

Toronto Soccer Association Constitution

Change History

Change History from January 1980 until present

Last Date of Change, December 15, 2018

1980	As adopted at a Special General Meeting – Dec. 14, 1980
1981	Ratified with amendments at the AGM – Feb 14, 1981
1984	Article 15 amended at the AGM – Jan 28, 1984
1985	Article 6 amended at the AGM – Jan 26, 1985
1993	Articles 6(a), 6(b), 7(a), 15(a), 16(a), 17(a), 17(b), 19(b), 25(a) vi, 27(a) amended; Article 17(b) renumbered to 17(c) at the AGM – Jan 30, 1993
1994	Article 14 (c) deleted, Articles 17(d) to 17(l) renumbered; Article 15(a) amended at the AGM – Jan 29, 1994
1997	Articles 14(i), 25(c), 25(b) added, Articles 13(f), 17(a), 17(b) amended at the AGM – Jan 25, 1997
1998	Article 27(e) added at the AGM – Jan 31, 1998
1999	Articles 1, 3, 15, and 25 amended at the AGM - Jan 30, 1999
2000	Article 9(a) amended, articles 19(c), 23(c), 24(c), 24(d) added at the AGM – Jan 29, 2000 Articles 17(a), 17(b), 22(b) amended at the AGM – Nov 25, 2000
2001	Article 25 amended. Items vii) (a) and (b) added at the AGM – Nov 24, 2001
2002	Article 25 amended. Item viii) (a) and (b) added at the AGM – Nov 30, 2002
2003	Articles 16 a) and 17 a) & b) amended and Article 25 ix) added at the AGM – November 29, 2003
2004	Article 6 a) amended November 2004. Items i),ii) and iii) added
2005	New Constitution approved Nov 26, 2005. No longer called by-laws.
2006	Article 8.5 Voting Structure. Amended to base voting structure on players. Nov 2006.

	<p>Rule 2 Membership amended and approved by the Board Sept 14 and Nov 15, 2006.</p> <p>Rule 3 combined with 2 and all other rules renumbered</p>
2007	<p>Article 8.2 Annual General Meeting. Amended to take place over 2 days.</p> <p>Article 5.4 Conflict of Interest and Standards of Conduct. To include TSA rules. Nov 24, 2007</p> <p>Rule 17 Other. Added (f). Nov 24, 2007</p>
2008	<p>Article 6 Committees. League Management Committee. Added responsibility for Indoor league and e) Appoint additional members as required. Nov 29, 2008.</p> <p>Rule 2 Membership. Changed e). Nov 29, 2008.</p>
2009	<p>Article 4 Membership. Amended 4.5.1, 4.5.2, and 4.5.3 and amended 4.8 to include 4.8.1 and 4.8.2. Added at the AGM on November 28, 2009.</p>
2010	<p>Article 4.4 Approval of New Members. Added 4.4.3.</p> <p>Article 5.9 Executive Committee. Remove 5.9.2, renumber remaining sub-paragraphs and add 5.9.5.</p> <p>Article 8 General Meetings. Add 8.1.4.</p> <p>Article 5 Board of Directors. 5.1 District Referee Coordinator & 5.8 Board Meetings amended.</p> <p>Article 6.2 Standing Committees (vii) amended. - November 27, 2010</p> <p>Rule 10 Finance Changed, Rule 11 Directors j) District Referee Coordinator changed. Nov 27, 2010</p>
2011	<p>Rule 10 Finance amended and approved by the Board October 27, 2011 and ratified as the Nov 2011 AGM</p>
2012	<p>Article 4.4.3 amended</p> <p>Article 5.1.1 amended</p> <p>Article 8.5 amended – November 24, 2012</p>
2013	<p>Article 4.1 Amended</p> <p>Article 5 amended as follows: 5.1, 5.1.1, 5.6.6, 5.6.</p> <p>Associated Rule 11, amended</p> <p>Article 6.2 amended</p> <p>New Rule (17) added</p>
2014	<p>Article 4.4.1 amended and Rule 2 Amended</p>

	<p>Article 4.4.3 deleted</p> <p>Article 5.1, 5.1.1, 5.6.6, 5.6.7 and Rule 11 Amended</p> <p>Article 8.2</p> <p>Addition of Rule 17 Technical Standards (to be defined)</p>
Sept, 2015	Amendment to Rule 2 (Membership), part f. and g. added
2016	<p>Amendment to 5.9 - eliminated Executive Committee. Renumbered 5.10 Executive Director to 5.9</p> <p>Amendment to 8.2 Annual General Meetings</p>
2017	<p>Amendments (Housekeeping) to Article 4.1 Active Membership, 5.6.2 Nominations and Elections, 4 Fees in Rules and Regulations, 5 a, b Discipline, 7a Appeals, 8ai, d, Cup Competitions, 11f League Director, 12a, remove c, renumber., 17 Technical Standards, remove and renumber 17 Other</p> <p>Amendment to 4.6.2 Rights of Active and Associate Members</p> <p>Amendment to Article 4.8 Termination of Membership</p> <p>Amendment to Article 5.1 Board of Directors</p> <p>Amendment to Rules and Regulations section 10 Finance</p>
2018	<p>5.1 Amended</p> <p>5.6.8 Removed. 5.6.9 renumbered to 5.6.8</p>

Articles

1. Name and Location
2. Objects
3. Affiliations
4. Membership
5. Board of Directors
6. Committees
7. Procedures Governing Meetings
8. General Meetings
9. Constitutional Amendments
10. Rules and Regulations
11. Indemnity
12. Finance
13. Dispute Resolution
14. Harassment
15. Appeals
16. Dissolution
17. Definitions/Terminology

ARTICLE 1: NAME & LOCATION

1.1 The name of this organization shall be the Toronto Soccer Association hereinafter referred to as the Association. The headquarters of the Association shall be in the City of Toronto, Ontario.

