



ROCKLAND UNITED SOCCER CLUB
(RUSC)

CONSTITUTION

CHANGE RECORD

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Article 1: NAME

The name of this Club shall be the Rockland United Soccer Club (RUSC), hereinafter referred to as The Club, as incorporated under the *Ontario Club Act*, (Ontario Incorporation Number 1652880), dated 29 April 2005.

Article 2: PURPOSE AND OBJECTIVES

The purpose and objectives of this Club are:

1. to promote, develop, and govern the game of soccer, both indoor and outdoor, within the boundaries of the City of Clarence-Rockland, as well as the residents of Wendover and Plantagenet;
2. to provide youth and senior players the opportunity for maximum participation in the game of soccer regardless of ability;
3. to promote fellowship, good sportsmanship and respect for authority through the game of soccer;
4. to provide play at all levels that will be enjoyable and contribute to the physical, mental, and social well-being of the players;
5. to foster among its members, a general community spirit; and
6. to exercise general care, supervision and direction over the general conduct and playing interest of its teams and players.

Article 3: HEAD OFFICE

The head office of The Club shall be within the boundaries of The Club. The Directors may, from time to time, determine or change the location of the head office.

Article 4: FISCAL YEAR

The fiscal year of The Club shall end on the 30th day of September of each year.

Article 5: AFFILIATION

The Club shall annually affiliate with the Ontario Soccer Association (OSA) and the Eastern Ontario District Soccer Association (EODSA).

Article 6: MEMBERS

Membership is open to any person willing to subscribe to the objectives, rules and programs of The Club. The following categories of members are eligible for membership with RUSC:

Regular Members: members and their families who reside within the boundaries of The Club.

Associate Members: members who reside outside the boundaries of The Club.

All parents or legal guardians of any player registered and senior players over the age of eighteen (18) years of age having paid up status, team officials, Board of Directors, officers and volunteers shall have voting status. Mini and youth players shall not have voting status.

Registration fees shall be considered membership fees. Volunteers, not otherwise being the parent or legal guardian of any player, will have their membership fee waived.

A member may vote at a meeting by proxy in writing delivered to the secretary no later than 48 hours prior to the meeting.

Each member is entitled to one vote. The chair of the meeting is entitled to a casting vote in the event of a tie on any matter before that meeting that has been voted upon by the members.

Membership Fees: Membership fees for Regular Members shall be set annually by the Board of Directors and any increase less than or equal to 10% or \$20, whichever is less, may be set by the Board of Directors without requiring specific approval of the Membership, and any fee increases over this amount must be approved by the Membership at the Annual General Meeting of the Club, or at a Special General Meeting called for that specific item.

Members who are associations or trusts are entitled to vote by proxy at the meeting. A member of the immediate family of an individual member is entitled to attend any meeting of The Club.

Membership Restrictions

The membership of The Club must at all times reflect the priority that ensures that residents within the boundaries of The Club are able to participate fully in the operation and activities of The Club, hence:

1. The proportion of associate members should not exceed 25% of the total membership.
2. Any member under the age of 18 shall not be entitled to receive notice of, nor to attend and vote at the meetings of the members of The Club.

Discipline of Member

Any 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 terminated.

1. Player, team and team official discipline for game infractions is governed in accordance

with the procedures published by The OSA.

2. Any Member who infringes the Articles of the Constitution or Rules and Regulations 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:

1. Upon death of a member;
2. If the member has not renewed his or her membership and paid the applicable annual membership fee prior to or at the Annual General Meeting;
3. If the member resigns by written notice given to The Club;
4. If the member no longer qualifies for membership in accordance with the Constitution; or
5. If the member has been terminated or expelled by a vote of at least two-thirds of the Board of Directors. Notice of the meeting shall be served upon the member and shall set out the grounds for the proposed termination of his or her membership.

