

**ERIN MILLS SOCCER CLUB**  
**2020 ANNUAL GENERAL MEETING**  
**PROPOSED AMENDMENTS TO CONSTITUTION**  
**& BY-LAWS**



The following changes to the Club's Constitution and By-Laws have been unanimously approved by a resolution of the Board of Directors:

**1. Team Uniforms:**

- 1.03 The official Club colours, to be worn by all Erin Mills Soccer Club ~~Representative, Academy, Select and All Star~~ teams are Green, ~~and White~~ and Black. Other colours may appear, at the discretion of the Board of Directors, but they must not be the dominant colour.
- 1.04 Official ~~Representative, Academy, Select and All Star~~ team uniforms will be supplied by the Club or its official uniform supplier as designated by the Board of Directors and must be the only uniform worn by Club teams, unless special dispensation is given to a team in writing by the Board of Directors.

**2. Name Changes:**

- (a) All References or Definitions in the Constitution or By-laws that refer to the "Ontario Soccer Association" or "OSA" shall be amended to read "Ontario Soccer" and "OS".
- (b) All References or Definitions in the Constitution or By-laws that refer to the "Canadian Soccer Association" or "CSA" shall be amended to read "Canada Soccer" and "CS".
- (c) All References in the Constitution or By-laws that refer to "House League" or "H.L." shall be amended to read "Recreational Development Program", "RDP Program" or "RDP".
- (c) All References or definitions in the Constitution or By-laws that refer to "Rep", "Representative" or "Rep Program" shall be amended to read "Competitive", "Competitive Program", "Competitive Development Program", "CDP Program", or "CDP", as the case may be.

- (d) All References or Definitions in the Constitution or By-laws that refer to "All-Star", "Select" "Academy", or "Academy Program" shall be amended to read "Recreational" or "Competitive", as the case may be or be deleted in their entirety.
- (e) All References in the Constitution or By-laws that refer to "Senior Vice President" shall be amended to read "Vice President".
- (f) All References in the Constitution or By-laws that refer to the "Hershey Sportszone Indoor Soccer League " shall be amended to read the "Mississauga Youth Indoor Soccer League".

### 3. City of Mississauga:

To comply with the City of Mississauga's Community Group Program Policy, Article 9.02 of the Constitution shall be amended by adding the following:

"(e) Since the Club is a "Registered Community Group", a Minimum of Twenty-One (21) days Notice of any General Membership Meeting shall be sent to the City of Mississauga and the Club's Annual Report shall be made available to all Members through the Club's Website within 90 days following the Club's Annual General Meeting."

### 4. Non Members:

Articles 5.14, 9.19 and 9.26 of the Constitution shall be amended accordingly:

#### 5.14 Consultation with Non-Members:

The Board of Directors may, from time to time, in their sole discretion, consult with non-members, ~~including parents/ legal guardians of Youth Referees or registered players, and Senior Players & Referees~~ regarding the Club's programs, its objectives, its strategic direction, or its business affairs as they consider to be prudent, reasonable and in the best interests of the Club. Such consultations may consist of customer surveys, informal information sessions, or formal meetings open to all non member stakeholders within the Club.

#### 9.19 Parents/ Legal Guardians / Players/ RefereesNon-Members:

- (a) At the invitation of the Board of Directors, non-members recognized parents/ legal guardians of registered players, and currently registered senior players and senior referees may attend general meeting of Members and observe the proceedings.
- (b) Non-Members Parents/ Legal Guardians, Players, and Referees may not:
  - (i) propose any motions;

- (ii) speak for or against any motion,
- (iii) vote on any motion or resolution of any kind, including any resolution regarding a fundamental change in the Corporation;
- (iv) vote in the election of any Officer or Director; and/ or
- (vi) actively participate in the meeting in any way.

(c) ~~Parents/ Legal Guardians, Players, and Referees Non-Members~~ may only speak, ask questions or participate in the meeting with the express permission of the presiding Chair, who has the sole power and authority to grant or to refuse to grant such permission as they may determine, in their absolute and unfettered discretion.

