



# Constitution

## Saltfleet Stoney Creek Soccer Club

### **Article 1: NAME**

The name of this Club shall be The Saltfleet Stoney Creek Soccer Club, hereinafter referred to as the Club. The Club is incorporated under the Provincial Charter as a not for profit organization. The headquarters of the Club shall be located within the District Boundaries of the Hamilton and District Soccer Association, hereinafter referred to as the District Association.

### **Article 2: OBJECTIVES**

The Club shall have the following objectives:

1. To promote and develop the game of soccer within the City of Hamilton, for all levels of play.
2. To help individuals to develop their character as resourceful and responsible Members of their community by providing opportunities, through the game of soccer, for their mental, physical, social and leadership development.

### **Article 3: AFFILIATIONS**

The Club shall be a Member of The Hamilton and District Soccer Association, and shall follow the published rules of The District Association and The Ontario Soccer Association, hereinafter referred to as The OSA. The Club is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

The OSA  
The District Association  
The Club

### **Article 4: MEMBERSHIP**

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## A. TYPES OF MEMBERSHIP

There are three classes of Member, namely, regular Member, Honourary Member and life Member.

### (i) **Regular Member**

a) A regular Member is either a:

Registered Player

Registered Club Coach

Registered Club Administrator

b) 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.

c) A player shall become a regular Member when approved by the Club's Registrar and is in good standing: all registration, team and discipline fees paid and completed.

d) Upon application, a coach shall become a regular Member upon acceptance by the directors of the Club and is in good standing without any discipline outstanding. A coach is an individual who is registered with The OSA and The Club to teach, instruct, train and guide players to play the game of soccer.

e) An administrator shall become a regular Member upon election or appointment by the directors of the Club. An administrator is an individual who is registered with The OSA and The Club to be responsible for one or more of the functions required to operate a Club. For purposes of this definition, a team manager and a Director shall be classified as an administrator.

### (ii) **Honourary Member**

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

### (iii) **Life Member**

The Board of Directors 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.

## B. FEES

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Membership fees for regular Members shall be set annually by the Board of Directors.

## **C. DISCIPLINE OF MEMBER**

- (i) A Member may be fined, censured, suspended or expelled from Membership for just cause and only after charges have been laid in accordance with the Club's published rules and a hearing held in accordance with the Club's and OSA's published rules. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.
- (ii) Player, team and team official discipline for game infractions is governed in accordance with the procedures published by The OSA.
- (iii) 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.

## **D. TERMINATION OF MEMBERSHIP**

Membership in the Club shall be deemed to have been terminated:

- (i) If the Member submits a signed letter of resignation to the Club
- (ii) If the Member is expelled by the Club's Board of Directors
- (iii) If the Member is no longer registered with the Club

## **Article 5: BOARD OF DIRECTORS**

**A.** The Club shall be governed by a Board of Directors which shall consist of at least fifteen individuals, or such number not to be less than nine individuals, as may be amended from time to time in accordance with the Club's Constitution.

### **(i) These individuals shall hold the positions of Executive:**

President  
Vice- President  
Secretary  
Treasurer

### **(ii) These individuals shall hold the positions of Directors:**

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Director, Recreational Programs Co-ordinator (Indoor and Outdoor)  
Director, Youth Recreational Programs (3 to 10 years old) and SSST  
(Indoor and Outdoor)  
Director, Youth Recreational Programs (11 to 18 years old) (Indoor and  
Outdoor)  
Director, Adult Men's Recreational Programs, (Indoor and Outdoor)  
Director, Adult Women's Recreational Programs, (Indoor and Outdoor)  
Director, Competitive Programs, (Indoor and Outdoor)  
Director, Development (Players and Coaches)  
Director, Club Game Officials  
Director, Marketing  
Director, Sponsorship/Grants  
Director, Operations

- (iii) A Director **may not** hold more than one position on the Board of Directors.
- (iv) A Director shall be 18 years of age or older, shall not be an undischarged bankrupt and shall be a Regular Member of the Club **in good standing**.
- (v) A Director shall serve for a term of two years.

