

Newmarket Soccer Club  
Constitution [2007]

# 2010

## Constitution

Effective October 2, 1990

Revised October 3, 2006

**Revised October 2, 2007**

**Revised October 5, 2010**

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### **ARTICLE 1 - Name**

The name of the Club shall be "Newmarket Soccer Club Inc" hereinafter referred to as the Club, and Newmarket United shall be a registered trade name of the Club and will be used for its competitive divisions. York United shall remain a registered trade name of the Club.

### **ARTICLE 2 - Objective**

The Objective of the Club shall be:

- a) To provide an opportunity for any person to participate in or learn about the game of soccer.
- b) To promote, develop and govern the game of soccer, both indoor and outdoor, in the Newmarket area.

### **ARTICLE 3 - Head Office**

The Club shall be incorporated. Its head office shall be in the Municipality of Newmarket in the Province of Ontario.

### **ARTICLE 4 - Corporate Seal**

The seal, an impression of which is stamped on these by-laws, shall be the seal of the Club. The Secretary shall have custody of the seal.

### **ARTICLE 5 - Organization**

The Club shall be composed of members as here-in-after set out, and it shall be managed by a Board of Directors, constituted and with duties as stated in these by-laws.

## ARTICLE 6 - Membership

- a) Active membership shall be open to all registered players, coaches, sponsors, referees and volunteers of the Club as defined in the Clubs Policies and Procedures.
- A Player shall become an active member when approved the Board of Directors.
  - Upon application, a Coach shall become an active member upon the acceptance by the Board of Directors.
  - Upon application, a Sponsor shall become an active member upon the acceptance by the Board of Directors.
  - Upon application, a Referee shall become an active member upon the acceptance by the Board of Directors.
  - A Volunteer shall become an active member upon election or upon appointment by the Board of Directors.

Comment [LFA1]: Contradictory to Article 14 (e)

Although an individual may qualify for, and be registered under, more than one category, each individual may hold only one Membership in the Club and is entitled to only one vote at member meetings.

Annual fees for membership to the Club shall be established by a majority vote of the Board of Directors.

Application for membership to the club shall be made annually on a form to be provided by the Club. The application must be accompanied by the required membership fee.

All members will comply with the Constitution of the Club and its Policies and Procedures.

- b) The Board of Directors may designate an individual as an honorary member for a specific period of time. An honorary member shall be awarded all the rights of membership including the right to attend and speak at member meetings, but is not entitled to vote.
- c) The Board of Directors may designate an individual as a life member. A life member shall be awarded all the rights of membership including the right to attend and speak at member meetings, but is not entitled to vote.

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**ARTICLE 7 - Discipline of a Member**

- a) A member may be fined, censured, suspended or expelled from membership for cause and only after charges have been laid and a hearing has been held in accordance with the Clubs published Rules. An individual whose membership has been suspended loses all rights of membership until the suspension has been terminated.
- b) 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 the member is entitled to attend and speak on his own behalf.
- c) Discipline for a player, team, team official and/or their spectators for game infractions, shall be governed in accordance with the Rules, Policies and Procedures of the Club and/or Leagues under which they occurred.

**ARTICLE 8 - Membership Renewal and Termination**

- a) Active members wishing to renew their status for the upcoming year shall have fees paid before commencement of the soccer season and shall end on the 31st day of December.
- b) Membership in the Club is deemed to have been terminated:
  - i. If the member submits a signed letter of resignation to the Club,
  - ii. If the member is expelled by the Club's Board of Directors,
  - iii. If the member is no longer registered with the Club,
  - iv. If the member's trial membership ends and the member fails to register,
  - v. If the member fails to pay any fees or fines levied against them.
  - vi. If the member is not in good standing with the OSA.
  - vii. If he/she or any member of their family who has reached the age of majority puts the club in a litigious position.

