



Kemptville District Soccer Club

Constitution

Date Of Amendment	Date Of AGM	Person Amending
Original	September 1998	
November 18, 2000	September 20, 2000	RM Hone
October 1, 2004	September 18, 2004	Kelli Cumming
October 7, 2006	September 12, 2006	Colin Moden
October 15, 2008	September 30, 2008	Antonella Audet
October 31, 2009	October 13, 2009	David Avery
October 2, 2010	November 1, 2010	Lou Judge
August 26, 2012	September 18, 2012	Mark Leyden
September 11, 2018	October 16, 2018	Michael Sutherland, Lou Judge

A1. NAME:

The name of the organization shall be the Kemptville District Soccer Club (KDSC) hereafter referred to as the Club. The Club shall be located within the district boundaries of the Eastern Ontario District Soccer Association hereafter referred to as the District Association.

A2. OBJECTS

- To organize, promote and develop amateur soccer for players of all ages and capabilities within the district.
- To ensure that each team management appointed provides the opportunity for each member of that team to improve their skills and knowledge of soccer while emphasizing good sportsmanship and citizenship.

- To promote the mutual interest of the members and encourage a cordial and co-operative attitude among members of this corporation and toward other similar organizations.
- To promote the good welfare of its members, individually and collectively, to consider, advise upon and make representations with respect to and generally to deal with all matters pertaining to the welfare and interests of its members.

A3. NOT- FOR -PROFIT ORGANIZATION

The Club is a not-for-profit organization, which shall not make any distributions of assets or payments of profits to its members, and all benefits and revenues will be used by the Club to promote its objectives.

A4. HEAD OFFICE:

The Club Head Office shall be located within the boundaries of the Club.

A5. MISSION:

The Kemptville District Soccer Club promotes the game of soccer in North Grenville and the surrounding area. The club provides a positive atmosphere based on family, fun, sportsmanship, commitment and respect.

A6. PURPOSE:

- a) To provide a stable organizational structure to ensure the ongoing viability of the Club and its house league and competitive operations remain priority number one;
- b) To make, adopt and publish rules, guidelines and by-laws for the control of games and to take such steps as shall be deemed necessary or advisable for enforcing them in leagues under Club control;
- c) To seek the co-operation of, and to co-operate with the Municipality of North Grenville and appropriate Boards of Education, wherever and whenever possible in the fostering of soccer in the Kemptville area;
- d) To implement codes of fair play for parents, coaches, and administrators;
- e) To recognize the coach as the primary teacher and role model for the player, and to provide opportunities for the continuous development of their coaching skills; and
- f) To ensure the members have the opportunity to play at a level commensurate with their ability;

The club's purpose ensures the progression of purpose is Club, Team and individual.

A7. AFFILIATION

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 OSA unless a Request to Deviate has been submitted and approved by the OSA. The Club is subject to the Published Rules in declining order of authority of the following bodies:

- The OSA
- The Eastern Ontario District Soccer Association
- The Club

A8. ORGANIZATION

8.1 MEMBERSHIP

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

8.1.1 Regular Member

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. an elected member.

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 the Club's Registrar approves his/her registration.

A coach shall become a regular Member upon acceptance by the directors of the Club of his/her submission of application, and/or interview and offer of coaching position. A coach is an individual who is registered with The OSA to teach, instruct, train and guide players to play the game of soccer.

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.

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.)

A person who allows his/her name to stand for election as a director of the Club and is not a member, but is so elected, or who accepts an appointment as director to fill any vacancy is a member, and for the purposes hereof is called an elected member.

8.1.2 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 entitled to vote.

8.1.3 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 entitled to vote.

A9. FEES

Membership fees for Regular Members shall be set annually by the Board of Directors and any increase less than or equal to 10% or \$20, whichever is less, may be set by the Board of Directors without requiring specific approval of the Membership, and any fee increases over this amount must be approved by the Membership at the Annual General Meeting of the Club, or at a Special General Meeting called for that specific item.

A10. 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 OSA'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.

