

BICS Constitution and By-Laws

Brantford Inter-City Soccer Club (BICS)

Article 1: NAME

The name of this Club shall be the Brantford Inter-City Soccer Club, hereinafter referred to as BICS. The headquarters of BICS shall be located within the District Boundaries of The Hamilton & District Soccer Association, hereinafter referred to as the District Association.

Article 2: OBJECTIVES

BICS shall have the following objectives:

- A. To organize, promote, foster and develop the game of soccer within the community and its boundaries.
- B. 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.
- C. To establish, maintain and/or conduct recreational activities and other social events for the members of BICS and others.

Article 3: AFFILIATIONS

- A. BICS shall be a Member of the District Association and shall follow the published rules of the District Association and The Ontario Soccer Association, hereinafter referred to as The OSA. BICS is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

The OSA
The Hamilton & District Soccer Association
BICS

- B. BICS shall maintain a membership with the Brantford Sports Council.

Article 4: MEMBERSHIP

- A. Each family (parent/guardian, as recorded on registration form), of registered player(s) are entitled to voice and two votes at all BICS annual and special membership meetings. One family vote may be transferred, within a family, to a registered player who is 18 years of age or older, who will then have voice and vote at such meetings.

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- B. Memberships will be based on the calendar year (January 1 to Dec. 31). All members, in good standing, are eligible to run for executive positions in BICS. To be eligible to vote at any membership meeting, the membership must be in place 60 days before said meeting.
- C. Coach and Team officials:
- I) Memberships will be granted to coaches when approved by the Board of Directors. A coach is an individual who is registered with The OSA to teach, instruct, train and guide players to play the game of soccer.
 - II) Memberships will also be open to individuals who volunteer their services such as assistant coaches and team managers upon approval of the Board of Directors. Such members will have voice and vote at membership meetings and be eligible to run for executive positions in BICS.
- D. Honorary memberships can be granted, by the Board of Directors, to persons not affiliated directly with BICS by either executive or coaching positions, or by those who do not have children playing soccer, if the membership is granted for the intent of a special circumstance. These memberships will be considered honorary and such members will not be eligible to cast a vote at the membership meetings.
- E. Discipline of Member:
- I) No one member of the Board of Directors shall have the authority to act unilaterally on a termination or suspension of a club or executive member. All matters must be brought before the Board of Directors (via the agenda), for consideration. Members have the right to representation and prior notice regarding any action being considered with regards to that member.
 - II) Players, team and team official discipline for game infractions is governed in accordance with the procedures published by The OSA.
 - III) Any Member who infringes the Articles or rules of BICS or brings BICS into disrepute, may be reprimanded, suspended or expelled from BICS after a hearing by the Board of Directors of BICS at which hearing the Member is entitled to attend. The Board of Directors of BICS shall establish a disciplinary committee for any member or player.
- F. Termination of Membership in BICS shall be deemed to have been terminated:
- if the Member submits a signed letter of resignation to BICS
 - if the Member is expelled by the Board of Directors of BICS
 - if the Member is no longer registered with BICS.
- G. Membership fees shall be included in the registration fee of players.

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- H. Members in good standing may observe all board meetings unless designated by the Board of Directors as a closed meeting. Any member of BICS has the right to make a presentation before the Board of Directors subject to request being submitted to the secretary seven days prior to the meeting.

Article 5: BOARD OF DIRECTORS

BICS shall be governed by a Board of Directors which shall consist of at least 4 individuals, or such number not to be less than 4, as may be amended from time to time in accordance with the By-Laws of BICS. These individuals shall hold the positions of:

- A. Chairperson
- B. Vice-Chairperson
- C. Secretary
- D. Treasurer
- E. Registrar
- F. Head Coach
- G. Scheduler/Facilities
- H. Tournament Coordinator
- I. Equipment Manager
- J. Sponsorship/Fundraiser
- K. Publicity
- L. Indoor Rep.
- M. Directors – maximum of two
- N. Past Chairperson

A Director may hold more than one position.

All board members will each have voice and one vote at all board meetings.

A Director shall be 18 years of age or older, shall not be an undischarged bankrupt and shall be a Regular Member of BICS.

A representative from Brantford City Soccer Club (BCSC) and the Referee Association can be seated, with voice.

Table officers will consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer, Registrar and Head Coach. The Chairperson or Vice Chairperson, plus any three other Table officers shall be considered a Quorum for the passing of emergency matters that must be dealt with before a regularly scheduled board meeting. Any one member of the table officers may request an emergency meeting, through the BICS secretary, who will then notify the table officers. All decisions will be put before the board, for ratification, at the next meeting.

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A Table officer 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 Chairperson, Secretary and Registrar, shall be elected in even numbered years while the positions of Vice-Chairperson, Treasurer, Head Coach shall be elected in odd numbered years.

The balance of the Board of Directors (G. to N.) shall be elected for a period of one year. All board members have one vote on all questions before the board.

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

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.

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.

