

**CONSTITUTION OF THE
ONTARIO SOCCER REFEREES'
ASSOCIATION**

2010

Draft 9: Saturday, September 26, 2009

Drafted by: Peter T. Johnson, Frank Capizzano, and Chris Cottle.

**CONSTITUTION OF THE
ONTARIO SOCCER REFEREES' ASSOCIATION
CONTENTS**

<u>SECTION</u>	<u>PAGE</u>
1. NAME.....	3
2. DEFINITIONS.....	3
3. AIMS AND OBJECTIVES.....	3
4. AREA OF OPERATION.....	3
5. ORGANIZATION.....	4
6. MEMBERSHIP.....	4
7. MEMBERSHIP FEES.....	4
8. OFFICERS.....	5
9. THE BOARD OF DIRECTORS.....	5
10. DUTIES.....	5
11. FINANCES.....	6
12. AUDITORS.....	6
13. MEETINGS.....	7
14. QUORUMS.....	7
15. VOTING.....	8
16. CONDUCT.....	8
17. INTERPRETATION.....	8
18. ALTERATIONS & ADMENDMENTS.....	8
19. ASSOCIATION BY-LAWS.....	9

Constitution of the Ontario Soccer Referees Association

1. Name.

The full name of the organization shall be the Ontario Soccer Referees' Association, which is to be deemed to be a Corporation without share capital, incorporated by Letters Patent, and shall be referred to in the by-law and all other by-laws as the "Association".

2. DEFINITIONS:

- (a) "Association" shall mean the Ontario Soccer Referees Association.
- (b) "Board" shall mean the Board of Directors as elected at the Annual General Board Meeting.
- (c) "Director" shall mean the elected or appointed member of the board; and
- (d) "Member" shall mean a person or branch that has applied for and has been accepted, in accordance with the by-laws of the Association, as a member.

3. Aims and Objectives.

The objectives of the Association shall be to advance the game of soccer by:

- a) Improving the status, protecting the interest and promoting the welfare of referees, and retaining in membership those who have ceased active refereeing.
- b) To advocate for, mentor and educate our members when and where required.
- c) Establishing, developing, assisting in the general work and coordinating the activity of its branches in order to encourage new candidates and to improve the standard of refereeing;
- d) Fostering the relationship of co-operation between referees the Canadian and Ontario Soccer Associations, their affiliates and associated bodies, and assisting those Associations in promoting the best interests of the game;
- e) Fostering a relationship and co-operation with other Canadian Referees Associations, its members both Provincial and Territorial by working collectively to promote the education, evaluation and welfare of referees throughout Canada.
- f) To ensure the education and promotion of its members by maintaining a College of Instructors.
- g) Carry out all Aims and Objectives lawfully and foster good public relations through a united effort.

4. AREA of OPERATION.

- a) The area of operation of the Association shall be the Province of Ontario;
And,
- b) The head office of the Association shall be located at such a place as the Board of Directors may from time to time determine.

5. Organization.

The Association shall be organized into Branches, each of which shall consist of no less than ten (10) members. The Board of Directors (The Board) of the OSRA must approve the Branch. The Board shall only approve new Branches where justified by local conditions and where an existing Branch is not already in place.

- a) Each Branch shall adopt this constitution as its own, changing and/or adding only those by-laws as are necessary for local conditions. These bylaws or any amendments thereto shall not conflict with the Constitution and Bylaws of this Association. The Branch concerned shall submit changes of their Constitution and/or By-Laws to the Association's Executive Officer within thirty (30) days for their ratification.
- b) The Secretary and/or Treasurer, of each Branch shall maintain a registry of members and submit a copy annually (April 1st) to the Association's Executive Officer together with the appropriate fees. Failure to fulfill this obligation may result in loss of the right to vote at Board meetings and/or the Annual Board Meeting. Members of a branch in breach of this rule shall not participate as a member(s) of the Board of Directors.
- c) The secretary of each Branch shall advise the Association's Executive Officer, in writing, of the following:
 - (i). The names of those persons who will represent the branch at all Board meetings, and any changes of the representation.
 - (ii). The new Branch Executive, for the ensuing calendar year, complete with addresses, telephone numbers and email addresses, no later than January 15th each year.

6. Membership.

The categories of membership into the Association shall consist of the following:

(i) Individual and Branch Membership:

The Association shall be available to any person\branch who are duly qualified as referees' in the Province and who have complied with this by-law and has paid the membership fee.

(ii) Honorary Membership:

An Honorary Membership may be granted, by a resolution of the board, to an individual in appreciation for outstanding service to the Association and/or to refereeing.

Honorary Members shall not pay fees and shall not have a vote in the election of the board or be eligible to serve as a Director in the Association unless they are representing a Branch.

(iii) Life Membership:

A Life membership may be granted, by a resolution of the board to a member who has rendered outstanding service to the Association. Life Members shall have all the rights and privileges of an Individual Member without the payment of fees and they do not have a vote in the election of the board unless they are representing a Branch.

7. Membership Fees.

The annual dues and fees paid to the Association by all of the Members shall be established by a resolution of the Board from time to time.