1.2 The Seal, stamped on these By-Laws, shall be the Seal of the Association. The Secretary of the Association shall have custody of the Seal.

ARTICLE 2: OBJECTIVES

The Association shall have the following objectives:

- To promote, develop and administer the game of soccer, both indoor and outdoor, in the District.
- To represent and act on behalf of The Ontario Soccer Association, hereinafter referred to as the ONTARIO SOCCER, in the administration of ONTARIO SOCCER programs within the District.
- To represent and act on behalf of its Member organizations and assist them to develop and effectively administer soccer programs.

ARTICLE 3: AFFILIATIONS

The Association shall be a Member of the Ontario Soccer Association and shall follow the published rules of The ONTARIO SOCCER. The Association is subject to the published rules in declining order of authority of the following governing organizations:

1. The Canadian Soccer Association
2. The Ontario Soccer Association
3. The Toronto Soccer Association

ARTICLE 4: MEMBERSHIP

4.1 The Association shall have the following categories of Members:

a) Active Membership

Active Membership shall be open to clubs or leagues that meet the following criteria:

- are properly constituted soccer clubs or leagues
- have their headquarters in the District
- operate within TSA boundaries as set out in the Rules & Regulations

Membership shall be granted upon approval of the Board of Directors from Credential Committee recommendations. All Clubs shall have a constitution that meets the minimum requirements for a Club Constitution in accordance with the ONTARIO SOCCER's published rules.

b) Associate Membership

Associate Membership shall be open to:

- District Leagues
- Multi-Jurisdictional Club Leagues
- Regional Leagues
- Provincial Leagues
- Multi-Jurisdictional District Leagues
- soccer camps, or schools
- school boards
- colleges
- universities
- referee associations
- coach associations

which support the objectives of, and operate within, the Association. Associate Membership shall be granted after approval of the Board of Directors.

In order to be eligible for Associate Membership in the Association, a League must have a By-Law that is in full compliance with the minimum requirements for a League By-Law as defined in ONTARIO SOCCER League Policy 4.3.

c) Honorary Membership

The Board of Directors may confer an honorary Membership upon an organization or a person for a period of time.

Honorary Members are afforded all rights of Membership and shall have a voice but no vote at a general meeting of the Association.

d) Life Membership

The Association may confer a life Membership upon a person.

Nominations for Life Membership shall be submitted to the Board of Directors by October 31, of each year and must be approved by the Board prior to submission to the membership at a General Meeting. Active or Associate members, or Board Directors may submit a nomination.

The admission of a Life Member shall require the affirmative vote of at least two-thirds of the voting delegates present at a General Meeting of the Association.

Only one nomination for Life Membership shall be considered at any General Meeting of the Association.

Life Members are afforded all rights of Membership and shall have a voice but no vote at a general meeting of the Association.

4.2 Membership Fees

Except where mandated by The ONTARIO SOCCER published rules, the annual Membership fees shall be set by the Board of Directors and ratified by the Membership at a general meeting of the Association.

4.3 Player Registration Fees

Members shall be required to pay player registration fees which shall be set by the Board of Directors and ratified by the Membership at a general meeting of the Association.

4.4 Approval of New Members

4.4.1 Any organization wishing to form a new club or league must make application to the TSA Credentials Committee who will review said application; advise other Members of the application and give them an opportunity to comment; and make a recommendation to the TSA Board of Directors who shall approve or reject the application

4.4.2 An organization shall be accepted into Associate Membership upon:

- submitting an application form along with the other required documents and Membership fees.
- obtaining the approval of the Board of Directors.

4.5 Membership Renewal

The TSA's membership year is October 1 to September 30 of each year.

4.5.1 Active Members shall apply for renewal of their Membership by:

- Submitting an application form together with a copy of the applicant's current Constitution, a list of current Officers, and an audited Financial Statement along with the membership fees to the association 45 days prior to the association's Annual General Meeting and as set out in the Rules & Regulations.
- Payment of the Membership fee for the year at least 45 days prior to the association's Annual General Meeting.

4.5.2 Associate Members shall apply for renewal of their Membership 45 days prior to the association's Annual General Meeting and pay the entire Membership fee required for the year ending 45 days prior to the Association's Annual General Meeting.

4.5.3 Subject to the above conditions, renewal of Active and/or Associate Membership shall be automatic and does not require the approval of the Board of Directors.

4.6 Rights of Active and Associate Members

4.6.1 Active Members shall be accorded the following rights:

- To be governed in accordance with the ONTARIO SOCCER and the Association's published rules;
- To register players, administrators, team officials and referees with the ONTARIO SOCCER and the Association;
- To be a Member of, and register their teams with ONTARIO SOCCER sanctioned Leagues;
- To enter teams in ONTARIO SOCCER sanctioned competitions;
- To participate in ONTARIO SOCCER and TSA sanctioned programs such as player, coach and referee development;
- To attend and vote at all general meetings called by the Association,
- To operate Club Leagues in accordance with the ONTARIO SOCCER published rules,
- To operate Player, Coach and Referee Development Programs, and
- To participate in the ONTARIO SOCCER Insurance Plan

4.6.2 Associate Members shall be accorded the following rights:

- To be governed, where applicable, in accordance with the ONTARIO SOCCER and the Association's published rules;
- To register, where applicable, administrators and teams with the ONTARIO SOCCER and the Association;
- To enter teams, where applicable, but not at the District level, in OS sanctioned competitions; To participate in OS and Association sanctioned programs; and
- To attend and vote at all general meetings called by the Association

4.7 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 Association's published rules and a hearing held in accordance with the Association's and OS's published rules. A Member whose

Membership has been suspended loses all rights of Membership until the suspension has been completed.