Director Vacancy

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

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

No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

1. if she/he becomes incapable of performing the business of BICS
2. if she/he is absent from two or more meetings of the Board of Directors without satisfactory reason
3. if she/he no longer resides in reasonable proximity to BICS
4. if she/he becomes, or is discovered to be, an undischarged bankrupt;
5. or the Director has compromised the integrity of BICS due to, but not limited to, any of the following reasons:

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- a. if she/he has been found guilty of an offence under the Harassment Policy of The OSA
- b. if she/he has been found guilty of an offence involving violence under the Discipline Policy of The OSA
- c. if she/he has failed to properly account for monies or other property belonging to BICS
- d. if she/he has been found guilty of a criminal offence regardless of, whether or not the offence directly affected BICS.

A Member of the Board of Directors holding his or her respective position(s), as 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 BICS. 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 Member of the Board of Directors may also be removed from office for good and sufficient cause at a meeting of the Members of BICS provided notice to remove the Director has been given to persons entitled to attend the Members' meeting. If a Director is removed at a Members' 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.

Conflict of Interest and Standards of Conduct

The Directors shall be subject to the *Conflict of Interest Policy 21.0* in the OSA's published rules.

Duties of Board of Directors

The Board of Directors shall conduct the business of BICS during the periods between general meetings of BICS and in accordance with the authority granted to it in the published rules of BICS.

The Board of Directors shall be responsible for the appointment and renewal of appointments of all positions within BICS except for those positions elected by the Membership of BICS. This shall include the appointment of volunteer and paid positions for coach and administrator positions within the BICS' operations. The selection process and the appointments shall be based on procedures outlined in the BICS published rules.

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 BICS' published rules.

The Directors of BICS shall have the power to accept, on behalf of BICS, donations, gifts, legacies and bequests that would be in the best interests of BICS. All such donations, gifts, legacies and bequests will be forwarded to the BICS Treasurer.

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Duties of Directors

Chairperson

The Chairperson shall preside at all general and special general meetings of BICS and of the Board of Directors. The Chairperson 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 BICS;

Prepare an annual address for submission at the Annual General Meeting.

Except:

- as provided for in the Dispute Resolution Policy of the OSA, and
- where the Chairperson delegates the responsibility to another person,

Vice-Chairperson

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

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 BICS' published rules; maintain record books in which bylaws, published rules and minutes are entered and have the current 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 Chairperson and Vice-Chairperson, preside until the immediate election or appointment of a new presiding officer.

Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of BICS; shall report to the Board of Directors at least once per quarter; and be required to produce such books properly balanced at all board meetings; shall submit an Annual Report to the Annual General Meeting; deposit all monies and other valuable effects in the name of and to the credit of BICS; pay all accounts due by cheque; no cheques will be drawn on the bank unless the cheque is signed by two of the three or more signing officers appointed by the board; be custodian of deposit and receipts; reconcile the bank account or accounts monthly.

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Registrar

Receive all players' registration forms and enter the particulars of same in the register provided for that purpose; complete up to date reports of registrations and submit it to the Secretary so that copies can be given to the Board of Directors; turn over registration money to the treasurer as soon as possible with a master list detailing all registrations received and keep receipts for all monies turned over to the treasurer; prepare and distribute receipts for registration fees paid; prepare an Annual report showing the number of players and teams for submission at the Annual General Meeting; prepare all team registration forms and submit to proper league or Association in a timely manner along with appropriate fee.

Head Coach

Be responsible to advertise for coaches in a timely manner asking for applications to be submitted each year and to make recommendations to the board for their approval of these applications; arrange clinics and camps for coaches and players, and is responsible for player and coach development; oversee coaching and to supply support and direction as required for BICS; call meetings with coaches as required insuring proper communication of all pertinent information; prepare an annual report which shall be submitted at the Annual General Meeting.

Scheduler/Facilities

Attend all board meetings and report on BICS' facilities requirements; place all applications for facilities with the City of Brantford or any other authority offering gyms or fields; arrange for payment of the procurement of all facilities permits; work with the coaches and or team managers to cover their requirements additional to the regular league schedules; work with the various leagues to ensure BICS' teams are scheduled and ensure no duplication of facility usage; work with referee scheduler or authority to ensure that referees are available to cover games scheduled and co-ordinate payment of same; prepare an Annual report for submission at the Annual General Meeting.

Equipment Manager

Obtain quotations and samples for all team equipment and supplies before the start of the year for submission to the Board of Directors with his/her recommendations; place all orders for team equipment with the successful supplier for the following season (placing orders for equipment in a timely manner is essential to avoid shortages and to ensure equipment and uniforms etc. are available when required); be custodian of all equipment belonging to BICS and keep a record of same; attend all board meetings and report on the progress of equipment deliveries and distribution; approve all supplier invoices for payment prior to submission to the treasurer; prepare an Annual report showing all equipment inventories and disbursements for submission at the Annual General Meeting.

Other Positions

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

Article 6: MEETINGS

Board of Directors Meeting

An official notice of each meeting shall be given to board members at least 7 days notice given by the Chairperson and Secretary, 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 email.

