



**UNIONVILLE-MILLIKEN SOCCER CLUB**

**CONSTITUTION**

Updated November 11, 2005

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## Table of Contents

	Page
Document Control	3
<u>Summary of Changes</u>	3
<b>Article 1.</b> History of Club	4
<b>Article 2.</b> Names	4
<b>Article 3.</b> Club Objectives	4
<b>Article 4.</b> Boundaries	4
<b>Article 5.</b> Affiliation	4
<b>Article 6.</b> Club Colours	5
<b>Article 7.</b> Definitions	5
<b>Article 8.</b> Membership	6
<b>Article 9.</b> The Board of Directors	8
<i>Executive Committee</i>	9
<i>Program Directors</i>	9
<i>Elections:</i>	10
<i>Appointed Positions</i>	10
<i>Vacancies</i>	11
<i>Sub-Committees</i>	11
<i>General Power of Ratification</i>	11
<i>General Indemnity</i>	11
<b>Article 10.</b> Accountability of the Board of Directors	12
<i>Termination</i>	13
<b>Article 11.</b> Club Records	14
<b>Article 12.</b> Meetings/Rules of Order	14
Meetings	14
Agenda for Annual General Meeting (AGM)	15
Presiding Officer at the AGM	16

Unionville-Milliken Soccer Club- Constitution

**Article 13.** Financial Policies/Sponsors 16  
     Financial Statements 16  
     Finance Committee 16  
     Budgets 16  
     Disbursements 16  
     Financial Controls 17  
     Sponsors 17

**Article 14.** Changes to the Constitution 18

**Article 15.** Changes to the Bylaws 18

**Article 16.** Playing Rules 19

**Article 17.** Matters of Dispute 19

**Article 18.** Discipline and Appeal Committees 19

**Article 19.** Communication 20

**Article 20.** Dissolution 20

**Document Control**

**Summary of Changes**

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## **ARTICLE 1. HISTORY OF CLUB**

The Club was established in 1976 as the Unionville Soccer Club. It expanded in 1983 to encompass the newly developing area of Milliken, and the name was changed to Unionville-Milliken Soccer Club. The Unionville-Milliken Soccer Club was incorporated without share capital in 1997.

## **ARTICLE 2. NAMES**

The Club shall be known as the Unionville-Milliken Soccer Club, hereafter referred to as the “Club”. Competitive teams shall be known as the “Strikers”.

## **ARTICLE 3. CLUB OBJECTIVES**

1. To foster and promote the game of soccer by providing the opportunity for any person to play organized soccer at recreational and competitive levels while developing good character and sportsmanship.
2. To engender respect for the laws of the game of soccer.
3. To assist all participants in reaching their potential through the development of players, coaches, referees, and administrators.
4. To foster a positive and rewarding soccer environment among volunteers, players, coaching staff, spectators and referees.

## **ARTICLE 4. BOUNDARIES**

1. The Club will operate within the geographic boundaries as defined by the York Region Soccer Association.

## **ARTICLE 5. AFFILIATION**

1. The Unionville-Milliken Soccer Club shall be affiliated with the Ontario Soccer Association through the York Region Soccer Association.
2. All groups operating under the name of Unionville-Milliken Soccer Club are subject to the Club’s constitution, by-laws and playing rules. All activities must receive prior approval of the Executive Committee.

## **ARTICLE 6. CLUB COLOURS**

1. The official colours of the Unionville-Milliken Soccer Club competitive teams shall be:
  - Red, White and Black
2. The Club must approve all uniforms that are used by the teams.
3. All uniforms (shirts, shorts and socks) will be the same for each competitive team representing UMSC.
4. Track suits and player bags must be in the official club colours.

## **ARTICLE 7. DEFINITIONS**

### **The Board of Directors (Board)**

The Board of Directors of the Club comprises the Executive Committee and Program Directors of the Club.

