



Milton Soccer Academy  
829 Willow Ave  
Milton ON L9T 3E5  
905.878.0209 – www.miltonsoccer.com

## **Club By-Laws**

### **Article 1: NAME**

The name of this Club shall be the Milton Soccer Academy, hereinafter referred to as the Club. The headquarters of the Club shall be located within the district boundaries of the Peel-Halton Soccer Association, hereinafter referred to as PHSA.

### **Article 2: OBJECTS**

The Club shall have the following objects:

1. To promote and develop the game of soccer.
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 Peel-Halton Soccer Association (PHSA) and shall follow the published rules of PHSA and The Ontario Soccer Association (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. PHSA
3. The Club

### **Article 4: MEMBERSHIP**

There are three classes of Member, namely, Regular Member, Honourary Member and Life Member.

#### **Regular Member**

A Regular Member is an individual 18 years of age and over who is registered with the Club in a volunteer capacity and is:

- a Club coach or assistant coach
- a member of the Board of Directors
- any other registered Club volunteer admitted to Regular Membership by resolution of the Board of Directors.

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.

A coach, assistant coach shall become a Regular Member upon appointment to a team and acceptance by the Board of Directors.



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### **Honourary Member**

The Board of Directors may designate an individual as an Honourary Member for a specific period of time.

An Honourary Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

### **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.

### **Fees**

Fees for players registered with the Club shall be set annually by the Board of Directors.

### **Discipline of Member**

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 published rules. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

Player, team and team official discipline for game infractions is governed in accordance with the Discipline Policies of The OSA.

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.

### **Termination of Membership**

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

- if the Member submits a signed letter of resignation to the Club
- if the Member is expelled by the Club's Board of Directors
- if the Member is no longer registered with the Club

The Club registration of a coach, assistant coach, or other appointed volunteer is deemed to have ended 12 months after initial registration unless renewed.

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

The Club shall be governed by a Board of Directors which shall consist of no less than five and no more than ten individuals. The number of Directors-at-Large shall be as recommended by the Board of Directors and approved by the Membership each year in advance of Nominations and Elections at the Annual General Meeting. These individuals shall hold the positions of:

- President
- Vice-President



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Secretary  
Treasurer  
Registrar  
Directors-at-Large

A Director may hold more than one position.

A Director shall be 18 years of age or older, shall not be an un-discharged bankrupt, and shall be a Regular Member of the Club.

A Director shall serve for a term of two years or until his or her successor is elected or appointed.

The positions of President, Treasurer, and (as required) Director-at-Large 1, Director-at-Large 3 and Director-at-Large 5 shall be elected in even numbered years while the positions of Vice-President, Secretary, Registrar, and (as required) Director-at-Large 2 and Director-at-Large 4 shall be elected in odd numbered years.

### **Director Vacancy**

A Director has the right to resign her or his position by submitting a signed letter of resignation to the Club.

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) for the remainder of the term being filled.

### **Removal of Director**

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:

- if she/he becomes incapable of performing the business of the Club
- if she/he is absent from two or more meetings of the Board without satisfactory reason
- if she/he no longer resides in reasonable proximity to the Club
- if she/he becomes, or is discovered to be, an un-discharged bankrupt;

or

the Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:

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

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



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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 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 Members entitled to vote may elect a successor to fill all position(s) held by the removed Director for the remainder of the term(s) being filled.

### **Conflict of Interest and Standards of Conduct**

The Directors shall be subject to the OSA's Conflict of Interest Policy.

### **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.

### **Duties of Directors**

#### *President*

Except 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.

#### *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.

#### *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.

#### *Secretary*



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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 bylaws, published rules 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.

Directors-at-Large

The duties of Directors-at-Large shall be as determined by the Board of Directors.

### **Nominations and Elections**

Nominations for positions on the Board of Directors may be made by any Member at the Annual General Meeting or at a Special General Meeting called for that purpose.

Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution.

Election shall be by show of hands. In the event only one candidate is nominated, a vote is still required.

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 amount of votes shall be dropped from the ballot and another vote shall be held.

Any position remaining open after the general meeting shall be filled by appointment by the Board of Directors.

### **Article 6: MEETINGS**

#### **General Meetings:**

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.

Such notification shall be by:

- email
- website notice
- telephone
- any other method determined by the Members



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Twenty-five 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.

**Annual General Meeting:**

The Club shall hold its Annual General Meeting not later than January 31 of the following year. The agenda of the Annual General meeting shall include:

- Roll Call
- Credentials Report
- Minutes of Previous Annual General Meeting
- President's Address
- Officers' Reports
- Treasurer's Report
- Auditor's Report
- Appointment of Auditors
- Other Reports
- Unfinished Business
- Amendments to the By-Laws
- Roll Call
- Election of Officers and Directors
- Any Other Business
- 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, 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. 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.

**Voting at General Meeting:**

Every Regular Member shall have the right to attend, speak and cast one vote at Members' meeting of the Club.

**Proxy Voting at General Meeting:**

There shall be no voting by proxy at any Meeting of the Club.

**Board of Directors Meeting:**



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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 7: COMMITTEES**

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.

Executive Committee

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and Registrar.

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

All meetings of the Club shall be conducted in accordance with the most recently published Robert's Rules of Order Newly Revised except as may be otherwise stipulated in this By-Law or other Rules and Regulations of the Club.

#### **Article 9: BY-LAWS AND AMENDMENTS**

- (a) By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the Club in writing at least 14 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 in person at a meeting of the Club duly called for that purpose.
- (b) All Members entitled to vote shall be notified with the Club's notice of the said Members' meeting about By-Law amendments. Such notification shall be by:
  - email
  - website notice
  - any other method determined by the Members

#### **Article 10: RULES AND REGULATIONS**

The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with this By-Law 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.

#### **Article 11: INDEMNITY**



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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**

The accounts of the Club shall be subject to a size test based on financial statements of the previous year and either audited, reviewed, or signed according to the requirements of OSA published rules.

The audit or review shall be presented to the Annual General Meeting for adoption.

At the Annual General Meeting of the Club, if warranted, the appropriately qualified person or firm shall be appointed to perform the necessary financial audit or review.

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

Signing Officers

The signing officers of the Club shall be as follows:  
for cheques : the President or the Treasurer  
for Director's expense approvals : the Vice President or the Secretary.

#### **Article 13: DISPUTE RESOLUTION**

The Club shall adhere to the OSA's Dispute Resolution process.

Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to the OSA the nature and facts of 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 OSA's Harassment Policy.

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.



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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 to PHSA. The denial or termination of Membership in the Club may not be appealed by a non-Member.
- b) 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.
- c) 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:

- a) organizations and/or individuals who contribute or have contributed substantially to better the game of soccer in their community.
- b) one or 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 By-Law shall have the same meaning as used by The Club in its letters patent, By-Laws and published rules.

#### **Article 18: Other Business**

Any matter occurring, which is outside the scope of the By-Law and the Rules & Regulations, or appears to be in contravention thereof, shall be decided by reference to the Constitutions and Published Rules of PHSA and OSA.

PASSED by the Board of Directors the 12th day of November 2009.

APPROVED by the Membership at the AGM on 5th day of December 2009

A handwritten signature in red ink, which appears to read 'Uwe Samstag-Schnock', is positioned below the approval text.

Uwe Samstag-Schnock, President