9.26 **Voting Members:** All Members as defined in Section 5.02 above or their valid Proxy Representatives may vote at an Annual, General or Special Meetings of the Erin Mills Soccer Club subject to the restrictions and limitations set forth above in Sections 5.09 and 5.10 of Article V. Members of the Board of Directors may vote at all general meetings. ~~Non-Members, Any parents/ legal guardians, registered Players, non-member candidates,~~ and invited guests are not eligible to vote at any general meeting of the Club.

## 5. Board of Directors

We propose to merge the Recreational Development Director Mini/ Minor and Recreational Development Director , Festivals into one position to be designated as Recreational Development Director, Festivals.

We further propose to merge the Director, Sponsorship & the Director, Marketing & Communications into a combined role of Director, Marketing & Sponsorship.

The Board shall accordingly be reduced from 11 to 9 Directors and a minimum of five Directors must be present at any Directors Meeting to form Quorum.

(a) Article 7.07 shall be amended as follows:

### "7.07 **Tenure of Officers & Directors:**

*The tenure of each position on the Board of Directors shall be declared vacant every three years and directors shall be elected for a three year term.*

a) *The Vice-President, the Secretary-Registrar, ~~the Recreational Development Director, Mini/ Minor,~~ and the Recreational Development Director, Youth & Seniors, shall be elected in the first year of the rotation;"*

- b) *The President, the Competitive Director, Youth & Seniors, and the Recreational Development Director, Festivals, ~~and the Director, Sponsorship~~, shall be elected in the second year of the rotation;*
- c) *The Treasurer, the Competitive Director, Festivals, and the Director, Marketing & Sponsorship Communication shall be elected in the third year of the rotation;*
- d) *The Director-at-Large may be appointed by the Board of Directors for a maximum term of two years with such mandate and duties as may be determined by the Board of Directors from time to time."*

(b) Articles 8.01 and 8.02 shall be amended by removing the roles of Recreational Development Director, Mini/ Minor and Director, Sponsorship;

(c) Article 5.01 of the By-Laws shall be amended as follows:

*"5.01 The affairs of the Club shall be managed by an Executive Board consisting of a minimum of ~~nine six (6) (9)~~ and a maximum of fifteen (15) Directors, each of whom at the time of his/her election or within thirty (30) days thereafter and throughout his/her term of office shall be a member of the Club."*

This final amendment is a "fundamental change" to the By-Laws and must be approved by a special resolution passed by two-thirds of the Members present at a General Membership Meeting.

(d) Article 11.03 of the Constitution shall be amended as follows:

**Director, Marketing & Sponsorship** - Shall have sales and/or marketing experience preferably gained through practical work in a sales/marketing role in the business community; shall have fundraising and sponsorship experience preferably through practical work in a corporate or community program; and shall have been a member of the Club for at least one year or have had equivalent experience with an amateur sports organization or not-for profit corporation, preferably within the last two years.

~~**Director, Sponsorship** - Shall have fundraising and sponsorship experience preferably through practical work in a corporate or community program and shall have been a member of the Club for at least one year or have had equivalent experience with an amateur sports organization or not-for profit corporation, preferably within the last two years.~~

(d) Article 13.04 of the Constitution shall be amended as follows:

13.04 **Fundraising:** Fundraising special projects by any group within the Club shall only be permitted with the prior written approval of the Director, Marketing & Communication Sponsorship. The Club shall be entitled to receive payment of

any licence fees from any member of the Club, as may be established by the Board of Directors, in connection with the marketing, sale or distribution of any merchandise bearing the official name or logo of the Erin Mills Soccer Club. Prior written approval for any such merchandising program must be obtained from the Director, Marketing & [Sponsorship Communication](#). No member shall market, sell, or distribute any merchandise bearing any name or logo that is similar or confusingly similar to the Club`s name or logo.

