

Mooredale Soccer Club Constitution

1. NAME

The name of this club shall be the Mooredale Soccer Club (hereinafter referred to as the “MSC”). The MSC operates under the auspices of the Rosedale-Moore Park Association (hereinafter referred to as the “RMPA”). The headquarters of the Club shall be located within the District Boundaries of the Toronto Soccer Association (hereinafter referred to as the “TSA”).

2. OBJECTIVES

The MSC shall have the following objectives:

- a.) **to provide children and adults within the community with an opportunity to develop an appreciation for the game of soccer;**
- b.) **to provide soccer at both the recreational and competitive levels, wherever possible, creating an opportunity for players to participate at different levels;**
- c.) **to provide a safe and and non-threatening environment for all players in practice and games;**
- d.) **to develop character by promoting physical, social and leadership skills in the players with an emphasis on sportsmanship, team spirit, respect for the officials and for each other; and**
- e.) **to promote and develop the game of soccer within the community.**

3. AFFILIATIONS

The MSC shall be a member of the TSA and shall follow the published rules of the TSA and the Ontario Soccer Association (hereinafter referred to as the “OSA”). The MSC is subject to the published rules in declining order of authority of the following bodies to which it is affiliated:

- a) **the OSA;**
- b) **the TSA; and**
- c) **the MSC**

4. EXECUTIVE COMMITTEE

General

MSC shall be governed by an Executive Committee, consisting of the following director positions (hereinafter referred to collectively as the “Executive Committee”, and individually as “Director”):

- Past President
- President and RMPA Board Representative
- Vice-President
- Secretary
- Treasurer*
- Manager of Soccer and Sport (as employed by RPMA)
- Other officers as may be established by the Executive Committee from time to time, such as, but not limited to:
 - Director of Representative Teams
 - Director of Select Teams
 - Director of House League

Contracts and financial commitments are the responsibility of the RMPA with the signing officers designated for the RMPA.

Upon approval by the RMPA, the Executive Committee may, as it sees fit, exercise any powers and make, or cause to be made, any actions, contracts, or perform matters for and on behalf of the MSC.

Upon approval by the RMPA for budget and staffing commitments, the Executive Committee shall be empowered to hire, appoint, or otherwise engage all employees, contractors or agents of the MSC and shall fix their duties and remuneration, and may delegate any or all the things necessary to effect these powers to such staff, volunteers, committees, agents or to any combination of these as it sees fit.

Upon approval by the RMPA, the Executive Committee has the power to determine and effect the dismissal of any contractor or agent with the MSC, and may remove any head of sub-committee, sub-committee member or any assistants.

A Director may hold more than one position.

*The Treasurer in this capacity will liaise directly with the Manager of Soccer and Sport. The Manager is directly responsible for forming the budget and performing all day-to-day transactions for the MSC.

Qualification of Directors

A Director must be a Member of the MSC and RMPA at the time of election and throughout his/her term.

A Director shall be 18 years of age or older.

No undischarged bankrupt shall be a Director. If a Director becomes bankrupt, he/she shall automatically cease to be a Director.

A Director shall serve a term of two years or until his/her successor is elected or appointed or until he/she resigns from the position.

The President of the MSC must have, or have had, a child enrolled in the House League program of MSC.

Election and Appointment of Directors

Each Director shall be elected by a majority of votes cast by secret ballot by the Members, to hold office until the third annual meeting after he/she shall have been elected or until his/her successor shall have been duly elected and qualified.

Except for the terms of Directors elected at the first Annual General Meeting, as is further described below, a Director shall serve a term of two years, or until his/her successor is elected or appointed, or until he/she resigns from the position.

Upon election in the first Annual General Meeting of the MSC, the President, Vice-President and Director of House League will have first terms of two years. All other positions, for their first term only, will be for one year.

After an initial Executive Committee has been elected, the position of President, Vice-President and Director of House League shall be elected in even numbered years while the positions of Director of Select Teams and Director of Representative Teams shall be elected in odd numbered years.

Upon completion of their terms, Directors, if otherwise eligible, may be re-elected or reappointed for one successive two-year term. No election or appointment of a Director is valid without his/her consent, given in person at the meeting at which election or appointment takes place, or given in writing prior to the election.

Director Vacancy

The office of a Director of the MSC shall be vacated at the end of the term of office or during the term of office if the Director:

- a) becomes mentally incompetent;**
- b) dies;**
- c) ceases to have the qualifications for holding the position of Director;**
- d) has compromised the integrity of the MSC due to, but not limited to, any of the following reasons:**
 - he/she has been found guilty of an offense under the Harassment Policy of the OSA;**
 - he/she has been found guilty of an offense involving violence under the Discipline Policy of the OSA;**
 - he/she has failed to properly account for monies or other property belonging to the Club; and**

- he/she has been found guilty of a criminal offense regardless of whether the offense directly affected the MSC
- e) submits his/her resignation, in writing, to the MSC;
- f) is removed by two-thirds (2/3) majority of votes cast at a meeting of Members, of which notice specifying the intent to consider such a resolution has been given. The voting members may then, by simple majority of votes, elect any person in his/her stead for the remainder of the term;
- g) is removed by two-thirds (2/3) majority of votes cast at a meeting of Directors, of which notice specifying the intent to consider such a resolution has been given. The Directors may then replace by appointment at their discretion for the remainder of the term;
- h) also, a Director automatically ceases to be a Director if he/she is absent from four (4) regular meetings of the Executive Committee in succession or any four (4) regular meetings in any twelve (12) month period.

Conflict of Interest

Every Director of the MSC who has, directly or indirectly, any interest, financial or otherwise in any contract or transaction to which the MSC is or is to be a party shall declare his/her interest in such contract or transaction at the next meeting of the Executive Committee. He/she at that time shall disclose the nature and extent of such interest to the extent to which such information is within his/her knowledge or control. The Director shall abstain from voting or speaking on the issue in question, and may be required to absent him/herself from the meeting at which the subject is being considered.

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

Filling of Vacancies

Vacancies on the Executive Committee, however caused, may, so long as a quorum of the Directors remains, be filled by the remaining members of the Executive Committee from among the qualified members of the MSC, if they shall see fit to do so; otherwise such vacancy shall be filled at the next Annual General Meeting of the Members. If there is not a quorum of Directors, the remaining Directors shall call a Special Meeting of the Members to fill the vacancy.

Duties of the Executive Committee

President

- Shall preside at all meetings of Members and of the Executive Committee

- **Shall sit on the RMPA Board of Directors as Manager of Soccer and report on the operation of the MSC**
- **Shall work with the Manager of Soccer and Sport to supervise the day-to-day operations of the MSC**
- **Shall act as spokesperson for the MSC, unless he/she delegates the responsibility**
- **Shall oversee the preparation of the report for the Annual General Meeting**
- **Shall perform other such duties as are appropriate of the office**

Vice-President

- **Shall assist the president as requested by the president**
- **Shall assume the role of president either in the absence of or under the instructions of the president**
- **Shall undertake from time to time duties incidental to this position as determined by the Executive Committee**

Treasurer

- **Shall ensure that full and accurate records are kept of the accounts**
- **Shall be responsible for monitoring the MSC's financial statements, in collaboration with the RMPA staff charged with this responsibility**
- **Shall receive the RMPA annual audited financial statement and report on the relevant MSC results at the MSC AGM**
- **Shall review with the Manager of Soccer and Sport and Executive Committee any purchases or variances greater than 5% of the operating budget**

Secretary

- **Shall maintain a record of all minutes of the MSC and copies of all committee reports**
- **Shall ensure that MSC office at the RMPA maintains record books in which by-laws, published rules and minutes are entered**
- **Shall ensure that current record books may be available at each meeting**
- **Shall coordinate the preparation of all Executive Committee and Members meeting agendas and information packages in consultation with the president and Manager of Soccer and Sport**

Other Director Positions

The duties of other Director positions shall be determined by the Executive Committee.

Nominations and Elections

The Executive Committee may in its discretion determine to establish a Nominating Committee prior to the meeting called for election of Directors.

Any Member entitled to vote for the election of Directors may make a nomination provided noticed of the proposed nomination, including the name of the nominee, is given in writing to the Secretary at least fourteen (14) days before the meeting at which the Director is to be elected. Such notice is to be sufficiently given if delivered to the Secretary in person, by mail or by email at the RMPA address for the MSC.

No nominations may be taken from the floor at any given meeting.

Remuneration of Directors

The Directors shall receive no remuneration for acting as such, but any Director will be reimbursed for out-of-pocket expenses incurred while performing duties as a Director. Nothing prohibits a Director from receiving reasonable remuneration and expenses for services to the MSC in other capacities (as long as such capacity is disclosed to the Executive Committee prior to its commencement) and such remuneration shall be determined by the Committee and is included in the annual operating budget, which was approved by the RMPA Board of Directors.

5. MEMBERSHIP

General

Members of the MSC shall be such individuals as defined below or as may be admitted to membership by resolution of the Executive Committee of the MSC from time to time. Nothing prohibits the Committee from imposing, waiving or varying any conditions, rights, privileges, duties and responsibilities of membership or from imposing any sanctions or probationary membership conditions.

Members

Members shall consist of individuals who have paid their soccer fees for the current soccer season and are in good standing with the RMPA. Each Member under the age of 18 may appoint his/her parent/guardian to represent him/her at all membership meetings, up to a maximum of two votes per family.

Honorary Members

The Committee may designate an individual as an Honorary Member for a specific period of time. An Honorary Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

Life Members

The Committee may designate an individual as a Life Member. A Life Member is afforded all rights of membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

Fees

MSC membership fees, if any, shall be set annually by the MSC Executive Committee.

All soccer fees payable to the MSC must be paid in full in order to be assigned all rights of a Member. Membership within the RMPA must be in good standing for the period in which the Soccer Club membership covers.

Discipline of Member

A Member may be fined, censured, suspended or expelled from the MSC by resolution of the Executive Committee. Discipline may be imposed on a Member for any reason as determined by the Executive Committee, including without limitation for failing to comply with the MSC membership requirements, the by-laws of the MSC or any policies or regulations of the MSC, the TSA or the OSA. Any individual whose membership has been suspended loses all rights of Membership until the suspension has been terminated. This does not affect his/her status within the broader RMPA Membership.

Player, team and team official disciplined for game infractions shall be governed in accordance with the procedures published by the OSA.

Termination of Membership

Membership in the MSC shall be deemed to be terminated:

- a) if the member submits a signed letter of resignation to the MSC;**
- b) if the member is expelled by the Executive Committee**
- c) if the member is no longer registered with the MSC and RMPA.**

6. MEETINGS

All meetings of the MSC shall be conducted in accordance with the most recently published Robert's Rules of Order except as may be otherwise stipulated in this by-law or other rules and regulations of the MSC.

General Meetings of Members

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 Executive Committee may determine. The notification shall be given by posting a notice on the RMPA's website and notifying Members by email.

Fifteen(15) Members shall form a quorum at all meetings of the MSC. Any question shall be decided by a majority of the votes unless otherwise required by this By-law or other law.

Annual General Meeting

The MSC shall hold its Annual General Meeting not later than November 30 in each calendar year. The agenda of the Annual General Meeting shall include:

- 1. Minutes of previous Annual General Meeting (if applicable)**
- 2. President's report or report of the Executive Committee**
- 3. Director of Soccer and Sport Report**
- 4. Treasurer's report or financial report given by the Manager of Soccer and Sport**
- 5. Directors' Reports⁸**
- 6. Election of Executive Committee Members**

Special General Meeting

A petition to the Secretary of MSC of at least fifteen (15) members or the Executive Committee may call a Special General Meeting. The meeting shall be called within twenty-one (21) days of the Secretary receiving such a requisition in writing. The requisition shall state the nature of the business to be acted upon. No other business, other than that for which the meeting was called, shall be discussed.

Persons Entitled To Be Present

Only Members, Honorary Members or Life Members are entitled to be present at any general meeting, although any other person or entity may attend if required by law or if approved by the President or by the consent of the majority of Members present.

Executive Committee Meeting

The Executive Committee shall meet at least four (4) times per year in the City of Toronto, upon fourteen (14) days notice given by the President and Secretary, at such a place and time as the Executive Committee may determine.

A majority of the Executive Committee shall form a quorum at all meetings. Questions arising at any meeting shall be decided by a majority of votes where each member of the Executive Committee is entitled to cast one vote.

Votes to Govern

At all meetings of the Members every question shall be decided by a majority of the votes cast unless otherwise required by the by-laws. Voting by proxy will not be permitted unless advance notice in the form of a special meeting has been called. Every question, other than where there are more nominees for the positions available on the Committee, shall be decided in the first instance by a show of hands and, unless a poll be demanded by a voting member, a declaration by the President that a

resolution has been carried or not carried and an entry to that effect in the minutes of the MSC shall be proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

7. COMMITTEES

The membership at any general meeting or the Executive Committee at any meeting of the Committee may establish a standing committee or special committee to carry out specific business or programs of the MSC.

8. BY-LAWS AND AMENDMENTS

By-Law amendments may be proposed by the Executive Committee, or submitted by a Member to the MSC in writing at least 21 days prior to a general meeting of the MSC; and must be approved by a majority vote of the Executive Committee, and by a 2/3's vote of the Membership voting in person or by proxy at a meeting of the MSC duly called for that purpose.

All Members entitled to vote shall be notified with the MSC's notice of the said Members' meeting about the By-law amendments. Such notification shall be by website and email in accordance with the notice provisions regarding General and Special meetings above.

9. RULES AND REGULATIONS

The Executive Committee 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 including the RMPA.

Amendments to the Rules and Regulations may be made by a majority vote of the Executive Committee or Members at a General Meeting.

10. INDEMNITY

Members of the Executive Committee or other servants to the MSC, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the MSC 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.

11. HARASSMENT

The MSC shall adhere to the Harassment Policy as published and approved by the OSA and the RMPA from time to time.

The Harassment Policy shall apply to all employees, directors, volunteers, coaches, game officials, administrators, players, members and registrants of the MSC.

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 MSC shall make available to any Member the Harassment Policy when requested.

12. APPEALS

Any member or registrant of the MSC directly affected by a decision of the MSC may appeal such a decision. The denial or termination of membership in the MSC may be appealed by a non-member.

A decision of the MSC may be appealed to the TSA. Such appeal shall be conducted in accordance with the OSA's and the TSA's published rules.

An individual shall not appeal a decision made by the Executive Committee regarding the appointment, non-appointment, reappointment or revocation of an appointment of an individual to any coach or administrator position within the MSC's operations, except where the selection, appointment and revocation process outlined in the MSC's published rules, if any, has not been followed.

An individual shall not appeal a decision made by the MSC regarding a player's team assignment.

13. DISSOLUTION

In the event of dissolution of the MSC, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the RMPA to one or more not-for-profit soccer related organizations, or any not-for-profit athletic community organizations which operate solely in Ontario.

14. 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.