A11. TERMINATION OF MEMBERSHIP

Membership in the Club shall be deemed to have been terminated:

- if the Member submits a signed letter of resignation to the Club;
- if the Member is expelled by the Club's Board of Directors
- if the Member is no longer registered with the Club

SECTION B - MANAGEMENT

B1. BOARD OF DIRECTORS

The Club shall be governed by a Board of Directors which shall consist of at least three (3) but not more than eleven (11) individuals, 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

Director of Registration

Director of Equipment

Director House League

Director Competitive Operations

Director Development

Director at Large - Competitive Equipment

Director at Large

**Note the Past President will be encouraged to sit on the Board of Directors, in a non-voting advisory role, for a period of one year.*

**Note a one month transition period where exiting Directors attend the first meeting of the new board but do not have voting privileges is encouraged.*

a) The Officers

For financial purposes the Officers of the Club shall be the President, Vice President and Treasurer and are subject to the Conflict of Interest Policy in the OSA's Published Rules.

b) The Directors

The Directors shall be subject to the Conflict of Interest Policy in the OSA's Published Rules.

c) Remuneration

The Officers and Directors shall not receive any remuneration for acting as such.

The Officers and Directors shall be entitled to receive compensation for any expenses incurred by them specifically for Club business upon approval of such at a meeting of the Board of Directors and proof of such expenses.

d) Restrictions

No Director of an Active or Associate Soccer Club/Association/League or paid Employee of the Club shall be a Member of the Board of Directors.

A Director may hold more than one position.

A Director shall be 18 years of age or older, shall not be an undischarged 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.

After an initial Board of Directors has been appointed, the positions of President, Treasurer, Director of Equipment and two (2) Directors shall be elected in even numbered years while the positions of Vice-President, Secretary, Director of Registration and three (3) Directors will be elected in odd numbered years.

The creation of Club positions for which a salary will be paid shall receive prior approval from the general membership either at an AGM or a special AGM called for that purpose and approved in accordance with the voting rules established for the AGM.

B2. DIRECTOR VACANCY

A Director has the right to resign her or his position by submitting a signed letter of resignation to the Board of Directors. 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) until the next Annual General Meeting.

B3. REMOVAL OF DIRECTOR

No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if: 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 of Directors 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 The Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
 - if she/he has been found guilty of an offence under the Harassment Policy of The OSA;
 - if she/he has been found guilty of an offence involving violence under the Discipline Policy of The OSA;
- if she/he has failed to properly account for monies or other property belonging to the Club;
- 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 the Board of Directors removes a Director, the Board of Directors may appoint a successor to the position(s) for the remainder of the term(s) being filled.

B4. 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 Club Head Coach and Club 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.

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.

In general all Directors are responsible for:

- attending and participating at Board meetings;
- providing input to the Club budget and managing the budget for their position;
- providing monthly updates on their activities to the Board; and
- preparing and presenting an Annual Report at the AGM.

SECTION C – DUTIES OF DIRECTORS

C1. PRESIDENT

Constitutional Responsibilities:

- Prepare the proposed agenda and preside at all Board of Directors meetings;
- Sit as ex-officio member of all Club committees, except for a nominations committee;
- At all meetings, votes only in the case of a tie;
- Appoint all chairs of standing and special committees subject to ratification by the Board of Directors;
- Club Head Coach reports to this position;
- Coordinate all duties of the Board of Directors, committees, staff and office procedures;
- Acts as spokesperson for the Club.

Administrative Responsibilities:

- Prepare the proposed agenda and preside at all Board of Directors meetings;
- At Board of Directors meetings votes only in the case of a tie;
- Sits as an ex-officio member of all Club Committees. The President shall cast the deciding vote in the event of a tie at any committee meeting at which he/she is attending;
- Oversees all administrative personnel, consulting staff and office procedures.

C2. VICE PRESIDENT

Constitutional Responsibilities:

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

Administrative Responsibilities:

- Coordinates the activities of administrative personnel, consulting staff and office procedures;
- Review the Club Bylaws prior to the AGM to ensure that all proposed amendments to the Bylaws are posted on the Club website at least 14 days prior the AGM;
- Ensure the maintenance of a current version of the Bylaws and all official documents and correspondence of the Club;
- Coordinate new director orientation - generate folders for new board members with President, including contact information, event calendar, policy forms, board member job description, and whatever else that would be considered valuable to a board member's experience;
- Prepare for executive board transitions with President, including goals, agenda, job descriptions, ideas for new executive, and calendars for the upcoming year;
- Attend team organization meetings as required;
- Represent organization at official functions, as needed;
- Coordinate organization elections;
- Coordinate and oversee all Club activities;
- Maintain and propose policies, procedures and standards;
- Take on projects, assignments and attend events for KDSC to aid in achieving the Club's overall goals; and
- Head Referee, Office Administrator and Registrar report to this position.

