



Puslinch Minor Soccer Club

7 Clair Road West, PO Box 27002, Guelph, ON, N1L 0A0
www.puslinchsoccer.com

CONSTITUTION

As of January 18th, 2007
(Amended January 22nd, 2021)

ARTICLE 1: NAME

The name of this Club shall be Puslinch Minor Soccer Club, hereinafter referred to as the Club. The headquarters of the Club shall be in Puslinch, Ontario.

ARTICLE 2: OBJECTIVES

The Club shall have the following objectives:

1. To promote, develop and administer the game of outdoor soccer;
2. To develop character by promoting physical, social and leadership skills in the players and emphasis will be placed on concepts such as team spirit, sportsmanship, respect for officials and each other;
3. The Club will strive to promote and develop the best interests of the game of soccer within the community, while recognizing that the player is the priority.

ARTICLE 3: AFFILIATIONS

The Club shall be a Member of Ontario Soccer and shall follow the published rules of OS. The Club is subject to the published rules in declining order of authority of the following governing organizations:

1. The Canadian Soccer Association (CSA);
2. Ontario Soccer (OS);
3. The South-West Regional Soccer Association (SWRSA);
4. The Club

ARTICLE 4: MEMBERSHIP

Members of the Club shall be such individuals as defined herein and as admitted to membership by resolution of the Board of Directors (hereinafter referred to as the "Board") from time to time. Terms and conditions for membership are generally set out in this section but nothing prohibits the Board from imposing, waiving, or varying any conditions, rights, privileges, duties, and responsibilities of membership or from imposing any sanctions or probationary membership conditions. Membership terms and conditions may be set out in these by-laws or by Board policy.

Categories of Member

There shall be two (2) categories of Members:

(a) Voting Members

A Voting Member shall be defined as a person, who has served the Club in one or more of the following capacities in the previous 365 days before a Meeting of the General Membership:

- Registered Volunteer
- Registered Team Official
- Director of the Board

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 Members' meetings.

(b) Associate Members

An Associate Member shall be defined as a person associated with the Club in one or more of the following capacities in the previous 365 days before a Meeting of the General Membership, subject to the clauses under Termination of Membership:

- Registered Player
- Parent or Guardian of a Registered Player

An Associate Member holds all rights of Membership in the Club but does not vote at Members' meetings.

Fees shall be determined by the Directors at a Board of Directors meeting.

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 and it is accepted by the Board of Directors;
2. If the Member is expelled;
3. If the Member is suspended;
4. If the Member is no longer registered with the Club;
5. If the Member fails to attend a discipline hearing for which the member is required to attend;
6. If the Member has registration fees or fines in arrears.

ARTICLE 5: BOARD OF DIRECTORS

The Club shall be governed by a Board of Directors which shall consist of at least 7 individuals which may be amended from time to time in accordance with the Club's By-Laws. These individuals shall hold the positions of:

President
Vice- President
Secretary
Treasurer
Director: Youth Competitive
Director: Youth Recreational
Director: Timbits

A Director may hold more than one position.

A Director shall be eighteen (18) years of age or older, shall not be an undischarged bankrupt and shall be a regular member of the Club.

Directors shall serve terms of two years and will hold office until their successors have been duly elected in accordance with these Bylaws, unless they resign, are removed from or vacate their office.

Director Vacancy

A Director has the right to resign her or his position by submitting a signed letter of resignation to the Club.

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, shall be filled by a majority vote of the Board. 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 Executive 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 Club;
 - if she/he 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, any of the following reasons:
 - if she/he has been found guilty of an offence under the Harassment Policy of OS;
 - if she/he has been found guilty of an offence involving violence under the Discipline Policy of OS;
 - if she/he has failed to properly account for monies or other property belonging to the Club;
 - if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club;
 - if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of OS.

A Member of the Board holding his or her respective position(s), as Director or other position(s), may be removed from office by the Board for good and sufficient cause by a two-thirds (2/3's) majority vote of the Board of Directors present, provided notice to remove the Director has been given to all Directors of the Club. If the Board removes a Director, the Board may appoint a successor to the position(s) for the remainder of the term(s) being filled.

A Member of the Board may also be removed from office for good and sufficient cause 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 the term(s) being filled.

Conflict of Interest and Standards of Conduct

The Directors shall be subject to the [12.0 Conflict of Interest Policy](#) in OS's published policies 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. This shall include the appointment of volunteer positions for coach and administrator 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 revoking an appointment as outlined in the Club's published rules.

