



**Vaughan Soccer Club Incorporated**

# **CONSTITUTION**

**Approved: November 21, 2021**

## Contents

Article 1: NAME.....	3
Article 2: MISSION STATEMENT .....	3
Article 3: OBJECTIVES.....	3
Article 4: MANDATE .....	3
Article 5: AFFILIATIONS .....	3
Article 6: MEMBERSHIP .....	3
6.1: REGULAR MEMBER .....	4
6.2: HONORARY MEMBER .....	4
6.3: LIFETIME MEMBER.....	4
6.4: FEES .....	4
6.5: DISCIPLINE OF MEMBER .....	4
6.6  TERMINATION OF MEMBERSHIP .....	4
ARTICLE 7.0: BOARD OF DIRECTORS .....	4
ARTICLE 7.1: DIRECTOR VACANCY.....	5
ARTICLE 7.2: REMOVAL OF DIRECTOR.....	5
7.3: CONFLICT OF INTEREST AND STANDARDS OF CONDUCT.....	6
7.4: DUTIES OF BOARD OF DIRECTORS.....	6
7.5: DUTIES OF DIRECTORS .....	7
7.5A: PRESIDENT .....	7
7.5B: EXECUTIVE VICE-PRESIDENT .....	7
7.5C: TREASURER .....	7
7.5D: SECRETARY .....	8
7.6: OTHER DIRECTOR POSITIONS.....	8
7.7: NOMINATIONS AND ELECTIONS.....	8
ARTICLE 8.0: MEETINGS .....	9
8.1: GENERAL MEETING.....	9
8.2: ANNUAL GENERAL MEETING .....	9
8.3: SPECIAL GENERAL MEETING.....	10
8.4: VOTING AT The Annual General Meeting.....	10

8.5: PROXY VOTING AT GENERAL MEETING.....	11
8.6: BOARD OF DIRECTORS MEETING .....	11
ARTICLE 9: COMMITTEES.....	11
ARTICLE 10: PROCEDURES GOVERNING MEETINGS.....	11
ARTICLE 11: BY-LAWS AND AMENDMENTS .....	11
ARTICLE 12: RULES AND REGULATIONS .....	11
ARTICLE 13: INDEMNITY .....	12
ARTICLE 14: FINANCE .....	12
ARTICLE 15: DISPUTE RESOLUTION .....	12
ARTICLE 16: HARASSMENT .....	13
ARTICLE 17: APPEALS .....	13
ARTICLE 18: SIGNING AUTHORITY .....	13
ARTICLE 19: GENERAL RULES .....	14
ARTICLE 20: BREACH OF CONSTITUTION .....	14
ARTICLE 21: DISSOLUTION .....	14
ARTICLE 22: DEFINITIONS/TERMINOLOGY .....	14

## **Article 1: NAME**

The name of this Club shall be the Vaughan Soccer Club, hereinafter referred to as the Club. The headquarters of the Club shall be located within the District Boundaries of the York Region Soccer Association hereinafter referred to as the District Association.

## **Article 2: MISSION STATEMENT**

The Vaughan Soccer Club will endeavour to provide an equal opportunity for players to play indoor and outdoor soccer at recreational and competitive levels and to assist all participants in achieving their full potential through the development of players, coaches, referees and administrators.

## **Article 3: OBJECTIVES**

The Club shall have the following objectives:

- i. To promote and develop the game of soccer within its jurisdiction.
- ii. 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 4: MANDATE**

- i. To foster, develop and promote indoor and outdoor soccer, notwithstanding one's ability, gender, sexual orientation, race, or religion of the player.
- ii. To provide teams and programs at the recreational, grassroots and competitive levels.
- iii. To work together in harmony with the City of Vaughan.

## **Article 5: AFFILIATIONS**

The Club shall be a Member of York Region Soccer Association, Ontario Soccer (OS), the Canadian Soccer Association (CSA) and shall follow the published rules of the District Association, the Ontario Soccer Association, and Canadian Soccer Association (CSA). The Club is subject to the published rules in order of authority of the following bodies to which it is affiliated:

- i. Ontario Soccer
- ii. York Region Soccer Association
- iii. Canadian Soccer Association
- iv. Vaughan Soccer Club Incorporated

## **Article 6: MEMBERSHIP**

There are three classes of Members, namely Regular Member, Honorary Member, and Lifetime Member.

