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MISSISSAUGA CROATIA SOCCER CLUB CONSTITUTION

Amended in September 26th 2016

Preamble

The Mississauga Croatia Soccer Club, which is incorporated as a not-for-profit corporation under the Corporations Act of Ontario, is governed by the following by-laws.

Article 1: NAME

The name of this Club shall be Mississauga Croatia Soccer Club, hereinafter referred to as the "Club". The headquarters of the Club shall be located within the District Boundaries of the Peel Halton Soccer Association, hereinafter referred to as the District Association.

Article 2: OBJECTIVES

2.1 The Aims and Objectives of the Club shall be:

1. To promote and develop the game of soccer, both indoor and outdoor;
2. To organize and operate amateur soccer teams and leagues, both competitive and recreational, for all age groups;
3. To teach the skills of the game;
4. To develop, encourage and promote community spirit, sportsmanship, fair play and good fellowship among all Members and the members of the Community;
5. For the further attainment of the above objects, subject to the Charities Accounting Act, the Mortmain and Charitable Uses Act and the Charitable Gifts Act, to acquire, accept, solicit, receive and hold gifts, grants, donations, legacies, devices or bequests of real and personal property of all kinds.

2.2 The aim and objective of the Club is stated in Article 2.1, however this does not preclude the Club from organizing and supporting other sports for the benefit of the Community and to help grow the Club as determined by the Board of Directors.

Article 3: AFFILIATIONS

3.1 The Club shall be a member of the Peel Halton 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:

- a) The OSA
- b) The District Association
- c) The Club

Article 4: MEMBERSHIP

4.1. The Members of the Club shall either be an Adult Member or a Youth Member:

- A.** An ADULT MEMBER is an individual who is eighteen (18) years of age or older and is:
- i) A player registered with the Club and who is registered or playing with



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a senior team of the Club.

- ii) A player registered with the Club and who is registered or playing in the Club's Adult House league.
- iii) A parent/guardian of a youth player registered with the Club.
- iv) A team coach, assistant coach, administrator, manager, trainer, convenor, referee, or any other volunteer who is registered with the Club.
- v) A member of the Club's Board of Directors.
- iv) An adult who has paid the membership fee for the year and is a member in good standing as per Article 4.12.

B. A YOUTH MEMBER is an individual who is seventeen (17) years of age or younger and is registered with the Club.

4.2 Although an individual may qualify for, and be registered under, more than one of the above categories or be the parent of more than one Youth Member, each individual holds only one membership in the Club, and is entitled to only one vote at Members' meetings (Annual General Meeting or Special General Meeting).

4.3 A player shall become an Adult Member or a Youth Member when approved by the Club's Registrar or Directors of the Club.

4.4 A Coach or an Assistant Coach is an individual who is registered with the OSA to teach, instruct, train and guide players to play the game of soccer. Upon application, a Coach or Assistant Coach shall become an Adult Member upon acceptance by the Directors of the Club.

4.5 A referee is an individual who is registered with the OSA to officiate soccer games and has been recognized by the Board of Directors as a Club referee and therefore an Adult Member.

4.6 An administrator shall become an Adult Member upon election or appointment by the Directors of the Club. An administrator is an individual who is registered with the OSA to be responsible for one or more of the functions required to operate a team. For purposes of this definition, a team manager shall be classified as an administrator.

4.8 Every Adult Member aged eighteen (18) and over shall have the right to attend, speak and cast one vote at a Members' meeting of the Club.

4.9 Every Youth Member under the age of eighteen (18) shall have the right to attend and speak at Members' meetings, but shall not have the right to cast a vote at a Members' meeting of the Club.

4.10 Every Adult Member, entitled to vote at a meeting of Members, may by means of a Proxy appoint a person who is an Adult Member in good standing to act at the meeting in the manner, to the extent and with the power conferred by the Proxy. The Proxy document used shall be approved by the Directors of the Club. The Proxy document must be fully



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completed and filed with the Board of Directors no later than fourteen (14) calendar days before an Annual General Meeting or a Special Meeting in order to be valid.

