

Constitution

Codiac Soccer Inc.



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1.0 PREAMBLE

1.1 NAME OF ORGANIZATION

The organization shall be known by its legally incorporated name **Codiac Soccer Inc.** and any reference to the "Codiac Soccer Club" shall hereafter be considered to have been a reference to Codiac Soccer Inc. "hereinafter called CSI".

1.2 OBJECTIVES

- 1.2.1 Promote and further the game of soccer (both outdoor and indoor) for amateur players, coaches, and referees of all ages as regulated by CSI's constitution, bylaws and the Board of Directors;
- 1.2.2 Promoting an enjoyable environment free from discrimination and harassment guided by the principles of fair-play, moral and ethical behaviour;
- 1.2.3 Leading the drive for excellence by providing appropriate learning and certification opportunities, and skills development for our employees, officials and coaches;
- 1.2.4 Promoting age-appropriate instruction in the skills and strategies of soccer under the philosophies of good sportsmanship and teamwork;
- 1.2.5 Seeking the cooperation of, and to cooperate with, soccer regulatory bodies, levels of government, business community, and the public in general to further these objectives;
- 1.2.6 Following standards as encouraged by Soccer New Brunswick and Canada Soccer for skill development and appropriate training and competition according to age and stage of growth and development, with qualified coaching and officiating;
- 1.2.7 Ensuring that CSI's decision-making process is based on a player-centric philosophy; and



1.2.8 Building community pride and promoting soccer as a powerful vehicle for the enhancement of health and well-being within the community.

1.2.9 Without in any way invalidating anything contained in the Letters Patent of the company, no part of the income or assets of CSI shall accrue to the benefit of or be distributed to any individual or member. CSI shall have no capital stock and it shall be operated solely as a not-for-profit entity as that term is interpreted under the Income Tax Act (Canada) Section 149 (1) (l).

1.2.10 In the event of the wind up or dissolution of the CSI, or in the event that it shall cease to carry on the objects and purposes set out in this section 1.0, none of the business, property, and assets of CSI shall be distributed to any member or other individual. In the event of dissolution or wind up, all of the business, property, and assets of CSI shall be distributed to another not-for-profit organization having objects and purposes similar to those of CSI.

1.3 ORGANIZATION

CSI shall be composed of players and members as defined below and shall be managed by a Board of Directors, as hereinafter constituted.

1.4 HEAD OFFICE

CSI's head office shall be located within the boundaries of the City of Moncton.

1.5 AFFILIATION

CSI shall be a member of Soccer New Brunswick, the East Region Soccer, and shall follow their published rules unless a formal request to deviate has been submitted and approved. CSI is subject to the rules in declining order of authority of the following bodies: Canada Soccer, Soccer New Brunswick, and the East Region Soccer.



2.0 DEFINITIONS

PLAYERS: A player is a person who has properly registered and satisfied all the criteria established by the Board of Directors.

PARENT/GUARDIAN: The term parent as used in this section includes biological parents and legal guardians.

HEAD COACH: The Head Coach is an individual appointed by CSI involved in the direction, instruction, and training of a team.

ASSISTANT COACH: The Assistant Coach is an individual recommended by the Head Coach and approved by CSI. The Assistant Coach aids the Head Coach in their duties.

ASSOCIATE TEAM: An Associate Team is a team that is registered under CSI for the purpose of facilitating entry into a sanctioned league as required by Soccer New Brunswick.

SELECTS: Selects are the teams that are selected through a tryout process and hereinafter referred to as First Touch.

3.0 MEMBERSHIP

- 3.1 Subject to the following criteria, membership in good standing within CSI shall be divided into the following:
 - 3.1.1 Regular membership in CSI shall consist of all directors, head and assistant coaches, parents and/or guardians of registered youth players and adult players.
 - 3.1.2 Honorary members: Board of Directors may designate an individual as an honorary member subject to such terms and conditions and for such length of time as the Board of Directors may determine. An honorary member is afforded all rights of membership, including the right to attend and speak at the members meeting, but is not entitled to vote.
 - 3.1.3 Life member: Board of Directors may designate an individual as a life member. 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.



