



Proposed Amendments to OSA By-Laws

Proposed by: Peel Halton Soccer Association

To be presented before the OSA Membership at the February 2017 OSA Special General Meeting.

Rationale:

To put forward amendments to the By-Laws of The Ontario Soccer Association that facilitate the modernization of the Association's governance structure.

Proposed amendment to the OSA Bylaw:

Peel Halton Soccer Association is proposing the attached Amendments to the OSA's Bylaws. We would like these proposed amendments addressed at a Special General Meeting preferably in February 2017 in order to provide ample notice about the new OSA's Board of Directors structure which would take effect at the June 2017 OSA AGM.

1. Proposed Amendment to Bylaw No.1

PHSA is proposing bylaw amendments to the following Articles of the OSA's current Bylaws (to be referred to as Bylaw No.1):

- Article 0 - Adding the text of "Bylaw #1" to this article in order to differentiate between the current Bylaws and proposed Bylaws.
- Article 5 - A revised version of Article 5 Board of Directors, to align the OSA's Bylaws with the governance changes to take effect at the June 2017 AGM. The revision of Article 5 outlines the composition of the OSA's Board of Directors as well as the qualifications and process for nominations and elections.
- Article 6 - A revised version of Article 6 Duties of Officers, to align the OSA's Bylaws with the governance changes to take effect at the June 2017 AGM. The revision of Article 6 outlines the duties of each officer elected to the OSA's Board of Directors.
- Article 7 b) - An addition to Article 7 in order to include the OSA's Standing Committees into the Bylaws.
- Article 8 - An additional article to the Bylaws "District Presidents' Forum" to align the OSA's Bylaws with the governance changes.

2. Proposed Bylaw No.2

PHSA is proposing a temporary Bylaw (to be referred to as Bylaw No.2) as a "Phased Implementation Plan and Election of Directors" in order to align with the change to the governance model of the OSA's Board of Directors for the OSA's June 2017 AGM. After implementation of this bylaw at the OSA's June 2017 AGM, an amendment to delete this bylaw will be required at a subsequent general meeting.

3. Proposed Amendment to Bylaw No.1

- Article 4 d) - A revised version of the Proposed Amendment brought forth at the June 2016 AGM in order to provide more voting equity amongst all District Associations.

LEGEND:

Red is new additions

Strikethrough is Removals

OSA ~~Constitution~~ By-Laws

Article 0 – PREAMBLE

The Ontario Soccer Association, which is incorporated under the Corporations Act of the Province of Ontario, is governed by this By-Law #1 and: a) promotes, develops, supports, governs, and maintains the game of soccer in the Province of Ontario; and b) provides an opportunity for any individual or organization to participate in, or learn about, its activities

Article 1 – INTERPRETATION

- a) The name of the Corporation shall be "The Ontario Soccer Association", hereinafter referred to as "The Association".
- b) No individual or organization acting under the jurisdiction of The Association shall deny membership to, or expel, any party without just cause or upon grounds that are determined by The Association to be arbitrary.
- c) A governing organization may publish rules as By-Laws, Rules, Regulations, Policies, Procedures or Laws, that:

- i. are adopted by the governing organization;
 - ii. are distributed to all members of the governing organization;
 - iii. shall be interpreted at least to the meaning and intent of the rules as published by the governing organization at the highest level;
 - iv. shall not violate an individual's rights or freedom except as may be required to protect the rights and freedom of any other individual and to ensure the stability of the basic structure of soccer; and
 - v. shall not be modified without:
 - a) the advice of any committee established to administer the area affected by the rule; and
 - b) consulting the Membership.
- d) Registered individuals and organizations shall act in accordance with published rules.

Article 2 - HEAD OFFICE AND FISCAL YEAR

- a) The Head Office of The Association shall be situated in the Province of Ontario.
- b) The fiscal year of The Association shall be the one year period ending on December 31st.

Article 3 - MEMBERSHIP

- a) District Associations shall apply for Active Membership in accordance with published rules.
- b) Soccer organizations operating in more than one district may apply for Associate Membership in accordance with published rules.
- c) Professional and Semi-Professional soccer clubs may apply for Associate Membership in accordance with published rules.
- d) An individual may be granted Life Membership in accordance with published rules.
- e) An organization may be granted Honorary Membership in accordance with published rules.

