

West Carleton Soccer Club Constitution

1. Name and Headquarters

- a) The West Carleton Soccer Club is a not-for-profit Ontario corporation named the West Carleton Soccer Club, hereinafter referred to as the WCSC or the Club.
- b) The headquarters of the Club shall be located within the former township of West Carleton in the City of Ottawa, Ontario

2. Objectives

- a) To promote and develop the game of soccer within West Carleton.
- b) To provide opportunities to play recreational (House League) and competitive (Representative) soccer at a level appropriate to players' skills and interests.
- c) To promote the continual development of players, coaches and referees at both the competitive and house league levels.

3. Affiliations

- a) The WCSC shall be a member club of the Eastern Ontario District Soccer Association (EODSA) and shall operate in conformance with EODSA Rules and Regulations.
- b) The WCSC shall submit this Constitution annually to the EODSA.
- c) The WCSC shall follow the rules of Ontario Soccer (OS) as stated in this constitution.
- d) The WCSC shall affiliate with local soccer leagues and clubs as necessary to achieve its objectives.

4. Membership

4.1 Classes of Membership

- a) Voting Members shall be
 - i. Players registered with the Club, if of legal majority, otherwise one of their parents/guardians;
 - ii. Individuals elected to the Board of Directors;
 - iii. Referees, coaches and other volunteers, if of legal majority.
- b) Non-voting Members shall be registered players, referees, coaches and other volunteers not of legal majority.

4.2. Termination of Membership

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

i. If the Member submits a signed letter of resignation to the Board of Directors.

ii. If the Member is expelled by the Board of Directors.

iii. For memberships based on player registration, on 1 May if the player registration fee has not been paid for the upcoming season.

b) If a membership is terminated, any associated player registration fee already paid will not be refunded.

4.3. Discipline of Members

a) A Member may be censured, suspended or expelled from Membership for cause and only after written notice of the infraction has been provided in accordance with Club Rules and a hearing has been held in accordance with the WSCS Rules and the OS's published rules.

An individual whose membership has been suspended loses all rights of membership, except those needed to participate in any appeal and/or dispute resolution processes related to the individual's own suspension, until the suspension has been terminated.

b) Player, team and team official discipline for game infractions is governed in accordance with the procedures published by Ontario Soccer .

c) Any Member who infringes the 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 at which hearing the Member is entitled to attend.

4.4. Fees

a) Before the start of each season, the Board of Directors shall determine the player fees for house league, competitive and adult players. For house league, the player registration fee shall be the same for all players regardless of the community with which they are registered.

b) Membership based on player registration is granted for one year on receipt of payment of the registration fee, and is valid from 1 May to 30 April of the following year.

c) There shall be no fee for membership.

5. Directors and Officers

5.1 Directors

a) A Board of Directors composed of not less than 6 and not more than 18 members shall direct and supervise the business and affairs of the Club.

b) The Board of Directors shall include: 1 Past President Director; up to 8 Program Directors; up to 3 Operations Directors; up to 3 Directors-at-Large and 4 Officers.

One director elected shall be a Past President of the Club.

Up to eight directors shall be elected from the membership at large to serve as Program Directors. The exact titles and responsibilities of these Directors shall be defined by the Board based on programs to be offered for each upcoming season, but typical titles may be:

- Program Director - Micro (U5) and Mini (U6)
- Program Director – House League Mini Field (one or more age divisions)
- Program Director – House League Full Field (one or more age divisions)
- Program Director – House League Girls Divisions
- Program Director – Competitive Teams
- Program Director – Adult Teams

Up to three directors shall be elected from the membership at large to fill the following Operations Directors positions:

- Director - Refereeing
- Director - Coaching
- Director - Discipline and Appeals

Up to three directors shall be elected from the membership at large to serve as Directors-at-Large

Up to four directors shall be elected from the membership at large to fill the following Officer positions:

- President
- Vice President
- Secretary
- Treasurer

5.2. Qualifications for Directors

a) A Director must be 18 years of age or older

b) A Director must not be an undischarged bankrupt.

c) A Director need not be a Member of the Club prior to being elected.

