



Valley East Soccer Club

Constitution 2011

Valley East Soccer Club Constitution

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Valley East Soccer Club – Constitution Revisions

Article 5 – Board of Directors: Revised Oct 17th, 2010

Whole Constitution: Revised Nov 29th, 2009

Valley East Soccer Club

Website Address

www.valleyeastsoccer.com

Contact Information

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Mailing Address

Valley East Soccer Club
P.O. Box 3002
Hanmer Valley Shopping Mall
Hanmer, ON
P3P 1J6

Field Location

Howard Armstrong Recreational Centre
4040 Elmview Dr.
Hanmer, ON

Corner of Dominion Dr. And Elmview Dr.
East of Desmarais Rd. (Municipal Rd. 80)

Valley East Soccer Club – Constitution

Article 1: NAME – Valley East Soccer Club Inc.

1.1 The name of this Club shall be the Valley East Soccer Club Inc., hereinafter referred to as the VESC. The headquarters of the VESC shall be located within the District Boundaries of the Sudbury Regional Soccer Association, hereinafter referred to as the SRSA.

Article 2: OBJECTS

2.1 The VESC shall have the following objects:

- To promote and develop the game of soccer within its boundaries.
- To help individuals to develop their character as resourceful and responsible Members of their community by providing opportunities, through the game of soccer, for their mental, physical, social and leadership development.

Article 3: AFFILIATIONS

3.1 The VESC shall be a member of the SRSA and shall follow the published rules of the SRSA, The Ontario Soccer Association, hereinafter referred to as the OSA, The Canadian Soccer Association, hereinafter referred to as the CSA, and The Fédération Internationale de Football Association, hereinafter referred to as FIFA. The VESC is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

FIFA
The CSA
The OSA
The SRSA
The VESC

Article 4: MEMBERSHIP

4.1. There are three classes of VESC Member, namely, regular Member, honorary Member and life Member.

4.2. Regular Member

A regular Member is either:

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

- 4.2.1 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 VESC, and is entitled to one vote at Members' meetings.
- 4.2.2 A player shall become a regular Member when approved by the VESC's Registrar.
- 4.2.3 Upon application, a coach shall become a regular Member upon acceptance by the directors of the VESC. A coach is an individual who is registered with The OSA to teach, instruct, train and guide players to play the game of soccer.
- 4.2.4 Upon application, a game official shall become a regular Member upon acceptance by the directors of the VESC. A game official is an individual who is registered with The OSA to officiate soccer games.
- 4.2.5 An administrator shall become a regular Member upon election or appointment by the directors of the VESC. 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.

4.3.Honourary 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.

4.4.Life Member

The Board of Directors may designate an individual as a life Member.

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

4.5.Fees

4.5.1 Membership fees for regular Members shall be set annually by the Board of Directors.

4.5.2 Any player registering beyond the pre-set date of final registrations will be subjected to a late fee, plus the full cost of registration. This player will remain an unregistered player with the VESC, and will be unable to participate in the VESC's activities (ie. Games, tournaments) until these fees are paid in full.

4.5.3 A full or partial refund for a player will be made available at the discretion of the board of directors.

4.6. Discipline of Member

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

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

4.7. Termination of Membership

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

- if the Member submits a signed letter of resignation to the VESC;
- if the Member is expelled by the VESC's Board of Directors
- if the Member is no longer registered with the VESC

Article 5: BOARD OF DIRECTORS

5.1. The VESC shall be governed by a Board of Directors which shall consist of at least six (6) individuals, or such number not to be less than six (6), as may be amended from time to time in accordance with the VESC's Constitution. These individuals shall hold the positions of:

1. President
2. Vice- President
3. Treasurer
4. Secretary
5. Past President
6. Registrar
7. Public Relations
8. Sponsorship & Equipment Director
9. Discipline & Volunteer Screening Director
10. Tournament & Scheduling Director
11. Adult Recreational Director
12. Head of Convenors
13. Club Head Referee

