NORTH YORK FUTBOL CLUB for YOUTHS - NYFC



CONSTITUTION

Article 1: NAME

1.1 The name of this Club shall be the NORTH YORK FUTBOL CLUB for YOUTH - NYFC, and will hereinafter be referred to as "Club".

1.2 The headquarters of the Club shall be located within the boundaries of the North York Soccer Association, hereinafter referred to as "the NYSA".

1.3 The official colours of the competitive teams of the Club are white and black the alternate colours may be green/blue/red.

Article 2: OBJECTS

2.1 The Club shall have the following objects:

a. To foster, promote, teach and develop the game of soccer in the North York Community.

b. To help individuals to build and 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.

c. To encourage sportsmanship.

2.2 The Club is a not for profit corporation.

2.3 Any financial gain made by the Club shall be used to further promote the above objectives, and shall not be used for direct or indirect gain of its Members, either individually or collectively. However, the Board of Directors, being held fiscally responsible, may engage, hire or contract individuals with skills or training needed to assist in the functioning of the Club or to carry out the operations of the Club, providing compensation at prevailing rates of payment. Members of the Club or their immediate families are eligible to seek such engagements, so long as their Membership is disclosed to the Board of Directors. Members of the Board of Directors are not eligible for consideration to carry out these paid functions.

Article 3: AFFILIATIONS

3.1 The Club shall be a Member of NYSA and shall follow the published rules of the NYSA and The Ontario Soccer Association, hereinafter referred to as “the OSA”.

3.2 The Club is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

A. the Club;
B. the NYSA; and
C. the OSA

3.3 The Club shall participate in the NYSA and be affiliated with its approved leagues, and such further leagues, clubs or associations as the Board of Directors determine will further benefit the game of soccer and be within the guidelines of the governing bodies of those other leagues, clubs or associations.

Article 4: MEMBERSHIP

4.1 There are three classes of Member, namely, regular Member, honourary Member and life Member.

Regular Member

4.2 A Regular Member is either:

a. an annual registered player in the current fiscal year, whose fees are fully paid or waived and otherwise in good standing, hereinafter referred to as “a Registered Player” or the parent or legal guardian of a Registered Player;
b. the team and Club officials in the current fiscal year, including coaches and other team officials;
c. Other persons engaged in the administration and direct operations of the Club.

4.3 Although an individual may qualify for, and be registered under, more than one of the above categories, each individual holds only one Membership in the Club, and is entitled to one vote at Members' meetings.

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

4.5 An administrator shall become a Regular Member upon election or appointment by the directors of the Club. An administrator is an individual who is registered with the OSA to be responsible for one or more of the functions required to operate a club. For purposes of this definition, a team manager and a Director shall be classified as an administrator.

Honourary Member

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

4.7 An Honourary Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

Life Member

4.8 The Board of Directors may designate an individual as a Life Member.

4.9 A Life Member is afforded all rights of Membership, including the right to attend and speak at Members' meetings, but is not entitled to vote.

Discipline of Member

4.10 Player, team and team official discipline for game infractions is governed in accordance with the procedures published by the OSA, the NYSA and the Club, as provided in 3.2.

4.11 Any Member, who infringes the Constitution 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.

Termination of Membership

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

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

Article 5: BOARD OF DIRECTORS

5.1 The Club shall be governed by a Board of Directors which shall consist of at least 5 individuals, or such number not to be less than 4, as may be determined by the Club and amended from time to time in accordance with the Club's By-Laws. These individuals shall be divided between the Executive Committee and the Directors. The Executive Committee will determine and obtain ratification from the Board of Directors for the Operating Structure of the Club, which will consist at a minimum of the Executive Committee, an Operating committee, a Financial Committee and a Discipline Committee.

5.2 The Executive Committee shall be comprised of the positions of:

President
Executive Vice President
Vice-President,
Finance/Treasurer
Secretary

5.3 The Directors shall be comprised of the positions of:

Director, Competitive Programs
Director, Recreational Programs
Director of Sponsorship
Director of Soccer Services
Director of uniforms

5.4 A Director may hold more than one position, so long as the full number of the Board are appointed or elected.

5.5 A Director shall be a Regular Member of the Club, 18 years of age or older

Appointments of Directors

5.6 Directors will be appointed by the Executive Committee in entirety. The Executive Committee will present a slate of Directors for acceptance by the Members.

5.7 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 for a special position on the Board of Directors.

5.8 Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution.

5.9 Election shall be by secret ballot, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.

5.10 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.

5.11 A Director shall serve for a term of two years or until his or her successor is appointed.

5.12 After an initial Board of Directors has been appointed, the positions of

Director, Competitive Programs
Director, Recreational Programs
Director of Sponsorship
Director of Soccer Services
Director of uniforms

5.13 The position of President is recommended by the Board and is ratified annually by the members at the Annual General or Special General Meeting.

5.14 To be eligible for the office of President, a candidate must have served as a member of the club for the previous 3 consecutive years (one of which in a Board of Director position). The President may be appointed or elected to a maximum of 2 (two) consecutive three year terms of office, or a total of 6 years.

5.15 A Director may serve a maximum of 3 consecutive terms in the same office or position, for a total of 6 years.

5.16 New Director Positions created and approved by the Board or the Members will be for an initial term of one year of office; after the initial year, if the positions is to continue the two year term will be in force, unless delayed one year, for continuity or succession reasons.

5.17 Exception to this item is in effect when a restructuring of the Board of Directors is proposed and approved by the Executive Committee.

Director Vacancy

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

5.19 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.

Removal of Director

5.20 No Member of the Board of Directors 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:
   - if she/he becomes incapable of performing the business of the Club
   - if she/he is absent from two or more meetings of the Board without satisfactory reason
   - if she/he no longer resides in reasonable proximity to the Club
   - if she/he 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:
   - 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 regardless of whether or not the offence directly affected the Club.

Conflict of Interest and Standards of Conduct

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

Duties of Board of Directors

5.23 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.

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

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

5.26 Directors of the Club may not hold positions on the Board of Directors with another soccer club

Duties of Directors

President

5.27 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 meetings of the Club and of the Board of Directors.

5.28 The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the Club.

Executive Vice President & Vice-President

5.29 The EVP and VP shall act in the absence of the President and shall have other powers as assigned by the Board of Directors.

Finance/Treasurer

5.30 The Finance/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.

Secretary

5.31 The Executive 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 the Constitution, published rules and minutes are entered and have the current record books available at each meeting, provide notice to the Membership of each general meeting as prescribed by the Constitution and rules, 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 vice-president, preside until the immediate election or appointment of a new presiding officer.

Other Director Positions

5.32 the duties of other Director Positions shall be determined by the Board of Directors.

Article 6: MEETINGS

General Meetings:

6.1 An official notice of each General, Special General or Annual General Meeting shall be given to all Members at least 10 days before the meeting is to be held, identifying the place, date and time as the Board of Directors may determine and direct. Such notification shall be by regular mail, email, website notice, and posting at the Club office or any other method determined by the Members

6.2 Five (5) voting Members or 25% of the voting Membership, whichever is higher, shall form a quorum at all General, Special and Annual General Meetings of the Club.

6.3 Any question, (except for Amendments to the Constitution) shall be decided by a majority of the votes unless otherwise required by this Constitution or other law

6.4 Amendments to the Constitution require a 2/3 majority of votes to be accepted

Annual General Meeting:

6.4 The Club shall hold its Annual General Meeting in the month of September, the date to be set no later than August 15th of the year.

6.5 The agenda of the Annual General meeting shall include:

1. Introduction of Guests and Executive
2. Minutes of Previous Annual General Meeting
3. President's Report
4. Finance/Treasurer's Report
5. Registrar's Report
6. Other Reports
7. Unfinished Business
8. Amendments to the Constitution
9. Roll Call
10. Appointments of Officers and Directors
11. Any Other Business
12. Adjournment

6.6 The sequence of the Agenda for the Annual General Meeting may be changed with the approval from the attendees at the Annual General Meeting.

Special General Meeting:

6.7 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 50 Members voting Membership, setting out the items of business to be conducted at the Special General Meeting. The Special General Meeting shall be called within 15 days of receiving a written request and held within 30 days of receipt of the written request from the Members.

6.8 Only the business set out in the notice of the Special General Meeting shall be considered.

Board of Directors Meeting:

6.9 The Board of Directors shall meet as often as necessary to carry out the business of Club, and shall meet at least 4 times per year, upon 14 days notice given by the President, Executive VP, Vice President or Secretary, identifying the place, date and time as the Board of Directors may determine.

6.10 The President or Executive VP of the Club normally chairs a Board of Director meeting.

6.11 A simple majority of the filled positions of the Board of Directors shall be deemed a quorum at all meetings of the Board. Voting may only be conducted when there is a quorum at the meeting. Questions arising at any meeting shall be decided by a majority of votes of those present, where each director is entitled to cast one vote. The Chair of the meeting shall cast a deciding vote in the event of a tie vote or to create a tie vote. Proxy votes are not permitted.

Executive Committee Meeting

6.12 The Executive Committee shall meet a minimum of two times per year to carry out the business of the Club.

6.13 The Executive Committee is normally chaired by the President or the Executive VP of the Club.

6.14 All members of the Executive Committee shall be notified of the place, date and time of the meeting at least seven (7) days in advance.
6.15 A majority of the Executive Committee shall constitute a quorum. Voting may only be conducted when there is a quorum.
6.16 Questions arising at a meeting shall be decided by a simple majority vote. The Chair of the meeting shall cast a deciding vote in the event of a tie vote. Proxy votes are not permitted.

Article 7: COMMITTEES
7.1 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
8.1 All meetings of the Club shall be conducted in accordance with the most recently published Rules stipulated in this Constitution or other Rules and Regulations of the Club.
8.2 Minutes of all meetings shall be taken by the Secretary or that Director's nominee and such Minutes shall be filed with the Club's business records.

Article 9: CONSTITUTION AND AMENDMENTS
9.1 Constitution amendments may be proposed by the Board of Directors, or submitted by a Member to the Club, in writing at least 21 days prior to the Annual General Meeting of the Club, or a Special General Meeting called to deal with such amendments; Board proposed changes must be approved by a majority vote of the Board of Directors; constitution changes require a 2/3's majority vote of the Membership voting in person or by proxy at the Annual General Meeting of the Club or the Special General Meeting duly called for that purpose.
9.2 All Members entitled to vote shall be notified by the Club's notice of the said Members' meeting about Constitutional amendments. Such notification shall be by way of posting on the website of the Club and such other methods as the Board of Directors directs.

Article 10: RULES AND REGULATIONS
10.1 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) discipline of a Member: procedures for discipline hearing;
c) duties of Board of Directors: authority granted to Board regarding the business being conducted;
d) 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;
e) duties of Board of Directors: process for revoking appointments;
f) voting at General Meeting: format for the proxy, and the issue, or issues, for which the proxy may be cast;
g) the deadline for submitting appointments is 10 days prior to an AGM or SGM, and the Board of Directors will publish the list of candidates 10 days prior to the Meetings

10.2 The Board of Directors shall have the power to propose, approve, pass and publish such Rules and Regulations, which are not inconsistent with this Constitution and are not inconsistent with the Rules and Regulations of a higher level governing organization.
10.3 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
11.1 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 might arise from their own respective willful neglect or willful default.

Article 12: FINANCE
12.1 The accounts of the Club shall audited annually by the Finance/Treasurer or Chartered Accountant.
12.2 The audited Financial Statement shall be presented to the Annual General Meeting for adoption.
12.3 At the Annual General Meeting of the Club, a chartered accountant if deemed necessary by the Executive Committee shall be appointed to perform the audit for the next year.
12.4 The fiscal year of the Club shall end on September 30th of each year, unless otherwise ordered by the Board of Directors.

Article 13: DISPUTE RESOLUTION
13.1 The Club shall adhere to the Dispute Resolution process as published and approved by the OSA from time to time.
13.2 Any Member of the Club may initiate the Dispute Resolution process by communicating in writing to the OSA, with a copy to the Club and the NYSA, the nature and facts of the dispute. The OSA, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
13.3 The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
13.4 The Club shall make available to any Member the Dispute Resolution process when requested.

Article 14: HARASSMENT
14.1 The Club shall adhere to the Harassment Policy as published and approved by the OSA from time to time.
14.2 The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, game officials, administrators, players, Members and registrants of the Club.
14.3 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.
14.4 The Club shall make available to any Member the Harassment Policy when requested.

Article 15: APPEALS

15.1 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.

15.2 A decision of the Club may be appealed to the NYSA and the appeal shall be conducted in accordance with the OSA's and the YRSA's published rules.

15.3 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 within the Club's operations, except where the selection, appointment and revocation process outlined in the Club's published rules has not been followed.

15.4 An individual shall not appeal a decision made by the Club regarding a player's team assignment.

Article 16: DISSOLUTION

16.1 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 operate solely in Ontario.

Article 17: DEFINITIONS/TERMINOLOGY

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