4.0 CSI BOARD OF DIRECTORS

4.1 DIRECTORS

- 4.1.1 CSI shall be governed by a Board of Directors, which shall consist of not more than twelve (12) voting individuals or such number not to be less than four (4) as may be amended from time to time in accordance with CSI's bylaws. The vote of the President shall not be counted within the 12 voting individuals as his or her vote is only cast in the event of a tie.
- 4.1.2 A Director shall be 19 years of age or older and shall not be an undischarged bankrupt and shall be a regular member of CSI.
- 4.1.3 Recommendations for all elected Board positions shall be made by the Nominations Committee in accordance with Association policies. No nominations shall be made from the floor.
- 4.1.4 A Director shall serve for a term of three (3) years, or until his or her successor is elected.
- 4.1.5 All Directors shall be elected at the Annual General Meeting.
- 4.1.6 A Director has the right to resign his or her position at any time by submitting a written notice of resignation to CSI.
- 4.1.7 A vacancy on the Board of Directors caused by death, or resignation which has been accepted by the Board of Directors may be filled by a majority vote of the Board of Directors at a subsequent meeting of the Board of Directors. Successor/Director shall hold their office for the remainder of the term of the Director being replaced.
- 4.1.8 No Director shall be terminated for arbitrary reasons, but they may be removed if:



4.1.8.1 The Director is unable to perform the duties expected of the position due, but not limited to, any of the following reasons:

- (i) They become incapable of performing the business of CSI;
- (ii) They are absent from three (3) or more meetings of the Board, without satisfactory reason, within the budgetary year with the exception of the past President;
- (iii) They become or are discovered to be an undischarged bankrupt; or
- (iv) The director has compromised the integrity of CSI due to, but not limited to one of the following reasons:

- (i) If they have been found guilty of an offence under the harassment policy from time to time adopted by CSI;
- (ii) If they have been found guilty of an offence involving violence under the discipline policy from time to time adopted by CSI;
- (iii) If they have failed to properly account for monies or other property belonging to the club;
- (iv) If they have been found guilty of a criminal offence regardless whether or not it has directly affected the club.

4.1.8.2 A member of the Board of Directors may be removed from office by the Board of Directors for good and sufficient cause by a 2/3 vote of the Board of Directors present, provided notice to remove the director has been given to all directors of the club. If a Director is removed by the Board of Directors, the remaining Directors may appoint a successor to the position for the remainder of the term.

4.1.8.3 The Board of Directors shall be subject to the conflict of interest policy from time to time adopted by CSI. In the event that CSI does not establish its own conflict of interest policy, the



conflict of interest policy in effect and published by the Soccer New Brunswick or failing such a policy, then the policy in effect and published by the Canada Soccer, shall apply.

- 4.1.8.4 The Board of Directors shall conduct the business of CSI during the periods between the annual general meetings of CSI in accordance with the authority granted to it by the Company's Act of the Province of New Brunswick.
- 4.1.8.5 The Board of Directors shall be responsible for the appointment and renewal of all positions including standing committees within CSI, except those positions which are elected by the members of CSI. This shall include both paid and unpaid volunteers and employees of CSI. The Board of Directors shall also be responsible for the discipline of all employees and volunteers in accordance with the provisions of this Constitution and the By-laws to and including the suspension and termination of any position.
- 4.1.8.6 The Board of Directors shall meet a minimum of 9 times a year to conduct the business of CSI and may meet more frequently at the call of the President.
- 4.1.8.7 All votes at director's meetings will be decided by a majority of the board members present. The President shall only vote in the event of a tie.
- 4.1.8.8 The quorum of the Board of Directors required in order to validly conduct any business of CSI shall be 51% of the total number of directors from time to time serving on the Board of Directors.
- 4.1.8.9 In the event that a meeting cannot be called or in the event that a quorum is not present at a meeting duly called, a vote may be conducted by email provided however that any vote conducted by email shall only be valid in the event that 51% or more of the board communicate their votes in favor of the matter to be decided. The result of



the vote shall be ratified at the next regular meeting of the Board of Directors of CSI.

