



# Section 3.0 ORGANIZATIONS

## APPENDIX C: Club Model Constitution

January 2018

## APPENDIX: MODEL CONSTITUTION (CLUB)

2.1 A Club shall have a Constitution or By-Law which includes, but is not limited to, the following:

- a) the name of the Club
- b) the location of the Club's headquarters
- c) the objects or objectives of the club
- d) define the Member Types or classes of Membership
- e) a statement which defines the discipline of a Member
- f) criteria for terminating Membership

2.2 The Club shall be governed by an elected Board of Directors:

- a) which shall consist of at least three individuals;
- b) specify the Position Titles of the Directors;
- c) the length of term for each position must be defined;
- d) a definition of when each position is elected;
- e) a statement about whether the Directors are elected to the positions by the Membership or; are elected as Directors by the Membership and appointed to the positions by the Board of Directors;
- f) define how to fill a vacancy on Board of Directors;
- g) the grounds and the procedure for the removal of a Director must be specified;
- h) statements about the general responsibilities of the Board and the specific duties for each position;
- i) procedures for nominations and elections must be clearly specified; and
- j) a statement which encompasses the following:

The Directors shall be subject to the Conflict of Interest Policy in Ontario Soccer's published rules.

2.3 A statement that there shall be General Meetings of the Club based on the following inclusions in their Club By-Laws or Constitution:

- a) procedure for official notice including the minimum time required for, and the method of, notification of meeting;
- b) definition of quorum;
- c) statement that there must be an Annual General Meeting held in a specified month with a specified agenda including the presentation of a financial statement;
- d) procedure for a Special General Meeting including the process for requesting the meeting and calling the meeting; and
- e) define the voting rights for each member.

2.4 A statement that there shall be Board meetings which shall include:

- a) the number of meetings per annum;
- b) notice procedure including the minimum time required and the method of notification;
- c) specification of quorum; and
- d) clearly defined voting rights.

2.5 Identify the Parliamentary Procedure for conduction meetings.

2.6 A statement that defines the process for amending the By-Laws or Constitution including:

- a) who can propose amendments;
- b) timelines for proposing amendments;
- c) notification of proposed amendments to members including timelines and method; and
- d) approval process.

2.7 Statements covering the process for creating, approving, amending and publishing the rules and regulations.



2.7 In the case of an incorporated club, a statement which encompasses the following:

#### 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 willful neglect or default.

2.8 The financial statements of the Club shall be:

- a) presented annually subject to the minimum requirements as defined in d);
- b) based on a defined fiscal year end;
- c) presented to members at the Annual General Meeting; and
- d) subject to the following size test based on financial statements of the previous year:
  - i. Audited, as defined by CPA Canada, 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
  - ii. Reviewed by a Public Accountant, through a Financial Review Engagement, as defined by CPA Canada, 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
  - iii. Signed with a Notice to Reader prepared by a Public Accountant, if the Club's annual gross revenue is less than \$100,000 but greater than or equal to \$10,000
  - iv. Completed by the Treasurer or designate, if the Club's annual gross revenue is less than \$10,000.

**NOTE: Clubs are still required to follow applicable legislation related to filing income tax returns. Incorporated Clubs are still required to follow audit guidelines in accordance with the legislation as outlined in the *Corporations Act of Ontario* which currently required any Incorporated Club with income over \$100,000 to perform an audit.**

- e) If an auditor is required:
  - i. 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;
  - ii. 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;
  - 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 open for inspection by any member of the Club.



- f) A Club’s membership or Board can agree to upgrade the certification of their statements over the required minimums (i.e., Review or Audit where Notice to Reader is required or Audit where Review is required).

2.8 A statement defining the Club’s Dispute Resolution policies.

2.9 A statement defining the Club’s Harassment policies.

2.10 A statement defining the Club’s Appeal policies.

2.11 A provision for the:

- a) Payment of all debts and liabilities; and
- b) The distribution or disposal of the Club’s property in the event the club is dissolved.

2.12 A club shall annually submit its Club Constitution or Club By-Laws to its District Association which shall be responsible for ensuring compliance with Section 3.0 of Ontario Soccer’s Operations Procedures, Procedure 6.0 Clubs.

2.13 Club shall be required to submit any amendments to its Club Constitution or Club By-Laws to its District Association within 60 days after the Club’s General Meeting at which the amendments were approved.

2.14 Any of the following types of Clubs:

- Professional Club which operates professional and/or semi-professional team(s) only;
- Club which operates both amateur teams and professional and/or semi-professional team(s);
- Social Club;
- Service Club;
- Club operated by a municipality;
- Club operated by a facility; and
- Club running a senior recreational league,

May be granted an exemption from one or more requirements in Section 3.0 of Ontario Soccer’s Operations Procedures, Procedure 6.0 Clubs by:


- I. Submitting a written request for exemption to its District Association;
- II. Obtaining the approval of its District Association’s Board of Directors; and
- III. Obtaining the approval of Ontario Soccer’s Board of Directors.



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