

**ELGIN-MIDDLESEX SOCCER ASSOCIATION
BY-LAWS
(Amended October 1, 2022)**

ARTICLE 1 - NAME

The name of this organization shall be the Elgin-Middlesex Soccer Association, hereinafter referred to as the Association, which shall be affiliated with Ontario Soccer.

ARTICLE 2 – OBJECTIVES

To promote, develop and govern the game of soccer, both indoor and outdoor, in the Counties of Bruce, Huron, Norfolk, Oxford, Elgin and Middlesex and elsewhere as stipulated by Ontario Soccer.

ARTICLE 3 - AFFILIATION

The Association shall be a Member of and shall follow the published Rules of Ontario Soccer unless a Request to Deviate has been submitted and approved by Ontario Soccer. The Association is subject to the Published Rules in declining order of authority of the following governing bodies:

- a) Canada Soccer;
- b) Ontario Soccer;
- c) Elgin Middlesex Soccer Association (EMSA)

ARTICLE 4 - HEAD OFFICE

The Head Office shall be within the boundary of the District in the Province of Ontario.

ARTICLE 5 - DEFINITIONS

Definitions – The following terms have these meanings in these By-laws:

- a) *Act* – the Ontario Not-for-Profit Corporations Act, 2010.
- b) *Auditor* – an individual, partnership, or corporation appointed by the Members at the Annual Meeting to audit the books, accounts, and records of the Association for a report to the Members at the next Annual Meeting in accordance with the Act.
- c) *Days* – days including weekends and holidays.
- d) *Extraordinary Resolution* – a resolution passed by not less than eighty (80) percent of the votes cast on that resolution.

- e) *Ordinary Resolution* - passed by a majority of the votes cast on that resolution or consented to by all voting Members entitled to vote on that resolution.
- f) *Special Resolution* – a resolution passed by not less than two-thirds of the votes cast on that resolution. Special Resolutions considered by the Members must be submitted to a Special Meeting of the Members unless each Member present at the meeting consents to the resolution.

ARTICLE 6 - MEMBERSHIP

The Association shall be composed of the following categories of Members:

6.1 Active Membership shall be open to all properly constituted clubs.

6.2 Associate Membership shall be open to competitive leagues, recreational leagues, schools, colleges and university leagues, referees', coaches and trainers' organizations.

6.3 EMSA Youth Local League Associate Membership shall be open only to Clubs wanting to have players registered in the EMSA Youth Local League. The following restrictions apply to EMSA Youth Local League Associate Membership:

- (a) All players from the EMSA Youth Local League Associate Member Clubs taking part in the EMSA Youth Local League must be registered to the EMSA Tier 3 Club.

- (b) EMSA Youth Local League Associate Member will not be permitted to reflect the regular EMSA, Ontario Soccer or Canada Soccer logos on their website, published documents or social media forums.

- (c) Annual membership fee for this EMSA Youth Local League Associate Membership will be determined by the Board of Directors.

- (d) Player fees and team fees for Active Members will be applicable to the EMSA Youth Local League Associate Membership

6.4 An individual may be granted Life Membership in accordance with published rules.

6.5 The Board shall approve or deny applications for Membership in accordance with published rules. The Board may remove Members in accordance with published rules and policies.

6.6 Annual Membership Fees shall:

- (a) Be recommended by the Board

- (b) Consist of a levy on each player registered with a Member Club and a levy on each Associate Member.

(c) Teams registered with other Districts Associations, playing-in affiliated leagues shall pay an annual fee as set by the Board

(d) All fees shall be paid in accordance with published rules

ARTICLE 7 – MEETINGS OF THE MEMBERS

7.1 The Association will hold meetings of Members at such date, time and place as determined by the Board within the Province of Ontario. The Annual Meeting will be held within fifteen (15) months of the last Annual Meeting and within six (6) months of the Association's fiscal year end. Any Member, upon request, will be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements, auditor's report (if any) or review engagement report (if any)..'

7.2 Annual Meeting Order of Business:

- a) Roll Call and Report of Credentials Committee
- b) Minutes of previous Annual General Meeting
- c) President's Address
- d) Secretary's Report
- e) Treasurer's and Auditor's Reports, Budget and the Appointment of Auditors
- f) Registration and Membership Fees ~~Registrars Report~~
- g) Committee Reports
- h) Correspondence
- i) By-Law Amendments
- j) Election of Board Members
- k) New Business
- l) Adjournment

7.3 A Special Meeting of the Members may be called at any time by Ordinary Resolution of the Board or upon the written requisition of ten percent (10%) or more of the voting Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

Voting

7.4 Subject to Article 18, when applicable, a Member shall be entitled to:

(a) Each Active Member shall be entitled to one (1) delegate vote for the first \$400.00 (or part thereof) of that member's player registration fees retained by the Association. Plus, one (1) vote for each \$500.00, or part thereof, after the first \$400.00 of the member's player registration fees retained by the Association. Active Members will have all their votes cast whether it is

represented by one or all of its delegates, but not by any other person, or a delegate of any other Member.