4.8 Termination of Membership

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

If a member is “not in good standing” by the day of the AGM.

Also, any Membership Application before then will be suspended until the member returns to “good standing.” For clarification, a club with accounts outstanding for more than 30 days is in arrears and will be sent a warning; more than 60 days will place the club “not in good standing” and will have a service suspension; more than 90 days will result in a warning of membership termination; and more than 120 days will result in a loss of Membership.

ARTICLE 5: BOARD OF DIRECTORS

5.1 The Association shall be governed by a Board of Directors which shall consist of 9 individuals, as may be amended from time to time by the Membership. These individuals shall hold the positions of:

President
Vice- President
Secretary
Treasurer
Registrar
League Director
Director at Large

A Director may hold more than one position.

A Director shall be eighteen (18) years of age or older and shall not be an undischarged bankrupt.

A Director shall serve for a term of two years or until his or her successor is elected or appointed.

A Director may not be a paid employee consultant or contractor of the Association of Ontario Soccer or any District, Club, Academy, League or Team

5.1.1 Candidates for election as Officers and Directors of the Association shall meet the following criteria:

- All first time candidates– shall have participated with the administration of a club or league in the Association in the previous 2 years. Incumbents are exempt.
- Treasurer shall have bookkeeping/accounting experience

5.2 Director Vacancy

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

5.2.2 If there is a vacancy on the Board of Directors, caused by death, or resignation which has been accepted by the Board of Directors, the Members shall be notified so that they may nominate individuals to the position. The Board shall appoint an individual by a majority vote. The successor Director shall hold his or her incumbent's position for the remainder of the term being filled.

5.2.3 The Board can choose not to fill the position until the next General Meeting of the Association.

5.3 Removal of Director

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

5.3.1.1 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 Association
- 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 Association
- d. if she/he becomes, or is discovered to be, an undischarged bankrupt; or

5.3.1.2 the Director has compromised the integrity of the Association due to, but not limited to, any of the following reasons:

- a. if she/he has been found guilty of an offence under the Harassment Policy of the OS
- b. if she/he has been found guilty of an offence involving violence under the Discipline Policy of the OS
- c. if she/he has failed to properly account for monies or other property belonging to the Association
- d. if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Association
- e. if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of the OS

5.3.2 A Member of the Board of Directors holding his or her respective position, as Director or other position may be removed from office by the Board of Directors for good and sufficient cause by a majority vote of the Board of Directors present provided notice to remove the

Director has been given to all Directors of the Association. If a Director is removed by the Board of Directors, the Board of Directors may appoint a successor to the incumbent's position for the remainder of the term being filled.

5.3.3 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 Association 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 Members entitled to vote may elect a successor to fill the position held by the removed Director for the remainder of his or her term.

5.4 Conflict of Interest and Standards of Conduct

The Directors shall be subject to the ***Conflict of Interest Policy*** in the ONTARIO SOCCER's and the Association's Rules and Regulations Section 9.

5.5 Duties of Board of Directors

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

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the Association except for those positions elected by the Membership of the Association. This shall include the appointment of volunteer and paid positions for coach and administrator positions within the Association's operations. The selection process and the appointments shall be based on procedures outlined in the Association's published rules.

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 Association's published rules.

Duties of Directors are outlined in the Rules and Regulations of the Association.

5.6 Nominations and Elections

5.6.1 Nominations for positions on the Board of Directors may be made by any Member in good standing. Nominations and elections for positions open shall be held in the order of the positions listed in these By-laws.

5.6.2 Nominations must be in writing on a form provided by the Association; must be accompanied by a brief resume of the nominee and must be signed by the nominee consenting to his/her nomination. The form will also request that any past criminal convictions that may impact on any position held by the individual on the Board be disclosed. Nominations must be received at the office of the Association at least thirty (30) days before the Annual General Meeting, except as provided in 5.6.3 and 5.6.4. Copies of

the resumes and nomination forms of all candidates shall be posted on the TSA website not less than fourteen (14) days prior to the Annual General Meeting at which they will be considered.

5.6.3 If no nomination is received for a particular position in accordance with the preceding paragraphs, nominations for that position will be accepted from the floor at the Annual General Meeting.

5.6.4 Nominations from the floor for a particular position where there is a proper nomination will be accepted upon motion duly made and approved by at least 75% of the voting delegates present.

5.6.5 Directors shall be elected by secret ballot and shall take office immediately. A simple majority shall elect. 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.

5.6.6 The positions of President, Treasurer, League Director, and Registrar shall be up for election at the AGM falling on an odd-numbered year.

5.6.7 The positions of Vice-President, Secretary, and Director at Large shall be up for election at the AGM falling on an even-numbered year..

5.6.8 Should a vacancy occur on the Board of Directors mid-term, the Board shall immediately notify the members of the Association so that they may nominate individuals to be considered by the Board to fill the position.

5.7 ONTARIO SOCCER District Representative

5.7.1 The President of the Association shall be District Representative to the ONTARIO SOCCER unless the President declines the position or is removed from the position by a majority vote of the Board of Directors.

5.7.2 In the event the President declines, or is removed from, the District Representative position, the Board of Directors, by majority vote, shall elect one of its Board Members to the position. The term of office of the District Representative will be in accordance with the ONTARIO SOCCER's published rules.

5.8 Board Meetings

5.8.1 The Board of Directors shall meet at least four (4) times per year, upon notification by the Secretary at such place and time as the Board of Directors may determine.

