

Guelph Soccer Club Incorporated

Constitution (Approved Jan 20, 2010)

Article 1: Name

The name of this organization shall be “Guelph Soccer Club Incorporated”, operating as “Guelph Soccer”, hereinafter referred to as “the Club”.

Article 2: Vision

A Centre of Soccer Excellence

Article 3: Mission

To provide a soccer programme to enable participants to reach their potential, focusing on sportsmanship & skill development within a safe and fun environment through the effective use of resources.

Article 4: Objectives

1. Achieve Program Excellence
2. Build a Strong Volunteer Organization
3. Achieve Management Excellence
4. Ensure Financial Prudence
5. Develop Superior Facilities

Article 5: Head Office

The Club will maintain a head office within Wellington County in the Province of Ontario, Canada.

Article 6: Seal

The Seal, an impression of which is stamped on this Constitution, shall be the Seal of the Club.

Article 7: Affiliation

The Club shall be a member of the Ontario Soccer Association through the Club’s District Association.

Article 8: Membership

There shall be 2 categories of Members:

1. Voting Members

A Voting Member shall be defined as a person having served the Club in one or more of the following capacities in the previous 365 days of a Meeting of the General Membership subject to the clauses under Termination of Membership.

- Registered Volunteer
- Lifetime Member
- Registered Team Official (maximum of 2 per House League Team and 4 per Travel Team)
- Sub-Committee of the Board
- Standing Committee of the Board
- Board of Directors

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 only one vote at Members' meetings.

2. Associate Members

An Associate Member shall be defined as a person associated with the Club in one or more of the following capacities in the previous 365 days of a Meeting of the General Membership subject to the clauses under Termination of Membership. An Associate Member holds all rights of Membership in the Club but does not vote at Members' meetings.

- Registered Player
- Parent or Guardian of a Registered Player

3. Discipline of Member

Member discipline is governed in accordance with the policies and procedures published by the Club, the Southwest Region Soccer Association and the Ontario Soccer Association.

Member discipline for House League game infractions is governed by the Club's House League Discipline Policy. In the case where Member discipline for game infractions is also governed by a league or by the Ontario Soccer Association, further disciplinary action in addition to the decisions of the governing body is at the discretion of the Board of Directors of the Club in accordance with the Club's Dispute Resolution Policy.

Any Member who infringes the Articles or Rules of the Club or brings the Club into disrepute may be censured, reprimanded, suspended, expelled or fined by the Club after a written complaint has been submitted and a hearing held in accordance with the Club's House League Discipline Policy or Dispute Resolution Policy.

An individual whose Membership has been suspended or terminated loses all rights of

Membership until the suspension has been completed or the conditions of termination have expired.

Termination of Membership

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

- a. if the Member submits a signed letter of resignation to the Club and it is accepted by the Board of Directors
- b. if the Member is suspended
- c. if the Member is expelled
- d. if the Member is no longer registered with the Club
- e. if the Member fails to attend a discipline hearing for which the Member is required to attend
- f. if the Member fails to remit registration fees or fines

Article 9: Board of Directors and Staff

1. The Board of Directors

The Board of Directors shall be comprised of the following 12 positions for the Club in order of seniority:

- a. Chair
- b. Treasurer
- c. Past President (in even years)
- d. Vice Chair (in odd years)
- e. Member at Large (1)
- f. Member-at-Large (2)
- g. Member at Large (3)
- h. Member at Large (4)
- i. Member at Large (5)
- j. Member at Large (6)
- k. Member at Large (7)
- l. Member at Large (8)
- m. Member at Large (9)

2. Meetings of the Board of Directors:

- a. Meetings of the Board of Directors shall be held at the call of the Chair, who shall serve as Chair. In the event of the Chair's absence, the next Member present in order of seniority shall assume this position for the duration of the meeting. There shall be a minimum of six (6) meetings per fiscal year.
- b. A Quorum shall be a half of the number of Members of the Board of Directors plus one (1).
- c. Meetings shall be conducted according to Robert's Rules of Order insofar as they may apply.