(b) An Associate Member shall be entitled to one vote.

(c) EMSA Youth Local League Associate Member will have no voting privileges, nor will they be able to access any programs or services offered by Ontario Soccer or in part offered by EMSA.

(d) A Life Member shall be entitled to speak but may not sit as a delegate.

(e) A Director is not a Member but shall be entitled to speak and may not sit as a delegate.

7.5 Quorum at any meeting of the Members is 51% of the voting members present.

7.6 Proxy voting and absentee voting are not permitted.

7.7 Except as otherwise provided in these By-laws, the majority of votes will decide each issue. In the case of a tie, the issue is defeated.

7.8 The President shall preside at all Meetings of the Members of the Association, and in their absence the Vice- President shall take the chair. The absence of both of those officers shall require the selection of a Board member as the Presiding Officer.

7.9 Delegates – Members will appoint in writing (inclusive of electronic notice) to the Association, seven (7) days prior to the meeting of Members, the name of the Delegate(s) to represent the Member. Delegates must be at least 18 years of age, of sound mind, and be acting as the Member's representative. Delegates have only one vote and may not vote by proxy.

ARTICLE 8 - FINANCE

8.1 The accounts of the Association shall be audited annually, following the end of the fiscal year on May 31.

8.2 At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Association in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Association and must be permitted to conduct an audit or review engagement of the Association under the *Public Accounting Act*, 2004, as amended. When the Association's revenue for the previous fiscal year was less than the amount prescribed in the Act, the Members may decline, by Extraordinary Resolution, to appoint an auditor. Alternatively, when the Association's revenue for the previous fiscal year was greater than the amount prescribed in the Act, the Members may, by Extraordinary Resolution, chose to conduct a review engagement in lieu of an audit.

8.3 The Directors will approve financial statements (evidenced by signature of one or more Directors) of the Association of the last fiscal year of the Association but not more than six (6)

months before the Annual Meeting and present the approved financial statements before the Members at every Annual Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the Annual Meeting. The Financial Statements will include:

- a) The financial statements;
- b) The auditor's report or review engagement (if any); and
- c) Any further information respecting the financial position of the Association

ARTICLE 9 - BOARD

9.1 The business of the Association shall be conducted by the Board of Directors who shall be a President, Vice-President, Secretary, Treasurer, and three (3) Directors- at-Large.

9.2 Eligibility – To be eligible to serve as a Director, an individual must:

- a) Be eighteen (18) years of age or older;
- b) Not be a paid employee of the Association;
- c) Not have been found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- d) Have not been declared incapable by a court in Canada or in another country; and
- e) Not have the status of bankrupt.

9.3 At Annual Member Meetings held in even numbered years the President, Treasurer, two (2) Directors-at-Large shall be elected by ballot for a two-year term.

9.4 At Annual Member Meetings in odd numbered years the Vice-President, Secretary and one (1) Director-at-Large shall be elected by ballot for a two-year term.

9.5 The Board shall meet at least six times per year.

9.6 At meetings of the Board a majority of Directors holding office shall form a quorum.

9.7 A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Secretary or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of the Association resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

9.8 Vacate Office – The office of any Director will be vacated automatically if:

- a) The Director resigns;
- b) The Director is found to be incapable of managing property by a court or under Ontario law;
- c) The Director is found by a court to be incapable;
- d) The Director becomes bankrupt; or
- e) The Director dies

9.9 Removal – An elected Director may be removed by Ordinary Resolution of the Members at a Special Meeting of the Members provided the Director has been given reasonable written notice of, and the opportunity to be present and to be heard at, such a meeting.

9.10 Should a vacancy occur among the Board; the Board may appoint a person to fill the vacancy for the duration of the term remaining for that position.

9.11 Any person elected to the Board shall cease to have any active involvement with any soccer club or soccer organization, within EMSA jurisdiction, within one (1) month of their election to the Board. Active involvement in an organization shall mean: Any position of authority, executive committee member, or any position that allows the individual to make decisions on behalf of that organization. A paid position within any soccer club or soccer organization shall not be considered a position of authority or decision maker

9.12 Nominations for Board Positions must be received in writing 30 days prior to the AMM or SMM (if necessary). Nominations will only be accepted from a District Club or League in good standing. A list of nominees will be published 15 days prior to the AMM or SMM. Nominees can provide a resume and or a letter of position that will be posted 15 days prior to the AMM or SMM.

9.13 In the event that no nominations are received or accepted for a position the incumbent Director may serve until the next meeting of the Members or, should the incumbent Director resign from their position, the Board may appoint a suitable individual to fill the vacant position.

ARTICLE 10- DUTIES OF THE BOARD

10.1 The President shall preside at all Annual and Special Member meetings Board Meetings of the Association. Act as spokesperson for the Association and be a signing officer.

10.2 The Vice-President shall be the senior officer next to the President and shall be a signing officer and have such other duties as prescribed by the Board.

