

CONSTITUTION OF THE OSHAWA KICKS SOCCER CLUB

Effective on January 1, 2006

Amended on September 23, 2015

Amended on January 24, 2019

Amended on October 26, 2022

Amended on March 30, 2023

Amended on March 7, 2024

Article I. Name and Head Office

The name of the Club shall be The Oshawa Kicks Soccer Club, hereinafter referred to as “The Club”, and the Head Office of the Club shall be located in the City of Oshawa, in the Regional Municipality of Durham. Nothing in this document shall prohibit a change in such premises as the Board of Directors may from time to time determine.

Article II. Status

- a) The Club is and shall remain a non-profit corporation without share capital in accordance with the provisions of the Club Charter established by Letters Patent dated the 6th day of February 1980.
- b) The Club shall be a Member of the Durham Region Soccer Association and shall follow the published rules of the Durham Region Soccer Association and Ontario Soccer, hereinafter referred to as Ontario Soccer. The Club is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated: 1) Ontario Soccer, 2) Durham Region Soccer Association, 3) The Club.

Article III. Objects

The objects of the Club shall be the encouragement and promotion of Soccer at all levels, including in the City of Oshawa and in particular the management and administration of such teams at such levels as the Club may from time to time decide to support and field.

Article IV. Membership Classification

The Club shall be composed of members on record, who have been active with Club activities (recreational programs, competitive programs, player development programs, coaching, managing, other officials, parent / legal guardian of an active player, Board Members, administrators, etc. as of the date of any membership meeting, including the Annual General Membership meetings and Board meetings, in the preceding season, specifically 12 months):

- a) Subject to the limitation on voting privileges hereinafter set out, all registered or approved managers, coaches, players, and their parents shall be deemed to be members of the Club and shall be entitled to such rights and privileges and shall be subject to such rules and registration as may be hereinafter set out or as may be enacted from time to time by the Board of Directors of the Club.
- b) The Club shall further consist of such members and persons, who are registered with the Club and all payments are current. Each member shall be entitled to participate at the Annual General

Meeting in each year for which his, her or its membership applies. Each person shall be restricted to one membership.

b) All members of the general membership, in good standing, above the age of 16 may cast one (1) vote or show nomination support pertaining to all issues open to the general membership.

d) All members shall abide by, and are subject to, the “Code of Conduct”.

Article V. Voting

a) Only members as defined in Article IV b), c) and d) herein, shall be entitled to cast a vote at any Annual General Meeting or at any other meeting of the general membership. This restriction applies to all Officers and Directors of the Club. Each member shall be entitled to cast only one vote, and members can cast their vote by proxy. Members wishing to cast their vote by proxy must complete the proxy form available on www.oshawakicks.com. The form requires name, affiliation with the Club including name and age of player if applicable, the clear assignment to the member that will cast the proxy vote, date, and signature. Once printed and complete, the form must be given to the proxy representative to cast the proxy vote at any membership meeting. Members casting proxy votes may only cast up to (4) proxy votes in addition to their own vote. For virtual or hybrid meetings, members holding proxy votes must have the completed proxy forms presented to and approved by both a Board Member not up for election and a Staff member, prior to the election being conducted.

b) Each member shall be entitled to cast only one vote.

c) All matters of whatever nature submitted to the general membership for decision shall be decided by a simple majority of the votes cast.

d) The President of the Club shall have a casting vote only.

Article VI. Board of Directors

a) The Executive Committee shall consist of:

- i. President
- ii. Vice President
- iii. Past President
- iv. Secretary
- v. Treasurer
- vi. Executive Director (ex officio)

b) The Board of Directors shall consist of:

- i. The Executive Committee
- ii. Directors as per; Article VII, section f

c) The Board of Directors shall normally be elected by secret ballot if contested. A simple majority of votes by the membership in attendance is required to elect.

d) The Executive Committee shall be elected by the Board of Directors by secret ballot if contested. A simple majority of votes cast is required to elect.

e) The Executive Committee shall have full control of club affairs. A majority of committee members at a meeting constitutes quorum.

f) If a vacancy occurs during the Executive Committee's or Board of Directors' term of office, the Executive Committee is empowered to appoint another to fill the vacancy and complete the term, up to the next Annual General Meeting.