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.

Annual General Meeting

BICS shall hold its Annual General Meeting during the month of November of each year. The agenda of the Annual General Meeting shall include:

- Roll Call
- Minutes of Previous Annual General Meeting
- Chairperson's Address
- Officers' Reports
- Treasurer's Report
- Other Reports
- Unfinished Business
- Closing of Years Business
- Amendments to the By-Laws
- Roll Call
- Election of Officers and Directors
- Any Other Business
- Adjournment

Voting for executive positions will be in the order listed in Article Five.

Special General Meeting

A Special General Meeting of BICS:

1. may be called by the Board of Directors, or
2. shall be called by the Board of Directors upon receipt of a written request submitted to BICS by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by not less than 25 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.

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

Voting at General Meeting

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

Proxy Voting at General Meeting

Every regular Member, or parent or guardian of a regular Member under the age of 18, are 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.

Article 7: 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 programs of BICS.

Article 8: PROCEDURES GOVERNING MEETINGS

All meetings of BICS shall be conducted in accordance with the most recently published Robert's Rules of Order Newly Revised except as may be otherwise stipulated in this By-Law or other Rules and Regulations of BICS.

Article 9: CONSTITUTION, BY-LAWS AND AMENDMENTS

Change of Constitution

The BICS constitution can only be changed at the Annual General Meeting or a Special General membership meeting called for that purpose. A change in the BICS constitution will require a majority of 2/3 of those voting at the Annual General Meeting or general membership meeting. Notice of motion to amend the constitution must be presented to the Board of Directors one month prior to the Annual General Meeting or a general membership meeting.

Change of By-laws

In the case of a change in the BICS By-laws, a notice must be given at the previous monthly board meeting. A change in a by-law will require a majority of 2/3 of those voting, representing at least 50% plus one of the elected Directors. Board members unable to attend will be permitted to cast their vote by proxy. By-Law amendments may be proposed by the Board of

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Directors, or submitted by a Member to BICS in writing at least 21 days prior to a Board of Directors meeting or general membership meeting, and must be approved by a majority vote of the Board of Directors, or by a 2/3's vote of the Membership voting in person or by proxy at a meeting of BICS duly called for that purpose.

All Members entitled to vote shall be notified with BICS' notice of the said Members' meeting about By-Law amendments. Such notification shall be by newspaper announcement or public notice.

Article 10: RULES AND REGULATIONS

BICS shall have Rules and Regulations which shall include, but is not limited to, the following:

- discipline of a Member: summary of charges regarding misconduct
- discipline of a Member: procedures for discipline hearing
- duties of Board of Directors: authority granted to Board regarding the business being conducted
- duties of Board of Directors: selection process and appointment process for the appointment and renewal of appointments to BICS' paid and volunteer positions
- duties of Board of Directors: process for revoking appointments
- voting at General Meeting: format for the proxy, and the issue, or issues, for which the proxy may be cast

- 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 11: INDEMNITY

Members of the Board of Directors or other servants to BICS, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by BICS 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 willful neglect or default.

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Article 12: FINANCE

The financial statements of BICS shall be:

- a) presented annually subject to the minimum requirements as defined in d);
- b) based on a defined fiscal year end as defined in f);
- c) presented to the members at the Annual General Meeting;
- d) reviewed by Public Accountant, Certified General Accountant or a Certified Management Accountant through a Financial Review Engagement, as defined by CICA, if BICS annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or BICS has less than 1000 but greater than or equal to 500 registered players
- e) if an auditor is required the governing organizations to which it is affiliated (see article 3).
- f) the fiscal year of BICS shall end on October 31 of each year, unless otherwise ordered by the Board of Directors.

Article 13: DISPUTE RESOLUTION

BICS shall adhere to the Dispute Resolution process as published and approved by The OSA from time to time.

Any Member of BICS may initiate the Dispute Resolution process by communicating in writing to The OSA, with a copy to BICS and District Association, 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.

The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.

BICS shall make available to any Member the Dispute Resolution process when requested.

Article 14: HARASSMENT

BICS shall adhere to the Harassment Policy as published and approved by The OSA from time to time.

The Harassment Policy shall apply to all employees, directors, officers, volunteers, coaches, and game officials, administrators, players, Members and registrants of BICS.

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.

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Article 15: APPEALS

- a) Any Member or registrant of BICS directly affected by a decision of BICS may appeal such decision.
- b) The denial or termination of Membership in BICS may be appealed by a non-Member.
- c) A decision of BICS may be appealed to the District Association with which BICS is affiliated. The appeal shall be conducted in accordance with The OSA and District Association's published rules.
- d) 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 BICS' operations, except where the selection, appointment and revocation process outlined in the BICS' published rules has not been followed.
- e) An individual shall not appeal a decision made by BICS regarding a player's team assignment.

Article 16: DISSOLUTION

In the event of dissolution of the BICS, 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

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

Revised December 2009