

Constitution

of the

Goulbourn Lanark Soccer League

January 31, 2019

As approved by the membership at the Annual General Meeting
held January 30, 2019

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ARTICLE 1. NAME

The name of this league shall be the Goulbourn Lanark Soccer League, hereinafter referred to as the League.

The headquarters of the League shall be in the Province of Ontario

ARTICLE 2. OBJECTS

The League shall have the following objects:

1. To provide a level of competition in accordance with the OS's Pyramid For Play.
2. To provide a league competition either indoor or outdoor or both, for teams within specific Club, District, Regional or Provincial boundaries as authorized by its governing organization.
3. To operate the league based on the Terms of League Operations approved by its governing organization.

ARTICLE 3. AFFILIATIONS

The League shall be a Member of the Eastern Ontario District Soccer Association (EODSA) and shall follow the published rules of Ontario Soccer (OS).

The League is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

1. The Canadian Soccer Association (CSA)
2. OS
3. The EODSA

ARTICLE 4. MEMBERSHIP

Eligibility

Eligibility for membership in the league shall be in accordance with the OS's Pyramid For Play and with the OS's published rules governing leagues.

Members of the League shall be Clubs.

Membership in the League shall be required of each Club with one or more teams playing in the league.

Clubs with no teams participating in the League are not eligible for membership.

Classes of Membership

Full Membership

Full Membership is held by the following Clubs (or their successors, as applicable):

- Almonte Soccer Club
- Arnprior McNab Braeside United Soccer Club
- Carleton Place Soccer Club
- Perth United Soccer Club
- Smith Falls Soccer Club

- West Carleton Soccer Club

Full Members are expected to have a representative (Club Representative or designated alternate) at every Board Meeting, and to provide volunteers to assist in the operation of the League.

Associate Membership

Associate Members have the right to enter teams in the League, and may attend and speak at Board Meetings.

Membership Fees

The annual Membership fees shall be set by the Board of Directors and ratified by the Membership at a General Meeting of the League.

Application for Membership

A Club shall become eligible to be a Member if one or more of its teams have been accepted to play in the League based on OS's Pyramid For Play in accordance with OS's published rules.

A Club must annually apply for Membership and pay Membership fees to the league.

To reflect that each member club has an equal say on how the league is run, no Club shall hold more than one membership regardless of its size, history or number of teams entered in the league.

Approval of Members

The League's Board of Directors must approve each membership application.

Rights of Members

All Members shall be accorded the following rights:

- To be governed in accordance with OS and the League's published rules,
- To participate in League sanctioned competitions,
- To enter teams in the league in accordance with OS's published rules.

In addition, Full Members shall be accorded the following rights:

- To appoint one Director as a member of the Board of Directors,
- To attend and vote at all League General Meetings and Board Meetings.

Discipline of a 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 League's rules and regulations and a hearing held in accordance with the League's rules and regulations and OS's published rules. A Member whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

Termination of Membership

Membership in the League shall be terminated:

- If the Member submits a signed letter of withdrawal to the League,
- If the Member notifies the league, either in writing or email, that its participation in the league will end in the upcoming season,
- If a Club has not entered any teams into the League as of the start of the regular season,
- If the Member is expelled by the League,
- If the Member fails to renew annual Membership in accordance with these By-Laws.

ARTICLE 5. BOARD OF DIRECTORS

The League shall be governed by a Board of Directors, which shall consist of at least five individuals.

Each full member has the right to appoint one Director to the GLSL Board, through a process determined internally by each Club. This Directors shall hold the title of Club Representative.

Should vacancy occur on the Board of Directors, the vacant office shall be filled by the appointment of a new Director by an appointment process determined by the Club. The successor Director shall hold his or her office for the remainder of the term.

A Director shall be 18 years of age or older and shall not be an un-discharged bankrupt.

A Director's term is one year.

A Director has the right to submit their resignation of her or his position by submitting a signed letter of resignation to the League. The resignation is effective upon acceptance by the Board of Directors.

