



Ottawa Hellenic Athletic Association

By-laws

Revision 0.2

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President

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Revision History

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1. Profile

1.1 Corporate Seal

The Seal, an impression whereof is stamped in the margin hereof, shall be the seal of Ottawa Hellenic Athletic Association (herein referred to as OHAA, Club or the Association).

1.2 Legal Name

The Ottawa Hellenic Athletic Association is the legal corporation name of Ontario Non Profit Corporation Number 355663.

1.3 Head Office

OHAA's head office shall be at 1315 Prince of Wales Drive, City of Ottawa, Province of Ontario, K2C 1N2, Canada. For convenience, other mailing addresses may be used by OHAA officers.

1.4 Mission Statement

To promote Ottawa Athletics, Hellenism, and Community Spirit in the Ottawa-Carleton region. OHAA welcomes people of all ages and sexes.

1.5 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 Club.

1.6 Procedures Governing Meetings

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

1.7 By-Laws and Amendments

(a) By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the Club 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 proxy at a meeting of the Club duly called for that purpose.

(b) All Members entitled to vote shall be notified with the Club's notice of the said Members' meeting about By-Law amendments. Such notification shall be at least by website notice.



1.8 Rules and Regulations

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

- a) discipline of a Member: summary of charges regarding misconduct
- b) discipline of a Member: procedures for discipline hearing
- c) duties of Board of Directors: authority granted to Board regarding the business being conducted
- d) duties of Board of Directors: selection process and appointment process for the appointment and renewal of appointments to the League's paid and volunteer positions
- e) duties of Board of Directors: process for revoking appointments
- f) voting at General Meeting: format for the proxy, and the issue, or issues, for which the proxy may be cast
- g) operating OHAA leagues, events or activities

The Board of Directors may approve and publish other Rules and Regulations which are consistent with this By-Law and are consistent with the Rules and Regulations of a higher level governing organization (where applicable). The Board of Directors or the Executive may prescribe each rule and regulation on an exception basis that overrule By-Laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until voted upon.

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.

1.9 Indemnity

Every Director or Officer of OHAA or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:

- all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of duties of his office or in respect of any such liability;
- all other costs, charges and expenses which he sustains or incurs in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

1.10 Execution of Documents

Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by the President and one chosen Officer and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer who together with the President on behalf of the Association will sign specific contracts, documents and instruments in writing. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.



1.11 Interpretation

In these By-Laws and in all other By-Laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as case may be and vice versa, and references to person shall include firms and corporations.

1.12 Severability

If any provision or part of any provision in these By-laws are unenforceable or invalid for any reason, these shall not affect the remaining portions of the By-laws and these shall be deemed to be severed from the By-laws without affecting the validity of the balance of the By-laws.

2. Membership

2.1 Regular Member

A regular Member is either:

- a registered player
- a registered coach
- a registered game official
- a registered administrator

Although an individual may qualify for, and be registered under, more than one of the above categories, each individual holds only one Membership in the Association, and is entitled to one vote at the General Assembly Meetings.

A player shall become a regular Member when approved by the Association's Registrar. Upon application, a coach, game official or administrator shall become a regular Member upon acceptance by the directors of the Association.

2.2 Honourary or Life Member

The Board of Directors may designate an individual either as an honourary Member for a specific period of time or as a life Member.

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

2.3 Discipline of Member

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. On an exception basis only, a hearing by the Board of Directors of the Association may be held in which the Member is entitled to attend.

An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.



2.4 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
- if the Member has not been involved as a regular Member in the past 12 months

3. Finances

3.1 Financial Year

Unless otherwise ordered by the Board of Directors, the fiscal year of the Ottawa Hellenic Athletic Association shall be September 30.

3.2 Financial Statements

Board of Directors shall determine whether annual statements need to be audited, need a review engagement or exempt from some form of financial review engagement. If exempt, a compiled financial statement will be prepared. In the event an audit or review is required, the appointment of the accounting firm to perform the work shall be decided at the Annual General Meeting.

Financial statements shall be presented at the annual general meeting.

3.3 Fiscal Responsibility

Every OHAA activity, unless approved otherwise by the Board of Directors, must generate a positive gross profit margin – ideally of no less than 5%. These profits will be used either for reinvestment into the activity, towards a common united association goal or to cover general administrative expenses. Under no circumstances will OHAA use the revenues and profits of one activity (e.g. hockey) to cross subsidize the expenses and operations of other activities (e.g. soccer).

3.4 Investments

As a means of generating additional revenue, OHAA can only invest funds with secure type investments that offer zero risk on the principle investment amount. Secure type investments include money market mutual funds, GIC's, T-Bills, or Saving Bonds.

3.5 Fees

Membership fees for regular Members shall be set by the respective General Managers and approved by the Executive. Members have the right to ratify or amend these fees at a general meeting of the Association.



3.6 Remuneration

Directors shall not receive any remuneration for their services. Nothing herein contained shall be construed to preclude any Director from serving OHAA as an officer or in any other capacity. The Directors shall serve as such without remuneration and no Directors shall directly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties; and provided further that any Director is engaged in or is a member of a firm engaged in any business or profession may act and be paid the usual professional business required to be done in connection with the administration of the affairs of OHAA.

The remuneration of all officers, agents, employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members where such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by its members, then the remuneration to such officers, agents or employees shall cease to be payable from the date of such meeting of members.

3.7 Dissolution

In the event of dissolution or winding-up of the Ottawa Hellenic Athletic Association all its remaining assets after payment of liabilities shall be distributed to the Greek Orthodox Church of Ottawa, 1315 Prince of Wales Drive, Ottawa, Ontario, K2C 1N2, Canada.

4. Board of Directors

4.1 Summary

The property and business of OHAA shall be overseen by a Board of Directors of whom two-third (2/3) shall constitute a quorum. The Board of Directors shall consist of no less than OHAA's Executive and General Managers, provided these members are either OHAA members or members of the Hellenic Community of Ottawa prior to their election. OHAA's president shall be the Chairman of the Board. Each Board member is entitled to one vote.

Directors shall be elected by either the members at General Assembly or OHAA's Executive for a term of two (2) years or until his or her successor is elected or appointed. Directors must be at least 18 years of age.

4.2 Director Vacancy

A Director has the right to resign her or his position by submitting a signed letter of resignation to the Club. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

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. The successor Director shall hold his or her incumbent's position(s) for the remainder of the term being filled.



4.3 Removal of Director

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

A Member of the Board of Directors holding his or her respective position(s), as 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 Member of the Board of Directors holding his or her respective position(s) may also be removed from office by the Board of Directors if at a special general meeting of members a resolution is passed by two-thirds (2/3) of the members present at the meeting that he be removed from office.

4.4 Powers

The Board of Directors of the Ottawa Hellenic Athletic Association may administer affairs of the Association in all things and make or cause to be made for the Association in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

The Board of Directors shall have power to authorize expenditures on behalf of OHAA from time to time and may delegate by resolution to an Officer or Officers of OHAA the right to employ and pay salaries to employees.

The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purposes of creating a trust fund in which the capital and interest of OHAA in accordance with such term as the Board of Directors may prescribe.



The Board of Directors shall take such steps as they may deem requisite to enable OHAA to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of OHAA.

The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment. The Board of Directors may also appoint committees whose members will hold their offices at the will of the Board of Directors.

4.5 Executive, Council and General Managers

The Board of Directors may provide for the creation of an Executive, Council and General Manager or any other positions who they may appoint or have elected at a General Assembly and which shall exercise such powers as are authorized by the Board of Directors.

4.6 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 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.

5. Executive, General Managers and Other Officers

5.1 Summary

The primary officers of OHAA shall be the Executive, General Managers for each sport and any such other officers as appointed by the Board of Directors. The Executive shall consist of a President, Vice-President, Treasurer and Secretary. The duties of all Officers of the Association shall be such as terms of their engagement call for the Board of Directors require of them.

5.2 Duties of the Executive, General Managers and Other Officers

The President shall be the Chief Executive Officer of OHAA. He shall preside at all meetings of the OHAA meeting of General Assembly, Council and of the Board of Directors. He shall have general and active management of the affairs of the Association as well as be the primary spokesperson. He shall see that all orders and resolutions of the Board of Directors are carried into effect.

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties from time to time be imposed upon him by the Board of Directors.



The Treasurer shall have the custody of the funds and securities of OHAA and shall keep full and accurate accounts of all assets, liabilities, revenues and expenses of the Association in the books belonging to OHAA and shall deposit all monies, securities and other valuable effects in the name to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He shall disburse the funds of the Association as may be directed by proper authority and shall take proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all transactions and a statement of financial position, of OHAA. He shall also perform such other duties as any from time to time be directed by the Board of Directors. All disbursements of the Association made by cheque shall bear the signature of the President and the signature of the Treasurer. The Treasurer shall provide a complete set of financial statements every September 30 and April 30 to the Board of Directors and OHAA Council.

The Executive Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Association generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He shall give or cause to be given notice of all meetings of the General Assembly, Ottawa Hellenic Athletic Association Council and to the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall be the custodian of the seal of the Ottawa Hellenic Athletic Association Seal, which he shall deliver only when authorized by a resolution of the Board of Directors to do so person or persons as may be named in the resolution.

General Managers will be responsible for the management of the affairs of their particular sport and shall report to the Executive. They shall see that all orders are carried into effect. Each General Manager can provide for the creation of their own committee and/or executive who they will appoint and will exercise such as are powers authorized by the General Manager. Each General Manager shall present an annual budget in proper form at the start of the season for operation of their sport to the Ottawa Hellenic Athletic Council for approval.

The duties of other officers shall be determined by the Board of Directors as needed.

6. Meetings

6.1 General Meetings (also referred too as General Assembly)

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, President or Vice President may determine. Such notification shall be at least by website notice.

Twenty five voting Members 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.

6.2 Annual General Meeting

The Association shall hold its Annual General Meeting not later than January 31 of the following year. The agenda of the Annual General meeting shall include but not be limited to:

- Roll Call
- Minutes of Previous Annual General Meeting
- President's Address



- Officers' Reports
- Treasurer's Report (including the presentation of the financial statements)
- Other Reports
- Unfinished Business
- Amendments to the By-Laws
- Election of Officers and Directors
- Any Other Business
- Adjournment

6.3 Special General Meeting

a) may be called by the Board of Directors, or

b) shall be called by the Board of Directors upon receipt of a written request submitted to the Club by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by not less than 20 Members 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.

6.4 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 via proxy, by a parent or guardian who shall also have the right to attend and speak on behalf of that Member at Members' meetings. An individual may hold only one proxy.

6.5 Board of Director Meetings

Meetings of the Board of Directors may be held at any time and place to be determined by the Executive provided that seven (7) clear days notice of such meeting shall be sent in writing to each Director, provided there shall be at least one (1) meeting per year of the Board of Directors.

6.6 Errors or Omissions in Giving Notice

No error or omission in giving notice of any General Meeting or adjourned meeting, whether General or Special, of the members of the Association shall invalidate such meeting or make void any proceeding taken thereat. For purpose of sending notice to any member, Director or Officer for the meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the Association



7. Soccer Specific By-laws

7.1 Affiliations

The Association shall be a Member of the Eastern Ontario District Soccer Association and shall follow the published rules of the District Association 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:

- The OSA
- The District Association
- The Association

7.2 Definitions

- A coach is an individual who is registered with The OSA to teach, instruct, train and guide players to play the game of soccer.
- A game official is an individual who is registered with The OSA to officiate soccer games.
- An administrator is an individual who is registered with The OSA to be responsible for one or more of the functions required to operate a Association.
- General Manager of Soccer shall be looked upon as Director of Registration
- 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.

7.3 Discipline of Member

A Member may be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid and a hearing held in accordance with the OSA's published rules. Player, team and team official discipline for game infractions is governed in accordance with the procedures published by The OSA.

7.4 Conflict of Interest and Standards of Conduct

Directors shall be subject to the Conflict of Interest Policy 21.0 in OSA's published rules.

7.5 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 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.



7.6 Dispute Resolution

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

Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to The OSA, with a copy to the Club 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 Club shall make available to any Member the Dispute Resolution process when requested.

7.7 Appeals

a) 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.

b) A decision of the Club may be appealed to the District Association with which the Club is affiliated. The appeal shall be conducted in accordance with The OSA'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 appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment and recocation process outlined in the Club's published rules has not been followed.

d) An individual shall not appeal a decision made by the Club regarding a player's team assignment.