C3. CLUB EXECUTIVE SECRETARY

Constitutional Responsibilities:

The Secretary shall:

- Take and maintain a record of all minutes of the Club;
- Maintain copies of all committee reports;
- Notify officers and committee members of their election or appointment;

- 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;
- Arrange to publish notice of general meetings;
- Send to the Board of Directors notices 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.

C4. TREASURER

Constitutional Responsibilities:

The Treasurer shall:

- Ensure that full and accurate records are kept of the accounts of the Club; and
- Report to the Board of Directors at least once per quarter; and
- Shall submit an Annual Report to the Annual General Meeting.

Administrative Responsibilities:

- Prepare in conjunction with the Board of Directors an annual operating budget for the Club;
- Manage all financial transactions for the Club; and
- Ensure the books are reviewed independently when required.

C5. DIRECTOR OF REGISTRATION

Constitutional Responsibilities:

- Responsible for membership within the Club and the official registration of eligible players and teams to the OSA and District.

Administrative Responsibilities:

- Develop, seek Board of Director approval and implement the annual registration process;
- Plan and coordinate all Registration Events. Including securing dates, times and places;
- Develop and produce registration forms to capture registration data as directed by the Board of Directors;
- Coordinate advertising of registration events. Including production of flyers, publication in local community newsletters etc.;

- Ensure that all necessary paperwork such as waivers and birth certificates are collected and filed;
- Management and entry of registration data into registration database;
- Make registration data available to convenors for use in player evaluation and team selection;
- Be available to field late registrations and general inquiries.

C6. DIRECTOR OF EQUIPMENT

Responsible for management of all Club Equipment

- Maintaining an inventory of all Club equipment, including uniforms (shirts, shorts and socks), balls, ball bags, goal posts, corner posts, cones etc;
- Develop, seek Board of Director approval, post and conduct Request for Tender process for all club equipment;
- Work closely with convenors to ensure that teams have necessary equipment;
- Sourcing and purchasing of replacement equipment as directed by the Board of Directors;
- Ensuring that New Jerseys are screened /printed with necessary numbering and logos;
- Ensuring that balls are inflated / deflated as necessary;
- Ensure that equipment is returned to inventory at the end of each season.

C7. DIRECTOR OF HOUSE LEAGUE OPERATIONS

- Responsible for all House League soccer, U3 to Adult;
- Organizes the registrants into appropriate age divisions;
- Recruits Division Convenors and Coaches;
- Manages the drafting of the House League Players into balanced teams with the assistance of the Division Convenors;
- Manages the House League schedule (as required);
- Identifies House League field requirements to the field scheduler;
- Have prime responsibility within the Club for House League soccer;
- Provide recommendations to the Board of Directors regarding the number of teams to field in each age group, and at which levels;
- Provide recommendations to the Board of Directors regarding equipment requirements, coaching development, and referee development;
- Forward any concerns expressed by house league players, parents or coaches to the Board of Directors; and
- Co-director of annual soccer festival, enlisting the support of the Board of Directors and club volunteers.

C8. DIRECTOR OF COMPETITIVE OPERATIONS

- Acts as a liaison with the KDSC competitive teams, the EODSA, ERS� and other leagues;
- Identifies Competitive field requirements to the field scheduler;

- Is responsible for process and establishment of a coach's selection committee;
- Manages competitive try out times by age category;
- Advises coaches of their accountability to the league;
- Have prime responsibility within the Club for youth competitive soccer;
- In conjunction with the Board of Directors identify the number of teams and level to field in each age group, and at which levels; and
- Provide recommendations to the Board of Directors regarding indoor leagues, technical development programs, equipment requirements, coaching development, and referee development.

C9. DIRECTOR OF DEVELOPMENT

- Acts as a liaison with the KDSC's ERS� Development League teams, the EODSA, ERS� and other leagues;
- Identifies ERS� Development League team field requirements to the field scheduler;
- Is responsible for process and establishment of a coach's selection committee;
- Manages Development assessment times by age category;
- Advises coaches of their accountability to the league;
- Have prime responsibility within the Club for ERS� Development League soccer;
- In conjunction with the Board of Directors identify the number of teams and level to field in each age group, and at which levels; and
- Provide recommendations to the Board of Directors regarding indoor leagues, technical development programs, equipment requirements, coaching development, and referee development.