5.8.2 Meetings by electronic/telephone conference

a. Subject to the Act, if all Directors of the Corporation, or of a committee of the board (as the

case requires) consents thereto generally or in respect of a particular meeting and each has adequate access, Directors may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting;

b. Provided further that at the outset of each meeting referred to in subsection a) above, the Chair of the meeting shall call roll to establish quorum and whenever votes are required, and unless a majority of the directors present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality.

5.8.3 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. In the case of electronic participation at a meeting by any Director(s), those Director(s) shall be included in the quorum determination.

5.8.4 Minutes shall be kept of all Board meetings and posted on the TSA website after approval of the Board. Minutes may be emailed to members on request.

5.8.5 The President shall preside at all meetings of the Association and he/she shall have a casting vote only.

5.8.6 The Vice-president shall be the senior Executive Officer of the Association next to the President and shall preside at all meetings in the President's absence.

5.9 Executive Director

The Board of Directors may select and appoint an Executive Director.

He/she shall be paid such remuneration as determined by the Board and as provided for in the budget and shall have such duties as prescribed by the Board.

He/she may attend Board of Directors' meetings but does not have a vote.

ARTICLE 6: COMMITTEES

6.1 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 Association. The Board or Membership shall determine the chair and members of any special committee. The President shall be, ex officio, a member of all committees.

Minutes of each committee meeting shall be presented to the next meeting of the Board of Directors.

6.2 Standing Committees

There shall be established the following Standing Committees, which shall be appointed by the Board to hold office during the tenure of the Board and shall have such duties and responsibilities as the Board may determine.

(i) Standing Committee on By-Laws and Rules and Regulations

a) It shall be the duty of this Committee to be responsible for all matters relating to the By-Laws and Rules and Regulations for amendments thereto.

b) This Committee shall receive and review all resolutions submitted to the Association and present them to the membership at the Annual General Meeting.

(ii) Standing Committee on Finance

a) It shall be the duty of this Committee to oversee the fiscal involvement of the Association.

b) This Committee shall prepare the Association's budget on an annual basis.

c) The Treasurer shall chair this Committee.

(iii) Standing Committee on Credentials

a) It shall be the duty of this Committee to check the credentials of members prior to any General Meeting of the Association.

b) The Secretary shall chair this Committee.

(iv) Standing Committee on Youth Soccer

a) It shall be the duty of this Committee to coordinate activities for those members operating teams at the youth level.

b) This committee shall oversee and monitor the Player and Coaching Development program of the Association.

d) This committee shall also monitor participation of any District teams.

e) The Vice President shall chair this Committee.

(v) Standing Committee on Referees and Referee Development

a) It shall be the duty of this Committee to coordinate and schedule referee clinics and to appoint referees to competitions and games within the jurisdiction of the Association.

b) The District Referee Coordinator shall chair this committee and appoint other members in which one member must be a full member of the Toronto Soccer Referee Association.

(vi) League Management Committee

- a) It shall be the duty of this committee to organize, schedule and run the TSA District Outdoor leagues, the Toronto District Indoor League, and the Toronto Development Youth Soccer League.
- b) The League Director shall chair this committee.
- c) Each senior league (MDSL and WDSL) shall appoint one member to the committee.
- d) Each youth league (YDSL and TDYSL) shall appoint one member to the committee.
- e) Appoint additional members as required.

ARTICLE 7: PROCEDURES GOVERNING MEETINGS

All meetings of the Association shall be conducted in accordance with the most recently published Robert's Rules of Order Newly Revised except as may be otherwise stipulated in this Constitution or other Rules and Regulations of the Association.

ARTICLE 8: GENERAL MEETINGS

8.1 General Meetings

8.1.1 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 or fax (if requested by a member only) and website notice. Life members and a representative of the ONTARIO SOCCER shall also be invited to the general meetings.

8.1.2 Members representing fifty per cent (50%) of the voting Membership shall form a quorum at all general meetings of the Association. Any question shall be decided by a majority of the votes unless otherwise required by this Constitution or other law.

8.1.3 Failure to attend or submit a proxy shall result in a fine, the amount to be published annually in the Fee schedule.

8.1.4 Draft minutes of the Annual General Meeting, including all motions, shall be circulated to the members within two months of the meeting.

8.2 Annual General Meeting

The Association shall hold its AGM on the last Saturday in the month of November. If circumstances warrant it, the Board of Directors may set a later date for the AGM provided at least 14 days notice - prior to the last Saturday of November - is given to the membership.

The agenda of the Annual General Meeting shall include:

1. Roll Call and Credentials Committee Report

2. National Anthem and Period of Remembrance
3. Tributes and Introduction of Guests
4. Minutes of Previous Annual General Meeting and Special Meetings
5. President's Report and Address
6. Treasurer's Report and Financial Statement
7. Auditor's Report
8. Officers' and Directors' Reports
9. Committee Reports
10. Unfinished Business for previous year
11. Roll Call and Credentials Committee Report
12. Amendments to the By-Laws and Rules and Regulations
13. Election of Officers and Directors
14. Approval of Budget and Fee Structure for the following year
15. Other Business
16. Adjournment

After the approval of the minutes of the previous Annual General Meeting, the Chair may, at his/her discretion, introduce any special business for discussion, or accept a motion to amend the order of the agenda.

8.3 Special General Meetings

A Special General Meeting of the Association:

- a) may be called by the Board of Directors by its own motion, or
- b) shall be called by the Board of Directors upon receipt of a written request submitted to the Association by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by Members representing not less than twenty-five per cent (25%) 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 thirty (30) days of receipt of the written request from the Members.

