



CONSTITUTION

(Effective November 18, 2009)

VISION

Cumberland United Soccer Club's (CUSCs) vision is in general to provide a structured soccer program for all players, coaches, game officials and teams but specifically to create an environment that provides total development to children and youth at both the recreational and competitive level in an atmosphere that promotes fun and fair play and a love of the game.

ARTICLE 1: NAME

The name of this Club shall be the "Cumberland United-Unis Soccer Club", hereinafter referred to as the CUSC. The headquarters of the CUSC shall be located within the District Boundaries of the Eastern Ontario District Soccer Association. The CUSC is an incorporated body under the Incorporation Act in the province of Ontario.

ARTICLE 2: AIMS AND OBJECTIVES

1. The CUSC shall have the following aims and objectives:
 - a. To promote, develop and govern the game of soccer as a Club in the east end of Ottawa.
 - b. To promote the ideals of "Fair Play".
 - c. To promote recreational soccer for all age groups where fun and participation are key elements.
 - d. To promote competitive soccer, which strives for excellence while emphasis, is placed on enjoyment, effort, and respect for all participants.
 - e. To promote the training of coaches based on the philosophy of Canadian Coaching Code of Ethics and the National Association of Coaching in Canada, with respect and dignity for all.
 - f. To promote the training of game officials in the sport of soccer and encourage the participation of volunteers.
 - g. To promote harmony and friendship based on respect for the Canadian Human Rights Code through soccer.
 - h. 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.

ARTICLE 3: AFFILIATIONS

1. The CUSC shall be a Member of the Eastern Ontario District Soccer Association, hereinafter referred to as the EODSA, and shall follow the published rules of the EODSA and the Ontario Soccer Association, hereinafter referred to as the OSA. The CUSC is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:
 - a. The OSA,
 - b. The EODSA, and
 - c. The CUSC.



ARTICLE 4: MEMBERSHIP

1. Classes of Members

There are three classes of Member, namely, Regular Member, Honourary Member and Life Member.

a. Regular Member

- i. A Regular Member is either:
 - I. a registered player;
 - II. a registered CUSC coach;
 - III. a registered CUSC game official;
 - IV. a registered CUSC administrator; or
 - V. A parent or a legal guardian of any registered player who is not yet 16 years of age.
- ii. Membership Effective Date
 - I. A player shall become a Regular Member when registered by the CUSC;
 - II. Upon application, a coach or assistant coach shall become a Regular Member upon acceptance by the Directors of the CUSC. A coach is an individual who is registered with the OSA to teach, instruct, train and guide players to play the game of soccer;
 - III. Upon application, a game official shall become a Regular Member upon acceptance by the Directors of the CUSC. A game official is an individual who is registered with the OSA to officiate soccer games;
 - IV. An administrator shall become a Regular Member upon election or appointment by the Directors of the CUSC. An administrator is an individual who is responsible for one or more of the functions required to operate the CUSC. For purposes of this definition, a team manager and a Director shall be classified as an administrator;
 - V. A Parent and or legal guardian of any registered player who is not yet 16 years of age shall become a Regular Member when the minor player is registered by the CUSC.
- iii. Although an individual may qualify for, and be registered under, more than one of the categories in i. above, each individual holds only one Membership in the CUSC, and is entitled to one vote at a General Meeting.

b. Honourary Member

The Board of Directors may designate an individual as an Honourary Member for a specific period of time. An Honourary Member is afforded all rights of Membership, including the right to attend and speak at a General Meeting, but is not entitled to vote.

c. Life Member

The Board of Directors may designate an individual as a Life Member. A Life Member is afforded all rights of Membership, including the right to attend and speak at a General Meeting, but is not entitled to vote.

2. Membership Period

Membership in the CUSC shall be for the period between Annual General Meetings. Membership will begin the day following one Annual General Meeting and expire at midnight on the day of the following Annual General Meeting.



