

## THE HAMILTON AND DISTRICT SOCCER ASSOCIATION

### CONSTITUTION/BY-LAWS

FINAL Approved<sup>1,2</sup> - Mar 25<sup>th</sup>, 2008  
Final Sep 2010  
Proposed Jul 2011

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## **ARTICLE 1: NAME**

The name of this organization shall be The Hamilton and District Soccer Association, hereinafter referred to as the District Association.

The headquarters of the District Association shall be in the municipality of Hamilton, Ontario.

The District can also be referred to as "H&DSA"<sup>3</sup>.

## **ARTICLE 2: OBJECTIVES**

The District Association shall have the following objectives:

- to promote, develop and administer the game of soccer, both indoor and outdoor, in the District.
- to represent and act on behalf of The Ontario Soccer Association, hereinafter referred to as The OSA, in the administration of OSA programs within the District.
- to represent and act on behalf of its Member organizations and assist them to develop and effectively administer soccer programs that promote the development of the mental, physical, social and leadership skills of their members.

## **ARTICLE 3: AFFILIATIONS**

The District Association shall be a Member of The OSA and shall follow the Published Rules of The OSA. The District Association is subject to the Published Rules in declining order of authority of the following governing organizations:

1. The Canadian Soccer Association
2. The OSA
3. The District Association

## **ARTICLE 4: MEMBERSHIP**

### 4.1: Classes of Membership

There are four (4) classes of Membership:

#### **1. Active Membership**

Active Membership shall be open to properly constitute soccer Clubs that meet the criteria laid out in the Rules and Regulations.

There shall be distinct categories of Active Club Membership as laid out in the Rules and Regulations.

All Clubs shall have a Constitution which meets the minimum requirements for a Club Constitution, in accordance with The OSA's Published Rules.

A Club which meets The OSA definition of:

- professional Club which operates professional team(s) only,
- Club which operates both professional and amateur teams,
- social Club,
- service Club,
- Club operated by a municipality,
- Club operated by a facility,
- Club running a senior recreational league,
- for-profit Club

may apply in writing for an exemption from any minimum requirement for a Club Constitution, subject to the approval of the Board of Directors of both the District Association and The OSA.

## **2. Associate Membership**

Associate Membership shall be open to:

- leagues governed by the District Association
- leagues mandated by The OSA Published Rules
- other organizations which operate soccer programs including, but not limited, to:
  - soccer camps, schools or academies,
  - school boards,
  - colleges and universities,
  - referee associations and coach associations

...which support the objectives of, and operate within, the District Association and meet the Membership criteria laid out in the Rules and Regulations.

In order to be eligible for Associate Membership in a District Association, a League must have a By-Law or Constitution which is in full compliance with the minimum requirements for a League By-Law as defined in OSA Published Rules.

## **3. Honourary Membership**

The Board of Directors may confer an honourary Membership upon an organization or a person for a period of time, following the procedures laid out in the Rules and Regulations.

Honourary Members are afforded all rights of Membership and shall have a voice but no vote at a General Meeting of the District Association.

## **4. Life Membership**

Life Membership may be conferred upon a person following the procedures laid out in the Rules and Regulations.

Life Members are afforded all rights of Membership and shall have a voice but no vote at a General Meeting of the District Association.

No Life Member shall be eligible for nomination to elective office in the District Association.

#### 4.2: Registration, Fees, Approvals and Renewals

##### **Membership Affiliation Fees**

Except where mandated by The OSA Published Rules, the annual Membership Fees shall be set by the Board of Directors and ratified by the Membership at a General Meeting of the District Association.

##### **Player Registration Fees**

Members shall be required to pay player registration fees which shall be set by the Board of Directors and ratified by the Membership at a General Meeting of the District Association.

##### **Approval of New Members**

A Club shall be accepted into Active Membership after following the process laid out in the Rules and Regulations and obtaining the approval of the District Association Board of Directors and obtaining ratification of Members at the Annual General Meeting by 2/3 majority.