Comment [LFA2]: In line with OSA registration

Comment [LFA3]: In line with OSA

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**ARTICLE 9 - Annual General Meeting**

- a) The Annual General Meeting of the Club shall be held in the first week of the month of October.
- b) Notice of the date, time and location of the Annual General Meeting shall be published at least fourteen (14) days prior to the Annual General Meeting.
- c) Notification of the Annual General Meeting shall be published in the local newspaper and on the Club website.
- d) A Monitor (Sergeant at arms) shall be appointed by the President prior to the Annual General Meeting.
- e) Order of business at the Annual General Meeting:
  - 1. Period of Remembrance
  - 2. Awards and introduction of guest (s)
  - 3. Minutes of the previous Annual General Meeting
  - 4. President's Address
  - 5. Director's reports
  - 6. Treasurer's financial statement
  - 7. Auditor's report
  - 8. Appointment of Auditors
  - 9. Other reports
  - 10. Unfinished business
  - 11. Amendments to the Constitution
  - 12. Election of officers and directors
  - 13. Any other business
  - 14. Adjournment
- f) The Chair may, at their discretion, introduce any special business for discussion after the approval of the minutes.

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**ARTICLE 10 - Special General Meeting**

- a) A Special General Meeting may be called by the Board of Directors by its own motion.
- b) A Special General Meeting shall be called within thirty (30) days following the receipt of a written request, stating the nature of the business that the Special General Meeting is being called for and signed by not less than twenty percent (20%) of the active members.
- c) Notice of the date, time, and location of any Special General Meeting shall be published at least fourteen (14) days prior to the Special General Meeting.
- d) Notification of the Special General Meeting shall be published in the local newspaper and on the club website.
- e) Only the business for which a special general meeting has been called will be dealt with, except with the unanimous consent of those present.

**ARTICLE 11 - Rules of Order**

All meetings of the Club shall be conducted in accordance with the latest version of Roberts Rules of Order insofar as they apply.

**ARTICLE 12 - Presiding Office**

The President or Board approved Moderator shall preside at all General Meetings of the Club, and in their absence, the Vice President shall take the chair. The absence of both of these officers shall require the selection, by the Executive Committee, of a pro tem Presiding Officer.

Comment [LFA4]: Approved by membership in 2007

**ARTICLE 13 - Quorum**

Forty-five (45) active members shall form quorum at all General Meetings. Should less than the required number of members be present at a General Meeting, the meeting shall be cancelled and a new meeting shall be scheduled within 30 days.

Comment [LFA5]: Due to attendance ratio

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**ARTICLE 14 - Voting**

- a) Each active member over the age of 18 years shall be entitled to attend, speak and have their vote cast.
- b) Each active member over the age of eighteen (18) years shall be entitled to appoint a non-Member to act as proxy to attend, speak and cast a vote on their behalf.
- c) Each active member under the age of 18 shall be entitled to be represented by a parent or guardian who may attend, speak and cast a proxy vote on behalf of the member.
- d) An individual may only cast one vote either as a member or by proxy and must be present at a members meeting to cast a vote.
- e) Employees of the Club and paid Contractors may not cast, hold a vote if their sole association to the club is as an employee or paid contractor vote by proxy.
- f) Directors of the Club may not sit as voting members at a General Meeting.
- g) Voting privileges shall be confirmed by the Registrar or by the Executive Committee as governed by the Clubs Policies and Procedures and whose determination shall be final.

Comment [LFA6]: REMOVE: little to no proxies on file for the past 4 years

Comment [LFA7]: In the instance that they are registered as a player or coach

Comment [LFA8]: REMOVE as per above

**ARTICLE 15 - Board of Directors**

- a) The business of the Club shall be conducted by a Board of Directors which shall be comprised of the President, Vice President, Secretary, Treasurer and seven (7) Directors.
- b) A candidate for the Office of President or Vice President must have completed a full term and be an elected member of the Board of Directors of at least one (1) year within three (3) years immediately prior to his/her election. If no qualified candidates are available, then any member may be nominated.
- c) Any active member of the Club may be nominated for election to the Board of Directors.
- d) A Director may not be elected to more than one (1) position on the Board of Directors. A Director, in the case of vacancy may be appointed to more than one position on the Board of Directors, but may only cast one vote on any motion.
- e) A Director may not be paid for the performance of their duties as Directors.
- f) A Director shall not sit on the Board of any other soccer club.
- g) A Director shall be eighteen (18) years of age or older, shall not be an undischarged bankrupt.
- h) All members of the Board shall be subject to the **Conflict of Interest Policy 21.0** in the OSA's published rules.

Comment [LFA9]: revised

Comment [LFA10]:

Comment [LFA11]: based on legal counsel.