- 5.1.1 A Director may hold more than one position. A Director of the VESC shall not hold a position on the board of directors of any other soccer league, soccer club and/or soccer association.
- 5.1.2 A Director shall be eighteen (18) years of age or older, shall not be an undischarged bankrupt and shall be a Regular Member of the VESC.
- 5.1.3 A Director shall serve for a term of two years or until his or her successor is elected or appointed.
- 5.1.4 After an initial Board of Directors has been appointed, the positions of President, Treasurer, Past President, Public Relations, Discipline & Volunteer Screening Director and Adult Recreational Director, shall be elected in odd numbered years while the positions of Vice-President, Secretary Registrar, Sponsorship & Equipment Director, Tournament & Scheduling Director, and Head of Convenors, shall be elected in even numbered years.
- 5.1.5 The VESC's Executive Committee shall consist of the following positions: President, Vice-President, Secretary and Treasurer, and any other director(s) with such titles, duties and any other stipulations of the Executive Committee as the Board may prescribe in its sole discretion from time to time. The Board may appoint or elect any director or remove same from the Executive Committee, and has the authority to determine all aspects of the Executive Committee.
- The aforementioned Board powers are complementary to and supplement any provisions regarding election of Directors with specific Executive or duty assignment.
- 5.1.6 The Directors shall receive no remuneration for acting as such, but any Director will be reimbursed for bona fide out of pocket expenses incurred while performing duties as a Director. Nothing prohibits a Director from receiving reasonable remuneration and expenses for services to the VESC in other capacities, (so long as such capacity is disclosed to the Board prior to its commencement) and such remuneration shall be determined by the Board.
- 5.1.7 The Club Head Referee shall be appointed to the Board of Directors as a director of the VESC, after the VESC's AGM by the Board of Directors in odd numbered years and shall serve for a term of two years or until his/her successor is appointed.
- 5.1.8 The Club Administrator will be hired by the Board of Directors as a paid employee and paid a pre-set fee as directed by the Board of Directors.

5.2. Director Vacancy

A Director has the right to resign her or his position by submitting a signed letter of resignation to the VESC.

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.

5.3. Removal of Director

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

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

- a) if she/he becomes incapable of performing the business of the VESC
- b) if she/he is absent from two or more meetings of the Board without satisfactory reason
- c) if she/he no longer resides in reasonable proximity to the VESC
- d) if she/he becomes, or is discovered to be, an undischarged bankrupt; or

5.3.3 the Director has compromised the integrity of the VESC due to, but not limited to, any of the following reasons:

- a) if she/he has been found guilty of an offence under the Harassment Policy of The OSA
- b) if she/he has been found guilty of an offence involving violence under the Discipline Policy of The OSA
- c) if she/he has failed to properly account for monies or other property belonging to the VESC
- d) if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the VESC

5.3.4 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 VESC. 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.

5.3.5 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 VESC 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.

5.4.Conflict of Interest and Standards of Conduct

The Directors shall be subject to the *Conflict of Interest Policy 18.0* in the OSA's published rules.

5.5.Duties of Board of Directors

5.5.1 The Board of Directors shall conduct the business of the VESC during the periods between general meetings of the VESC and in accordance with the authority granted to it in the published rules of the VESC.

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the VESC except for those positions elected by the Membership of the VESC. This shall include the appointment of volunteer and paid positions for coach, team official and/or any assistant(s) and administrator positions within the VESC's operations. The selection process and the appointments shall be based on procedures outlined in the VESC'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 VESC's published rules.

5.5.2 The Board of Directors, as it sees fit, may institute, prescribe and enforce such By-Laws, policies, procedures, rules and/or regulations, not inconsistent with this Constitution, and are not inconsistent with the Constitution, By-laws, policies, procedures, rules and/or regulations of a higher level governing organization.

5.5.3 The Board of Directors shall be empowered to hire, appoint, or otherwise engage employees, contractors, or agents of the VESC and shall fix their duties and remuneration, and may delegate any or all of the things necessary to effect these powers to such persons, committees, agents or to any combination of these as it sees fit.

5.5.4 The Board of Directors have the power to determine and effect the dismissal of any employee, contractor or agent, and may remove any head of committee, committee member or any assistants with or without cause.

5.5.5 The Board of Directors shall ensure that all necessary books and records of the VESC required by this Constitution are regularly and properly kept.

5.5.6 The Board of Directors may by a two thirds (2/3's) majority of the votes at a duly constituted Board of Directors meeting, enact, repeal, alter, amend or suspend the Constitution, or any section or clause thereof, except that any such enactment or alteration of the Constitution, unless in the meantime is confirmed by voting members present at a SGM of voting members called for that purpose, shall remain in effect only until the next AGM and, if not then so confirmed by a majority vote of the Board of Directors, and by a two thirds (2/3's) vote of the Membership voting in person or by

proxy at a duly constituted meeting called to deal with such amendments, shall cease to be in force.