## B. DIRECTOR VACANCY

- (i) A Director has the right to resign her or his position by submitting a signed letter of resignation to the Club.
- (ii) A vacancy by an Executive position, President, VP, Treasurer and Secretary, shall be filled by a regular member who has served on the Club's Board of Directors
- (iii) 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. The successor Director shall hold his or her incumbent's position(s) until the next Annual General Meeting.

## C. REMOVAL OF DIRECTOR

- (i) No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

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- a) she/he becomes incapable of performing the business of the Club
- b) she/he is absent from three meetings of the Board without satisfactory reason
- c) she/he becomes, or is discovered to be, an undischarged bankrupt;

**OR**

**(ii)** The Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:

- a) if she/he has been found guilty of an offence under the Harassment Policy of The OSA
- b) if she/he has been found guilty of an offence involving violence under the Discipline Policy of The OSA
- c) if she/he has failed to properly account for monies or other property belonging to the Club
- d) if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club.

**(iv)** A Member of the Board of Directors holding his or her respective position(s), as Director or other position(s) may be removed from office by the Board of Directors for good and just 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. If a Director is removed by the Board of Directors, the Board of Directors may appoint a successor to the position(s) until the next Annual General Meeting.

**(v)** A Member of the Board of Directors may also be removed from office for good and just 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 Board of Directors may appoint a successor to fill all position(s) held by the removed Director until the next Annual General Meeting.

## **D. CONFLICT OF INTEREST AND STANDARDS OF CONDUCT**

The Directors shall be subject to the Conflict of Interest Policy, Oath of Confidentiality in the OSA's published rules and The Club's Code of Conduct.

## **E. DUTIES OF BOARD OF DIRECTORS**

**(i)** 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.

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- (ii) The Board of Directors 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. This shall include the appointment of volunteer and paid positions for club head 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.
- (iii) The Board of Directors may also revoke, for just cause, any appointment providing that it has followed the procedures for the revoking an appointment as outlined in the Club's published rules.

(iv) **Duties of Directors:**

**a) President**

Except: as provided for in the Dispute Resolution Policy of the OSA, and where the President delegates the responsibility to another person, the President shall preside at all general meetings of the Club and of the Board of Directors. The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the Club.

**b) 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.

**c) 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.

**d) 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, furnish committees with those documents required to perform their duties, sign all certified copies of acts of the organization (unless otherwise specified in the Club's published rules), maintain record books in which the constitution, policies, and minutes are entered and have the current record books available at each meeting, send to the Membership a notice of each general meeting, 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.

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## **e) Other Director Positions**

The duties of other Director Positions shall be determined by the Board of Directors. Each Director shall be the chair of a sub-committee, as shall be determined by the Board of Directors.

## **F. NOMINATIONS AND ELECTIONS**

- (i)** Each shall be elected by ballot for a two year term.
- (ii)** Nominations for positions on the Board of Directors may be made by any Member at the annual general meeting.
- (iii)** Nominations and elections for positions open shall be held in the order of the position listed in the Constitution.
- (iv)** At Annual General Meetings held in even numbered years, The President and the Treasurer and 5 Directors being:
  - Director, Recreational Programs Co-ordinator (Indoor and Outdoor)
  - Director, Youth Recreational Programs (3 to 10 years old) and SSST (Indoor and Outdoor)
  - Director, Adult Women's Recreational Programs (Indoor and Outdoor)
  - Director, Development (Players and Coaches)
  - Director, OperationsEach shall be elected by ballot for a two year term.
- (v)** At Annual General Meetings held in odd numbered years, The Vice-President and the Secretary and 6 Directors being:
  - Director, Youth Recreational Programs (11 to 18 years old) (Indoor and Outdoor)
  - Director, Adult Men's Recreational Programs, (Indoor and Outdoor)
  - Director, Competitive Programs, (Indoor and Outdoor)
  - Director, Club Game Officials
  - Director, Sponsorship/Grants
  - Director, MarketingEach shall be elected by ballot for a two year term.
- (vi)** 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.
- (vii)** 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.
- (viii)** In order to be eligible to be elected to an Executive position (President, Vice-President, Treasurer, Secretary), a member must have

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served on the Club's Board of Directors as a director during the previous year.

