



Maple Leaf - Cavan FC
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CONSTITUTION and BYLAWS

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Article 1: NAME

The name of this Club shall be Maple Leaf – Cavan FC (MLCFC), hereinafter referred to as the Club. The headquarters of the Club shall be located within the District Boundaries of the East Central Ontario Soccer Association, hereinafter referred to as the District Association. The Club includes a house league division called Maple Leaf Soccer and a rep division called Cavan FC with both a player development (U9-U12) and competitive (U13 and above) focus.

Article 2: MISSION AND MANDATE

The Club's Mission Statement:

Maple Leaf – Cavan FC is a not-for-profit, volunteer-based organization that is passionate about providing a fair, fun and safe environment which promotes healthy, active lifestyles and builds strong community bonds to the Cavan-Monaghan and surrounding area residents from youth to adults through the game of soccer.

Our mission is 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.

The Club's Mandate:

The Club will achieve its mission by providing the opportunity for players of all ages to play regardless of skill level and/or financial ability. To hold year-end celebrations which highlight team successes and celebrate volunteers. To encourage fair play through the use of parent/player and coach's creeds.

Article 3: AFFILIATIONS

The Club shall be a Member of the East Central Ontario Soccer Association (ECOSA) and shall follow the published rules of the District Association and Ontario Soccer, hereinafter referred to as OS. The Club is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

1. Ontario Soccer
2. The District
3. The Club

Article 4: MEMBERSHIP

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

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Regular Member

A regular Member is either: a registered Club head coach, or a registered Club administrator.

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.

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 as the head coach 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 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.

Honorary Member

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.

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 Members' meetings, but is not entitled to vote.

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 of the Club.

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 OS'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 the OSA.

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 of Directors of the Club at which hearing the Member is entitled to attend.

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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

Article 5: BOARD OF DIRECTORS

The Club shall be governed by a Board of Directors which shall consist of a maximum of 25 individuals, or such number not to be less than 3, as may be amended from time to time in accordance with the Club's By-Laws.

A Director may hold more than one position.

A Director shall be 18 years of age or older, shall not be an un-discharged bankrupt and shall be a Regular Member of the Club.

A Director shall serve for a term of two years or until his or her successor is elected or appointed. Positions are elected in even or odd year as indicated below. Note: Regardless of when the election meeting is held the odd/even year is in relation to the upcoming playing season.

These individuals shall hold the positions of:

Executive Directors

- President (even year)
- Vice President (odd year)
- Secretary (odd year)
- Treasurer (even year)
- Club Administrator (odd year)
- Game Scheduler (even year)
- Webmaster (odd year)
- HL – Director of Operations (odd year)
- Rep – Director of Operations (even year)
- Director of Community Relations (even year)
- Director at Large (one year term)
- HL - Director at Large (one year term)

Rep Directors

- Rep – Registrar (even year)
- Rep - Director of Equipment (odd year)
- Rep - Director of Coaching (odd year)

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- Rep - Year End Coordinator (even year)
- Rep - Director at Large (one year term)

Director Vacancy

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

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

Removal of Director

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

1. The Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - a. If she/he becomes incapable of performing the business of the Club
 - b. If she/he is absent from two or more meetings of the Board without satisfactory reason
 - c. If she/he no longer resides in reasonable proximity to the Club
 - d. If she/he becomes, or is discovered to be, an un-discharged bankrupt;
2. The Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
 - a. If she/he has been found guilty of an offense under the Harassment Policy of OS
 - b. If she/he has been found guilty of an offence involving violence under the Discipline Policy of OS
 - c. If she/he has failed to properly account for monies or other property belonging to the Club
 - d. If she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club.

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.

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

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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.

Conflict of Interest and Standards of Conduct

The Directors shall be subject to the ***Conflict of Interest Policy 21.0*** in the OS's published rules.

Duties of Board of Directors

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.

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 outline in the Club's published rules.

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.

Duties of Directors

President

Except:

1. As provided for in the Dispute Resolution Policy of OS, and
2. Where the President delegates the responsibility to another person,

The President shall preside at all general meetings and executive meetings of the Club and any Board meetings where all Directors are invited to attend (Executive, House League and Rep).

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

The President shall be responsible for ensuring the constitution is followed and that the roles identified by the constitution are filled where possible.

