

CONSTITUTION

Toronto Central Soccer Club

ARTICLE 1: NAME

The name of this Club will be known as the "Toronto Central Soccer club" (TCSC) and shall be hereinafter referred to as the TCSC. The headquarters of the Club shall be located within the District Boundaries of the Toronto Soccer Association, hereinafter referred to as the TSA.

ARTICLE 2: CLUB EMBLEMS

The colours of the TCSC shall be red, white and black. For all TCSC teams, the TCSC logos shall appear on player's uniforms and/or equipment when representing the club. Toronto Central Recreational League (hereinafter "TCRL") participant teams are exempt.

ARTICLE 3: OBJECTIVES

To mission of the TCSC is to provide an opportunity for women of any age and skill level to play soccer, year-round. To assist all participants in reaching their full potential as players, coaches, referees, and administrators. This includes, but is not limited to:

1. provide an opportunity to address physical, mental, and social lifestyle needs and encourage sportsmanship and community involvement.
2. maintain a league that enables women to enjoy playing the game of soccer in a positive and safe environment.
3. provide a comfortable environment for participants to exercise their soccer skills.

ARTICLE 3: AFFILIATIONS

The TCSC shall be a member of the TSA and shall follow the published rules of the TSA and OSA. The TCSC is subject to the published rules in descending order of authority of the following governing organizations to which it is affiliated:

1. FIFA
2. CSA
3. OSA
4. TSA
5. TCSC

ARTICLE 4: MEMBERSHIP

The TCSC shall have the following categories of Members:

Active Membership

The membership of the TCSC shall consist of players and coaches registered with the TCSC playing in the TCRL, WDSL and OWSL.

A Member is an individual in good standing (no club fees or fines outstanding). Active voting membership is composed of a delegate from each team registered in the current or upcoming season.

Associate Membership

Associate Membership shall be open to:

- A Club game official,
- A volunteer

that support the objectives of, and operate within, the TCSC. Associate Membership shall be granted after approval of the Board of Directors. A Club game official is one who officiates in our house league. A volunteer is someone who helps in executing club business.

Associate voting membership is composed of a delegate representing the house league Club game officials (game officials association) and a delegate representing the volunteers (volunteer association) of the club in the current or upcoming season.

Honorary Member

The Board of Directors may confer an honorary Membership upon an organization or a person for a period of time. Honorary Members are afforded all rights of Membership and shall have a voice but no vote at a general meeting of the Club.

Life Member

The Board of Directors may designate an individual as a life Member. Only one nomination for Life Membership shall be considered at any General Meeting of the Club. A Life Member is afforded all the rights of Membership and shall have a voice but no vote at a general meeting of the Association.

Membership Fees

Membership fees for teams (a group of registered, approved members) shall be set annually by the Board of Directors and ratified or amended by the Membership at a general meeting of the TCSC.

Renewal for Membership

A team will renew its Membership once all dues and fines (past and present) are paid in full and/or upon approval TCSC Board of Directors.

Rights of Members

Members shall be afforded the following rights:

- To be governed in accordance with the OSA, TSA and TCSC published rules,
- To participate in OSA sanctioned competitions,
- To attend a general meeting.

Discipline of a Member

A Member may be fined, censured, suspended or expelled from Membership for cause and in accordance with the TCSC's rules and regulations. A Member whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

Any Member, who infringes the articles or rules of the TCSC or brings the TCSC into disrepute may be reprimanded, suspended or expelled from the TCSC, after a hearing by the Board of Directors of the TCSC, and to which the Member is entitled to attend.

Termination of Membership

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

1. if the Member submits a signed letter of resignation to the TCSC
2. if the Member is expelled by the TCSC's Board of Directors
3. if the Member is no longer registered with the TCSC
4. if the Member is not in good standing.

ARTICLE 5: BOARD OF DIRECTORS

The TCSC shall be governed by a Board of Directors made up of Members of the TCSC and shall consist of at least five individuals, and no less than 3 individuals, and may be amended from time to time in accordance with the TCSC's By-laws.

These individuals shall hold the positions of:

- President
- Vice-President
- Secretary
- Treasurer
- Recreational Director
- Competitive Director
- Director of Discipline

The following positions may be appointed by the elected board, but are not voting members of the Board:

- Registrar
- Director of Fields
- Office Administrator
- Director of Sponsorship and Equipment
- Director of Fundraising

A Director may hold more than one position.

