

**Article 1: NAME, LOCATION, COLLORS, SEAL**

1.1 The name of this organization is Tillsonburg Titans Soccer Club, hereinafter referred to as the Club, which is a not-for-profit organization.

1.2 The Head Office of the organization shall be in the City of Tillsonburg, in the Province of Ontario. The Board of Directors may, from time to time, determine the specific location of the head office.

1.3 All Teams registered with the Club will wear the Club Official Uniform and Logo while representing the club in any competition.

1.4 There shall be a corporate seal for the organization.

**Article 2: MOTTO**

2.1 The Club shall have the following Motto: **“Think sport, live football”**

**Article 3: OBJECTIVES**

3.1 The Club shall have the following objectives:

- To promote and develop the game of soccer, both indoor and outdoor, within the community.
- To encourage and promote the personal development of each individual members of the club, as a resourceful and responsible member of their community.
- To develop, encourage and promote the spirit of good sportsmanship between all members of the soccer community at large.
- To provide opportunities through the game of soccer, for the mental, physical, social and leadership development of the individual members of the Club.

**Article 4: AFFILIATIONS**

4.1 The Club shall be a registered member of the Elgin Middlesex Soccer Association (EMSA). The Club is subject to the published rules in declining order of authority of the following bodies to which it is affiliated:

- 4.1.1
1. The OSA
  2. The District Association (EMSA)
  3. The Leagues (LYDSL) (WOSL) (Middlesex Masters)
  4. The (Tillsonburg Minor Soccer Club)
  5. The Club (Tillsonburg Titans Soccer Club)
  6. The Team Constitution

## 5 MEMBERSHIP

### 5.1 Regular Members

- 5.1.1 All teams and regular members of the Club are required to be registered with EMSA and OSA as one of the following classifications:
- Trainer
  - Coach
  - Manager
  - Player
- 5.1.2 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 one vote at members' meetings.
- 5.1.3 A player shall become a regular member when approved by the Club Manager.
- 5.1.4 The Club Trainer shall become a regular member upon election or appointment by the directors of the Club, a trainer is an individual who trains, guides, and provides aide to the players.
- 5.1.5 Upon registration, a Team Trainer shall become a regular member upon acceptance by the directors of the Club.
- 5.1.6 The Team Coach shall become a regular member upon election or appointment by the directors of the Club, a coach is an individual who is registered with the OSA to teach, instruct, train and guide players to play the game of soccer. Upon application, a Club Coach shall become a regular member upon acceptance by the directors of the Club.
- 5.1.7 The Team Manager shall become a regular member upon election or appointment by the directors of the Club. The Team Manager is an individual who is registered with the OSA to be responsible for one or more of the functions required to operate a Team.
- 5.1.8 Every regular member aged 16 and over shall have the right to attend, speak and cast one vote at a Members Meeting of the Club.
- 5.1.9 Every regular member under the age of 16 shall have the right to attend and speak at members meetings, but a parent or guardian who shall also have the right to attend and speak on behalf of that member at Members Meetings must cast any vote.
- 5.1.10 Proxy votes are not allowed.

**5.2 Honorary Members**

- 5.2.1 The Board of Directors may designate an individual as an honorary member for a specific period of time.
- 5.2.2 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.

**5.3 Life Members**

- 5.3.1 The Board of Directors may designate an individual as a life member.
- 5.3.2 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.

**5.4 Fees**

Membership fees for regular members shall be set annually by the Board of Directors and ratified or amended by the membership at a general meeting of the Club.

**5.5 Member Discipline**

- 5.5.1 A member may be fined, censured, suspended or expelled from membership for cause and only after charges have been laid in accordance with the Clubs' published rules and a hearing held in accordance with the Clubs' and OSA's published rules.
- 5.5.2 An individual whose membership has been suspended loses all rights of membership until the suspension has been terminated.
- 5.5.3 Any player, Club and Team official discipline for all game infractions is governed in accordance with the procedures published by the OSA.
- 5.5.4 Any member who infringes the Articles or rules of the Club or brings the Club into disrepute may be reprimanded, suspended or expelled from the Club after a hearing by the Board of Directors of the Club at which hearing the member is entitled to attend if the member wishes.