- d. Any Member of the Board of Directors missing four (4) meetings in the fiscal year will be considered in breach of duty and may be removed from the Board at the discretion of the Board of Directors at its regular meeting.
- e. Attendance of the Meetings of the Board of Directors shall be recorded for distribution at the Annual General Meeting.

3. Staff

- a. The Board of Directors must appoint an Executive Director, a Technical Director, a Club Head Referee, Program and Volunteer Coordinator, and if required other staff.
- b. The Board of Directors will delegate to the Executive Director the power to manage and direct the business and affairs of the Corporation except such business and affairs that must be transacted or performed by the Board of Directors as determined by the Corporations Act and the Regulations made there under.
- c. The Executive Director shall report directly to the Board of Directors and hold ex-officio status with the Board of Directors. The Board of Directors may grant ex-officio status to other Staff Members by its own motion at its regular meeting of the Board of Directors.

Article 10: Policy and Procedures

The Board of Directors must establish and implement a Policy & Procedures Manual to guide and direct all of the affairs of the Club to support the Objectives and Mission Statement of the Club. This manual must include but is not limited to the following policies:

- a. Volunteer Screening
- b. Budget and Finance
- c. Dispute Resolution
- d. Privacy
- e. Conflict of Interest
- f. Harassment

Article 11: Committees of the Board

Board of Directors may create Ad Hoc Committees or Sub-Committees by its own motion at its regular meeting with such purpose and scope as the Board deems fit.

The following committees shall be recognized as Standing Committees of the Board:

a. Personnel Committee

The Personnel Committee shall be comprised of the President, Treasurer and two (2) other Members of the Board of Directors to be appointed by motion of the Board of Directors at its

regular meeting.

b. Nominating Committee

The Nominating Committee shall be chaired by a member of the Board. The Committee shall have a minimum of three (3) members and the majority must be members of the Board of Directors. No Member of the Board of Directors whose term is to expire at the forthcoming Annual General Meeting may be a member of the Nomination Committee.

c. Finance Committee

The Finance Committee shall be chaired by the Treasurer. The Committee shall be comprised of an Equipment Volunteer, a Fundraising Volunteer plus one Member of the Board of Directors. This Committee shall prepare and submit an annual budget prior to the fiscal year end and audited financial statements for the Annual General Meeting. It shall also coordinate fundraising activities including sponsorship of teams.

d. Membership Affairs Committee

The Membership Affairs Committee shall be chaired by a member of the Board of Directors. The Committee shall be comprised of the Chair, Program and Volunteer Coordinator and one other member of the Board. The Committee shall review all matters of policy pertaining to membership such as status, recruiting, assisting and reviewing Member activity in accordance with the Volunteer Screening Policy and the Dispute Resolution Policy. The Committee will assess and recommend direction to the Board of Directors on matters of Member misconduct and policy.

Article 12: Meetings of the General Membership

1. Each Voting Member shall be entitled to one (1) vote at any Meeting of the General Membership. A Member must be present to vote.
2. All Members shall receive a minimum fourteen (14) days notice of the purpose, time and location of any Meeting of the General Membership. Notice of the Meeting must be posted on the Club website, in one local newspaper and at the Club Head Office.
3. The President shall preside at all Meetings of the General Membership. In the event of the President's absence, the next Member of the Board of Directors in order of seniority shall assume this responsibility.
4. The Board of Directors (minimum of 8 present) plus 10 other Voting Members shall constitute a quorum.
5. Voting at all Meetings of the General Membership shall be by a show of hands unless a poll is requested and except during the Election of the Board of Directors. Decisions shall be reached by a simple majority unless otherwise specified by the By-Laws of the Club or Corporate Law.

