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ARTICLE 1: NAME

The name of the Club shall be The Cobra's Football Club hereinafter referred to as the Club. The headquarters of the Club and its operating area shall encompass the Township of Essa and the Village of Cookstown, within the boundaries of the Huronia District Soccer Association, hereinafter referred to as the District Soccer Association.

ARTICLE 2: OBJECTIVES

The club shall have the following objectives:

The establishment and operation of a house league soccer club for the purposes of:

1. Promoting and developing the game of soccer at the recreational/house league level.
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.
3. Fostering goodwill and sportsmanship.

And such other complimentary purposes not inconsistent with these objectives.

ARTICLE 3: AFFILIATIONS

The Club shall be a member of Huronia District Soccer Association and shall follow the published rules of the District Association and the Ontario Soccer Association (OSA). The Club is subject to the published rules in declining order of authority of the following bodies to which it is affiliated:

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

ARTICLE 4: MEMBERSHIP

There are three classes of membership:

Regular Membership

Regular membership consists of the following categories:

- Registered players
- Registered Club coaches
- Registered Club game officials
- Registered Club administrators

Although a person may qualify for membership under more than one of the above categories and be registered under more than one category, the person holds only one membership in the Club, and is entitled to one vote at general meetings.

A player shall become a Member when approved by the Club registrar. Upon application, coaches and game officials shall become a Member after acceptance by the Club.

An administrator shall become a Member upon election or appointment by the Club. Regular members are afforded all rights of membership. Each member 16 and over shall have a voice and one vote at general meetings of the Club. Each member under the age of 16 shall have a voice but no vote at general meetings of the Club. They may be represented by a parent or guardian who shall have a voice and a vote on behalf of that member at general meeting of the Club.

Honorary Membership

The Board of Directors may confer an honorary membership upon a person for a period of time.

Honorary Members are afforded all rights of membership and shall have a voice but no vote at a general meeting of the Club.

Life Membership

The Board of Directors may confer a life membership upon a person.

Life Members are afforded all rights of membership and shall have a voice but no vote at a general meeting of the Club.

Fees

Membership fees for regular membership shall be set by the Board of Directors and ratified by the membership at a general meeting of the Club.

Discipline of Member

A Member may be fined, censured, suspended or expelled from membership for cause and only after charges have been laid and a hearing held in accordance with Club's published rules. An individual whose membership has been suspended loses all rights of membership until the suspension expires.

Player, team and team official discipline for game infractions will be handled in accordance with the procedures published by the OSA.

Any Member who infringes the By-laws and 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 at which the Member may attend at the Member's discretion.

Termination of Membership

A Member shall be deemed to have terminated membership in the Club:

If the Member submits a signed letter of resignation to the Club

If the Member is expelled by the Club

If the Member is no longer registered in any capacity with the Club

ARTICLE 5: EXECUTIVE COUNCIL/OFFICERS

An Executive Council shall govern the Club. The Board of Directors shall appoint a slate of officers to the Executive Council for the purpose of running the day to day operations of the club and shall consist of:

President

Vice-President

Secretary

Treasurer

Registrar

Director of Coaching

The Officers shall be 18 years of age or older, shall not be an undischarged bankrupt and shall be a regular member of the club.

Each Officer shall serve for a term of two years or until their successors are appointed.

The positions of President, Vice-President, and Registrar, shall be appointed in even numbered years. The positions of Secretary, Treasurer, and Director of Coaching shall be appointed in odd numbered years.

Officer Vacancy

A vacancy on the Executive Council caused by the death or resignation accepted by the Board shall be filled by a majority vote of the Officers for the remainder of the term.

Removal of an Officer

A member of the Executive shall be removed from office by the Executive Council for cause by a 2/3 vote of the members present, provided notice of motion to remove the officer has been given in a call to the meeting. If the Council removes an Officer, the Council may appoint a successor to the position for the remainder of the term

A member of the Council may be removed from office at a general meeting of the Club provided notice of motion to remove the Officer has been given in the call to the meeting. If an Officer is removed at a special general meeting the assembly may elect a successor to the position for the remainder of the term.

Conflict of Interest and Standards of Conduct

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

Duties of Executive Council

The Executive Council 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 Executive Council 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 within the Club's operations. The selection process and the appointments shall be based on procedures outlined in the Club's published rules.

The Executive Council 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.

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 Club, the executive Council and 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 Council; coordinate all duties of the Council, committees, staff; and shall be a 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 President.

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

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 the acts of the society, unless otherwise specified in the Club's published rules; maintain record books in which bylaws, published rules 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 chair pro tem.

Registrar

The Club Registrar shall register all players, coaches, game officials and administrators with the Club and with the District Association for indoor and outdoor seasons; shall maintain statistics on all player registration; shall maintain the organization's official membership roll; shall report to the Executive Council at each Club meeting; and shall submit an Annual Report to the Annual General Meeting.