5.6.Duties of Directors

President

1. 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 VESC and of the Board of Directors.
2. The President shall be ex officio a member of all committees, except any nominations committee
3. Shall instruct the secretary to summons all meetings.
4. Shall cast the deciding vote in the VESC meetings only in the case of a tie.
5. Shall exercise the power of the Board of Directors in case of an emergency.
6. Shall be responsible for the enforcement and interpretation of the VESC's constitution by-laws.
7. Shall rule of points of order.
8. Shall be one of the signing officers for the VESC's business.
9. Shall present an annual written report for the members.
10. Shall present an agenda for all meetings.
11. Shall appoint all chairs of standing and special committees subject to ratification by the Board.
12. Shall be the spokesperson for the VESC.

Vice-President

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board of Directors.

Treasurer

1. The Treasurer shall ensure that full and accurate records are kept of the accounts of the VESC
2. Shall report to the Board of Directors at least once per quarter
3. Shall submit an Annual Report to the Annual General Meeting

Secretary

1. The Secretary shall maintain a record of all minutes of the organization
2. maintain copies of all committee reports
3. notify officers and committee Members of their election or appointment
4. furnish committees with those documents required to perform their duties
5. sign all certified copies of acts of the organization, unless otherwise specified in the VESC's published rules
6. maintain record books in which bylaws, published rules of the VESC, SRSA and OSA and minutes of the VESC are entered and have the current record books available at each meeting
7. send to the Membership a notice of each general meeting
8. send to the Board of Directors notices of each meeting
9. conduct the general correspondence of the organization that is not the proper function of another office or committee
10. prepare, prior to each meeting in consultation with the presiding officer, an order of business and, in the absence of the president and vice-president, preside until the immediate election or appointment of a new presiding officer

Other Director Positions

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

5.7.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.

Article 6: MEETINGS

6.1 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 one or more of the following: regular mail, email, website notice or newspaper announcement.

Ten (10) voting Members or 5% of the voting Membership, whichever is less, shall form a quorum at all general meetings of the VESC. Any question shall be decided by a majority of the votes unless otherwise required by this Constitution or other law.

6.2 Annual General Meeting

The VESC shall hold its Annual General Meeting not later than January 31 of the following year. The agenda of the Annual General meeting shall include:

1. Roll Call
2. Credentials Report
3. Minutes of Previous Annual General Meeting
4. President's Address
5. Officers' Reports
6. Treasurer's Report
7. Auditor's Report
8. Appointment of Auditors
9. Other Reports
10. Unfinished Business
11. Amendments to the Constitution
12. Roll Call
13. Election of Officers and Directors
14. Any Other Business
15. Adjournment

6.3 Special General Meeting

A Special General Meeting of the VESC:

- 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 VESC by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by not less than Ten (10) Members or 5% 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 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 eighteen (18) and over shall have the right to attend, speak and cast one vote at Members' meeting of the VESC.

Every regular Member under the age of eighteen (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.

6.5 Proxy Voting at General Meeting

Every regular Member, or parent or guardian of a regular Member under the age of eighteen (18), entitled to vote at a meeting of Members may by means of a proxy appoint a person, who need not be a Member, as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. An individual may only hold one proxy.

The format for the proxy, and the issue, or issues, for which the proxy may be cast are as defined in the Rules and Regulations.

6.6 Board of Directors Meeting

The Board of Directors shall meet at least 4 times per year, upon three (3) 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.

The Board of Directors may consider or transact any business, special or general, at any meeting of the Board.

Article 7: COMMITTEES

7.1 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 VESC.

Article 8: PROCEDURES GOVERNING MEETINGS

8.1 All meetings of the VESC shall be conducted in accordance with the most recently published Robert's Rules of Order Newly Revised except as may be otherwise stipulated in this Constitution or other VESC By-Laws, Policies & Procedures and/or Rules & Regulations.

Article 9: CONSTITUTION AND AMENDMENTS

9.1 All proposed amendments to the Constitution may be proposed by the Board of Directors, or submitted by a Member and shall be made in writing to the VESC secretary at least twenty one (21) days before the date of the meeting at which they are to be dealt with. Copies of the amendments shall be available on the VESC website and/or from the VESC secretary fourteen (14) days prior to the AGM or SGM called to deal with such amendments. All proposed amendments to the Constitution must be approved by a majority vote of the Board of Directors, and by a two thirds (2/3's) vote of the Membership voting in person or by proxy at a meeting of the VESC duly called for that purpose.

