

East Hamilton Soccer Club Inc.

Constitution

East Hamilton Soccer Club Inc.
1900 King St East, PO Box 69048
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Constitution: Revised November 2017

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Article 1 – Name:

The name of this Club shall be the East Hamilton Soccer Club Inc., hereinafter referred to as the **Club**. The headquarters of the Club shall be located within the District Boundaries of the Hamilton & District Soccer Association, hereinafter referred to as the **District Association**. The Board of Directors hereinafter referred to as the **Board**.

Article 2 – Affiliations:

The Club shall be a Member of the Hamilton & District 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 bodies to which it is affiliated:

The OSA

The District Association: Hamilton & District Soccer Association

The Club: East Soccer Club

Article 3 – Objectives:

The objectives of the Club are to promote sportsmanship and to develop soccer in the Hamilton-Wentworth area with the emphasis placed on fun. We encourage fair play for all players regardless of age or skill level, to help the foster the enjoyment of the game while developing a standard to respect towards players, coaches and referees

Article 4 – Membership:

There are three classes of Members: Regular Member, Honorary Member and Life Member.

Regular Member

A regular member consists of the following

- Registered player
- Parent or Guardian of a registered player or registered Club official under the age of 18
- Registered Coach
- Registered Game official
- Registered Club administrator
- Board of Director

Honorary Member

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

Life Member

The Board 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.

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 dispute, may be reprimanded, suspended or expelled from the Club after a hearing by the Board of the Club at which hearing the Member is entitled to attend.

Terminations 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
3. If the Member is no longer registered with the Club

Article 5 – Membership Fees:

1. Membership Fees shall be determined by the Board in Office at the commencement of each year, and shall be valid for that year only.
2. Requests for refunds must be made in writing and received by the Club before May 31st. The Club policy will not permit refunds to be issued after May 31. Further if a request for refund is made after the deadline herein, said request will only be considered in extreme circumstances i.e. Medical conditions and must be accompanied by a Doctor's Certificate. In order to receive refund all equipment provided by the Club i.e. uniform(s), bag(s), ball(s), etc, shall be returned laundered and in good condition, if previously used. Any refund issued will have an Administration Fee of \$25, (twenty five dollars) applied should the request be granted. The decision on refunds will be the decision of the Board, and will be final.

Article 6 –Board of Directors:

a) The Club shall be governed by the Board which shall consist of Twelve (12) individuals, or such a number not to be less than six (6), as may be amended from time to time in accordance with the Club's By-Laws. These individuals shall hold the positions of:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Registrar
6. Head Coach
7. Director of Representative
8. Director of House League
9. Director of Equipment
10. Director of Sponsorship

11. Club Scheduler
12. Director at Large
13. Past President

A Director shall be at least 19 years old, a Regular Member of the Club and shall not have an undischarged bankruptcy.

The Board shall be elected at the Annual General Meeting of the Club. Election shall be by secret ballot, or by another form, a simple majority of votes cast to elect. Election of Board positions are for a two year period. Election in even years for President, Secretary, Treasurer, Head Coach and Director of Equipment. Election in odd years for Vice President, Registrar, Director of Representative, Director of House League and Director(s) at Large.

All Board members are expected to attend all Board of Directors Meetings of the Club.

Should a position become vacant of a committee, the Board shall have the power to appoint another Regular Member to the committee to complete the term of office.

The Board shall have full control of the affairs of the Club. A majority of the Board at meeting shall constitute a quorum.

The Board shall elect one of their members to stand as chairperson for all the Club meetings. The chairperson shall retain voting privileges.

No member of the Board shall receive any remuneration for their duties, unless it is out-of-pocket expenses and supported by a receipt, or expenses previously approved by the Executive.

