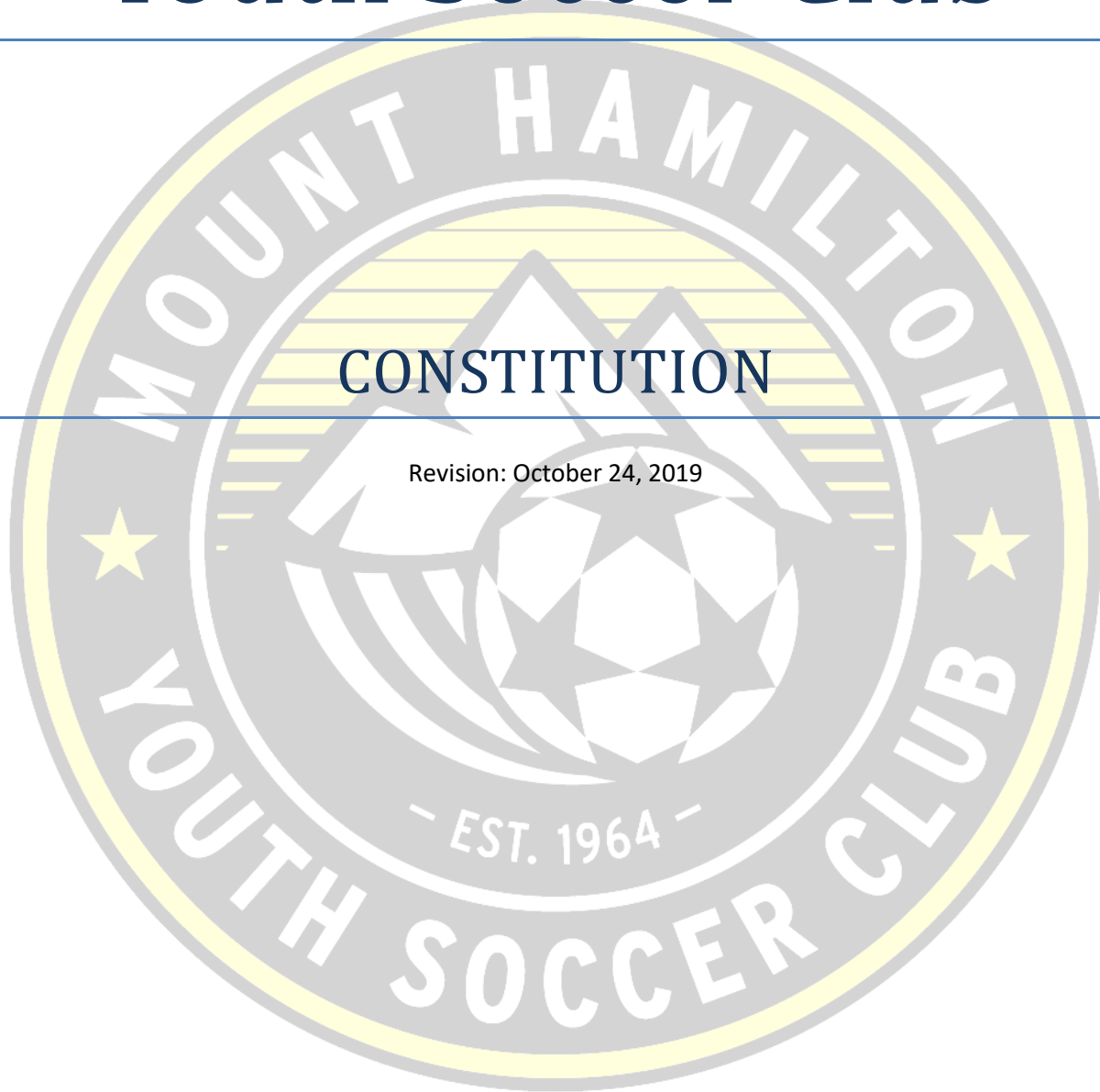


# Mount Hamilton Youth Soccer Club

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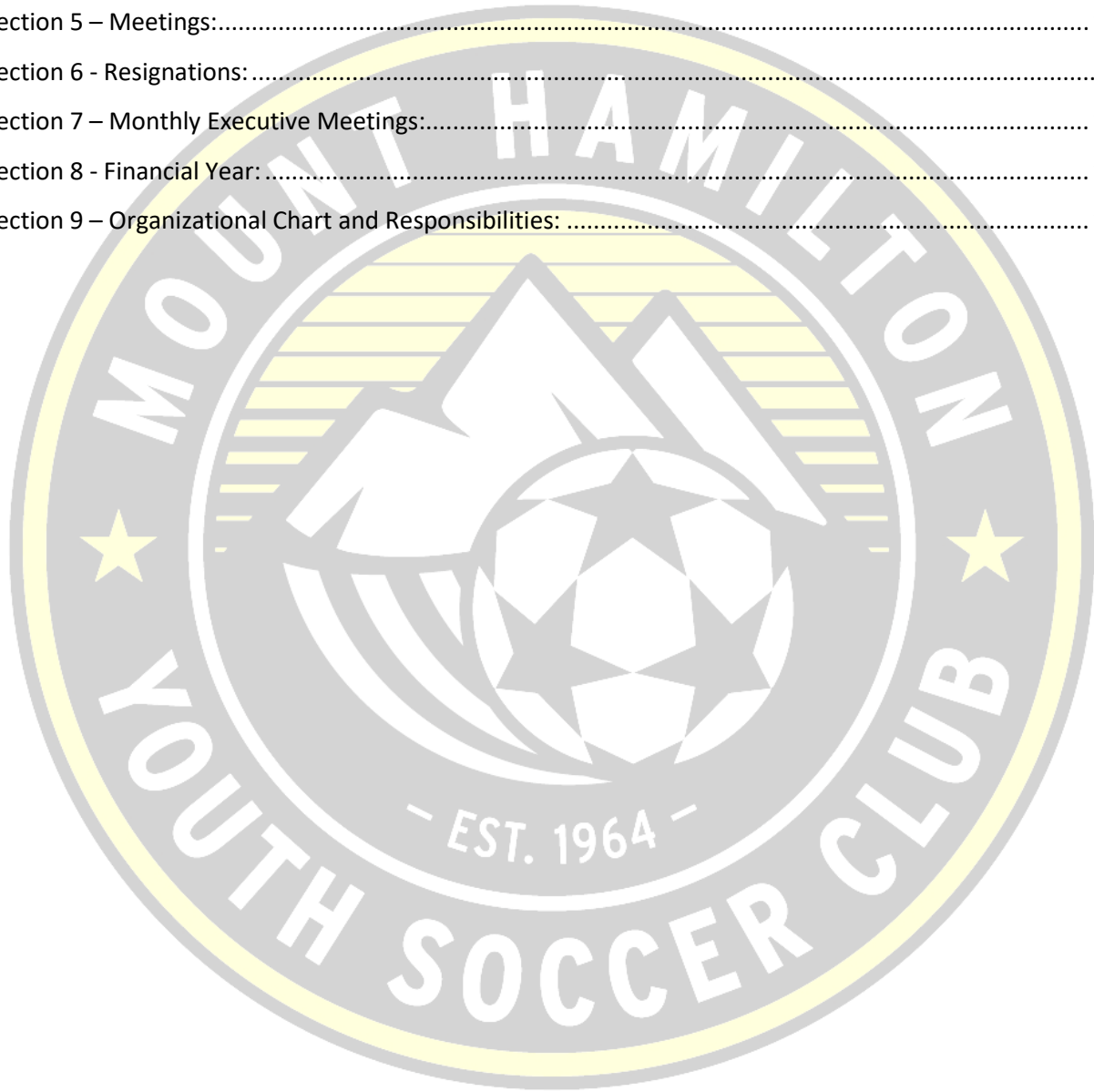
## CONSTITUTION

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Revision: October 24, 2019

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## Section 1 - Name and Affiliation:

- a) "Mount Hamilton Youth Soccer Club" herein will be referred to as the Club.
- b) The Club shall be affiliated with Ontario Soccer (herein referred to as OS) through the Hamilton and District Soccer Association (herein referred to as H&DSA).
- c) The Club will conform to the Constitution and By-Laws of OS, unless otherwise amended at the Annual General Meeting (herein referred to as AGM).
- d) The Club shall be incorporated under Provincial Charter.

## Section 2 - Club Mission:

### **THE MOUNT HAMILTON YOUTH SOCCER CLUB IS**

Committed to the sport of soccer in the City of Hamilton

and

Will provide a safe and healthy environment that fosters the growth of players, coaches and officials to achieve their optimum goals

While promoting the values and ethics of true sportsmanship, skill development, training and encouragement.