- (ix) In order to be eligible to be elected to a Director position on the Board of Directors position, holders will be Club members in good standing, for a minimum of a one year period, prior to the election.

## **Article 6: MEETINGS**

- A. General Meetings which include: **AGM**-Annual General Meeting, **SGM**-Special General Meeting and **Board Meetings** will include the following:

Notice of Time  
Method of Notice  
Quorum  
Voting and Proxy Voting for each type of meeting

### **B. ANNUAL GENERAL MEETINGS**

(i) **Notice of Time**

- a) An official notice of each meeting shall be given to all Members at least 30 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine.
- b) The Club shall hold its Annual General Meeting not later than **November 30**. The agenda of the Annual General meeting shall include:

Roll Call  
Minutes of Previous Annual General Meeting  
President's Address  
Director Reports  
Treasurer's Report  
Auditor's Report  
Appointment of Auditors  
Other Reports  
Old Business  
Amendments to the Constitution  
Roll Call  
Election of Officers and Directors  
New Business  
Adjournment

(ii) **Method of Notice**

Such notification shall be by:

- **website notice: front page**
- **newspaper announcement**
- **posting at Club office**



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- **any other method determined by the Members**

**(iii) Quorum**

Twenty –Five voting Members or 25% of the voting Membership which is present, whichever is less shall form quorum at all annual general meetings of the Club.

**(iv) Voting and Proxy Voting - AGM**

- a) Every regular Member aged **18** and over shall have the right to attend, speak and cast one vote at Members' meeting of the Club.
- b) Every regular Member under the age of **18** shall have the right to attend and speak at Members' meetings, but any vote must be cast by a parent or guardian who shall also have the right to attend and speak on behalf of that Member at Members' meetings.
- c) Every regular Member, or parent or guardian of a regular Member under the age of 18, entitled to vote at a meeting of Members may by means of a proxy appoint a person, who need not be a Member, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.
- d) An individual may only hold one proxy.
- e) The format for the proxy, and the issue, or issues, for which the proxy may be cast are as defined in The Club Policies.

**C. SPECIAL GENERAL MEETINGS**

- (i) A Special General Meeting of the Club may be called by the Board of Directors or 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 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.

**(ii) Notice of Meeting**

- a) An official notice of each meeting shall be given to all Members at least 30 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine.
- b) The Special General Meeting shall be held within 90 days of receipt of the written request from the Members.

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- c) Only the business set out in the notice of the Special General Meeting shall be considered.

## **(iii) Method Of Notice**

Such notification shall be by:

- **website notice: front page**
- **newspaper announcement**
- **posting at Club office**
- **any other method determined by the Members**

## **(iv) Quorum**

Fifty voting Members or 25% of the voting Membership, whichever is less, shall form a quorum at all special general meeting of the Club. Any question shall be decided by a majority of the votes unless otherwise required by this Constitution.

## **(v) Voting and Proxy Voting - SGM**

- a) Every regular Member aged **18** and over shall have the right to attend, speak and cast one vote at Members' meeting of the Club.
- b) Every regular Member under the age of **18** shall have the right to attend and speak at Members' meetings, but any vote must be cast by a parent or guardian who shall also have the right to attend and speak on behalf of that Member at Members' meetings.

## **D. BOARD OF DIRECTORS MEETING**

- (i) The Board of Directors shall meet at least 4 times per year, the President and/or the Secretary shall give notice of 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.
- (iii) No Proxy Voting at Board Meetings.

## **Article 7: COMMITTEES**

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- (i) 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.
- (ii) All committees must be approved by the Board of Directors.
- (iii) A director may serve on more than one committee.