### **6.1: REGULAR MEMBER**

A Regular Member is either: a registered player, a registered team coach, a board director, a parent or a guardian of a registered player or a registered volunteer with the Club.

### **6.2: HONORARY MEMBER**

The Board of Directors may designate an individual to be 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.

### **6.3: LIFETIME MEMBER**

The Board of Directors may designate an individual as a Life Member. A Lifetime Member is afforded all rights of membership, including the right to attend and speak at Members' meeting, but is not entitled to vote.

### **6.4: FEES**

Players' registration fees shall be set by the Board of Directors.

### **6.5: 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 and our governing bodies published rules. An individual whose Membership has been suspended loses all rights of Membership until the suspension has been completed. Any Player, team and/or team official discipline for game infractions is governed in accordance with the procedures published by Ontario Soccer.

Any member, who infringes on the Articles or rules of the Club or brings the Club into disrepute, may be subject to a hearing by the VSC Disciplinary Committee. At this hearing the committee may reprimand, suspend or expel the member from the VSC.

### **6.6 TERMINATION OF MEMBERSHIP**

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

- i. If the member submits a signed letter of resignation to the Club
- ii. If the Member is expelled by the Club's Board of Directors or VSC Disciplinary Committee;
- iii. If the Member is no longer registered with the Club.

## **ARTICLE 7.0: BOARD OF DIRECTORS**

The Club shall be governed by a Board of Directors which shall consist of at least a President, Executive Vice-President, Secretary, and Treasurer, not to be less than four, as may be amended from time to time in accordance with the Club's by Laws. The Board may consist of the following positions:

- President
- Executive Vice-President
- Secretary
- Treasurer
- Vice-President Competitive Boys
- Vice-President Competitive Girls
- Vice-President Recreational
- Registrar
- Tournament Director
- Director of Indoor Soccer
- Equipment Director
- Director at Large

A Director may hold more than one position upon approval of the Board of Directors. An individual may only hold one elected voting position. A Director shall be 18 years of age or older, shall not be an undischarged bankrupt and shall be a regular Member of the Club. A Director shall serve for a term of two 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 Treasurer shall be up for election on even years. The Executive Vice-President and Secretary shall be up for election in odd years.

**ARTICLE 7.1: DIRECTOR VACANCY**

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

A vacancy on the Board of Directors and their respective position(s) held, caused by death, expulsion, 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 her or his incumbent’s position(s) for the remainder of the term being filled.

**ARTICLE 7.2: REMOVAL OF DIRECTOR**

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

1. The Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons;
  - i. If he/she becomes incapable of performing the business of the Club
  - ii. If he/she is absent from two or more meetings of the Board without satisfactory reason
  - iii. If he/she no longer resides in reasonable proximity to the Club

- iv. If he/she becomes, or is discovered to be, an undischarged bankrupt; or
2. The Director has compromised the integrity of the Club due to, but not limited to any of the following reasons:
    - i. If he/she has been found guilty of an offence under the Harassment Policy of Ontario Soccer
    - ii. If he/she has been found guilty of an offence involving violence under the Discipline Policy of the Ontario Soccer
    - iii. If he/she has failed to properly account for monies or other property belonging to the Club
    - iv. If he/she has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club.

A Board of Director holding his or her respective position(s), as a 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 Club. 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.

A Board of Director 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 Member's meeting. If a director is removed at a member's 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.

### **7.3: CONFLICT OF INTEREST AND STANDARDS OF CONDUCT**

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

### **7.4: 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 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 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.

## **7.5: DUTIES OF DIRECTORS**

### **7.5A: PRESIDENT**

- President shall preside, at all general meetings of the Club, Board of Directors. and Special General Meetings of the club.
- Shall act as spokesperson for the Club at all times unless he/she delegates the responsibility.
- Shall represent the Club at the Annual General Meeting of YRSA, OS and all affiliated leagues.
- Shall co-sign all Club cheques.
- Shall be the deciding vote, in the event of a tie, on all Board decisions.
- Shall exert all efforts to secure a positive financial position for the Club with the assistance of the Executive
- Shall have other powers as assigned by the Board of Directors.  
(See Club Rules 3.1)

### **7.5B: EXECUTIVE VICE-PRESIDENT**

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

(See Club Rules 3.3)

### **7.5C: TREASURER**

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Club; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Report to the Annual General Meeting. (See Club Rules 3.7 for additional duties)

- Shall be one of the three co-signers of club cheques.
- Shall be responsible for the Club's banking, financial transactions and records.
- Shall scrutinize and review with the Executive Board any expenditures or variances from the budget.
- Shall provide interim financial statements and reports as directed or requested by the Executive.
- Shall work with the auditor, when required, in the preparation of an annual financial statement.
- Shall prepare a budget with the assistance of the Executive Board, as soon as possible following the year-end, for the upcoming year to the Board for approval.