g) All correspondence with outside groups or reports to clubs, teams, etc. or decisions made by the Executive Director shall normally be done through the Secretary.

h) Period of Office:

- i. The Following Directors shall be elected for a period of two (2) years at the Annual General Meeting in years ending with an even number starting in October 1980:
President Treasurer
- ii. The following Directors shall be elected for a period of two (2) years at the Annual General Meeting in years ending with an odd number starting in October 1981: Vice-President Secretary
- iii. The Directors shall be elected for a period of two (2) year at the Annual General Meeting.

i) Nomination Procedure:

- i. The Nomination Committee will be composed of the current President, and replaced by another Board Member as appointed by the Executive Committee in years when the President is up for election, Past President, Executive Director, and at least one additional person not holding a position on the Board, and will review the prospective candidate submissions to choose the appropriate candidates for elections of the open positions.
- ii. Individuals from the general membership may be nominated for positions on the board of directors with a nomination form signed by two (2) persons, neither of which can be related by birth or marriage, or residing at the same address, with at least one (1) person being a member in good standing with the Club, as defined in section IV subsections a, b, c, d, and submitted to the Secretary, five (5) days prior to the Annual General Meeting.

j) Election Procedure:

- i. The election of the Board of Directors shall be by secret ballot with a simple majority of votes cast to elect.
- ii. Scrutineers, approved by the Executive Committee, shall be responsible for the election. This includes the counting of the ballots, and the reporting of the results to the Executive Committee and Board of Directors.

k) Indemnity:

Members of the Board of Directors, their heirs, executors, administrators and estate and effects respectively shall be always indemnified and saved harmless 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 wilful neglect or default.

Article VII. Duties of the Officers of the Board of Directors

a) The President Shall, as a list of duties known as Presidential powers:

- i. Preside at all meetings of the Club.
- ii. Act as spokesperson for the Club always
- iii. In the case of a tied vote at any board meeting cast a deciding vote.
- iv. Prepare an annual report for the Annual General Meeting.

b) The Vice President Shall:

Assume the presidential powers either in the absence of or under the instructions of the president.

c) The Secretary Shall:

- i. Give proper notice of all meetings of the Club to those persons entitled thereto at least seven (7) days prior to the meeting
- ii. Attend general meetings, Board of Directors meetings, and keep meetings at such meetings
- iii. Be custodian of the Club minute book and correspondence files and membership register
- iv. Keep the president and Board currently informed as to the business at hand and as to its disposition for action.

d) The Treasurer Shall:

- i. Conduct the financial affairs of the Club
- ii. iMonitor full and accurate records of all Revenues and Expenditures in books belonging to the Club
- iii. Present a financial report at all Board meetings
- iv. Prepare and submit an annual report, financial statement, and balance sheet to the Annual General Meeting.

e) Past President:

- i. Will offer any assistance deemed necessary to the current President.
- ii. In the event of an election, ensure the legitimacy of the nomination forms, as part of tasks of the Nominations Committee.

f) The Directors:

The Directors shall support the strategic direction of the club and may be requested, from time to time, to support the club's initiatives.

The Executive Committee shall have the right to assign / delegate tasks to Staff.

Article VIII. Auditor

a) An auditor shall be appointed at each Annual General Meeting, to annually review the financial status of the Club.

- b) The report of the auditor shall be presented to the Annual General Meeting.
- c) The fiscal year end for the Club shall be September 30.

Article IX. Committees

The Board of Directors may appoint a committee Chairman to undertake specific projects. The duties of such committees shall be described in the minutes of the board meetings at which such committees are appointed. The standing committees are as follows:

- HR Committee
- Finance Committee
- Governance Committee

Article XI. Meetings

a) Annual General Meeting

- i. The Annual General Meeting of the Club shall be held within six (6) months of the end of the fiscal year.
- ii. All members entitled to vote shall receive at least fourteen (14) clear days notice of the date, time, and location of the Annual General Meeting. Such notification shall be by website notice and posting at Club office. The order of business for the Annual General Meeting shall be:

- a) Call of members
- b) Introduction of guests
- c) Reading of minutes of previous Annual General Meeting
- d) President's report and address
- e) Secretary's report
- f) Treasurer's report
- g) Reports of committee chairman, if applicable
- h) Auditors report, if applicable, and appointment of auditor, if applicable
- i) Unfinished business
- j) Amendments to the constitution
- k) Election of directors as required
- l) New business
- m) Adjournment

b) Amendments to the Constitution

Amendments to the constitution may be made at the Annual General Meeting. All proposed amendments shall be forwarded to the Secretary of the Club not less than seven (7) days prior to the date set for the Annual General Meeting. All Members entitled to vote shall be notified with the Club's notice of the Annual General Meeting about ByLaw amendments. Amendments to the Constitution, excluding fundamental changes, shall require a simple majority of the votes cast at the Annual General Meeting. Fundamental changes, as defined by our immediate governing body, shall require twothirds votes cast to be approved.

c) Special General Meeting

- i. A Special General Meeting may be called at the discretion of the Board of Directors or at the request, in writing, of a minimum of twenty (20) members in good standing, including any proxy votes assigned to the member or members making the request. The meeting must be convened within forty-five (45) days of the Secretary receiving such request. Only the business for which the meeting was called shall be dealt with at such a meeting.
- ii. Each member is entitled to one voting right at General Meetings. The President who shall have one vote only The President or that person appointed to the chair by the President shall preside and will cast a vote only in the event of a tie shall preside.

d) Quorum

At any General Meeting, a minimum of 30 members, including proxy votes held by those in attendance shall constitute a quorum.

e) Board of Directors Meeting

- i. 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.
- ii. 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 XII Revocation of Membership

The Executive Committee shall have the power to revoke the membership of any member in any given year if in the opinion of the Committee the member engages in conduct that is prejudicial to the objects and best interests of the Club. Prejudicial conduct includes but is not limited to active recruiting of signed Kicks' players, slander of the Club, vandalism of Club property and illegal or unethical conduct while acting as a representative of the Club.

Article XIII Rules of Meetings

Any meeting in relation to the affairs of the Club shall be conducted in accordance with the Roberts Rules of Order in so far as they may apply.

Article XIV Dissolution

If the Oshawa Kicks Soccer Club should dissolve, the distribution of the organisation's assets and property held or acquired from the proceeds of licensed lottery events (i.e., lottery trust accounts or property purchased with lottery proceeds) will be distributed to the Durham Region Soccer Association for use in other community-focused programs in the Oshawa area.

a) Upon dissolution of the Oshawa Kicks Soccer Club, and after payment of all debts and liabilities, its remaining general property shall be dispersed of by the Board of Directors to charitable not-for-profit sports-related organizations, which operate solely in Ontario,

b) Upon dissolution of the Oshawa Kicks Soccer Club, assets and/or property held or accrued through the proceeds of licenced lottery event (i.e., lottery trust accounts or property purchased with lottery proceeds) shall be dispersed to those eligible to receive funds in Ontario.

“The Code of Conduct”

1) Conflict of Interest and Standards of Conduct The Directors shall be subject to the Conflict-of-Interest Policy within Ontario Soccer published rules.

2) Harassment The Club shall adhere to the Harassment Policy as published and approved by Ontario Soccer from time to time. The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, match officials, administrators, players, members, 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.

3) 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 in accordance with the Club's and Ontario Soccer 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 Ontario Soccer. Any Member who infringes the Articles or rules of the Club or in the opinion of a majority of the voting members of the Executive Committee, brings the Club into disrepute, may be reprimanded, suspended or expelled from the Club after a hearing by the Executive Committee of the Club at which hearing the Member is entitled to attend.

4) 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.
2. if the Member is expelled by the Club's Executive Committee.
3. if the Member is no longer registered with the Club.

5) Dispute Resolution The Club shall adhere to the Dispute Resolution process as published and approved by Ontario Soccer from time to time.

Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to Ontario Soccer, with a copy to the Club and Durham Region Soccer Association, the nature and facts of the dispute. Ontario Soccer, 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.

6) Appeals

- a) Any Member or registrant of the Club directly affected by a decision of the Club may appeal such decision. A non-Member may appeal the denial or termination of Membership in the Club.
- b) A decision of the Club may be appealed to the Durham Region Soccer Association with which the Club is affiliated. The appeal shall be conducted in accordance with Ontario Soccer and Durham Region Soccer 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 Team Official 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.
- d) An individual shall not appeal a decision made by the Club regarding a player's team assignment, including team composition or playing time