4.11 An Adult Member who is appointed a Proxy by another Adult Member can only act once as a Proxy. They cannot be appointed Proxy by more than one Adult Member for a single Annual General Meeting (AGM) or a Special General Meeting (SGM).

4.12 Paid Membership

The Board of Directors shall decide if there will be any paid Members for a calendar year. Membership fees for individuals over the age of eighteen (18), who wish to become Adult Members, shall be set annually by the Board of Directors. The Board of Directors shall determine the number of paid Adult Memberships that may be sold in a given calendar year. Paid Membership cannot be gifted by the club. Paid memberships cannot be sold by the Club or purchased by an individual sixty (60) calendar days prior to an Annual General Meeting (AGM). The money received from Membership Fees will be used towards furthering the goals of the Club by the Board of Directors.

4.13 Discipline of Member

An Adult Member or a Youth Member may be fined, censured, suspended or expelled from membership for cause in accordance with the Club's published rules and a hearing held in accordance with the Club's and /or 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 Adult Member or Youth Member, who infringes the Constitution or brings the Club into disrepute or engages in conduct that harms the club, may be reprimanded, suspended or expelled from the Club after a hearing by the Board of Directors of the Club at which hearing the Adult Member or Youth Member is entitled to attend if the Member wishes. The discipline of a member shall be determined by a majority of the Board of Directors.

4.14 Termination of Membership

An Adult Member or a Youth Member shall be deemed to have terminated his or her membership in the Club:

- a) if the Adult Member or Youth Member submits a signed letter of resignation to the Club;
- b) if the Adult Member or Youth Member is expelled by the Club's Board of Directors;
- c) if the Adult Member or Youth Member is no longer registered with the Club; or,
- d) if the Adult Member does not pay their Membership fee within the time frame set by the Board of Directors.

Article 5: BOARD OF DIRECTORS

5.1 The Club shall be governed by a minimum of six (6) Directors, and a maximum not exceeding the number of positions listed below or such number as may be amended from time to time in accordance with the Club's By-Laws.

The Board of Directors shall consist of individuals holding the following positions:

- President
- Vice-President
- Secretary



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- Treasurer
- Registrar
- Assistant Registrar

After the positions of President, Vice-President, Secretary, Treasurer, Registrar and Assistant Registrar have been elected, then the following positions may be inserted into the Board of Directors. Each vacant position will be voted on separately in the order specified above.

- Director of Representative Teams
- Director of House League and Assistants, with the following directors below working in conjunction with the HL Director due to the related nature of duties:
 - *Director of Equipment and Uniforms*
 - *Director of Indoor Soccer and Camps*
 - *Director of Fundraising*
 - *Director of Fields*
 - *Director of Senior Soccer*
- Director of Competitive Teams and Assistants
- Director of Tournaments (in years when needed)
- Director of Discipline
- Director of IT and Social Media and Promotions
- Member at Large

5.2 A Director may hold more than one position.

5.3 A Director shall be eighteen (18) years of age or older and shall not be an undischarged bankrupt and shall be an Adult Member of the Club in good standing.

5.4 All Directors shall be subject to the OSA Conflict of Interest Policy.

5.5 Term of Office - A President, Vice President, Secretary, Treasurer, Registrar and Assistant Registrar shall serve for a term of two years . All other Directors shall serve a term of one year. Directors shall be elected by the Membership at the Annual General Meeting (AGM) of the Club as follows: three (3) Directors, namely the President, the Registrar and the Secretary shall be elected in ODD numbered years (calendar year of AGM date) to serve for a two (2) year term; another three (3) Directors, namely the Vice-President, the Treasurer and the Assistant Registrar shall be elected in EVEN numbered years (calendar year of AGM date) to serve for a two (2) year term; all other Directors will be subject to election each year. In order to serve in any of the above positions, the nominee must have served as part of the Board for at least one (1) year in any of the other available positions.

5.6 Nominations at AGM

A - The Board of Directors shall be responsible for appointing a chairperson (Nominations Officer) of a Nominations Committee, prior to each Annual General Meeting or other special meeting called for the election of Directors.



