

**Kingston Women's Soccer Club (KWSC)
Constitution Amended December 2021**

Article 1: NAME

The name of this club shall be the Kingston Women's Soccer Club, hereinafter referred to as the Club. The headquarters of the Club shall be located within the District Boundaries of the Southeast Ontario Soccer Association, hereinafter referred to as the District Association.

Article 2: OBJECTIVES

The Club shall have the following objectives:

- To promote and develop the game of soccer within its boundaries
- The Club boundaries shall be the Greater Kingston Area.
- To provide members with the opportunity to develop their physical, mental, social and leadership skills through the game of soccer.

Article 3: AFFILIATIONS

The Club shall be a Member of the District Association and shall follow the published rules of the District Association and The Ontario Soccer Association, hereinafter referred to as 'The OSA'. The Club is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

- The OSA
- The District Association
- The Club

Article 4: MEMBERSHIP

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

Regular Member

A Regular Member is defined as one of the following:

- A registered player
- A registered club coach
- A registered club administrator

Although an individual may qualify under more than one of the above categories, each individual holds only one Membership in the club.

A player shall become a Regular Member when approved by the Club's Registrar and is registered in the OSA database.

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

A club administrator shall become a Regular Member upon application and acceptance by the directors of the Club. A club administrator is an individual who is registered with The OSA to be responsible for one or more of the functions required to manage a team. For purposes of this definition, a team manager shall be classified as a club administrator.

All team representatives are entitled to attend Club meetings. If the designated team representatives cannot attend the meeting, an alternate team member may attend and cast one vote per team on behalf of their team, on issues brought forth.

Honorary Member

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

An Honorary Member is afforded all rights of membership, including the right to attend and speak at Club meetings. An Honorary Member is not entitled to vote rights and privileges.

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 Club meetings, but is not entitled to vote.

Fees

Registration fees will be determined (45) days prior to the commencement of the applicable outdoor or indoor session, and approved by the Board of Directors. All amendments to fees shall be communicated to members (15) days prior to the commencement of the applicable outdoor or indoor session.

Discipline of Member

A Regular or Honorary Member may be fined, censured, suspended or expelled from Membership, for cause and only after charges have been laid in accordance with the Club's published rules and a hearing held in accordance with the Club's and OSA's published rules.

An individual whose membership has been suspended loses all rights of membership until the suspension has expired or been reinstated.

Discipline for game infractions by a Regular Member is governed in accordance with the procedures published by the OSA.

A Regular or Honorary 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 said member is entitled to attend.

Termination of Membership

Membership in the Club shall be deemed terminated:

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

Article 5: BOARD OF DIRECTORS

The Club shall be governed by a Board of Directors, which shall consist of the positions listed below. These may be amended from time to time in accordance with the Club's By-Laws;

- President
- Past President
- Vice President
- Secretary/Communications Officer
- Treasurer
- Registrar /Tier Director
- Field Director
- Scheduler / Statistician

A director may temporarily hold more than one position in the event of a vacancy until such a time, a member is appointed by the directors or elected by the membership to the vacant position, in accordance with the by-laws, Elections and Nominations.

A Director shall be eighteen (18) years of age or older and shall be a Regular Member of the Club.

A Director shall serve for a term of two years, with the exception of the Past President whose term will be for one year. A Director may not hold office for more than two consecutive terms in accordance with the Elections and Nominations bylaw.

Once the initial Board of Director(s) has been appointed, the positions of President, Secretary, Communications Officer, Registrar/ Tier Director shall be elected during the Annual General Meeting in even numbered years. The positions of Vice President, Treasurer, Scheduler / Statistician, and Disciplinary Chair shall be elected during the Annual General Meeting in odd numbered years.

Director Vacancy:

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

A vacancy on the Board of Directors as a result of death, revocation or resignation will be resolved by majority rule of said Board. If a new Director is appointed, she / he will assume the vacated position (s) for the remainder of the term. In accordance with the Elections and Nominations by-law.

