



Cumberland United-Unis Soccer Club

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CONSTITUTION

(Effective 10 January 2008)

VISION

Cumberland United Soccer Club's (CUSC's) vision is in general to provide a structured soccer program for all players, coaches, referees 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

1. The name of this Club shall be the "Cumberland United-Unis Soccer Club", hereinafter referred to as the Club. The headquarters of the Club shall be located within the District Boundaries of the Eastern Ontario District Soccer Association, hereinafter referred to as the District Association.

ARTICLE 2: AIMS AND OBJECTIVES

1. The Club shall have the following aims and objectives:
 - a. To promote, develop and govern the game of soccer.
 - 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 referees and other volunteers in the sport of soccer.
 - 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 Club shall be a Member of the Eastern Ontario District Soccer Association and shall follow the published rules of the District Association and The Ontario Soccer Association, hereinafter referred to as The OSA. The Club 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 District Association, and
 - c. The Club.

ARTICLE 4: MEMBERSHIP

1. Classes of Members

There are three classes of Member, namely, regular Member, honorary Member and life Member.

a. Regular Member

- i. A Regular Member is either:
 - I. a registered player;
 - II. a registered Club coach;
 - III. a registered Club game official;
 - IV. a registered Club administrator; or
 - V. Parents and or legal guardians of any playing member who is not yet 16 years of age.
- ii. Although an individual may qualify for, and be registered under, more than one of the above categories, each individual holds only one Membership in the Club, and is entitled to one vote at Members' meetings.
- iii. Membership Effective Date
 - I. A player shall become a regular Member when approved by the Club's Registrar;
 - II. Upon application, a coach shall become a regular Member upon acceptance by the directors of the Club. 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 Club. 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 Club. An administrator is an individual who is registered with The OSA to be responsible for one or more of the functions required to operate a Club. 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 playing member who is not of legal voting age shall become a regular Member when the minor player is approved by the Club's Registrar;

b. Honorary Member

- i. The Board of Directors may designate an individual as an honorary Member for a specific period of time. An honorary Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

c. Life Member

- i. 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 Members' meetings, but is not entitled to vote.

2. Fees

- a. 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 of the Club.

3. 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 Club's published rules and a hearing held in accordance with the Club's and OSA's published rules. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

- 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 Club or brings the Club into disrepute, may be reprimanded, suspended or expelled from the Club after a hearing in accordance with the Club's Discipline Policy at which hearing the Member is entitled to attend.

4. Termination of Membership

- a. Membership in the Club shall be deemed to have been terminated if:
 - i. the Member submits a signed letter of resignation to the Club;
 - ii. the Member is expelled by the Club's Board of Directors; or
 - iii. the Member is no longer registered with the Club.

ARTICLE 5: BOARD OF DIRECTORS

1. Board Composition

- a. The Club shall be governed by a Board of Directors, as may be amended from time to time in accordance with the Club's 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 11)
- VII. Recreational Director - Elevens (Under 12 to Under 18)
- VIII. Representative Director
- IX. Adult Director
- X. Facilities Director
- XI. Equipment Director
- XII. Technical Director
- XIII. Volunteers Director
- XIV. Past President

- b. A Director may hold more than one position.

2. Qualifications

- a. Every Board member 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 shall be two years.
- b. Elections of the President, Treasurer, Recreational Director - Micro, Recreational Director - Elevens, Adult Director, Equipment Director and Technical Director shall be held during the AGM when the following summer is an odd numbered year, and elections for the remaining positions except Past President shall be held during the AGM when the following summer is an even numbered year.

4. Vacation of Office

- a. The office of a Board member shall be vacated upon the occurrence of any of the following events:

- i. if by notice in writing to the Corporation by the Board member he or she resigns office, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- ii. if the Board member is removed from office by the Board or by the members of the Corporation, in accordance with section 5.6;
- iii. if the Board member is found by a competent jurisdiction to be a mentally incompetent person or becomes of unsound mind;
- iv. if the Board member dies; or
- v. if the Board member 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.