A Director shall be 18 years of age or older, shall not be an undischarged bankrupt and shall be a Member of the TCSC.

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

After an initial Board of Directors has been established, the positions of President, Secretary, Director of Discipline, and Competitive Director shall be elected in even numbered years. The positions of Vice-President, Treasurer, and Recreational Director shall be elected in odd numbered years.

Director Vacancy

A Director has the right to resign their position by submitting a signed letter of resignation to the TCSC.

A vacancy on the Board of Directors and their respective position(s) held, caused by death, or resignation that 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 their 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 TCSC
 - If she/he is absent from 2 or more meetings of the Board without satisfactory reason
 - If she/he no longer resides in reasonable proximity to the TCSC
 - If she/he becomes, or is discovered to be, an undischarged bankrupt; or
2. The Director has compromised the integrity of the TCSC due to, but not limited to, any of the following reasons:
 - if she/he has been found guilty of an offence under the Harassment Policy of the OSA
 - if she/he has been found guilty of an offence involving violence under the Discipline Policy of the OSA
 - if she/he has failed to properly account for monies or other property belonging to the TCSC
 - if she/he has been found guilty of a criminal offence.

A Member of the Board of Directors holding their respective position(s), as a Director or other position(s), may be removed from office by the Board of Directors for good and sufficient cause by a 2/3s vote of the Board of Directors, provided notice to remove the Director has been given to all Directors of the TCSC. If the Board of Directors removes a Director, the Board of Directors may appoint a successor to the position(s) for the remainder of the term(s) to be 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 TCSC provided notice to remove the Director have been given to persons entitled to attend the Members' meeting. If a Director is removed at a Members' meeting, the Members entitled to vote may elect a successor to fill all position(s) held by the removed Director for the remainder of the term(s) being filled.

Conflict of Interest and Standards of Conduct

The Directors shall be subject to the **Conflict of Interest Policy 21.0** in the OSA published rules.

Duties of Board of Directors

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

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the TCSC except for those positions elected by the Membership of the TCSC. This shall include the appointment of volunteers, coaches and administrator positions within the TCSC operations. The selection process and the appointments shall be based on procedures outlined in the TCSC's published rules.

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

Duties of Directors

President

Except as provided for in the Dispute Resolution Policy of the OSA, and where the President delegates the responsibility to another person, the President shall:

- preside at all general meetings of the TCSC and the Board of Directors
- be ex officio a member of all committees, except any nominations committee
- appoint all chairs of standing and special committees subject to ratification by the Board
- coordinate all duties of the Board, committees, staff
- have signing authority
- act as a spokesperson for the TCSC

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 be responsible for the fiscal affairs of the TCSC including, but not limited to; maintaining full and accurate records of the accounts of the TCSC; report to the Board of Directors at least once per quarter; submit a yearly Financial Statement and Projected Budget at the Annual General Meeting. The books shall be closed on September 30th annually. The Treasurer will have signing authority.

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 club documents required to perform their duties
- sign all certified copies of acts of the organization (unless otherwise specified in the TCSC's published rules)
- maintain record books in which bylaws, published rules and minutes are entered and have current record books available at each meeting
- maintain a list of members to send 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, preside until the immediate election or appointment of a new presiding officer.

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

Nominations and Elections

Nominations for positions on the Board of Directors should be made at least 1 week in advance of the annual general meeting. Nominations from the floor for a particular position where there is a proper nomination will be accepted upon motion duly made and approved by at least 75% of the voting delegates. Nominations and elections for positions open shall be held in 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 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.

ARTICLE 6: 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 email or website notice. Fifty-one percent of the voting membership shall form a quorum at all general meetings of the TCSC. A majority of the votes shall decide any question unless otherwise required by this Constitution.