Removal of Director:

No member of the Board of Directors shall be removed for arbitrary reason unless the Director is unable to perform her / his duties due to, but not limited to, any of the following reasons:

- If she/he becomes unable or incapable of performing the business of the Club;
- If she/he is absent from two or more meetings of the Board without reason;
- If she/he no longer resides within the boundaries the Club.

OR

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

- If she/he has been found guilty of an offence under the Harassment Policy of the OSA;
- If she/he has been found guilty of an offence involving violence under the Discipline Policy of the OSA;
- If she/he has failed to properly account for monies or other property belonging to the Club;
- If she/he has been found guilty of a criminal offence whether or not the offence directly affected the Club.

A member of the Board of Directors may be removed from office for good and sufficient

cause by a 2/3's majority vote of the Directors present at the meeting, provided notice to remove the Director has been given to all Directors of the Club.

If the vote to remove a Director is upheld, the Board of Directors may appoint a successor to the position(s) for the remainder of the term(s) being filled. In accordance with the Elections and Nominations by-law.

A member of the Board of Directors may also be removed from office for good and sufficient cause at a meeting of the members of the Club, provided notice to remove the Director has been given to persons entitled to attend said meeting. If a Director is removed at the members meeting, the members entitled to vote may elect a successor to fill all position(s) previously held by the removed Director for the remainder of the term(s).

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 and be required to sign the Code of Conduct and Confidentiality Agreement of the club.

Policy 1.0 – DEFINITIONS – OSA

1.20 **Conflict of Interest** shall mean a situation in which a Director of a Governing Organization has, in relation to any matter coming before that Governing Organization, a personal interest, sufficient to influence or to appear to influence the objective, and open-minded, loyal exercise of his or her function as a Director.

There are basically two situations giving rise to a conflict of interest. One is that of "**financial interest**" and the other is an "**obligation of loyalty**". The circumstance giving rise to a conflict of interest need not be those of the individual Director but may be the interest of a person having close family ties to the Director, or a friend, business associate, or colleague of the Director".

Duties of Board of Directors:

The Board of Directors shall conduct the business of the Club during the periods between the Annual General Meetings of the Club, and in accordance with the authority granted to it in the published rules of the Club.

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within the Club except for those positions elected by the Membership of the Club. This shall include the appointment of volunteer and paid positions within the Club's operations. The selection process and the appointments shall be based on procedures outlined in the Club's published rules.

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

Duties of Directors:

President:

Except; as provided for in the Dispute Resolution Policy of The OSA, and where the President delegates the responsibility to another person, the President shall:

- Preside at all general meetings of the Club and of the Board of Directors
- Be an ex-officio member of all committees, except any nomination committee
- Appoint all chairs of standing and special committees subject to ratification by the Board
- Coordinate all duties of the Board, committees, and staff
- Be the spokesperson for the Club at all times.
- Attend committee meetings on behalf of the members

Past President:

The Past President shall:

- Assist the Board of Directors in an advisory capacity
- Undertake duties assigned by the President for the duration of one year following the election of the newly appointed President

Vice President:

The Vice President shall:

- Act in the absence of the President
- Perform duties as assigned by the President and / or the Board of Directors.
- Attend Board Meetings

Treasurer:

The Treasurer shall:

- Be the custodian of the financial books
- Keep full and accurate records of the financial accounts of the Club
- Make deposits and issue cheques as needed
- Assist with the collection of applicable fees and arrears
- Preparation and presentation of budget to the Board of Directors for approval
- Provide a report to the Board of Directors at each meeting of the Board
- Submit an Annual Report to the Membership at the Annual General Meeting
- Coordinate with accountant and assist with audited financial statements
- Attend Board meetings

Secretary/Communications Officer:

The Secretary/Communications Officer shall:

- Maintain a record of all minutes of the Club
- Maintain copies of all committee reports
- Notify officers and committee members of upcoming elections and / or appointments
- Provide appropriate documents needed by committee members
- Sign all certified copies of acts of the Club, unless otherwise specified in the Club's published rules,
- Maintain record books in which bylaws, published rules and minutes are documented and have the current record books available at each meeting
- Notify the membership of each general meeting
- Notify the Board of Directors of each meeting
- Be responsible for reading and responding to, where applicable all emails to the club and forwarding email to the appropriate Directors as required
- In consultation with the presiding officer prepare an order of business prior to each meeting
- In the absence of the president and vice-president, preside until the immediate election or appointment of a new presiding officer
- Attend Board Meetings

Registrar / Tier Director:

The Registrar/ Tier Director shall:

- Register all players as per The OSA / District Association rules
- Communicate with The OSA / District Association Administrators to confirm Club registrations
- Maintain the OSA computer registration program
- Make a report of fees collected and member registration to the Board of Directors
- Collect and distribute the names of players interested in joining the Club
- Keep records of past tier winners
- Allocate teams into the appropriate tier
- Attend Board Meetings

Field Director:

The Field Director shall:

- Be responsible for procuring of fields and/or rental contracts as required for the Club
- Be responsible for releasing fields and/or rental contracts as required for the Club
- Ensure the maintenance and condition of fields used by Club
- Attend meetings related to fields on behalf of the Club
- Attend Board meetings

Scheduler / Statistician:

The Scheduler/ Statistician shall:

- Be responsible for scheduling all regular games, playoff games and rescheduled games
- Ensure all scores are entered and standings are accurate
- Keep all game statistics up to date as mandated by the Board
- Attend Board meetings

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 eligible positions shall be held in the order listed in the Constitution, Article 5.

Notification for upcoming elections shall be sent to all Club Members and to the District Association fourteen (14) days prior to the Election.

Elections shall occur at the Club's Annual General Meeting and or any Special Meeting called for the purpose of in accordance with the Elections and Nominations By-law.

The term of office of each elected Officer will be (2) two years to coincide with the dates specified in section Article 5. Elected Officers will not hold office for more than two consecutive terms in that position, i.e., President may only hold Office for a maximum of two terms, (equivalent to four years). Should no nominations be made at the completion of the maximum term, the term may be extended for one additional year until the next Annual General Meeting or until a 'Special Meeting' is held for the purpose of electing a successor.

Elections shall occur by secret ballot. In the event that only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.

Each team will be entitled to one vote per team; one team representative shall vote on behalf of the team. (Rule 2.4)

2.4 Teams must supply the Club with a minimum of two Team Contacts or Representatives. Individuals must be registered on the Club website (i.e. coach, assistant coach, manager).

Article 6: MEETINGS

General Meetings:

Notification of each meeting shall be given to all Club Members at least fifteen (15) days prior to the meeting, including the location, date and time as the Board of Directors may determine. Such notification shall be by:

- Email
- Website notice
- Any other method determined by the Members and /or Directors

Twenty voting members or 20% of the voting members, whichever is less, shall form a quorum at all meetings of the Club.

Any questions shall be decided by a majority of the votes unless otherwise required by this By-Law or other law.

Annual General Meeting:

The Club shall hold the Annual General Meeting no later than November 30th of the following year. The agenda of the Annual General Meeting shall include:

- Roll Call
- Declaration of Conflict of Interest
- Minutes of Previous Annual General Meeting
- President's Address
- Officers' Reports
- Treasurer's Report
- Auditor's Report
- Appointment of Auditors
- Old Business
- New Business
- Amendments to the By-Laws
- Roll Call
- Election of Officers and Directors
- Adjournment

Special General Meeting:

A Special General Meeting of the Club:

- I. May be called by the Board of Directors, or
- II. Shall be called by the Board of Directors upon receipt of a written request
 - a. submitted to the Club by registered mail, certified mail, courier service, hand delivery, or e-mail, signed by not less than 25 members or 25% of the voting membership, 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.

Voting at General Meeting:

Though teams are entitled to have more than one representative, voting is limited to one vote per team. ONLY one team representatives shall be entitled to cast the vote on behalf of their team.