### **The Executive Committee (Executive)**

The Executive of the Club is made of an Executive Committee of eight (8) elected positions with full voting privileges, plus the immediate Past President in good standing (with no Executive vote), who conduct the business of the Club – See Constitution Article 9.

### **Program Directors**

The Program Directors manage club programs, with full voting privileges on program issues at the sub-committee level. Each of these Program Director positions reports to an Executive position – See Constitution Article 9.

### **Team Official**

Team Officials are coaches, assistant coaches, managers or trainers.

### **Pyramid for Play**

The method for developing players through the soccer structure as defined by the Ontario Soccer Association.

### **In Good Standing**

A member who is in good standing has fully paid the membership dues for the current season/year and has agreed to abide by the Constitution, Bylaws, and Playing Results of the UMSC.

A Past President who is in good standing is one who has left the President's position without a vote of non-confidence from the membership.

A team official who is in good standing has no outstanding fees, fines or equipment owing to the Club, nor any unresolved discipline issues pending.

A referee who is in good standing consistently fulfills his/her schedule commitments, as agreed to with the Club.

### **Honorary Life Member**

A member or former member who, in the opinion of the Board, has made an outstanding contribution to the Club and to the game of soccer over a significant period of time, and has been formally recognized by the Club as an Honorary Life Member.

## **ARTICLE 8. MEMBERSHIP**

1. Membership shall include annually registered players, team officials, elected Board of Directors and positions appointed by the Executive, parents or guardians and sponsors.
2. All members in good standing shall have voting privileges, at Annual General Meetings and Special General Meetings, with the following exceptions:
  - registered players under the age of 18 as at of December 31<sup>st</sup> of the current year;
  - only one parent or guardian per child to a maximum of two per family may vote. A family with more than one child gets a maximum of two votes.

## Unionville-Milliken Soccer Club- Constitution

3. Membership shall be open to all persons residing within the Club's geographic boundaries plus others accepted by the Club.
4. The Executive reserves the right to refuse membership to any individual who has violated this Constitution, By-Laws, and Playing Rules, or who has any application fee or fines owing.
5. The President and the V-P, Finance may together authorize waiving all or part of a youth membership application fee.
6. The Executive shall set outdoor membership fees by January 31<sup>st</sup> of each year.
7. The Executive shall set indoor membership fees by August 31<sup>st</sup> of each year.
8. The membership shall meet at least once a year at its Annual General Meeting (AGM). When necessary, a Special General Meeting of the Membership shall be held. The membership is responsible for:
  - the structure of the Unionville-Milliken Soccer Club
  - 
  - the Constitution of the Unionville-Milliken Soccer Club
  - 
  - electing the Unionville-Milliken Soccer Club Board of Directors
  - 
  - direction of the Unionville-Milliken Soccer Club
  - 
  - ratifying the business conducted by the Board of Directors.
9. Unless the Executive should otherwise determine that it is not in the best interest of the Club, any Member who takes legal action against the Club shall be temporarily suspended from any and all Club soccer related activities until the matter is resolved.

## ARTICLE 9. THE BOARD OF DIRECTORS

An Elected Executive Committee (the “Executive”) supported by elected Program Directors and a Sub-Committee structure shall conduct the business of the Unionville-Soccer Club. Collectively, all elected officials shall be known as the Board of Directors (the “Board”).

1. All executive committee members and program directors shall be elected at the AGM.
2. Proxy votes will not be permitted.
3. Honorary Life Members shall participate in functions and assist, without voting privileges in the affairs of the Club. Notwithstanding, they may vote at the Annual General Meeting and Special General Meetings.
4. To be eligible for the position of President, a candidate must:
  - be from the members of the past or present Board, and
  - have 2 or more years’ previous UMSC board experience or equivalent proven soccer Board experience
5. Prior to the Annual General Meeting a Nominating Committee of three (3) shall be established to put forward a slate of candidates for election to upcoming vacancies on the Board.
6. All members elected at the Annual General Meeting or subsequently elected by the Board shall be given a place and a vote on the Board of Directors.
7. Nominations to the Board of Directors shall be provided to the Secretary in writing ten (10) days prior to the Annual General Meeting.
8. Only nominations for positions for which there are no candidates, will be accepted from the floor at the Annual General Meeting.