Only the business set out in the notice to the Special General Meeting shall be considered unless by unanimous consent of those present.

8.4 Delegates to General Meetings

A Member is entitled to have a maximum of three (3) delegates, from its membership, attend a general meeting of the Association.

The Member must appoint one of its delegates to cast all of its votes at a general meeting.

8.5 Voting at General Meeting

At general meetings, an Active member shall have:

- A vote for the first (50) registered players, or part thereof; plus
- A vote for each additional hundred (100) players.
- Members with no registered players are not eligible to vote
- All player registrations must be active in the system as of September 30th of the calendar year.
- All its votes cast by its appointed delegate or by a proxy.
- Associate members shall have one vote at general meetings.

8.6 Proxy Voting at General Meeting

Every member entitled to vote at a meeting of Members may by means of a proxy appoint another Member or 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.

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

ARTICLE 9: CONSTITUTIONAL AMENDMENTS

9.1 Constitutional amendments may be proposed by the Board of Directors, or submitted by a Member to the Association in writing 45 days prior to a General Meeting of the Association; and by a two-thirds vote of the Membership voting in person or by proxy at a meeting of the Association.

9.2 All Members entitled to vote shall be notified with the Association's notice of the proposed constitutional amendments referred to in subparagraph 9.1. Such notification shall be by email (or fax if specifically requested by a member) not less than thirty (30) days prior to the General Meeting at which they will be considered.

9.3 Constitutional amendments will require a majority vote of accredited delegates present at the General Meeting.

ARTICLE 10: RULES AND REGULATIONS

10.1 The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with this Constitution and are not inconsistent with the Rules and Regulations of a higher level governing organization.

- 10.2 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. If the Rules and Regulations are amended by the Board of Directors, 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 11: INDEMNITY

Members of the Board of Directors or staff or volunteers of the Association, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the Association 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 12: FINANCE

- 12.1 The accounts of the Association shall be audited annually by a Chartered Accountant.
- 12.2 The audit statement shall be presented to the Annual General Meeting for adoption.
- 12.3 At the Annual General Meeting of the Association, a chartered accountant firm shall be appointed to perform the audit.
- 12.4 The fiscal year of the Association shall end on September 30th of each year, unless otherwise ordered by the Board of Directors.
- 12.5 All monies owing to the Association shall be due and payable within thirty (30) days of invoicing unless otherwise stipulated.
- 12.6 Penalties for late payment or non-payment of monies due shall be established by the Board.

ARTICLE 13: DISPUTE RESOLUTION

- 13.1 The Association shall adhere to the Dispute Resolution process as published and approved by the ONTARIO SOCCER from time to time.
- 13.2 Any member of the Association may initiate the Dispute Resolution process by communicating in writing to the ONTARIO SOCCER, with a copy to the Association, the nature and facts of the

dispute. The ONTARIO SOCCER, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.

- 13.3 The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
- 13.4 The Association shall make available to any member a copy of the Dispute Resolution process when requested.

ARTICLE 14: HARASSMENT

The Association shall adhere to the Harassment Policy as published and approved by the ONTARIO SOCCER from time to time.

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

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 Association shall make available to any member a copy of the Harassment Policy when requested.

The Board of Directors shall appoint two Harassment Officers. Duties of Harassment Officers are as in the Rules and Regulations.

ARTICLE 15: APPEALS

- 15.1 Any registrant or registered organization directly affected by a decision of the Association may appeal such decision, except as stipulated in 15.4 or 15.5.
- 15.2 The denial or termination of membership in the Association may be appealed by a non-registered organization.
- 15.3 A decision of the Association may be appealed to the ONTARIO SOCCER. The appeal shall be conducted in accordance with the ONTARIO SOCCER's published rules.
- 15.4 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 and revocation process outlined in the Rules & Regulations has not been followed.

15.5 An individual shall not appeal a decision made by the District regarding a player's team assignment on any District or Regional team.

ARTICLE 16: DISSOLUTION

In the event of dissolution of the Association, 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 the ONTARIO SOCCER.

ARTICLE 17: DEFINITIONS/TERMINOLOGY

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

Toronto Soccer Association Rules and Regulations

1. General
2. Membership
3. Associate Leagues
4. Fees
5. Discipline
6. Protests
7. Appeals
8. Cup Competitions
9. Code of Conduct/Conflict of Interest
10. Finance
11. Directors
12. Board Meetings
13. Hiring Practices
14. Special Awards
15. Volunteer Screening/Harassment Officers
- 16. Privacy Policy**
- 17. Other**

1. GENERAL

- a. This Association will follow the Constitution of the Ontario Soccer Association and their published Policies and Procedures in so far as they apply except where they are varied by the Constitution and/or Rules and Regulations and/or Policies and Procedures of this Association.
- b. Each League and Club operating under the jurisdiction of this Association may enact such rules and regulations and develop such policies and procedures, as it deems necessary to run its own affairs provided that they are not contrary to the generally accepted principles of the game of soccer *or the Rules of the TSA, ONTARIO SOCCER or CSA.*
- c. Any situation arising which is not covered by the rules and regulations and/or policies and procedures referred to in 1b shall be resolved by reference first to the Constitution and/or Rules and Regulations and/or Policies and Procedures of this Association. If still unresolved, by reference progressively to the Ontario Soccer Association, the Canadian Soccer Association and FIFA.

2. MEMBERSHIP

- a. Application for membership to this Association shall be made annually on a form to be provided by the Association. The application must be accompanied by:
 - the required membership fee
 - a list of current officers and
 - contact information for a minimum of 2 officers.

For Active Members, a list of teams run by the Member must be attached. TSA must have a copy of the club's most recently approved constitution. When any changes are made to the Club's Constitution, it must be submitted to the TSA within 1 month of the changes being approved by the Club's members.

