Unionville-Milliken Soccer Club

Constitution

Updated November 2025

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Document Control

Summary of Changes

Version #	Version Date	Nature of Changes	Date **Submitted**	Date **Approved**
1.0	**11/25/98**	**First Draft/Shell with initial group input**	**11/25/98**	
2.0	**12/2/98**	**Second Draft-with group input**	**12/2/98**	
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22.0	**Nov 18/22**	**Change Club Governance and Management Structure**		
23.0	**Nov 28/23**	**Updates to Article 8, 9, 12**	**Nov 28/23**	**Nov 28/23**
24.0	**Jan 11/24**	**As passed at AGM**	**Jan 11/24**	**Jan 11/24**
25.0	**Nov 2024**	**Refinement to Executive Committee structure & roles and ONCA alignment**	**Nov 2024**	**Nov 29/24**
26.0	**Nov 2025**	**Reduce to one Vice-President role and changes to the By-laws**	**Nov 2025**	**Dec 2025**

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 Mission

Unionville-Milliken Soccer Club is committed to fostering community values while promoting a healthy lifestyle as it continues to provide all of its member athletes and volunteers the environment to realize their highest character and potential.

Article 4. Boundaries

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

Article 5. Affiliations

The Club shall be a Member in good standing of Ontario Soccer and shall follow the published rules of Ontario Soccer. As such, the Club is subject to the published rules in declining order of authority of the following bodies:

1. The Fédération Internationale de Football Association (FIFA)
2. Canadian Soccer Association (CSA)
3. Ontario Soccer
4. York Region Soccer Association (YRSA) or any successor District Association

Article 6. Definitions

The Board of Directors (Board)

The Board of Directors of the Club comprises Club Leadership who will define strategy and direction of the Club and will act in the best interest of the Club.

The Executive Committee

The Executive Committee will oversee programs and operations of the Club with financial management accountability to the Board within the board approved business plan.

Standing Committees

The Standing Committees of self-management functions serve in an advisory capacity to the Board assisting the Board in carrying out its planning and oversight.

Operations Management

Operations Management of the Club encompasses administrative and technical roles led by operations and administrative managers, and technical directors respectively.

Team Official

Team Officials are coaches, assistant coaches, managers or trainers that are on an Ontario Soccer sanctioned Team Roster.

In Good Standing

A member as defined in Article 7, who is in good standing has fully paid the membership dues for the current season/year and has agreed to abide by the Constitution, By-laws, and Published Rules of the Club.

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 7. Membership

Membership shall be set annually and approved by the Board and may contain the following:

- A registered player

- A registered Club coach
- A registered Team Official
- A registered Club administrator
- A parent or guardian of a registered player under the age of 18 as at December 31st of the current year
- Elected Board of Directors and positions appointed by the Board or Executive.

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.

A player shall become a regular Member when approved by the Club's Registrar.

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 Ontario Soccer to teach, instruct, train and guide players to play the game of soccer.

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 Ontario Soccer 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.

Honorary Member
The Board 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.

Honorary Life Member
The Board may designate an individual as an Honorary Life Member. An Honorary Life Member is afforded all rights of Membership, including the right to attend, speak and vote at Members' meetings.

Fees
Membership fees shall be set annually by the Board of Directors.

Discipline of Member
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 Ontario Soccer's published rules. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated. Player, team and team official discipline for game infractions is governed in accordance with the procedures published by Ontario Soccer.

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 by the Board at which hearing the Member is entitled to attend.

Unless the Board or 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 soccer related activities until the matter is resolved.

Termination of Membership

Membership in the Club shall be deemed to have been terminated:
1. If the Member submits a signed letter of resignation to the Club
2. If the Member is expelled by the Club's Board of Directors
3. If the Member is no longer registered with the Club.

Annual General Meeting

The membership shall meet at least once a year at its Annual General Meeting (AGM). When necessary, a Special General Meeting (SGM) of the Membership shall be held. The Membership is responsible for the structure of the Club, the Constitution, electing the Board of Directors, direction of the Club and ratifying the business conducted by the Board.