Director Vacancy: A Director has the right to resign his or her position by submitting a signed letter of resignation to the Club. A vacancy on the Board and their respective position(s) held, caused by death, or resignation, which has been accepted by the Board, may be filled by a majority vote of the membership at a Special General Meeting of the Membership, called with proper notice (14 days) of the election. 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 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 he/she becomes incapable of performing the business of the Club
 - b. If he/she is absent from two (2) or more meetings of the Board without satisfactory reason
 - c. If he/she no longer resides in reasonable proximity to the Club
 - d. If he/she 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 the following reasons:

- a. If he/she has been found guilty of an offence under the Harassment Policy of the OSA or like policy of the Club.
- b. If he/she has been found guilty of an offence involving violence under the Discipline Policy of the OSA or like policy of the Club.
- c. If he/she has failed to properly account for monies or other property belonging to the Club
- d. If he/she has been found guilty of a criminal offence regardless of whether or not the offence directly affected the club.

A member of the Board holding his/her respective position(s), as Director of other position(s), may be removed from office by the Board for good sufficient cause by a two thirds (2/3) vote of the Board present, provided notice to remove the Director has been given to all directors of the Club.

Article 7 – Duties of the Board:

1. The President shall:

- a. preside at all Board meetings
- b. preside at all protest and disciplinary meetings
- c. act as spoke person for the Club at all times unless he/she otherwise delegates the responsibility
- d. always has a casting vote
- e. act as a signing officer for the Association in all legal matters
- f. setup sub-committees as required and appoint chairpersons
- g. set annual objectives and further policy development
- h. coordinate all duties of the Board, committees and staff, ensure all assigned duties are completed to the accepted standard and in a timely fashion
- i. prepare an annual report for submission at the Annual General Meeting

2. The Past President shall:

- a. attend all meetings and advise new President in the business of the Club

3. The Vice-President shall:

- a. in the absence of the President , act in the capacity of the President and shall have other powers as assigned by the Board
- b. prepare annual reports for submission at the Annual General Meeting

4. The Secretary shall:

- a. give notice of all meetings to the Club to persons entitled thereto
- b. attend all meetings of the Club and keep the minutes of such meetings
- c. type and distribute minutes(via email) to all meeting attendees
- d. type and distribute business letters on behalf of the club
- e. be custodian of the Club's minute books and correspondence files including electronic files
- f. keep the Board informed as to the business at hand and as to its disposition for action
- g. prepare an annual report which shall be submitted at the Annual General Meeting

5. The Treasurer shall:

- a. keep, or cause to be kept, up –to-date and accurate records of the revenue and expenditure in books/electronic files belonging to the Club
- b. deposit all monies and other valuable effects in the name of, and to the credit of, the Club
- c. responsible for preparing, or facilitating the preparation of an annual budget
- d. manage the financial affairs, often including such basic tasks as selecting a bank, reconciling bank statements, and managing cash flow
- e. pay all accounts due by cheque or other approved forms of payment. No cheque shall be drawn on the bank unless the cheque is signed by the treasurer and the President or Vice-President
- f. render financial statement whenever requested by the President
- g. reconcile the bank account or accounts monthly
- h. the custodian of deposit and receipt books of the Club and be required to produce such books properly balanced at all meetings of the Club
- i. prepare annual report submission to the Annual General Meeting

6. The Registrar shall:

- a. ensure registration forms comply with the OSA standards
- b. receive all player registration forms, electronically and prepare information for entry into the OAS AIMS system by electronic function
- c. manage registration documentation and maintain on file as per club policies. This documentation includes for players and coaches (e.g. police checks)
- d. Enter all registrants (players, coaches, managers, and executive) into OSA database and maintain throughout season as required.
- e. complete up-to-date reports of registrations for distribution at Board meetings
- d. prepare annual report submission to the Annual General Meeting

7. The Head Coach shall:

- a. determine the team assignments of all registered coaches
- b. attempt to upgrade the educational qualifications of all coaches to O.S.A. standards
- c. assess and counsel about problems arising out of coaching duties
- d. take all necessary steps required to ensure that a coach or coaches are deemed suitable to the Club.
- e. act as a main point of contact for all coaches and work directly with the House League Director on all house league related issues
- f. must have at least a Community Coach Certification Diploma or Soccer for Life, Respect in Soccer, and Making Ethical Decisions or higher.
- g. assist registrar in the rostering of all House League, WWISL and Rep Team coaches
- h. prepare an annual report for submission at the Annual General Meeting