## Section 3 - Membership Definition:

All of the following are to be considered members:

- a) Active Volunteer Member - An individual, eighteen years of age and older, who has agreed to abide by the Club's Constitution, policies, procedures, rules and regulations and who is registered, elected or appointed within the Club as a volunteer in any of the following positions:
  - b) Representative Team Coach, Assistant Coach, Manager, or Assistant Manager
  - c) House League Team Coach, Assistant Coach, or Manager
  - d) Committee Members appointed by the Board of Directors
  - e) Honorary Life Appointment (Any individual approved by Special Resolution of the Board who has contributed greatly to the development or promotion of the Club)
  - f) Director of the Club
  - g) Any other individual volunteer who has applied and whose application for registration as a member has been approved by the Board.
- h) Participant Member - Any individual, eighteen years of age and older, who has agreed to abide by the Club's Constitution, policies, procedures, rules and

regulations, who is registered with the Club and meets one of the following conditions:

- i. Registered as a player in a program with the Club during the current membership year and Completed the Club's Orientation Program
- ii. Designated by a minor player registered in a program with the Club during the current membership year and:
  - o Completed the Club's Orientation Program
  - o Is the minor player's parent, sibling, aunt, uncle, legal guardian and/or grand parent
- i) One Class - Although an individual may qualify for and be registered or designated under more than one class or sub-class of membership, each individual may only hold one membership and one vote in the Club, if they are entitled to vote.
- j) Membership Exclusions - An Individual who receives more than \$100 in remuneration per year from the Club is not eligible to hold membership, is not eligible to vote and is not eligible to collect, hold or vote by proxies.

### **Authority of Members**

Membership Authority – The Members of the Club have the following powers:

- Appoint the Auditor
- Amend the Constitution
- Elect Directors; and
- As provided in the Constitution

### **Admission and Renewal of Members**

Admission of Members – Any candidate will be admitted as a Member or renewed as a Member if:

- a) For Director Members:
  - i. The individual has been appointed or elected to the Board.
- b) For all other membership categories:
  - i. The candidate member makes an application for membership in a manner prescribed by the Club;
  - ii. The candidate member has paid dues as prescribed by the Board; including any arrears
  - iii. The candidate member agrees to uphold and comply with the Club's governing documents;
  - iv. The candidate member meets any other condition of membership determined by the Board;
  - v. The candidate member has met the applicable definition listed in the section above; and

- vi. The candidate member has been approved by Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

## **Membership Dues and Duration**

Year – Membership year:

- a) Director Members – Membership commences on the date in which the Director assumes office in accordance with the Constitution and ceases upon termination of the individual's position as a Director or in accordance with the Constitution.
- b) Other Membership Categories – Unless otherwise determined by the Board, the membership year of the Club will be October 1<sup>st</sup> to September 30<sup>th</sup>

### **a) Voting Members:**

- i. Members in good standing including parents, legal guardians, coaches, players (aged 18 years or over) and Board of Director position holders. The President shall exercise the voting rights solely, to break a tie vote.

### **b) Non-Voting Members:**

- i. Members under the age of 18 yrs.
- ii. Members of the Club under suspension from Mount Hamilton Youth Soccer Club and/or any other affiliated bodies.
- iii. Employees of the club
- iv. Past President

Proxy Voting – Every Member entitled to vote at a meeting of Members may, by means of a proxy, appoint a proxy holder, to attend and vote on behalf of the Member. The proxy holder can be anyone. A proxy must:

- a) Be signed by the Member or, if the Member is younger than eighteen (18) years old, by the Member's parent or guardian;
- b) Be in a form that complies with the Act;
- c) Comply with the format stipulated by the Club; and
- d) Be submitted to the Registered Office of the Club at least forty-eight (48) hours prior to the meeting of the Members.

Proxy Holder – A proxy holder will only hold a maximum of one (1) proxy.

Voting by Mail or Electronic Means – A Member may vote by mail, or by telephonic or electronic means if:

- a) The Club has made available a procedure that permits voting by mail, telephonic, or electronic means;

- b) The votes may be verified from a registration email address as having been made by the Member entitled to vote; and
- c) The Club is not able to identify how each Member voted.

Determination of Votes – Votes will be determined by a show of hands, orally, or electronic ballot, except in the case of elections which require a secret ballot, unless a secret or recorded ballot is requested by a Member.