- f) The Board of Directors shall approve or deny Membership applications in accordance with published rules.
- g) The Board of Directors may designate a member as not in good standing and define the consequences to the member being placed in such status in accordance with published rules.
- h) Annual Membership fees shall:
 - i. be recommended by the Board of Directors;
 - ii. be those approved by the Membership;
 - iii. consist of a levy on each player or team registered with an Active Member and a levy on each Associate Member; and
 - iv. be paid in accordance with published rules.

Article 4 - MEETINGS

- a) Meetings shall be conducted in accordance with Robert's Rules of Order insofar as they apply.
- b) Annual General Meeting
 - i. An Annual General Meeting shall be held on a Saturday or Sunday within 180 days after the fiscal year end.
 - ii. Each Member shall be sent a written notice, thirty days in advance, stating the date, time and location of the Annual General Meeting.
 - iii. The appointment of Auditors shall be approved by the Membership at the Annual General Meeting.
- c) Special General Meeting
 - i. Each Member shall be sent a written notice, fourteen days in advance, stating the date, time, location and business to be dealt with at any Special General Meeting called:
 - a) by the Board of Directors; and
 - b) within thirty days, and held within forty-five days, following the submission of a receipted request signed by not less than one-third of the Active and Associate Membership.

- ii. Only the business for which a Special General Meeting has been called shall be dealt with except with the unanimous consent of the delegates present.

d) At General Meetings:

- i. an Active Member shall be entitled to:
 - a) a vote for the first one hundred dollars, or part thereof, of fees retained;
 - b) a vote for each additional three hundred dollars, or part thereof, of fees retained up to a maximum of six votes;
 - c) a vote for each additional five hundred dollars, or part thereof, of fees retained;
 - d) have all its votes cast whether it be represented by one or all of its delegates, but not by a delegate of any other Member; and
 - e) the reimbursement by The Association of the expenses of no more than two delegates;
- ii. an Associate Member shall be entitled to one vote;
- iii. a Life Member shall be entitled to speak but may not sit as a delegate;
- iv. an Officer shall be entitled to speak but may not sit as a delegate; and
- v. delegates with a majority of the votes shall form a quorum.

Article 5 - BOARD OF DIRECTORS

a) The business of The Association shall be conducted by a Board of Directors ~~comprised of Directors who are designated as:~~ **composed of twelve (12) Directors as follows, but not less than three (3)**

Directors shall be of each gender:

- ~~i. Officers including a President, Vice President, Secretary, Treasurer and three Directors at Large;~~
~~and~~
- ~~ii. one District Representative from each Active Member.~~
 - i) President**
 - ii) Vice-President**
 - iii) Five (5) Regional Directors, one from each of the following regions (a geographical area inclusive of the Districts listed below):**
 - a. North**

- i. Sault Amateur, Soccer North District Association, Soccer Northeastern Ontario, Soccer Northwest Ontario, Sudbury Regional
- b. South
 - i. Hamilton & District, Niagara, Peel Halton
- c. East
 - i. Eastern Ontario District, Southeast Ontario
- d. West
 - i. Elgin Middlesex, Essex County, Lambton Kent, South-West Regional
- e. Central
 - i. Durham Region, East Central Ontario, Huronia District, North York, Scarborough, Toronto, York Region
- iv) Five (5) Independent Directors

b) To be a Director, an individual must:

- i. Be eighteen (18) years of age or older;
- ii. Not have been found incapable of managing property under the *Substitute Decisions Act, 1992* or under the *Mental Health Act*;
- iii. Have the power under law to contract;
- iv. Have not been declared incapable by a court in Canada or in another country; and
- v. Not have the status of bankrupt.
- vi. Complete and pass a criminal record check and a vulnerable sector check.
- vii. Have the attributes and/or experience necessary to make an effective contribution to the work of the Board of Directors as the governing body.
- viii. Not be a paid employee of The Association, any of its Members, or any affiliated leagues, clubs or OSA Recognized Academies.
- ix. Not be a consultant or contractor (excluding match officials) for The Association, any of its Members, or any affiliated leagues, clubs or OSA Recognized Academies.
- x. Not be a member of a Judicial Body of The Association, any of its Members, or any affiliated leagues, clubs or OSA Recognized Academies, or Canada Soccer.
- xi. Not hold a position as a Director or Officer of a Member, or any affiliated leagues, clubs or OSA Recognized Academies.