**EXECUTIVE COMMITTEE:**

**These positions are elected by the membership, with full voting privileges (with the exception of the Past President)**

- President
- Vice-President, Finance
- Secretary
- Vice-President, Recreational Programs
- Vice-President, Competitive Programs
- Director, Sponsorship & Fundraising
- Communication Director
- Past President (non-voting)
- Director of Special Events

**PROGRAM DIRECTORS:**

These positions are elected by the membership to manage club programs with full voting privileges on program issues at the sub-committee level:

1. Director, Boys Recreational (Reports to V-P, Recreational)
2. Director, Girls Recreational (Reports to V-P, Recreational)
3. Director, Boys Competitive (Reports to V-P, Competitive)
4. Director, Girls Competitive (Reports to V-P, Competitive)
5. Director, Equipment & Purchasing (Reports to V-P, Finance)

NB: At the discretion of the Executive, any program director or other person may be an elected or an appointed paid position. If the position is a paid position, the person shall be appointed through a competition and approved by the Executive. As a paid employee, this position would have no Board privileges.

**ELECTIONS:**

The following positions shall be elected for a two-year term at the Annual General Meeting held in **odd** numbered years.

1. President
2. Vice-President, Recreational
3. Vice-President, Finance
4. Director, Boys Recreational
5. Director, Girls Competitive
6. Director, Special Events

The following position shall be elected for a two-year term at the Annual General Meeting held in **even** numbered years:

1. Vice-President, Competitive
2. Secretary
3. Director, Girls Recreational
4. Director, Sponsorship & Fundraising
5. Director, Boys Competitive
6. Director, Communication
7. Director, Equipment & Purchasing

**Appointed Positions**

1. Head Convenor
2. Select Program Manager
3. Manager Adult Recreational
4. Manager Adult Competitive
5. Registrar
6. Head Referee
7. Head Coach/Technical Director

### **Vacancies**

The office of an elected member of the Board shall be vacant:

1. upon resignation in writing
2. upon the removal of any board member by a 2/3 majority of the full Board
3. upon death

Should any vacancy occur in the Board, the Executive may appoint a person to fill the vacancy until the next Annual General Meeting. This individual will carry all voting privileges for the position in question.

### **Sub-Committees**

The Executive shall establish Sub-Committees chaired by a member of the Executive, to manage the day-to-day program affairs of the Club such as (but not limited to) program planning, finance, technical development, etc. Such sub-committees may be ongoing or ad hoc.

All Sub-Committees shall be responsible to the Executive Committee and shall provide written reports to the Executive through the responsible Executive Committee member. All recommendations must be tabled with the Executive for approval by a majority of the quorum.

### **General Power of Ratification**

The Board may ratify by simple majority vote of a duly constituted quorum at a duly constituted meeting on reasonable notice any act to remedy a mistake or omission in carrying out its duties.

### **General Indemnity**

Every Member of the Board of Directors, or other servant of The Club, shall be indemnified 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 willful neglects or defaults.

