

Kensington & Area Soccer Club

CONSTITUTION AND BYLAWS

Revised January 2011

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ARTICLE 1 - INTERPRETATION

- (a) The name of the organization will be the “Kensington & Area Soccer Club Inc.”, hereinafter referred to as “The Club”.
- (b) The Club will be a non-profit and non-sectarian organization.
- (c) No individual or organization acting under the jurisdiction of The Club shall deny membership to, or expel, any party without just cause or upon grounds that are determined by the Club to be arbitrary.
- (d) The Club may publish rules as By-Laws, Rules, Regulations, Policies, Procedures or Laws that:
- i) are adopted by the Board of Directors;
 - i) are distributed to all members of the Club as requested;
 - ii) shall not violate an individual’s rights or freedom except as may be required to protect the rights and freedom of any individual and to ensure the stability of the basic structure of soccer, and
 - iii) shall not be modified without;
 - a) the advice of any committee established to administer the area affected by the rule, and
 - b) consulting/advising the membership
- (e) Registered individuals and organizations shall act in accordance with published rules.
- (f) When interpreting any published rule or by-law the words
- “Club”** means Kensington & Area Soccer Club Inc.;
- “Appeal”** means the process followed in accordance with published rules when a decision is unacceptable to an individual or organization;
- “Approved by the Membership”** means the adoption of a motion by a majority of the votes cast by delegates present at an Annual General Meeting, or any general meeting as convened by the Club;
- “Auditor”** means the organization and/or individual(s) that upon request by the President or Treasurer audits the accounts of the Club and ascertains the correctness of the financial statements of the Club;
- “Board of Directors”** means the volunteer Board governing the Club;

“Committee” means a Kensington & Area Soccer Club Inc. committee;

“Decision” means a the Club’s compliance or non-compliance in implementing published rules as required;

“Delegate” means an individual qualified to take part at a General Meeting and cast one or more votes of the votes a member is entitled to at that meeting;

“Director” means an individual representing the Club on the Board of Directors of the Club;

“Discipline” means the process followed in accordance with published rules to establish if an individual has committed an offence;

“Executive Committee” means Officers of the Club, including President, Past-President, Secretary, and Treasurer;

“Member” means a participant or his/her delegate/parent, the Executive Committee and Board of Directors entitled to vote at Club meetings;

“Officers” of the Club means duly elected officials and include the President, Vice President, Secretary/Registrar, Treasurer and Past President;

“Player” means an individual who is permitted, when registered with the Club in accordance with published rules, to play on a team in regular league play and at Competitions;

“Policy” means a set of requirements adopted by the Executive Committee interpreting the intent of these By-Laws;

“Procedure” means a set of requirements adopted by the Executive Committee to implement a Policy;

“Recorded payment” means a cheque or money order made payable to The Club;

“Registered” means that an individual is named on the register of the Club in accordance with published rules;

“Team” means a group of registered players and team officials put together for the purpose of competing in a sanctioned league, competition or sanctioned exhibition game;

“Team Official” means an individual who is registered with the Club to be responsible for a team and includes coach, assistant coach, manager, and trainer but is not restricted only to these officials;

ARTICLE 2 - OBJECTIVES

The objects of the Club shall be, amongst others more particularly set forth in Schedule “A” to the Charter for Incorporation of a not-for-profit organization:

- (a) To serve as the official regulating and operating body of soccer throughout the Kensington Area in the Province of Prince Edward Island.
- (b) To foster and develop soccer throughout Kensington in the Province of Prince Edward Island.
- (c) To encourage participation at all levels, regardless of gender, age, ability, and to ensure that all players have a place to play in relation to their playing standard.
- (d) To endeavour to improve playing, coaching and officiating standards at all opportunities.
- (e) To make all reasonable effort to ensure that soccer in the Kensington Area is competitive.

ARTICLE 3 - HEAD OFFICE AND FISCAL YEAR

- (a) The Club shall be incorporated with its head office in the Town of Kensington in the Province of Prince Edward Island;
- (b) The fiscal year of the Club shall be the one year period ending December 31st.

ARTICLE 4 - MEMBERSHIP & AFFILIATION

- (a) The Club shall be affiliated with the Prince Edward Island Soccer Association and any other Sport Organizations that its Board of Directors sees reasonable.
- (b) Each application for membership or affiliation must be accompanied by the annual fee stipulated by the Board of Directors along with a registration form filled out and signed by a parent or legal guardian if member is under the age of 18.
- (c) A member may withdraw from the Club by giving notice in writing to the Board of Directors, at its head office. Whether or not a refund of fees will be offered will be determined by the Board of Directors at the time of cancellation.