All clubs wishing to field development teams at U11 and U12 and/or competitive teams at U13, U14, U15 and U16 must comply with the following conditions:

- register a minimum of two hundred and fifty (250) players
 - run a house-league programme sufficient to support their development and competitive teams and satisfactory to the LMC
 - meet minimum coaching and other standards as established from time-to-time by the TSA technical staff and approved by the TSA Board of Directors and published in these Rules and Regulations under *Rule 17 Technical Standards.*
- b. All Active Members shall comply with the constitution of the Association and any Policies and Procedures published by the Association.
 - c. New members must provide the following with their application form:
 - A list of executive officers.
 - A copy of their constitution including by-law and playing rules.
 - A club name which must represent the community in which the club wishes to establish itself and may not be similar to another existing club's name.
 - Authorized confirmation of use of a playing field or indoor facility.
 - The geographic area within TSA boundaries from which they intend to recruit players.
 - d. Any Club wishing to enter a team or teams in a Provincial or Regional League, or other league operating under the jurisdiction of another recognized soccer authority, shall first obtain permission from the Association.

- e. Any new senior competitive team applying for membership must join an existing TSA club with a youth program. The Credentials Committee may grant an exception if no existing TSA club is willing to accept them.
- f. An Active Member shall submit to the Association, within six months of its most recent fiscal year end, a financial statement in accordance with the following:
 - audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a Certified 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
 - reviewed by a Certified Public 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
 - signed with a Notice to Reader prepared by a Certified Public Accountant if the Club's annual gross revenue is less than \$100,000 but greater than or equal to \$10,000.00; or
- g. An Active Member shall notify the Association at least two weeks in advance of the date, time and place of its Annual General Meeting and any Special General Meetings that may take place during the year. All material provided to its membership - including financial statements, budgets, proposed by-law changes, election information, reports, etc. - must also be submitted to the Association. This latter requirement can be satisfied by providing this information to the Association's official representative to the member's General Meeting.

3. ASSOCIATE LEAGUES

- a. Each League, other than a Club/League, wishing to operate within the jurisdiction of the Association shall apply to the Association for Associate membership each year.
- b. Application for Associate Membership must be accompanied by: a copy of the League's constitution, a list of current officers and a list of teams expected to participate in the League's forthcoming season.

4. FEES

The Association may impose such other fees and bonds, as it deems necessary. A schedule of the fees and bonds to be charged shall be published annually.

Failure of an active member to attend a General Meeting or submit a proxy will result in a fine of \$100.00.

5. DISCIPLINE

- a) Players and club or team officials reported for misconduct in Recreational programs shall be dealt with by their League or Club, except as otherwise stipulated.
- b) Players and club or team officials reported for misconduct in a Development District League or Cup or Regional game shall be dealt with by the Discipline Committee of the TSA
- c) Players and club or team officials reported for alleged physical assault on a game official shall be dealt with by the Discipline Committee of the Association representing the ONTARIO SOCCER.
- d) In all cases of alleged physical assault on a game official by a player or club or team official, he/she shall be suspended from all soccer related activities until the case has been dealt with.

- e) The Board of Directors may determine from time to time that discipline in certain leagues or competitions and certain offences in all leagues and competitions be dealt with by the Discipline Committee of the Association.
- f) All leagues shall notify the Association promptly of any discipline handed down. If they are aware that an individual is involved with another league, or is involved in any other capacity with a soccer body, they shall notify that League or soccer body directly.
- g) The Association may impose fees, fines, bonds and/or other penalties on those individuals and organizations found guilty of discipline offences. A schedule of the fees, fines and bonds to be charged shall be published annually.
- h) TSA will deal with all cases of game official assault and game abandonment for all leagues in membership

6. PROTESTS

Protests on games shall be made according to the rules of the competition in which the game was played.

7. APPEALS

- a) Appeals of decisions made by a Member league or club shall be submitted in writing by Registered Mail.
- b) A letter of appeal shall be sent by Registered Mail, fax or e-mail to the League Management Committee and a copy to the Secretary of the Association.
- c) The letter of appeal must be accompanied by a \$250.00 fee in the form of a certified cheque, money order, Visa or Interact together with a copy of the proof of delivery in accordance with paragraph 11b (i.e. Canada Post registration receipt or fax receipt). If the notification is sent by e-mail or fax, the \$250.00 fee must be delivered to the Association within four (4) days from the date of delivery to the Association.
- d) The letter of appeal must be postmarked no more than five (5) working days from the receipt in writing of the decision being appealed. If the notification is by fax the date stamped must be no more than five (5) working days from the receipt in writing of the decision being appealed. If the notification is by e-mail the computer time of reception at the Association must be no more than five (5) working days from the receipt in writing of the decision being appealed.
- e) Any appeal, which is not submitted in compliance with all of the above regulations, may be ruled out of order and may not be heard.
- f) In the event that an appeal is upheld, the appeal fee shall be refunded less a \$50 administration fee.

8. CUP COMPETITIONS

The Association may conduct the following cup competitions on an annual basis:

- a) British Consol's Trophy

(i) This competition shall be open to all senior male competitively registered players.

(ii) This competition shall be conducted in accordance with rules set out by the Board.

b) TSA Recreational Cup

(i) This competition shall be open to senior recreationally registered teams.

(ii) This competition shall be conducted in accordance with rules set out by the Board.

c) TSA Women's Challenge Cup

(i) This competition shall be for competitive women's teams.

(ii) This competition shall be conducted in accordance with rules set out by the Board.

d) TDYSL Cup

(i) This competition shall be for competitive youth boys and girls teams registered in the TDYSL

(ii) This competition shall be conducted in accordance with rules set out by the Board.