An organization shall be accepted into Associate Membership after following the process laid out in the Rules and Regulations and obtaining the approval of the District Association Board of Directors, where applicable.

##### **Membership Renewal**

Active and Associate Members shall apply for renewal of their Membership by following the procedures laid out in the Rules and Regulations.

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### **4.3: Duties and Privileges**

#### **Rights of Active and Associate Members**

Active Members shall be accorded the following rights:

- a) To be governed in accordance with The OSA and the District Association's Published Rules,
- b) To register players, administrators, team officials and referees with The OSA and the District Association,
- c) To be a member of, and register their teams with, OSA sanctioned Leagues,
- d) To enter teams in OSA sanctioned competitions,
- e) To participate in OSA sanctioned programs such as player, coach and referee development,
- f) To participate in District Association sanctioned programs,
- g) To attend and vote at all General Meetings called by the District Association,
- h) To operate Club Leagues in accordance with The OSA Published Rules,
- i) To operate Player, Coach and Referee Development Programs, and
- j) To participate in The OSA Insurance Plan

Associate Members shall be accorded the following rights:

- a) To be governed, where applicable, in accordance with The OSA and the District Association's Published Rules,
- b) To register, where applicable, administrators and teams with The OSA and the District Association,
- c) To enter teams, where applicable, in OSA sanctioned competitions,
- d) To participate in OSA and District Association sanctioned programs, and
- e) To attend and vote at all General Meetings called by the District Association.

#### **Discipline of a 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 the District Association's and OSA's Published Rules. A Member whose Membership has been suspended loses all rights of Membership until the suspension has been completed.

#### **Termination of Membership**

Membership in the District Association shall be deemed to have been terminated:

- if the Member submits a signed letter of withdrawal to the District Association,
- if the Member is expelled by the District Association,
- if the Member fails to renew Membership in accordance with the Rules and Regulations.

## ARTICLE 5: BOARD OF DIRECTORS

### Composition

The District Association shall be governed by a Board of Directors which shall consist of at least (9) nine individuals, or such number not to be less than (4) four, as may be amended from time to time in accordance with the District Association's By-Laws. These individuals shall hold the positions of:

- President
- Vice- President
- Secretary
- Treasurer
- Technical Director
- Director of Discipline & Appeals
- Director of Competition & Events
- Two (2) Directors-At-Large

A Director may hold more than one (1) position.

A Director shall be eighteen (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.

A person holding a position in any other soccer organization, except for the District Representative on The OSA Board of Directors, shall not hold the following position(s); President and Vice President.

A paid employee of the District Association may not hold a position on the Board of Directors of that District Association.

Only one (1) Director from each Club, League or soccer oriented organization may hold a position on the Board of Directors of the District Association.

The positions of President, Secretary, Technical Director, Director of Competition & Events and one (1) Director-At-Large, shall be elected in even numbered years while the positions of Vice-President, Treasurer, Director of Discipline & Appeals and one (1) Director-At-Large shall be elected in odd numbered years.

Candidates for election as Directors of the District Association shall meet the following criteria:

President -

- a) Shall<sup>4</sup> have been a member of the District Association Board of Directors within the previous two years, or
- b) Shall have held an Executive/Board position for at least three (3) years with a member organization of H&DSA, another District Association, or the OSA, and is in good standing with their District Association.

Vice-President -

- a) Shall have been a member of the District Association Board of Directors within the previous two years, or
- b) Shall have held an Executive/Board position for at least three (3) years with a member organization of H&DSA, another District Association, or the OSA, and is in good standing with their District Association.

Treasurer - Shall have finance/accounting experience preferably gained through practical work in a finance/accounting role.

Discipline Chairperson - Shall have at least two years (soccer) Discipline Committee experience and shall hold Discipline Certification Level 1.