- Shall co-sign all club cheques.
- May delegate second signing signature to the president or executive vice-president if the treasurer is not in a position to co-sign.

### **7.5D: SECRETARY**

The Secretary shall maintain a record of all minutes of the organization, maintain copies of all committee reports, notify officers 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, send to the membership a notice of each general meeting, send to the Board of Directors notices of 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 officer an order of business, and, in the absence of the President and Executive Vice-President, preside until the immediate election or appointment of a new presiding officer is named.

(See Rules 3.8 for additional duties).

### **7.6: OTHER DIRECTOR POSITIONS**

The duties of other Director positions shall be determined by the Executive Board of Directors. The following sections of the Club Rules and By-Laws outline of duties of the positions as approved by the Board of Directors.

- Past President (See Rule (3.2))
- Vice-President Competitive Boys (See Rule 3.4)
- Vice-President Competitive Girls (See Rule 3.5)
- Vice-President Recreational (See Rule 3.6)
- Equipment Director (See Rule 3.10)
- Tournaments Director (See Rule 3.11)
- Registrar (See Rules 3.12)
- Director of Indoor Soccer (See Rule 3.13)
- Director at Large (See Rule 3.14)

### **7.7: NOMINATIONS AND ELECTIONS**

- Any eligible candidate who wishes to run for a position on the VSC Board of Directors must declare this in writing. This declaration must be dated and submitted to the V.S.C. club office staff at least twenty-one days prior to the Annual General Meeting. Candidates can run for a total of three positions; however, can only be elected to one position. In the event that an existing V.S.C. Board Member wishes to run for another

position; that Board Member must resign their current position at least twenty-one days prior to the Annual General Meeting. All nominees will be posted on the V.S.C. website fourteen days prior to the AGM. In the event that no nominations are received for a position, nominations may be made by any VSC Member at the Annual General Meeting.

- ii. Nominated person must be an official member of the Vaughan Soccer Club.
- iii. Members nominated to run for the positions of President, Executive Vice President, Treasurer or Secretary must be a current Board of Director or the nomination shall be null and void. In the event that no nominations meet these criteria; nominations may be made by any Member at the Annual General Meeting.
- iv. Nominations and elections for positions open shall be held in the order of the position listed in the Constitution.
- v. 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 has outlined in the by-law 7.7a, no vote is required and the nominated candidate shall be declared elected by acclamation.
- vi. 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 8.0: MEETINGS**

### **8.1: GENERAL MEETING**

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 e-mail, and or by the following methods website notice, posting at Club office and phone call.

A quorum at a General Meeting shall be a minimum of fifteen (15) voting members. All matters will be decided by a simple majority of votes cast by members present, except as defined in certain circumstances elsewhere in this Constitution or By-Laws.

### **8.2: ANNUAL GENERAL MEETING**

The Club shall hold its Annual General Meeting no later than January 31st of the following year.

The Agenda of the Annual General Meeting shall include:

Roll Call

Tributes and Introduction of Guests

- Credentials Report

- Approval of Minutes of Previous Annual General Meeting
- President's Report
- Treasurer/Financial Report
- Auditor's Report
- Appointment of Auditors
- Officer's Report
- Unfinished Business
- Amendments to the Constitution
- Roll Call
- Election of Officers and Directors
- New Business
- Adjournment

### **8.3: SPECIAL GENERAL MEETING**

A Special General Meeting of the Club:

- May be called by the Board of Directors, or
- 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 100 Members or 25% 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.

### **8.4: VOTING AT The Annual General Meeting**

Every regular Member aged 18 and over shall have the right to attend, speak and cast one vote at Members' meeting of the Club. Every regular Member under the age of 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.