Article 7: BOARD OF DIRECTORS

The affairs of The Club and corporation shall be managed by a Board of Directors composed as follows:

1. President;
2. Past President
3. Vice-President;
4. Secretary;
5. Treasurer;
6. Adult Program Director;
7. Recreational Youth Program Director;
8. Recreational Micro Program Director;
9. Representative Program Director;
11. Public Relations / Communications Director;
12. Referee-in-Chief;
13. Safety and Risk Management Director
14. Equipment Manager; and
15. Facilities Manager.

Note the Past President will be encouraged to sit on the Board of Directors, in a non-voting advisory role, for a term of one year.

Any office of the Board may be combined with another office at the discretion of the President and upon approval by the Board of Directors.

Each Director shall be a member of The Club at the time of his or her election or appointment and, shall remain a member throughout his or her term of office. A Director shall be at least 18 years of age.

All Board members shall be required to complete an OPP Voluntary Security Screening at the commencement of each of their terms.

Board members are elected for two-year terms, effective the date of election. Elections for the position of President, Secretary, Treasurer, Recreational Mini Program Director, Public Relations/Communications Director, Safety and Risk Management Director, and Facilities Manager, shall be held at the AGM in odd-numbered years (2015, 2017, 2019, etc). Elections for the remaining positions shall be held at the AGM in even-numbered years (2016, 2018, 2020, etc).

The directors may appoint a director to fill a vacancy, provided that a quorum of directors remains in office.

Selection of Board members will be done by vote, except where otherwise specified. Elections will be held normally to coincide with the Annual General Meeting (AGM) held in October.

Director Vacancy

A Director has the right to resign from 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.

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 Club's Constitution and the Rules and Regulations.

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 Constitution and the Rules and Regulations.

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

Conflict of Interest

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

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:

1. if she/he fails to complete the OPP Voluntary Security Screening process or fails to pass the process
2. if she/he becomes incapable of performing the business of The Club;
3. if she/he is absent from two or more meetings of the Board without satisfactory reason;
4. if she/he no longer resides in reasonable proximity to The Club, or
5. if 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; and
 - d) 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 by a two-third'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 being filled.

The members of The Club may remove a Director by a resolution passed by at least two-thirds of the votes cast at a general meeting for which notice was given and may by a majority of votes cast elect at that general meeting any person who is qualified to be a director in his or her stead for the duration of the term.

Remuneration of Directors

The Directors of The Club shall serve without remuneration and no Director shall directly or indirectly receive any profits from his or her position as such, provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties.

Duties of Directors

The officers of The Club shall have the following duties:

President - The President shall be responsible for the effective management and operation of The Club and its activities at all times; promote the aims of The Club; preside at all meetings of the board, executive committee or members; have the authority to assume the duties of any member of the Executive Committee when such member is unable to act; appoint committees and shall be empowered to call meetings of these committees at the recommendation of the Executive Committee; implement disciplinary action upon recommendation of the Disciplinary Committee; act as a signing officer for The Club; be authorized to expend budget funds when approved by the Executive Committee and in accordance with the *Ontario Club Act*; be the reviewing and recommending authority for proposed budgets prior to presentation of said budget at the Annual General Meeting and any other general meetings called for the purpose of presenting and adopting the budget; attend meetings of the EODSA on behalf of The Club; appoint the members of the Discipline Committee as required; have the tie-breaking vote for the Executive Committee and assume any other responsibilities described in this Constitution and The Club's Rules and Regulations;

Vice-President - The Vice-President shall serve on the Executive Committee; perform the duties and responsibilities as assigned by the President; assume the duties of the President in his or her absence; act as a signing officer for The Club; act as a member of the Discipline Committee as required; and assume any other responsibilities described in this Constitution and The Club's Rules and Regulations;

Secretary - The Secretary shall keep minutes of all meetings and obtain the approval of such minutes by the President; notify the Executive Committee of the time and place of meetings and arrange to reserve meeting rooms as required, as directed by the President; be a member of the Executive Committee; act as a member of the Discipline Committee as required and assume any other responsibilities described in this Constitution and The Club's Rules and Regulations;