All amendments to the Constitution become effective at the conclusion of the meeting called to deal with such amendments, unless the motion of amendment specifies otherwise. Amendments incorporated into the constitution may not be revised for a period of six (6) months, unless the amendments incorporated into the Constitution are inconsistent with the Constitution, By-Laws, Policies, Procedures, Rules and/or the Regulations of a higher level governing organization.

- 9.2 All Members entitled to vote shall be notified with the VESC's notice of the said Members' meeting about Constitution amendments. Such notification shall be by one or more of the following: regular mail, email, website notice or newspaper announcement.

Article 10: RULES AND REGULATIONS

- 10.1 The VESC 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 VESC'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

- 10.2 The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with this Constitution and are not inconsistent with the Rules and Regulations of a higher level governing organization.

- 10.3 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

- 11.1 Members of the Board of Directors or other servants to the VESC, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the VESC 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

12.1 The financial statements of the VESC shall be:

- a) presented annually subject to the minimum requirements as defined in d);
- b) based on a defined fiscal year end as defined in f);
- c) presented to the members at the Annual General Meeting;
- d)
 - 1. audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant if the VESC's annual gross revenue is greater than or equal to \$150,000 or the VESC has greater than or equal to 1000 registered players
 - 2. reviewed by Public Accountant, Certified General Accountant or a Certified Management Accountant through a Financial Review Engagement, as defined by CICA, if the VESC's annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or the VESC has less than 1000 but greater than or equal to 500 registered players
 - 3. signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or a Certified Management Accountant less than \$100,000 but greater than or equal to \$10,000.00
 - 4. completed by the Treasurer or designate, if the VESC's annual gross revenue is less than \$10,000

NOTE: Clubs are still required to follow applicable legislation related to filing income tax returns. Incorporated Clubs are still required to follow audit guidelines in accordance with the legislation as outlined in the *Corporations Act of Ontario* which currently requires any Incorporated Club with income over \$100,000 to perform an audit.

- e) if an auditor is required:
 - 1. at each Annual General Meeting, the Members will appoint an auditor to audit the books, accounts and records of the VESC who will report to the Members at the next Annual General Meeting. The auditor will hold office until the next Annual Meeting. If an auditor is not appointed, the auditor in office will continue in office until a successor is appointed;
 - 2. the members may, by special resolution passed by at least two-thirds of the votes cast at a general meeting of which proper notice has been provided, remove any auditor before the expiration of the auditor's term of office;
 - 3. the auditor will not be a director, officer or employee of the VESC or any affiliated club or who is a partner, employer or employee of any such director, officer or employee;
 - 4. the auditor will report to the members at the annual general meeting the auditor's financial statement which presents fairly the financial position of the VESC and the results of its operations for the period under review in accordance with generally accepted account principles; and
 - 5. the auditor's report will be open for inspection by any member of the VESC.
- f) the fiscal year of the VESC shall end on October 31st of each year, unless otherwise ordered by the Board of Directors.

Article 13: DISPUTE RESOLUTION

- 13.1 The VESC shall adhere to the Dispute Resolution process as published and approved by The OSA from time to time.
- 13.2 Any Member of the VESC may initiate the Dispute Resolution process by communicating in writing to The OSA, with a copy to the VESC and SRSA, 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.
- 13.3 The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
- 13.4 The VESC shall make available to any Member the Dispute Resolution process when requested.

Article 14: HARASSMENT

- 14.1 The VESC shall adhere to the Harassment Policy as published and approved by The OSA from time to time.
- 14.2 The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of the VESC.
- 14.3 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.
- 14.4 The VESC shall make available to any Member the Harassment Policy when requested.

Article 15: APPEALS

- 15.1 Any Member or registrant of the VESC directly affected by a decision of the VESC may appeal such decision. The denial or termination of Membership in the VESC may be appealed by a non-Member.
- 15.2 A decision of the VESC may be appealed to the SRSA. The appeal shall be conducted in accordance with The OSA's and the SRSA's published rules.
- 15.3 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 VESC's operations, except where the selection, appointment and revocation process outlined in the VESC's published rules has not been followed.
- 15.4 An individual shall not appeal a decision made by the VESC regarding a player's team assignment.

Article 16: DISSOLUTION

- 16.1 In the event of dissolution of the VESC, 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 operate solely in Ontario.

Article 17: DEFINITIONS/TERMINOLOGY

- 17.1 Terminology used in this Constitution shall have the same meaning as used by The OSA in its letters patent, By-Laws and published rules.