### **Director Vacancy**

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

A vacancy on the Board of Directors and their respective position(s) held, caused by death, or resignation which has been accepted by the Board of Directors, shall be filled by a majority vote of the Board of Directors. The successor Director shall hold his or her incumbent's position(s) for the remainder of the term being filled.

### **Removal of Director**

No member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:

the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

- a) if she/he becomes incapable of performing the business of the District Association,
- b) if she/he is absent from two or more meetings of the Board of Directors without satisfactory reason,

- c) if she/he no longer resides in reasonable proximity to the District Association,
- d) if she/he becomes, or is discovered to be, an undischarged bankrupt;  
or
- e) the Director has compromised the integrity of the District Association due to, but not limited to, any of the following reasons:
  - 1) if she/he has been found guilty of an offence under the Harassment Policy of The OSA,
  - 2) if she/he has been found guilty of an offence involving violence under the Discipline Policy of The OSA,
  - 3) if she/he has failed to properly account for monies or other property belonging to the District Association,
  - 4) if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the District Association,
  - 5) 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 (2/3's) majority vote of the Board of Directors present, provided notice to remove the Director has been given to all Directors of the District Association. If a Director is removed by the Board of Directors, the Board of Directors may appoint a successor to the incumbent's position(s) for the remainder of the term 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 District Association 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 his or her term being filled.

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

The Directors shall be subject to the Conflict of Interest policy in The OSA's Published Rules.

All directors are to sign the conflict of interest form within 30 days of election and/or appointment. The Document is to be kept on file in the District Office for the duration of the persons term, plus 2 years.

An elected/appointed director is not permitted to participate in a Board Meeting until the conflict of interest form has been completed.

Failure to complete the conflict of interest form in the allotted time may be treated as a resignation, and the position may be declared vacant by the Board of Directors<sup>5</sup>.

## **Duties of Board of Directors**

The Board of Directors shall conduct the business of the District Association during the periods between General Meetings of the District Association and in accordance with the authority granted to it in the Published Rules of the District Association.

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the District Association except for those positions elected by the Membership of the District Association. This shall include the appointment of volunteer and paid positions for coach and administrator positions within the District Association's operations. The selection process and the appointments shall be based on procedures outlined in the District Association's Published Rules.

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 District Association's Published Rules.

## **Duties of Directors**

### **President:**

Except as provided for in the Dispute Resolution Policy of The OSA, and where the President delegates the responsibility to another person, the President shall preside at all General Meetings of the District Association 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 of Directors; coordinate all duties of the Board of Directors, committees, staff; and shall be the spokesperson for the District Association.

### **Vice President:**

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

### **Treasurer:**

The Treasurer shall be responsible for the fiscal affairs of the District Association and shall have such powers and duties as laid out in the Rules and Regulations.

### **Secretary:**

The Secretary shall be responsible for the corporate affairs of the District Association and shall have such powers and duties as laid out in the Rules and Regulations.

### **Other Director positions:**

The duties of other Director Positions shall be determined by the Board of Directors and published in the Rules and Regulations.