5.3. Election of Directors

a) A Director shall serve for a term of two years. After an initial Board of Directors has been appointed, the positions of the following:

President, Secretary, Head Referee, Discipline, Adult Teams, Youth Development (Competitive), Program Directors -- U12, Full Field Youth, Micro shall be elected in even numbered years;

while the positions of the following: Vice-President, Treasurer, Head Coach, Program Directors -- U6, U8, U10, Director at Large ("Equipment", "Canteen", "Diversity and Inclusion"), shall be elected in odd numbered years.

b) An absolute majority of the votes cast by Members present at the AGM shall be required to elect each Director. In the event no candidate receives an absolute majority, the candidate with the least votes shall be dropped from the ballot and another vote shall be held.

c) If a vacancy occurs on the Board of Directors, the Board of Directors may, by majority vote, appoint an individual to fill the vacancy for the remainder of the term of the position being filled.

5.4. Removal of Directors

a) The office of a Director shall be automatically vacated:

i. if at a Special General Meeting of Members, a resolution is passed by 2/3 of the voting Members present at the meeting that a Director be removed from office;

ii. if a Director resigns his office by delivering a written resignation to the Secretary of the Club;

iii. if a Director is found by a court to be of unsound mind;

iv. if a Director becomes bankrupt or suspends payment or compounds with his creditors;

v. on a Director's death.

5.5. Officers

a) Subject to the supervision and direction of the board of directors, the Officers shall be responsible for the operation and management of the business affairs of the Club, with such duties and responsibilities as set out by the board of directors, including, but not limited to, the duties set out below.

b) The Club shall have the following officers, each of whom must be a director, with the

exception of the Club Administrator who shall not be a director. Any director may fill up to two officer roles simultaneously:

- President
- Vice President
- Secretary
- Treasurer
- Club Administrator

The Club Administrator shall be appointed by the Board of Directors and shall not be a Director.

c) All Officers shall perform such duties as shall from time to time be delegated to them by the Board of Directors including, but not limited to, the duties set out below.

i. The President shall be the chair at all general meetings of the Members and of the Board of Directors. The President may vote at such meetings and shall have a deciding vote. In the absence or vacancy of the Vice President, the President shall be responsible for the office of the Club Administrator.

ii. The Vice President shall oversee the office of the Club Administrator and shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

iii. The Treasurer shall have the custody of the funds and securities of the Club. The Treasurer shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Club. The Treasurer alone, or both the President and the Secretary together, shall disburse the funds of the Club taking proper vouchers for such disbursements. The Treasurer may establish a petty cash fund or petty cash account to be drawn upon at the discretion of the Club Administrator for day-to-day operational expenditures, such expenditures to be documented with proper vouchers; the petty cash fund/account maximum outstanding amount is subject to approval by the Board of Directors. The Treasurer shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Club.

iv. The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors.

v. The Club Administrator shall report to the Vice President, or in the absence or vacancy of the Vice President, the President, shall attend all meetings of the Board of Directors, and carry out the day-to-day affairs and administration of the Club.

5.6. Remuneration of Directors

a) Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

b) Nothing herein contained shall be construed to preclude any Director from serving the Club in any other capacity and receiving compensation therefore.

5.7. Conduct of Directors

a) Directors shall be subject to the Conflict of Interest and Standards of Conduct Policy in Ontario Soccer's published rules.

