THE CONSTITUTION

(Comprised of the Charter (Letters Patent),
By-Laws and Regulations)

OF

Barrie Soccer Club

A COMPANY INCORPORATED
UNDER THE LAWS OF THE PROVINCE OF ONTARIO
BY STATUTE AUTHORITIES GRANTED
BY THE QUEEN AND SET OUT IN THE
CORPORATIONS ACT, R.S.O. 1990, c.C.38, Part III,
As amended by 1992, c.32, Section 6, and amendments thereto:

1968
Updates:
1997
2006
2009
October 2013
Nov. 29, 2015
Nov. 8, 2017

RESPECT. PRIDE. INSPIRE.
BARRIE FC TOWARDS A SINGLE GOAL

Constitution

BARRIE SOCCER CLUB

Article 1.0: NAME

The name of this Club shall be the Barrie Soccer Club, hereinafter referred to as the BSC or the Club. The headquarters of the Club shall be located within the District Boundaries of the Huronia District Soccer Association, hereinafter referred to as the District Association.

Article 2.0: OBJECTIVES

The aim of the Club is to provide our members with an opportunity to develop an appreciation of the game of soccer. The Club will provide soccer at both recreational and competitive levels, wherever possible, to enable players to participate at a level appropriate to their ability.

The objective is to develop character by promoting physical, social and leadership skills in the players and emphasis will be placed on concepts such as team spirit, sportsmanship, and respect for officials and for each other.

The Club will strive to promote and develop the best interests of the game of soccer within the community, while recognizing that the player is the first priority.

Article 3.0: AFFILIATIONS

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

- The Canadian Soccer Association ("CSA")
- Ontario Soccer (formerly The OSA ("OSA"))
- The District Association ("HDSA")
- The Club ("BSC")

Article 4.0: MEMBERSHIP

To be eligible as a voting Member of this Club a person must be a Member in good standing. Members of the Club shall be such legal entities and individuals as defined herein and as are admitted to membership by resolution of the Board of Directors (hereinafter referred to as the Board) from time to time. Terms and Conditions for membership are generally set out in this section but nothing prohibits the Board from imposing, waiving or varying any conditions, rights, privileges, duties and responsibilities of membership or from imposing any sanctions or probationary membership conditions. Membership terms and conditions may be set out in these By-laws or by Board policy.

4.1 Classes of Members:

There shall be two (2) classes of members:

(1) Voting Members
(2) Registered Individual Members

4.2 Voting Members (All must be over 18 years of age) – 1 Vote Each

Subclass a) - Directors of the Club (Members of the Board)

Subclass b)
- House league convenors
- Unpaid Representative team officials and assistants
- Unpaid House league coaches and registered assistants
- Committee Members
- Unpaid All-Star officials and assistants
- Unpaid Select officials and assistants
- Registered Club referees
- Accredited volunteers of the Club

Subclass c) Any other person as admitted to voting membership by resolution of the Board.

Subclass d) Life Members – are appointed by the Board for life in recognition of extraordinary contribution to the Club. Such appointments may be made at any time and at the sole discretion of the Board. Life members are exempt of any registration fees or dues.

4.3 Registered Individual Members

Shall be those individuals including those under 18 years of age who are registered with Club on forms or by methods prescribed by Club.

This class of member shall have no voting rights at any meeting of voting members.

4.4 Term of Membership

The Term shall be for twelve (12) months or less (depending on the dates of application and acceptance) and ends automatically at December 31st of any given year.

4.5 Discipline of Member

A 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 OS'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 Ontario Soccer.

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 hearing the Member is entitled to attend.

4.6 Termination of Membership

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

1. if the Member submits a signed letter of resignation to the Club;
2. if the Member is expelled by the Club's Board of Directors
3. if the Member is no longer registered with the Club

4.7 Matters Outside the Constitution

The Executive may decide any matter occurring that is outside the scope of this Constitution, or appears to be a contravention of this Constitution and bring to table for ratification at the following AGM.