10.3 The Secretary shall be responsible for the administration of the business of the Association and be a signing officer. The Secretary shall keep the minutes of all Board and General Meetings of the Association and have such other duties as prescribed by the Board.

10.4 The Treasurer shall be responsible for the fiscal affairs of the Association and shall be bonded in an amount set by the Board and be a signing officer.

10.5 The Directors-at-Large shall have such duties as prescribed by the Board.

10.6 The Board of Directors will review on an annual basis all appointments made to ad hoc, other committees, or positions that have been established by the board

ARTICLE 11 –COMMITTEES

11.1 The Association may constitute such Committees, as it deems necessary to ensure the efficient administration of its affairs. The President shall be, ex-officio, a Member of all Committees.

ARTICLE 12 – DISCIPLINE & APPEALS

12.1 The Association shall adhere to the Dispute Resolution process as published and approved by Ontario Soccer from time to time. Any Member of the Association may initiate the Dispute Resolution process by communicating in writing to Ontario Soccer, with a copy to the 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 or the Association may manage the discipline process per its own policies. The Association shall make available to any Member the Dispute Resolution process when requested.

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

12.2 Any Member or registrant of the Association directly affected by a decision of the Association may appeal such decision. The denial or termination of Membership in the Association may be appealed by a non-Member. A decision of the Association may be appealed to Ontario Soccer. The appeal shall be conducted in accordance with Ontario Soccer's Governing Documents. 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 Association's operations, except where the selection, appointment revocation process outlined in the Association's published rules has not been followed.

ARTICLE 13 - CLUB

13.1 A Club is a governing organization that:

13.2 Is immediately subordinate to the District Association within whose jurisdiction the Club has located its headquarters.

13.3 Organizes teams in accordance with published rules.

13.4 May operate Club leagues in accordance with published rules.

ARTICLE 14 - LEAGUE

14.1 A League is a governing organization that;

14.2 Is immediately subordinate to the District Association, which delegates it the right to operate.

14.3 Controls its teams, for league operation only, in accordance with published rules.

ARTICLE 15 - LAWS OF THE GAME

15.1 The Association will support and maintain the principles of The Laws of the Game as established by the International Football Association and recognized by FIFA, except as provided herein to accommodate differences in climatic condition, genders or age.

15.2 Changes will come into effect immediately following their adoption by Ontario Soccer.

ARTICLE 16 - OTHER REGULATIONS

16.1 The Association may run Cup Competitions, All-Star or charity games which will take precedence over all other competitions within the jurisdiction of the Association, except those arranged by Ontario Soccer or the Canadian Soccer Association.

16.2 The Association may make such miscellaneous Rules and Regulations as may be deemed necessary to promote, develop, and govern the game of soccer.

16.3 The Association may impose such other regulatory measures, as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction.

16.4 No such regulation may violate the individual's rights and freedom of any other individual and to ensure the basic structure of the game.

16.5 Unless otherwise specified in these By-laws, meetings of the Members and meetings of the Board will be conducted according to Robert's Rules of Order (current edition).

ARTICLE 17 - AMENDMENTS

Subject to Article 18 (when applicable), these By-laws may only be amended, revised, repealed or added to by:

- a) Ordinary Resolution of the Board. The new, amended, or revised By-law is effective until the next meeting of the Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution. A new, amended, or revised By-law that is not ratified by the Members ceases to have effect and no new By-law of the same or like substance has any effect until ratified at a meeting of the Members; or

- b) A Member entitled to vote who may make a proposal to make, amend, or repeal a By-law in accordance with the Act which requires at least sixty (60) days' notice. The new, amended, or repealed By-law will be submitted to the Members at the next meeting of Members and, except for those amendments that are considered fundamental changes, the voting Members may confirm, reject or amend the By-laws by Ordinary Resolution.

17.1 All proposed amendments to the By-Laws must be received by the Association in writing not less than 30 days prior to the Annual MEMBERS Meeting or a Special Members Meeting called for that purpose.

ARTICLE 18 – FUNDAMENTAL CHANGES

Fundamental Changes – A Special Resolution of all Members (whether voting or non-voting) is required to make the following fundamental changes to the By-laws or articles of the Association. Fundamental Changes are defined as follows:

- a) Change the Association's name;
- b) Add, change or remove any restriction on the activities that the Association may carry on;
- c) Create a new category of Members;
- d) Change a condition required for being a Member;
- e) Change the designation of any category of Members or add, change or remove any rights and conditions of any such category;
- f) Divide any category of Members into two or more categories and fix the rights and conditions of each category;
- g) Add, change or remove a provision respecting the transfer of a membership;
- h) Increase or decrease the number of, or the minimum or maximum number of, Directors;
- i) Change the purposes of the Association;
- j) Change to whom the property remaining on liquidation after the discharge of any liabilities of the Association is to be distributed;
- k) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- l) Change the method of voting by Members not in attendance at a meeting of the Members; or
- m) Add, change or remove any other provision that is permitted by the Act.