## Nominations and Elections

- a) A nominee<sup>6</sup> must be nominated by an Active Member or an Associate Member of the District Association.
- b) Each nomination must be:
  - 1) In writing, and submitted by the member
  - 2) Accompanied by a brief biographical sketch of the nominee, with particular reference to the nominee's qualifications
  - 3) Accompanied by a brief statement from the nominee outlining his/her vision of the future of the District, and what she/he hopes to achieve, if elected,
  - 4) A statement from the nominee addressing (i) position(s) he/she holds that they will have to resign should they get elected into the position, (ii) how they will meet all the qualifications of the position they are interested in.
  - 5) Signed by the nominee, or accompanied by the nominee's letter of acceptance
- c) All nominations must be received no later than 14 days prior to the Annual General Meeting. Following this date, a report of all nominations will be published.
- d) Nominations from the floor at the Annual General Meeting may only be made under one of the following conditions:
  - 1) If no nomination for a specific position was made in accordance with sections (a), (b) and (c) above, or if all valid nominations are subsequently withdrawn
  - 2) If insufficient nominations were made in accordance with sections (a), (b), and (c) above for the positions of Director at Large
  - 3) If a nominee – whose nomination was made in accordance with (a), (b) and (c) above – is defeated for the position nominated, the nominee may be nominated from the floor for a subsequent position
  - 4) Notwithstanding the fact that one or more nominations were made in accordance with sections (a), (b), and (c) above for a specific position, upon motion duly made, seconded and carried by at least 75% of the eligible votes present, nomination may be made from the floor for that position.
- e) Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution.
- f) Election shall be by secret ballot
- g) In the event that only one (1) candidate is nominated, a vote is required and the Members shall vote (yes/no) and the nominated candidate must receive a majority of votes cast to be declared elected.

- h) 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.
- i) Any candidate nominated from the floor must complete and sign the H&DSA Board of Directors nomination form, as set out in Section (b).

### **District Representative**

The President of the District Association shall be District Representative to The OSA unless the President declines the position or is removed from the position by a majority vote of the Board of Directors.

In the event the President declines, or is removed from, the District Representative position, the Board of Directors, by majority vote, shall elect one of its Board members to the position. The term of office of the District Representative will be in accordance with The OSA's Published Rules.

## **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, newspaper announcement, public notice or any other method determined by the Members. Failure to attend will result in a fine as published in the Rules and Regulations.

Members representing fifty per cent (50%) of the voting Membership shall form a quorum at all General Meetings of the District Association. Any question shall be decided by a majority of the votes unless otherwise required by this By-Law or other law.

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### **Annual General Meeting:**

The District Association shall hold its Annual General Meeting not later than February 28<sup>th</sup> of the following year. The agenda of the Annual General Meeting shall include:

- 1) Roll Call

- 2) Opening Remarks (National Anthem, Period of Remembrance, Guests)
- 3) Credentials Report
- 4) Minutes of Previous Annual General Meeting
- 5) President's Address
- 6) Treasurer's Report
- 7) Auditor's Report
- 8) Other Officers' Reports
- 9) Appointment of Auditors
- 10) Other Reports
- 11) Unfinished Business
- 12) Ratification of Board of Directors Actions
- 13) Amendments to the By-Laws
- 14) Roll Call
- 15) Introduction of New Members
- 16) Election of Officers and Directors
- 17) Proposed Annual Budget
- 18) New Business
- 19) Adjournment

### **Special General Meeting:**

A Special General Meeting of the District Association:

- a) may be called by the Board of Directors by its own motion, or
- b) shall be called by the Board of Directors upon receipt of a written request submitted to the District Association by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by Members representing not less than twenty-five per cent (25%) 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 thirty (30) days of receipt of the written request from the Members.
- c) failure to attend will result in a fine as published in the Rules and Regulations.

Only the business set out in the notice to the Special General Meeting shall be considered.

### **Delegates to General Meetings**

A Member is entitled to have a maximum of five (5) delegates, from its membership, attend a General Meeting of the District Association.

The Member must appoint one of its delegates to cast all of its votes at a General Meeting.

### **Voting at General Meetings:**

At General Meetings, an Active Member shall have:

- a vote for the first one hundred dollars (\$100), or part thereof, of fees retained;

- a vote for each additional three hundred dollars (\$300), or part thereof, of fees retained up to
- a maximum of six votes;
- a vote for each additional five hundred dollars (\$500), or part thereof, of fees retained; and
- all its votes cast by its appointed delegate or by a proxy

Associate Members shall have one vote at General Meetings.

### **Proxy Voting at General Meeting:**

Every Member entitled to vote at a meeting of Members may, by means of a written 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 delegate, may only hold in total one (1) proxy. A non-Member may only hold one proxy.