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3. Fees

Membership fees for Regular Members shall be set annually by the Board of Directors and ratified or amended by the Membership at a General Meeting.

4. Discipline of Member

- a. A Member may be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid in accordance with the Articles or rules of the CUSC and a hearing held in accordance with the Articles or rules of the CUSC and the OSAs published rules. An individual whose Membership has been suspended is no longer in good standing and loses all rights of Membership until the charges are complete.
- b. Player, team and team official discipline for game infractions is governed in accordance with the procedures published by the OSA.
- c. Any Member, who infringes the Articles or rules of the CUSC or brings the CUSC into disrepute, may be reprimanded, suspended or expelled from the CUSC after a hearing in accordance with the OSAs Discipline Policy at which hearing the Member is entitled to attend.

5. Termination of Membership

- a. Membership in the CUSC shall be deemed to have been terminated if the Member:
 - i. submits a signed letter of resignation to the CUSC;
 - ii. is expelled by the CUSCs Board of Directors;
 - iii. is no longer a member in good standing if charges laid in 4. above until these are complete;
or
 - iv. is no longer registered with the CUSC.

ARTICLE 5: BOARD OF DIRECTORS

1. Board Composition

- a. The CUSC shall be governed by a Board of Directors, as may be amended from time to time in accordance with the CUSCs Constitution. These individuals shall hold the positions of:
 - I. President
 - II. Vice President
 - III. Treasurer
 - IV. Secretary
 - V. Recreational Director - Micro (Under 5 to Under 7)
 - VI. Recreational Director - Mini (Under 8 to Under 9)
 - VII. Recreational Director - Senior Youth (Under 12 to Under 18)
 - VIII. Representative Director - Cobras
 - IX. Adult Director
 - X. Facilities Director
 - XI. Equipment Director
 - XII. Volunteers Director
 - XIII. Recreational Director - Mini (Under 10 to Under 11)
 - XIV. Strategic Planning Director
 - XIII. Past President



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- b. A Director may not hold more than two positions at the same time.

2. Qualifications

- a. Every member of the Board of Directors must:
 - i. be an individual of eighteen (18) or more years of age; and
 - ii. not be an undischarged bankrupt.

3. Election and Term

- a. Except as required to give effect to the staggered terms of office as described in paragraph b), the term of office of the members of the Board of Directors shall be two years.
- b. Elections of the President, Treasurer, Recreational Director – Micro (Under 5 to Under 7), Recreational Director – Senior Youth, Adult Director, Equipment Director and Recreational Director - Mini (Under 10 to Under 11) shall be held during the Annual General Meeting in an even numbered year, and elections for the remaining positions except Past President shall be held during the Annual General Meeting in an odd numbered year.

4. Vacation of Office

- a. The office of a Director shall be vacated upon the occurrence of any of the following events:
 - i. the Director resigns office, by submitting a notice in writing to the President or Secretary. Such resignation shall be effective at the time it is received by the President or Secretary or at the time specified in the notice, whichever is later;
 - ii. the Director is removed from office by the Board of Directors or by the members of the CUSC in accordance with section 6 below;
 - iii. the Director is found by a competent jurisdiction to be a mentally incompetent person or becomes of unsound mind;
 - iv. the Director becomes bankrupt or suspends payment of his or her debts generally or compounds with his or her creditors or makes an authorized assignment to his creditors or is declared insolvent; or
 - v. the Director dies.

5. Vacancies

- a. If the office of any member of the Board of Directors save and except the office of Past-President shall be or become vacant prior to the expiration of such officer's term by reason of death, resignation, disqualification or otherwise, the Board members:
 - i. shall, in the case of the President, elect from among themselves a person to fill such vacancy; and
 - ii. may, in the case of any other office, appoint, by majority vote a person, who need not be a Board member to fill such vacancy.
- b. All appointments made under this section shall expire at the next Annual General Meeting.
- c. Any vacancy not filled by the Board shall be filled at the next General Meeting of members at which members of the Board of Directors for the ensuing years are elected.
- d. A vacancy in the position of Past President, however caused, shall not be filled until such time as the current President completes his or her term as President.