ARTICLE 5 - VOTING

- (a) Members in good standing shall be entitled to vote at any General or Special meeting of the Club. The President shall have only a casting vote where necessary to break a tie.
- (b) Motions put forward for debate shall be determined by a simple majority of the total votes cast.
- (c) Except for the President, Past President and Staff, each officer and director shall have one vote.
- (d) Only voting members present at the time shall be permitted to vote. (No proxies shall be accepted)
- (e) At all meetings of the Club, voting shall be by a show of hands unless a poll is requested. Decisions shall be reached by a simple majority unless otherwise required by the By-Laws of the Club.
- (f) Members of the Executive Committee may not sit at a General Meeting of the Club in any other capacity than that for which they were elected.

ARTICLE 6 - MEETINGS

- (a) Meetings shall be conducted in accordance with Robert's Rules of Order in so far as they apply.
- (b) Members will be given no less than seven days' notice of a meeting and will be given all relevant information relating to the meeting.
- (c) The Annual General Meeting shall take place no later than the last week of January each year.
- (d) The Annual General Meeting shall be attended by all members of the Executive Committee and the Board of Directors.
- (e) Only members in good standing shall be entitled to be represented at any meeting of the Club.
- (f) A simple majority shall constitute a quorum.
- (g) The order of business at the annual general meeting shall be:
 - (i) Roll Call;
 - (ii) Approval of Agenda;
 - (iii) Approval Minutes of Previous Meeting;
 - (iv) Business Arising from the Minutes;
 - (v) Nomination of Officers & Directors;

- (vi) Communications;
- (vii) Reports - A. President's Report
 - B. Registrar Report
 - C. Treasurer's Report
 - D. Youth Director's Report
 - E. In House Director's Report
 - F. Equipment Director's Report

- (viii) Consideration of Amendments to the Constitution and *Bylaws*;
- (ix) Election of Officers/Directors;
- (x) Approval of Budget;
- (xi) New Business;
- (xii) Date of Next meeting;
- (xiii) Adjournment.

ARTICLE 7 - ELECTION OF EXECUTIVE COMMITTEE

- (a) All officers of the Club shall be elected for a two year term as follows:
 - (i) The President, Secretary/Registrar on even-numbered years;
 - (ii) The Vice-President, and Treasurer on odd-numbered years,
- (b) All Directors of the Club shall be elected for a two year term as follows:
- (c) No person shall be nominated for a position of Officer/Director of this Club if he/she is not present at the annual meeting.
- (d) A person may be nominated by any member and nominations may be made from the floor.
- (e) The office of Past President shall be filled only by the former President upon the election of a new President. The position shall be filled for a period of only two years following election of a new president. If a current President is re-elected for a second or subsequent term, the position of Past President ceases to exist, until the completion of his/her term and the election of a new President.
- (f) Any candidate running for election for a position on the KASC Executive Committee shall be given an opportunity to speak to the voting members prior to the vote being taken. The candidate may decline to use this opportunity if he/she wishes.
- (g) Where a secret ballot has been requested, the President shall provide his/her vote in confidence to the scrutineer at the same time as everyone else votes. The scrutineer shall use the President's vote only in the event of a tie and it will not become public knowledge how his/her vote was used.

ARTICLE 8 - EXECUTIVE COMMITTEE

- (a) The Executive Committee shall meet at least quarterly and have full power to conduct all business on behalf of the Club. Said Committee shall have discretionary power in the filling of any vacancy in all elective offices. Those persons appointed to fill a vacancy shall serve for the unexpired term of the office of the person being replaced.
- (b) The Executive Committee shall appoint a minimum of three members, or others designated by the Executive, as and when required to act as a committee to hear and make decisions on discipline/protests/appeals presented to them.
- (d) A quorum shall consist of any four of the Executive Committee voting members. Each member of the Executive Committee shall be entitled to one vote with the exception of the Past President, and the President of the Club. However the President shall have a casting vote in the event of a tie.
- (e) The Executive Committee shall have the power to enact/amend general Rules and Regulations and Policies & Procedures for the management and control of the Club and its members.
- (f) Members will be notified in writing of any changes to the Rules and Regulations and Policies and Procedures as passed by the Executive Committee within 15 days of approval.
- (h) In the event a paid employee is engaged by the Club, such employee may be requested to attend Executive meetings. He/She shall have a voice but no vote at any meeting.
- (i) All cheques must be signed by the Treasurer or designate and one of the following: President, Vice-President or Secretary.
- (j) Officers and Directors shall serve without remuneration, except that they shall be reimbursed travel and accommodation costs while representing the Club on official business.