Officers

The Officers of the League shall hold the positions of:

- President
- Vice- President
- Secretary
- Treasurer
- Discipline Chair

An individual may hold more than one office, except that separate individuals must hold the positions of President and Vice-President.

Removal of Director

A Director may be removed ("recalled") by action of the Club that they represent. Upon the receipt by the League of written notification from the Club to the League the individual shall be removed from the Board. If the individual holds other offices with the League then all other offices that the individual holds are also declared vacant.

No member of the Board of Directors shall be removed by the League for arbitrary reason, but may be removed by the League's Board 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 League
- 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 League
- if she/he becomes, or is discovered to be, an un-discharged bankrupt; or
- the Director has compromised the integrity of the League 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 OS
 - if she/he has been found guilty of an offence involving violence under the Discipline Policy of OS
 - if she/he has failed to properly account for monies or other property belonging to the League
 - if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the League; or
 - if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of OS.

A member of the Board of Directors may be removed from office for good and sufficient cause at a meeting of the Board of Directors, provided notice to remove the Director has been given to all Directors of the League.

A member of the Board of Directors may also be removed from office for good and sufficient cause by a two-thirds vote of the votes cast at a meeting of the Members of the League, provided notice to remove the Director has been given to all Members entitled to attend the Members' meeting. If a Director is removed at a Members' meeting, the Members entitled to vote may elect a successor to fill all position(s) held by the removed Director for the remainder of his or her term being filled.

ARTICLE 6. CONFLICT OF INTEREST

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

ARTICLE 7. DUTIES OF BOARD OF DIRECTORS

The Board of Directors shall conduct the business of the League during the periods between general meetings of the League and in accordance with the authority granted to it in the rules and regulations of the League.

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the League except for those positions elected or appointed by the Membership of the League.

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 League's rules and regulations.

ARTICLE 8. DUTIES OF DIRECTORS

President

Except as provided for in the Dispute Resolution Policy of OS, and where the President delegates the responsibility to another person, the President shall preside at all general meetings of the League and of the Board of Directors. 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 League.

Vice-President

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

Treasurer

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

Secretary

The Secretary shall keep a record of all minutes of the organization; keep on file 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 League's rules and regulations; maintain record books in which the constitution, rules and regulations and minutes are entered and to have the current record books available at each meeting; to send out to the Membership a notice of each general meeting; to send out to the board 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 to preside until the immediate election or appointment of a new presiding officer.

Other Director Positions

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

Nominations and Elections

Each Member shall, through their own process, appoint two individuals to sit on the Board of Directors and hold the position of Club Representative.

At the first meeting of the year, the Board of Directors shall:

- Elect a Chairman pro tem, who shall chair the meeting until the League President has been elected.

Nominations and elections for positions open shall be held in the order of the positions listed in Article 5.

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 Officers. 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 9. MEETINGS

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 any two of:

- Announced at, and recorded in the minutes, of a prior GLSL Executive meeting,
- Email,
- Website notice.

Any question shall be decided by a majority of the votes unless otherwise required by this By-Law or other law.

Annual General Meeting

The League shall hold its Annual General Meeting not later than January 31 of the following year.

A Club is represented at the AGM if there is at least one League Board member in attendance from that Club. The Annual General Meeting shall have quorum if a majority of the member Clubs are represented.

The agenda of the Annual General meeting shall be:

1. Roll Call
2. Credentials Report
3. Minutes of Previous Annual General Meeting
4. President's Address
5. Officers' Reports
6. Treasurer's Report
7. Auditor's Report
8. Appointment of Auditors
9. Other Reports
10. Unfinished Business
11. Amendments to the By-Laws
12. Setting of Annual Membership Fees
13. Approval of Annual Budget

14. Election of Officers and Directors
15. Any Other Business
16. Adjournment

Special General Meeting

A Special General Meeting of the League:

- a) May be called upon the agreement of any three of the five Officers,
- b) May be called by decision of the Board of Directors, or
- c) Shall be called by the Board of Directors upon receipt of a written request submitted to the League by registered mail, certified mail, trace mail, courier service, hand delivery, or fax, signed by a majority of the voting Membership, 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.