Article 5.0: BOARD OF DIRECTORS

The Club shall be governed by a Board of Directors that shall consist of 4 elected individuals. These individuals shall hold the positions of:

President
Vice- President
Director of Finance
Director of Administration & Operations

The Board may appoint such other Directors as it deems necessary from time to time not to exceed four (4) at any given time, for a specified term (typically one (1) year) including but not limited to Directors at Large for Discipline, Competitive, Recreational, Coach Development, Volunteers, Fundraising, Sponsorship, Marketing, Etc. and provide duties and accountabilities on their appointment. The Board may seek eligible and qualified candidates from both within the Club and through local advertisements as it sees fit.

The Board may, as it sees fit, exercise any powers and make, or cause to be made, any actions, contracts, or perform any matters for and on behalf of the Club as the Club may lawfully do.

The Board of Directors as elected shall act as the Executive Committee of the BSC and be the sole group, through its appointed signing officers able to bind the Club in business transactions.

5.1 Qualifications of Directors

A Director shall be a Regular Member of the Club or a community member appointed by the elected Board of Directors.

A Director shall be 18 years of age or older.

An undischarged bankrupt shall not be permitted to be a Director. If a Director becomes bankrupt, he/she shall automatically cease to be a Director.

A Director must first provide approval for a formal Police check to be conducted by the then existing Board and not have a history of, or any outstanding charges relate to, criminal activity of any kind. This approval is to be renewed every three years.

A Director may not hold any paid staff position of the Club, however receiving an honorarium or similar compensation for acting as coach or game official shall not constitute a paid staff position.

An elected Director shall serve for a term of two (2) years or until his or her successor is elected or appointed.

After an initial Board of Directors has been appointed, the positions of President, and Director of Finance, shall be elected in odd numbered years while the positions of Vice-President and Director of Administration shall be elected in even numbered years.

5.2 Director Vacancy

A Director has the right to resign her or his position by submitting a signed letter of resignation to the Club in which case they shall not be allowed to hold the same position for one complete term plus the balance of their unexpired term.

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 subject to ratification at the next General Meeting of the Club or Annual Meeting whichever shall occur first.

5.3 Removal of Director

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

- the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
    1. becomes mentally incompetent;

2. dies;
3. ceases to have qualifications for holding the position of Director;
4. if she/he becomes incapable of performing the business of the Club
5. if she/he is absent from two or more meetings of the Board without satisfactory reason
6. if she/he no longer resides in reasonable proximity to the Club
7. if she/he becomes, or is discovered to be, an undischarged bankrupt; or
8. 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 OS
    - if she/he has been found guilty of an offence involving violence under the Discipline Policy of OS
    - 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 regardless of whether or not the offence directly affected the Club.

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 two-thirds (2/3) majority of votes cast at a meeting of the Board of Directors, provided notice specifying the intention to all Board Members to consider such a resolution has been given. If the Board of Directors removes a Director, the Board of Directors may appoint a successor to the position(s) for the remainder of the term(s) being filled.

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 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 Nominations for the Board of Directors

The Board of Directors may in its discretion determine to establish a Nominating Committee prior to any meeting called for election of Directors.

5.5 Conflict of Interest and Standards of Conduct

Every Director of the Club who has, directly or indirectly, any interest, financial or otherwise in any contract or transaction to which the Club is or is to be a party shall declare his/her interest in such a contract or transaction at the next meeting of the Board of Directors. He/she shall at that time disclose the nature and extent of such interest to the extent to which such information is within his/her knowledge or control. The Director shall abstain from voting on the issue in question, and may be required to absent himself/herself from some or the entire meeting at which such subject is considered. Such abstention shall not be considered in quorum determination for the specific issue in question. The Club will ensure that each Director signs the acknowledgement form required in the Club's Conflict of Interest and Standard of Conduct Policy. Staff and Committee members will also be required to sign the acknowledgement form for conflict of Interest and Standard of Conduct Policy. The Club will ensure that its Conflict of Conduct Policy and guidelines are compliant with the Club and OS published rules.

The Directors shall be subject to the ***Conflict of Interest Policy 21.0*** in OS's published rules.

5.6 Duties of Board of Directors

The Board of Directors shall conduct the business of the Club during the periods between 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 appointees 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 for technical, coach and administrator positions within the Club's operations in accordance with Canadian Contract Law.