Director of Coaching

Shall represent all coaches at the Executive Council meetings. Shall administer the application, interviewing and selection of all coaches. He/She shall make the coaching appointment recommendations, with explanations, for approval by the Executive Council. Prepares and maintains a Coaches training program and Training Package and ensures that all coaches are in possession of and understand same. This office holds the responsibility of monitoring the behavior, ability and rating of all coaches. Carries out regular coaches meetings and conveys information on related Club Matters. The Director of Coaching shall be a member of the Executive Council with full voting privileges.

Nominations and Elections

Nominations for positions on the Board of Directors may be made from the floor at the annual general meeting or at a special general meeting called for that purpose.

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 to office. 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:

The official notice of each general meeting shall be given to all Members at least 14 days before the meeting is to be held. Such notification shall be by any of the following methods: regular mail, email, fax, website notice, newspaper announcement, public notice, posting at Club Office, any other method determined by the members.

10 voting Members or 10% of the voting membership, whichever is less, shall form a quorum at all general meeting of the Club. Any question shall be decided by a majority of votes unless otherwise required by this Constitution or other law.

Annual General Meeting:

The Club shall hold its Annual General Meeting not later than October 31 of the current year. The agenda of the Annual General Meeting shall be:

Roll Call
Report of Credentials Committee
Minutes of Previous Annual General Meeting
President's Address
Officer's Report
Treasurer's Report
Auditor's Report
Appointment of Auditors
Other Reports
Unfinished Business
Amendments to the Constitution
Ratification of Decisions made by the Executive Council
Roll Call
Election of Board of Directors
Any other Business
Adjournment

Special General Meetings:

A special general meeting of the Club may be called by:

- a) The Executive Council by its own motion, or
- b) By the submission of a written request by registered mail, certified mail, trace mail or courier service submitted to the Club signed by not less than 10 Members or 10% of the voting membership, whichever is less, setting out the items of the 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.

Only the business set out in the call to the special general meeting shall be considered.

Executive Council Meeting:

The Executive Council shall meet at least 4 times per year.

A majority of the members of the Executive Council shall form a quorum at all meetings of the Council.

ARTICLE 7: COMMITTEES

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

ARTICLE 8: PARLIAMENTARY AUTHORITY

All meetings of the Club shall be conducted in accordance with the most recently published Roberts Rules of Order Newly Revised except as may be otherwise stipulated in this Constitution or other Rules and Regulations of the Club.

ARTICLE 9: AMENDMENTS TO CONSTITUTION

This constitution may be amended by 2/3 vote of the membership present and voting at a general meeting of the Club.

Proposed amendments to the constitution shall be submitted to the Club in writing at least 21 days prior to a general meeting.

Copies of proposed amendments to the constitution shall be sent to all Members at least 14 days prior to the general meeting.

ARTICLE 10: RULES AND REGULATIONS

The Executive Council may approve and publish Rules and Regulations, which are not inconsistent with this Constitution or inconsistent with the rules of a higher level governing organization.

Amendments to the rules and regulations may be made by a majority vote of the Executive Council or the Members at a General Meeting. If the rules and regulations are amended by the Executive Council 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 are then in effect.

ARTICLE 11: INDEMNITY

Every Officer or Member of Board of Directors or other servants of The Association shall be indemnified by The Association 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 neglects or defaults.

ARTICLE 12: FINANCE

The accounts of the club shall be:

- a) Audited annually, and the correctness of the Financial Statement ascertained by an Auditor, or
- b) Reviewed annually through an engagement review

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

At the Annual General Meeting of the Club a chartered accountant firm shall be appointed to perform the audit or the engagement review.

The criteria set out in the OSA published rules shall determine whether the Club shall perform an audit or an engagement review.

The fiscal year of the Club shall be November 1 through October 31.

ARTICLE 13: DISPUTE RESOLUTION

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

Any member of the Club may initiate the Dispute Resolution process by communicating in writing to the OSA, copy of the Club and District, 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 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 Harassment Policy as published and approved by the OSA from time to time.

The Harassment Policy applies to all employees as well as to all directors, officers, volunteers, coaches, game officials, administrators, athletes and members or registrants of the Club.

Harassment is any comment, conduct, or gesture directed toward an individual or group of individuals that 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 15: APPEALS

A decision of the Club may be appealed to the District Association with which the Club is affiliated. The appeal shall be done in accordance with the OSA's and District Association's published rules.

Any member of the Club may appeal any decision made by the Club while a non-member may only appeal the denial or termination of the membership.

ARTICLE 16: DISSOLUTION

In the event of dissolution, all debts and liabilities shall be paid. Any remaining assets shall be disposed of and distributed by the Board of Directors to one or more not-for-profit soccer related organization(s), which operated solely in Ontario.