



North Durham United Football Club

Constitution

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1 Name

The name of the organization shall be the North Durham United Football Club, hereinafter referred to as "the Club". The Club headquarters shall be located within the District Boundaries of the Durham Region Soccer Association, hereinafter referred to as the District Association.

2 Objectives

The Club shall have the following objectives:

- a) Encourage and develop the game of soccer in North Durham.
- b) To help girls and boys to develop their character as resourceful and responsible members of their community by providing opportunities through the game of soccer for mental, physical, social and leadership development.
- c) To provide an opportunity for youth to compete at select and representative levels of soccer from U8 through U18.
- d) To provide assistance to the Affiliated Member Clubs in the area of coach and player development in the form of technical direction from the Head Coach of the Club in order to ensure that the Club and its programs are sustainable.
- e) To operate as a non-profit corporation.

3 Affiliations

The Club shall be a member of the Durham Region 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:

1. The OSA
2. The District Association
3. The Club

4 Affiliated Member Clubs

The Affiliated Member Clubs shall be the Brock Soccer Club, the Scugog Soccer Association and the Uxbridge Soccer Club. In this regard, the Club will look to the Affiliated Member Clubs to provide players and coaches to the programs run by the Club.

The responsibilities of the Affiliated Member Clubs include:

- a) To remain a member in good standing with the applicable governing bodies (Durham Region Soccer Association and subsequently the Ontario Soccer Association).
- b) Undertake to support and promote the initiatives of the Club, specifically will undertake to run no competitive or select programs other than those offered by the Club.
- c) Undertake to support the other Affiliated Member Clubs in the support of intra-club play.

5 Territory

The territory included in the Club's drawing area for players shall include the townships of Brock, Scugog and Uxbridge.

6 Membership

The only class of Member for the Club shall be regular Members.

A regular Member is either:

- a) A registered player
- b) A rostered team official
- c) A registered Club administrator
- d) A parent or legal guardian of a registered player

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.

A player and his/her parent/guardian shall become a regular Member when approved by the Club's Registrar and when all applicable fees have been paid.

Upon application, a team official shall become a regular Member upon acceptance 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.

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 to be responsible for one or more of the functions required to operate a Club. For the purposes of this definition, an appointed volunteer and a Director shall be classified as an administrator.

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

A Member may be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid in accordance with the Club's published rules 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 lifted.

Player, team and team official discipline for game infractions is governed in accordance with the procedures published by the OSA.

Any Member, who infringes upon 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.

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

- 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
- c) if the Member is no longer registered with the Club.
- d) On Dec 31st of the current year if none of the above apply

All members agree to undertake the following responsibilities:

- a) support the aims and activities of the Club
- b) observe the fair play code and high standards of conduct
- c) abide by the policies, rules and regulations established by the Club. This includes the payment of all prescribed fees within the time limits established by the Board.

The Secretary shall be responsible for maintaining an accurate record of membership, establishing credentials of members wishing to vote at Club meetings and roll call of members at the Annual General Meeting.

A member shall be deemed to be in good standing (eligible to vote at General Meetings of the Association) if he/she has paid all required fees and is not subject to disciplinary action by the Board.

7 Board of Directors

The affairs of the Club shall be governed by a Board of Directors. The Board shall make such policies, rules and regulations, as it deems necessary to direct the operations and programs of the Club. The Board of Directors shall consist of up to 9 (nine) individuals, or such number not to be less than 5 (five), as may be amended from time to time in accordance with the Club's By-Laws.

All Directors will be elected as Directors-at-Large and will decide amongst themselves who will fill the following positions:

- President
- Vice-President
- Secretary
- Treasurer
- Discipline Chair
- Club Mediator
- Political Liaison

A Director may hold more than one position.

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.

A candidate for the position of President, Vice-President and any Director with financial signing authority of the club:

- a) Must be a member in good standing in the Club for a minimum of 1 year preceding the current year and

- b) Must have held a position on the Club Board of Directors for a minimum of one full year.

OR

Seek approval from the Club Board of Directors through a majority vote of board members.

After the Board of Directors has been elected or appointed, the positions of President, Vice-President, Secretary, Treasurer, Discipline Chair, Club Mediator and Political Liason shall be chosen by the Board.

7.1 Nominations and Elections

Nominations for Directors may be made by any Member at the Annual General Meeting (AGM) or at a Special General Meeting called for that purpose.

The Directors will be elected or appointed at the AGM each year for a period of 2 years. To facilitate continuity in governance, 50% of the elected positions on the Board will be made available each year.

