



# HALTON PEEL SENIOR SOCCER LEAGUE

## BY-LAW – 2018

### 1. DEFINITIONS

“Club” means Halton Peel Senior Soccer League (HPSSL) a not-for-profit corporation incorporated under the laws of the Province of Ontario;

“Club Rules” means rules and regulations established by Halton Peel Senior Soccer League (HPSSL);

“District Association” means Peel Halton Soccer Association;

“District Association Rules” means rules and regulations established by the Peel Halton Soccer Association;

“Member” means an individual entitled to and holding a valid membership in good standing with the Club in accordance with the By-laws and Club Rules as amended from time to time;

“OSA” means Ontario Soccer Association;

“OSA Rules” means rules and regulations established by the Ontario Soccer Association.

Unless otherwise expressly stated in this By-law, terminology used in this document shall have the same meaning as used by the OSA in its Letters Patent, By-laws, and published OSA Rules.

### 2. HEAD OFFICE

The head office of the Club shall be located within the geographic boundaries of the District Association as may be amended from time to time.

### 3. OBJECTS

The Club shall have the following objects:

- a) to promote and develop the game of soccer, for outdoors, for adults within its boundaries; and
- b) to help individuals develop their character as resourceful and responsible members of their community by providing opportunities, through the game of soccer, for their mental, physical, social well-being, and leadership development.

### 4. AFFILIATIONS

The Club shall be a member of the District Association and the OSA. The Club is subject to the published rules and regulations of the following organizations to which it is affiliated, in declining order of authority:

- 1) OSA
- 2) District Association
- 3) Club

## 5. MEMBERSHIP

- a) Membership Classes. The Club identifies three (3) classes of Member; namely, Regular Member, Honourary Member, and Life Member.

i. **Regular Member**

A Regular Member must be at least one of the following:

- a player of the Club who has been both approved and registered by the Club's registrar;
- a Coach of the Club who has been both approved and registered by the Club's registrar;
- a Game Official of the Club whose application has been approved by the Club's board of directors and who has been registered by the Club's registrar;
- an Administrator of the Club who has been appointed by the Club's board of directors; or
- a current director of the Club.

Notwithstanding the above, an individual may qualify for, and be registered under, more than one of the above categories, shall hold only one membership in the Club, and shall be entitled to one vote at meetings of the Members.

ii. **Honourary Member**

The board of directors may designate an individual as a Honourary Member for a specific period of time. A Honourary Member does not have voting rights in the Club, but is otherwise entitled to all rights of membership.

iii. **Life Member**

The board of directors may designate an individual as a Life Member. A Life Member does not have voting rights in the Club, but is otherwise entitled to all rights of membership.

- b) Membership Fees. All fees of the Club shall be determined by majority vote of the board of directors from time to time.

- c) Discipline of Member. The Club may discipline a Member for cause, only after:

- iv. a complaint has been filed in accordance with Club Rules; and
- v. a hearing (where applicable) is held in accordance with Club Rules and OSA Rules.

Discipline may include, but is not limited to, fines, censure, suspension, or termination of membership. At all times while an individual's membership is under suspension, the member loses all such rights of membership.

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

- d) Termination of Membership. Membership in the Club shall be deemed to have been terminated:
- i. at the time the Member submits a signed letter of resignation to the Club which resignation shall be effective at the time it is received by the Club or at the time specified in the notice, whichever is later;
  - ii. upon resolution of the board of directors; or
  - iii. at the time the Member's registration with the Club lapses.

## 6. BOARD OF DIRECTORS

- a) Duties & Number. The Club shall be governed by a board of directors, which shall consist of at least five (5) Directors, and a maximum not exceeding nine (9) or such number as may be amended from time to time by the board of directors.

A director may hold more than one position at the same time and occupy the positions of, but not limited to:

- i. President;
  - ii. Vice-President;
  - iii. Secretary;
  - iv. Treasurer; and
  - v. Registrar.
- b) Qualifications. A director shall be 30 years of age or older, shall not be an undischarged bankrupt and shall be a Regular Member of the Club.
- c) Duration of Term. A director shall serve for a term of two (2) years or until his or her successor is elected or appointed.
- d) End of Term. After an initial board of directors has been appointed, the following shall apply
- i. The terms of the following positions shall end in even-numbered years:
    - President;
    - Secretary;
    - Registrar;
  - ii. The terms of the following positions shall end in odd-numbered years:
    - Vice-President;