Majority of Votes – Except as otherwise provided in this Constitution, the majority of votes will decide each issue. In the case of a tie, the issue the president will be the deciding vote.

Written Resolution – A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

Members' responsibility – Any member of the Club under investigation for unlawfully profiting or taking unfair advantage of Mount Hamilton Youth Soccer Club shall be temporarily suspended from the Club. If the member is proven guilty of such undertaking he/she shall be permanently dismissed from the Club. Further action may be taken, if deemed necessary by the Board of Directors.

## **Section 4 - Election Procedure for Board of Directors:**

Composition of the Board

- 4.1 Directors – The Board will consist of eighteen (18) Directors.
- 4.2 Composition of the Board – The Board will consist of the following:
  - a) President
  - b) Vice President of Business and Administration
  - c) Vice President of Development and Operations
  - d) Secretariat
  - e) Treasurer/Finance Director
  - f) Player Development Director
  - g) Equipment Director
  - h) Marketing and Communications Director
  - i) IT Director
  - j) Advertising and Sponsorship Director
  - k) Discipline Director (Competitive and Recreational)

- l) Full Field Operations Director
- m) Micro / Mini Field Operations Director
- n) Scheduling and Field Director
- o) Tournament Director
- p) Micro City Operations Director
- q) Director at Large – Development and Operations
- r) Director at Large – Business Administration
- s) Past President\*

\*The Past President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Club. The Past President supports the President on an as-needed, as required basis.

### **Eligibility of Directors**

- a) The Senior Board members will be comprised of the President, Vice President of Development and Operations and the Vice President of Business and Administration.
- b) The President and both Vice-Presidents will be members of the Board of Directors for a minimum of - two years. Other Board Directors will be Club members in good standing, for a minimum of a one-year period, prior to the election. Any person, seeking election, and not meeting the requirement must be approved by a two-thirds majority vote of members at the election. To be elected as President, the Vice President must serve in each Vice President role for a minimum one (1)-year term in each Operations and Business roles.
- c) The Senior Board of Directors will meet monthly or as requested by the President. The Board of Directors will meet monthly or bi-weekly, dependant on time of year and business at hand.
- d) Board members will report to the Senior Board monthly via the Vice Presidents and will bring any decisions and concerns to the Senior Board.
- e) The President shall hold office for no more than three consecutive terms (6 years).
  - a. All Senior Board members and Board of Director members must attend a minimum of 75 per cent of all meetings. Failure to do so will result in the removal from the Board of Directors.

## **Election Procedure:**

### **To be elected in EVEN years, for a two (2)-year term.**

President (Senior Director)

Vice President – Development and Operations (Senior Director)

Marketing and Communications Director

Director at Large – Development and Operations

Discipline Director

Tournament Director

IT Director

Micro City Operations Director

Mini / Micro Field Operations Director

### **To be elected in ODD years, for a two (2)-year term.**

Vice-President – Business and Administration (Senior Director)

Treasurer/Finance Director

Advertising and Sponsorship Director

Director at large – Business Administration

Equipment Director

Scheduler & Field Director

Player Development Director

Full Field Operations Director

Secretary



The election shall be conducted by a minimum of three members of the existing Board of Directors, who are not eligible or will not run for office, in the election. (one (1) chairperson and two (2) ballot counters)

- i. All members attending the AGM are required to sign in. Election ballots are required for voting for elected positions but changes to constitution will be decided by a show of hands.
- ii. Directors shall be elected for a **two (2)-year term**. The number of Directors will be determined annually based on the projected workload. Board of Directors can appoint a person to assist with their tasks and responsibilities. This person can attend meetings, when the board member is unable to attend the meeting, to report to the board on the specific part of the board member's responsibilities. This person must be approved by the rest of the board at any regular board meeting.
- iii. Another member in good standing must nominate any member running for a position on the Board of Directors. Any person in absentia, but willing to run must indicate his/her intention in writing to the Club Office at a minimum of 48 hours prior to AGM.
- iv. Only voting members shall be eligible to participate in the vote. Election to office shall require a majority of votes cast. Where a ballot does not result in a majority vote, the candidate/candidates with the least number of votes shall be struck from the ballot, and a new vote will be taken. This procedure shall be followed until a majority vote results.
- v. When only one nominee has declared his/her intention to run, the person shall not be voted in by acclamation. A vote shall be taken.
- vi. Vacancies created on the Board of Directors after the election, will be filled by appointment, on a two-thirds majority vote of the Board of Directors. Such appointments shall be effective from time of appointment until the next AGM. The person appointed to a position will only be in this position for one year and will be an elected position at the following year's AGM regardless if it is an odd or even year.
- vii. If absolutely necessary, a board member can be replaced by a paid employee providing that the club can financially afford such salary and the board approves this in a vote at any board meeting.