xii. Comply with sub-sections viii - xi within thirty (30) days after assuming a position as a Director.

c) In addition to subsection b), to be a Regional Director an individual must maintain a primary residence within the region for which they are elected or appointed.

d) In addition to subsection b), to be an Independent Director, an individual must possess particular identifiable competencies that will materially assist the Board in performing its strategic and stewardship functions.

e) The Board will appoint a Nominations Committee, consisting of two (2) Directors and three (3) Independent Members, which will be responsible for the solicitation, receipt and forwarding to the Annual General Meeting of nominations to the elected positions of President, Vice-President, Regional Director and Independent Director. An Independent Member of the Nominations Committee is a person who must not hold a paid, elected, consultant, contractor (excluding match officials), or judicial position with the Association, any of its Members, or any affiliated leagues, clubs or OSA Recognized Academies, or Canada Soccer.

f) The list of nominations shall be published by electronic means no less than 30 days before the date of the Annual General Meeting in which the election is to be held.

g) All nominations from qualified candidates received by the Nominations Committee will be forwarded to the Annual General Meeting. The Nominations Committee will be responsible for screening candidates for all elected positions.

h) In addition to meeting the applicable eligibility requirements in Article 5), to be considered at the Annual General Meeting for election to the Board of Directors, each nominee must:

- i. Give their written approval; and
- ii. Submit all of the required documents to the Nominations Committee during the Call for Nominations period.

~~a. At Annual General Meetings held in even-numbered years:~~

- ~~i. the President, Treasurer and two Directors at Large shall each be elected by ballot for a two year term; and~~
- ~~ii. District Representatives appointed by Active Members defined by the Board of Directors as even-numbered shall each be elected for a two year term.~~

- ~~b. At Annual General Meetings held in odd numbered years:~~
 - ~~i. the Vice President, Secretary and one Director at Large shall each be elected by ballot for a two year term; and~~
 - ~~ii. District Representatives appointed by Active Members defined by the Board of Directors as odd-numbered shall each be elected for a two year term.~~
- i. Elections shall be held according to the following rules:**
 - i. At each Annual General Meeting, the voting Members shall elect four (4) Directors for a three (3) year term on a rotational basis as follows:**
 - a. Two (2) Regional Directors and two (2) Independent Directors**
 - b. Vice-President, one (1) Regional Director and two (2) Independent Directors**
 - c. President, two (2) Regional Directors and one (1) Independent Director**
 - ii. The following rules shall apply:**
 - a) Directors will be elected by secret ballot.**
 - b) A candidate shall be declared elected as a Director when the candidate receives a majority of votes cast. If no candidate is declared elected, the candidate(s) receiving the lowest number of votes and any candidate(s) receiving less than 10% of the total vote shall be deleted from the ballot and the vote repeated until such time as a candidate is elected.**
 - c) At least one-fourth (¼) of the Directors elected annually will be of each gender. If elections result in less than ¼ of the Directors being of each gender, the nominee with the least votes**

from the overrepresented gender will give way to the nominee of the other gender with the highest number of votes.

- b) ~~j)~~ The Board of Directors shall meet not less than three times a year.
- e) ~~k)~~ At meetings of the Board of Directors a majority of the Directors shall form a quorum.
- d) ~~During the intervals between meetings of the Board of Directors, the officers shall be the Executive Committee which shall:~~
 - i. ~~possess and may exercise all the powers of the Board of Directors in the management and direction of the affairs of The Association; and~~
 - ii. ~~meet at the call of the President.~~
- e) ~~l)~~ The office of a Director shall be vacated if the Director is removed, or allowed to resign, by the Board of Directors for good and sufficient cause.
- f) ~~m)~~ Should a vacancy occur among **directors, the Board of Directors may appoint a person to fill the vacancy until the next annual general meeting at which the members shall elect a person for the remainder of the term of that vacancy**
 - i. **Officers**
 - a) ~~the members at an annual general meeting of members, with or without notice of the vacancy, may elect a person to fill the vacancy for the remainder of the term of that vacancy; or~~
 - b) ~~the Board of Directors may appoint a person to fill the vacancy until the next annual general meeting~~
 - ii. ~~District Representatives—the District Association affected shall appoint a person to fill the vacancy during the remainder of the term.~~
- g) ~~When a District Representative is unable for satisfactory reason to attend a meeting of the Board of Directors, the President of the affected District Association may appoint an alternate who shall be~~

