



F.C. EMERY CLUB CONSTITUTION
Rev. April 6 / 2026

FOOTBALL CLUB of EMERY “F.C. EMERY” CONSTITUTION

ARTICLE 1: NAME AND JURISDICTION

The name of the organization shall be **F.C. EMERY** (hereinafter referred to as “the Club”).

The Club shall operate within the jurisdiction of the Toronto Soccer Association (the “District Association”) and shall maintain its head office within this jurisdiction.

ARTICLE 2: MISSION

The Club is committed to providing inclusive, safe, and equitable access to soccer programming, including outdoor soccer and futsal, at both recreational and competitive levels.

The Club shall:

- Promote participation free from discrimination in accordance with Ontario Soccer policies
- Provide a safe, welcoming, and inclusive environment
- Support long-term development of players, coaches, match officials, and volunteers
- Ensure accessibility and affordability where possible
- Contribute positively to the development of soccer within the community.

ARTICLE 3: OBJECTIVES

The objectives of the Club are to:

1. Promote, develop, and govern the game of soccer in alignment with **Ontario Soccer**
2. Operate in accordance with the **Long-Term Player Development (LTPD)** model
3. Provide structured recreational and competitive programs
4. Ensure equal opportunity and inclusivity in all Club activities
5. Develop participants at all levels (players, coaches, referees, administrators)
6. Deliver community-based programming and outreach initiatives

ARTICLE 4: AFFILIATIONS AND COMPLIANCE

The Club shall be affiliated with:

1. Canada Soccer Association (CSA)
2. Ontario Soccer (OSA)
3. Toronto Soccer Association (TSA)

The Club shall comply with the published rules, regulations, policies, and playing standards of these organizations in order of precedence.

ARTICLE 5: MEMBERSHIP

5.1 CATEGORIES

The Club shall have the following membership categories:

a) Voting Members (Regular Members)

- Registered players (18+)
- Registered coaches and team officials
- Board of Directors
- Active Club volunteers (as defined by policy)
- Members must be active in the club for continuous 2 years minimum to get access to vote.

b) Non-Voting Members (Associate Members)

- Parents/guardians
- Youth players (under 18)
- Supporters and volunteers not meeting voting criteria
- Umbrella Team members and affiliates

5.2 VOTING RIGHTS

- Each Voting Member is entitled to **one vote**
- Voting Members must be **18 years of age or older**
- Proxy voting is **not permitted** unless explicitly allowed under Ontario Soccer policies

5.3 MEMBERSHIP DISCIPLINE

The Club shall adopt and comply with Ontario Soccer's:

- Discipline Policy
- Harassment Policy
- Code of Conduct

No Member shall be disciplined without:

- Written notice
- Opportunity to be heard
- A fair and impartial process

5.4 TERMINATION OF MEMBERSHIP

Membership may be terminated if a member:

- Resigns
- Is no longer registered
- Is expelled following discipline procedures
- Fails to comply with Club or governing body policies

5.5 UMBRELLA TEAMS

Umbrella Teams are independently operated teams using the Club's affiliation for league participation. These teams:

- Have no governance rights
- Are not eligible for voting
- Must comply with Club policies and code of conduct

ARTICLE 6: FEES

The Board of Directors shall determine annual registration fees in alignment with the Club's commitment to affordability and accessibility.

ARTICLE 7: BOARD OF DIRECTORS

7.1 COMPOSITION

The Board shall consist of a minimum of **four (4)** Directors, including:

- President
- Vice-President
- Club Manager
- Director-at-Large 1
- Director-at-Large 2

The Board may expand roles as needed.

7.2 AUTHORITY

The Board shall:

- Govern the Club between General Meetings
- Ensure compliance with governing bodies
- Oversee finances, risk management, and operations
- Approve policies and strategic direction

7.3 TERM

Directors shall serve **fixed terms (5 years)** and may be re-elected.

7.3 VACANCIES

Vacancies may be filled by majority vote of the Board for the remainder of the term.

7.4 REMOVAL

A Director may be removed by:

- A **2/3 vote of Members**, or
- A **2/3 vote of the Board** (for cause)

Grounds include:

- Misconduct
- Breach of policy
- Failure to fulfill duties
- Conflict of interest violations

7.5 CONFLICT OF INTEREST

All Directors shall comply with Ontario Soccer's Conflict of Interest policy and must disclose any real or perceived conflicts.