9. CODE OF CONDUCT/ CONFLICT OF INTEREST

Directors and staff of the Association are expected to adhere to ONTARIO SOCCER Conflict of Interest Guidelines. In addition, they shall adhere to the following:

1. Directors must attend Board meetings. Be punctual and stay until adjournment
2. Respect the confidentiality of the Board meeting. Only the results of motions may be discussed outside of the meeting.
3. Directors and staff shall prepare reports of their activities and give to the secretary to present to the Board four days prior to a Board meeting.
4. Directors shall participate in TSA committees. If he/she is a chair of a committee, he/she shall ensure that minutes of meetings are prepared and presented to the Board. Minutes shall be presented to the secretary four days prior to a Board meeting.
5. Directors shall represent the TSA with dignity and professionalism at any soccer event whether of this Association or other associations.
6. Directors shall provide a written report to the Board on any meetings or events attended on behalf or the TSA.
7. Directors and staff shall treat each other and TSA members with courtesy and respect.
8. Directors and staff shall not use their position on the Board or in the Association to benefit their club, league or group. It is expected that the benefits of the Association as a whole shall be considered foremost.
9. Directors and staff shall not make any commitments (financial or other) on behalf of the Association without Board approval. Requests for decisions shall be made in writing to the Board.

10. Directors and staff shall declare any conflicts of interest on a particular issue and remove themselves from the discussion. They may not vote on a motion where he/she has a conflict of interest.
11. Directors shall support fellow directors in their leagues, tournaments, committees and activities.
12. Directors and staff shall do their job as professionally and ethically as possible. If a director is unable to perform their expected duties, they shall ask the Board for assistance or request a leave of absence.
13. Conflicts of interest or the appearance of conflicts of interest are to be avoided where possible and acted upon openly and appropriately when encountered.

10. FINANCE

- All Directors/Committees shall be required to submit to the Board by November 3rd their proposed budget for the coming season.
- Any directorship which is vacant will be awarded the previous year's budget.
- The budget for the Association must be approved by the Board of Directors prior to presentation to the membership at the Annual Budget meeting.
- Expenditures and commitments greater than \$1,000 require approval by the Board of Directors. The approval may be at a Board Meeting, by telephone conference, or by e-mail; a record shall be kept of all approvals.
- Two authorized Director's signatures are required on all cheques and financial instruments.
- No refunds will be dispensed without proper receipts.
- The Association will levy a \$35.00 fee for all NSF cheques.

11. DIRECTORS

All directors and officers of the Association shall:

- Assist with any Ontario Cup tournament rounds that the Association may host;
- Be part of a discipline hearing if required (except if a conflict of interest is cited)
- Sit on at least one standing committee of the Association;
- Provide a written report of their activities between board meetings at least one week prior;
- Assist with District Tournaments and Finals of the District Leagues as required;
- Provide a summary report on his/her activities one month prior to the scheduled Annual General Meeting;
- Have other duties as assigned by the Board or the Executive.

a) President

- Shall preside at all Board Meetings and General Meetings of the Association unless he/she has a conflict of interest or declines to chair.
- Shall represent the Association at the ONTARIO SOCCER Board of Directors unless he/she declines the appointment.

- Shall represent the Association at Central Region League Management Committee meetings unless he/she declines the appointment.
- Shall represent the Association at other Soccer related functions as assigned by the Board or the Executive.
- Shall be the spokesperson for the Association.
- Shall provide a written summary report to the Board following any of the above meetings or functions.
- Shall be ex-officio of all committees of the Association except for any nominations committee.

b) Vice-President

- Shall fill in for the President as required.
- Shall fill in for any other absentee director as required.
- Shall chair the Standing Committee on Recreational Soccer and Strategic Planning. Another director may be appointed by the Board to chair either committee should the VP decline.

c) Secretary

- Shall look after the corporate affairs of the Association
- Shall keep a record of all minutes of the Association; keep on file all committee reports;
- Shall notify officers and committee Members of their election or appointment;
- Shall furnish committees with those documents required to perform their duties;
- Shall sign all certified copies of acts of the Association, unless otherwise specified in the Association's published rules;
- Shall maintain record books in which the constitution, published rules and minutes are entered and to have the current record books available at each meeting;
- Shall send out to the Membership a notice of each general meeting;
- Shall send out to the board notice of each meeting;
- Shall 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;
- In the absence of the president and vice-president shall preside until the immediate election or appointment of a chair pro term.

d) Treasurer

- Shall be responsible for the fiscal affairs of the Association;
- Shall ensure that full and accurate records are kept of the accounts of the Association;
- Shall report to the Board of Directors monthly, prior to Board of Directors meetings;
- Shall chair the Finance Committee;
- Shall prepare a budget for the Annual General Meeting.

e) Registrar

- Shall be responsible for all matters relating to the registration of players.
- Shall ensure that sufficient registration forms are obtained from the Ontario Soccer Association for all leagues and/or clubs operating under the jurisdiction of the Association. He/she shall ensure that instructions on completion of these forms are prepared; he/she shall arrange for distribution of the forms with instructions; he/she will record all numbers so that a complete record is kept of which forms have been distributed to which leagues and clubs; and ensure that payment is received by cheque, in advance, where required.
- Shall be responsible for all matters relating to transfers of players, and the issuing of trial permits and temporary registration permits.
- In conjunction with other Directors – shall oversee the running of the Consul's Cup, the TSA Challenge Cup Tournament, the TSA Recreational Cup and such other competitions or tournaments that the Association decides to run.
- Shall serve as the Association's representative on the committee for any tournaments held jointly with other District Associations.
- Shall approve and monitor tournaments run under the jurisdiction of the Association.