C10. DIRECTOR AT LARGE - COMPETITIVE EQUIPMENT

The Director at large shall hold no specific portfolio of work or responsibility that continues throughout the year. The Director at Large shall hold executive responsibilities. The Director at Large shall assist other portfolio Directors with their responsibilities as needs are required, if another Director resigns or is removed.

C11. DIRECTOR AT LARGE

The Director at Large shall hold no specific portfolio of work or responsibility. The board as a whole will determine what responsibilities the portfolio will have on an as-needed basis.

C12. EXECUTIVE REPORTS

All Board of Director Portfolios will submit written reports at the end of the season for publication at the Annual General Meeting unless approval is granted by the Board of Directors to not submit said report

C13. 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.

SECTION D- MEETINGS

D1. 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:

- Roll Call
- Credentials Report
- Minutes of Previous Annual General Meeting
- President's Address
- Officers' Reports
- Treasurer's Report
- Auditor's Report
- Appointment of Auditors
- Other Reports
- Unfinished Business
- Amendments to the By-Laws
- Roll Call
- Election of Officers and Directors
- Any Other Business
- Adjournment

Fifteen voting Members or 25% of the voting Membership, whichever is less, shall form a quorum at Annual General Meetings of the Club. Any question shall be decided by a majority of the votes unless otherwise required by this By-Law or other law.

This is moved from General meeting info to ensure there is sound way of determining outcomes

D 2.1 BY-LAWS AND AMENDMENTS

- 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 the Annual General Meeting of the Club or Special General Meeting; and must be approved by a majority vote of the Board of Directors, and by a 2/3's vote of the Membership voting in person or by proxy at said meeting.
- All Members entitled to vote shall be notified with the Club's notice of the said Members' meeting about By- Law amendments.

D 2.2 ELECTION OF DIRECTORS

A neutral chairperson and scrutinizers shall conduct elections. Anyone not running for an executive position can be classified as neutral; if complete outsiders cannot be obtained for this task.

D 2.3 VOTING AT ANNUAL GENERAL MEETINGS:

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

In cases where a parent or guardian is representing more than one member under the age of 16, the parent or guardian will be afforded one vote for all said members, and not a vote for each individual member. It must be noted however that the parent or guardian will be entitled to two votes if they are also regular member of the club. One vote being their member vote and the second vote for the member under the age of 16 they are representing.

D 2.4 PROXY VOTING at GENERAL and ANNUAL GENERAL MEETINGS:

Every regular Member, or parent or guardian of a regular Member under the age of 16, is entitled to vote at a meeting of Members may by means of a proxy. This member, or parent/guardian of a regular member may appoint a person, 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.

Every proxy holder may only hold one single proxy, no member may hold multiple proxies for members. 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.

D3. SPECIAL GENERAL MEETING:

A Special General Meeting of the Club:

- May be called by the Board of Directors, or

- 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 e-mail, 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 30 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.

D4. BOARD OF DIRECTORS MEETINGS:

The Board of Directors shall meet at least 4 times per year, upon seven (7) days notice given by the President and Secretary, at such place and time as the Board of Directors may determine.

A majority of the Members of the Board of Directors shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote. The President has no vote unless there is a tie where his/her vote shall break the tie.

SECTION E - 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.

SECTION F – COMMITTEES

The Membership at any Annual 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.

SECTION G - RULES AND REGULATIONS

The Board of Directors may approve and publish Rules and Regulations, which are not inconsistent with this By-Law or 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.

SECTION H - 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 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.

The Club shall carry yearly Directors insurance.

SECTION I - FINANCE

The accounts of the Club shall:

- Be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$30,000; or be reviewed annually through a Financial Review Engagement completed by a Certified General
- Accountant, Certified Management Accountant or Certified Accountant, if the Annual Gross Revenue is \$30,000 or less; or• with the consent of all its Members, be exempt from any audit or Financial Review Engagement if the Annual Gross Revenue is less than \$10,000.

The audit or the Financial Review Engagement statement shall be presented to the Membership for adoption at the Annual General Meeting of the Club. At an Annual General Meeting the executive will present an Auditor expression of interest for the following year. The majority of the voting Members shall determine which chartered accountant firm that shall be appointed to perform the audit or the Financial Review Engagement for the next fiscal year.

The fiscal year of the Club shall end on October 31 st of each year, unless otherwise ordered by the Board of Directors.

SECTION J - 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 organizations, or any not-for-profit athletic community organizations, which operate solely in Ontario.

