Member: summary of charges regarding misconduct
- b) Discipline of a Member: procedures for discipline hearing
- c) Duties of Board 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 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 and ratified by the Members at a General Meeting.

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 wilful neglect or default.

Article 12: FINANCE

The accounts of the Club shall be audited annually by a Chartered Accountant. The audit or the Financial Review Engagement statement shall be presented to the Annual General Meeting for adoption. At the Annual General Meeting of the Club, a chartered

accountant firm shall be appointed to perform the audit or the Financial Review Engagement.

The fiscal year of the Club shall be October 1st-September 30th of each year, and that the accounts of the Club shall be recorded and accounted for using the accrual accounting system (moving from a cash reporting system).

Article 13: DISPUTE RESOLUTION

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

Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to The OSA, with a copy to the Club 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.

Article 14: HARASSMENT

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

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of the Club. Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment. The Club shall make available to any Member the Harassment Policy when requested.

Article 15: APPEALS

- a) Any 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 By-Law shall have the same meaning as used by The OSA in its letters patent, By-Laws and published rules.