

**Tillsonburg Minor Soccer Club –
Constitution and Bylaws**

October 2025

Article 1: Name

1.1 The name of this organization is Tillsonburg Minor Soccer Club, hereinafter referred to as Club, which is a not-for-profit organization.

1.2 The Head Office of the organization shall be in the town of Tillsonburg, in the province of Ontario. The Board of Directors may, from time to time, determine the specific location of the head office.

1.3 All Teams registered with the Club will wear the Club Official Uniform and Logo while representing the club in any competition.

1.4 There shall be a corporate seal for the organization.

Article 2: Mission

2.1 Inspiring the Community to reach its full potential by engaging in lifelong soccer involvement. Specifically for youth the Club is "Committed to developing excellent players and excellent people."

Article 3: OBJECTIVES

3.1 The Club shall have the following objectives:

To promote and develop the game of soccer, both indoor and outdoor, within the community.

To encourage and promote the personal development of each individual member of the club, as a resourceful and responsible member of their community.

To develop, encourage and promote the spirit of good sportsmanship between all members of the soccer community at large.

To provide opportunities through the game of soccer, for the mental, physical, social and leadership development of the individual members of the Club.

Article 4: AFFILIATIONS

4.1 Club shall be a registered member of the Elgin Middlesex Soccer Association (EMSA). The Club is subject to the published rules in declining order of authority of the following bodies to which it is affiliated:

- 4.1.1 1. Ontario Soccer (OS)
2. The District Association (EMSA)
3. The Leagues (EMDSL) (WOSL) (Middlesex Masters)
4. The Club Constitution

Article 5: MEMBERSHIP

5.1 Regular Members and Adjunct Members

5.1.1 Regular members of the Club are required to function in a team and be registered with EMSA and OS as one of the following classifications:

Coach
Manager
Player
Trainer

5.1.2 Although an individual may qualify for, and be registered under, more than one of the above categories, each individual holds only one membership in the Club, and is entitled to one vote at members' meetings.

5.1.3 Upon approval of the coach and registration by the team manager, a player shall become a regular member.

5.1.4 Upon election or appointment by the directors of the Club, the Technical Director shall become a regular member. The technical director is an OS qualified individual who oversees coaches, helps establish and audits the application of proper coaching methodologies, and gives direction to training approaches throughout the club.

5.1.5 Upon registration with a team and acceptance by the directors of the Club, Team Trainers shall become regular members. Team trainers assist with the physical training and well-being of players, and aid in their guidance.

5.1.6 Upon election or appointment by the directors of the club, Team Coaches shall become regular members. A Team Coach is an OS

qualified individual who is registered with OS to teach, instruct, train and guide players to play the game of football.

- 5.1.7 Upon election or appointment by the directors of the Club, Team Managers shall become regular members. The Team Manager is an individual who is registered with OS to be responsible for one or more of the functions required to operate a Team.
- 5.1.8 Upon selection and appointment by the directors of the Club, up to three community members, recommended for their organizational expertise, football knowledge, agreement with and commitment to the vision of the Club, may be appointed as adjunct members, to serve on the board of directors.
- 5.1.9 Every regular member aged 18 and over shall have the right to attend, speak and cast one vote at a members' meeting of the Club.
- 5.1.10 Regular members under the age of 18 shall have the right to attend and speak at members meetings, but a parent or guardian (who shall also have the right to attend and speak on behalf of that member at members' meetings) must cast any vote.
- 5.1.11 Past members who have contributed positively toward TMSC's mission, are able to become and contribute as volunteer members.
- 5.1.12 Proxy votes are not allowed.

5.2 **Honorary Members**

- 5.2.1 The Board of Directors may designate an individual as an honorary member for a specific period of time.
- 5.2.2 An honorary member is afforded all rights of membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

5.3 **Life Members**

- 5.3.1 The Board of Directors may designate an individual as a life member.
- 5.3.2 A life member is afforded all rights of membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

5.4 Member Discipline

- 5.4.1 A member may be fined, censured, suspended or expelled from membership for cause and only after charges have been laid in accordance with the Clubs' published rules and a hearing held in accordance with the Clubs' and OS published rules.
- 5.4.2 An individual whose membership has been suspended loses all rights of membership until the suspension has been terminated.
- 5.4.3 Any player, Club and Team official discipline for all game infractions is governed in accordance with the procedures published by OS.
- 5.4.4 Any member who infringes the Articles or rules of the Club or brings the Club into disrepute may be reprimanded, suspended or expelled from the Club after a hearing by the Board of Directors of the Club at which hearing the member is entitled to attend if the member wishes.