- Treasurer;

e) Director Vacancy. The office of a director shall ipso facto be vacated if:

- the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- the director is found to be a mentally incompetent person or becomes of unsound mind;
- the director if by notice in writing to the Club resigns his office which resignation shall be effective at the time it is received by the Club or at the time specified in the notice, whichever is later;
- the director dies;
- the director is removed from office in accordance with these By-laws;

A vacancy may be filled by a majority vote of the board of directors. The successor director shall hold his incumbent's position(s) for the remainder of the term being filled.

f) Removal of Director. A director may be removed from office:

- by the board of directors for cause by 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; or
- by a majority of the Members 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(s) to fill the position(s) held by said director for the remainder of his or her term.

A member of the board of directors shall not be removed for arbitrary reasons. A member of the board of directors may be removed for reasons including, but not limited to, the following:

- the director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
  - the director becomes incapable of performing the business of the Club;
  - the director is absent from two or more meetings of the board without providing satisfactory reason;
  - the director no longer resides in reasonable proximity to the Club; or
  - the director becomes, or is discovered to be, an undischarged bankrupt.
- the director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
  - the director has been found guilty of an offence under the OSA Harassment Policy;
  - the director has been found guilty of an offence involving violence under the Discipline Policy of the OSA
  - the director has failed to properly account for monies or other property belonging to the Club; or
  - the director has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club.

- g) Director Appointment. 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 includes, but is not limited to, the appointment of volunteer and paid positions for any Club Coach and Club Administrator positions. The selection process and the appointments shall be based on procedures outlined in the Club Rules.

The board of directors may also revoke, for cause, any appointment providing that it has followed the procedures for revocation of an appointment as outlined in the Club Rules.

- h) Conduct of Business. The board of directors shall conduct the business of the Club during periods between general meetings of the Club and in accordance with the By-laws and Club Rules.
- i) Conflict of Interest Policy. The directors shall be subject to the Conflict of Interest Policy in the OSA Rules as may be amended from time to time.
- j) Remuneration of Directors. The directors shall serve without remuneration and directors shall not directly or indirectly receive any profit from their positions as such; provided that directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.
- k) Re-election. A director is eligible for re-election. Incumbents seeking re-election must notify the board of directors in writing at least thirty (30) days in advance of the Annual General Meeting.
- l) Nominations. Nominees for positions on the board of directors must be Regular Members who have been Regular Members of the Club on a fulltime (year round) basis for not less than three (3) continuous years preceding the nomination date.

Nominations for open positions on the board of directors must be made in writing by any Regular Member at least thirty (30) days in advance of the Annual General Meeting. Nominations will not be accepted from the floor at an Annual General Meeting.

Nominees for the position of President must be a current director on the board and have served for at least one (1) complete term on the board of directors prior to the date of election.

Nominations for positions shall be held in order of the positions listed within this By-law at clause 6(a).

- m) Elections. Elections for all open positions will be held by secret ballot at the Annual General Meeting. All ballots shall be destroyed at the conclusion of the elections.

No vote is required in the event that only one candidate is nominated at the time the relevant nomination period expires. In such an event, the nominated candidate shall be declared elected by acclamation.

The office of a director shall ipso facto be vacated if no qualified individual is elected in accordance with these By-laws.

Elections shall be held in order of the positions listed within this By-law at clause 6(a).

- n) Voting. A majority of the votes cast shall be required to elect directors. In the event no candidate receives a majority of votes after all eligible votes are counted, the candidate with the least number of votes shall be removed from the ballot and another vote shall be held. This process shall continue until such time as one nominee is elected by a majority of votes.
- o) Casting Votes. The President of the Club, at any general meeting, special general meeting, board of directors meeting, or Annual General Meeting, shall be entitled to an additional, or casting vote, in the case of a tie vote at any such meeting.
- p) Proxies. Every Regular Member 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 Member upon the proxy. Upon a poll and subject to the to the provisions, if any, of the Letters Patent, every Member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxyholder.

Proxies shall be in writing and shall be in the following form:

*The undersigned member of the Club hereby appoints \* of \* or failing the person appointed above, \* of \* as the proxy of the undersigned to attend and act at the \* meeting of the members of the said Club to be held on the \* day of \*, \* and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.*

*Dated this \* day of \*, 20\**

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*[Signature of Member]*

## **7. OFFICERS**

- a) Appointment. The board of directors shall, annually or more often as may be required, elect a President, Treasurer and Secretary from among themselves and if deemed advisable may appoint annually or more often as may be required one or more Vice-Presidents. Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:
- i. that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
  - ii. the appointment of a successor;
  - iii. that officer ceasing to be a director or member if such is a necessary qualification of appointment;
  - iv. the meeting at which the directors annually appoint the officers of the Corporation;
  - v. that officer's removal;
  - vi. that officer's death.