(e) Article 6.00 of the By-Laws shall be amended as follows:

6.01 **Quorum** - A majority of Directors present at a meeting of Directors shall form a quorum for the transaction of business, provided that such number shall not be less than [a majority of the Directors duly elected or appointed to the Board of Directors at the material time](#) ~~five (5) Directors~~.

(f) Article 9.02 of the By-Laws shall be amended by adding sub-article 9.02 (k) as follows:

9.02 **Empowered** – The Board is empowered, including but not limited to:

[k\) waive the requirements, restrictions or qualifications of persons elected or appointed to the Board of Directors on such grounds as are determined to be in the best interest of the Corporation, provided that any such decision is approved by the Members at the next general membership meeting; and](#)

## 6. Rules & Regulations

The Club's Rules & Regulations generally pertain to the format of play with the Club's Recreational Development Program and do not affect the rights and privileges of Members. It's necessary for changes to be made based on changes in programming. It is therefore proposed that Article 16 regarding Rules & Regulations shall be amended as follows:

## ARTICLE XVI - RULES AND REGULATIONS

16.01 The Board of Directors shall have the power to enact any Rules and Regulations governing the Club.

[16.02 The Board of Directors shall have the authority to delegate this power to the Club's management team.](#)

16.03~~2~~ Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors. ~~If the Directors, at any meeting of the Board, enact, repeal, alter, amend or suspend any Rules and Regulations, or any section or clause thereof, then any such enactment or alteration, unless in the meantime~~

~~confirmed by Voting Members present at a Special General Meeting called for that purpose, shall remain in effect only until the next Annual General Meeting and, if not then so confirmed, shall cease to be in force.~~

~~16.03 Amendments to the Rules and Regulations may be made by a majority vote of the Members at a General Meeting provided that notice of the proposed amendment has been given to the Secretary of the Club, in writing, at least sixty (60) days prior to the meeting at which said amendment is to be considered.~~

~~16.04 Copies of any proposed amendments to the Rules and Regulations shall be posted by the Club on the Club's website not less than thirty days prior to the Annual General Meeting or Special General Meeting and shall be distributed to any Member in good standing upon written request. This notice period shall be increased to fifty days prior to any General Membership Meeting when the Ontario Not-for-Profit Corporations Act comes into force.~~

## **7. Proxy Representatives**

Article 5.10 - Voting by Proxy shall be amended by inserting the following provision:

*"(d) An employee of the Club may only act as a proxy representative to ensure quorum with the approval of Club Management and not for the purpose of nominating anyone as a Director."*

## **ARTICLE XI - NOMINATIONS**

### **11.01 Nominations Officer:**

The "outgoing" Board of Directors shall be responsible for appointing a Nominations Officer whose duties shall include:

- (a) To post a list of all vacancies on the Board of Directors on the Club's website at least (60) days prior to the Annual General Meeting, to notify members of the name of any vacant position, the name of the incumbent, the name of the Club's Nominations Officer, the process for nominating a candidate, and the deadline for submitting nominations.
- (b) To receive written nominations for any vacancies in the Club's Board of Directors for the following year, no later than thirty-five (35) days prior to the Annual General Meeting.
- (c) To verify the acceptance and qualifications of these nominees.

- (d) To prepare a list of all nominees for positions in the "incoming" Board of Directors.
- (e) To post the list of nominees for vacant positions on the Board of Directors on the Club's Web-site thirty (30) days prior to the Annual General Meeting and to provide the list of nominees to the Membership at the Annual General Meeting of the Club.
- (f) Non Members are eligible to fill one-third (1/3 of Director Positions)
- (g) If no nominations are received ~~by the Nominations Officer~~ during nomination ~~the period provided above~~, ~~then~~ nominations may only be accepted from the floor ~~during the Annual General Meeting of the Club if a motion to receive nominations from the floor is approved by two-thirds of the voting Members and proxy representatives present at the Annual General Meeting.~~