Duties of Directors

President

The President shall preside at all general meetings of the Club. The President shall be ex officio a member of all committees, coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the Club.

Vice-President

The Vice President shall be the senior officer next to the President. He/she will preside at all meetings in the Presidents absence, act in the absence of the President, and shall have other powers as assigned by the Board.

Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Club, and shall submit an Annual Report at the final post season general meeting.

Secretary

The Secretary shall keep a record of all minutes of the organization; maintain record books in which the constitution, published rules and minutes are entered and have the current record books available at each meeting; to contact the Board of Directors of each general meeting; 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 to preside until the immediate election or appointment of a new presiding officer.

Directors at Large

The Board of Directors shall determine the duties of other Director Positions, which will include, but not be limited to, those individuals required to fulfill the following duties:

1. Uniforms
2. Equipment
3. Promotion

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. Any person can be nominated for a position on the Board of Directors, however, a person nominated for the position of President must have served on the Board of Directors for a minimum of one year.

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 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.

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 telephone call, e-mail, or any other method determined by the Board of Directors.

Five (5) voting members shall form a quorum at all General Meetings of The Club.

Annual General Meeting

The Annual General Meeting of the Club will be held or before January 31st of each year.

The agenda of the Annual General Meeting shall include:

1. Roll Call
2. Minutes of Previous General Meeting
3. President's Address
4. Directors' Reports
5. Treasurer's Report and Financial Statement
6. Auditor's Report
7. Appointment of Auditors
8. Unfinished Business
9. Amendments to the Constitution
10. Roll Call
11. Election of Board of Directors
12. New Business
13. Adjournment

Special General Meeting

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 no less than (25) members 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.

Board of Directors Meeting

The Board of Directors shall meet not less than four (4) times per year, upon 14 days notice given by the President 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.

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 an orderly, mature fashion where all members of the Board of Directors have a say in all topics discussed. A vote will take place in the event of a standstill.

ARTICLE 9: BY-LAWS AND AMENDMENTS

(a) By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the Club:

In writing at least 21 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 2/3's vote of the Membership voting in person or by proxy at a meeting of the Club duly called for that purpose.

(b) All Members entitled to vote shall be notified with the Club's notice of the said Members' meeting about proposed By-Law amendments referred to in subparagraph (a). Such notification shall be by letter, telephone call, or email.

ARTICLE 10: RULES AND REGULATIONS

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

- a) duties of Board of Directors: authority granted to Board regarding the business being conducted
- b) duties of Board of Directors: selection process and appointment process for the appointment and renewal of appointments to the League's volunteer positions
- c) duties of Board of Directors: process for revoking appointments

The Executive may approve and publish Rules and Regulations which are not inconsistent with the 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 or the Members at a General Meeting. If the Rules and Regulations are amended by the Executive the amendment shall be presented for ratification at the next Annual General Meeting or a Special General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

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 willful neglect or default.

ARTICLE 12: FINANCE

The accounts of the Club shall be presented annually at the AGM as per OS Guidelines.

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

ARTICLE 13: DISPUTE RESOLUTION

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

Any member of the Club may initiate the Dispute Resolution process by communicating in writing to OS, with a copy to the Club, the nature and facts of the dispute. OS, 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 a copy of the Dispute Resolution process when requested.

ARTICLE 14: HARASSMENT

The Club shall adhere to the Harassment guidelines as published and approved by OS (OS Policies [Appendix B1: Code of Conduct and Ethics](#)).

The Harassment guidelines shall apply to all employees, directors, officers, volunteers, coaches, match 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 offensive, abusive, racist, sexist, degrading, or malicious. It includes, but is not limited to, sexual and racial harassment.

The Club shall make available to any member a copy of the Harassment Policy when requested.

ARTICLE 15: APPEALS

- a) Any registrant or registered organization directly affected by a decision of the Club may appeal such decision, except as stipulated in 15 d) or e).
- b) The denial or termination of membership in the Club may be appealed by a non-registered organization.
- c) A decision of the Club may be appealed to OS. The appeal shall be conducted in accordance with OS's published rules.
- d) 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 Rules & Regulations has not been followed.
- e) An individual shall not appeal a decision made by the District regarding a player's team assignment on any District or Regional team.

ARTICLE 16: DISSOLUTION

In the event of dissolution of the Club, and after payment of all debts and liabilities, its remaining property shall be held in trust at the Municipal Offices within the Township of Puslinch, for distribution 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 OS in its letters patent, By-Laws and published rules.