Signing Officers - The President, both Vice Presidents and the Finance Director. will be the signing officers of the Club. Cheques shall require the signatures of two (2)-signing officers who have no blood, familial or domestic relationship. The Administrator may be a second signature for amounts not exceeding \$500. An Additional signing authority can be added

that is a Director in good standing and has written approval from the President and both Vice-Presidents.

## **Section 5 – Meetings:**

### **Annual General Meeting:**

Held at the completion of the current playing season. The location, date & time will be published as soon as practicable.

Annual General Meeting – The Club will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual General Meeting and within six (6) months of the Club's fiscal year end.

### **Special General Meeting:**

- a. Special General Meeting – A Special Meeting of the Members may be called at any time by the President.
- b. Must be called within fourteen (14) days of a written request signed by 11 active voting members.
- c. Only the problem under consideration may be debated at a special general meeting.

Participation/Holding by Electronic Means – Any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if the Club makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors or Members, as the case may be, may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

**a. Voting & Quorum:**

- i. All voting members present, except the President, shall have one vote.
- ii. The President shall exercise his voting right only in the event of a tie vote.

**b. Quorums:**

- i. Adult/Coaches Meetings- fifteen (15) members
- ii. Annual General Meeting - fifteen (15) members
- iii. Special General Meetings – fifteen (15) members
- iv. Monthly Executive Meetings - Majority of the Executive present (minimum of seven (7) Directors)
- v. Senior Board Meeting – three (3) members

Agenda – The agenda for the Annual General Meeting may include:

- a) Call to order
- b) Establishment of quorum
- c) Appointment of scrutineers
- d) Approval of the agenda
- e) Approval of minutes of the previous Annual General Meeting
- f) Presentation of reports
- g) Report of Auditors, if applicable
- h) Appointment of Auditors, if applicable
- i) Business as specified in the meeting notice
- j) Election of new Directors
- k) Adjournment

Scrutineers – At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

Adjournments – With the majority consent of the Members present and after quorum is ascertained, the Members may adjourn a meeting of Members and no notice is required for continuation of the meeting if the meeting is held within thirty (30) days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Attendance – The only persons entitled to attend a meeting of the Members are the Members, the parents or guardians of a Member if the Member is younger than 18 years old, the Directors, the auditors of the Club (or the person who has been appointed to conduct a review engagement, if any), individuals possessing a proxy on behalf of a Member, and others who are entitled or required under any provision of the Act to be

present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present.

Dues – Membership dues will be determined annually by the Board

Duration – Membership duration is accorded on an annual basis of October 1<sup>st</sup> to September 30<sup>th</sup>. Members are automatically members by registering to play, or by volunteering.

Deadline – Members will be notified in writing of the membership dues at any time payable, and if the membership dues are not paid within sixty (60) days of the membership renewal date or notice of default, the Member in default will automatically cease to be a Member of the Club.

### **Transfer, Suspension, and Termination of Membership**

Transfer – Membership in the Club is non-transferable.

Suspension – A Member may be suspended, pending the outcome of a discipline hearing in accordance with the Club's policies related to discipline, or by Special Resolution of the Board at a meeting of the Board provided the Member has been given notice of and the opportunity to be heard at such meeting.

Termination – Membership in the Club will terminate immediately upon:

- a) For Director Members, the individual's term as a Director ending or the Director being removed pursuant to this Constitution;
- b) The expiration of the Member's membership, unless renewed in accordance with this Constitution;
- c) The Member fails to maintain any of the qualifications or conditions of membership described in this Constitution;
- d) Resignation by the Member by giving written notice to the Club;
- e) Dissolution of the Club;
- f) A decision made by a panel in accordance with the Club's applicable discipline policies;
- g) The Member's death; or
- h) By Ordinary Resolution of the Board or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will set out the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.
- i) Standing Committees – The Club will have the following standing committees:
  - a. Business and Admin Committee

- b. Business Planning Committee
- c. Business Development Committee
- d. Risk Committee

## Section 6 – Resignations:

- a) Any member resigning from the Senior Board of Directors or the Board of Directors must submit their resignation in writing to the Club President. This should occur 2 weeks prior to their resignation date.
- b) Any Board member that condemns another executive or their work in an unacceptable manner will be called to appear by the MHYSC discipline subcommittee who will determine if they will remain on the board. A written apology may be required.
- c) If it is evident that any member of the board of directors have abandoned their position for no apparent reason; they will be asked to step down by the president of the club. There will be a thirty (30)-day period allowed to confirm the abandonment of the board member's position.
- d) If it is evident that any member of the board is not acting in the best interests of the club; they will be asked to step down by a majority vote of the board of directors of the club. This will have immediate effect.
- e) A Board Member must attend a minimum of 75% of the scheduled meetings per annum. If any executive is absent 3 consecutive meetings, they may be asked to resign their position.

May Not Resign – A Member may not resign from the Club when the Member is subject to disciplinary investigation or action by the Club.

Arrears – A Member will be expelled from the Club for failing to pay membership dues or monies owed to the Club by the deadline dates prescribed by the Board. Any dues, subscriptions, or other monies owed to the Club by suspended or expelled Members will remain due.

Discipline – A Member may be disciplined in accordance with the Club’s policies and procedures relating to the discipline of Members.

## **Good Standing**

Definition – A Member will be in good standing provided that the Member:

- a) Has not ceased to be a Member;
- b) Has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
- c) Has completed and remitted all documents as required by the Club;
- d) Has complied with the Constitution, policies, and rules of the Club;
- e) Is not subject to a disciplinary investigation or action by the Club, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
- f) Has paid all required membership dues.

Cease to be in Good Standing – Members that cease to be in good standing, as determined by the Board or a Disciplinary Panel, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board is satisfied that the Member has met the definition of good standing.

## **Section 7 - Monthly Executive Meetings**

### **Meetings of the Board**

Call of Meeting – A meeting of the Board will be held at any time and place as determined by the President, or by written requisition of at least two (2) Directors.

Chair – The President will be the Chair of all meetings of the Board unless designated by the President. In the absence of the President, or if the meeting of the Board was not called by the President, the Vice President (or designate) will be the Chair of the meeting.

Notice – Written notice, served other than by mail, of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the Club.

Board Meeting with New Directors – For a first meeting of the Board held immediately following the election of Directors at a meeting of the Members, or for a meeting of the Board at which a Director is appointed to fill a vacancy on the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director(s).

Number of Meetings – The Board will hold at least eight (8) meetings per year.

Quorum – At any meeting of the Board, quorum will be 55% of the Directors holding office but never less than eight (8) Directors.

Voting – Each Director is entitled to one vote. Voting will be by a show of hands, written, or orally unless a majority of Directors present request a secret ballot. Resolutions will be passed by Ordinary Resolution.

No Alternate Directors – No person shall act for an absent Director at a meeting of the Board.

Written Resolutions – A resolution in writing signed by all the Directors is as valid as if it had been passed at a meeting of the Board.

Closed Meetings – Meetings of the Board will be closed to Members and the public except by invitation of the Board.

Meetings by Telecommunications – A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Directors who participate in a meeting by telecommunications technology are considered to have attended the meeting.

### **Duties of Directors**

Standard of Care – Every Director will:

- a) Act honestly and in good faith with a view to the best interests of the Club; and
- b) Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- c) Monthly Executive Meetings are confidential in nature and must be kept so by directors.
- d) Directors to declare conflicts of interest when they arise and any obvious ones when they assume their duties.

### **Powers of the Board**

Powers of the Club – Except as otherwise provided in the Act or this Constitution, the Board has the powers of the Club and may delegate any of its powers, duties, and functions.

Empowered – The Board is empowered, including but not limited to:

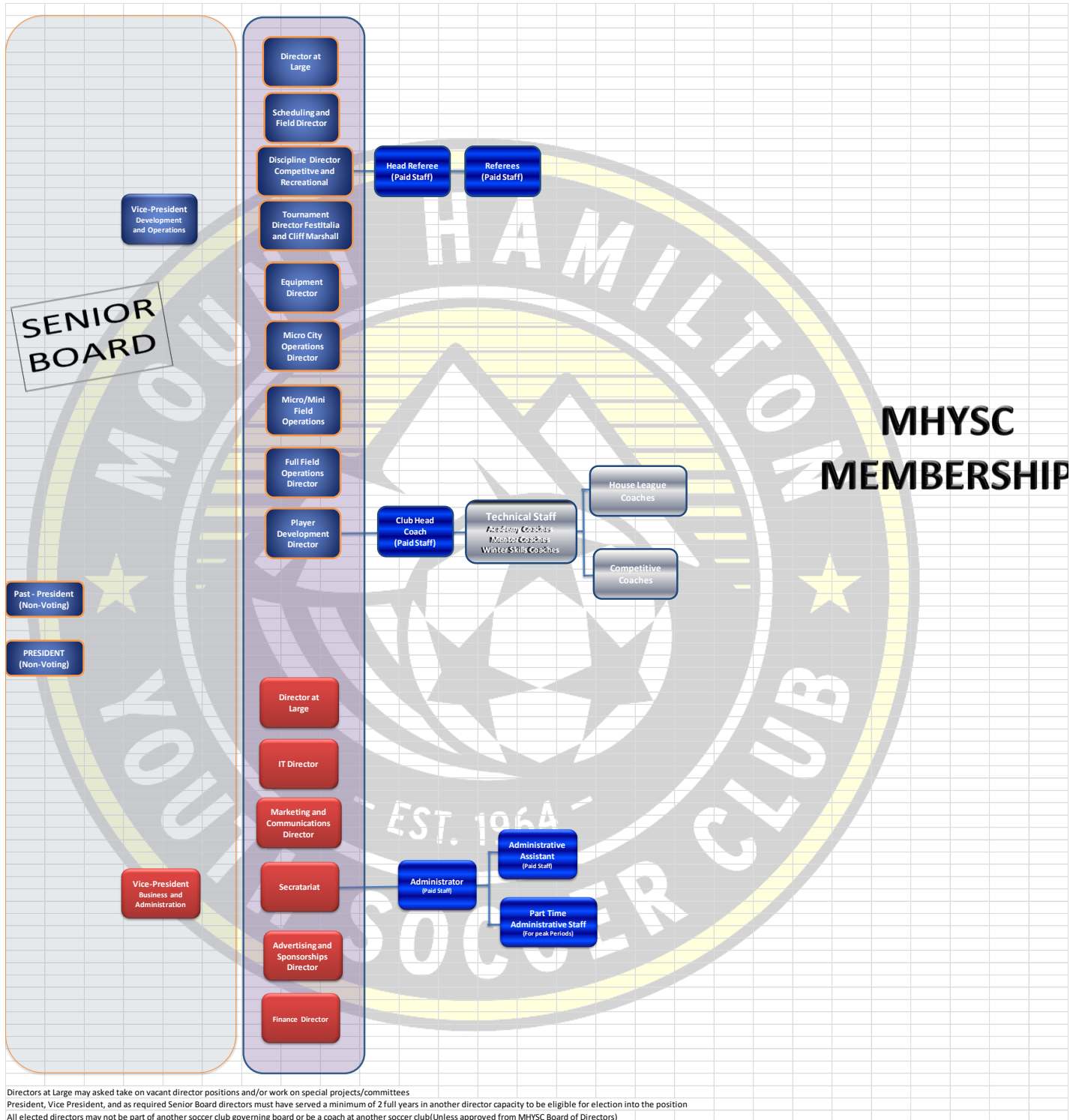
- a) Make policies and procedures or manage the affairs of the Club in accordance with the Act and this Constitution;
- b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures;
- c) Make policies and procedures relating to the management of disputes within the Club and deal with disputes in accordance with such policies and procedures;
- d) Employ or engage under contract such persons as it deems necessary to carry out the work of the Club;
- e) Determine registration procedures, determine membership dues, and determine other registration requirements;
- f) Enable the Club to receive donations and benefits for the purpose of furthering the objects and purposes of the Club;
- g) Make expenditures for the purpose of furthering the objects and purposes of the Club;
- h) Borrow money upon the credit of the Club as it deems necessary in accordance with this Constitution; and
- i) Perform any other duties from time to time as may be in the best interests of the Club.

### **Section 8 - Financial Year:**

- a) The financial year will be October 1<sup>st</sup> to September 30<sup>th</sup>.



## Section 9 – Organizational Chart and Responsibilities:



**END**