5.6 Termination of Membership

- 5.6.1 A member shall be deemed to have terminated his or her membership in the Club:
 - a) if the member submits a signed letter of resignation to the Club,
 - b) if the member is expelled by the Club's Board of Directors, or
 - c) if the member is no longer registered with the Club.

Article 6: BOARD OF DIRECTORS

6.1 General

- 6.1.1 The Club shall be governed by the executive board of Directors, consisting of individual Directors holding the following positions within the Club:
- 6.1.2 President
Vice President Recreation / Chair HL Operations
Vice President Competitive / Chair Rep Operations
Treasurer
Secretary
Director of Coaching and Player Development

Director of Fields & Grounds
Director of Player Registration Processes / Scheduling
Director of Communication, Marketing and Social Media
Director of Clubhouse Facilities / Operations
Director of Sponsorships / Fundraising

6.2 Directors' Qualifications and Terms

- 6.2.1 A Director shall be 18 years of age or older and shall be a registered regular or adjunct member of the Club.
- 6.2.2 A Director shall agree to uphold the Articles of this constitution and its by-laws as amended from time to time and be committed to advance the vision of the club.
- 6.2.3 Directors shall be willing to perform such duties as assigned them by virtue of their elected appointment to the executive board, for the term of their office.
- 6.2.4 A Director shall serve for a term of two years or until his/her successor is elected or appointed.

6.3 Director Vacancy

- 6.3.1 A Director has the right to resign her/his position by submitting a signed letter of resignation to the Club.
- 6.3.2 A vacancy on the Board of Directors and their respective position(s) held, caused by death, or resignation, which has been accepted by the Board of Directors, shall be filled by a majority vote of the Board of Directors.
- 6.3.3 A member of the Board of Directors holding his/her respective position(s), as Director or other position(s), may be removed from office by the Board of Directors for cause by a 2/3's vote of the Board of Directors present provided notice to remove the Director has been given to all Directors of the Club.
- 6.3.4 If a Director is removed at a Members' meeting, the members entitled to vote may elect a successor to fill all position(s) held by the removed Director for the remainder of the term being filled.
- 6.3.5 A member of the Executive Board may also be removed from office at a meeting of the members of the Club provided notice to remove the Director has been given to persons entitled to attend the Members' meeting.

6.4 Duties of the Executive Positions

6.4.1 President

The President shall preside at all general meetings of the Club, and of the Board of Directors and shall be ex officio a member of all committees, except for a nominations committee; shall sign all certified copies of acts of the organization (unless otherwise specified in the Clubs' published rules), shall appoint all chairs of standing and special committees subject to ratification by the Board of Directors; coordinate all duties of the Board of Directors, committees, staff; and shall be the spokesperson for the Club. He shall function as liaison between the Club and external organizations.

6.4.2 Vice-Presidents

The Vice Presidents shall act in the absence of the President and shall have other ad hoc powers as deemed appropriate and assigned by the Board of Directors.

6.4.3 Treasurer

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

6.4.4 Secretary

The Secretary shall maintain a record of all minutes of the organization, maintain copies of all committee reports, notify officers and committee members of their election or appointment, maintain record books in which by-laws, published rules and minutes are entered and have the current record books available at each meeting, arrange to publish notice of general meetings, send to the Board of Directors notices of each meeting, conduct the general correspondence of the organization that is not the proper function of another office or committee, prepare, prior to each meeting in consultation with the presiding officer an order of business..

6.5 Duties of the Executive Board

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

6.5.2 Any member of the Executive Board may call to form a Committee.

6.5.3 The Executive Board shall be responsible for the appointment and renewal of appointments of all positions within the Club except for those positions elected by the membership of the Club.

6.5.4 A Director may hold more than one position on the executive board.

6.5.5 The Executive Board may also revoke, for cause, any appointment providing that it has followed the procedures for revoking an appointment as outlined in the Clubs' published rules.

6.6 Criteria for Nomination of Director of the Board

6.6.1 The number of Board of Directors' positions for which nominations will be accepted shall be advertised on the Club website, in the Club newsletter and posted in the Club Head Office no later than thirty (30) days prior to the Annual General Meeting.

6.6.2 In order to be eligible for nomination, a candidate must be a Member in Good Standing of the Club, 18 years of age or older and must not be insolvent.

6.6.3 A person who wishes to serve the Club as a Director of the Board must identify themselves at the time of the Election of New Officers at the AGM.