- (i) Upon receiving the required membership fee, the Member's name shall be added to the current membership list;
- (ii) All membership fees are due on the date as established by resolution from time to time.

- (iii) Membership in the Association shall be granted to any qualified person who applies in accordance with the by-law.

8. Officers.

The Officers of the Association shall:

- a) Be President, Vice President, Executive Officer, and Three (3) working Directors who will form the Executive Committee.
- b) The President will be a member of the Board of Directors.
- c) The President will serve a one-year term, and will be elected from the Branch Presidents at the Board's Annual meeting.
- d) The Board of Directors will appoint all other officers, which will include the Vice President, Executive officer and three working Directors.
- e) The Board may select any paid up member of the Association to be the Executive Officer.
- f) The Board may select any paid up member of the Association to be a working Director. The Board will select the duties to be performed by the Directors.
- g) A member may be nominated for office in his/her absence provided the following is received by the Association's Executive Officer prior to "Roll Call" of the meeting.
 - 1.) A written statement of acceptance by the nominee; and
 - 2.) A written nomination signed by the nominator and the person seconding the nomination.

9. The Board of Directors

The Board of Directors of this Association shall consist of the Presidents and Secretaries' of all the Branches of the Association. Branches will be permitted to send a member of their Executive as a substitute if one of its representatives is unable to attend. The Executive Officer and the three working Directors will attend all Board Meetings.

10. Duties.

The Officers and Members of The Board of the Association shall perform the duties hereinafter mentioned, notwithstanding any other duties, which may be contained elsewhere in these By-Laws.

- a) The President shall act for a term of one year from ABM to ABM.
- b) The President shall preside at all meetings of the Associations, and decide all questions of order, and announce the results of voting.
- c) Whilst in the Chair, he/she shall neither move or second any proposal or amend thereto, nor shall he/she vote unless there be a tie at any meeting, when he/she may exercise a casting vote. He/she shall not take part in any debate while in the Chair, except on rules of order. He/she shall ensure that all other officers perform their respective duties and that all By-Laws are enforced.
- d) Vice-President shall assist the President in the discharge of his/her duties and officiate in the President's absence. In the event of the Presidency becoming vacant during the year, the Vice-President shall assume that office until the next Annual Board Meeting.
- e) The Executive and Financial Officer shall be selected from the membership of the Association. He/She shall be restricted from holding office in any Provincial and/or District Soccer Association. The Executive Officer shall keep a true record of proceedings at all meetings of the Association, as well as other decisions reached at Executive Committee Meetings. At each meeting he/she shall present the minutes of the previous meeting. He/she shall conduct the business and correspondence of the Association and issue to member's notice of all meetings, together with an

Agenda. At the Annual Board Meeting, he/she shall present a report of the years work. The Executive and Financial Officer shall receive, give an official receipt for, and be responsible to the Executive Committee for all funds of the Association. He/she shall prepare a statement of Income and Liabilities for the period October 31st each year and a statement of Assets and Liabilities at that date, showing the financial position of the Association. A copy of these statements, bearing the signature of the Financial Director and the Auditors, shall be distributed to all members at the Annual Board Meeting. The term of office for the Executive Officer shall be two years, at which time the Board of Directors may or may not re-appoint the same person. The Executive Officer will receive an Honorarium as to be decided by the Board of Directors. The Board of Directors at their Annual meeting may review this every two years (each odd numbered year).

f) The Directors shall be assigned such specific duties and/or responsibilities as determined by the Board each year. They shall report to the Executive Committee and/or The Board, as necessary, during the year. They may receive an honorarium if so decided by The Board.

g) The Executive Committee shall conduct all routine or urgent business of the Association between Board Meetings. Its decisions shall be submitted for ratification. Executive Committee members are to be paid expenses as set by The Board whilst on Association business, unless such expenses have been covered by a local branch. Executive meetings will be at the call of the Executive Officer.

h) Vacancies on the Executive Committee may be filled by the Executive Committee within one (1) month of a vacancy occurring. This appointment shall be ratified at the next Board Meeting. If the appointment is not ratified, The Board shall appoint a new member at that meeting. Executive members who resign during their specified term of office shall be ineligible to be re-appointed to any executive position for the next two years.

i) The Executive Committee shall have charge of all property of the Association and shall transact all business of the Association with the exception of alterations and/or amendments to the Constitution and By-Laws.

j) Insofar as the actions taken and decisions made by the officers, the Executive Committee and The Board within the authorities contained in this Constitution and By-Laws are intended to represent the best interest and benefit of this Association as a whole, the said Officers, Executive Committee and members of The Board shall not personally, jointly or severally be held responsible, neither shall legal action be taken by any member or former member against the said Officers, executive Committee or members of The Board as a result of such lawful action and decisions.

11.Finances.

All funds of the Association shall be deposited in a Canadian financial institution authorized by The Board, to an account in the name of the Association. Cheques and withdrawals are to be approved and as required, signed by the Executive Officer and the President, or in his absence another director so nominated by The Board. Payment, not exceeding one hundred (\$100.00), may be made by the Executive Officer acting alone. Upon resolution of The Board, surplus funds of the Association maybe invested in a Trustee Securities, which may be held in safekeeping by the aforementioned financial institution. Such Securities may, by similar resolution, be liquidated.