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B - The chairperson (Nominations Officer) will be a current Director whose position is not up for re-election at the meeting.

C - The chairperson (Nominations Officer) will ensure that there is a Posting of a list of all vacancies on the Board of Directors on the Club's website at least thirty (30) days prior to the Annual General Meeting or special meeting, to notify members of the name of any vacant position, the name of the Club's Nominations Officer, the process for nominating a candidate (including a Resume of qualifications), and the deadline for submitting nominations.

D - The chairperson's (Nominations Officer's) duty will be to review all nominations submitted and ensure that all nominees consent to said nomination.

E - The chairperson's (Nominations Officer's) duty will be to post the list of nominees and a one page resume for each nominee for vacant positions on the Board of Directors on the Club's Web-site ten (10) days prior to the Annual General Meeting and to provide the list of nominees to the Membership at the Annual General Meeting of the Club or in the case of a special meeting of voting members.

F - Nominations for vacant positions on the Board of Directors may be made by any Adult Member from the floor at the Annual General Meeting or special meeting if no Nominees were submitted to the Nominations Officer ahead of time.

G - Nominees must be present at the Annual General Meeting or special meeting to accept their nomination.

H - The Nominations Officer shall conduct the election of Directors and shall ensure that all proper processes are followed including:

- Members are briefed on the election process.
- A quorum is present.
- Scrutineers are chosen and properly instructed as to their duties.
- Voting shall be by show of hands unless a majority of Members voting shall decide that a secret ballot is to be used.
- Requesting candidates to speak providing background information about themselves to the Members.

5.6 Director Vacancy

A Director has the right to resign her or his position by submitting a signed letter of resignation to the President. 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. 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 cause by a majority vote of the Board of Directors present, provided that notice to remove the Director has been given to all Directors of the Club. If the Board of Directors removes a Director, 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 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 his or her term being filled.



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5.7 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 / Manager 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.

5.8 Duties of President

The President shall preside at all general meetings of the Club and of the Board of Directors, shall be ex officio a member of all committees, shall appoint all chairs of standing and special committees subject to ratification by the Board of Directors, shall coordinate all duties of the Board of Directors, committees and staff, and shall be the spokesperson for the Club.

5.9 Duties of 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.

5.10 Duties of Treasurer

The Treasurer shall have professional accounting credentials and 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. In the event that no nominee comes forward with professional credentials at the AGM, then the Board of Directors may appoint a suitable person with reasonable experience, for a two year term.

5.11 Duties of 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 in the absence of the president and vice-president, and preside until the immediate election or appointment of a new presiding officer.



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5.12 Duties of Registrar and Assistant Registrar

The Club Registrar and Assistant Registrar shall register all players, coaches, game officials and administrators with the Club and with the District Association for indoor and outdoor seasons, shall maintain statistics on all player registration, shall report to the Board at each Club meeting, and shall submit an Annual Report to the Annual General Meeting.

5.13 Duties of House League Director

The House League Director shall obtain registrations for all house league players with the Club and provide them to the Registrar for registration to the District Association for the outdoors and indoor seasons, shall maintain records on all players and coaches, shall organize outdoor and indoor season, shall be liaison between Board of Directors and Members, shall report to the Board at each Club meeting, and shall provide an Annual Report to the Annual General Meeting.

5.14 Duties of Competitive Team Director

The Competitive Team Director shall obtain registrations for all competitive players with the Club and provide them to the Registrar for registration to the District Association for the outdoors and indoor seasons, shall organize meetings of competitive team Members, shall be liaison between Board of Directors and Members, shall report to the Board at each Club meeting, and shall provide an Annual Report to the Annual General Meeting.

Article 6: MEETINGS

6.1 Meetings of the Membership shall be of two kinds, the ANNUAL GENERAL MEETING (AGM) and the SPECIAL GENERAL MEETING (SGM).

6.2 THE ANNUAL GENERAL MEETING (AGM)

A. The Annual General Meeting (hereinafter referred to as the "AGM") shall be held in either October, November or December of each year. The date will be decided by the Board of Directors.

B. The Board of Directors shall schedule the meeting and publish notice on the Club Website, at least (6) six weeks prior to the meeting.

C. Voting shall be by show of hands unless a majority of Members voting shall decide that a secret ballot is to be used.

D. The Order of Business for an AGM shall be:

- (1) Credentials
- (2) Reading of the Minutes of the last AGM
- (3) The President's Report
- (4) The Treasurer's Report and Financial Statements
- (5) Appointment of Auditors
- (6) Reports of remaining Directors and Committees
- (7) Amendments to the Constitution
- (8) Current Business
- (9) Election of the Board of Directors
- (10) Other Business
- (11) Adjournment



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6.3 THE SPECIAL GENERAL MEETING (SGM)

A. A Special General Meeting (hereinafter referred to as a “SGM”) may be called:

(1) By order of the Board of Directors.

(2) By the President upon receipt of a signed written request from at least fifty (50) Adult Members. Such request must state the reason for the SGM. The SGM shall be held within twenty-one (21) days of the date the request was received.

B. A SGM called for a specific purpose or reason must confine itself to the business for which it was called.

C. A SGM may be called to amend this Constitution. No Article of this Constitution shall be altered or rescinded and no additions shall be made to Articles except at an SGM, and then only by a majority vote of the eligible Adult Members present and voting at the SGM. Proposed Constitution amendments shall be delivered to the Secretary of the Club not less than four weeks prior to the date of the SGM. Only the Board of Directors or Adult Members of the Club in good standing can propose amendments.

D. The Secretary of the Club shall publish all proposed amendments not less than two weeks prior to the SGM.

E. Voting shall be by a show of hands unless a majority of the Members voting shall decide that a secret ballot is to be used.

F. The scheduling of a SGM shall be the responsibility of the Secretary who shall publish notice at least fifteen (15) days prior to the date of the meeting.

G. Any question shall be decided by a majority of the votes.

6.4. GENERAL FOR AGM AND SGM OF THE MEMBERSHIP

A. Roberts Rules of Order shall prevail at all meetings.

B. Only Voting Adult Members as defined in Article 4 of this Constitution shall be entitled to vote if present.

C. The Secretary of the Club shall ensure that Adult Member lists and Youth Member Lists are present should a challenge be made to the eligibility of anyone present to exercise the rights of Membership.

D. An official notice of each meeting shall be posted on the Club’s website and emailed to Members at least fourteen (14) days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine.

E. A minimum of twenty (20) Adult Members in good standing shall form a quorum at all AGM or SGM meetings of the membership.

6.5 Directors Meeting

The Board of Directors shall meet at least four (4) 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. Questions arising at any meeting shall be decided by a majority of votes where each Director is entitled to cast one vote.



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Article 7: COMMITTEES

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

Article 10: RULES AND REGULATIONS

The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with this Constitution or inconsistent with the rules of a higher level governing organization.

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 duties, except such as happens from their own respective willful neglect or default.

Article 12: FINANCE

The financial statements of the Club shall be:

- a) presented annually at the Annual General Meeting 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) Compiled and signed with a Notice to Reader by a CPA when revenues are greater than \$10,000, yet less than \$150,000.00. When annual revenues exceed \$150,000, an Audit is required;
- e) if an auditor is required:
 - i) at each Annual General Meeting, the Members may 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 General 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 Twenty (20) Member votes cast at an Annual 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 available for inspection by any Member of the Club.
- f) the fiscal year of the Club shall end on September 30th of each year, unless otherwise ordered by the Board of Directors.



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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, 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. Any member of the Club may initiate the Dispute Resolution process by communicating 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 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 relocation process outlined in the Club's published rules has not been followed.

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 or charitable organizations which operate solely in Ontario.

Article 17: DEFINITIONS/TERMINOLOGY

Terminology used in this by-law shall have the same meaning as utilized by The OSA in its letters patent, by-laws and published rules.