A director may be appointed to any one or more offices of the Club. In case and whenever the same person holds the offices of Secretary and Treasurer, that person may but need not be known as the Secretary-Treasurer. The board of directors may from time to time appoint such other officers and agents as it shall deem necessary that shall have such authority and shall perform such duties as may from time to time be prescribed by the board of directors.

- b) Remuneration of officers. The remuneration of all officers appointed by the board of directors shall be determined from time to time by resolution of the board of directors.
- c) Removal of officers. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the board of directors at any time, with or without cause.
- d) Vacancies. If the office of any officer of the Club becomes vacant by reason of death, resignation, disqualification, or otherwise, the directors, by resolution, may appoint a person to fill such vacancy.
- e) Duties of officers may be delegated. In case of the absence or inability to act of any officer of the Club or for any other reason that the board of directors may deem sufficient, the board of directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.
- f) Powers and duties. All officers shall sign such contracts, documents, or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incidental to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board of directors. The duties of the officers shall include:
  - i. **President** - The President shall preside at all 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 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.
  - ii. **Vice-President** - The Vice-President or, if more than one, the Vice-Presidents, in order of seniority, shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President; provided, however, that a Vice-President who is not a director shall not preside as chairperson at any meeting of the board of directors.
  - iii. **Treasurer** - The Treasurer shall ensure that complete 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.
  - iv. **Secretary** - The Secretary shall give or cause to be given notices for all meetings when directed to do so, act as clerk of the Club, and have charge of the minute book(s) of the Club.
  - v. **Registrar** - The Registrar shall receive and process all eligible registrations, ensure that all registrations are registered with the District Association and the OSA, shall maintain statistics on all registrations, shall report to the board of directors at each meeting of the board and shall submit a report at the Annual General Meeting, the scope of which shall be determined by the board.
  - vi. **Administrator** - The board of directors may from time to time hire or appoint an Administrator and may delegate to that person full power to manage and direct the business

and affairs of the Club (except such matters and duties as by law must be transacted or performed by the board of directors and/or by the members). The Administrator shall conform to all lawful orders given by the board of directors of the Club and shall at all reasonable times give to the directors or any of them all the information they may require regarding the affairs of the Club.

## 8. MEETINGS

- a) Notice. Notification for any and all meetings of the Club will be made to all Members by email and/or website notice at least fourteen (14) days prior to the date of the meeting.
- b) Omission of Notice. The accidental omission to give notice to any meeting to, or the non-receipt of any notice by, any Member shall not invalidate any resolution passed or any proceeding taken at such meeting.
- c) General Meeting. General meetings will be held at such place and at such date as the board of directors may determine. Any question at a general meeting may be decided by a majority of votes.
- d) Special General Meeting. A special general meeting of the Club:
  - i. may be called by the board of directors; or
  - ii. shall be called by the board of directors upon receipt of a written request submitted to the Club signed by not less than 25% of the verified voting members.

The special general meeting shall be held within thirty (30) days of receipt of the written request from the Members. Any such notice shall set out the items of business to be conducted at the special general meeting and only the business set out in the notice shall be considered.

- e) Board Of Directors Meeting. The board of directors shall meet at least four (4) times per year, upon fourteen (14) days' notice given by the President or Secretary, at such place and time as the board 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.
- f) Telephone Participation. If all the directors consent, a meeting of directors may be held by telephone such that all those participating in the meeting may communicate with each other simultaneously and instantaneously. A director participating in such meeting by such means is deemed to be present at the meeting.
- g) Annual General Meeting. The Club shall hold its Annual General Meeting not later than January 31<sup>st</sup> of the following year. Order of business shall be as follows:
  - i. Roll Call
  - ii. Credentials Report
  - iii. Minutes of Previous Annual General Meeting



- iv. President's Address
- v. Directors' Reports
- vi. Treasurer's Report
- vii. Auditor's Report
- viii. Appointment of Auditors
- ix. Other Reports
- x. Unfinished Business
- xi. Amendments to By-law, Rules, Regulations
- xii. Roll Call
- xiii. Election of Officers and Directors
- xiv. Any Other Business
- xv. Adjournment

- h) Quorums. Quorum for all meetings except board of directors meetings shall be no less than twenty (20) Regular Members of the Club. No business shall be done unless there is quorum present.
- i) Adjournment. Unless otherwise specifically provided for in these By-laws, the directors may, upon resolution, adjourn any meeting of the directors, subject to any conditions the directors impose, from time to time.