6. Meetings shall be conducted according to Robert's Rules of Order insofar as they may apply.

Article 13: Annual General Meeting of the Membership

1. The Annual General Meeting of the Club and a review of the Club's audited financial statement shall occur within 120 days of the fiscal year end.
2. Order of Business:
 - a. a. Roll Call
 - b. Period of Remembrance
 - c. Minutes of the Previous Annual General Meeting
 - d. Approval of the Agenda
 - e. Business Arising from the Minutes
 - f. President's Address
 - g. Treasurer's Report
 - h. Auditor's Report
 - i. Appointment of the Auditors
 - j. Directors' Reports
 - k. Other Reports
 - l. New Business
 - m. Election of the Board of Directors
 - n. Adjournment
3. Election of the Board of Directors
 - a. Directors shall be elected for a two (2) year term of office. Elections for a maximum of six (6) of the Board positions will take place each year.
 - b. Elections shall occur in the odd numbered years for Member at Large (1), Member at Large (3), Member at Large (5), Member at Large (7), and Member at Large (9).
 - c. Elections shall occur in the even numbered years for Member at Large (2), Member at Large (4), Member at Large (6), Member at Large (8).
 - d. Elections will take place at Board level for the positions of Vice Chair, and Treasurer in odd numbered years.
 - e. In the event that there are no suitable candidates for these positions, or a vacancy exists as a result of a resignation or removal, the Board of Directors may appoint a member to serve in a position until the next Annual General Meeting.
 - f. A Director may not serve in the same position for more than two (2) consecutive terms. In the event that a Director has served only a partial term (50% or less) as a result of an appointment by the Board of Directors, that Director may seek election for a second full term.
 - g. Positions for which nominations will be accepted shall be advertised in one local newspaper, on the Club website and in the Club newsletter no later than 1 month

prior to the Annual General Meeting.

- h.** There shall be a separate election by ballot for each available position.
 - i.** Only those persons who have met the criteria for nomination will be considered for a position as a Member of the Board of Directors.
 - j.** No candidate may assume a position by acclamation. In the event of a single candidate, a yes/no vote will be tallied. In the event the single candidate is defeated, that position shall remain open in accordance with the Constitution.
- 4. Criteria for Nomination**
- a.** A person over the age of eighteen (18) who wishes to serve the Club as a Member of the Board of Directors must be nominated by a Member of the Club in a letter to the attention of the Chair of the Nomination Committee detailing their qualifications for the position no later than fourteen (14) days prior to the Annual General Meeting.
 - b.** To be eligible to be elected to or appointed to the position of Chair, a candidate must have served the Club in one of the other 11 positions on the Board of Directors in the past year (365 days) or the time since the previous Annual General Meeting.
 - c.** No nominations will be accepted at the Annual General Meeting.
 - d.** The candidate must pass the Volunteer Screening Policy and a Police Records Check to be eligible to stand for election or be appointed to serve on the Board of Directors.
 - e.** A person whose membership has been terminated may not stand for election or be appointed to serve on the Board of Directors until such time as the conditions of the termination have expired. A person whose membership has been suspended by the Club or a person who has been suspended by a governing body for game infractions may not stand for election or be appointed to serve on the Board of Directors until such time as the suspension has been completed.

Article 14: Special General Meeting of the Membership

- 1.** A Special General Meeting of the Membership may be called by the Board of Directors by its own motion at its regular meeting.
- 2.** A Special General Meeting must be called Within thirty (30) days following the receipt of a Written request signed by no less than one third (1/3) of the Voting Members.
- 3.** Only the business for which a Special General Meeting has been called will be dealt with at that meeting.

Article 15: Hold Harmless

Every Member of the Board of Directors, Volunteer or Staff Member shall be indemnified by the Club against all costs, losses and expenses incurred by them respectively in/or about the discharge of their respective duties, except those which happen as a result of their own negligence or default.

Article 16: Amendments to the Constitution

- 1.** All proposed amendments to the Constitution must be submitted to the Club no later than fourteen (14) days prior to the Annual General Meeting or a Special General Meeting of the Membership called for that purpose.
- 2.** Amendments to the Constitution require a 2/3 majority vote of those present at a Meeting of the General Membership to be accepted.
- 3.** Copies of the proposed amendments to the Constitution must be posted at the Club's Head Office, on the Club's website and in one local newspaper no less than seven (7) days prior to the General Meeting of the Membership at which they will be considered