The selection process and the appointments shall be based on procedures outlined in the Club's published rules.

The Board of Directors may also revoke, for cause, an appointee providing that it has followed the procedures for the revoking this appointee as outlined in the Club's published rules.

The duties of the Board of Directors shall be detailed in the Club's by-laws.

5.6a. Duties of President:

1. As provided for the Dispute Resolution Policy of the O.S.A., and
2. 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. The President shall be ex-officio a member of all committees; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, and staff; and shall be spokesperson for the Club.
3. Shall have other powers as assigned by the Board of Directors.

5.6b. Duties of Vice-President:

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

5.6c. Duties of Director of Finance:

1. The Director of Finance shall ensure that full and accurate record is kept of the accounts of the Club; shall report to the Board of Directors at least once per quarter; shall work with the Director of Administration & Operations and staff in preparation of the Club's annual budget and seek its approval by the Board; and shall submit an Annual Report to the Annual General Meeting.

5.6d. Duties of the Director of Administration & Operations:

1. The Director of Administration shall maintain a record of all minutes of the organization, maintain copes of all committee reports, notify directors and committee members of their election or appointment, furnish committees with those documents required to perform their duties, sign all certified copies of acts of the organization (unless otherwise specified in the Club's published rules), maintain record books in which by-laws, published rules and minutes are entered, have the record books available at each meeting conduct the general correspondence of the organization that is not the proper function of another office or committee, prepare prior to each meeting in consultation with the presiding director or staff member an order of business, act as the registrar of the Club, work with the Director of Finance and staff on preparation of the annual budget and, in the absence of the President

and Vice-President, preside until the immediate election or appointment of a new presiding director is named.

5.7 Nominations and Elections

5.7a. Any eligible candidate who wishes to run for a position on the BSC Board of Directors must declare this in writing summarizing his or her qualifications. This declaration must be dated and submitted to the BSC club office staff at least twenty-one (21) days prior to the Annual General Meeting in person or by email to info@barriefc.com. Candidates can run for a total of three positions; however, can only be elected for one position. In the event that an existing BSC Board Member wishes to run for another position, that Board Member must give notice of their intention to resign their current position at least twenty-one (21) days prior to the Annual General Meeting, said resignation to take effect at the beginning of the AGM. All nominees will be posted on the BSC website fourteen days prior to the AGM. Any BSC Member in good standing at the Annual General Meeting may make nominations from the floor.

5.7b. A nominated person must be an official member in good standing of the Barrie Soccer Club.

5.7c. Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution. A nominated person may speak in favour of their election for a maximum of 2 minutes, there will be no questions or rebuttal permitted.

5.7d. Any person can be nominated for a position on the Board of Directors; however, a person nominated for the office of President must have served on the Board of Directors for a minimum of one year.

5.7e. Elections shall be by secret ballot, in the event only one candidate has declared to run for a particular board position by following the guidelines as outlined in 5.7a, no vote is required and the nominated candidate shall be declared elected by acclamation.

5.8f. 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.

5.8g. Nominations from the floor at an Annual Meeting are allowed subject to the remaining provisions of Article 5 of this Constitution and Bylaws.

Article 6: MEETINGS

6.1 Annual General Meetings

6.1a. An official notice of each meeting shall be given to all Members at least twenty-one (21) 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 email, and or by notification on the Club's website.

6.1b. Twenty (20) Voting Members shall form a quorum at all general meetings of the Club. All matters will be decided by a simple majority of the votes cast by members present, unless otherwise defined in this Constitution, By-Laws or other law.

6.1c. The Club shall hold its Annual General Meeting in November of each year. The agenda of the Annual General meeting shall include:

1. Roll Call
2. Tributes and Introduction of Guests
3. Credentials Report
4. Approval of Minutes of Previous Annual General Meeting
5. President's Address
6. Officers' Reports
7. Director of Finance Report
8. Auditor's Report from the previous fiscal year
9. Other Reports
10. Unfinished Business
11. Amendments to the Constitution and/or By-Laws
12. Election of Directors
13. New Business
14. Adjournment

6.2 Special General Meeting

A Special General Meeting of the Club:

a) may be called by the Board of Directors in which case the standard quorum

specified in 6.1b above shall apply, or

b) shall be called by the Board of Directors upon receipt of a written request submitted to the Club by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by not less than thirty-five (35) accredited members setting out the items of business to be conducted at the Special General Meeting. The Special General Meeting shall be held within thirty (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 at this meeting.