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6. Removal of Director

- a. No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed when:
 - i. the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - I. he or she becomes incapable of performing the duties of the position;
 - II. he or she is absent for three (3) consecutive Board meetings or for more than 50% of the meetings during any twelve (12) month period;
 - III. he or she no longer resides in reasonable proximity to the CUSC Headquarters;
 - IV. he or she becomes, or is discovered to be, an undischarged bankrupt; or
 - ii. the Director has compromised the integrity of the CUSC due to, but not limited to, any of the following reasons:
 - I. he or she has been found guilty of an offence under the Harassment Policy of the OSA;
 - II. he or she has been found guilty of an offence involving violence under the Discipline Policy of the OSA;
 - III. he or she has failed to properly account for monies or other property belonging to the CUSC;
 - IV. he or she has been found guilty of a criminal offence regardless of whether or not the offence directly affected the CUSC; or
 - V. he or she has failed to act in accordance with the CUSC Conflict of Interest Policy and Confidentiality Agreement.
- b. A member of the Board of Directors holding his or her respective position(s), as Director, may be removed from office:
 - i. by the Board of Directors for good and sufficient cause by a 2/3's vote of the Board of Directors present at the meeting, provided at least 7 days notice to remove the Director has been given to all Directors of the CUSC. Subject to subsection 1.b., if a Director is removed by the Board of Directors, the Board of Directors may appoint a successor to the position(s) for a term ending at the next Annual General Meeting of Members;
 - ii. at a meeting of the Members of the CUSC provided at least 30 days notice to remove the Director has been given to persons entitled to attend the General Meeting of Members. 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 a term ending at the next Annual General Meeting of members.



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7. Authority to Set Rules

- a. The CUSC shall support and maintain the principles of the Laws of the Game as established by the International Football Association Board and recognized by FIFA, except as provided for in the Articles or rules of the CUSC to accommodate differences in age, climatic conditions or aims and objectives as conceived by the CUSC.
- b. The Board shall have the sole authority to establish and amend the rules governing all aspects of recreational, developmental and competitive teams within the CUSC including tournaments, the selection of competitive coaches, players and other club officials subject to the proviso that any such rules must be consistent with the Rules and Regulations of a higher level governing organization.

8. Conflict of Interest and Confidentiality

- a. The Directors and any Committee members, staff and Contractors hired or appointed by the CUSC shall be subject to the Conflict of Interest Policy in the OSAs published rules and adhere to the CUSC Confidentiality and Non-Disclosure agreement.
- b. Any person referred to in a. who has an interest in, or who may be perceived as having an interest in, a proposed contract or transaction with the CUSC will:
 - i. disclose fully and promptly (within 30 days) the nature and extent of such interest to the Board, General Membership or committee, as the case may be;
 - ii. refrain from voting or speaking in debate on such contract or transaction;
 - iii. refrain from influencing the decision on such contract or transaction; and
 - iv. otherwise comply with the requirements of the OSA policy regarding conflict of interest.

9. Duties of Board of Directors

- a. The Board of Directors shall conduct the business of the CUSC during the periods between General Meetings of the CUSC and in accordance with the authority granted to it in the Articles or rules of the CUSC.
- b. The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the CUSC except for those positions elected by the Membership of the CUSC. This shall include the appointment of volunteer and paid positions for Coach and Administrator positions within the CUSCs operations. The selection process and the appointments shall be based on procedures outlined in the Articles or rules of the CUSC.
- c. The Board of Directors may also revoke, for cause, any appointment providing that it has followed the procedures for the revoking an appointment as outlined in the Articles or rules of the CUSC.

10. Duties of Directors

The specific duties of the Board of Directors are defined in CUSCs By-Laws.