The Board shall consist of up to nine (9) members. Each of Uxbridge Soccer Club, Scugog Soccer Association and Brock Soccer Club may appoint one (1) member. The remaining six (6) positions will be elected positions. In each year, up to three (3) positions will be elected by the members present from among the nominees brought forward at the AGM. These positions are elected for a two-year term. Should any position remain unfilled, it can be appointed by the board or elected for a one-year term the following year.

Election shall be by secret ballot, but in the event that the number of candidates nominated is the same or fewer than the number of positions to be filled, no vote is required and the nominated candidate(s) 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.

7.2 Removal of Director

No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:

- a) The Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - i. If she/he becomes incapable of performing the business of the Club
 - ii. If she/he no longer resides in reasonable proximity to the Club
 - iii. If she/he becomes, or is discovered to be, an undischarged bankrupt
- b) The Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
 - i. If she/he has been found guilty of an offence under the Harassment Policy of the OSA

- ii. If she/he has been found guilty of an offence involving violence under the Discipline Policy of the OSA
- iii. if she/he has failed to properly account for monies or other property belonging to the Club
- iv. if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club
- v. if she/he has been responsible for bringing the Club into disrepute.

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 sufficient 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) for the remainder of the term(s) being filled.

A Member of the Board of Directors may also be removed from office for good and sufficient cause at a general meeting of the members of the Club provided notice to remove the Director has been given to persons entitled to attend the meeting. If a Director is removed at a general meeting, the Members entitled to vote may elect a successor to fill all position(s) held by the removal Director for the remainder of the term(s) being filled.

7.3 Conflict of Interest and Standards of Conduct

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

7.4 Duties of Board of Directors

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.

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 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.

The Board of Directors may also revoke, for cause, any appointment providing that it has followed the procedures for the revoking an appointment as outlined in the Club's published rules.

7.5 Duties of Directors

The following positions will be assumed by Directors except where the Board of Directors has delegated the responsibility to another person.

The President shall

- Preside at all meetings of The Club.
- In the case of a tied vote at a meeting, cast the deciding vote.
- Prepare an annual report for the AGM.

The Vice President shall

- Assume the presidential duties either in the absence of or under the instruction of the president

The Secretary shall

- Give notice of all meetings of The Club
- Attend the Annual General Meeting and executive meetings, prepare agenda for and record minutes of such meetings.
- Prepare an annual report for the AGM.

The Treasurer shall

- Conduct the financial affairs of The Club.
- Ensure full and accurate records of income and expenditures are maintained.
- Present a financial report at all meetings.
- Maintain one or more bank accounts in the name of the Club, and settle all accounts by cheque duly countersigned with two authorized signatures determined as necessary by the executive from the treasurer, president and/or secretary.
- Establish a budget for the operation of the Club and present it to the Board of Directors for approval.

The Discipline Chair shall

- Preside at all meetings of the Discipline Committee.
- Present in writing all findings of this committee.
- Assume the presidential duties either in the absence of or under the instruction of the president and the vice president.
- Prepare an annual report for the AGM.

The Club Mediator shall

- Act as a mediator for any member who has a conflict with the Club's Policies and Procedures.

The Political Liaison shall

- Act as a liaison with the Township of Brock, the Township of Scugog, the Township of Uxbridge, Region of Durham and representatives of those organizations.

The Directors at Large shall

- Provide services as determined by the acting Board of Directors.

8 Executive Members

The Executive Members are responsible for the day to day operation of the Club, consistent with the constitution and the Rules and Regulations as adopted by the Board of Directors. Decisions made by the Executive Members will be by a simple majority of those attending Executive Meetings. All decisions made during the Executive Meetings are subject to review by the Board of Directors at its discretion. The Executive Members will fulfill positions as outlined in the Policies and Procedures of the Club.

9 Meetings

9.1 General Meetings

All members shall receive 10 days notice of the time and location of all General Meetings of The Club. Notice shall be provided by e-mail to the membership, where possible, and by posting on the Club web site. Ten voting members, or 25% of the voting Membership, whichever is less, shall form a quorum at all general meetings of the Club. Any question shall be decided by a majority of the votes unless otherwise required by this By-Law or other law.

9.2 Annual General Meeting

The Annual General meeting of The Club will be held with 45 days of the Club's Fiscal year end.

9.3 Special General Meeting

A special General Meeting of the Membership may be called by the board of Directors by its own motion or by the Membership following receipt of a written request signed by not less the six (6) members.