**5.6 Termination of Membership**

- 5.6.1 A member shall be deemed to have terminated his or her membership in the Club:
  - a) if the member submits a signed letter of resignation to the Club,
  - b) if the member is expelled by the Club's Board of Directors, or
  - c) if the member is no longer registered with the Club

## **6 Executive Board**

### **6.1 Directors**

#### **6.1.1 Duties of Directors**

- 6.1.2 Directors shall uphold the Articles of this constitution and it's by-laws as amended from time to time.
- 6.1.3 Directors shall perform such duties as assigned them by virtue of their elected appointment to the executive board, for the terms commensurate assigned to that positions listed under Article 7
- 6.1.4 A Director shall be 18 years of age or older, shall be a registered Member of the Club.
- 6.1.5 A Director shall serve for a term of two years or until his/her successor is elected or appointed.

### **6.2 Director Vacancy**

- 6.2.1 A Director has the right to resign her/his position by submitting a signed letter of resignation to the Club.
- 6.2.2 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 of Directors, shall be filled by a majority vote of the Board of Directors.
- 6.2.3 A member of the Board of Directors holding his/her respective position(s), as Director or other position(s), may be removed from office by the Board of Directors for cause by a 2/3's vote of the Board of Directors present provided notice to remove the Director has been given to all Directors of the Club.
- 6.2.4 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 of the term being filled.
- 6.2.5 A member of the Executive Board may also be removed from office 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.

## **7 Executive Board**

### **7.1 General**

7.1.1 The Club shall be governed by an executive board of Directors, consisting of individual Directors holding the following positions:

7.1.2 President  
Vice President  
Secretary  
Treasurer  
Registrar

Directors:

Youth Competitive or Rep. (Each Youth Registered Team to be awarded one Director Position)

Senior Men's (if more than one team registered each Team to awarded one Director Position)

Senior Female (if more than one team registered each Team to awarded one Director Position)

Masters Men's (if more than one team registered each Team to awarded one Director Position)

### **7.2 Duties of the Positions**

#### **7.2.1 President**

The President shall preside at all general meetings of the Club, and of the Board of Directors and shall be ex officio a member of all committees, except for a nominations committee; shall sign all certified copies of acts of the organization (unless otherwise specified in the Clubs' published rules), shall appoint all chairs of standing and special committees subject to ratification by the Board of Directors; coordinate all duties of the Board of Directors, committees, staff; and shall be the spokesperson for the Club.

#### **7.2.2 Vice-President**

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board of Directors. In addition to these duties the Vice-President shall register all players, coaches, game officials and administrators with the Club and with the District Association for indoor and outdoor seasons, shall maintain statistics on all player registration, shall report to the Board at each Club meeting, and shall submit an Annual Report to the Annual General Meeting.

#### **7.2.3 Treasurer**

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Club; shall report to the Board of Directors at least

once per quarter, and shall submit an Annual Report to the Annual General Meeting.

**7.2.4 Secretary**

The Secretary shall maintain a record of all minutes of the organization, maintain copies of all committee reports, notify officers and committee members of their election or appointment, maintain record books in which by-laws, published rules and minutes are entered and have the current record books available at each meeting, arrange to publish notice of general meetings, send to the Board of Directors notices of each meeting, conduct the general correspondence of the organization that is not the proper function of another office or committee, 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, preside until the immediate election or appointment of a new presiding officer.

**7.3 Duties of the Executive Board**

**7.3.1** The Executive Board 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.

**7.3.2** Any member of the Executive Board may call to form a Committee under the following headings:

- Tournaments
- Promotions & Fundraising
- Website
- Discipline
- Indoor Soccer

**7.3.3** The Executive Board shall be responsible for the appointment and renewal of appointments of all positions within the Club except for those positions elected by the membership of the Club.

**7.3.4** A Director may hold more than one position on the executive board.

**7.3.5** The Executive Board may also revoke, for cause, any appointment providing that it has followed the procedures for the revoking an appointment as outlined in the Clubs' published rules.

**7.4 Nominations and Elections**

Nominations for positions on the Executive Board may be made by any member at the annual general meeting or at a special general meeting called for that purpose.

A Nominating Committee, appointed by the Executive, comprised of two or more Members who do not themselves wish to run for election, shall endeavor to ensure, prior to the meeting, that there is at least one candidate prepared to

stand for each office. The report of the Nominating Committee shall, in no way, preclude the nomination of other or additional names of qualified members from the floor. Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution.

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**

### **Quorum**

A meeting of the Executive Board shall require a quorum.

A minimum of 3 members in good standing shall constitute a quorum for any General Meeting of the Executive Board

### **Annual General Meeting:**

The Club shall hold its Annual General Meeting not later than one week prior to the EMSA AGM.

The Secretary of the Club shall schedule the meeting and publish notice at least fourteen (14) days prior to the meeting by posting it on the Club Website, posting it three times in the Tillsonburg newspaper.