All members in good standing shall have voting privileges at the AGM and SGM, with the following exceptions:

- Registered players under the age of 18 as at December 31st 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;
- Registered adult players (over the age of 21 as at December 31st of the current year) who are not members of a team in a sanctioned league representing the Club, or without a registered child, or not acting as guardian of a registered child.

Special General Meeting (SGM)

Members Calling a Members' Meeting

The Board of Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting. The Special General Meeting is to be held within 21 days after receiving the requisition. A minimum of fourteen (14) days public notice is required for Special General Meetings (SGM). If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

Board Calling an SGM

The Board may at any time call a special Meeting of Members for the transaction of any business which may properly be brought before the Members upon 51 per cent of Board members votes.

Article 8. Governance Structure

The Club shall be governed by a Board of Directors that shall consist of at least 6 individuals, or such number not to be less than 6, to a maximum of 12 as may be amended from time to time in accordance with the Club's By-Laws. These individuals shall hold the positions of:

- President
- Vice-President
- Treasurer
- Secretary
- Directors

The elected Board of Directors shall be supported by Standing Committees and an appointed Executive Committee that shall provide oversight of the business of the Club.

The Board of Directors shall in addition, have roles as Heads of Standing Committees. Standing Committees shall serve in an advisory capacity to the Board, assist in carrying out its planning, oversight and internal self-management functions:

- Finance Committee
- Risk &Audit Committee
- Strategic Planning Committee
- Governance & Nomination Committee

1. All Board of Directors members shall be elected at the AGM.
2. Proxy votes will be not 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 of Directors or Executive Committee and
   - have 2 or more completed terms of previous UMSC Board or Executive Committee experience or equivalent proven soccer Board experience.

   To be eligible for the Vice-President position, a candidate must:
   - have previous UMSC Board or Executive Committee experience.

   To be eligible for any of the Board or Executive Committee positions, a candidate must:
   - have at least 1 year of previous UMSC club involvement experience
   - participate as a volunteer for at least 1 year in a Board sanctioned soccer program.
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 and Executive Committee.
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, by the Nomination Committee Chair, in writing ten (10) days prior to the Annual General Meeting.

Board of Directors

These positions are elected by the membership, with full voting privileges. The Board of Directors has a mandate to define strategy and direction, lead as head of Standing Committees, subject to an executive limitations policy as outlined in the Club's By-Laws.

- President
- Secretary
- Treasurer
- Vice-President
- Director 1-8

Qualifications for Directors

Each Director shall at the time of such individual's election as a Director and throughout the Director's term of office:

(a) Pass the UMSC screening related to individuals who volunteer as per Operating Policies.
(b) Complete the 'Respect In Workplace' education module as per Operating Policies.
(c) Not be a paid employee, consultant, contractor, match official, or member of a judicial body of any of the York Region Soccer Association, Ontario Soccer or Canada Soccer.
(d) Not be a Member of the Board, director or officer of any league or club affiliated with either the York Region Soccer Association, Ontario Soccer or Canada Soccer.

Executive Committee

These positions are appointed by the Board to manage and oversee club program operations and to address program issues at the operational level. The Executive Committee has a mandate to implement strategy and direction, program and operations oversight and shall be responsible for the day-to-day financial affairs. They shall report to the Board of Directors and may participate in Standing Committees.

- Executive Committee Members 1-3

NB: At the discretion of the Board of Directors and upon the recommendation of the Executive Committee, any EC member or other person may be an appointed volunteer or paid position. If the position is a paid position, the person shall be appointed through a competition and approved by the Board. As a paid employee, this position would have no Board privileges. The role of an Executive Director may be defined as the paid position in lieu of an Executive Committee.

Operations Management

These positions may be appointed volunteer or paid roles. Their mandate is to manage the execution of the day-to-day functions for the Club and shall manage the Technical and Administrative operations in accordance with the By-Laws of The Club and uphold the Ontario Soccer and Canada Soccer standards for Soccer delivery. There shall be a minimum of one person in

each of these specific roles. They shall report to the Executive Committee and may participate in Standing Committees.

1. Head Coach/Technical Director(s)
2. Operations Manager

Elections

1. The Directors shall be elected by the Members at each annual Meeting of Members at which an election of directors is required.