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.

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Secretary

The Secretary shall maintain a record of all minutes of the organization; maintain copies of all committee reports; notify officers and committee Members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in the Club's published rules; maintain record books in which bylaws, published rules and minutes are entered and have the current record books available at each meeting; send to the Membership a notice of each general meeting; send to the Board of Directors notice of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business, and; in the absence of the President and Vice-President, preside until the immediate election or appointment of a new presiding officer.

Treasurer

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

Club Administrator

The Club Administrator shall be the liaison between the Club and the District.

Game Scheduler

The Game Scheduler shall ensure that schedules are produced for all house league and rep games including times and field locations. The Game Scheduler shall ensure effective communication between field owners and the Club.

Web Master

The Web Master shall ensure that the Club websites are kept up-to-date.

Director of Community Relations

The Director of Community Relations ensures that the Club is represented in the local and social media on a regular basis. They shall also coordinate press releases, develop a public profile of the Club, maintain social media presence and promote team communications within the Club.

HL – Director of Operations

The HL Director of Operations shall be the spokesperson for house league specific business of the Club, chair house league specific board meetings and oversee house league operations. This Director shall also lead recruiting and assigning of duties to the ad hoc House League committee.

Rep – Director of Operations

The Rep Director of Operations shall be the spokesperson for Rep specific business of the Club, chair Rep specific board meetings and oversee Rep operations / communications.

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Rep – Registrar

The Rep Registrar shall be responsible for ensuring players are registered to teams in the OS system and shall produce team rosters and ensure player books are created/validated.

Rep - Director of Equipment

The Rep Director of Equipment shall ensure all rep teams have the necessary equipment for the season and coordinate bulk ordering.

Rep - Director of Coaching

The Rep Director of Coaching shall ensure every team has a coach and that coaches have a current police check (required every 2 years) and appropriate coaching levels. He/she shall hold an initial coach's meeting to review the coach's code of conduct and Cavan FC expectations of a coach. They shall also coordinate coaching interviews as required for new coaches and ensure player assessments are coordinated as per the Cavan FC Bylaws. This Director shall coordinate coach development and support.

Rep - Year End Coordinator

The Rep Year End Coordinator shall coordinate year end awards/celebrations for the Rep league teams ensuring that each team follows a similar presentation format.

Other Director Positions

The duties of other Directors shall be determined by the Board of Directors.

Nominations and Elections

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.

Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution.

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.

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

General Meetings:

An official notice of each meeting shall be given to all Members at least 14 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine. Such notification shall be by email and website announcement and any other method determined by the Members.

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Fifty percent of Executive Directors shall form quorum at all general meetings of the Club. Any decision shall be decided by a simple majority of the votes cast by eligible voters in attendance unless otherwise required by the By-Law or other law.

Annual General Meeting:

The Club shall hold its Annual General Meeting not later than January 31 of the following year. The agenda of the Annual General Meeting shall include:

1. Roll Call
2. Minutes of previous Annual General Meeting
3. President's Address
4. Directors' Reports
5. Treasurer's Report
6. Auditor's Report
7. Appointment of Auditors
8. Other Reports
9. Unfinished Business
10. Amendments to the By-Laws
11. Election of Officers and Directors
12. Any Other Business
13. Adjournment

Special General Meeting:

A Special General Meeting of the Club:

- a. May be called by the Board of Directors, or
- b. Shall be called by the Board of Directors upon receipt of a written request submitted to the Club by registered mail, certified mail, trace mail, courier service, hand delivery, fax or email, signed by not less than 25 Members or 25% or 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 30 days of receipt of the written request from the Members.
- c. Only the business set out in the notice of the Special General Meeting shall be considered.

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Voting at General Meeting:

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

Every regular Member under the age of 16 shall have the right to attend and speak at Members' meetings, but any vote must be cast by a parent or guardian who shall also have the right to attend and speak on behalf of that Member at Members' meetings.

Proxy Voting at General Meeting:

Every regular Member, or parent or guardian of a regular Member under the age of 16, 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.

An individual may only hold one proxy.

The format for the proxy, and the issue, or issues, for which the proxy may be cast are as defined in the Rules and Regulations.