6.6.4 The candidate shall comply with the Volunteer Screening Policy and must submit a completed Police Records Check to the Club if elected. In the event that the candidate becomes a Director of the Board at a Meeting of the General Membership and either the Police Records Check subsequently reveals evidence of a conviction of a criminal offence or the candidate does not qualify under the Volunteer Screening Policy for any other reason, he or she may be removed from his or her position as a Director of the Board.

6.6.5 A person whose Membership has been terminated may not stand for election or be appointed to serve on the Board of Directors until such time as the conditions of the termination have expired

6.7 Election of Director of the Board

It is the intention of the Board of Directors to have a full contingent of Directors after each Annual General Meeting, with half of the Board

positions elected every year for a two-year term.

- 6.7.1** Each Director shall be elected for a two (2) year term of office.
- 6.7.2** Every position on the Board will be elected by the Membership. However, the Board of Directors will elect all Executive Directors of the Board from the successful candidates at the first Board meeting following the Annual General Meeting of the Membership
- 6.7.3** The definition of "Executive Directors of the Board" includes the President, the Vice Presidents, the Treasurer and the Secretary. To be eligible for election as an Executive Director of the Board, a candidate must have served the Club on the Board of Directors in the past year (365 days) or the time since the previous Annual General Meeting of the Membership. Any Executive Director of the Board may seek a vote of confidence, or be subject to a vote of no confidence, at Board level at any time during his or her term. If the Executive Director does not have the confidence of the Board, he or she will leave his or her Executive Director position and the position would be filled with a new vote.
- 6.7.4** Elections for the position of President shall take place every year at Board Level.
- 6.7.5** Elections for the position of Vice President Recreation / Chair HL Operations shall take place every year at Board Level.
- 6.7.6** Elections for the position Vice of President Competitive / Chair Rep Operations shall take place every year at Board Level.
- 6.7.7** Elections for the position of Treasurer shall take place every year at Board Level.
- 6.7.8** Elections for the position of Secretary shall take place every year at Board Level.
- 6.7.9** If any of the Executive Director of the Board decides to resign before the end of his or her two year term in order to seek another position on the Board or to leave the Board, the following provisions will apply:
 - (a) The president resigns at any point during their term, the Vice President will replace the President, if willing, until the end of his or her term. If no Executive Directors of the Board are willing to serve as President, the remaining Directors of the Board may either elect a President or call a Special General Meeting of the Membership.

- (b) If the Vice President resigns at any point during their term, a vote will be held at Board Level to elect a new Vice President.
- (c) If the Treasurer resigns at any point during their term, a vote will be held by the Board of Directors to elect a new Treasurer.
- (d) If the Secretary resigns at any point during their term, a vote will be held by the Board of Directors to elect a new Secretary.

6.7.10 In the event that there is no suitable candidates for any position on the Board, or a vacancy exists as a result of a resignation or removal, the Board of Directors may appoint a Member to serve in a position until the next Annual General Meeting.

6.7.11 The Club will have one election for all available positions on the Board. All eligible voting Members will be able to cast the same number of votes for candidates as there are Director positions available. Candidates who receive the most votes will be elected to the Board. In the event of a tie, the Chair will have a second vote. No candidate may assume a position by acclamation.

6.8 Conflict of interest and standards of Conduct

Tillsonburg Minor Soccer Club is committed to providing an environment in which all Registrants and Registered Organizations of the Club and any of its governing organizations (collectively "Individuals") act honestly, in good faith, and in the best interests of the game of soccer in the Province of Ontario. Activities of the governing organization, and those of its Registrants and Members, shall be conducted in a manner becoming the high ethical standard of business conduct expected of the leaders of Soccer in the community.

6.8.1 Representatives will not:

- (a) Engage in any business or transaction, or have a financial or other personal interest, that is incompatible with their official duties with the Club and/or the governing organization (as applicable), unless such business, transaction, or other interest is properly disclosed to the Club and/or the governing organization (as applicable) and approved by the Club and/or the governing organization (as applicable).
- (b) Knowingly place themselves in a position where they are under obligation to any Person who might benefit from special consideration or who might seek preferential treatment.