ARTICLE 9 - DUTIES OF THE EXECUTIVE COMMITTEE

- (a) President: Shall preside at all meetings of the Club and Executive Committee and is an Ex-Officio member of all other committees. He/She shall decide upon all voting procedures and shall have a casting vote when necessary. He/She must call a meeting at the request of the majority of the membership of the Club. He/She shall represent the Club at designated Affiliate Board meetings as required.
- (b) Vice-President: Shall attend all general, special, and executive meetings and in the absence of the President, shall act as Chair and assume the duties and powers of the President, and shall represent the Club at designated Affiliate Board meetings as required.
- (c) Secretary/Registrar: Shall attend all general, special, and executive meetings, and keep an accurate record of all business at such meetings; shall handle all correspondence and give notice of meetings as requested;
- (d) Treasurer: Shall attend all general, special, and executive meetings; shall be responsible for all Club funds; shall see that such funds are deposited in an approved chartered bank in the name of the Club; present an audited financial statement at the annual meeting, and the annual budget. He/She shall present a report at all Executive Committee meetings.
- (e) Past President: Shall attend all general, special, and executive meetings in an advisory capacity. He/She may carry out other duties/projects as requested by the Executive. He/She may be appointed to administer the election of the position of president and to chair the nominations committee.
- (f) Directors: Shall attend all general, special, and executive meetings, and shall represent the Club at all meetings in the divisions to which they are appointed.

ARTICLE 10 - POWERS OF BOARD OF DIRECTORS

(a) The directors of the Club may administer the affairs of the Club in all things and make or cause to be made for the Club, in its name, any kind of contract which the Club may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Club is by its charter or otherwise authorized to exercise and do.

(b) The duties of the Board of Directors are:

- i. to manage the affairs of the Club between meetings of the Club;
- ii. to supervise and exercise guidance of the work of standing committees;
- iii. to grant membership to participants;
- iv. to prepare the next general meeting.

(c) The directors shall have power to authorize expenditures on behalf of the Club from time to time and may delegate by resolution to an officer or officers of the Club the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Club in accordance with such terms as the Board of Directors may prescribe.

(d) The Board of Directors shall take such steps as they may deem requisite to enable the Club to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Club.

(e) The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

(f) A reasonable remuneration for all agents and employees shall be fixed by the Board of Directors by resolution with a majority vote.

ARTICLE 11 - SUSPENSION AND EXPULSION OF MEMBERS

(a) The Executive Committee has the power to suspend any member for just cause.

(b) The suspension of any member shall require a majority vote of the Executive Committee, present at a meeting.

(c) The Members of the Club have the power to expel any member for just cause.

(d) The expulsion of any member shall require a two thirds vote of the members present at a special meeting called for that purpose.

ARTICLE 12 - AMENDMENT OF BYLAWS & RULES AND REGULATIONS

- (a) No addition, amendment, or alteration shall be made in any part of the bylaws of the Club except at the annual general meeting or at a special general meeting of the Club called for that purpose.
- (b) Any member in good standing may request a copy of the proposed amendments of the bylaws before the date fixed for the annual general meeting or for a specific general meeting called for that purpose.
- (c) Any member may propose changes to the bylaws in writing to the Board of Directors at least fifteen (15) days prior to the fixed date for the annual general meeting or for a specific general meeting called for that purpose.
- (d) Additions and amendments to the bylaws may be adopted by a two-thirds vote of the members in good standing present at such meeting.
- (e) Where no specific guidance is contained herein, the Canadian Soccer Club Constitution will govern.
- (f) The Rules and Regulations and Policies and Procedures may be amended, altered or repealed in whole or in part at any meeting of the Executive Committee by simple majority.

ARTICLE 13 - AUDITOR

- (a) An auditor shall be appointed to audit the accounts of the Club and provide a statement of the audit to the Annual General Meeting for the following season.
- (b) The financial year shall be from January 1 to December 31 next inclusive.

ARTICLE 14 - DISSOLUTION

- (a) It is specifically provided that in the event of dissolution or the winding up of The Club all its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Canada.

ARTICLE 15 - INDEMNITY

- (a) Every member, or other servant of the Club, shall be indemnified 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 neglects or defaults.
