LAKE MELVILLE SOCCER CLUB INC.

Constitution and By-Laws

Approved at March 26th AGM, 2005
Amended on February 20, 2020

1. GENERAL

1.1 The name of the organization shall be the Lake Melville Soccer Club, Inc., hereinafter referred to as the "Club", which shall be the governing body of soccer in Upper Lake Melville.

1.2 The Club shall be affiliated with the Newfoundland and Labrador Soccer Association, and subject to the rules and regulations of that body.

1.3 The Club is a not for profit organization and its business is to be carried on without monetary gain to its Club. Profits to the Club are to be used in furthering its undertakings.

2. OBJECTIVES

2.1 The objectives of the Club are:

a) To provide leadership in the development of soccer in the Upper Lake Melville area;
b) To aid and advise in the establishment of policies for the development of soccer; and
c) To promote and provide a technical program in the development of soccer at all ages of the Club.

3. FISCAL YEAR

3.1 For the purpose of the Club, the financial year shall be from the 1st day of January to the 31st day of December following, both inclusive.

4. BOARD

4.1 The business of the Club shall be conducted by the Executive and shall be comprised as follows:

1) President
2) Vice President
3) Past President
4) Treasurer
5) Secretary
6) Directors x 6

4.2 The Past President may sit as a member of the Board in an advisory capacity only, with no vote, for a maximum of two years.

4.3 The Board will have the authority to appoint other directors as deemed beneficial to the running of the Club. The term of office for any appointee under this clause shall be for one (1) year.

5. MEETINGS

5.1 Meetings of the Board shall be held a minimum of four (4) times per year with one of these meetings scheduled to occur with the Annual General Meeting; with all meetings at the call of the President.

5.2 A Special Meeting of the Club may be convened at the request of three voting members of the Club, in writing, to the secretary. The letter shall outline the purpose of the request. The meeting shall be convened within thirty (30) days of receipt and the meeting will deal only with the matter(s) for which the meeting is requested.

5.3 Annual General Meeting

5.3.1 An Annual General Meeting shall take place before November 1st each year and shall be held at a location selected by the Board.

5.4.2 Notice of the meeting must be given at least thirty (30) days before the meeting, with such notice posted on the website and/or through social media.

5.4.3. The order of business at the Annual General Meeting shall be:

i. Call to Order
ii. Adoption of Agenda
iii. Adoption of Minutes from last Annual General Meeting
    a. Business arising
iv. President's Report
v. Treasurer's Report
vi. Other Reports
vii. Amendments to Constitution and By-Laws
viii. Election of Officers
ix. New Business
x. Adjournment

Alterations to the agenda may be made with the approval of the voting delegates if it is deemed to be in the better interests of the Club.

6. QUORUM AND VOTING

6.1 A majority of voting members will form a quorum at all meetings of the Board.

6.2 Each member, as defined in clause 4.1, with the exception of the Past President, shall be entitled to one vote at any meeting of the Board.

6.3 The Past President, although having no vote at any meeting of the Club and Board, shall have the right to speak on any matter being discussed at all meetings of the Club.

6.4 No member can cast a vote by proxy.

6.5 At all meetings of the Board, voting shall be of a show of hands, unless the voting members present, decide upon a ballot.

6.6 Decisions of the Board shall be decided by a majority of the votes cast.

6.7 The President may conduct a vote by the Board on any matter by email when he/she deems such a vote necessary.

7. TENURE AND ELECTION OF THE BOARD

7.1 The Board, except for the Past President, shall be elected annually by secret ballot at the Annual General Meeting and shall remain in office for the duration of their term.

7.2 The term of office shall be two years.

7.3 The newly elected Officers shall take office at the close of the Annual General Meeting.

7.4 Nominations from the floor will be permitted. In the event, that a nominee for the Board is absent from the Annual General Meeting, s/he must signify in writing to the Club their willingness to stand for the office being nominated.

7.5 To be elected to the Board, a candidate must have the majority of the valid votes cast.

8. POWERS OF THE BOARD

8.1 The Board shall be invested with the authority to direct the affairs of the Club.

8.2 The Board shall be responsible to the Members of the Club.

8.3 The Board shall implement and control the policies, finances and general affairs of the Club.

8.4 Duties of the President

8.4.1 The President shall:

i) Be the Chief Executive Officer of the Club and shall have the authority and responsibility for administering the affairs of the Club within the policies established by the Board;
ii) Preside at all meetings of the Club and the Executive Committee.
iii) Represent the Club at the NLSA Annual General Meeting and when required by the NLSA;
iv) Make recommendations to the Executive regarding committees and chairpersons; and
v) Sit as an ex-officio member of all committees of the Club.

8.5 Duties of the Vice-President

8.5.1 In the absence of the President, the Vice President in attendance shall preside over any meetings;

8.6 Duties of the Treasurer

8.6.1 The Treasurer shall:

i) Take charge of all monies belonging to the Club;
ii) Direct payment of money by cheques signed by the designated signing officers of the Club;
iii) Present a yearly financial report at the Annual General Meeting of the Club;
iv) Ensure that all monies are deposited in such depositories as designated by the Board;
v) Make recommendations on all proposed financial matters, including policies and procedures; and
vi) Render a financial report at all regular meetings of the Board.