- (c) In the performance of their official duties, give preferential treatment to any Person.
- (d) Derive personal benefit from information that they have acquired during the course of fulfilling their official duties with the Club and/or the governing organization (as applicable), if such information is confidential or not generally available to the public.
- (e) Without the permission of the Club and/or the governing organization (as applicable), use the Club and/or the governing organization (as applicable) property, equipment, supplies, or services for activities not associated with the performance of their official duties with the Club and/or the governing organization (as applicable).
- (f) Place themselves in positions where they could, by virtue of being a Representative, influence decisions or contracts from which they could derive any direct or indirect benefit.
- (g) Accept any gift or favour that could be construed as being given in anticipation of, or in recognition for, any special consideration granted by virtue of being a Representative.
- (h) Allow their loyalty to a governing organization to be compromised by their relationship to, or involvement in, another organization. However, the appointment of a Representative by the governing organization to another organization is not, in itself, considered conflict of interest. It is recognized that a Representative may be involved with more than one soccer governing organization subject to the published rules of each applicable governing organization. The fact that a Representative owes a duty of loyalty to two or more governing organizations cannot itself be considered a conflict of interest provided that the Representative, when considering a matter before one governing organization that would affect the other governing organization in a meaningful manner, declares conflict of interest.

Failure to comply shall constitute sufficient grounds for removal of the Executive Committee member by the Club's Board of Directors.

6.8.2 Disclosure: In the event of Representative has a conflict of interest in relation to a particular issue or matter of discussion, the Representative

shall:

Declare the conflict of interest and the nature of the conflict, and refrain from voting on the issue in question,

Absent himself or herself from the meeting at any time there is discussion of the matter giving rise to the conflict; and

Refrain from lobbying or participating in the decision making process.

Each Representative is also required to declare a conflict even when the conflict for the Representative arises after the contract or arrangement is made with the other company, firm, or organization in which the Representative acquires an interest or significant involvement. In this situation, the Representative is to declare his or her conflict immediately after the Representative becomes interested in the other company, firm, or organization

6.8.3 Remuneration: All Directors Officers and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be reimbursed for reasonable expenses incurred by them in the performance of their duties. Motions, votes, or issues that would cause a Director to benefit financially or receive remuneration must be declared as a conflict of interest

6.9 Removal of Director

All Directors, Officers and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be reimbursed for reasonable expenses incurred by them in the performance of their duties. Motions, votes, or issues that would cause a Director to benefit financially or receive remuneration must be declared as a conflict of interest.

(a) The Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

- If they become incapable of performing the business of the Club
- If they are absent from four or more meetings of the Board without satisfactory reason

- If they no longer reside in reasonable proximity to the Club
 - If they become, or is discovered to be, an undischarged Bankrupt; or the
- (b) The Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
- If they have been found guilty of an offence under the Harassment Policy of the Club
 - If they have been found guilty of an offence under the Discipline Policy of the Club
 - If they have failed to properly account for monies or other property belonging to the Club
 - If they have been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club.
- (c) A Member of the Board of Directors holding his or her respective position(s), as Director or other position (s), may be removed from office by the Board of Directors for good and sufficient cause by a 2/3's vote of the Board of Directors present, provided notice to remove the Director has been given to all Directors of the Club. If a Director is removed by the Board of Directors, the Board of Directors may appoint a successor to the position(s) for the remainder of the term (s) being filled.
- (d) 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 Club 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 all position(s) held by the removed Director for the remainder of the term (s) being filled.

Article 7: MEETINGS

7.1 Quorum

A meeting of the Executive Board shall require a quorum.

A quorum shall be half of the number of filled positions plus one (1).

7.2 Annual General Meeting:

The Club shall hold its Annual General Meeting after the end of the outdoor soccer season and prior to November 30, unless special circumstances

dictate otherwise.

The Secretary of the Club shall schedule the meeting and publish notice at least fourteen (14) days prior to the meeting by posting it on the Club website.

No Article of this document shall be altered or rescinded and no additions shall be made to Articles except at an AGM and then only by a two-thirds majority vote of the eligible Members present.

Proposed amendments shall be delivered to the Secretary of the Club not less than sixty (60) days prior to the date of the AGM.

The Secretary of the Club shall publish all proposed amendments not less than twenty-one (21) days prior to the AGM by posting them on the Club Website.

The President shall preside at the AGM or in his/her absence the Vice President shall preside.

Voting shall be by show of hands unless the chairman, at his/her discretion causes voting at any meeting or question to be made by means of a secret ballot or simple majority of the Members present decides that a secret ballot is to be used.