The Special General Meeting shall be held within fourteen (14) days of receipt of the written request. All members shall receive ten (10) days' notice of the time, location and purpose of the Special General Meeting. Only the Business for which the Special General Meeting has been called will be dealt with except with the unanimous consent of those present.

9.4 Voting at General Meetings

Every regular Member aged 18 and over shall have the right to attend, speak and cast one vote at general meetings of the Club. Every regular Member under the age of 18 shall have the right to attend and speak at general meetings, but any vote must be cast by their parent or guardian who shall also have the right to attend and speak on behalf of that Member at general meetings.

9.5 Board of Directors Meetings

The Board of Directors shall meet not less than six (6) times per year. A majority of the members of the Board of Directors shall form a quorum at all meetings. Directors shall be

provided not less than seven (7) days notice of a Board Meeting. Notice shall be provided by e-mail. Voting on all financial matters of the club shall be restricted to members of the Board of Directors. The Board of Directors may allow other members attending meetings to vote on other matters from time-to-time as determined by the Board of Directors.

9.6 Executive Meetings

The Executive Members will meet as required to perform the operational tasks of the Club. Executive Members shall be provided not less than seven (7) days notice of an Executive Meeting. Notice shall be provided by e-mail.

9.7 Committees

The Membership, at any General Meeting, or the Board of Directors, at any of its meetings, may establish a standing committee or special committee to carry out specific business or programs of The Club.

9.8 Parliamentary Authority

All meetings of The Club shall be conducted in accordance with Roberts Rules of Order Newly Revised except as otherwise stipulated in its Constitution or Policy and Procedures.

10 Constitution Amendments

Constitution amendments may be proposed by the Board of Directors, or submitted by a Member to the Club:

- a) In writing at least 21 days prior to a general meeting of the Club; and must be approved by a majority vote of the Board of Directors, and by a 2/3's vote of the Membership voting.
- b) All Members entitled to vote shall be notified with the Club's notice of the said Members' meeting about Constitutional amendments. Such notification shall be by web page or email.

The Club shall have Rules and Regulations which shall include, but is not limited to, the following;

- a) Discipline of a Member: summary of charges regarding misconduct
- b) Discipline of a Member; procedures for discipline hearing
- c) Duties of Board of Directors: authority granted to Board regarding the business being conducted
- d) Duties of Board of Directors: selection process and appointment process for volunteer positions
- e) Duties of Board of Directors: process for revoking appointments
- f) Voting at General Meeting

The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with this Constitution and are not inconsistent with the Rules and Regulations of a higher level governing organization.

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

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.

12 Finance

The Director appointed by the Board of Directors, as Treasurer is responsible to have full and accurate records of income and expenditures kept and have a financial report presented at all meetings. The Treasurer should also have one or more bank accounts maintained in the name of the Club, and have all accounts settled by cheque duly countersigned with two authorized signatures determined as necessary by the Board of Directors from the Treasurer, President and/or Secretary.

The financial statements of the Club shall be signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or a Certified Management Accountant.

The Treasurer must have a budget presented to the Board of Directors and Executive for Board approval prior to the setting of new registration and sponsor rates for each outdoor season.

The Directors, duly recorded, must approve any budget overruns prior to the overrun incurring.

Any financial commitments or activities undertaken by members of the Club outside the approved budget must have Board of Director approval prior to any commitments being made. A full budget must be presented and any wages/honorariums paid to individuals must be fully disclosed. These commitments/activities should be self-sustaining.

It is the mandate of the North Durham United Football Club to build a reserve fund of no less than 20% of its yearly operating budget but not to exceed 100% by Fiscal Year End 2015. This reserve will be kept at no less than 20% but not to exceed 100% going forward from that date. At no time is the Club to operate on a deficit budget.

The fiscal year of the Club shall end on September 30 of each year unless otherwise ordered by the Board of Directors.

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 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.

The Dispute Resolution process shall not 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.

14 Harassment

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

15 Appeals

Any Member or registrant of the Club directly affected by a decision of the Club may appeal such a decision. The denial or termination of Membership in the Club may be appealed by a non-Member.

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.

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.

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

16 Dissolution

In the event of dissolution of the club, representative territory rights will revert to those held by the affiliated member clubs at the time the club was created.

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, or any not-for-profit athletic community organizations, which operate solely in Ontario.

In the event of dissolution of a team, the designated team official(s) will prepare and submit a financial statement, closing bank records and any remaining funds in a cheque or money order made payable to the Club; to the Club Treasurer. Any money remaining after debts and expenses are paid will become the property of the Club and any distribution of monies will be in agreement of team members and Club Executive.

17 Definitions and Terminology

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