Treasurer - The Treasurer shall manage the finances by keeping accurate records and accounts of all receipts and reimbursements in proper books or accounts in accordance with The Club accepted accounting principles and shall develop and maintain procedures for the deposit of monies in the name of and to the credit of The Club in such banks as may be designated by the Executive Committee; act as signing officer for The Club; ensure that the accounting records are verified annually and co-operate with the auditor for the presentation of the Auditor's report at the Annual General Meeting; ensure that a bona fide Report of Audit has been carried out on an annual basis and ensure that a copy of the said Report is submitted to the EODSA annually; prepare a budget of all anticipated revenues and expenditures for the upcoming season prior to the Annual General Meeting; be responsible to the Executive Committee for ensuring that proper accident insurance coverage has been acquired or renewed prior to the soccer season; ensure that all financial requirements and obligations are met for events hosted; advise the Executive Committee of any financial irregularities; collect all revenues owing; be a member of the Executive Committee; act as a member of the Discipline Committee as required and assume any other responsibilities described in this Constitution and The Club's Rules and Regulations;

Adult Program Director - The Adult Program Director shall administer the Adult Program in accordance with OSA and EODSA guidelines; liaise with applicable Adult League officials to provide oversight to Adult Teams participation; approve Adult Team playing-up permits (PuP's); approve Adult Team travel permits; monitor the Adult team operations and financial statements in consultation with The Club Treasurer; form teams from the player registration for the U-18+ players; organize division leagues and set and produce division league schedules where applicable; confirm referee requirements with the Referee-in-Chief; determine field requirements in consultation with The Club Facilities Manager; conduct at least one coach information session prior to the start of the soccer season; act as a member of the Discipline Committee as required and assume any other responsibilities described in this Constitution and The Club's Rules and Regulations.

Recreational Youth Program Director - The Youth Program Director shall form teams from the player registration for the U-9 to U-17 players; organize division leagues and set and produce division league schedules where applicable; liaise with associate soccer leagues where applicable for the registration of teams; co-ordinate the selection of teams in applicable age groups in the absence of a Representative Program Director subject to the approval of the Executive Committee; confirm referee requirements with the Referee-in-Chief; determine field requirements in consultation with the Facilities Manager; distribute uniforms and equipment; schedule or reschedule games; organize and coordinate player assessments as required; prepare and maintain a youth soccer coach's handbook; conduct a minimum of one coach information session prior to the start of the soccer season; administer divisions through consultation with applicable age group division reps and act as a liaison between all youth teams to the Executive Committee regarding any matters pertaining to the youth divisions; develop and maintain a program of player and coaching development in consultation with the Technical Director; act as a member of the Discipline Committee as required and assume any other responsibilities described in this Constitution and The Club's Rules and Regulations;

Recreational Micro Program Director - The Recreational Micro Program Director shall form teams from the player registration for U-4 to U8 players; set and produce division league schedules;

determine field requirements in consultation with the Facilities Manager; distribute uniforms and equipment; approve the rescheduling of games in consultation with applicable Division reps; organize micro player and coach clinics and training sessions as required; organize, coordinate and conduct player assessments as required; prepare and maintain a Micro Soccer Coach Handbook and shall conduct at least one coach information session prior to the start of the soccer season; administer divisions through consultation with applicable age group division reps and act as a liaison between all micro teams to the Executive Committee regarding any matters pertaining to the micro divisions; develop and maintain a program of micro player and coaching development in consultation with the Technical Director; act as a member of the Discipline Committee as required and assume any other responsibilities described in this Constitution and The Club's Rules and Regulations;