8.7 Duties of the Secretary

8.7.1 The Secretary shall:

i) Give notice of all meetings of the Club and the Board; and
ii) Record the minutes of all meetings of the Club and Board.

8.8 Duties of the Past President

8.8.1 The Past President shall:

i) Assist and advise the incoming Board; and
ii) Be an ex-officio member with no voting privileges.

8.8.2 The Board shall have the authority to amend these duties and responsibilities as it deems necessary for the betterment of the objectives of the Club.

9. SIGNING OFFICERS

9.1 The signing authority of the Club for cheques and payments drawn on current operating accounts of the Club, shall be any two (2) of the President, Vice President, the Treasurer and the Secretary.

9.2 Wherever possible, all cheques and financial documents should bear the signature of the Treasurer.

9.3 The two signing officers for cheques and payments drawn on the current operating accounts of the Club must initial the invoice being paid.

10. VACANCIES

10.1 The office of an Board member shall be vacated if:

i) The individual resigns;
ii) They miss three (3) consecutive meetings without just cause; or
iii) If they is removed for good and sufficient cause.

10.2 If such a vacancy occurs, the Board may appoint a person to fill the position until the next Annual General Meeting.

10.3 If the office of the President shall become vacant for any reason during their term of office, the Board shall appoint a new President until an election can be held at a general meeting of the Club. However, the immediate Past President shall remain in office.

11. STAFF

11.1 The Club may hire staff to assist with the routine business of the Club.

11.2 Terms of reference and conditions of employment for the staff shall be established by written contract.

11.3 The Board, or a sub-committee designated by the Board, shall determine the working conditions and duties of these positions and is responsible for informing the Club of any matters related to the staff.

12 APPOINTMENT OF COMMITTEES

12.1 The Board shall appoint committees as it sees fit and give such duties committees and powers as it sees fit.

12.2 The President shall be ex-officio of all committees.

12.3 Notwithstanding clause 12.1, the following committees have been established by Club:

a. Shriners Program
b. All Star Program
c. Technical Committee
d. Junior Lab Cup and
e. Lab Cup.

Composition of Committees

12.4 All committees established under clause 12.3 must have between five (5) to eight (8) members with terms of two years. Best efforts should be made to stagger terms for continuity purposes.

12.4.1 All committees must have at least two (2) members who are current members of the Executive.

12.4.2 Committees must designate one member to be the chair of the Committee who is responsible for reporting of the committee activities to the Executive and preparation of year end reports for the Annual General Meetings.

Accountability

12.5 The committee is responsible for preparation of a budget for their program or event which must be approved by the Executive.

12.6 Reports from the committee are due no later than ninety (90) days after the end of their program or event. These reports are public documents available to any registrant of a HVGB MSA program or the event.

Fundraising

12.7 All events must give first priority for fundraising opportunities to individuals are participants in the HVGB MSA All Star program. If there are still opportunities for fundraising and absolutely no interest from participants from the HVGB MSA All Star program, other soccer fundraisers may be considered. Proof must be provided by the chair of the event that there is no interest.

Technical Rules and Regulations

12.8 Technical rules and regulations for each program and event must ensure that they are within the NLSA and Canada Soccer Club guidelines and are developed with the safety of the participants as a priority.

12.8.1 Technical rules and regulations must be publicly available via social media and/or websites with any changes to the rules and regulations made public at least two months before the event.

12.8.2 Changes to the rules and regulations may be recommended by the committee and formally approved by the Executive. Such approval shall not be unreasonably denied if there is appropriate documentation to support such changes. Documentation may include such items as changes to the NLSA or CSA rules and regulations; surveys of participants; similar changes to rules and regulations of other similar events etc.

12.8.3 Notwithstanding clause 12.8.3, the Lab Cup Committee will convene a Technical Committee composed of five members. These members must have extensive soccer background/experience with significant experience playing in the Lab Cup. This Technical Committee will make decisions on all technical rules and regulations for the Lab Cup.

Other

12.9 All events must be sanctioned by the NLSA in order to qualify for the appropriate insurances. If an event is not sanctioned by the NLSA, it must be made well-known that such event has not been sanctioned and is not covered by insurance of the NLSA.

13. INDEMNITY

13.1 Every Executive member shall be indemnified by the Club against all costs, losses and expense incurred by them respectively in or about the discharge of their respective duties, except as such happens from their own respective willful neglects or defaults.

14. AMENDMENTS

14.1 All proposed amendments to these By-Laws must be received by the Secretary in writing not less than twenty-one (21) days before an Annual General Meeting or for a Special General Meeting called for that purpose.

14.2 Copies of proposed amendments to these By-Laws shall be made available not less than fourteen (14) days prior to the General Meeting at which they are to be considered.

14.3 Amendments to these By-Laws shall become effective at the end of the General Meeting where they were considered upon attaining a two-thirds (2/3) majority of the votes cast by the delegates.

15. DISSOLUTION

15.1 It is specifically provided that in the event of dissolution or winding up of the Club all its remaining assets after payment of its liabilities shall be distributed to one or more recognized non-profit organizations in the Happy Valley-Goose Bay area.