5.8. Authority to Execute Documents

a) The following items require prior approval by the Board of Directors:

i. Any transaction, or any series of directly related or similar transactions, that commit the Club to expenditures equal to or exceeding \$25,000.00 CAD in any 12-month period, such period not necessarily being within the same fiscal year of the Club.

ii. Any debt instrument, including but not limited to, loans, promissory notes and/or lines of credit.

iii. Any purchase or lease of property.

iv. Hiring or contracting of the Club Administrator

b) Subject to 5.8 a), contracts, documents or any instruments in writing, not including monetary instruments such as cheques, money orders, or similar, requiring the signature of the Club, shall be signed by the President, or in the President's absence the Vice President, and the Club Administrator or in the Club Administrator's absence, either of the Secretary or the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Club without any further authorization or formality.

c) The Directors shall have power from time to time by resolution to appoint any person or persons on behalf of the Club to sign specific contracts, documents and instruments in writing.

6. Meetings

6.1. Board Meetings

a) Meetings of the Board of Directors may be held at any place in the former township of West Carleton, and on any day, as the Board of Directors may determine, provided that at least seven days notice of such meeting shall be given to each Director.

- b) There shall be at least five meetings per year of the Board of Directors.
- c) Decisions shall be made by a simple majority vote of the Directors present.
- d) A majority of Directors in office, from time to time, but no less than three Directors, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to conduct Club business.
- e) In addition to in person meetings, the Board of Directors may conduct business over the Internet using electronic mail or web site-based means. Should a formal motion be made via electronic means by a Director:
 - i. The motion must be seconded.
 - ii. Following the motion being seconded, there is a 48-hour period for discussion and voting by electronic means. Directors may change their vote within the 48-hour period.
 - iii. The final vote tally is to be recorded no sooner than 48 hours after the motion is seconded online.
 - iv. At any time during the 48-hour period, and at the request of an absolute majority of the then sitting directors, the President may table the motion until the next face-to-face meeting of the Board of Directors.
 - v. The 48-hour period may be waived if there is a clear majority in support of, or against, the motion, and the motion may be declared carried or defeated by the President.
 - vi. Any motion proposed over the Internet requires agreement of an absolute majority of the then sitting Directors to be carried.
- f) The complete minutes of Directors meetings and record of motions conducted via electronic means shall be made available to the Directors and the Club membership.
- g) The only exception to e) shall be in circumstances where general circulation of the complete minutes would violate the Club's privacy policy. In such cases the minutes made available to the Club membership shall be abridged to conform to the privacy policy.

6.2. General Meetings

- a) The Annual General Meeting of the Members shall be held at any place in the former township of West Carleton as the Board of Directors may determine and shall be held no later than March 1st immediately following the end of the fiscal year.

b) Any Special General Meeting of the Members shall be held at any place in the former township of West Carleton, and on any day, as the Board of Directors may determine.

c) The agenda of the Annual General meeting shall include

i. Roll Call

ii. Credentials Report

iii. Minutes of Previous Annual General Meeting

iv. President's Address

v. Treasurer's Report

vi. Auditor's Report

vii. Appointment of Auditors

viii. Approval of budget for current financial year

ix. Directors' Reports

x. Other Reports

xi. Unfinished Business

xii. Amendments to the By-Laws

xiii. Election of Directors

xiv. Any Other Business

xv. Adjournment

d) The Board of Directors or the President or Vice President shall have power to call, at any time, a Special General Meeting of the Members of the Club.

e) The Board of Directors shall call a Special General Meeting of Members on written requisition of at least 25 voting Members. The Special General Meeting shall be held within 30 days of receipt of the written request from the Members.

f) Only the business set out in the notice of the Special General Meeting shall be considered. g) The quorum for all General Meetings of the Club shall be a quorum of the Board of Directors (per 6.1 above).

g) Fourteen days' notice shall be given to each voting Member of any Annual General Meeting or Special General Meeting of Members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.

h) Each voting Member present at a General Meeting shall have the right to exercise one vote.

i) A majority of the votes cast by the Members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of Members is required by this constitution.

6.3. Procedures for Meetings

a) All meetings of the Club 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.

7. Committees

a) The Membership at any General Meeting, or the Board of Directors at any Board meeting, may establish committees to carry out specific business or programs of the Club.