Representative Program Director - The Representative Program Director shall administer the Representative Program in accordance with OSA and EODSA guidelines; liaise with applicable Representative League officials to provide oversight to Representative Teams participation; oversee the selection of Representative Teams for age groups as approved by the Executive Committee; determine field requirements in consultation with The Club Facilities Manager; approve Representative Team playing-up permits (PuP's); approve Representative Team travel permits; confirm referee requirements with the Referee-in-Chief; administer a program of player assessments as required; conduct at least one coach information session prior to the start of the soccer season; monitor the representative team operations and financial statements in consultation with The Club Treasurer; develop and maintain a program of player and coaching development in consultation with the Technical Director; act as a member of the Discipline Committee as required and assume any other responsibilities described in this Constitution and The Club's Rules and Regulations;

Public Relations / Communications Director - The Public Relations/Communications Director shall coordinate all advertisements for events such as the registration, general meetings, Annual General Meetings and other activities; notify the local media of special functions as required; liaise with all sponsors; prepare, publish and distribute a newsletter highlighting activities and news as required; coordinate all team pictures; organize or coordinate all fund-raising activities pertaining to and solely for the benefit of The Club; recruit and organize volunteers for special functions as directed by the Executive Committee; act as a member of the Discipline Committee as required and assume any other responsibilities described in this Constitution and The Club's Rules and Regulations;

Referee-in-Chief - The Referee-in-Chief shall schedule referees for all league and home games and for club hosted tournaments; schedule assistant referees, when necessary, for all league and home games and for club hosted tournaments; coordinate payment of referees and assistant referees and maintain proper records of games worked; recommend and arrange for educational clinics for the referees in conjunction with the Technical Director; report and keep statistics of all infractions; chair the Discipline Committee and assume any other responsibilities described in this Constitution and The Club's Rules and Regulations;

Safety and Risk Management Director – The Director of Safety and Risk Management shall oversee and administer the Club's safety and risk management program in accordance with OSA and EODSA guidelines, and best practices as may be applicable from other minor or youth sports

organizations as long as these best practices do not contravene any OSA or EODSA guideline or policy. The Director of Safety and Risk Management responsibilities include, but are not limited to, acting as the Club's focal point for all insurance matters, coordination of Volunteer Screenings for all applicable Club and Team officials as per OSA guidelines, implementation of the OSA Harassment Policy, implementation of a Club Safety Policy to include guidelines for team officials to act as trainer/first aid provider, protocol for return to play following injury, safety of equipment (personal, team, and Club), and safety of facilities.

Equipment Manager - The Equipment Manager shall recommend to the Executive Committee and on approval tender for equipment and uniforms; maintain an inventory of all equipment belonging to The Club; distribute equipment and uniforms to applicable Representative Youth and Micro Teams; maintain a record of all equipment temporarily issued to teams; recover the equipment at the conclusion of the soccer season; and, assume any other responsibilities described in this Constitution and The Club's Rules and Regulations; and

Facilities Manager - The Facilities Manager shall identify current and future facility needs of The Club and negotiate with the City and local School Boards for such facilities; inform municipalities of any necessary work that needs to be done on the present facilities; ensure that fields are properly lined, nets are properly anchored and the playing surface safe; ensure weekly inspection of fields; act as a member of the Discipline Committee as required and assume any other responsibilities described in this Constitution and The Club's Rules and Regulations.

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. Nominations for the election of candidates to the Board shall be received from the members present at the Annual General Meeting. Each nominee shall give his or her permission for his or her name to stand.

Election shall be by secret ballot, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.

A majority of the votes cast shall be required to elect Directors. In the event no candidate receives a majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.

Article 8: MEETINGS

Annual General Meeting

The Annual General Meeting of The Club shall be held in the month of October of each year. The following business shall be conducted at the Annual General Meeting:

1. Roll Call
2. Credentials Report
3. Minutes of Previous Annual General Meeting
4. President's Address
5. Officers' Reports
6. Treasurer's Report
7. Auditor's Report
8. Appointment of Auditors
9. Other Reports
10. Unfinished Business
11. Amendments to the Constitution
12. Roll Call
13. Election of Officers and Directors
14. Any Other Business
15. Adjournment

Special General Meeting

A Special General Meeting may be called by the Board of Directors to discuss specific business requiring the attention of the general membership, 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. 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.