ARTICLE 8: MEETINGS

8.1 Annual General Meeting (AGM)

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 or by the following methods website notice, posting at Club office and phone call.

A quorum at a General Meeting shall be a minimum of twenty-five (25) voting members. All matters will be decided by a simple majority of votes cast by members present, except as defined in certain circumstances elsewhere in this Constitution or By-Laws.

The Club shall hold it's Annual General Meeting no later that January 31 of the following year. The Agenda of the Annual General Meeting shall include:

1. Roll Call
2. Tributes and Introduction of Guests
3. Credentials Report
4. Approval of Minutes of Previous Annual General Meeting
5. President's Report
6. Officers' Report
7. Treasurer/Financial Report
8. Auditor's Report
9. Appointment of Auditors
10. Unfinished Business
11. Amendments to the Constitution
12. Roll Call
13. Election of Officers and Directors
14. New Business
15. Adjournment

8.2 SPECIAL GENERAL MEETING

Must be called if requested by:

- The Board, or
- At least **10% of Voting Members**

8.3 QUORUM

- Quorum shall be **not less than 25% of Voting Members OR 10 members (whichever is less)**

8.4 BOARD MEETINGS

- Minimum of **4 meetings annually**
- Majority of Directors constitutes quorum

8.5 VOTING AT GENERAL MEETING

Every regular Member aged 18 and over shall have the right to attend, speak and cast one vote at Members' meeting of the Club. Every regular Member under the age of 18 shall have the right to attend and speak at Members' meetings, but any vote must be cast by a parent or guardian who shall also have the right to attend and speak on behalf of that Member at Members' meetings.

Eligible voter is a registered player (aged 18 and over), coach, assistant coach, manager, trainer, board member, parent or guardian of registered youth player (under the age of 18), registered volunteer.

(One vote for every registered youth player maximum 2 votes per family, no one person can vote twice and no vote for paid personnel).

Any member whose voting privileges are challenged will be authenticated by the Registrar and or Executive Board, whose decision shall be final.

ARTICLE 9: CLUB ORGANIZATION AND ROLES

BOARD OF DIRECTOR

President

Vice-President

Club Manager

Director at Large 1

Director at Large 2

TECHNICAL TEAM

Coach Facilitator

Grassroots Director

Competitive Director

Futsal Director

Goalie Director

OPERATIONAL TEAM

Operations Manager

Operations Team 1

Operations Team 2

Operations Team 3

Operations Team 4

Operations Team 5

ADMINISTRATIVE TEAM

Administrative Manager

Registrar

Marketing and Communication

Sponsorship Acquisition

Disciplinary Committee

Primary Liaison For Child Protection

FINANCIAL TEAM

Finance Manager

Treasurer

Incoming and Outgoing Payments

Book Keeper

9.1 PRESIDENT VACANCY

The President has the right to resign her or his post prior to his elected term being complete by submitting a signed letter of resignation to the Club. The President also has the right to request a "vote of Confidence" during his term to remain in his position, nearing close to his term or anywhere in his 5-year term.

A vacancy on the Board of Directors and their respective position(s) held, caused by death, expulsion, or resignation which has been accepted by the Board of Directors, shall be filled by a majority vote of the Board of Directors. The successor Director shall hold his or her incumbent's position(s) for the remainder of the term being filled and selected by the board during the term to facilitate operational fluidity.

9.2 REMOVAL OF DIRECTOR

No member of the board of director shall be removed for arbitrary reasons but may be removed if:

1. The director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - If he or she becomes incapable of performing the business of the everyday running of the club.
 - If he or she is absent from two or more meetings of the Board without satisfactory reason.
 - If he or she becomes or is discovered to be in action detrimental to a position of power or is found to have a police record that is found to prove unsafe for the actions of the club.
 - If he or she no longer can perform his or her duties.
 - If he or she no longer resides in a reasonable distance and the distance is detrimental to the day-to-day activities of the club.
 - If he or she becomes, or is discovered to be, an undischarged bankruptcy.