### **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 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 of Directors. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote.

## **ARTICLE 7: COMMITTEES**

The Membership at any General Meeting, or the Board of Directors at any meeting of the Board of Directors, may establish a standing committee or special committee to carry out specific business or programs of the District Association.

## **ARTICLE 8: PROCEDURES GOVERNING MEETINGS**

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

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

- (a) By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the District Association, in writing, at least twenty one (21) days prior to a general meeting of the District Association, 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 District Association duly called for that purpose.
- (b) All Members entitled to vote shall be notified by the District Association's notice of the said Members' meeting about By-Law amendments referred to in subparagraph (a). Such notification shall be per Article six (6).

## **ARTICLE 10: RULES AND REGULATIONS**

The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with the By-Laws and are not inconsistent with the Rules and Regulations of a higher level governing organization.

Amendments to the Rules and Regulations may be made at any time by a majority vote of the Board of Directors or may be submitted by a Member to the District Association, in writing, at least twenty one (21) days prior to a General Meeting of the District Association, and must be approved by a majority vote of the Membership voting in person or by proxy at a meeting of the District Association duly called for that purpose.

If the Rules and Regulations are amended by the Board of Directors, the Membership shall duly be advised of such amendment and 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 District Association, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the District 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 neglect or default.

## **ARTICLE 12: FINANCE**

The accounts of the District Association shall be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$30,000; or as required by The OSA.

The audit shall be presented at the Annual General Meeting for adoption.

At the Annual General Meeting of the District Association, a chartered accountant firm shall be appointed to perform the audit or the Financial Review Engagement.

The fiscal year of the District Association shall end on the 30<sup>th</sup> day of November of each year, unless otherwise ordered by the Board of Directors.

## **ARTICLE 13: DISPUTE RESOLUTION**

The District Association shall adhere to the Dispute Resolution process as published and approved by The OSA.

Any Member of the District Association may initiate the Dispute Resolution process by communicating in writing to The OSA, with a copy to the 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 to be used for game discipline, which follows the normal discipline and appeals process.

The District Association shall make available to any Member a copy of the Dispute Resolution process when requested.

## **ARTICLE 14: HARASSMENT**

The District Association shall adhere to the Harassment Policy as published and approved by The OSA.

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of the District Association.

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 District Association shall make available to any Member a copy of the Harassment Policy when requested.

## **ARTICLE 15: APPEALS**

- a) Any registrant or registered organization directly affected by a decision of the District Association may appeal such decision, except as stipulated in 15 d) or e).
- b) The denial or termination of Membership in the District Association may be appealed by a non-registered organization.
- c) A decision of the District Association may be appealed to The OSA. The appeal shall be conducted in accordance with The OSA's Published Rules.
- d) 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 District Association's operations, except where the selection, appointment and revocation process outlined in the Rules & Regulations has not been followed.
- e) An individual shall not appeal a decision made by the District Association regarding a player's team assignment on any District or Regional team.

## **ARTICLE 16: DISSOLUTION**

In the event of dissolution of the District Association, 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.

## **ENDNOTES and REFERENCES**

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<sup>1</sup> (Nov 30<sup>th</sup>, 2007) This document was reviewed at the Club Presidents meeting, to be submitted by the Constitution Review sub-committee of the HDSA Board, to the AGM, January 21, 2008, for approval.

<sup>2</sup> (Mar 26<sup>th</sup>, 2008) The final document was edited after the Jan 2008 AGM, reviewed by the committee, and submitted for Board acceptance March 26<sup>th</sup>, 2008.

<sup>3</sup> (Jan 2010) AGM Meeting, resolution 2009-C02

<sup>4</sup> (Jan 2011) AGM Meeting, resolution 2010-C02

<sup>5</sup> (Jan 2010) AGM Meeting, resolution 2009-C03

<sup>6</sup> (Jan 2011) AGM Meeting, resolution 2010-C01