

Valley United Soccer League

Constitution

Approved by the Board of Directors February 16, 2009

Article 1: NAME

The name of this League shall be the Valley United Soccer League, hereinafter referred to as the League. The headquarters of the League shall be in the County of Renfrew in the Province of Ontario.

Article 2: OBJECTIVES

The League shall have the following objectives:

1. To provide a level of competition in a Multi Jurisdictional Club League in accordance with the OSA's Pyramid For Play.
2. To provide a league competition either indoor or outdoor or both, for teams within specific Club, District, Regional or Provincial boundaries as authorized by its governing organization.
3. To operate the League based on the Terms Of League Operations approved by its governing organization.

Article 3: AFFILIATIONS

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

The Canadian Soccer Association
The OSA
Soccer North Eastern Ontario District Soccer Association

Article 4: MEMBERSHIP

The Membership of the League shall be each Club with one or more teams playing in the League. Eligibility for Membership in the League shall be in accordance with the OSA's Pyramid For Play and with the OSA's published rules governing leagues.

Acceptance Into Membership

A Club must apply for Membership and pay Membership fees to the League.

Membership Fees

The annual Membership fees shall be set by the Board of Directors and ratified by the Membership at a general meeting of the League.

Approval of New Members

A club shall become eligible to be a new Member if one or more of its teams becomes eligible to play in the League based on the OSA's Pyramid For Play in accordance with the OSA's published rules.

The Membership application must be approved by the League's Board of Directors.

Membership Renewal

A Club will renew its Membership by completing the required forms for Membership renewal, providing that it still has a team eligible to play in the League based on the OSA's Pyramid For Play in accordance with the OSA's published rules.

Rights of Members

Members shall be accorded the following rights:

- To be governed in accordance with The OSA and the League's published rules,
- To participate in League sanctioned competitions,
- To attend and vote at all general meetings called by the League,
- To enter teams in the League in accordance with the OSA's published rules.

Discipline of a 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 League's rules and regulations and a hearing held in accordance with the League's rules and regulations and the OSA's published rules. A Member whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

Termination of Membership

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

- If the Member submits a signed letter of withdrawal to the League; or
- If the Member is expelled by the League; or
- If the Member fails to renew Membership in accordance with the Constitution.

ARTICLE 5: BOARD OF DIRECTORS

The League shall be governed by a Board of Directors which shall consist of at least four individuals, or such number not to be less than four , as may be amended from time to time in accordance with the League's Constitution. These individuals shall constitute the Executive Committee and hold the positions of:

- President
- Vice- President
- Secretary
- Treasurer

League Discipline Chair and Referee Coordinator also serve as Board of Director positions. A Director may hold more than one position. Each member club will appoint an individual from their club to act as Club Director on the League Board.

A Director shall be 18 years of age or older and shall not be an undischarged bankrupt.

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

After an initial Board of Directors has been appointed, the positions of President and Treasurer shall be elected in even numbered years while the positions of Vice President and Secretary shall be elected in odd numbered years. Discipline Chair and Referee Coordinator shall be elected annually. The Club Directors shall be appointed annually.

Director Vacancy

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

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 replaced by the member club the director represented. 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:

1. 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 League
 - 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 League

- if she/he becomes, or is discovered to be, an undischarged bankrupt; or
2. the Director has compromised the integrity of the League 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 OSA
 - if she/he has been found guilty of an offence involving violence under the Discipline Policy of The OSA
 - if she/he has failed to properly account for monies or other property belonging to the League
 - if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the League
 - if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of The OSA

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-thirds vote of the Board of Directors present, provided notice of seven days to remove the Director has been given to all Directors of the League. If a Director is removed by the Board of Directors, the Board of Directors will notify the member club and ask that they appoint a new individual to serve as a replacement.

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 League provided notice of seven days to remove the Director has been given to persons entitled to attend the Members' meeting. If a Director is removed at a Members' meeting, the Board of Directors will notify the member club and ask that they appoint a new individual to serve as a replacement for the remainder of his or her term being filled.

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.

Duties of Board of Directors

The Board of Directors shall conduct the business of the League during the periods between general meetings of the League and in accordance with the authority granted to it in the rules and regulations of the League.

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the League except for those positions appointed by the Membership of the League. This shall include the appointment of volunteer and paid positions for coach and administrator positions within the League's operations. The selection process and the appointments shall be based on procedures

outlined in the League's 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 League's rules and regulations.

Duties of Directors

President

Except:

1. as provided for in the Dispute Resolution Policy of the OSA, and
2. where the President delegates the responsibility to another person,

the President shall preside at all general meetings of the League 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 League.

Vice-President

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board.

Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the League; shall report to the Board of Directors; and shall submit an Annual Report to the Annual General Meeting. The Treasurer shall be responsible for issuing Cheques, Drafts, and Notes for the League. Two members of the Board of Directors must sign all cheques. Positions allowed to sign Cheques, Drafts, and Notes on behalf of the League are the President, Vice-President, Secretary and Treasurer.

Secretary

The Secretary shall keep a record of all minutes of the organization; keep on file 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 League's rules and regulations; maintain record books in which the constitution, rules and regulations and minutes are entered and to have the current record books available at each meeting; to send out to the Membership a notice of each general meeting; to send out to the Board notice 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 to preside until the immediate election or appointment of a new presiding officer.

Other Director Positions

The duties of Club Directors, Referee Coordinator and Discipline Chair shall be 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 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 6: MEETINGS

General Meetings:

An official notice of each meeting shall be given to all Members at least 14 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

- regular mail
- email
- website notice
- any other method determined by the Members

A majority of the voting Membership shall form a quorum at all general meetings of the League. Any question shall be decided by a majority of the votes unless otherwise required by this Constitution.

Annual General Meeting:

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

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 of the League:

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 League by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by a majority of the voting Membership, 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.

League General Meeting:

A League General Meeting shall be called by the Board of Directors to deal with the regular business of the league.

Voting at General Meeting:

At an Annual General Meeting or at a Special General Meeting, each Member is entitled to one vote for each team it has registered with the League.

At a League General Meeting, each Member is entitled to one vote for each team it has registered with the League.

Proxy Voting at General Meeting:

Every member entitled to vote at a meeting of Members may by means of a proxy appoint another Member or a person 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.

A Member and/or its delegates, may only hold in total one (1) proxy. A non-Member 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 :

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 for each team their respective club has registered with the league.

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 League.

Article 8: PROCEDURES GOVERNING MEETINGS

All meetings of the League 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 Constitution or other Rules and Regulations of the League.

Article 9: CONSTITUTION AMENDMENTS

(a) Amendments to the Constitution may be proposed by the Board of Directors, or submitted by a Member to the League:

in writing at least 21 days prior to a general meeting of the League ; 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 or by proxy at a meeting of the League duly called for that purpose.

(b) All Members entitled to vote shall be notified with the League's notice of the said Members' meeting about Constitution amendments

referred to in subparagraph (a) and proposed Constitution or amendments referred to in subparagraph (c). Such notification shall be by

- regular mail
- email
- website notice
- any other method determined by the Members

Article 10: RULES AND REGULATIONS

The League shall have Rules and Regulations which shall include, but are 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 the appointment and renewal of appointments to the League's paid and volunteer positions
- e) duties of Board of Directors: process for revoking appointments
- f) voting at General Meeting: format for the proxy, and the issue, or issues, for which the proxy may be cast

The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with this Constitution and 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 an Annual General Meeting or Special General Meeting. If the rules and regulations are amended by the Board of Directors the amendment shall be presented for ratification at the next Annual General Meeting or a special general meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

Article 11: INDEMNITY

Members of the Board of Directors or other servants to the League, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the League 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 League shall:

- a) be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$30,000; or

- b) be reviewed annually through a Financial Review Engagement completed by a Certified General Accountant, Certified Management Accountant or Certified Accountant, if the Annual Gross Revenue is \$30,000 or less; or
- c) with the consent of all its Members, be exempt from any audit or Financial Review Engagement if the Annual Gross Revenue is less than \$10,000

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 League, a Certified Accountant firm shall be appointed, if required, to perform the Audit or the Financial Review Engagement.

The fiscal year of the League shall end on October 31 of each year, unless otherwise ordered by the Board of Directors.

Article 13: DISPUTE RESOLUTION

The League shall adhere to the Dispute Resolution process as published and approved by The OSA from time to time.

Any Member of the League may initiate the Dispute Resolution process by communicating in writing to The OSA, with a copy to the League, 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 League shall make available to any Member the Dispute Resolution process when requested.

Article 14: HARASSMENT

The League 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 League.

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 League shall make available to any Member the Harassment Policy when requested.

Article 15: APPEALS

- a) Any registrant or registered organization directly affected by a decision of the League may

appeal such decision. The denial or termination of Membership in the League may be appealed by a non-Member.

b) A decision of the League may be appealed to the Soccer Northeastern Soccer Association. The appeal shall be conducted in accordance with The OSA's published rules.

c) 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 League's operations, except where the selection, appointment and revocation process outlined in the League's rules and regulations has not been followed.

Article 16: DISSOLUTION

In the event of dissolution of the League, 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 which is (are) registered with the OSA.

Article 17: DEFINITIONS/TERMINOLOGY

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