Notice

Notice of the Annual General Meeting or of a Special General Meeting shall be made 30 days prior to the proposed date. Distribution of such notice shall be made in the most effective means available to reach the greatest number of members, using such media as email, electronic social media, newspapers, area recreation newsletters, etc. The notice shall specify the business to be attended to at the Annual General Meeting, the Special General Meeting or the meeting.

Voting at General Meetings

Every regular and associate Member aged 18 and over shall have the right to attend, speak and cast one vote at Members' meeting of The Club.

Proxy Voting at General Meeting:

Every regular and associate member are entitled to vote at a meeting of Members and 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.

An individual may only hold one proxy.

The format for the proxy, and the issue, or issues, for which the proxy may be cast are as defined in the Rules and Regulations.

Board of Directors Meeting

Board of Directors meetings shall be held once per month from November to October of each year and additional meetings may be called by the President, the Vice-president, the Secretary or any two members of the Board.

No formal notice of any meeting of the board shall be necessary if all the elected Directors are present or if those absent have indicated their consent to the meeting being held in their absence.

The board may appoint a day or days in any month or months for regular meetings at an hour to be named. If regular meetings are scheduled, no additional notice is required. A meeting of Directors may also take place without notice immediately after an Annual General Meeting or a general meeting to transact any business.

No error or omission with respect to notice for a meeting of the Board shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.

The Directors shall vote on any resolution arising at any meeting of the Board. A majority of votes shall decide the resolution. In case of a tie vote, the Chair of the meeting shall have a tie-casting vote in addition to his or her original vote.

A declaration by the secretary that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number of proportion of the votes recorded in favour or against any resolution.

Conduct of Meetings

The conduct of meetings shall be in accordance with parliamentary procedures (Roberts Rules of Order Newly Revised). All discussion must be addressed to the President and conducted through the President. No one may take the floor until recognized by the President or his/her delegate.

Quorum

No quorum of voting members is required at Annual General Meetings or Special General Meetings. A simple majority of the voting membership in attendance is sufficient to pass or defeat a motion or resolution.

The quorum for a Board of Directors meeting shall be 51% or more of the voting members as follows:

1. The President, or in his or her absence the delegated Chair, shall only vote in cases of a tie vote; and
2. Each member shall have one vote.

Adjournment

Any meeting of The Club may be adjourned at any time and from time to time. No notice shall be required for any adjournment. An adjournment may be made with or without a quorum being present.

Article 9: COMMITTEES

Executive Committee

The Board of Directors, upon election, shall become the appointed Executive Committee of The Club.

Quorum of Executive Committee

The quorum for an Executive Committee meeting shall be 51% or more of the Executive Committee officers. Motions shall be passed by a majority of the officers present at such meeting. The President, or in his or her absence the delegated chair, shall only be entitled to a vote in case of a tie and each other officer part of the Executive Committee shall be entitled to one vote.

Disciplinary Committee

The Disciplinary Committee shall consist of the Referee-in-Chief as the Chairperson and two other members of the Board as appointed by the President.

Other Committee

The Board may, from time to time, appoint any other committee or committees that it considers necessary or appropriate. The Board shall, when appointing any committee, set out the purposes of the committee, its procedures and its powers, provided that the committee shall not exercise any of the powers or carry out any duties that are legally required to be exercised or carried out by the Board of Directors.

Article 10: CONTRACTS

Every Director who has any direct or indirect interest in a contract or proposed contract with The Club shall:

1. declare his or her interest at the first meeting of the directors after which he or she became interested or aware of any such interest;
2. request that his or her declaration be recorded in the minutes of the meeting; and
3. not vote on any resolution or participate in any discussion with respect to the resolution concerning the contract or proposed contract.