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11. Nominations and Elections

- a. 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 of Members called for that purpose.
- b. Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution.
- c. 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.
- d. 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

1. General Meetings

a. Notice

An official notice of each meeting shall be given to all Members at least 30 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 notice in a general email to registered members, on the CUSC website, in local newspapers or other method deemed appropriate by the CUSC Board of Directors.

b. Annual General Meeting

- i. The Annual General Meeting of Members of the CUSC shall be held no later than the 30th day of November of each year. The agenda of the Annual General Meeting shall include:
 - I. Roll Call
 - II. Credentials Report
 - III. Minutes of Previous Annual General Meeting
 - IV. President's Address
 - V. Directors' Reports
 - VI. Treasurer's Report
 - VII. Auditor's Report
 - VIII. Appointment of Auditors
 - IX. Other Reports
 - X. Unfinished Business
 - XI. Amendments to the Constitution and By-Laws
 - XII. Roll Call
 - XIII. Election of Directors
 - XIV. Any Other Business
 - XV. Adjournment



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c. Special General Meeting

- i. may be called by the Board of Directors, or
- ii. shall be called by the Board of Directors upon receipt of a written request submitted to the CUSC by registered mail, certified mail, courier service, hand delivery, or fax, 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 45 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.

d. Voting

- i. Every Regular Member, in good standing, shall have the right to attend, speak and cast one vote at a General Meeting of the CUSC.
- ii. Voting by proxy will not be permitted at any General Meeting of the Members.
- iii. The President may vote along with any other Member when the vote is by ballot. In all other cases, the President may (but is not obliged to) vote when his or her vote will affect the result. In other words, the President can either vote to break a tie or cause a tie or cause or block the attainment of the required majority votes.

e. Quorum

A quorum at any meeting of the Members (unless a greater number of members is required to be present by the Act or by the letters patent or any other by-laws) shall include a 50% or one half of filled positions of the Board of Directors plus Regular Members equal to the number of Directors in attendance. No business shall be transacted unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Article 6.1.a. with regard to notice shall apply to such adjournment.

2. Board of Directors Meetings

a. Notice

Notice of Regular or Special Board Meetings shall be given by the Secretary to all members of the Board of Directors at least seven days prior to such meetings. Emergency or Special Meetings of the Board of Directors may be called without the usual seven days notice provided that a quorum of the Board of Directors agrees to such a meeting.



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b. Regular or Special Board Meetings

Board of Directors meeting shall be held at the call of the President or as provided for in this Constitution. In addition:

- i. The Board of Directors shall hold regular monthly meetings in each year and such additional meetings, as the Board of Director deems necessary.
- ii. Each member of the Board of Directors may introduce any special business for discussion at any meeting.
- iii. If for any reason, a Special Meeting, which has been requested by two or more members of the Board of Directors, has not been called by the President within two weeks after being requested, a meeting may be called and chaired by an elected member. Such meeting, subject to the rule of Quorum, shall be legal and constitutional.
- iv. Any Regular Board Meeting is open to any member of the CUSC with the express understanding that the Member is entitled to a voice in the proceedings but not a vote. Members wishing to attend shall make a request in advance of the meeting to the Secretary.

c. Voting

- i. Each member of the Board of Directors shall have the right to cast one vote at any Board of Directors meeting.
- ii. The President may vote along with any other Member when the vote is by ballot. In all other cases, the President may (but is not obliged to) vote when his or her vote will affect the result. In other words, the President can either vote to break a tie or cause a tie or cause or block the attainment of the required majority votes.

d. Alternative Method of Voting

- i. Where the President or a Director considers a matter requiring a vote of the Directors to be urgent and the next scheduled meeting of the Board of Directors is not within a time period to allow that vote to take place, a vote by email may occur with respect to the matter.
- ii. For a vote made under i., the Secretary of CUSC shall, by email, send a clear statement of the question to be voted upon to the Board of Directors with a request that the vote be returned to the Secretary, or designate, within three days by email.

e. Quorum

The Quorum for the Board of Directors shall be 50% or one half of filled positions outlined in Article 5.1.a.