Comment [LFA12]: In line with OSA

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**ARTICLE 15 - Board of Directors (Cont'd.)**

- A Director shall serve for a two (2) year term or until his successor is elected or appointed.

a) **President**

The President shall:

- Be the Chief Executive Office of the Club;
- Preside at all meetings of the Club;
- Act as spokesman for the Club,
- Chair the Executive Committee.

b) **Vice President**

The Vice President shall:

- i. the senior officer of the Club below the President;
- ii. Preside at all meetings of the Club in the absence of the President;
- iii. Administer the Volunteer Service and Award Program;
- iv. Be a member of the Executive Committee,
- v. Have such other duties as prescribed by the Board.

Comment [LFA13]: No longer in effect

c) **Secretary**

The Secretary shall:

- i. Give notice of all meetings of the Club to persons entitled thereto;
- ii. Attend all meetings of the Board and the Executive Committee and all General and Special Meetings of the Club and shall keep minutes of all such meetings.
- iii. Be the custodian of the Club's Minute books and correspondence files;
- iv. Be required to prepare an annual report which shall be submitted at annual meetings of the Club;
- v. Be the custodian of the Corporate Seal of the Club;
- vi. Have such other duties as prescribed by the Board.

**ARTICLE 15 - Board of Directors (Cont'd.)**

**d) Treasurer**

The Treasurer shall;

- i. Be a member of the Executive Committee,
- ii. Prepare a budget, which shall be presented and approved by the Board of Directors and be responsible for overseeing its prudent administration,
- iii. Keep full and accurate account of the receipts and disbursements in books belonging to the Club.
- iv. Direct the deposit of all monies and other valuables in the name and to the credit of, the Club, in such depositories as may be designated by the Board of Directors;
- v. Disburse the funds of the Club as may be ordered by the Board of Directors, and render to the Board, a financial statement, quarterly, or as required by the Board.
- vi. Ensure that all accounts are paid by cheque, electronic funds transfer or pre-authorized debit
- vii. Sign each cheque together with one other appointed signatory, ensure each cheque, pre-authorized debit transactions or electronic funds transfer is duly authorized by two signatures or two approvals through a secure electronic authorization process. In the event that the Treasurer is unavailable or has declared a conflict, the two other appointed signatories may duly authorize by signature or secure electronic authorization process sign a cheque with the knowledge of the Treasurer.
- viii. Be the custodian of the deposit and receipt books of the Club, and shall produce such books, properly balanced, at all meetings of the Club;
- ix. Prepare a financial statement which shall be submitted to the Annual General Meeting;
- x. Have copies of current financial statement and auditor's report for members at the Annual General Meeting.
- xi. Be bonded.

Comment [LFA14]: In line with current technology

Comment [LFA15]: As per above

Comment [LFA16]: As per above

Comment [LFA17]: insert

Comment [LFA18]: remove

Comment [LFA19]: remove: All Directors must be screened

## ARTICLE 15 - Board of Directors (Cont'd.)

### e) *Directors at Large*

- i. Shall have such duties as and defined in the Clubs Policies and Procedures as well as those prescribed by the Board of Directors

Director 1 – Competitive - Shall represent and be responsible for all Youth Competitive Soccer

**Comment [LFA20]:** One director for both girls/boys

- Director 2 – House League - Shall represent and be responsible for the Micro, Mini and Youth House Leagues, both for boys and girls.

**Comment [LFA21]:** One Director to oversee all house league

**Comment [LFA22]:** Board Approved

Director 3 – Adult Soccer - Shall represent and be responsible for all Adult Soccer; both male and female, competitive and non competitive.

**Comment [LFA23]:** Remove term Senior, change to Adult

**Comment [LFA24]:** As per above

- Director 4 – Land and Facilities – Shall be responsible for club owned land and facilities for the immediate and future use of the membership.

**Comment [LFA25]:** Due to reality of indoor facility and development of Woodbine land

- Director 5 – — Discipline - Shall be responsible for Discipline throughout the youth and senior divisions. This individual must be a certified OSA discipline chair..

**Comment [LFA26]:** Instead of a chair position

- Director 6 – Director At Large – will have duties as prescribed by the Board of Directors.

**Comment [LFA27]:** To cover and assist divisions that require additional attention

- Director 7 – Sponsorship and Fundraising - Shall represent, oversee and advise the Board on all sponsorship activities within the Club; Shall oversee and advise the Board on all fundraising activities on behalf of the Club.