The agenda of the Annual General meeting shall include:

1. Call to Order- Executive Board
2. Acceptance of Minutes of Previous Annual General Meeting
3. President's Address
4. Directors Reports
5. Treasurer's Report
6. Other Reports
7. Report of Committee(s)
8. Unfinished Business
9. Amendments to the Constitution
10. Any New Business
11. Nominations of Board of Director Members Nom Nominations of Board of Director Members
12. Election of Officers and Directors
13. Adjournment

Special General Meeting:

A special general meeting of the Club:

(a) may be called by the Board of Directors, or

b) shall be called by the Board of Directors upon receipt of a written request submitted to the Club by registered mail, certified mail, courier service, hand delivery, fax or e-mail, signed by not less than 25 members or 25% of the voting membership, whichever is less, setting out the items of business to be conducted at the special general meeting. The special general meeting shall be held within 30 days of receipt of the written request from the Members.

Only the business set out in the notice of the special general meeting shall be considered.

Board of Directors Meeting:

The Board of Directors shall meet at least 4 times per year, upon 14 days notice given by the President and Secretary, at such place and time as the Board of Directors may determine.

A majority of the members of the Board of Directors shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote.

Article 8: COMMITTEES

The membership, at any general meeting, or the Directors, at any meeting of the Board of Directors, may establish a standing committee or special committee to carry out specific business or programs of the Club.

Article 9: PROCEDURES GOVERNING MEETINGS

All meetings of the Club shall be conducted in accordance with the most recently published Roberts Rules of Order, except as may be otherwise stipulated in this By-Law or other Rules and Regulations of the Club.

Article 10: BY-LAWS AND AMENDMENTS

(a) By-law amendments to:

Article 1: the Club's name

Article 5: the number of its Executive Board members, the additional

positions a director may hold and the election year for the additional positions; and

Article 12: the financial year end of the Club

may be proposed by the Executive Board, or submitted by a Member to the Club in writing, at least 21 days prior to a general meeting of the Club; and must be approved by a majority vote of the Executive Board, and by a 2/3's vote of the membership, voting in person at a meeting of the Club duly called for that purpose.

(b) Subject to the foregoing, all by-laws of the Club shall be adopted or amended, as the case may be, by a majority vote of the Board of Directors, and by a 2/3's vote of the membership, voting in person at a meeting of the Club, duly called for that purpose, provided such by-laws or amendments conform to OS Published Rules

(c) By-laws or amendments thereof required by changes to the OS Published Rules shall be considered at the next members' meeting of the Club, following at least 45 days after notification of the required change has been published by OS

(d) Copies of by-law amendments referred to in subparagraph (a) and proposed by-laws or amendments referred to in subparagraph (c) shall be provided to all members attending the meeting and entitled to vote, for their consideration, at the said members' meeting.

Article 11: RULES AND REGULATIONS

The Executive Board may approve and publish Rules and Regulations which are not inconsistent with this Bylaw or inconsistent with the rules of a higher level governing organization.

Amendments to the rules and regulations may be made by a majority vote of the Executive Board or the Members at a General Meeting.

Article 12: INDEMNITY

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

Article 13: FINANCE

(a) The accounts of the Club shall be reviewed annually by the Executive Board, and the Financial Review statement shall be presented to the Annual General Meeting for adoption.

(b) Once passed by the membership, the budget shall not be changed or altered without a Board meeting.

(c) Executive Board members are empowered to approve and make all expenditures according to the budget.

(d) The fiscal year of the Club shall end on December 31 of each year unless otherwise ordered by the Executive Board.

Article 14: DISPUTE RESOLUTION

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

Any member of the Club may initiate the Dispute Resolution process by communicating, in writing to OS, with a copy to the Club and District, the nature and facts of the dispute. OS, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.

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

The Club shall make available to any member the Dispute Resolution process when requested.

Article 15: HARASSMENT

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

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

Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.

The Club shall make available to any member the Harassment Policy when requested.

Article 16: APPEALS

(a) Any member of the Club directly affected by a decision of the Club may appeal said decision. A non-member may appeal the denial or termination of membership in the Club.

(b) A decision of the Club may be appealed to the District Association with which the Club is affiliated. The appeal may be conducted in accordance with OS and the District Association's published rules.

(c) An individual shall not appeal a decision made by the Executive Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment and revocation process outlined in the Club's published rules has not been followed.

Article 17: DISSOLUTION

In the event of dissolution of the Club, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Directors to one or more not-for-profit, soccer related organizations, which operate solely in Ontario.

Article 18: DEFINITIONS/TERMINOLOGY

Terminology used in this by-law shall have the same meaning as utilized by OS in its letters patent, by-laws and published rules.