ARTICLE 7: COMMITTEES

The Membership at any General Meeting, or the Board of Directors, may from time to time constitute such committees, as it deems necessary to assist the Directors in carrying out the affairs of the CUSC and shall prescribe the duties of any such committees. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board of Directors may from time to time make. The Directors may, by a resolution passed by at least two-thirds (2/3) of the votes cast thereon, remove any Member of any such committee.



ARTICLE 8: PROCEDURES GOVERNING MEETINGS

All meetings of the CUSC 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 By-Laws of the CUSC.

ARTICLE 9: CONSTITUTION AND AMENDMENTS

1. The Constitution of CUSC shall only be amended at an Annual General Meeting or a Special General Meeting of Members convened specifically for that purpose. All Regular Members may propose amendments and these shall be handed to the Secretary in writing at least 30 days prior to the date of the meeting and shall be available to interested parties at least 15 days prior to the date of the said meeting. The proposed amendments shall be made available through the CUSCs website.
2. All proposed amendments to the Constitution shall require a two-thirds (2/3) majority of those present and eligible to vote at the General Meeting, subject to the rules of Quorum as defined in Article 6.1.e. of this Constitution. Sub amendments to such amendments may be made and voted upon at the General Meeting provided that sub amendments shall not alter the original intent of the proposed motion.

ARTICLE 10: BY-LAWS

1. The Board of Directors may approve and publish By-Laws which are consistent with this Constitution and the Rules and Regulations of a higher level governing organization.
2. Amendments to the By-Laws may be made by a majority vote of the Board of Directors and subsequently ratified by the membership at the next Annual General Meeting of Members. All Regular Members may propose amendments to the By-Laws and these shall be handed to the Secretary in writing at least 30 days prior to the date of the Annual General Meeting and shall be available to interested parties at least 15 days prior to the date of the said meeting. The proposed amendments shall be made available through the CUSCs website.

ARTICLE 11: INDEMNITY

1. Members of the Board of Directors or other servants to the CUSC, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the CUSC 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 wilful neglect or default.
2. CUSC may purchase and maintain insurance for the benefit of its Directors and Officers, as the Board may determine.



ARTICLE 12: FINANCE

1. The accounts of the CUSC shall be audited annually by a Chartered Accountant.
2. The auditor's report shall be presented to the Members for adoption at the Annual General Meeting.
3. At the Annual General Meeting of the CUSC, a chartered accountant firm shall be appointed to perform the audit.
4. The fiscal year of the CUSC shall end on October 31st of each year, unless otherwise ordered by the Board of Directors.

ARTICLE 13: DISPUTE RESOLUTION

1. The CUSC shall adhere to the Dispute Resolution process as published and approved by the OSA from time to time.
2. Any Member of the CUSC may initiate the Dispute Resolution process by communicating in writing to the OSA, with a copy to the CUSC and EODSA, 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.
3. The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
4. The CUSC shall make available to any Member the Dispute Resolution process when requested.

ARTICLE 14: HARASSMENT

1. The CUSC shall adhere to the Harassment Policy as published and approved by the OSA from time to time.
2. The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of the CUSC.
3. 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.
4. The CUSC shall make available to any Member the Harassment Policy when requested.



ARTICLE 15: APPEALS

1. Any Member or registrant of the CUSC directly affected by a decision of the CUSC may appeal such decision. The denial or termination of Membership in the CUSC may be appealed by a non-Member.
2. A decision of the CUSC may be appealed to the EODSA with which the CUSC is affiliated.
3. The appeal shall be conducted in accordance with the OSAs and the EODSAs published rules.
4. 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 CUSCs operations, except where the selection, appointment and revocation process outlined in the Articles or rules of the CUSC has not been followed.
5. An individual shall not appeal a decision made by the CUSC regarding a player's team assignment.

ARTICLE 16: DISSOLUTION

In the event of dissolution of the CUSC, 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 17: DEFINITIONS/TERMINOLOGY

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