**Comment [LFA28]:** Delete: club initiative

**Comment [LFA29]:** As per above

- f) The following ex-officio positions may be appointed by the board each year after the AGM

- i. League Manager: Micro
- ii. League Manager: Mini Boys
- iii. League Manager: Mini Girls
- iv. League Manager: Youth Boys
- v. League Manager: Youth Girls
- vi. Match Secretary
- vii. Communications
- viii. Immediate Past President (must have completed their full term in office)

**Comment [LFA30]:** More volunteers, less commitment

**Comment [LFA31]:** For consistency and continuity

**Comment [LFA32]:** To ensure against those who resign and leave their position and the club vulnerable.

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**ARTICLE 16 - Tenure and Election**

- a) Nominations for positions on the Board of Directors may be made by any member in writing seven (7) business days prior to the Annual General Meeting. In the event that no nominations are received for a position, nominations may be made by any member at the Annual General Meeting.
- b) The election of officers shall be by secret ballot at the club Annual General Meeting.
- c) A majority of 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.
- d) The following shall be elected for a two (2) year term at the annual general meeting held in odd numbered years: President, Treasurer, Director 1 (Director, Competitive), Director 3 (Director, Adult Division), Director 5 (Director, Discipline), Director 7 (Director, Sponsorship).
- e) The following shall be elected for a two (2) year term at the Annual General Meeting held in even numbered years: Vice President, Secretary, Director 2 (Director, House League), Director 4 (Director, Land & Facilities), Director 6 (Director, Adult Soccer).
- f) The revised Board of Directors will be eleven (11) and eight (8) appointed Chairs for a total of nineteen (19).
- g) A quorum will consist of over 50% of sitting Directors.

Comment [LFA33]: In line with election cycles

Comment [LFA34]: In line with election cycles

Comment [LFA35]: Updated to reflect revisions

**ARTICLE 17 - Meetings of the Board of Directors**

- a) Meetings of the Board of Directors shall be held at least on a monthly basis and as prescribed by the President.
- b) Notice for all Board Meetings shall be given at least one week prior to the meetings.
- c) A majority of the Board Members shall form a quorum at all meetings.
- d) The President shall preside at all meetings of the Club and he shall have a casting vote only.

Comment [LFA36]: DELETE

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**ARTICLE 17 - Meetings of the Board of Directors (Cont'd.)**

- e) The Vice President shall be the senior officer of the Club below the President, and he shall preside at all meetings in the President's absence.
- f) The Secretary shall be responsible for recording minutes of the meetings of the Club.
- g) All Directors present shall be allowed to cast a vote on any motion before the Board.
- h) A majority of the votes cast by the Directors present at a meeting of the Board shall be required to pass a motion, excepting any motion applicable under Article 19.

**ARTICLE 18 - Vacancies**

- a) The office of a member of the Board of Directors shall be deemed to be vacated:
  - i. Upon resignation in writing and acceptance by the Board of Directors
  - ii. If he/she becomes of unsound mind or otherwise incapable of performing the business of the Club.
  - iii. If he/she absents himself/herself from two (2) ) consecutive meetings of the Board without satisfactory reason and the Board passes a motion asking for the directors removal with a 2/3's vote of the Board of Directors present provided notice to remove the director has been given in writing to all Directors of the Club.
  - iv. If he/she is removed by Resolution of the Club for good and sufficient reason at a General Meeting.
  - v. If he/she is removed by Resolution of the Board for good and sufficient reason with a 2/3's vote of the Board of Directors present provided notice to remove the Director has been given in writing to all Directors of the Club.
  - vi. If he/she becomes or is discovered to be an undischarged bankrupt.
  - vii. If he/she or any member of their family who has reached the age of majority puts the club in a litigious position
- b) the Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
  - i. if she/he has been found guilty of an offence under the Harassment Policy of the OSA

Comment [LFA37]: In line with OSA

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**ARTICLE 18 - Vacancies (Cont'd.)**

- ii. if she/he has been found guilty of an offence involving violence under the Discipline Policy of The OSA
  - iii. if she/he has failed to properly account for monies or other property belonging to the Club
  - iv. if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club
- c) Should a vacancy occur on the Board of Directors, the Board may appoint a person to fill the vacancy until the next Annual General Meeting.