Annual General Meeting:

The TCSC shall hold its Annual General Meeting within 180 days of its fiscal year end and take place on a Saturday or Sunday. The agenda of the Annual General meeting shall include:

1. Roll Call
2. Welcome and Call to Order
3. A Period of Remembrance
4. Minutes of Previous Annual General Meeting
5. President Address
6. Director Reports (if necessary/applicable)
7. Treasurer Report
8. Auditor Report (if necessary/applicable)
9. Appointment of Auditors (if necessary/applicable)
10. Other Reports
11. Unfinished Business
12. Amendments to the By-Laws & Policies and Procedures
13. Roll Call
14. Election of Officers and Directors
15. Budget and New Business
16. Adjournment

Special General Meeting

A Special General Meeting of the TCSC:

- 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 TCSC by registered mail, certified mail, trace mail, courier service, hand delivery, and fax, signed by not less than 45 Members or 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 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 member, in good standing, shall have the right to attend and speak at the General Meeting.

At general meetings, a delegated Active member shall have one vote.

At general meetings, a delegated Associate member shall have one vote.

Delegates to General Meetings

The Active members must appoint one delegate per team to cast the team vote at a general meeting.

The Associate members must appoint one delegate per association to cast the association vote at a general meeting.

Proxy Voting at General Meeting

Every member entitled to vote at a general meeting may appoint a proxy to act on their behalf at a general meeting in the manner, to the extent and with the power conferred by the proxy. The proxy must be a member in good standing.

Board of Directors Meeting

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

Two-thirds of the voting members of the Board of Directors shall form a quorum at all meetings of the Board. A majority of votes shall decide questions arising at any meeting where each director is entitled to cast one vote.

ARTICLE 7: 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 TCSC.

ARTICLE 8: PROCEDURES GOVERNING MEETINGS

All meetings of the TCSC shall be conducted in accordance with the Robert's Rules of Order, insofar as they may apply, except as may be otherwise stipulated in this By-Law or other Rules and Regulations of the TCSC.

ARTICLE 9: AMENDMENTS

Constitutional

No change or amendment shall be made in any part of the Constitution except at the Annual General Meeting or at a Special General Meeting of the TCSC. Constitutional amendments may be proposed by the Board of Directors, or submitted by a member to the TCSC in writing at least seven (7) days prior to a general meeting of the TCSC. Changes to the constitution must be approved by a 2/3's majority of the votes cast.

All members entitled to vote shall be notified with the TCSC's notice of the said members' meeting about Constitutional amendments. Such notification shall be by email.

Rules and Regulations

TCSC rules and regulations may be amended at any TCSC Board of Directors meeting by a simple majority vote. Any amendments to the rules and regulations can be submitted by any member to the TCSC in writing at any time.

ARTICLE 10: INDEMNITY

Members of the Board of Directors or other servants to the TCSC, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the TCSC 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 11: FINANCE

The accounts of the TCSC shall:

- a) be 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) be reviewed by a 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 Account, Certified General Accountant or a Certified Management Accountant less than \$100,000 but greater than or equal to \$10,000; or
- d) completed by the Treasurer or designate, if the Club's annual gross revenue is less than \$10,000

At the Annual General Meeting of the TCSC, a Chartered Accountant firm shall be appointed to perform the Audit or the Financial Review Engagement.

The fiscal year of the TCSC shall end on September 30th annually, unless otherwise ordered by the Board of Directors.

ARTICLE 12: DISPUTE RESOLUTION

The TCSC shall adhere to the Dispute Resolution process as published and approved by The OSA from time to time. Any member of the TCSC may initiate the Dispute Resolution process by communicating in writing to The OSA, with a copy to the TCSC, 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 that follows the normal discipline and appeals process.

The TCSC shall make available to any member the Dispute Resolution process when requested.

ARTICLE 13: HARASSMENT

The TCSC 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 TCSC.

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 TCSC shall make available to any member the Harassment Policy when requested.

ARTICLE 14: APPEALS

- a) Any member or registrant of the TCSC directly affected by a decision of the TCSC may appeal such decision. A non-member may appeal the denial or termination of membership in the TCSC.
- b) A decision of the TCSC may be appealed to the TSA with which the TCSC is affiliated. The appeal shall be conducted in accordance with The OSA and TSA'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 TCSC's operations, except where the selection, appointment and revocation process outlined in the TCSC's rules and regulations has not been followed.

ARTICLE 15: DISSOLUTION

In the event of dissolution of the TCSC, 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 within the TSA district.

ARTICLE 16: 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.