An eligible voter is a registered player (aged 18 and over), volunteer team officials (coach, assistant coach, manager, trainer), board member, parent or guardian of registered youth player (under the age of 18), registered volunteer. One vote for every registered youth player maximum two votes per family, no one person can vote twice. Paid personnel of Vaughan Soccer are not eligible to vote.

Any member whose voting privileges are challenged will be authenticated by the Registrar and or Executive Board, whose decision shall be final.

### **8.5: PROXY VOTING AT GENERAL MEETING**

Every Regular Member, or parent or guardian of a Regular Member under the age of 18, is 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. Every Club proxy form must be submitted to the club 14 days prior to the Annual General Meeting for authentication.

### **8.6: BOARD OF DIRECTORS MEETING**

The Board of Directors shall meet at least four times per year, upon 14 days notice given by the President or Secretary, at such place, time, and manner 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, unless otherwise stated in this Constitution.

## **ARTICLE 9: 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 program of the Club.

## **ARTICLE 10: 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 a may be otherwise stipulated in this By-Law or other Rules and Regulations of the Club.

## **ARTICLE 11: BY-LAWS AND AMENDMENTS**

By-Law amendments may be proposed by the Board of Directors, or submitted by a Member to the Club:

- i. In writing at least 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 or by a proxy at a meeting of the Club duly called for that purpose.
- ii. All members entitled to vote shall be notified by the Club of the said Members' meeting about By-Law amendments.

## **ARTICLE 12: RULES AND REGULATIONS**

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

- i. Discipline of a Member: summary of charges regarding misconduct
- ii. Discipline of a Member: procedures for discipline hearing
- iii. Duties of Board of Directors: authority granted to Board regarding the business being conducted
- iv. Duties of Board of Directors: selection process and appointed process for the appointment and renewal of appointments to the League's paid and volunteer positions
- v. Duties of Board of Directors: process for revoking appointees: 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 13: 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 negligence or wilful misconduct.

### **ARTICLE 14: FINANCE**

The Club's fiscal year is October 1st – September 30th. The audit or the Financial Review Engagement statement shall be presented at the Annual General Meeting for adoption. At the Annual General Meeting of the Club, a chartered accounting firm shall be appointed to perform the audit or the Financial Review Engagement.

The account of the Club shall:

- i. Be audited annually by a Chartered Accountant if the annual Gross Revenue is greater than \$30, 000; or
- ii. Be reviewed annually through a Financial Review Engagement completed by a Certified General Accountant, Certified Management Accountant or Chartered Accountant, if the annual gross revenue is \$30 000 or less; or
- iii. Be exempt from any audit or Financial Review Engagement, with the consent of all its members, if the Annual Gross Revenue is less than \$10,000.

### **ARTICLE 15: DISPUTE RESOLUTION**

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

Any Member of the club may initiate the Dispute Resolution process by communicating in writing to Ontario Soccer, with a copy to the Club and District Association, the nature and facts of the dispute. Ontario Soccer, 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 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 16: 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 make available to any Member the Harassment Policy when requested.

### **ARTICLE 17: APPEALS**

- i. 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.
- ii. A decision of the Club may be appealed to the affiliated District Association. The appeal shall be conducted in accordance with OS's and District Association's published rules.
- iii. An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointee of an individual to any coach or administrative position within the Club's operations, except where the selection, appointment and revocation process outlined in the Club's published rules have not been followed.
- iv. An individual shall not appeal a decision made by the Club regarding a player's team assignment.

### **ARTICLE 18: SIGNING AUTHORITY**

- i. All cheques or binding agreements must be signed by both President and Treasurer.
- ii. In the absence of either the President or Treasurer, the Executive Vice-President shall be an authorized signing officer.
- iii. Any other Executive Board member may be granted temporary signing privileges, , upon unanimous approval of the Executive Board.

## **ARTICLE 19: GENERAL RULES**

Rules, policies and procedures governing the operation of the Club which are not covered by this Constitution shall be developed, approved and published by the Executive Board.

## **ARTICLE 20: BREACH OF CONSTITUTION**

Any Board member knowing or is informed of any breach of the Constitution/By-Laws or Club Rules at any time shall report the matter to the Executive Board. The Executive Board shall investigate the allegation and if verified to be true, shall proceed with a Constitutional protest against the offender and take appropriate action.

## **ARTICLE 21: DISSOLUTION**

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 operates solely in Ontario.

## **ARTICLE 22: 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.