Article 11: AGENTS AND EMPLOYEES

The Board may appoint any agents and retain any employees that it considers necessary. The persons appointed or retained shall have the authority and shall perform the duties prescribed by the Board.

The remuneration for any agents or employees shall be fixed by the Board by resolution. The resolution shall be effective on the date set out in the resolution until the next general meeting of the members, at which time it shall be confirmed by resolution of the members. If the members fail to confirm the resolution, payments to the agents or employees shall cease to be made.

Article 12: INDEMNIFICATION

The Club shall indemnify and save harmless the directors, their heirs, executors and administrators, and estates and effects, respectively from time to time and at all times from and against:

1. all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in the execution of the duties of his or her office; and
2. all other costs, charges and expenses that he or she sustains or incurs in or about or arising from or in relation to the affairs except costs, charges or expenses thereof as are occasioned by his or her own willful neglect or default.

Article 13: FINANCE

The accounts of The Club shall:

1. Be audited, as defined by the Canadian Institute of Chartered Accountants (CICA) or any agency replacing the CICA, by a public accountant if the Club's annual gross revenue is greater than or equal to \$150,000 or the Club has greater than or equal to 1000 registered players

2. Be reviewed by Public Accountant, Certified General Accountant or a Certified Management Accountant through a Financial Review Engagement, as defined by CICA or any agency replacing CICA, if the Club's annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or the Club has less than 1000 but greater than or equal to 500 registered players
3. Be signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or a Certified Management Accountant less than \$100,000 but greater than or equal to \$10,000.00
4. Be completed by the Treasurer or designate, if the Club's annual gross revenue is less than \$10,000
5. The audit or the Financial Review Engagement statement shall be presented to the Annual General Meeting for adoption. At the Annual General Meeting of The Club, a chartered accountant shall be appointed to perform the audit or the Financial Review Engagement.

If an auditor is required:

1. 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 Meeting. If an auditor is not appointed, the auditor in office will continue in office until a successor is appointed;
2. 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;
3. 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;
4. 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 account principles; and
5. the auditor's report will be open for inspection by any member of the Club.

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

Article 14: AMENDMENTS OF THE CONSTITUTION AND RULES AND REGULATIONS

Any proposal to alter the Constitution may be proposed by the Board of Directors, or submitted by a Member of The Club in writing at least 21 days prior to a general meeting of The Club.

Amendments must be approved by a majority vote of the Board of Directors and by a two-third vote of the membership voting in person or by proxy at a meeting of The Club called for that purpose.

The amendments shall be posted at least fourteen (14) days prior to a General Meeting where the Board shall put any resulting resolutions to an immediate vote for approval. Changes and/or amendments from the floor will not be accepted.

Rules and Regulations may be changed or amended by the Board by a simple majority vote. Any Rules and Regulations concerning playing rules and regulations that is passed or amended in this manner must be confirmed or rejected at the next General Meeting or AGM. All Rules and Regulations that are passed shall be written into the Rules and Regulations as applicable.

Other Authority

The Club is subject to the Constitution, By-Laws, and all other regulations, of the Eastern Ontario District Soccer Association (EODSA) to which The Club is affiliated.

Article 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.

The Club shall make available to any member the Dispute Resolution process when requested.

Article 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, directors, officers, volunteers, coaches, game officials, administrators, players, members and registrants of The Club.

Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.

The Club shall make available to any member the Harassment Policy when requested.

Article 17: APPEALS

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.

A decision of The Club may be appealed to the East Ontario District Soccer Association (EODSA). 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.

Article 18: DISSOLUTION

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

Article 19: DEFINITIONS/TERMINOLOGY

Terminology used in this Constitution and The Club's Rules and Regulations shall have the same meaning as the one used by The OSA in its letters patent, By-Laws and published rules.