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

   a. President
   b. Secretary
   c. Director 1
   d. Director 3
   e. Director 5
   f. Director 7

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

   ~~a.~~ Vice-President
   b. Treasurer
   c. Director 2
   d. Director 4
   e. Director 6
   f. Director 8

2. In addition to the positions indicated in the section above, an election shall be held for every vacancy for which a candidate or candidates have been put forward by the Nomination & Governance Committee.

3. A candidate shall be declared elected as a Director when the candidate receives a majority of votes cast. If no candidate is declared elected, the candidate receiving the lowest number of votes and any candidate(s) receiving less than ten (10%) percent of the total vote shall be removed from the ballot and the vote repeated until such time as a candidate is elected. If there is only one (1) candidate nominated for a particular position on the Board, that candidate must receive a majority of votes cast to be elected. If majority is not received, the position remains open and viewed as a vacancy.

Appointments

The Governance & Nomination Standing Committee shall oversee the nomination process for the Executive Committee members. They shall have responsibility to make recommendations to the board through a slate of selected candidates. The following positions shall be appointed for a two-year term at the first (1st) Board meeting following the Annual General Meeting.

In **odd** numbered years:

1. EC member 1
2. EC member 3

In **even** numbered years:

1. EC member 2

Vacancies

The office of an elected member of the Board or appointed Executive Committee shall be vacant:

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

Should any vacancy occur in the Board or Executive Committee, the Board 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.

Removal of Board of Director

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

1. The Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
    - If she/he becomes incapable of performing the business of the Club
    - If she/he is absent from two or more meetings of the Board without satisfactory reason
    - If she/he no longer resides in reasonable proximity to the Club
    - If she/he becomes, or is discovered to be, an undischarged Bankrupt; or
2. The Director has compromised the integrity of the Club due to, but not limited to the following reason:
    - If she/he has been found guilty of an offence under the Harassment Policy of Ontario Soccer.

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 and Executive Committee, 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 9. Accountability of the Board of Directors

1. 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 and By-Laws of the Club.
2. 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 and By-Laws.
3. 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 Club's published rules.
4. Each elected member of the Board or appointed Executive Committee of the Club shall sign a rights and responsibilities document, which clearly states their job description, protocol, and procedures to be followed during their term of office.
5. The Board shall meet as often as necessary, but not less than once a every two (2) months, to carry out the business of the Club. The Executive Committee shall meet as often as necessary, but not less than once a month. Special meetings of the Board shall be called by the President upon receipt by the Secretary of written notice signed by at least 4 members of the Board. Reasonable notice of at least one week shall be given.
6. The elected Members of the Board of Directors or appointed Executive Committee and Standing Committees or other 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.
7. After the Annual General Meeting, but not later than two weeks following this meeting, a joint meeting of the retiring Board Members and the new Board Members will be held to provide continuity and ensure proper business management through a transition plan. 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.
8. Any elected member of the Board of Directors or appointed Executive Committee, who is found to be in breach of the rules, regulations, or code of ethics according to OS, YRSA or UMSC may be asked to resign effective immediately.
9. 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.

10. The Members of the Board of Directors and appointed Executive Committee shall receive no financial remuneration for acting as such.

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 67 percent (2/3) majority 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, Ontario Soccer, Canada Soccer, FIFA) have been exhausted should the civil justice system be utilized.

Article 10. Duties of the Directors

1. President

Except:

- as provided for in the Dispute Resolution Policy of Ontario Soccer, and
- where the President delegates the responsibility to another person,

the President shall:

- attend all general meetings of the Club and of the Board of Directors;
- be ex officio a member of all committees, except any nominations committee;
- appoint all chairs of standing and special committees subject to ratification by the Board;
- coordinate all duties of the Board, committees, staff; and
- shall be the spokesperson for the Club.

2. Vice-President

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

3. Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Club; shall report to the Board at least once per quarter; and shall submit an Annual Report to the Annual General Meeting.

4. Secretary
The Secretary shall be responsible for recording meeting minutes and maintaining official records, ensuring legal compliance and governance standards are met, and coordinating communication among board members and stakeholders.

Article 11. Club Records

Any written information or records held by Board or Executive Committee 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 a Board member, signed by 10 (ten) members. The request must be acted upon within 15 (fifteen) working days.