8. Director of Sponsorship shall:

- a. initiate and deepen relationships with potential sponsors, moving them toward active sponsorship
- b. maintain and expand relationships with current sponsors
- c. maintain contact list of current and potential sponsors
- d. prepare an annual report for submission at the Annual General Meeting

9. Director of House League shall:

- a. responsible for the operation and organization of the House League teams
- b. authority to enforce the rules, regulations and guidelines established by EHSC
- c. attend and provide reports at all regular local league meetings as the EHSC representative
- d. assist the Registrar in the rostering of all House League teams
- e. develop and maintain a list of board approved guidelines for all House League teams
- f. work directly with the Head Coach on related house league issues
- g. organize and manage all house league referees, and ensure certification
- h. prepare an annual report for submission at the Annual General Meeting

10. Director of Representative shall:

- a. responsible for the operation and organization of WWISL and Rep teams
- b. authority to enforce the rules, regulations and guidelines established by EHSC
- c. attend and provide reports at all regular local league meetings as the EHSC representative
- d. assist the Registrar in the rostering of all WWISL and Rep teams
- e. develop and maintain a list of board approved guidelines for all WWISL and Rep teams
- f. work directly with the Head Coach on related WWISL and Rep issues
- g. prepare an annual report for submission at the Annual General Meeting

11. Equipment Director shall:

- a. responsible for the storage, maintenance and distribution of all equipment, jerseys and kits
- b. authorized to purchase needed equipment upon Executive approval
- c. take inventory at the beginning and end of each season and account for any discrepancies. Keep records of any and all equipment handed out to teams or individuals
- d. prepare equipment packages for each team prior to beginning of playing season and hand/sign out to coaches. Receive and inspect equipment at end of playing season
- e. develop and maintain an effective storage system to assure neatness and ease of use of all equipment. Maintain trophies and trophy case
- f. solicit and negotiate pricing for equipment and apparel needs and present recommendation to executive for approval
- g. prepare an annual report for submission at the Annual General Meeting

12. Club Scheduler shall:

- a. create and maintain all practice and game schedules, including pre-season training
- b. reschedule any games as seen necessary
- c. direct contact with WWISL on scheduling conflicts and rescheduling
- d. book facilities as required throughout the season, including pre-season training
- e. work directly with Director of House League and Director Representative on any related issue
- f. prepare an annual report for submission at the Annual General Meeting

13. Direct at Large shall:

- a. be assigned to such duties as deemed necessary by the President
- b. prepare annual reports for submission at the Annual General Meeting

The Directors shall:

- a. be assigned to such duties as deemed necessary by the President
- b. participate in a minimum of 3 registration dates
- c. be present and available throughout the season to convene home games

Article 8 – Annual General Meeting:

The Annual General Meeting shall be held on the Third (3rd) Thursday of November. All members shall receive fourteen (14) days notice of the time and location of the Annual General Meeting. Notice of meeting will be announced to membership at large, using whatever means are available at that time, including the Website if possible.

The agenda for the Annual General Meeting shall be:

1. Roll Call
2. Minutes of the Previous Annual General Meeting
3. President's Report
4. Vice President's Report
5. Secretary's Report
6. Treasurer's Report
7. Registrar's Report
8. Head Coach Report
9. Director of Representative Report
10. Director of House League Report
11. Equipment Director Report
12. Club Scheduler Report
13. Director at Large Report
14. Unfinished Business
15. Amendments to the Constitution and By-Laws
16. Election of the Executive Committee
17. New Business
18. Adjournment

All proposed amendments to the Constitution and By-Laws must be received in writing by the Club at least fourteen (14) prior to the Annual General Meeting. Copies of proposed amendments shall be made available to any Club member upon request to the Club Secretary not less than seven (7) days prior to the Annual General Meeting. All proposed amendments will be given to the members at the Annual General Meeting. Amendments to the constitution shall require a majority vote of two-thirds (2/3) of members present.