A Club is represented at the SGM if there is at least one League Board member in attendance from that Club. The Annual General Meeting shall have quorum if a majority of the member Clubs are represented.

Only the business set out in the notice of the Special General Meeting shall be considered.

Board of Directors Meeting

The Board of Directors shall meet at least 4 times per year, upon minimum 3 days notice given by the President and/or 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 cast.

Voting

At an Annual General Meeting or at a Special General Meeting each Member Club is entitled to one vote. If the Club has more than one representative in attendance then the representatives, amongst themselves, shall determine how to cast the Club's vote.

At a Board of Directors meeting, each Director in attendance at a meeting has one vote. If one individual holds more than one office, the individual remains restricted to one vote ("one person, one vote").

Proxy Voting at Meetings

Proxy voting is not permitted at any General Meeting or at any Board Meeting.

ARTICLE 10. COMMITTEES

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

ARTICLE 11. PROCEDURES GOVERNING MEETINGS

All meetings of the League 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 League.

On request, minutes of all GLSL meetings can be distributed to the executive and administrators of member Clubs, with the restriction that they not be distributed further.

ARTICLE 12. BY-LAWS AND AMENDMENTS

By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the League in writing at least 21 days prior to a general meeting of the League.

By-Law amendments must be approved by 2/3's of the votes cast at an Annual General Meeting, or at a Special General Meeting of the League called for that purpose.

All Members entitled to vote shall be notified of the proposed By-Law amendments by:

- For Annual General Meetings and Special General Meetings, posting the text of the proposed amendments on the League website at least 14 days in advance of the scheduled date for the meeting,
- For Special General Meetings, including the text of the proposed amendments in the notice of the meeting provided to the Members, and also posting the text of the proposed amendments on the League website at least 14 days in advance of the scheduled date for the meeting.

ARTICLE 13. RULES AND REGULATIONS

The League shall operate under the GLSL Rules and Regulations, which shall include, but is not limited to, the following:

- a) GLSL Procedural Agreement
- b) GLSL Discipline Procedures

The Board of Directors may approve and publish Rules and Regulations that 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 an Annual General Meeting or Special General Meeting.

If the Board of Directors amends the rules and regulations the amendment shall be presented for ratification at the next Annual General Meeting, or a Special General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

ARTICLE 14. INDEMNITY

Members of the Board of Directors or other servants to the League, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the League against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective wilful neglect or default.

ARTICLE 15. FINANCE

The accounts of the League shall be reviewed or audited annually, in accordance with the requirements as set out in the Published Rules of Ontario Soccer.

The Audit, Review, or Financial Review Engagement statement shall be presented to the Annual General Meeting for adoption.

The fiscal year of the League shall end on December 31st of each year.

ARTICLE 16. DISPUTE RESOLUTION

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

Any Member of the League may initiate the Dispute Resolution process by communicating in writing to OS, with a copy to the League, the nature and facts of the dispute. OS, 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 League shall make available to any Member the Dispute Resolution process when requested.

ARTICLE 17. HARASSMENT

The League 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 League.

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 League shall make available to any Member OS Harassment Policy when requested.

ARTICLE 18. APPEALS

- a) Any registrant or registered organization directly affected by a decision of the League may appeal such decision. The denial or termination of Membership in the League may be appealed by a non-Member.
- b) A decision of the League may be appealed to the Eastern Ontario District Soccer Association with which the League is affiliated.
- c) The appeal shall be conducted in accordance with OS's published rules.
- d) 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 League's operations, except where the selection, appointment and revocation process outlined in the League's rules and regulations has not been followed.

ARTICLE 19. DISSOLUTION

In the event of dissolution of the League, 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 which is (are) registered with OS.

ARTICLE 20. DEFINITIONS/TERMINOLOGY

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