No Article of this document shall be altered or rescinded and no additions shall be made to Articles except at an AGM and then only by a two-thirds majority vote of the eligible Members present.

Proposed amendments shall be delivered to the Secretary of the Club not less than sixty (60) days prior to the date of the AGM.

The Secretary of the Club shall publish all proposed amendments not less than twenty one (21) days prior to the AGM by posting them on the Club Website.

The President shall preside at the AGM or in his/her absence the Vice President shall preside.

Voting shall be by show of hands unless the chairman, at his/her discretion causes voting at any meeting or question to be made by means of a secret ballot or simple majority of the Members present decides that a secret ballot is to be used.

The agenda of the Annual General meeting shall include:

1. Call to Order - Executive Board

2. Acceptance of Minutes of Previous Annual General Meeting
3. President's Address
4. Directors Reports
5. Treasurer's Report
6. Other Reports
7. Report of Committee(s)
8. Unfinished Business
9. Amendments to the By-Laws, as previously approved by The OSA, EMSA, and the WOSL
11. Any New Business
12. Election of 2 Nominations Trustees
13. Election of Officers and Directors
14. Adjournment

**Special General Meeting:**

A special general meeting of the Club:

- a) may be called by the Board of Directors, or
- b) shall be called by the Board of Directors upon receipt of a written request submitted to the Club by registered mail, certified mail, courier service, hand delivery, fax or e-mail, signed by not less than 25 Members or 25% of the voting membership, whichever is less, setting out the items of business to be conducted at the special general meeting. The special general meeting shall be held within 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 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.

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 8: COMMITTEES**

The membership, at any general meeting, or the Directors, at any meeting of the Board of Directors, may establish a standing committee or special committee to carry out specific business or programs of the Club.

**Article 9: PROCEDURES GOVERNING MEETINGS**

All meetings of the Club shall be conducted in accordance with the most recently published Roberts Rules of Order, except as may be otherwise stipulated in this

By-Law or other Rules and Regulations of the Club.

**Article 10: BY-LAWS AND AMENDMENTS**

(a) By-law amendments to:

Article 1: the Club's name;

Article 5: the number of its Executive Board members, the additional positions a director may hold and the election year for the additional positions; and

Article 12: the financial year end of the Club may be proposed by the Executive Board, 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 Executive Board, and by a 2/3's vote of the membership voting in person at a meeting of the Club duly called for that purpose

(b) Subject to the foregoing, all by-laws of the Club shall be adopted or amended, as the case may be, by a majority vote of the Board of Directors, and by a 2/3's vote of the membership voting in person at a meeting of the Club duly called for that purpose, provided such by-laws or amendments conform to the OSA Published Rules

(c) By-laws or amendments thereof required by changes to the OSA Published Rules shall be considered at the next members' meeting of the Club following at least 45 days after notification of the required change has been published by the OSA

(d) Copies of by-law amendments referred to in subparagraph (a) and proposed by-laws or amendments referred to in subparagraph (c) shall be provided to all members attending the meeting and entitled to vote, for their consideration, at the said members' meeting.

**Article 11: RULES AND REGULATIONS**

The Executive Board may approve and publish Rules and Regulations which are not inconsistent with this Bylaw or inconsistent with the rules of a higher level governing organization.

Amendments to the rules and regulations may be made by a majority vote of the Executive Board or the Members at a General Meeting.

**Article 12: INDEMNITY**

Members of the Executive Board 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 13: FINANCE**

**The accounts of the Club shall:**

¥ be reviewed annually by the Executive Board and the Financial Review statement shall be presented to the Annual General Meeting for adoption. Each Team Director is responsible for the preparation of a Budget for there team by no later than the 30th day of January for their team.

Once passed by the membership, the budget shall not be changed or altered without a Board meeting.

Executive Board members are empowered to approve and make all expenditures according to the budget

The fiscal year of the Club shall end on December 30<sup>th</sup> of each year, unless otherwise ordered by the Executive Board.

**Article 13: DISPUTE RESOLUTION**

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

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

**Article 14: HARASSMENT**

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

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game 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 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.

**Article 15: APPEALS**

a) any member 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 District Association with which the Club is affiliated. The appeal shall be conducted in accordance with the OSA's and District Association's published rules.

c) An individual shall not appeal a decision made by the Executive Board 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 Club's published rules has not been followed.

**Article 16: DISSOLUTION**

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

**Article 17: DEFINITIONS/TERMINOLOGY**

Terminology used in this by-law shall have the same meaning as utilized by the OSA in its letters patent, by-laws and published rules.