Proxy voting via email will only be accepted from an email registered with the club.

Board of Directors Meetings:

All Directors must attend the AGM.

In addition to the AGM, the Board of Directors shall meet at least 1 time per year upon 7 days notice given by the President and Secretary, at such place and time as Directors may determine.

The Executive Directors shall meet as required, upon 7 days notice given by the President and Secretary, at such place and time as the Executive Directors may determine.

The House League (HL) Directors shall meet at least 2 times per year, upon 14 days notice given by the HL Director of Operations and Secretary, at such place and time as the HL Directors may determine.

The Rep Directors shall meet at least 2 times per year or as needed, upon 14 days notice given by the Rep Director of Operations and Secretary, at such place and time as the Rep Directors may determine.

A simple majority of the members of a Division meeting (i.e. HL, Rep, Executive or all) shall form a quorum. The Chair of the meeting abstains from voting except in the event of a tie. Each Director is entitled to cast one vote.

Article 7: COMMITTEES

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

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Article 8: PROCEDURES GOVERNING MEETINGS

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 By-Law or other Rules and Regulations of the Club.

Article 9: BY-LAWS AND AMENDMENTS

1. By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the Club in writing at least 21 days prior to a general meeting of the Club (including agenda).
2. All Members entitled to vote shall be notified with the Club's notice of the said Member's meeting about By-Law amendments.
 - a. Such notification shall be by email, website announcement and any other method determined by the Members.

Article 10: RULES AND REGULATIONS

The Club shall have Rules and Regulations which shall include, but is not limited to, the following:

- a. Discipline of a Member: summary of charges regarding misconduct
- b. Discipline of a Member: procedures for discipline hearing
- c. Duties of Board of Directors: authority granted to Board regarding the business being conducted
- d. Duties of Board of Directors: selection process and appointment process for the appointment and renewal of appointments to the Leagues' paid and volunteer positions
- e. Duties of Board of Directors: process for revoking appointments
- f. Voting at General Meeting: format for the proxy, and the issue, or issues, for which the proxy may be cast

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

Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at a General Meeting.

Article 11: INDEMNITY

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

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against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective willful neglect or default.

Article 12: FINANCE

In accordance with the policies and procedures of Ontario Soccer, the accounts of the Club shall be:

- a. Audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant if the Club's annual gross revenue is greater than or equal to \$150,000 or the Club has greater than or equal to 1000 registered players, or;
- b. Reviewed by Public Accountant, Certified General Accountant or a Certified Management Accountant through a Financial Review Engagement, as defined by CICA, if the Club's annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or the Club has less than 1000 but greater than or equal to 500 registered players, or;
- c. Signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or a Certified Management Accountant if the Club's annual gross revenue is less than \$100,000 but greater than or equal to \$10,000.00.

The accounts of the Club shall be presented to the Annual General Meeting for adoption.

At each Annual General Meeting, an auditor will be appointed to audit or conduct a review engagement of the books, accounts and records of the Club. The auditor will hold office until the next Annual Meeting. The auditor must be permitted to conduct an audit or review engagement of the Corporation under the Public Accounting Act, 2004, as amended.

The fiscal year of the Club shall be October 1st to September 30th of each year, unless otherwise ordered by the Board of Directors.

Article 13: 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 to writing to OS, 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 is not to 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.

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Article 14: HARASSMENT

The Club shall adhere to the Harassment Policy as published and approved by OS 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 15: APPEALS

- a. 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.
- b. A decision of the Club may be appealed to the District Association with which the Club is affiliated. The appeal shall be conducted in accordance with OS's and District Association's published rules.
- c. 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.
- d. An individual shall not appeal a decision made by the Club regarding a player's team assignment.

Article 16: GENDER EQUALITY

The club shall conform to the OS policy on Gender Equality as published and amended from time to time.

Article 17: ACCESSIBILITY FOR ONTARIANS WITH DISABILITIES ACT

The Club shall conform to the OS policy on Accessibility for Ontarians with Disabilities Act (AODA) as published and amended from time to time.

Article 18: DISSOLUTION

In the event that the Club is dissolved, and after payment of all debts and liabilities, all assets of the Club shall be presented to Township of Cavan Monaghan to be held in trust by the Township until a new viable soccer club is formed.