Nominees for election to the Executive Committee must be existing members of the Club in good standing. Nominations can be accepted by proxy in writing to the Club Secretary. Furthermore, nominees for the positions of President and Vice-President

must have served a minimum of two (2) consecutive years a member of the Board to qualify for either of these positions. The office of President and Vice President can hold the position for a maximum of 4 consecutive terms with each term made of a two year period.

Voting rights are invested in:
Regular Members
Board of Directors

Each member is entitled to one vote. Voting by proxy is not permitted. The President (or) Vice-President, the Secretary, the Treasurer and five (5) other voting members must be present to constitute a quorum at the Annual General Meeting.

Article 9 – Meetings:

Board of Directors Meetings

The Board shall meet at least twelve (12) times per year, upon fourteen (14) days notice given by the President and/or Secretary, at such place and time 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. Questions arising at any meeting shall be decided by a majority of votes where each Director is entitled to cast one (1) vote

Special General Meetings:

A Special General Meeting of the Club:

1. May be called by the Board of Directors
2. 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 twenty-five percent (25%) of the voting Membership, setting out the items of business to be conducted at the Special General Meeting.

The Special General Meeting shall be held within thirty (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.

Article 10: Other Constitutional Items:

Any Constitutional items not set forth above shall be referred to the Constitution of the Hamilton & District Soccer Assoc., and failing its appearance therein, to the Constitution of the Ontario Soccer Association.

Article 11: Committees:

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 12: Procedures Governing Meetings:

All meetings of the Club shall be conducted in accordance with the most recently published Robert's Rules of Order except as may be otherwise stipulated in this By-law or other Rules and Regulations of the Club.

Article 13: By-Laws and Amendments:

1. By-law amendments may be proposed by the Board, or submitted by a member to the Club in writing at least fourteen (14) 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 two thirds (2/3) vote of the Membership voting in person at a meeting of the Club duly called for that purpose.
2. All Members entitled to vote shall be notified with the Club's notice of the said Members' meeting about By-Law amendments.

Article 14: Rules and Regulations:

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

1. Discipline of a Member: Summary of charges regarding misconduct
2. Discipline of a Member: Procedures for Discipline hearing
3. Duties of Board: Authority granted to Board regarding the business being conducted
4. Duties of Board: Selection, appointment, and renewal process for volunteer and paid positions.
5. Duties of Board: Process for revoking appointments The Board of Directors may approve and publish Rules and Regulations which are consistent with the by-laws and are consistent 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 or the Members at a General Meeting

Article 15: Indemnity:

Members of the Board or other servants to the Club, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Club against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglect or default.

Article 16: Finance:

Subject to the following size test based on financial statements of the previous year:

- a) 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
- b) 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
- c) Signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or a Certified Management Accountant if the Club's annual gross revenue is less than \$100,000 but greater than or equal to \$10,000.00.
- d) Completed by the Treasurer or designate, if the Club's annual gross revenue is less than \$10,000.

If an auditor is required:

- a) 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;
- b) 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;
- c) 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;
- d) The auditor will report to the members at the annual general meeting at 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
- e) The auditor's report will be open for inspection by any member of the club.

Article 17: 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 (1) 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 Club shall make available to any Member the Dispute Resolution process when requested.

Article 18: Harassment:

The Club shall adhere to the Harassment Policy as published and approved by the OSA. The Harassment Policy shall apply to: 1. All employees 2. Directors 3. Officers 4. Volunteers 5. Coaches 6. Game Officials 7. Administrators 8. Players 9. Members, and 10. 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 19: 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 The District Association's published rules. An individual shall not appeal a decision made by the Board 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.

Article 20: 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 to one (1) or more not-for profit soccer related organizations, or any not-for-profit athletic community organization, which operate solely in Ontario.

Article 21: Definitions and 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.