**ARTICLE 10. ACCOUNTABILITY OF THE BOARD**

1. The Executive, supported by elected Program Directors reporting to the Executive, shall conduct the business of the Unionville-Milliken Soccer Club.
2. Each elected position shall have a term of two years, or until a successor has been elected after an Annual General Meeting.
3. After the Annual General Meeting, but not later than two weeks following this meeting, a joint meeting of the retiring Executive and the new Executive will be held to provide continuity and ensure proper business management. At the end of this meeting, all outgoing Board members will cease to hold office, and the new Board members shall take the responsibilities of office.
4. Each coach and elected member of the Board of UMSC shall sign a rights and responsibilities document, which clearly states their job description, protocol, and procedures to be following during their term of office.
5. Any elected member of the Executive, Program Director, coach or coaching staff who is found to be in breach of the rules, regulations, or code of ethics according to OSA, YRSA or UMSC may be asked to resign effective immediately.
6. The President shall act as the Chairperson at all Executive meetings, The President shall appoint a Chairperson in their absence.
7. The Executive shall meet as often as necessary, but not less than once a month, to carry out the business of the Club. The Board shall meet as often as necessary. Special meetings of the Executive shall be called by the President upon receipt by the Secretary of written notice signed by at least 5 members of the Executive or 4 elected Program Directors. Reasonable notice of at least one week shall be given.
8. Unresolved issues shall be decided by a majority vote. The Chairperson of the meeting shall cast the deciding vote in the event of a tie. This will be the only condition under which the Chairperson will vote. Proxy votes will not be permitted.
9. The Members of the Executive Committee and elected Program Directors shall receive no financial remuneration for acting as such.
10. No Member of the Executive Committee or paid Head Coach/Technical Development Program Director shall be a team official of a competitive team within the UMSC or act in any official capacity with any other club and no

- elected Board member shall act in any official capacity with any other soccer club subject to Board ratification.
11. The elected Members of the Board of Directors and its Sub-Committees shall declare any conflict of interest on any issues raised and shall not vote on the issue. The Board reserves the right to reconsider the matter if a conflict subsequently arises. Failure to declare shall constitute grounds for dismissal from the Board.
  12. When the President relinquishes his/her position or is voted out of office at the end of the term on the Executive, he/she will become Past President, with no voting privileges, provided he/she is in good standing.
  13. Any elected Board Member who is absent from two or more consecutive meetings, without satisfactory reason, shall be automatically removed from the Board, pending ratification from the Executive.

### **Termination**

Any elected Member of The Board who is negligent in carrying out his/her duties as a Board member will receive a written notice by the President and may be removed from office by a vote of the full Board. The procedure is as follows:

1. 10 days' written notice of a vote of non-confidence must be sent to all voting members of the full Board including the affected member, along with any relevant information.
2. A vote of non-confidence shall be taken at the next regularly scheduled meeting provided that the ten-day notice requirement has been met and a quorum is present. The affected member shall be given an opportunity to have a hearing prior to the vote. A 75 percent majority (3/4) vote by ballot of the quorum shall be required for removal.
3. Written notice of the outcome of the vote shall be sent to the affected Board member within ten days of the vote.
4. An elected Board Member, who has been removed from office, shall have the right of appeal to the York Region Soccer Association (YRSA).
5. Only after all internal soccer avenues of appeal (UMSC, YRSA, OSA, CSA, FIFA) have been exhausted should the civil justice system be utilized.

## **ARTICLE 11. CLUB RECORDS**

Any written information or records held by Board members are deemed to be the property of the Club and shall be provided to the Club upon termination of elected term or appointment.

Club members have the right, with due regard to the applicable Provincial or Federal Statutes, to see any non-confidential (i.e. non-personal related) recorded information provided they have given written notice to an Executive member, signed by 10 (ten) members. The request must be acted upon within 15 (fifteen) working days.

## **ARTICLE 12. MEETINGS/RULES OF ORDER**

1. A meeting of the Board requires a quorum of 50% + 1 of the Executive Committee.
2. The Annual General Meeting (AGM) shall take place no later than November 15<sup>th</sup> of each year. The purpose of the meeting is to review the activities of the past fiscal year, consider amendments to the Constitution and elect members to the Board. The election of the Board shall be held by secret ballot with a majority of votes cast to elect.
3. A minimum of twenty-one (21) calendar days public notice to all voting members shall be given for the Annual General Meeting (AGM) and a minimum of fourteen (14) calendar days public notice for Special General Meetings (SGM).
4. Any voting member may request a Special General Meeting. A request is to be made in writing accompanied by the signatures of at least 30 voting members of the Club.
5. The request for a Special General Meeting shall specify the agenda of the meeting and no other business will be conducted without the unanimous consent of those at the meeting.
6. A quorum at the AGM or SGM shall be a minimum of thirty (30) voting members, excluding the Board.
7. Members shall have voting privileges per Article 8, Section 2, under Membership.
8. All matters will be decided by a simple majority of votes cast by members present, except as defined in certain circumstances elsewhere in this Constitution or Bylaws.