5. Vacancies

- a. If the office of any member of the Board 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 shall:
 - i. in the case of the President, elect from among themselves a person to fill such vacancy for a term ending at the next annual general meeting of members; and may
 - ii. 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 Board members 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.

6. Removal of Director

- a. No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:
 - 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. if he or she becomes incapable of performing the business of the Club;
 - II. if 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. if he or she no longer resides in reasonable proximity to the Club;
 - IV. if he or she becomes, or is discovered to be, an undischarged bankrupt; or
 - ii. the Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
 - I. if he or she has been found guilty of an offence under the Harassment Policy of The OSA;
 - II. if he or she has been found guilty of an offence involving violence under the Discipline Policy of The OSA;
 - III. if he or she has failed to properly account for monies or other property belonging to the Club;
 - IV. if he or she has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club.
- b. 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

2/3's vote of the Board of Directors present, provided notice to remove the Director has been given to all Directors of the Club. If a Director is removed by the Board of Directors, the Board of Directors may appoint a successor to the position(s) for the remainder of the term(s) being filled.

- c. A Member of the Board of Directors may also be removed from office for good and sufficient cause at a meeting of the Members of the Club provided notice to remove the Director has been given to persons entitled to attend the Members' meeting. If a Director is removed at a Members' meeting, the Members entitled to vote may elect a successor to fill all position(s) held by the removed Director for the remainder of the term(s) being filled.

7. Authority to Set Rules

- a. The Board shall have the sole authority to establish and amend the rules governing all aspects of recreational, developmental and competitive teams within the Club.
- b. Without limiting the generality of the foregoing, the Board shall have the sole authority to establish and amend rules governing 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 of the leagues and associations in which teams play.

8. Conflict of Interest and Standards of Conduct

- a. The Directors shall be subject to the Conflict of Interest Policy 21.0 in the OSA's published rules.

9. Duties of Board of Directors

- a. The Board of Directors shall conduct the business of the Club during the periods between general meetings of the Club and in accordance with the authority granted to it in the published rules of the Club.
- b. The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the Club except for those positions elected by the Membership of the Club. This shall include the appointment of volunteer and paid positions for coach and administrator positions within the Club's operations. The selection process and the appointments shall be based on procedures outlined in the Club's published rules.
- 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 Club's published rules.

10. Duties of Directors

- a. The specific duties of the Board of Directors are defined in Club's Bylaws.

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 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

- i. 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 on the website and local newspapers.

b. Annual General Meeting

- i. The Annual General Meeting 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. Officers' 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

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 Club 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 16 and over shall have the right to attend, speak and cast one vote at Members' meeting of the Club.

e. Proxy Voting at General Meeting:

- i. Every Regular Member entitled to vote at a meeting of Members may by means of a proxy appoint a person, who need not be a Member, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.
- ii. An individual may only hold one proxy.
- iii. The format for the proxy, and the issue, or issues, for which the proxy may be cast are as defined in the Bylaws.

f. Quorum

- i. 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 6.1a) with regard to notice shall apply to such adjournment.

2. Board of Director Meetings

- a. Board of Director meetings shall be held at the call of the President or as provided for in the By-Laws. In addition:
 - i. The Board of Director shall hold regular monthly meetings in each year and such additional meetings, as the Board of Director deems necessary.
 - ii. If for any reason, a meeting, which has been requested by two or more members of the Board of Director, 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.
 - iii. The Quorum for the Board of Director shall be 50% or one half of filled positions outlined in Article 5.1a).
 - iv. Each member of the Board of Directors shall have the right to cast one vote at Board of director meetings.
 - v. Notice of meetings shall be given by the Secretary to all board members at least seven days prior to such meetings. Emergency meetings of the Board of Director may be called without the usual seven days notice provided that a quorum of the Board of Director agrees to such a meeting.
 - vi. The President may, at his/her discretion, introduce any special business for discussion at any meeting.
 - vii. Members of the Club may attend any Executive Committee meeting. Executive Committee meetings are open to any member of the club with the express understanding that they are 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 an Executive Committee member.