## 9. COMMITTEES

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

## 10. 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 Club Rules as may be decided from time to time.

## 11. BY-LAWS AND AMENDMENTS

- a) Amendments. By-law amendments may be proposed by the board of directors or submitted by a Member to the Club in writing at least twenty-one (21) days prior to a general meeting of the Club and must be approved by a majority vote of the board of directors, and a quorum of Members in person or by proxy at a meeting of the Club duly called for that purpose or at the Annual General Meeting.
- b) Notice of Amendment. All Members entitled to vote shall be notified by the Club according to clause 8(a) of this By-law and any such notice shall set out the proposed amendment(s).

## 12. RULES AND REGULATIONS

The board of directors may from time to time enact rules and regulations relating to the rights and obligations of Members of the Club, but such rules and regulations shall not conflict with or be inconsistent with this By-law, the Club's Letters Patent, or the rules or regulations of any higher level governing organization.

Amendments to the Club Rules may be made by a majority vote of the board of directors at a board of directors meeting.

## 13. INDEMNITY

Every director or officer of the Club or other person who has undertaken or is about to undertake any liability on behalf of the Club and its heirs, executors, administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Club, from and against:

- a) all costs, charges, and expenses whatsoever which such director, officer, or other person sustains or incurs in or about any action, suit, or proceeding that is brought, commenced or prosecuted against the director, officer, or other person for or in respect of any act, deed, matter, or thing whatever, made, done, or permitted by them, in or about the execution of the duties of such offices or in respect of any such liability; and
- b) all costs, charges, and expenses whatsoever which such director, officer, or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

The Club shall also indemnify any such person in such other circumstances as the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the law.

## 14. FINANCE

- a) Financial Statements. The financial statements of the Club shall be:
  - i. presented annually subject to the minimum requirements as defined in 14(b)(iv)
  - ii. based on a defined fiscal year end as defined in clause 14(c);
  - iii. presented to the members at the Annual General Meeting;
  - iv. audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant;
- b) Auditor. An auditor shall be employed by the Club and shall be selected based on the following:
  - i. at each Annual General Meeting, the Members will appoint an auditor to audit the books, accounts and records of the Club who will report to the Members at the next Annual General Meeting. The auditor will hold office until the next Annual General Meeting. If an auditor is not appointed, the auditor in office will continue in office until a successor is appointed;

- ii. the Members may, by special resolution passed by at least two-thirds of the votes cast at a general meeting of which proper notice has been provided, remove any auditor before the expiration of the auditor's term of office;
  - iii. the auditor will not be a director, officer or employee of the Club or any affiliated Club or who is a partner, employer or employee of any such director, officer or employee;
  - iv. the auditor will report to the Members at the Annual General Meeting the auditor's financial statement which presents fairly the financial position of the Club and the results of its operations for the period under review in accordance with generally accepted accounting principles; and
  - v. the auditor's report will be open for inspection by any Member of the Club.
- c) Fiscal Year End. The fiscal year of the Club shall end on the 30<sup>th</sup> day of September in each year or on such other date as the directors may from time to time by resolution determine.

## **15. 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 as set out in the OSA Rules.

The Club shall make the dispute resolution manual available to any Member when so requested in writing.

## **16. 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, volunteers, Regular Members, Honourary Members, Life Members, or any other person who has acted or is about to act on behalf of the Club.

The Club shall make the Harassment Policy available to any Member when so requested in writing.

## **17. APPEALS**

Any Member of the Club directly affected by a decision of the Club may appeal such decision in accordance with the appeal process of the District Association with which the Club is affiliated. The denial or termination of membership in the Club may be appealed by any such individual who has had their membership denied.

A decision of the Club may be appealed to the District Association. The appeal shall be conducted in accordance with the OSA Rules and the District Association 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 Club Coach or Club

Administrator position, except where such selection, appointment, or revocation, or the process thereof, contravenes the Club Rules.

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

## **18. DISSOLUTION**

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