**Agenda for Annual General Meeting (AGM)**

1. Roll Call
2. Period of Remembrance
3. Tributes and Introduction of Guests and Executive
4. Approval of Minutes of the previous Annual General Meeting
5. President's Report
6. Financial Report
7. Auditor's Report
8. Appointment of Auditor
9. Reports of the Directors
10. Unfinished Business
11. Amendments to the Constitution
12. Roll Call
13. Election of Officers and Directors (in descending order of authority)
14. New Business
15. Adjournment

**Presiding Officer at the AGM**

The President of the Club shall preside at the AGM or SGM. In the absence of the President, one of the Vice-Presidents shall preside. The absence of all of these officers shall require the Executive to select a pro tem presiding officer.

## **ARTICLE 13. FINANCIAL POLICIES/SPONSORS**

The Executive shall approve all matters of finance relating to the Club.

### **Financial Statements**

1. Financial reports shall be issued at all Executive Meetings.
2. An annual Financial Report will be issued to the Board prior to the Annual General Meeting, and an annual audited financial statements shall be available for review by all members.

### **Finance Committee**

1. UMSC will create a Finance Committee responsible for the preparation and submission of all budgets, for all soccer-related programs, to the Executive. This committee shall be chaired by the V-P, Finance and include several volunteers from the membership to ensure impartiality.

### **Budgets**

1. An annual budget shall be prepared no later than 60 days after the Annual General Meeting and approved by the Executive. The budget will be broken down into distinct program areas with matching revenues and expenditures.
2. For the competitive programs, each competitive team will maintain individual revenue and expense budgets.
3. The Budget will be prepared in accordance with the Club's Bylaws.

### **Disbursements**

1. All cheques written will be signed by the V-P, Finance and one of either the President or Vice Presidents of the Club. All cheques over \$1,000 or such other sum as decided by the Board on recommendation by the V-P, Finance from time to time will require the approval of the Board.
2. Money spent by any Board Member, team official or sub-committee member, with the intention that he or she be reimbursed, must have supporting receipts attached to a cheque requisition completed in the proper form with an explanation submitted to the V-P, Finance for authorization and payment.
  - a) Reimbursements under \$500.00 may be authorized and paid by the V-P, Finance.
  - b) Requisitions for reimbursement over \$500.00 shall be presented at the next Executive meeting. The Executive in turn may authorize the V-P,

## Unionville-Milliken Soccer Club- Constitution

Finance to make payments, which shall be and properly approved and recorded in the minutes.

3. The V-P, Finance shall report, at the regular Executive meeting, on cheques issues, in accordance with the Bylaws.

### **Financial Controls**

1. No Board Member shall have an expense account.
2. Board members shall declare any conflict of interest as per Article 10, paragraph 11.
3. All player registrations shall be receipted and type of payment noted.
4. All purchases over \$500 shall be supported with proper quotations from a minimum of three sources. The Finance Committee shall review and present their recommendations to the Board. This applies to all equipment, uniforms, services, and other physical assets of UMSC. Exceptions will be approved and minuted at Executive meetings.
5. All equipment will be issued and received by the Director of Equipment and Purchasing and he/she shall maintain pertinent records and inventories.
6. Each director must complete and properly present a detailed report of revenue and expenditures with supporting documentation to the V-P, Finance on any event that they chair on behalf of the Unionville-Milliken Soccer Club. This report shall be submitted within two weeks of the completion of the event but no later than 30 days. This report shall also be made available to the Board.