SECTION K - DISPUTE RESOLUTION

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

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.

The Dispute Resolution process shall 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.

SECTION L - HARASSMENT

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

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, and 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.

SECTION M - APPEALS

- Any Member or registrant of the Club directly affected by a decision of the Club may appeal such decision. A non-Member may appeal the denial or termination of Membership in the Club.
- 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 The OSA's and District Association's published rules.
- 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.
- An individual shall not appeal a decision made by the Club regarding a player's team assignment.

SECTION N - DEFINITIONS/TERMINOLOGY

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

SECTION O - CONFLICT OF INTEREST AND STANDARDS OF CONDUCT - OSA CONFLICT OF INTEREST POLICY

21.0 CONFLICT OF INTEREST

NOTE: These policies go into effect on January 31, 2006.

1.1 The Ontario Soccer Association (OSA) is committed to providing an environment in which all Directors of the OSA and any of its subordinate governing organizations

act honestly, in good faith, and in the best interests of the game of soccer in the Province of Ontario. The activities of the governing organization, and those of its Directors, shall be conducted in a manner becoming the high ethical standard of business conduct expected of the leaders of Soccer in Ontario.

1.2 Each Director is under an obligation to avoid a conflict of interest, whenever reasonably possible. However, conflicts of interest may arise. In such situations, the Director is required:

1. to declare the conflict of interest, and refrain from voting on the issue in question
2. to absent himself or herself from the meeting at any time there is discussion of the matter giving rise to the conflict
3. to refrain from lobbying or participating in the decision making process.

1.3 Each Director is also required to declare a conflict even when the conflict for the Director arises after the contract or arrangement is made with the other company, firm, or organization in which the Director acquires an interest or significant involvement. In this situation, the Director is to declare his or her conflict at the first meeting of the Directors held after the Director becomes interested in the other company, firm, or organization.

1.4 A Director who has any questions or concerns regarding situations of conflict of interest or potential or possibly perceived situations of conflict of interest should seek and obtain appropriate guidance and counsel from the OSA's Constitution Advisory Group.

1.5 There are basically two situations giving rise to a conflict of interest. One is that of "financial interest" and the other is an "obligation of loyalty".

The circumstance giving rise to a conflict of interest need not be those of the individual Director but may be the interest of a person having close family ties to the Director, or a friend, business associate, or colleague of the Director".

POLICY 2.0 - DEFINITIONS

2.1 A "conflict of interest" is a situation in which a Director of a governing organization has, in relation to any matter coming before that governing organization, a personal interest, sufficient to influence or to appear to influence the objective, and open-minded, loyal exercise of his or her function as a Director.

2.2 A "director" is a person who is elected or appointed to serve on the Board of Directors of a governing organization. This includes an organization's Officers, members of its Executive Committee and Directors.

2.3 A "financial interest" is where a Director may derive a personal profit from any activity of the governing organization of which he or she is a Director.

2.4 An "obligation of loyalty" is where a Director through his or her position, or on account of some other significant involvement, with another corporation or organization has a conflict or apparent conflict with his or her required loyalty to the governing organization of which he or she is a Director. In this latter context, the circumstance of possible conflicts between more than one soccer governing organization is specifically addressed in Policy 3.7.

2.5 A "governing organization", for the purposes of this policy, is a soccer organization including the OSA, any of its member District Associations and any League or Club registered with the OSA.

POLICY 3.0 - STANDARDS OF CONDUCT

3.1 In order to provide some guidance regarding the application of this Conflict of Interest Policy, certain Standards of Conduct are set forth below which are not intended to be exhaustive of all possible situations that may arise, but are intended to assist Directors in the avoidance of and in dealing with conflict of interest situations.

3.2 Consistent with such standards of conduct, conflicts of interest and the appearance of conflicts of interest are to be avoided where possible and acted upon openly and appropriately when encountered.

3.3 A Director shall not derive a personal profit from the activities of the governing organization of which they are a Director and the governing organization shall avoid, wherever reasonably practicable, contracts or arrangements with individuals or organizations that would result in personal profit to persons having close family ties, or those who are friends, business associates or colleagues of the Director.

3.4 A Director shall not exploit his or her position within the governing organization to lever for themselves a personal profit, advantage, or position of prestige. A Director of a governing organization shall not accept any gift in cash or in kind from persons doing or seeking to do business with the governing organization, except as may be of a personal nature and nominal value.

