



North East United Soccer Club Inc.

Constitution and By - Laws

Adopted 1st of May 2022



ARTICLE 1 General

1.1 Overview

The contents of this document and any materials referenced in it govern all activities of the North East United Soccer Club (NEUSC) Inc.

1.2 Incorporation

NEUSC was incorporated under the name of "North East United Soccer Club Inc." as a corporation without share capital under Part XXI of The Corporations Act (Government of Newfoundland and Labrador) under the seal of the Government of Newfoundland and Labrador and is dated the 1 May 2022.

1.3 Non-profit Corporation

NEUSC is to be carried on without monetary gain to its members, and all profits or other accretions to the corporation are to be used in furthering its undertaking

1.4 Definitions

(a) In these Articles and By-laws, and in all other rules, regulations, policies and procedures of NEUSC, unless otherwise stated, the following terms shall have the meanings ascribed to them:

"Act" means the Corporations Act (Government of Newfoundland and Labrador) as from time to time amended and any replacement statute subsequently enacted. The term "Act" shall also encompass any corporation regulations made pursuant to the Act.

"Adult" means a person deemed to be an adult by provincial legislation applicable to the place of residence of a person applying for membership.

"Board" or "Board of Directors" means the Board of Directors as constituted pursuant to the Articles of Incorporation and the NEUSC By-laws.

"NEUSC", "the Corporation", or "Club" means North East United Soccer Club Inc..

"NLSA" means the Newfoundland and Labrador Soccer Association.

"Notice in writing" includes notice attempted to be delivered by mail or electronically or by any method which results in a copy of the notice arriving at the last known address of the person for whom the notice is intended.



(b) In the Articles and By-laws, unless otherwise stated, the use of a masculine or feminine form is intended to denote all genders.

(c) All terms which are used in the Articles and By-laws of NEUSC that are defined in the Act shall have the meaning given to them in the Act unless otherwise specified.

1.5 Mission Statement

The mission of NEUSC is to provide a valuable recreational opportunity for the communities of the Northeast Avalon, and to promote community spirit through the sport of soccer.

1.6 Head Office

The Head Office of NEUSC, hereafter called the “Office” or “Club Office”, shall be in the region of the Northeast Avalon in the Province of Newfoundland and Labrador.

1.7 Corporate Seal

NEUSC shall have a seal in such a form as may be authorized by its Board of Directors. The corporate seal shall be safeguarded in the custody of the Secretary of the Board.



ARTICLE 2 MEMBERSHIP

2.1 At Incorporation

Each director of NEUSC at the time of incorporation will be deemed a member.

2.2 Voluntary

Membership in the NEUSC is voluntary.

2.3 Eligibility

Membership is open to those persons that are in good standing with the NEUSC and that are currently, or were within the twelve (12) month period immediately preceding the Annual General Meeting:

- 1) a registered player with the NEUSC, 19 years of age or older,
- 2) the parent or legal guardian of a registered NEUSC player under 19 years of age,
- 3) a NEUSC coach, assistant coach, manager, referee, or volunteer aged 19 or older, or
- 4) a member of the NEUSC's Board of Directors.

2.4 Official Registry

The official registry of members will be maintained by the Secretary of the Board based on the NEUSC program registrations in the 12 months prior to the AGM, the volunteers active within the 12 months prior to the AGM, including the directors of the Board of NEUSC.

2.5 Voting Eligibility

Members are eligible to vote on any motion presented at the Annual General Meeting (AGM) or a Special General Meeting of the NEUSC. All members shall have only one vote regardless of the number of categories under which they may be eligible.

2.6 Number of Members

For the purpose of registration, the number of members of the NEUSC is unlimited.

2.7 Eligibility for Office

Every member of the NEUSC shall be entitled to hold any office.



2.8 Non-Transferable

Membership in the NEUSC shall not be transferable.

2.9 Termination of Membership

Membership in the NEUSC shall cease upon the death of a member, or upon the member ceasing to qualify for membership in accordance with these articles.

2.10 Withdrawal of Membership

Any member of the NEUSC may be removed from membership and/or banned from NEUSC events following an investigation by a committee, appointed by the Board of Directors, if that person is found to be in violation of the By-laws, Rules, Regulations or Procedures set out by NEUSC and/or the NLSA. A membership shall be deemed to have been withdrawn when a member has been deemed unsuitable in a recorded vote by a majority of the Board of Directors.

2.11 Resignation of Membership

A member may resign their membership at any time by notifying the Board of Directors in writing. The resignation will take place immediately upon receipt.

2.12 Voting Restrictions

Members who receive remuneration from the Club for other than allowable expenses shall not have the right to vote during their term of employment or their contract with the organization.

2.13 Fees

The membership fees for the NEUSC are included in the program registration fees. The fees for volunteer members including coaches, referees, assistant coaches, team managers, and directors are waived during the term of their volunteer service.



ARTICLE 3 DIRECTORS

3.1 Number of Directors

Unless otherwise determined at the Annual General meeting, the number of directors shall be between three and fifteen.

3.2 Directors at Incorporation

The original directors of the NEUSC at the time of incorporation shall be the first directors of the NEUSC. The directors shall by resolution in their first meeting identify fifty (50%) percent of their number to serve a one-year term; the remainder of the directors appointed in the first meeting shall serve a two-year term.

3.3 Eligibility

Any member of the NEUSC shall be eligible to be elected a director of the NEUSC.

3.4 Election

Directors shall be elected by the members at each annual general meeting of the NEUSC. Directors shall be elected for a two-year term except for the initial one-year term to be served by 50% of the first directors (who shall be eligible to serve additional terms.)

3.5 Nominating Committee

The President shall appoint a nominating committee of three directors prior to the annual general meeting to recruit, qualify and recommend to the membership potential directors.

3.6 Notice of Elections/Call for Nominations

There shall be public notice of elections with a call for nominations for expiring or vacant director positions thirty days in advance of the Annual General Meeting. A nominee must present their intention to run fifteen days in advance of the Annual General Meeting.

3.7 Ballot

If elections are needed, they shall be by written ballot. Scrutineers, appointed by the President, shall total the votes and report them to the President, who shall announce the results to the members.

3.8 Majority



To be elected as a director, the candidate must have received the majority of the votes cast. If no candidate receives a majority of the votes cast, there shall be another ballot with all candidates, except the one who received the least number of votes in the previous ballot. This process shall be repeated until a candidate receives a majority of the votes.

3.9 New Directors

Newly elected directors shall take office at the close of the Annual General Meeting.

3.10 Vacancy

Any vacancy in the Board of Directors may be filled by a member appointed by the Board only for the remainder of the term being filled.

3.11 Expiry of Term

At the first ordinary or general meeting of the NEUSC and at every succeeding annual general meeting, those directors whose terms are expiring shall retire from office but shall hold office until dissolution of the meeting at which their successors are elected.

3.12 Interim Directors

Directors shall be eligible to serve for a maximum of three terms. In the instance where the board of directors is comprised of only three members, of which one or more has served the maximum of 3 terms, and no eligible member has been identified as a potential candidate, the existing director may continue to serve on an interim basis until an eligible member is identified.

3.13 Removal of Director

The Board of Directors may, by two-thirds vote, on seven days' notice to the Director, remove any director before the expiration of the period of office and appoint another person instead, if said director has missed more than two consecutive meetings without reasonable excuse, or a justifiable cause. The person so appointed, by the Board of Directors, shall hold office during such time only as the director would have held office if not removed.



Article 4 POWER OF DIRECTORS

4.1 Power of Directors

The management of the activities of the NEUSC shall be vested in the directors who, in addition to the powers and authorities of these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the NEUSC that are not hereby, or by Statute, expressly directed or required to be exercised or done by the NEUSC in an annual general meeting. In particular, the directors shall have power to engage a general manager and other employees and to determine their duties, responsibilities and remuneration.



Article 5 OFFICERS

5.1 Purpose

The Officers shall execute the governing of the NEUSC in a fashion consistent with the purpose of the NEUSC.

5.2 Officer Positions

The Executive shall consist of the:

President

The President shall have general supervision of the activities of the NEUSC and be the official spokesperson on behalf of the NEUSC.

Vice-President

The Vice-President shall, at the request of the directors and subject to their directions, perform the duties of the President during the absence, illness or incapacity of the President, and support the President in the supervision of activities of the NEUSC during their term.

Treasurer

The Treasurer will be responsible for the tracking and reporting on the financial records of the NEUSC including maintaining an accurate copy of the bank accounts, tax filings, signed contracts, sponsorship agreements, and any other documents pertaining to the financial dealings of the NEUSC. The Treasurer shall also be one of the signing officers.

Secretary

There shall be a secretary of the NEUSC who shall keep the official minute book of the NEUSC, including minutes of meetings of the members and directors, copies of the official documents of the NEUSC, all legal documents and contracts, governance documents, corporate seal and policies, and shall perform such other duties as may be assigned by the Board of Directors.

Communications Director

Communication director is responsible for media communications including social media, mass communication with members, website development, and interaction with external media outlets and associated public relations.

Metro/Premier Youth League Director

The Metro/Premier League Director shall be the liaison between the NEUSC and the Metro League and Premier League organization and be responsible for overseeing the successful delivery of the Metro and Premier League program for the NEUSC.



House League Director

The House League Director shall be responsible for overseeing the successful delivery of the house league program for the NEUSC.

Adult League Director

The Adult League shall be responsible for overseeing the successful delivery of the adult programs for the NEUSC.

Sponsorship Director

The Sponsorship Director is responsible for identifying and applying for grants and sponsorships as well as facilitating fundraising activities that support the operation of NEUSC and the participation of members.

Equipment & Facilities Director

The Equipment & Facilities Director is responsible for ensuring that the NEUSC has the equipment, uniforms, and facilities needed to run all our programs, including maintaining the equipment in safe working condition and keeping a master inventory.