### **Sponsors**

1. All sponsorship funds, payable to UMSC, will be submitted to the UMSC V-P, Finance.
2. All money received will be recorded and a cheque re-issued to each respective competitive team, less any applicable sponsorship fee.
3. For recreational teams, all sponsorship funds will become part of UMSC general revenues, unless otherwise directed by the sponsor.
4. UMSC will issue an official receipt to the sponsor provided cheques are made out to the UMSC.

**ARTICLE 14. CHANGES TO THE CONSTITUTION**

1. Changes to the Constitution can only be made at an AGM or a Special General Meeting called for that purpose.
2. Proposed changes to the Constitution must be in writing, dated, signed by the proposing member, and delivered or transmitted by facsimile to the Secretary at least seven (7) calendar days before an AGM or seven (7) calendar days before a Special General meeting called for that purpose.
3. Proposed changes to the Constitution may be amended during an AGM or Special General Meeting called for the purpose of changing the Constitution. At that meeting, new changes from the floor will not be considered.
4. Proposed changes to the Constitution must be ratified by an affirmative vote of two-thirds (2/3) of the valid votes cast by the members voting at the AGM or Special General Meeting called for the purpose of changing the Constitution and Bylaws.
5. Proposed changes to the Constitution, received by the Secretary later than seven (7) days prior to the AGM, shall not be considered.
6. The Executive will provide final interpretation of the Constitution.

**ARTICLE 15. CHANGES TO THE BYLAWS**

1. Proposed changes to the Bylaws can be done in the following manner:
  - a) in writing, dated, signed by the proposing Member, delivered or transmitted by facsimile to the Secretary at least 7 (seven) calendar days before an AGM.
  - b) in writing, dated, signed by the proposing Member, delivered or transmitted by facsimile to the Secretary at least 7 (seven) calendar days prior to an Executive meeting.
  - c) by a majority vote of the Executive as required to facilitate the day to day operations of the Club.
2. Proposed changes to the Bylaws must be ratified by a majority vote of the valid votes cast by the members voting at the AGM.
3. Proposed changes to the Bylaws, received by the Secretary later than seven (7) days prior to the AGM, shall not be considered.

4. Changes to Bylaws are subject to the bylaws of the O.S.A. and the Y.R.S.A.
5. The Executive will provide final interpretation of the Bylaws.

**ARTICLE 16. PLAYING RULES**

1. The Club shall establish Playing Rules for the soccer programs.
2. Changes to the Playing Rules required to facilitate the day to day operations of the Club may be passed by a majority vote of the Executive.
3. Changes to Playing Rules are subject to the bylaws of the O.S.A. and the Y.R.S.A.

**ARTICLE 17. MATTERS OF DISPUTE**

1. All appeals lodged in writing by members, teams, etc, shall be referred to the Executive.
2. Game protests shall be referred to the appropriate League Director.

**ARTICLE 18. DISCIPLINE AND APPEAL COMMITTEES**

1. The Executive shall establish a Discipline Committee made up of at least three Members of the Board. It shall rule on all violations of this Constitution, By-Laws, Playing Rules and other soccer-related incidents.
2. The Executive shall establish an Appeal Committee made up of at least three members of the Executive, who are not on the Discipline Committee.

**ARTICLE 19. COMMUNICATION**

1. The Board shall promote and encourage regular communications between the membership and the Board, and promote the activities of the Club through the local press.

**ARTICLE 20. DISSOLUTION**

1. If the Club is dissolved for any reason, all monetary assets remaining after payment of all debts shall be transferred to the Town of Markham, to be held in trust in the event that a soccer club may be re-established in the future.
2. Upon dissolution of the Club, the physical assets shall be distributed as follows:
  - Uniforms shall be donated to a charitable cause.
  - Soccer equipment and trophies shall be distributed to other soccer clubs in the town of Markham.
  - Office equipment and furniture shall be donated to elementary schools in the Town of Markham.
- 3, Upon dissolution of the Club, the Club's official records shall be deposited with the York Region Soccer Association for archiving.