~~accorded the full rights and privileges of a District Representative for that meeting, excluding voting rights.~~

- ~~h)~~ **n)** The Board of Directors shall select, appoint, and establish the duties and remuneration of an Executive Director.

- ~~i)~~ **o)** Every Officer or Member of the Board of Directors or other servant of The Association shall be indemnified 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 neglects or defaults.

- ~~j)~~ **p)** The Board of Directors is authorized to borrow such sums of money as may be required from time to time to enable the corporation to carry on the purposes for which it has been established.

- ~~k)~~ **q)** In addition, the Board of Directors shall:
 - i. govern the affairs of the Association in accordance with the *By-Laws* and governing documents;**
 - ii. approve the annual budget prepared in accordance with the Executive Limitations policy and applicable Governance Policies;
 - iii. approve the Association's Audited Financial Statements and present these to the Membership at the Annual General Meeting;
 - iv. prepare, approve and present a Strategic Plan for review by the Membership at the Annual General Meeting; and
 - ~~v. prepare and approve the Governance Policies used to administer the affairs of the Association;~~
 - ~~vi.~~ **v.** develop and promulgate as required policies, standards and guidelines for the good governance of the Association.

Article 6 - ~~DUTIES OF DIRECTORS~~ OFFICERS

- a) The officers of the Association are:**
 - i. The President**
 - ii. The Vice President**
 - iii. The Secretary**
 - iv. The Executive Director**

- a. ~~b) The President shall preside at meetings of The Association and speak for the Board in carrying out its directives.~~
- b. ~~The Vice President shall preside at meetings of The Association when the President is absent, or is unable, or refuses, to preside.~~
- c) The Vice President shall perform the duties of the President in the event of the President's absence or inability to act.
- e. ~~d) The Secretary shall be responsible for the corporate affairs of The Association and have custody of the Seal of The Association, an impression of which is stamped on this By-Law. , will be appointed by the Board of Directors on the advice of the Executive Director. The Secretary is not required to be a Director and may be an Association staff member. The Secretary shall serve as the custodian of the Association's governing records and documents, including the Seal of the Association, an impression of which is stamped on this By-Law.~~
- ~~d.~~ e) The Executive Director will be charged with the general management of the affairs and operation of the Association, have signing authority, perform all duties incidental to the office, and have such additional powers and duties as may be established by the Board.
- e. ~~The Treasurer shall be responsible for the fiscal affairs of The Association.~~
- f. ~~c) A District Representative shall:~~
- i) ~~be the Official representative of The Association within that District; and ii) represent and uphold the interests of that District Association in the affairs of The Association.~~

Article 7 - COMMITTEES

- a) The Committees of the Association shall be categorized as Judicial, Operational, Special, or Standing Committees.
- b) The Standing Committees of The Association are the following:
- i. Finance Committee
 - ii. Risk and Audit Committee
 - iii. Governance Committee

iv. **Nominations Committee**

- c) The Board of Directors, in accordance with the Governance Policies, may constitute any such committee necessary for the good governance and administration of The Association.

Article 8 – DISTRICT PRESIDENTS’ FORUM

The Association will have a District Presidents’ Forum composed of the president or delegate of each District Member to serve as an advisory body as described in the District Presidents’ Forum Roles and Responsibilities.

Article 9 - DISTRICT ASSOCIATION

A District Association is a governing organization that:

- i) is immediately subordinate to The Association within a District;
- ii) is delegated the responsibility to execute the following administrative functions, which are within the jurisdiction of the District Association:
 - a) registration;
 - b) the appointment of Game Officials;
 - c) clinics;
 - d) discipline and appeals;
- iii) has at least four clubs as members;
- iv) has club teams which participate in leagues in accordance with Published Rules; and
- v) entitles its members to voting rights at its General Meetings based on fees retained or number of players registered.

