****

**Soccer Referees’ Association**

**Brampton and District**

**Constitution**

*as passed at the General Meeting on March 5, 2012.*

**Article 1: NAME**

The name of this Association shall be the **Soccer Referees’ Association Brampton and Distric**t, hereinafter referred to as the Association. The headquarters of the Association shall be located within the District Boundaries of the Peel Halton Soccer Association, hereinafter referred to as the PHSA. The mailing address shall be that of the Secretary of the Association

**Article 2: OBJECTS**

The Association shall have the following objects:

 1. To promote and develop the game of soccer within its boundaries.

 2. To help soccer referees to develop their knowledge of “The Laws of the Game”, and their character as resourceful and responsible Members of their community by providing opportunities, through the game of soccer, for their mental, physical, social and leadership development.

**Article 3: AFFILIATIONS**

The Association shall be an associate Member of the PHSA and shall follow the published rules of the PHSA and The Ontario Soccer Association, hereinafter referred to as The OSA. The Association is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

* FIFA
* CSA
* OSA
* PHSA
* The Association (Soccer Referees’ Association Brampton and District).

**Article 4: MEMBERSHIP**

There are three classes of Member, namely, Regular Member, Honorary Member and Life Member.

**Regular Member**

A regular Member is an OSA registered game official, and is entitled to one vote at Members' meetings.

Upon application, a game official shall become a regular Member upon acceptance by the directors of the Association.

**Honorary Member**

The Board of Directors may designate an individual as a honorary Member for a specific period of time.

A honorary Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

**Life Member**

The Board of Directors may designate an individual as a life Member.

A life Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, and is also entitled to vote.

**Fees**

Membership fees for regular Members shall be set annually by the Board of Directors and ratified or amended by the Membership at a general meeting of the Association.

**Discipline of Member**

A Member may be fined, censured, suspended or expelled from Membership for cause. after charges have been laid, a hearing held in accordance with OSA's published rules, and the member has been found guilty. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

Any member, who infringes the Articles or rules of the Association or brings the Association into disrepute, may be reprimanded, suspended or expelled from the Association after a hearing by the Board of Directors of the Association at which hearing the Member is entitled to attend.

**Termination of Membership**

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

* If the Member submits a signed letter of resignation to the Association;
* If the Member is expelled by the Association's Board of Directors
* If the Member is no longer registered with the Association

**Article 5: BOARD OF DIRECTORS**

The Association shall be governed by a Board of Directors which shall consist of at least 4 individuals, or such number not to be less than 4, as may be amended from time to time in accordance with the Association's By-Laws. These individuals shall hold the positions of:

* President
* Vice- President
* Secretary
* Treasurer

A Director may not hold more than one position.

A Director shall be 18 years of age or older, shall not be an un-discharged bankrupt and shall be a Regular Member of the Association.

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

**Director Vacancy**

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

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. They may appoint an interim successor to the position(s) vacant until the next scheduled Members’ meeting (or AGM). The Members’ are to confirm the appointment, or elect any other member for the remainder of the term(s) being filled.

**Removal of Director**

No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

* If she/he becomes incapable of performing the business of the Association;
* If she/he is absent from two or more meetings of the Board without satisfactory reason;
* If she/he no longer resides in reasonable proximity to the Association;
* If she/he becomes, or is discovered to be, an un-discharged bankrupt;
* the Director has compromised the integrity of the Association due to, but not limited to, any of the following reasons:
* if she/he has been found guilty of an offence under the Harassment Policy of OSA;
* if she/he has been found guilty of an offence involving violence under the Discipline Policy of OSA;
* if she/he has failed to properly account for monies or other property belonging to the Association; or
* if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Association.

A Member of the Board of Directors holding his or her respective position(s), may be removed from office 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 Association. They may appoint an interim successor to the position(s) vacant until the next scheduled Members’ meeting (or AGM). The Members’ are to confirm the appointment, or elect any other member for the remainder of the term(s) being filled.

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 all position(s) held by the removed Director for the remainder of the term(s) being filled.

**Conflict of Interest and Standards of Conduct**

The Directors shall be subject to the Conflict of Interest Policy 21.0 in the OSA's published rules. And all members shall be subject to the CSA Code of Conduct

**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 administrator positions within the Association's operations. The selection process and the appointments shall be based on procedures outlined in the District's published rules.