ARTICLE 7: COMMITTEES

1. Committees

- a. The Membership at any general meeting, or the Board may from time to time constitute such committees, as it deems necessary to assist the Board in carrying out the affairs of the Corporation 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 may from time to time make. The Board may, by a resolution passed by at least two-thirds (2/3) of the votes cast thereon, remove any member of any such committee.

2. Nominating Committee

- a. For each annual meeting a Nominating Committee shall be named by the President and approved by the Board. Members of the Nominating Committee shall not be eligible to stand for election to the Board.

- b. The Nominating Committee shall ensure that there are qualified candidates for election or appointment to the offices of the Corporation named in section 5.1 hereof and shall prepare a recommended list of qualified candidates for inclusion in the notice of the meeting to be made available to all members, which notice shall invite further nominations of qualified candidates.
- c. The Nominating Committee shall report to the members at the annual meeting of the Corporation all those qualified candidates for the Board positions whose nominations have been received at least two (2) days before the annual meeting.
- d. After the names of the qualified candidates have been placed in nomination by the Nominating Committee, additional nominations of qualified candidates shall be accepted from the floor of the meeting. Any person nominated must consent to his or her nomination.
- e. The eligibility of nominees for any office of the Corporation shall be verified by the Nominating Committee. Any dispute in respect of the eligibility of a nominee for any office of the Corporation shall be decided by the Board, the decision of which shall be deemed conclusive.

ARTICLE 8: PROCEDURES GOVERNING MEETINGS

1. All meetings of the Club 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 Club.

ARTICLE 9: CONSTITUTION AND AMENDMENTS

1. The Constitution of CUSC shall only be amended at the AGM or a special general meeting 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 Club's website.
2. All proposed amendments to the Constitution shall require a 2/3 majority of those present and eligible to vote at the AGM, subject to the rules of Quorum as defined in Article 6.1f) of this Constitution. Sub amendments to such amendments may be made and voted upon at the AGM provided that sub amendments shall not alter the original intent of the proposed motion.

ARTICLE 10: BY-LAWS

1. The Club shall have By-Laws which shall include, but are not limited to, the following:
 - a. **Board of Director's Duties:** Details the specific duties of each member of the Board of Directors;
 - b. **Discipline Policy:** summary of charges regarding misconduct, procedures for discipline hearing, rights of appeal;
 - c. **Selection and Appointment Process:** Details the selection process and appointment process for the appointment and renewal of appointments to the Clubs paid and volunteer positions;
 - d. **Appointment Revocation:** Details the process for revoking appointments;
 - e. **Voting at General Meeting:** Format for the proxy, and the issue, or issues, for which the proxy may be cast.
2. The Board of Directors may approve and publish By-Laws which are not inconsistent with this Constitution and are not inconsistent with the Rules and Regulations of a higher level governing organization.
3. 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 AGM. All regular members may propose amendments to the Bylaws and these shall be handed to the Secretary in writing at least 30 days prior to the date of the AGM 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 Club's website.

ARTICLE 11: INDEMNITY

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

ARTICLE 12: FINANCE

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

ARTICLE 13: DISPUTE RESOLUTION

1. The Club shall adhere to the Dispute Resolution process as published and approved by The OSA from time to time.
2. Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to The OSA, with a copy to the Club and District Association, the nature and facts of the dispute. The OSA, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
3. The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
4. The Club shall make available to any Member the Dispute Resolution process when requested.

ARTICLE 14: HARASSMENT

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

ARTICLE 15: APPEALS

1. Any Member or registrant of the Club directly affected by a decision of the Club may appeal such decision. The denial or termination of Membership in the Club may be appealed by a non-Member.
2. A decision of the Club may be appealed to the District Association with which the Club is affiliated.
3. The appeal shall be conducted in accordance with The OSA's and District Association's 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 Club's operations, except where the selection, appointment and revocation process outlined in the Club's published rules has not been followed.

5. An individual shall not appeal a decision made by the Club regarding a player's team assignment.

ARTICLE 16: DISSOLUTION

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

ARTICLE 17: DEFINITIONS/TERMINOLOGY

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