Article 9 10 - CLUB

A Club is a governing organization that:

- i) is immediately subordinate to the District Association within whose jurisdiction the Club has located its headquarters;
- ii) organizes teams in accordance with published rules; and
- iii) may operate leagues in accordance with published rules.

Article 10 11 - LEAGUE

A League is a governing organization that:

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PHSA – November 11, 2016 Submitted

PHSA – December 12, 2016 Revised (based on feedback from Board of Directors’ meeting Dec.10.2016)

- i) is immediately subordinate to the governing organization which delegates it the right to operate; and
- ii) controls its teams, for League operation purposes only, in accordance with published rules.

Article ~~11~~ 12 - AMENDMENTS

- a) All proposed amendments to this By-Law must be received by The Association in writing not less than ninety days prior to a General Meeting.
- b) Copies of proposed amendments to this By-Law shall be sent to the Membership not less than sixty days prior to the General Meeting at which they are to be considered.
- c) Amendments shall be adopted upon attaining a two-thirds majority of the votes cast by the delegates present at the General Meeting.

**Ontario Soccer Association
By-Law No. 2**

New By-Laws Phased Implementation Plan and Election of Directors

1. In accordance with the Temporary By-Law passed by way of Special Resolution at the 2016 Annual General Meeting, all current Ontario Soccer Association Directors will continue to hold office until the 2017 Annual General Meeting, scheduled for June 11, 2017.
2. On February 11, 2017, at The Ontario Soccer Association (“OSA”) Special General Meeting, a motion for the approval of the proposed amended By-Laws, including this Phased Implementation Plan, will be placed before the voting members.
3. Upon the approval of the motion to accept the amended By-Laws, including this Phased Implementation Plan, the amended By-Laws will be implemented effective immediately except for the composition and election of Directors which will be implemented in accordance with this Phased Implementation Plan.
4. At the 2017 Annual General Meeting:
 - a) Immediately prior to the elections of Directors, all Directors and Officers holding office will vacate their positions as Directors and Officers. Elections will occur as follows in accordance:
 - i. The President will be elected by the voting members for a term of three (3) years.
 - ii. The Vice-President will be elected by the voting members for a term of two (2) years in order to establish a rotation of elections relating to the Vice-President and President.
 - iii. Five (5) Regional Directors
 1. Two (2) Regional Director will be elected by the voting members for a term of one (1) year in order to establish a rotation of elections relating to Regional Directors.
 2. One (1) Regional Director will be elected by the voting members for a term of two (2) years in order to establish a rotation of elections relating to Regional Directors.
 3. Two (2) Regional Directors will be elected by the voting members for a term of three (3) years in order to establish a rotation of elections relating to Regional Directors.
 - iv. Five (5) Independent Directors
 1. Two (2) Independent Directors will be elected by the voting members for a term of one (1) year in order to establish a rotation of elections relating to Independent Directors.
 2. Two (2) Independent Directors will be elected by the voting members for a term of two (2) years in order to establish a rotation of elections relating to Independent Directors.

3. One (1) Independent Director will be elected by the voting members for a term of three (3) years in order to establish a rotation of elections relating to Independent Directors.
 - v. At least, one-fourth (1/4) of Directors elected will be of each gender. Accordingly, the following will apply:
 1. Directors elected for a term of one (1) year will include at least one of each gender.
 2. Directors elected for a term of two (2) years will include at least one of each gender.
 3. Directors elected for a term of three (3) years will include at least one of each gender.
5. All subsequent elections will proceed in accordance with the new By-Laws. The following to act as a guide:
- a) 2018 – The following will be elected for a three (3) year term:
 - i. Two (2) Regional Directors
 - ii. Two (2) Independent Directors
 - b) 2019 – The following will be elected for a three (3) year term:
 - i. Vice-President
 - ii. One (1) Regional Director
 - iii. Two (2) Independent Directors
 - c) 2020 – The following will be elected for a three (3) year term:
 - i. President
 - ii. Two (2) Regional Directors
 - iii. One (1) Independent Director