

OSRA Constitution

1. Name
2. Objectives
3. Organization
4. Membership
5. Fees
6. Officers
7. Council
8. Duties
9. Finances
10. Auditors
11. Meetings
12. Quorums
13. Voting
14. Conduct
15. Interpretation
16. Alterations and Amendments

1. Name

The Association shall be called the "Ontario Soccer Referee's Association:" and its address shall be that of the Secretary within the Province of Ontario.

2. Objectives

The objectives of the Association shall be to advance the game of soccer by:

- a) improving the status, protecting the interest and promoting the welfare of referees, and retaining in membership those who have ceased active refereeing;
- b) establishing, developing, assisting in the general work and co-ordinating the activity of the Branches in order to encourage new candidates and to improve the standard of refereeing;
- c) ensuring that all games at which members officiate are played in accordance with the Laws of the Game established by the International Football Board and with the rules of competition set by competent local authorities approved by the Ontario Soccer Association Incorporated;
- d) fostering a relationship of co-operation between referees and the Ontario Soccer Association, its affiliates and associated bodies, and assisting that Association in promoting the knowledge and best interests of the game;
- e) fostering a relationship of close co-operation with the Canadian Soccer Referee's Association and its member Provincial and Territorial Associations by working collectively to promote the welfare of referees and the achievement, evaluation, education and promotion throughout Canada;
- f) doing all such lawful things as may be, or become, necessary to fulfill these objectives.

3. Organization

a) The Association shall be organized into Branches, each of which shall consist of no less than six (6) members, and the Branch must be approved by Council. New Branches shall only be approved by Council where justified by local conditions and where an existing Branch is not already in place.

b) Each Branch shall adopt this Constitution as its own, adding only those bylaws as are necessary for local usage. These shall not conflict with, or of any Amendments to it, shall be submitted to the Association Secretary within thirty (30) days after their ratification by the Branch, for approval by Council.

c) The Secretary, or Treasurer, of each Branch shall maintain a registry of members and submit a copy annually by the date set under Rule #5b) to the Association Treasurer together with the appropriate fees. Failure to fulfill this obligation shall result in a loss of the right to vote.

d) The Secretary of each Branch shall advise the Association Secretary, in writing, of the following:

i) the number of eligible voting members from the Branch (e.g. those registered for the ensuing calendar year) who are attending the Annual General Meeting. This is to be done before the commencement of the meeting;

ii) the number of eligible delegates the number of eligible delegates that can represent the Branch at Council Meetings. This is to be presented no later than the date of the First council Meeting and to be updated, when necessary, throughout the year. Each Branch may select delegates to Council from eligible members, up to the total specified in Rule #7;

iii) the new Branch Executive, for the ensuing calendar year, complete with addresses and telephone numbers, no later than January 15th of each year.

4. Membership

The membership of this Association shall be open to:

a) Ordinary Members who are registered through the Branches of the Association, and who are, or attempting to be, qualified as referees under the requirements of the Ontario Soccer Association.

b) Direct Members who reside in areas of the Province of Ontario where no Branch of the Association exists, and who are, or attempting to be, qualified as referees under the requirements of the Ontario Soccer Association, and who shall register directly with the Provincial Executive of this Association.

c) Associate Members who have retired from active refereeing, but who wish to continue to support the practice of refereeing in the same manner as either an Ordinary Member or a Direct Member.

d) Honorary Life Members who have been

i) nominated by a Branch (or the Executive in the case of Direct Members) and

ii) recommended by the Council at the Council Meeting prior to the Annual General Meeting; and

iii) elected by a 75% majority of those present and voting at the next General Meeting.

5. Fees

The annual subscription fees for Ordinary, Direct and Associate Members shall :

a) be determined at the Third Council Meeting each year;

b) be due and payable to the Treasurer for the year, in advance. To be eligible to participate in, be represented, or to vote at the election of officers at the Annual General Meeting, a member shall have paid his/her dues for the ensuing year.

6. Officers

The Officers of the Association shall:

a) be a President, Vice President, a Secretary, a Treasurer, and three (3) Directors;

b) comprise, together with the Immediate Past President, if and/or when applicable, the Executive Committee;

c) be nominated by members of Council from among the membership defined in Section #4 (paragraph a, b, and c above);

d) be elected at the Annual General Meeting for a two year term by a majority of the members present and voting, as defined in (paragraph 6h);

e) hold office until the Election of Officers at the Annual General Meeting at which they would normally seek re-election or resign, or earlier, upon vacating the office for any reason;

f) be eligible for re-election as long as they qualify individually under these rules;

g) include the Immediate Past President as a member of the Executive Committee for one year only, following his/her Presidency;

h) be elected as follows: President, Secretary and one (1) director in uneven numbered years; Vice-President, Treasurer and two (2) directors in even numbered years.