The Board of Directors may also revoke, for cause, any appointment providing that it has followed the procedures for the revoking an appointment as outlined in the Association's published rules.

**Duties of Directors**

*President*

Except: as provided for in the Dispute Resolution Policy of the OSA, and where the President delegates the responsibility to another person, the President shall preside at all general meetings of the Association and of the Board of Directors. The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the Association.

*Vice-President*

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

*Treasurer*

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Association; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Report to the Annual General Meeting and shall ensure the financial position of the Association remains in good standing. (see Article 11).

*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; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in the Association's published rules; maintain record books in which bylaws, published rules and minutes are entered and have the current record books available at each meeting; send to the Membership a notice of each general meeting; send to the Board of Directors notices of each meeting; conduct the general correspondence of the Association that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and, in the absence of the president and vice-president, preside until the immediate election or appointment of a new presiding officer.

*Other Director Positions*

The duties of other Director Positions shall be determined by the Board of Directors.

**Nominations and Elections**

Nominations for positions on the Board of Directors may be made by any Member at the annual general meeting or at a Special General Meeting called for that purpose.

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

Election shall be by open or secret ballot, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.

A majority of the votes cast shall be required to elect 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.

**Article 6: MEETINGS**

**General Meetings:**

An official notice of each meeting shall be given to all Members at least 14 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine. Such notification shall be by e-mail and regular mail as necessary and shall be posted on the Association’s website.

Twenty-five (25%) 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 By-Law or other law.

**Annual General Meeting:**

The Association shall hold its Annual General Meeting not later than November 30 of the current year. The agenda of the Annual General meeting shall include:

* Minutes of Previous Annual General Meeting
* President's Address
* Officers' Reports
* Treasurer's Report
* Other Reports
* Unfinished Business
* Amendments to the By-Laws
* Election of Officers and Directors
* Any Other Business
* Adjournment

**Special General Meeting:**

A Special General Meeting of the Association:

1. may be called by the Board of Directors, or
2. 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 not less than 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 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.

**Voting at General Meeting:**

Every regular Member aged 16 and over shall have the right to attend, speak and cast one vote at Members' meeting of the Association.

**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 (3) 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 7: COMMITTEES**

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.

**Article 8: 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 By-Law or other Rules and Regulations of the Association.

**Article 9: BY-LAWS AND AMENDMENTS**

1. By-Laws and amendments may be proposed by the Board of Directors, or submitted by a Member to the Association in writing at least 21 days prior to a general meeting of the Association; and must be approved by a 2/3’s vote of the Membership voting in person at a meeting of the Association duly called for that purpose.
2. (All Members entitled to vote shall be notified with the Association’s notice of the said Members’ meeting about By-Law amendments.
3. Such notification shall be by e-mail and regular mail as necessary and shall be posted on the Association’s website.

**Article 10: INDEMNITY**

Members of the Board of Directors or other servants to 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 willful neglect or default.

**Article 11: FINANCE**

The financial statements of the Association shall be

1. presented annually subject to the minimum requirements as defined in c);
2. based on a defined fiscal year end as defined in e);
3. presented to the members at the Annual General Meeting;
4. Completed by the Treasurer or designate
5. The fiscal year of the Club shall end on October 31 of each year, unless otherwise ordered by the Board of Directors

.

**Article 12: DISPUTE RESOLUTION**

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

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

**Article 13: HARASSMENT**

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

The Harassment Policy shall apply to all members.

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 the Harassment Policy when requested.

**Article 14: APPEALS**

1. Any Member or registrant of the Association directly affected by a decision of the association may appeal such decision. The denial or termination of Membership in the Association may be appealed by a non-Member.
2. A decision of the Association may be appealed to PHSA.

The appeal shall be conducted in accordance with OSA's and PHSA’s published rules.

1. 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.

**Article 15: 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, for the purpose of referee development

**Article 16: PRIVACY CODE**

The Association respects your right to personal privacy. The Association will handle your personal information in a secure manner to protect it from unauthorized access or disclosure as outlined by the ***PHSA in its Privacy Policy document***.

**Article 17: DEFINITIONS/TERMINOLOGY**

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