12.Auditors.

Two members of the Association shall be appointed at the Annual Board Meeting to audit the accounts of the Association.

a) At any time without notice;

- b) Upon request of The Board;
 - c) Each year as of October 31st and before the Annual Board Meeting.
- They shall present a signed statement of Audit at the Annual Board Meeting.

13.Meetings.

The Annual Board Meeting shall be held on the **third** Sunday in November and notice convening the meeting shall be sent to each member not less than fourteen (14) days before the set date. The agenda for the Annual Board Meeting shall be:

- Roll Call – Members for the year ending.
- Minutes of the previous Annual Board Meeting
- Matters arising from the Minutes.
- Correspondence.
- Executive officers report.
- Auditor’s Statement.
- Director’s reports (3)
- Old Business.
- Amendments to the Constitution.
- Recess.
- Roll Call – Members for the year ensuing.
- Appointment of Officers if any.
- New Business & any other items determined by the Chairperson of the meeting.

A Special Board Meeting may be called by the Executive Officer on instructions from the President, or on receipt of a written requisition signed by one (1) Board Member from each of three (3) Branches. At a Special Board Meeting only such business as is stated on the requisition’s agenda shall be open for debate. Not less than thirty (30) days notice shall be given of such a meeting. Executive & Board meetings shall be held as necessary at the call of the Executive Officer.

The Board shall meet at least four (4) times a year in January, April, and October on dates to be set at the Annual Board Meeting. The Annual Board meeting will be set on the second Sunday in November.

14.Quorums.

At Board meetings, representation from one third of the Branches in membership shall constitute a quorum. Executive members shall not be considered to represent their respective Branches. At an Executive Committee Meeting, a majority shall constitute a quorum, which must include the Executive Officer. In the absence of a quorum at a Board Meeting, the meeting shall be adjourned until the earliest convenient day within one (1) month of the adjourned meeting, and fourteen (14) days notice of the rescheduled meeting shall be sent to all branches. In the absence of a quorum at the Annual Board Meeting the meeting will be adjourned to the second Sunday in January of the following year. In the absence of a quorum at the adjourned Annual Board Meeting, The Executive shall transact the business of the Association until the next Board meeting.

15.Voting.

At Board Meetings all paid up Branches' shall be entitled to a vote. At a Board Meeting, each branch represented, shall be entitled to two (2) votes. At all meetings of the Association, the President, or in his absence, the Chairperson of the meeting may exercise a casting vote.

16.Conduct.

Members of the Association shall:

- a) By virtue of an application direct, or through a Branch, and by payment of a subscription fee, be deemed to and required to have subscribed to the Constitution and By-Laws and to any amendments properly approved.
- b) Conduct themselves in such a manner as to be a credit to the Association and the game as a whole. A Special Commission formed for that purpose should deal with cases of misconduct reported to the Association. (By-Law Section 1). Appeals against Branch decisions or against the decisions of the Special Commission must be made, in writing, to the Executive Officer of the Association to be lodged within ten (10) days of the date the decision being appealed, has been handed down and notified. The appeal shall be accompanied by a fee of one hundred dollars (\$100) of which all or any part may be retained or returned. The Board, whose decision will be final, will hear such appeals.

17.Interpretation.

Interpretation of these By-Laws, as well as questions in dispute, shall be referred to The Board. The singular shall include the plural tense and vice versa. The masculine and feminine shall be interchangeable.

18.Alterations & Amendments.

No alteration or amendments to the Constitution and/or By-Laws may be made, unless written notice, signed by one (1) Board Member from each of two (2) Branches shall be received by the Executive Officer of the Association not less than thirty (30) days prior to the Annual Board Meeting or to a Special Board Meeting called for this purpose. The Alterations or amendments shall be referred to that particular meeting or to any adjournment thereof. Alterations & amendments will take effect immediately they have been approved.

ASSOCIATIONS' BY-LAWS .

CODE OF CONDUCT.

Section 1

Subject to Article 14 of the Constitution, which shall have precedent over this By-Law, no action or decisions made under the Code of Conduct may breach the said Constitution of the Association.

1.1 The Executive Committee or Council shall appoint a Commission to hear cases of misconduct, breach of the Code of Conduct, or a complaint between Branches.

1.2 The Commission shall consist of a Chairperson and two other members. This Commission shall contain members from at least two different Branches. Members of the Commission may not be Officers of the Executive Committee. Members of the Commission may not be party to the complaint or members of the branch or Branches concerned.

1.3 The Association will pay the expenses of such a Commission.

1.4 The Commission will hold a hearing at which all the parties to the complaint are present, and upon fourteen (14) days notice all parties to such a complaint must attend the inquiry or forfeit the right to a hearing.

1.5 The Commission, on completing its hearing shall furnish a report in writing within seven (7) days to the Executive Committee (Secretary) with copies to the parties concerned.

1.6 Appeals of any decision of the commission will be subject to Article 14b of the Constitution.

Enacted this _____ day of _____, 2010

President: _____.

Executive Officer: _____.