A member may be nominated for office in his/her absence, provided that the Secretary shall, before the Annual General Meeting, have been notified in writing, by both the nominator and seconder for which office or offices the member is being nominated, and that member shall, before the Annual General Meeting, have signified, in writing, to any Officer of the Association, his/her intention to stand.

7. Council

The Council of this Association shall consist of the Executive Committee, the representatives of all of the Branches of the Association, and the representatives of Direct and Associate Members. Each Branch, from among its own members in good standing, shall elect or appoint one Council delegate for each six (6) fully paid up members. Direct and Associate Members shall be

represented in the same manner, their delegates being selected from among such Direct and Associate Members.

8. Duties

The Officers and Members of Council of the Association shall perform the special duties hereinafter mentioned, notwithstanding any other duties which may be contained elsewhere in these By-Laws.

- a) The President shall preside at all meetings of the Association at which he is present, decide all questions of order, and announce the results of voting, except during the election of Officers, wherein an independent enumerator will be co-opted as chairman of the meeting. Whilst in the chair, he/she shall neither move nor second any proposal or amendment thereto, nor shall he/she vote unless there be a tie at any meeting, when he /she may exercise a casting vote. He/she shall not take part in any debate while in the chair, except on rules of order. He/she shall ensure that all other officers perform their respective duties and that all By-Laws are enforced.
- b) Vice-President shall assist the President in the discharge of his/her duties and officiate in the President's absence. In the event of the Presidency becoming vacant during the year, the Vice-President shall assume that office until the next Annual General Meeting.
- c) The Secretary shall keep a true record of proceedings at all meetings of the Association, as well as other decisions reached at Executive Committee meetings. At each meeting he/she read the minutes of the previous meeting. He/she shall conduct the correspondence of the Association and issue to members notice of all meetings, together with an agenda. At the Annual General Meeting, he/she shall present a report of the year's work.
- d) The Treasurer shall receive, give an official receipt for, and be responsible to the Executive Committee for, all funds of the Association. He/she shall prepare a statement of income and expenditure for the period November 30th each year, and a statement of Assets and Liabilities at that date, showing the financial position of the Association. A copy of these statements, bearing the signature of him/her self and the Auditors, shall be distributed to each member of Council at the Annual General Meeting.
- e) The Directors shall be assigned such specific duties and /or responsibilities as determined by the President and made known to Council each year. They shall report to the Executive Committee and/or Council, as necessary, during the year.
- f) The Executive Committee shall conduct all routine or urgent business of the Association between Council Meetings. Its decisions shall be submitted for ratification, or otherwise, at the next meeting of Council. Executive Committee members are to be paid expenses as set by Council whilst on O.S.R.A. business, unless such expenses have been covered by a local Branch.
- g) Vacancies on the Executive Committee shall be filled by the Executive Committee making an appointment within one (1) month of a vacancy occurring of someone to fill that vacancy. This appointment shall be ratified at the next Council Meeting. If the appointment is not ratified at the next Council Meeting, a new member shall be elected by the Council delegates present at that meeting. Executive members who resign during their specified term of office shall be ineligible to be re-appointed to any Executive position during the remainder of the term.
- h) The Council shall have charge of all property of the Association and shall transact all business of the Association except for alterations or amendments to the Constitution and

By-Laws. At the Annual General Meeting, Council shall report, through the Treasurer, the financial condition of the Association.

i) Insofar as the actions taken and decisions made by the Officers, the Executive Committee and the Council within the authorities contained in this Constitution and By-Laws are intended to represent the best interests and benefit of this Association as a whole, the said Officers, Executive Committee and Members of the Council shall not personally be held, jointly or severally, responsible for them, neither shall legal action be taken by any member or former member against the said Officers, Executive Committee or Members of Council as a result of such lawful actions or decisions.

9. Finances

All funds of the Association shall be deposited in a Canadian financial institution authorized by Council, to an account in the name of the Association. Withdrawals and cheques drawn on behalf of the Association shall be signed by the Treasurer, together with the President or Secretary. Payment not exceeding \$50.00 may be made by the Treasurer acting alone. Upon resolution of the Council, surplus funds of the Association may be invested in Trustee Securities, which may be held in safekeeping by the aforementioned financial institution. such securities may, by similar resolution, be liquidated.

10. Auditors

Two members of the Association shall be appointed at the Annual General Meeting to audit the accounts of the Association

- a) at any time without notice;
- b) upon request of Council;
- c) each year as at November 30th and before the Annual General Meeting

They shall present a certificate at the meeting in accordance with Rule #8d

11. Meetings

The Annual General Meeting shall be held on the second Sunday in December, and notice convening the meeting shall be sent to each member not less than fourteen (14) days before the date of the meeting. The Agenda for the Annual General Meeting shall be:

- Roll Call - Members for the Year Ending
- Minutes of the previous Annual General Meeting
- Matters arising from those Minutes
- Correspondence
- President's Address
- Secretary's Report
- Treasurer's Report and Auditor's Certificate
- Committee Reports
- Delegate Reports
- Old Business
- Amendments to the Constitution
- Recess
- Roll Call - Members for the Year Ensuing
- Election of Officers
- New Business

and any other items determined by the Chairman of the Meeting.

A Special General Meeting shall be called by the Secretary on instructions from the President, or on receipt of a written request signed by one (1) Council Member from each of two (2) Branches. At a Special General Meeting only such business as is stated on the agenda shall be open for debate. As above, not less than fourteen (14) days notice shall be given on such meeting. Executive Council Meetings shall be held as necessary at the call of the President, or in his absence, by the Vice-President.

Council shall not meet less than three (3) times a year on dates to be set at the First Council Meeting.

12. Quorums

At General and Council Meetings, representation from one third of Branches in membership shall constitute a quorum. Executive Members shall not be considered to represent their respective Branches. At a Committee Meeting, a majority shall constitute a quorum. In the absence of a quorum at a Council Meeting, the meeting shall be adjourned until the earliest convenient day within one (1) month of the adjourned meeting, and a fourteen (14) day notice of the rescheduled meeting shall be sent to all Branches. In the absence of a quorum at the Annual General Meeting, the meeting shall be adjourned to the second Sunday in January of the following year. In the absence of a quorum at the adjourned Annual General Meeting, Council shall transact the business of the Association.

13. Voting

At General and Council Meetings each Ordinary, Direct and Associate Member shall be entitled to a vote. Life Members may speak, but may not vote. At a Council Meeting, each Branch represented shall be entitled to one (1) vote per delegate present at the meeting on the basis of one (1) delegate per six (6) or part of six (6) paid up members. Direct and Associate Members present at the meeting shall be entitled to have their votes cast on the same basis as fully paid Branch Members. In case of emergency, a telephone poll of the Executive Committee may be taken by the Secretary upon instructions of the President. Written confirmation of this vote shall be mailed to each Executive Member to the Secretary within forty-eight (48) hours and shall be tabled at the next ensuing Executive Meeting. Such vote would have full force and effect as if it had been given by the member in person. At all meetings of the Association, the President, or in his absence, the Chairman of the Meeting may exercise a casting vote.

14. Conduct

Members of the Association shall:

- a) by virtue of an application direct, or through a Branch, and by payment of a subscription fee, be deemed to and required to have subscribed to the Constitution and By-Laws and to any Amendments properly approved.
- b) conduct themselves in such a manner as to be a credit to the Association and the game as a whole. Cases of misconduct reported to the Association shall be dealt with by the Executive Committee. Appeals against Branch decisions or against the decisions of the Executive Committee must be made, in writing, to the Secretary, to be lodged within ten (10) days of the date of the decision being appealed, and to be accompanied by a fee of fifty dollars (\$50) (of which all or any part may be retained or returned). Such appeals will be heard by Council, whose decision will be final.

15. Interpretation

Interpretation of these By-Laws, as well as questions in dispute, shall be referred to Council. The singular shall include the plural tense and vice versa. The masculine and feminine gender shall be interchangeable.

16. Alterations and Amendments

No alterations or Amendments to the Constitution and By-Laws may be made, unless written notice, signed by one (1) Council Member from each of two (2) Branches shall be received by the Secretary not less than thirty (30) days prior to the Annual General Meeting or to a Special General Meeting called for this purpose. The alterations or Amendments shall be referred to that particular meeting or to any adjournment thereof.