f) League Director

- Shall be responsible for the promotion, development and organization of all boys', girls', womens', and mens' soccer leagues and youth festivals within the TSA
- Shall act as a liaison between the Association and all registered clubs.
- Shall be a member and Chair of the TSA League Management Committee
- Shall monitor the registrations of all participating teams in the TSA Leagues, and shall report any irregularities to the Board.
- Shall provide to the Board a listing and summary of the proposed projects for all TSA leagues with expenditure estimates, requirements, and time lines.
- Shall chair the Consuls Cup, the TSA Challenge Cup and the TSA Recreational Cup Committees.

g) Director at Large

- Shall have such duties as may be prescribed by the Board from time-to-time.

h) Harassment Officers

- Do not have a vote on the board (unless they are also a director).
- Shall be appointed by the Board.
- A director of the Board may be appointed Harassment Officer.
- Shall have duties as determined by the Board.

12. BOARD MEETINGS

- a) All duly elected Directors may receive an annual honorarium in the amount of \$50.00 per meeting for their attendance at all regularly scheduled Directors' meetings, pending their submission of a written progress report to be supplied to the TSA office a minimum of four (4) working days in advance of each and every scheduled Directors' meeting, same to be included in the meeting agenda. Failure to submit this written report will dictate that the defaulting Directors verbal report is entered in the agenda under "Unfinished Business".
- b) All Directors will be required to attend all scheduled Directors' meetings from the time the meeting is convened until a motion is passed to adjourn.
- c) At the first regularly Directors' meeting for each year, Directors should indicate any possibility of lack of attendance based on holiday, etc. Consideration will be given in the case of extenuating circumstances; based on the Association's decision, sub-committees will remain at \$10.00 for expenses incurred.

13. HIRING PRACTICES

- a) The Secretary of the Association shall convene a Hiring Committee to select suitable candidates for any available position.
- b) All contract, full-time or part time staff positions must be approved, complete with job descriptions by the Board of Directors prior to initiating hiring process.
- c) The position shall be advertised on the Association website and the ONTARIO SOCCER website at minimum.
- d) Temporary/occasional staff may be hired at the discretion of the Executive Committee.
- e) All staff, with the exception of temporary/occasional staff, will be subject to Statutory Source Deductions unless an individual meets the Federal requirement for contractual status.

14. SPECIAL AWARDS

- a) Merit Award
 - 1. Nominations for the Merit Award shall be submitted to the Board of Directors by October 31 of each year. Active or Associate members, or Board Directors may submit a nomination.
 - 2. Nominees shall have rendered special service to a club, league of the Association or to the Association.
 - 3. Nominations for the Merit Award shall be accompanied by a resume.
 - 4. No incumbent Director of the Association shall be eligible for nomination.

b) Media Award

1. Nominations for the Media Award shall be submitted to the Board of Directors by October 31 of each year. Active or Associate members, or Board Directors may submit a nomination.
2. Nominees shall have provided particular coverage of soccer in the Association in the media for the previous year.
3. Nominations for the Media Award shall be accompanied by a resume.

15. VOLUNTEER SCREENING / HARASSMENT OFFICERS

The Association will implement the guidelines and policies of the ONTARIO SOCCER for Volunteer Screening and the Harassment Policy.

All Directors of the Association shall be screened.

The Harassment Officers of the Association shall be screened and attend the ONTARIO SOCCER Harassment Training Session prior to assuming their duties. Harassment Officers are deemed medium risk and must submit the following screening measures: application form (with references) and Police Records check.

If the Association is without a qualified Harassment Officer or the Officer has a conflict of interest in a particular case, the case must be submitted to the ONTARIO SOCCER for investigation.

Each year, prior to the outdoor season, every club operating youth teams must provide the Association with a signed form indicating that their volunteer coaches, assistant coaches and managers have been screened. The form, supplied by the Association, must be signed by the President of the Club.

Failure to supply verification of volunteer screening process will result in denial of playing out permission.

Failure to comply with the above will result in disciplinary action. Discipline may include fines and or denial of participation of teams in leagues or tournaments.

Clubs should not retain the Police Record Checks; however and Applicant Declaration and Review Form, available from the Association, must be completed for record keeping purposes.

Staff and other volunteers of the Association shall also submit a Police Records Check prior to commencing duties.

16. PRIVACY POLICY

The Association is committed to protecting the privacy of our members.

'Personal information' is your identifiable information such as name, address and email address. This information is used for registration purposes with the ONTARIO SOCCER, CSA and Leagues in which a player, administrator or referee participates. This information will not be shared with any other organization unless specifically authorized by the individual.

The Association will not share, sell, lease or trade personal information with any third party. Security measures, such as locked cabinets, restricted access and the use of passwords have been adopted to protect your personal information against loss or theft as well as unauthorized access or disclosure.

Notwithstanding the above, information of club contacts may be provided by the Association if requested.

17. OTHER

- a) The Association's competitions shall take precedence over all other competitions within the jurisdiction of the Association, except those arranged by the Ontario Soccer Association or Canadian Soccer Association.
- b) Any Club or League desiring to arrange an exhibition game involving a team from another National Association shall follow the requirements of the Canadian Soccer Association sending a copy of the request to this Association.
- c) Whenever a postmark is a qualifying requirement, it shall be construed to mean a postmark affixed by Canada Post. Metered postmarks shall not be accepted.
- d) League Referee Convenors must supply the District Referee Coordinator with a list of officials used on a biweekly basis.
- e) Any Club or League desiring to host tournaments shall have the tournament registered with the Association no later than April 15 of each year.