Governance Director

The Governance director is responsible for ensuring the NEUSC is run in accordance with the articles of incorporation and the by-laws of the NEUSC, as well as the rules of the Newfoundland and Labrador Soccer Association (NLSA) and the Canadian Soccer Association (CSA).

And such other positions as the Board may by resolution create.

5.3 Election of Officers

The Board shall elect the officer positions from their number during the meeting immediately following the Annual General Meeting each year.

5.4 Mandatory Officers

The officer positions of President, Treasurer, and Secretary must be filled every year. The other officer positions will be filled as needed as per the direction of the Board of Directors.

5.5 Resignation of an Officer

In the event that a director resigns from office or ceases to be a member of the NEUSC, whereupon the office of the director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the existing directors of the NEUSC.

5.6 Committees



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The Officers may appoint committees to help conduct the business of the NEUSC as needed. The committees will have no decision-making powers and will report to the board in an advisory capacity only.



Article 6 MEETINGS

6.1 Annual General Meeting

The ordinary or annual general meeting of the NEUSC shall be held within three months after the end of each fiscal year of the NEUSC.

6.2 Calling of a General Meeting

An extraordinary general meeting of the NEUSC may be called by the President, or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the NEUSC.

6.3 Notice of a General Meeting

Twenty-one days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

6.3 Items of Business

At each annual general meeting of the NEUSC, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- A. Minutes of preceding general meeting;
- B. Consideration of the annual report of the directors;
- C. Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
- D. Election of directors for the ensuing year;
- E. Appointment of Auditors;
- F. Other business.

There shall be no other business conducted at an Extraordinary General Meeting other than that for which the meeting was called.

6.4 Robert Rules of Order

All meetings held by the NEUSC will follow the Roberts Rules of Order.

6.5 Attendance

Only current registered members may attend the annual general meeting of the NEUSC. Where required to facilitate business relations, other organizational representatives may be



invited to attend/speak at the Annual General Meeting by decision of the Board of Directors. Only current registered members of the NEUSC are able to make a motion, and vote at the Annual General Meeting.

6.6 Quorum

Fifteen (15) valid voting members shall constitute a quorum.

6.7 Meetings of the Board

Meetings of the Board of Directors shall be held as often as the business of the NEUSC may require and may be called by the President or any two other directors. A meeting of directors may be held at the close of every annual general meeting of the NEUSC without notice. Only a director of the board may make a motion at the meeting of the Board, and only directors may vote.

6.8 Notice of Meetings of the Board

Notice of all Board of Director meetings, specifying the time and place thereof, shall be given either orally by telephone or other instantaneous form of communication including email, or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice of any director shall not invalidate the proceedings at any meeting of the Board of Directors.

6.9 Chair

The President or, in the absence of the President, any director appointed from among those directors' present shall preside as Chair at meetings of the Board.

6.10 Board of Director Meeting Quorum

A simple majority of the Board of Directors shall constitute a quorum.

6.11 Board of Director Voting

All Board of Director decisions shall be by simple majority.

6.12 Chair Non-Voting

The chair of the board does not have a vote, except in the case where there is no clear majority (tie-breaker).



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6.13 One Vote

All members and directors have only one vote and may not vote by proxy.



ARTICLE 7 FINANCIAL

7.1 Signing Officers

Signing Officers of the NEUSC shall be a minimum of two of the Officers, one being one of the President or Treasurer.

7.2 Fiscal Year

The fiscal year of the NEUSC shall be the period from November 1 to October 31 in the year following.

7.3 Minimum of Two

Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the NEUSC by a minimum of two signing officers, or otherwise as prescribed by resolution of the Board of Directors.

7.4 Borrowing

The borrowing powers of the NEUSC may be exercised by special resolution of the members.



Article 8 AUDIT OF ACCOUNTS

8.1 Auditor Appointment

The auditor of the NEUSC will be appointed annually by the members of the NEUSC at the annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.

8.2 Auditor Report

The auditors shall make a written report to the members including the financial statements of the NEUSC, identifying whether it is a true and accurate report of the operations of the NEUSC, and such report shall be read at the annual general meeting.



Article 9 Indemnity of the Board of Directors

9.1 Indemnification

NEUSC will indemnify any officer or director for any liability incurred while honestly and in good faith carrying out their duties as an officer or director of the NEUSC.



Article 10 MISCELLANEOUS

10.1 Annual Statement

The NEUSC shall file with the Registrar its Annual Statement along with a list of its directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the changes.

10.2 Special Resolutions

The NEUSC shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

10.3 Corporate Seal

The seal of the NEUSC shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

10.4 Corporate Minutes

Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings, of the NEUSC and of the Board of Directors shall be the responsibility of the Secretary.

10.5 Books and Records

The books and records of the NEUSC may be inspected by any member of NEUSC with two days prior notice.

10.6 Dissolution

Upon dissolution of the NEUSC, after payment of all its debts and liabilities, the remaining property shall be distributed to an organization in the province, the undertaking of which is charitable or beneficial to the community.

10.7 Changes to the By-Laws

The board of directors may repeal or amend any of these by-laws, however any changes are not effective until confirmed by two-thirds of the members at the Annual General Meeting.