2. The director has compromised the integrity of the club due to, but not limited to, any of the following reasons:
 - If he/she has been found guilty of an offence under the Harassment Policy of the O.S.A.
 - If he/she has been found guilty of an offence involving violence under the Discipline Policy of the O.S.A.
 - If he/she has failed to properly account for monies or other property belonging to the Club. Misappropriation of funds.
 - If he/she has been found guilty of a criminal offence regardless of whether the offence directly affected the Club. A Board of Director holding his or her respective position(s), as a 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. A Board of Director 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 Member's meeting. If a director is removed at a member's 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.

3. The director may also be removed from office for good and sufficient cause at a meeting of the members of the club provided notice to remove has been given to the director for the remainder of the term(s) being filled.

9.3 ADDING DIRECTOR

Adding to the board must be in accordance to clubs Policy and standards:

1. A new director can be added to the board without need of an election or AGM due to requirements needed to keep the clubs Standards and increasing its membership. In the event of resignation or expulsion of a director.
2. A new director can be added to the board to meet the needs of the club and its memberships if director has left early and a replacement is needed in emergency.

9.4 CONFLICT OF INTEREST AND STANDARDS OF CONDUCT

The Directors shall be subject to the Conflict of Interest and Standards of O.S.A.'s published rules.

9.5 DUTIES OF THE BOARD OF DIRECTOR'S

The Board of Directors 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.

The Board of Directors shall be responsible for the appointment and renewal of appointees of all positions within the Club except for those positions elected by the Membership of the Club. This shall include the appointment of volunteer and paid positions within the Club's operations.

The selection process and the appointments shall be based on procedures outlined in the Club's published rules.

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

9.6 DUTIES OF THE DIRECTOR'S

Except:

1. As provided for the Dispute Resolution Policy of the O.S.A., and
2. Where the Directors delegate the responsibility to another person, the Directors shall preside at all general meetings of the Club and of the Board Of Directors. The Directors shall be members 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, and staff; and shall be spokesperson for the Club.
3. Shall have other powers as assigned by the Board of Directors.
4. Shall promote the game of soccer following the layouts set by the O.S.A. and TSA member boards.
5. To promote and grow the club and help it be active in its participation.

9.7 DUTIES OF THE VICE-PRESIDENT

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

9.8 DUTIES OF THE EXECUTIVE MANAGER

The Manager 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 General Meeting. Deal with the Accounting services the Club will be processing and filing with. Deal with the day-to-day operations of the club and handle all areas the board has assigned to him/her.

9.9 DUTIES OF THE ASSOCIATE DIRECTOR 1 AND 2

The Associate Directors of the organizations duties are assigned by the board and can change as per the current workflow and economical status of the club, 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, and, in the absence of the Director's and Executive Vice-President, preside until the immediate election or appointment of a new presiding officer is named.

9.9 DUTIES OF THE OTHER DIRECTOR'S

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

9.10 NOMINATIONS AND ELECTIONS

- A. Any eligible candidate who wishes to run for a position on the Board of Directors must declare this in writing. This declaration must be dated and submitted to the Club office staff at least twenty-one days prior to the Annual General Meeting. Candidates can run for a total of three positions; However, can only be elected position. If an existing Board member wishes to run for another position; that Board Member must resign their current position at least twenty-one days prior to the Annual General Meeting. All nominees will be posted on the Clubs website fourteen days prior to the AGM. If no nominations are received for a position, nominations may be made by any Club Member at the Annual General Meeting.
- B. Nominated person must be an official member of the Club.
- C. Members nominated to run for position of Director, Vice President, Manager, associate Directors must be current members and hold no other position similar with another club or else nomination is null and void. If no nominations meet these criteria; nominations may be made by any Member at the Annual General Meeting.
- D. Nominations and elections for positions open shall be held in the order of the position listed in the Constitution.
- E. A majority of the votes cast shall be required to elect Directors. In the event no candidate majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.

ARTICLE 10: 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 program of the Club.

ARTICLE 11: PROCEDURES GOVERNING MEETINGS

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

ARTICLE 11: BY-LAWS AND AMENDMENTS

By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the Club:

- 1. In writing at least 21 days prior to a general meeting of the Club; and must be approved by a majority vote of the Board of Directors, and by a 2/3's vote of the Membership voting in person or by a proxy at a meeting of the Club duly called for that purpose.*
- 2. All members entitled to vote shall be notified by the Club of the said Members' meeting about By-Law amendments.*

ARTICLE 12: FINANCE

- The Club shall be operated as a not-for-profit organization
- Financial statements shall be presented annually
- Review engagement or audit shall follow Ontario standards based on revenue thresholds.
- Two authorized signatures required for payments

ARTICLE 13: DISCIPLINE AND DISPUTE RESOLUTION

The Club adopts the dispute resolution and discipline processes of Ontario Soccer.