8. Club Rules and Policies

a) The Club shall have Rules and Policies that shall include, but are not limited to the following:

i. Discipline of a Member: Procedures for disciplinary hearing

ii. Discipline of a Member: Appeals process

iii. Duties of the Directors

iv. Duties of Paid Staff

v. Coaching

vi. Player Evaluation

vii. Refereeing

viii. Registration

ix. Competitive Teams

- x. House League Teams
- xi. House League Laws of the Game
- xii. House League Game Reporting Procedures
- xiii. House League Procedures for Postponing and Rescheduling Games
- xiv. Harassment
- xv. Privacy
- xvi. Dispute Resolution
- xvii. Volunteer Screening

b) Rules and Policies must be adopted by simple majority of the Board of Directors.

9. Maintenance of Constitution, Club Rules and Club Policies

a) Amendments to this Constitution may only be made at the Annual General Meeting of Members or at a Special General Meeting of Members called for that purpose.

b) Amendments to this Constitution require a resolution to be passed by 2/3 of the voting Members present at the General Meeting.

c) The Club shall submit any amendments to this Constitution to the EODSA within 60 days after approval of the Members.

d) Additions or amendments to the Rules and Policies may be made by a majority vote of the Board of Directors at a Board meeting, or by a majority vote of the Members at a General Meeting.

10. Financial Results and Audits

a) Unless otherwise ordered by the Board of Directors, the fiscal year end of the Club shall be December 31.

b) The Members shall, at each Annual General Meeting, appoint an auditor to provide a minimum of a review engagement report of the accounts and annual financial statements of the Club for report to the Members at the next Annual General Meeting. The auditor shall hold office until the next Annual General Meeting provided that the Board of Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

11. Indemnities to Directors and Others

- a) 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.
- b) The Club shall, to the best of its ability, maintain appropriate Directors and Officers Liability insurance.

12. Appeals & Dispute Resolution

- a) Any Member directly affected by a decision of the Club may appeal such decision except as noted in b) and c) below. The denial or termination of Membership in the Club may be appealed by a non-Member.
- b) A Member shall not appeal a decision made by the Board of Directors regarding the selection, 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, re-appointment or revocation processes outlined in the Club's published rules have not been followed.
- c) An individual shall not appeal a decision made by the Club regarding a player's team assignment.
- d) The Club shall adhere to the Dispute Resolution process as published and approved by the Ontario Soccer Association.
- e) A decision of the Club may be appealed to the EODSA. The appeal shall be conducted in accordance with the Ontario Soccer Association's and EODSA's published rules.
- f) The Dispute Resolution process shall not to be used for soccer game-related discipline - the normal discipline and appeals process shall be followed.
- g) The Club shall make available the Dispute Resolution Policy on the Club website.

13. Harassment

- a) The Club shall adhere to the Harassment Policy as published and approved by Ontario Soccer.
- b) The Harassment Policy shall apply to all Members (Players; Parents/Guardians; Directors; Referees; Coaches and other Volunteers) and Employees of the Club.
- c) The Club shall make available the Harassment Policy on the Club website.

14. Notice

a) Any notice required to be given to the Directors under this Constitution shall be given via either written notice delivered to the Director's residence address or delivered electronically to the Director's e-mail address as such residence and e-mail addresses are recorded with the Secretary.

b) Any notice required to be given to the Members under this Constitution shall be given via the Club website and by advertising in the West Carleton local newspapers. The notice may also be delivered electronically to the Members. e-mail addresses as such addresses may be recorded with the Registrar.

15. Interpretation

a) In this Constitution and in any Rules and Policies of the Club, words importing the masculine gender shall include the feminine gender.

16. Dissolution

a) 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 operate solely in Ontario.

Revised Feb 2021 section 5.1 to add a third Director at Large (Diversity and Inclusion); section 5.3 to change Board positions to two-year terms

Revised: Feb 2018 to amend all references to the Ontario Soccer Association (OSA) to Ontario Soccer (OS).