Every Regular Member aged sixteen (16) and over shall have the right to attend and speak at the Club's meeting.

Proxy Voting at General Meeting:

If a Team that is a member of the Club is to be absent from a General Meeting (ie no members from the Team are available to represent the Team at the meeting and vote on Team's behalf), voting may be cast by proxy. The Proxy shall provide a signed declaration by the Principle (absent Team's Representative) to the Club Secretary prior to the General Meeting's commencement to be eligible to cast a vote on behalf of the Principal's Team.

Board of Directors Meeting:

The Board of Directors shall meet at a minimum of six (6) times per year upon ten 10 days' notice given by the President and the Sectary, 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 the majority of votes where each director is entitled to cast one vote

Article 7: COMMITTEES

The membership at any general meeting, or the Board of Directors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the club.

Article 8: PROCEDURES GOVERNING MEETINGS

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

Article 9: BY-LAWS AND AMENDMENTS

- I. By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the club
 - a. in writing at least twenty (21) days prior to a General Meeting of the Club; and must be approved by a 2/3's majority of the team representatives voting in person or by proxy, at a meeting of the Club duly called for that purpose.
- II. All members shall be notified of the said meeting regarding By-Law amendments.
- III. Such notification shall be as per Article 6.

Article 10: RULES AND REGULATIONS

The Club shall have Rules and Regulations which shall include, but is not limited to the following:

- Discipline of a member; summary of charges regarding misconduct
- Discipline of a member; procedures for discipline hearing
- Duties of Board of Directors; authority granted to Board regarding the business being conducted
- Duties of Board of Directors; selection process and appointment process for the appointment and renewal of appointments to the Club's paid and volunteer positions
- Duties of Board of Directors; process for revoking appointments
- Voting at General Meeting; format for the proxy vote, and the issue, or issues, for which the proxy vote may be cast
- The Board of Directors may approve and publish Rules and Regulations which are not inconsistent with this by-Law and are not inconsistent with the Rules and Regulations of a higher level governing organization.

Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at a General Meeting.

Article 11: INDEMNITY

Members of the Board of Directors, or 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 actions, neglect or default.

Article 12: FINANCE

The financial statements of the Club shall be:

- Reviewed by an auditor as required
- Presented annually subject to the minimum requirements based on a defined fiscal year end
- Presented to the members at the Annual General Meeting
- The fiscal year of the Club shall end on August 31 of each year, unless otherwise specified by the Board of Directors

Article 13: DISPUTE RESOLUTION

The Club shall adhere to the Dispute Resolution process as published and approved by The OSA from time to time.

Any member of the Club may initiate the Dispute Resolution process by stating the nature and facts thereof in writing to The OSA, including a with a copy to the Club and

District Association. The OSA, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to investigate the dispute.

The Dispute Resolution process shall not be used for game discipline which follows the normal discipline and appeal process.

The Club shall make available to any member the dispute Resolution process findings when requested.

Article 14: HARASSMENT

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

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, members and registrants of the Club.

Harassment is defined as any comment, conduct, or gesture directed toward an individual or group that is: intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to; sexual, verbal, psychological and or emotional in nature.

The Club shall make the Harassment Policy available to any member upon request.

Article 15: APPEALS

1. 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.
2. A decision of the Club may be appealed to the District Association with which the Club is affiliated. The appeal shall be conducted in accordance with The OSA's and The District Association's published rules.
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 with the Club's operations, except where the selection, appointment and revocation process outlined in the Club's published rules has not been followed.
4. An individual shall not appeal a decision made by The Club regarding a player's team or Tier assignment.

Article 16: DISSOLUTION

In the event of dissolution of the Club, the Club (after payment of all debts and liabilities, unless prohibited from so doing in its charter or by-laws), may distribute its remaining assets among its most recent / current registered members in accordance with Not- For- Profit Corporation regulations.

Article 17: DEFINITIONS / TERMINOLOGY

Terminology used in this By-Law shall have the same meanings used by The OSA in its letters patent, By-Laws and published rules.