Article 12. Meetings/Rules of Order

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 Rules and Regulations of the Club.

1. The Annual General Meeting (AGM) shall take place no later than three (3) months following the Fiscal Year End. The purpose of the meeting is to review the activities of the past fiscal year, consider the amendments to the Constitution and elect members to the Board.
2. 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) days public notice for Special General Meetings (SGM).

Article 13. Finance

The financial statements of the Club shall be

- presented annually
- based on the year end of the Club
- presented to the members at the Annual General Meeting
- audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant.
- The fiscal year of the Club shall end on September 30th of each year, unless otherwise ordered by the Board of Directors.

Auditor

1. At each Annual General Meeting, the Members will appoint an auditor to audit the books, accounts and records of the Club who will report to the Members at the next Annual General Meeting.
2. The members may, by special resolution passed by at least two thirds of the votes cast at a general meeting of which proper notice has been provided, remove any auditor before the expiration of the auditor's term of office.
3. The auditor will not be a director, officer or employee of the Club or any affiliated Club or who is a partner, employer or employee of any such director, officer or employee.
4. The auditor will report to the members at the annual general meeting the auditor's financial statement which presents fairly the financial position of the Club and the results of its operations for the period under review in accordance with generally accepted account principles.
5. The auditor's report will be open for inspection by any member of the Club by request at the club office.

Article 14. Changes to the Constitution

1. Changes to the Constitution can only be made at an AGM or a SGM 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, or received by email by 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 By-laws.
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 Board will provide final interpretation of the Constitution.

Article 15. Changes to the By-Laws

1. Proposed changes to the By-Laws can be initiated in the following manner:
    a. In writing, dated, signed by the proposing Member, delivered or transmitted by facsimile, or received by email to the Secretary at least 7 (seven) calendar days prior to a Board meeting.

   b. Any proposed amendment to the by-laws submitted by a general member (not on the Board of Directors) must be supported by 5% of the voting membership before being presented to the board or scheduled for a vote.
   c. By a majority vote of the Board as required to facilitate the day to day operations of the Club.
2. Proposed or enacted changes to the By-laws must be ratified by a majority vote of the valid votes cast by the members voting at the AGM or SGM.
3. Proposed changes to the By-laws, received by the Secretary later than seven (7) days prior to the AGM or SGM, shall not be considered.
4. Changes to By-laws are subject to the by-laws of the governing bodies, i.e. Soccer Ontario and the Y.R.S.A.
5. The Board will provide final interpretation of the By-laws.

Article 16. Club Policies and Published Rules

1. The Club shall establish and maintain Policies, Rules, and Regulations to ensure operational clarity, uphold principles of good governance, comply with applicable regulations, and promote safety, inclusivity, transparency, accountability, continuity, and alignment with the Club's core values.
2. The Board can formally delegate limited policy-making authority to a special committee consistent with this Constitution and By-laws and also consistent with the Rules and Regulations of higher governing organizations. Such policies may be operational, procedural or internal but not strategic or financial.
3. A special committee, as authorized by the Board, may recommend new or amended Policies or Rules and Regulations. Upon submission by the committee, via a written report, email or inclusion in meeting minutes, the Board may approve the recommended policy by consensus, endorsement or written acknowledgement as defined by the authority delegated. Formal vote at a meeting is not required if authority is consistent with the By-laws.
4. All Policies or Rules and Regulations approved under this Article shall be documented and published by the Board and shall carry the same force as if adopted by formal vote, provided they are consistent with the Constitution and By-Laws.
5. The Board retains the right to review, amend, or revoke any policy if needed.

Article 17. Dispute Resolution

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

Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to Ontario Soccer, with a copy to the Club and District Association, the nature and facts of the dispute. Ontario Soccer, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.

The Dispute Resolution process shall not be used for game discipline which follows the normal discipline and appeals process.

The Club shall make available to any Member the Dispute Resolution process when requested.

Article 18. Harassment

The Club shall adhere to the Harassment Policy as published and approved by Ontario Soccer from time to time.

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

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

Article 19. 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 Ontario Soccer'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, reappointment 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 20. Dissolution

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 or athletic community organizations, which operate solely in Ontario.