- *All disputes shall follow Ontario Soccer's formal processes*
- *Internal processes must not conflict with governing body jurisdiction*

ARTICLE 14: SAFEGUARDING AND HARASSMENT

The Club shall comply with Ontario Soccer's:

- Safe Sport policies
- Screening requirements
- Harassment and abuse policies

A designated **Club Head of Safeguarding / Child Protection Officer** shall be appointed.

ARTICLE 15: RULES AND REGULATIONS

The Club shall have Rules and Regulations which shall include, but is not limited to, the following:

1. Discipline of a Member: summary of charges regarding misconduct
2. Discipline of a Member: procedures for discipline hearing
3. Duties of Board of Directors: authority granted to Board regarding the business being conducted
4. Duties of Board of Directors: selection process and appointed process for the appointment and renewal of appointments to the League's paid and volunteer positions
5. Duties of Board of Directors: process for revoking appointees: The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with this By-Law and are not inconsistent with the Rules and Regulations of a higher-level governing organization.

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.

ARTICLE 16: INDEMNITY

Members of the Board of Directors 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 wilful negligence or wilful misconduct.

ARTICLE 17: DISSOLUTION

Upon dissolution, assets shall be distributed to a **not-for-profit soccer or community organization in Ontario**, in compliance with governing regulations.

ARTICLE 18: FINANCE

The account of the Club shall:

1. be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$30, 000; or
2. be reviewed annually through a Financial Review Engagement completed by a Certified General Accountant, Certified Management Accountant or Chartered Accountant, if the annual gross revenue is \$30 000 or less; or
3. The Club shall be operated as a **not-for-profit organization**.
4. Financial statements shall be presented annually.

ARTICLE 19: DISPUTE RESOLUTION

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

Any Member of the club may initiate the Dispute Resolution process by communicating in writing to the O.S.A., with a copy to the Club and District Association, the nature and facts of the dispute. The O.S.A., 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 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 20: HARASSMENT

The Club shall adhere to the Harassment Policy as published and approved by the O.S.A. 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 21: APPEALS

1. Any Member or registrant of the Club directly affected by a decision of the Club may appeal such decision. The denial or termination of Membership in the Club may be appealed by a non-Member.
2. A decision of the Club may be appealed to the District Association with which the Club as affiliation. The appeal shall be conducted in accordance with the O.S.A.'s and District Association's published rules. c. An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointee 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 have not been followed.
3. An individual shall not appeal a decision made by the Club regarding a player's team assignment.

ARTICLE 22: SIGNING AUTHORITY

1. All cheques or binding agreements must be signed by both President and Treasurer.
2. In the absence of either the President or Treasurer, the Executive Vice-President shall be authorized signing officer.
3. Any other Executive Board member may be granted temporary signing privileges, excluding, signing of cheques, upon unanimous approval of the Executive Board.

ARTICLE 23: GENERAL RULES

1. Rules, policies and procedures governing the operation of the Club which are not covered by this Constitution shall be developed, approved and published by the Executive Board.

ARTICLE 24: BREACH OF CONSTITUTION

Any Board member knowing or is informed of any breach of the Constitution/By-Laws or Club Rules at any time shall report the matter to the Executive Board. The Executive Board shall investigate the allegation and if verified to be true, shall proceed with a Constitutional protest the offender and take appropriate action.

ARTICLE 25: 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 non-for-profit soccer related organizations, or any not-for-profit athletic community organizations, which operates solely in Ontario.

ARTICLE 26: DEFINITIONS/TERMINOLOGY

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

ARTICLE 27: AMENDMENTS TO THE CONSTITUTION

The amendment to the constitution can be made upon request of the board with minimum 20% of the vote agreed upon.

ARTICLE 24: CLUB AFFILIATIONS

The affiliation of a club will be done as a subdivision of the club and can only be done on the agreement of 50% of the Board of directors. The affiliate must meet criteria set upon the board and will then follow all our constitution and umbrella.

October 21, 2026 amendment no more club affiliations, as per the club board of directors