Comment [LFA38]: In line with OSA

**ARTICLE 19 - Auditor and Finance**

- a) The accounts of the Club shall be audited annually, and the correctness of the financial statement ascertained by the auditor, who shall be an accredited accountant.
- b) The audited statements for the previous year shall be presented to the Annual General Meeting for adoption.
- c) The current unaudited draft statements for the year shall be presented to the Annual General Meeting.
- d) The appointment of the Auditor shall be presented to the membership at the Annual General Meeting for ratification.
- e) Purchase of an asset in whole or in part exceeding one hundred and fifty thousand dollars (\$150,000.00) which will or has the potential to indebt the club, shall require approval of  $\frac{3}{4}$  (three-quarters) of the full Board of Directors. Prior notice of intent to purchase an asset shall be clearly stated as special business for the meeting and form part of the notice sent to the Directors. A Special General Meeting shall be called for purchase to be confirmed by membership by a majority vote.
- f) Disposal of all or part of an asset held by the Club exceeding one hundred and fifty thousand dollars (\$150,000.00) in market value shall require approval of  $\frac{3}{4}$  (threequarters) of the full 13 member Board of Directors. Prior notice of intent to dispose of an asset shall be clearly stated as special business for the meeting and form part of the notice sent to the Directors. A Special General Meeting shall be called for sale to be confirmed by members by a majority vote.
- g) The year end for the Club shall be Sept 30 each year.
- h) In the event that the Club is dissolved all assets of the Club shall be presented to the Town of Newmarket to be held in trust by the town until a new soccer club is formed.

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**ARTICLE 20 - Laws of the Game**

- a) The Club shall support and maintain the principles of the laws of the games as established by the International Football Association Board (F.I.F.A) and recognized by F.I.F.A., except, as established by the various Associations, Leagues and the Club to accommodate differences in age and climatic conditions.
- b) Changes shall come into effect in the playing season immediately following their adoption.

**ARTICLE 21 - Other Regulations**

- a) The Club may make such miscellaneous rules and regulations as may be deemed necessary to promote and govern the game and soccer.
- b) The Club may impose such other regulatory measures as it deems necessary for the efficient administration of the playing structure of the game within its jurisdiction.
- c) 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 as happens from their own respective neglect or default.

**ARTICLE 22 - Amendments to the Constitution**

- a) Any Active Member may propose an amendment to the Club Constitution
- b) Amendments to the Constitution may only be made at an Annual General Meeting by a 2/3's vote of the membership present.
- c) Upon approval, amendments come into effect upon the next business day after the members meeting.
- d) All proposed amendments to the Constitution shall be forwarded, in writing, to the Club, no later than thirty (30) days prior to the Annual General Meeting. Request for Constitutional Amendment forms shall be available at the Clubs head office or on its web site.

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**ARTICLE 23 - Accountability and Enforcement**

- a) The Club shall be a member in good standing of its Provincial and District Associations and shall ensure and that all Rules, Policies, and Procedures established by the various Associations, Leagues and the Club are complied with. A copy of the Clubs Constitution, Rules, Policy and Procedures Manuals, and Affiliations shall be available to all members at the Clubs Head Office and on the Club website.
- b) No such regulation may violate the individual's right or freedom of any other individual and must ensure the stability of the basic structure of the game.
- c) The Club shall adhere to the Dispute Resolution process as published and approved by its Provincial Association. Any member of the club may initiate the Dispute Resolution process by communicating in writing with the Clubs Provincial Association with a copy to the Club and its District Association, the nature and facts of the dispute. This Dispute Resolution process shall not be used for game discipline which shall follow the normal discipline and appeals process.
- d) The Club shall adhere to the Harassment Policy as published and approved by its Provincial Association. The Harassment Policy shall apply to all employees, Directors, officers, volunteers, coaches, game officials, administrators, players, members and registrants of the Club.
- e) The Club shall abide by the Conflict of Interest policy 21.0 established by the Ontario Soccer Association.

**ARTICLE 24 - 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.
- c) An individual shall not appeal a decision made by the Board of Directors regarding matters of employment; appointment; non-appointment; re-appointment or revocation of an appointment of an individual to any coach or administrator within the Club's operations, except where the election, 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 player's team assignment.

# Newmarket Soccer Club

# **CONSTITUTION**

Effective October 2, 1990

Revised October 3 2006

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President:

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