6.3 Voting at General Meetings

Every Voting Member (as outlined in Section 4.2) aged 18 and over, shall have the right to attend, speak and cast one vote at Members' meeting of the Club.

Every Registered Individual Member under the age of 18, shall have the right to attend and speak at Members' meetings, but is not entitled to a vote.

The Registrar and or Executive Board, whose decision shall be final, will authenticate any member whose voting privileges are challenged.

Proxy votes shall not be permitted at any General Meeting.

6.4 Board of Directors Meeting

The Board of Directors shall meet at least nine (9) times per year, normally upon 7 days notice given by the President and/or Director of Administration, at such place and time as the Board of Directors may determine. In the event of emergent situations, the normal notice period may be waived but in no circumstance, will less than 48 hours notice be provided.

A majority of the Members of the Board of Directors shall form a quorum at all meetings of the Board, if required members may participate by telephone or electronic conference means. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote. In the event that a vote of the Board ends in a tie, the President shall cast the deciding 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 except as may be otherwise stipulated in this By-Law or other Rules and Regulations of the Club.

Article 9: BY-LAWS AND AMENDMENTS

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-one (21) days prior to a general meeting of the Club; and must be approved by a majority vote of the Board of Directors, and by a 2/3's vote of the Membership voting in person at a meeting of the Club duly called for that purpose.

(b) All Members entitled to vote shall be notified by the Club of the said Members' meeting about By-Law amendments. Such notification shall be made by email and or posted on the Club's website.

Article 10: RULES AND REGULATIONS

The Club 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) Duties of Board of Directors: authority granted to Board regarding the business being conducted

(c) Recreational Rules & Regulations

(d) Representative Rules & Regulations

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 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 wilful neglect or default.

Article 12: FINANCE

The accounts of the Club shall be audited annually by a chartered accountant firm as appointed by the Board by selecting the applicable clause below based on the gross revenue of the Club:

Audited*, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant if the Club's annual gross revenue is* ***greater than or equal to $150,000*** *or the Club has* ***greater than or equal to 1000 registered players****.*

Reviewed *by Public Accountant, Certified General Accountant or a Certified Management Accountant through a Financial Review Engagement, as defined by CICA, if the Club's annual gross revenue is* ***less than $150,000 but greater than or equal to $100,000,*** *or the Club has* ***less than 1000 but greater than or equal to 500 registered players.***

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.***

Completed by the Treasurer *or designate, if the Club's annual gross revenue* ***is less than $10,000.***

The previous year's audited statements and a current financial statement and/or budget for the coming year shall be presented to the Membership at the Annual General Meeting for adoption.

The Fiscal Year of the Club shall end on October 31st of each year, unless otherwise ordered by the Board of Directors.

The Board shall establish a Finance Committee composed of three (3) directors of the Board, two of which will have signing authority with the Bank as an Enabling Resolution to bind the Club to Financial requirements as deemed necessary by the Board.

Article 13: DISPUTE RESOLUTION

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

Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to OS, with a copy to the Club and District Association, the nature and facts of the dispute. OS, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.

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

The Club shall make available to any Member the Dispute Resolution process when requested.

Article 14: HARASSMENT

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

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of the Club.

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.

The Club shall provide a link to OS Harassment Policy on its website.

Article 15: 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.

The appeal shall be conducted in accordance with OS's and District Association's published rules.

c) 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 Club's operations, except where the selection, 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.

Article 16: DISSOLUTION

In the event of dissolution of the Club, and after payment of all debts and liabilities (including subject to the lease agreement set out between the Optimist Club of Barrie and the BSC on October 18, 2005), 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

Terminology used in this By-Law shall have the same meaning as used by OS in its letters patent, By-Laws and published rules.