3.6 Information of a confidential nature gained by a Director from his or her involvement with the governing organization shall be kept confidential and used only for the proper purposes of the governing organization.

3.7 A Director shall not allow his or her loyalty to the governing organization to be compromised by his or her relationship to, or involvement in, another organization. However, the appointment of a Director by the governing organization to another organization is not, in itself, considered a conflict of interest.

It is recognized that an individual may be involved with more than one soccer governing organization subject to the published rules of each organization. The fact that a Director owes a duty of loyalty to two or more governing organizations cannot in itself be considered a conflict of interest provided that the Director, when

considering a matter that is before the Board of Directors of one governing organization, keeps an open mind and is left free to exercise, and does exercise, his or her judgment, take a position, or cast a vote, that he or she believes to be in the best interests of that organization.

3.8 In the event a Director has a conflict of interest in relation to a particular issue or matter of discussion, the individual shall:

1. declare the conflict of interest, and refrain from voting on the issue in question
2. absent himself or herself from the meeting at any time there is discussion of the matter giving rise to the conflict
3. refrain from lobbying or participating in the decision making process. It does not matter whether the topic which involves the individual in a conflict situation was formally on the agenda or came up unexpectedly. As soon as the meeting considers a matter or begins to discuss an issue which puts an individual in a circumstance of conflict of interest, he or she must interrupt and say,

"I am declaring my conflict as (here insert your conflicting position or interest) and I am leaving the meeting while this subject is under discussion" or words to that effect."

The Secretary of the meeting shall then record this in the Minutes as follows:

"Ms. A. having disclosed her conflict as a Director of XYZ Organization (or whatever) was absent from the meeting during discussion of (describe topic)." A topic which involves a conflict for a Director may come up in several meetings and at each meeting, the Director shall declare the conflict and absent himself/herself for herself from the meeting during discussion of that topic.

POLICY 4.0 - RESTRICTIONS

4.1 Any individual person elected or appointed as an Executive Committee member of the OSA must relinquish any Director position with any other governing organization within one calendar year of first being elected or appointed to the OSA Executive Committee and shall not accept a Director position with another governing organization while he or she remains an OSA Executive Committee member. In addition, an Executive Committee member of the OSA who is elected to a position on the Executive Committee of The Canadian Soccer Association (CSA) must resign his or her position with the OSA within one calendar year and shall not accept another position on the OSA Executive Committee while he or she remains a member of the CSA Executive Committee. Failure to comply with the above shall constitute sufficient grounds for removal of the Executive Committee member by the OSA Board of Directors.

4.2 Policy 4.1 above is not applicable to an appointment made by the OSA to another soccer organization.

4.3 A District Association, League or Club may enact policies similar to Policies 4.1 and 4.2 restricting the rights of a Director of its organization to serve in a position

with another soccer organization.

4.4 A Director of a governing organization shall not serve on an unaffiliated soccer organization in accordance with the OSA's Registration Policies 2.1 to 2.13.

POLICY 5.0 - COMPLIANCE

5.1 On election, re-election or appointment to a position as a Director of a governing organization, the individual must sign and submit to that governing organization a statement acknowledging that he/she has read, understood and agreed to act in accordance with this Conflict of Interest Policy. Such a statement must also disclose:

1. any other soccer activity or position; and
2. any personal, professional, business activity or position that may at that time, or could in the future, be construed as a potential conflict of interest. Such a statement must be updated as circumstances require.

A sample statement is attached to this Policy as Appendix "A".

5.2 The "Conflict of Interest Statement" shall be provided to the organization's Board of Directors.

5.3 A decision may be rescinded for a violation of this "Conflict of Interest Policy".

5.4 Failure by an individual to act in accordance with this "Conflict of Interest Policy" could be considered as sufficient grounds for removal of an individual from his or her position as a Director.

CONFLICT OF INTEREST STATEMENT - APPENDIX "A" TO POLICY 5.0

Appendix "A" Conflict of Interest Statement

Organization's Name:

Director's Name:

I have read and understand the OSA Conflict of Interest Policy and agree to always act in accordance with it.

Any personal, professional, business activity or position that may at any time be construed as a potential conflict of interest is as disclosed below:

Any other soccer activity or position that may at any time be construed as a potential conflict of interest is as disclosed below:

I agree that the information provided on this form shall be provided to the Board of Directors.

I agree to re-file this statement in the event of any changes to the above declaration.

Signature:

Address:

Date: