

Wasaga Beach Soccer Club

Table of Contents

Page

Article 1	Name	2
Article 2	Objective.....	2
Article 3	Affiliations.....	2
Article 4	Memberships.....	2
	Regular Member.....	2
	Honorary Member.....	3
	Life Member.....	3
	Fees.....	3
	Discipline of Member.....	4
	Termination of Membership.....	4
Article 5	Board of Directors.....	4
	Director Vacancy.....	5
	Removal of Director.....	5
	Conflict of Interest and Standards of Conduct.....	6
	Duties of Officers and/or Directors.....	6
	Duties of Directors.....	7
	President.....	7
	Vice President.....	7
	Secretary.....	7
	Treasurer.....	8
	Other Directors.....	8
	Nominations and Elections.....	8
Article 6	Meetings.....	9
	General Meetings.....	9
	Annual General Meetings.....	9
	Special General Meeting.....	9
	Voting at General Meeting.....	9
	Proxy Voting.....	9
	Board of Directors Meeting.....	10
Article 7	Committees.....	10
Article 8	Procedures Governing Meetings.....	10
Article 9	By-Laws and Amendments.....	10
Article 10	Rules and Regulations.....	10
Article 11	Indemnity.....	11
Article 12	Finance.....	11
Article 13	Dispute Resolution.....	12
Article 14	Harassment.....	12
Article 15	Appeals.....	12
Article 16	Dissolution.....	13
Article 17	Definitions/Terminology.....	13

Constitution

Article 1: Name

The name of this Club shall be the Wasaga Beach Soccer Club, hereinafter referred to as the Club. The headquarters of the club shall be located within the District Boundaries of the Huronia District Soccer Association, hereinafter referred to as the District Association.

Article 2: Objectives

The Club shall have the following objectives:

1. To promote and develop the game of soccer within the boundaries
2. To help individuals to develop their character as resourceful and responsible members of their community by providing opportunities, though the game of soccer, for their mental, physical social and leadership development.
3. The Club is a non-profit corporation and shall be carried on without the purpose of gain for its members, and profits to the Club shall be used in promoting its objectives.

Article 3: Affiliations

The Club shall be a member of the Huronia 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 Club is subject to the published rules in declining order of authority of the following bodies to which it is affiliated:

1. The OSA
2. The District Association
3. The Club

Article 4: Membership

There are three classes of Member, namely, Regular Member, Honorary Member and Life Member.

Regular Member: A regular Member is either: a registered player; a registered club coach; a registered Club game official or a registered Club 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 Club and is entitled to one vote at Membership meetings.

A player shall become a regular Member when approved by the Clubs Registrar.

Upon application, a coach shall become a regular Member upon acceptance by the directors of the Club. A coach is an individual who is a registered with The OSA to teach, instruct, train and guide players to play the game of soccer.

Upon application, a game official shall become a regular Member upon acceptance by the directors of the Club. A game official is an individual who is registered with The OSA to officiate soccer games.

An administrator shall become a regular Member upon election or appointment by the directors of the Club. 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 Club. For purposes of this definition, a team manager and a Director shall be classified as an administrator.

Regular members are afforded all rights of the membership. Each member 18 and over shall have a voice and one vote at the general meetings of the Club. Each member under the age of 18 shall:

1. Have a voice but no vote at general meetings of the Club
2. May be represented by a parent or guardian who shall have a voice and a vote on behalf of that member at general meetings of the Club.

Honorary Member:

The Board of Directors may designate an individual as an honorary Member for a specific period of time.

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

Life Member:

The Board of Directors may designate an individual as Life Member.

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

Fees

Membership fees for regular Members shall be set annually by the Board of Directors and ratified or amended by the Membership at a general meeting of the Club.

Discipline of Member:

A Member may be fined, censured, suspended or expelled from Membership for cause and only after charges have been laid in accordance with the Club's published rules and a hearing held in accordance with the Club's and OSA's published rules. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been terminated.

Player, team and team official disciplined for game infractions is governed in accordance with the procedures published by the OSA.

Any Member, who infringes the Articles or rules of the Club or brings the Club into disrepute, may be reprimanded, suspended or expelled from the Club after a hearing by the Board of Directors of the Club at which hearing the Member is entitled to attend.

Termination of Membership:

Membership in the Club shall be deemed to have been terminated:

1. If the Member submits a signed letter of resignation to the Club.
2. If the Member is expelled by the Club's Board of Directors.
3. If the Member is no longer registered with the Club.

Article 5: Board of Directors

The Club shall be governed by an elected Board of Directors, which shall consist of at least 11 individuals, or such number not to be less than 4, as may be amended from time to time in accordance with the Club's by-laws. These individuals shall hold the positions of:

- President
- Vice President
- Secretary
- Treasurer
- Director of Aims & Trophies
- Youth Convener
- Mini/Micro Convener
- Sponsors & Photos Director
- Head Referee
- Equipment Director
- Mini Festival Director
- Bond Hour Director
- Picnic Director
- Website & Public Relations Director

A Director may hold more than one position.

A director shall be 18 years of age or older, shall not be undischarged, bankrupt and shall be a Regular Member of the Club.

A Director shall serve for a term of two years or until his or her successor is elector or appointed.

After an initial Board of Directors has been appointed, the positions of President, Treasurer, Youth Convener shall be elected in odd numbered years while the positions of Vice-President, Secretary, Mini Convener shall be elected in even numbered years. All other positions shall be elected annually.

The Directors shall be elected at the Annual General meeting each year. All Directors shall consent to a Police Records Check annually.

Not two family members are permitted to have signing authority on the Club bank account simultaneously.

Director Vacancy

An Officer of the Board of Directors may resign his or her position by submitting a letter of resignation to the President of the Association. If an Officer resigns from their position during their term of office without due cause (due cause is defined as illness which prevents a member from fulfilling their term, relocation out of area) or any other reason determined as acceptable by the Board of Directors, they may not return to any position for the remainder of the term they vacated plus an additional three consecutive years. If an Officer holds two positions on the Executive, they may resign from one position without affecting the other but may not be returned to the position that they vacated that term.

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 or unoccupied position at the AGM 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.

Removal of Director

No Member of the Board of Directors shall be removed for arbitrary reason but may be removed if:

The Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

- If she/he becomes incapable of performing the business of the Club
 - If she/he is absent from two or more meetings of the Board without satisfactory reason
 - If she/he no longer resides in reasonable proximity to the Club
 - If she/he becomes, or is discovered to be in, an undischarged bankrupt;
- Or
- The Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
- If she/he has been found guilty of an offence under the Harassment Policy of The OSA

- If she/he has been found guilty of an offence involving violence under the Discipline Policy of The OSA
- If she/he has failed to properly account for monies or other property belonging to the Club.
- 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 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 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 Members' meeting. If a Director is removed at a Members' 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.

Conflict of Interest and Standards of Conduct

The Directors shall be subject to the **Conflict of Interest and Standards of Conduct Policy** in the OSA's published rules. A Wasaga Beach Soccer Club member may not be eligible to hold a position on the Wasaga Beach Soccer Club Board of Directors, if they currently hold a position as a Board of Director on another Soccer Club, or are in an appointed position with the active operation of another Soccer Club.

Duties of Officers and or Directors

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 appointments 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 for coach and administrator positions within the Club's operations. The selection process and the appointments shall be based on procedures outline in the Club's published rules.

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

Duties of Directors

President

Except

- As provided for in the Dispute Resolution Policy of the OSA, and
- Where the President delegates the responsibility to another person

The President shall preside at all general meetings of the BOD and the membership. The President shall supervise the affairs and operations of the Club, sign all documents requiring his or her signature and have the other powers and duties prescribed by the Directors or incident to the office.

The President Shall:

- Call and chair all meetings;
- Supervise the operation of the Club;
- Sit on the A/B selection Committee if necessary;
- Act as spokesperson for the Club;
- Be a signing officer; and
- In emergency situations take action(s) that will bind the Club

Vice President

During the President's absence or inability to act, the Vice-President may exercise his or her duties and powers. If a Vice President exercise any of those duties or powers, in the President's absence or inability to act, it shall be presumed with reference thereto that he or she has the authority to do so. A Vice-President shall also perform the other duties from time to time prescribed by the Board or incident to his office.

The Vice President shall:

- Assist the president
- Fulfill all duties of the President in his or her absence; and
- Will be signing officer

Secretary

The Secretary shall attend all meetings of the Board and record all facts and minutes of those proceedings. He or she shall give all notices required to be given, to the Board and its members. The Secretary shall be custodian to all of the Club books, papers, records, correspondence and any other documents belonging to the Club and shall perform the other duties from time to time prescribed by the Board or incident to the office. The Secretary will record the minutes and provide a copy to each member of the Board of Directors after each

and every meeting. Shall ensure that any changes to the Registered Officers be reflected in the Schedule "A" of the Corporation papers and forwarded to the Ministry of Consumer and Commercial Relations within the allotted time frame.

Treasurer

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Board and the Club. They shall deposit all monies or other valuable effects in the name and to the credit of the Wasaga Beach Soccer Club in the bank from time to time as designated by the Board. He or she shall render the Board, whenever required, and accounting of all of his or her transactions as Treasurer and of the financial positions of the club. He or she shall perform the other duties from time to time as prescribed by the Board of incident to the office.

The Treasurer shall:

- Keep proper accounts of income and expenditures;
- Be responsible for the payment of all bills and collection of monies due;
- Submit a financial report at each monthly meeting;
- Invest Club funds as good business practice dictates, for financial benefit of the Club as approved at the Annual General Meeting by the members of the Club.

Other Director Positions

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

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 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.

Article 6: Meetings

General Meetings:

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 email, phone, or any other method determined by the Members.

Seven voting Members* or 25% of the voting Membership, whichever is less, shall form a quorum at all general meetings of the Club. Any questions shall be decided by a majority of the votes unless otherwise required by this By-Law or other law.

Annual General Meeting:

The Annual general Meeting of the Club will be held in October of each year.

Special General Meeting:

A Special General Meeting of the Club:

- 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 deliver, fax or email, signed by not less than 25 Members or 25% of the voting Membership, whichever is less, setting out the items of business to be conducted at the Special General Meeting. The Special General Meeting shall be held within 20 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.

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.

Proxy Voting at General Meeting:

Proxy voting will be permitted by the parents of those players registered with the Wasaga Beach Soccer Club ages 18-21 years old.

Board of Directors Meeting:

The Board of Directors shall meet at least 4 times per year, upon 14 days notice given by the President and Secretary, at such place and time as the Board of Directors may determine.

A Majority of the Members of the Board of Directors shall form a quorum at all meetings of the board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote.

Article 7: 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.

Article 8: Procedures Governing Meetings

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

Article 9: 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 a 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 by local media announcements.

Article 10: 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 position.
- e) Duties of Board of Directors: process for revoking appointments

- f) Voting at General Meeting: format for proxy, and the issue, or issues, for which the proxy may be cast.

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 higher level governing organizations.

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 11: 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 willful neglect or default.

Article 12: Finance

The accounts of the Club shall:

- a) Be audited by a chartered accountant if the annual gross revenue is greater than \$30,000* or
- b) Be reviewed annually through a financial review engagement completed by a certified general accountant, certified management accountant or certified accountant, if the annual gross revenue is \$30,000 or less; or
- c) With the consent of all its Members, be exempt from any audit or financial review engagement if the annual gross revenue is less than \$10,000

The audit or the financial review engagement statement shall be presented at the first General Meeting following the annual general meeting for adoption.

At a General Meeting of the Club, a thorough review of the financial accounts shall be completed by a person deemed qualified by the Board of Directors. The reviewed must be independent and have no affiliations with the Club.

The fiscal year of the Club shall end on September 30 of each year, unless otherwise ordered by the Board of Directors.

Article 13: Dispute Resolution

The Club shall adhere to the Dispute Resolution 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 be sued 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 14 Harassment

The Club shall adhere to the Harassment Policy as published and approved by the OSA.

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 15: 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 revocation 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 players team assignment.

Article 16: 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 not for profit soccer related organizations, or any not for profit athletic community organizations which operates solely in Ontario.

Article 17: Definitions of Terminology

Terminology used in this By-Law shall have the same meaning as used by the OSA in it letters patent, By-Laws and published rules.