## **Article 8: PROCEDURES GOVERNING MEETINGS**

All meetings of the Club shall be conducted in accordance with “Robert's Rules of Order”, except as may be otherwise stipulated in this Constitution or Policies of the Club.

## **Article 9: CONSTITUTIONAL AMENDMENTS**

- (i) Constitutional amendments may be proposed by the Board of Directors, or submitted by a Member to the Club in writing at least 30 days prior to an annual general meeting of the Club. They will then be voted on by the membership at the Annual General Meeting, and those amendments must be approved by 2/3 votes of the membership voting in person or by proxy at the Annual General Meeting.
- (ii) All Members entitled to vote shall be notified with the Club's notice of the said Members' meeting about Constitutional amendments with fourteen days' notice
- (iii) Such notification shall be by:
  - **website notice: front page**
  - **newspaper announcement**
  - **posting at Club office**
  - **any other method determined by the Members**

## **Article 10: POLICES**

- (i) The Club shall have Policies which shall include, but is not limited to, the following:
  - a) Discipline of a Member: procedures for discipline hearing as per **OSA published rules**
  - b) Duties of Board of Directors: authority granted to Board regarding the business being conducted
  - c) Duties of Board of Directors: selection process and appointment process for the appointment and renewal of appointments to paid and volunteer positions and screening process.
  - d) The Board of Directors may approve and publish Policies which are not inconsistent with this Constitution and are not inconsistent with the Policies of a higher level governing organization.

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- (ii) Amendments to the Policies may be made by a majority vote of the Board of Directors.

## **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**

- (i) The accounts of the Club shall:
  - a) be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$30,000; or
  - b) be reviewed annually through a Financial Review Engagement completed by a Certified General Accountant, Certified Management Accountant or Certified Accountant. if the Annual Gross Revenue is \$30,000 or less; or
  - c) with the consent of all its Members, be completed by the Treasurer or designate if the Annual Gross Revenue is less than \$10,000
- (ii) That the most recent auditor's report (Full Report) or the Financial Review Engagement statement shall be presented for adoption, along with an unaudited up-to-date financial statement for the year ending season to be presented for review at the Annual General Meeting and the audited review be presented at the next AGM.
- (iii) At the Annual General Meeting of the Club, a chartered accountant firm shall be appointed to perform the audit or the Financial Review Engagement.
- (iv) 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**

- (i) The Club shall adhere to the Dispute Resolution process as published and approved by The OSA from time to time.
- (ii) 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 Association, 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.

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- (iii) The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
- (iv) The Club shall make available to any Member the Dispute Resolution process when requested.

## **Article 14: HARASSMENT**

- (i) The Club shall adhere to the Harassment Policy as published and approved by The OSA and the Zero Tolerance Policy of the Municipality of Hamilton from time to time. The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, spectators, Members and registrants of the Club.
- (ii) Harassment is defined as any comment, conduct, or gesture directed toward any individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.
- (iii) The Club shall make available to any Member the Harassment Policy.

## **Article 15: APPEALS**

- (i) Any Member or registrant of the Club directly affected by a decision of the Club may appeal such decision. The denial or termination of Membership in the Club may be appealed by a non-Member.
- (ii) 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.
- (iii) 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 Club's published rules has not been followed.
- (iv) An individual shall not appeal a decision made by the Club regarding a player's team assignment.

## **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

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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 Constitution shall have the same meaning as used by The OSA in its letters patent, By-Laws and published rules.

### **Approved:**

June 2, 2011

SGM

Stoney Creek City Hall

### **Amendments Approved:**

November 17, 2011

AGM

Stoney Creek City Hall

### **Amendments Approved:**

November 1, 2012

AGM

Stoney Creek Municipal Centre

### **Amendments Approved:**

November 7, 2013

AGM

Stoney Creek Municipal Centre

### **Amalgamation Approved:**

June 10, 2015

SGM

Stoney Creek Municipal Centre