4.2 DUTIES OF THE EXECUTIVE

- 4.2.1 The executive of CSI shall consist of the President, the Vice-President, the Secretary, the Treasurer, and the Past President.
- 4.2.2 With the exception of the position of Past President, the executive shall be elected at the next regular meeting of the Board of Directors of CSI. All other positions with CSI, including committee chairs and administrators shall be filled by the Board of Directors on an as needed basis.
- 4.2.3 In the event that a vacancy occurs in any office of the executive, the Board of Directors shall fill the vacancy within one month of such vacancy occurring or as soon thereof as is practicable.
- 4.2.4 The following shall be the duties of the officers:
- 4.2.4.1 The President: The President shall preside at board meetings and the annual general meeting. The President shall designate standing committees and appoint committee chairs with the power to add. The President, acting together with one of the other officers, shall sign all contractual documents and shall be a signing officer on the CSI bank account. He or she shall also have the power to call board meetings and special general meetings of the membership. The President is an ex officio member of all committees.
- 4.2.4.2 Vice President: The Vice President shall perform and exercise all of the powers of the President during the latter's absence or incapacity. The Vice President will serve on the Audit and Finance committee. The Vice President shall also be an



authorized signing officer of CSI and shall have signing authority on the CSI's bank account.

- 4.2.4.3 The Secretary: The Secretary shall keep a record of all proceedings of CSI, including Board, annual general meetings and other meetings of members and shall maintain copies of all committee reports. In addition, the secretary shall maintain a register at all general meetings of the members, the purpose of which shall be to determine the eligibility of each member in attendance to vote.
- 4.2.4.4 Treasurer: The treasurer shall be a signing officer and shall have signing authority on the CSI's bank account. The treasurer shall provide up-to-date financial information to the Board of Directors and shall be responsible for the preparation of a financial statement to be available at CSI's annual general meeting. The Treasurer will be the Chair of the Audit and Finance committee.
- 4.2.4.5 Past President. The Past President is a member of the executive and shall be entitled to attend and vote at any meeting of the executive. In all other respects, the past president shall have all the rights, privileges and obligations of any other director of CSI.

4.3 TERMS OF OFFICE OF EXECUTIVE MEMBERS

- 4.3.1 President: Shall not exceed three (3) years without renewal
- 4.3.2 Past President: Until a new President is elected.
A Past President may resign from the Board of Directors leaving the position of Past President vacant until a new President is elected, and his predecessor becomes Past President.
- 4.3.3 The remaining executive shall hold their positions for a term that shall not exceed three (3) years without renewal.



- 4.3.4 The term for the position within the executive shall not supersede the remaining term of membership to the Board of Directors.

5.0 ANNUAL GENERAL MEETING (AGM)

- 5.1 CSI shall hold an AGM once every year, following the end of the current budgetary year, prior to the Soccer New Brunswick AGM.
- 5.2 A communication advising members of the upcoming AGM shall be sent via email at minimum 14 days prior to the AGM indicating the time, date and location of the meeting. This information shall also be posted on CSI's official Social Media accounts as well as its current website.
- 5.3 The agenda for the AGM shall be as follows:
- a) Roll call;
 - b) Minutes of the last Annual Meeting and any special General Meeting which may have been held since the last Annual Meeting;
 - c) Unfinished business arising from the minutes;
 - d) President's report;
 - e) Treasurer's report;
 - f) Appointment of auditors;
 - g) Executive Administrator's report;
 - h) Technical Director's report;
 - i) Other reports;
 - j) The appointment of the Auditor for the following year;
 - k) Amendments to the Constitution and By-laws;
 - l) Appointment of scrutineers;
 - m) Election of Directors;
 - n) Motion to destroy ballots
 - o) New business; and
 - p) Adjournment

The President of CSI shall conduct all elections with the exception of the year that their Director's term ends. A neutral Director shall conduct the election in the aforementioned event.



- 5.4 Quorum at an Annual Meeting shall consist of 10 voting members or 25% of the voting membership, whichever is less. Any questions to be decided shall be decided by a majority of the votes of the members present unless otherwise required by the By-laws.

6.0 SPECIAL GENERAL MEETING

- 6.1 The Board of Directors of CSI may call a special General Meeting of the voting members on a simple majority vote of the Board of Directors.
- 6.2 Upon a written request, signed by seven (7) or more members, the Board of Directors shall call a Special General Meeting of the members.
- 6.3 Any request for a Special General Meeting signed by the requisite number of members shall state the nature of the business to be discussed at the Special General Meeting.
- 6.4 A Special General Meeting requested by the requisite number of members shall be held within 21 days of receipt by the Executive Administrator of the request.
- 6.5 A communication advising members of the upcoming Special General Meeting shall be sent via email at minimum 14 days prior to the Special General Meeting indicating the time, date and location of the meeting. This information shall also be posted on CSI's official Social Media accounts as well as its current website. No business other than that for which the meeting is called shall be discussed or transacted.
- 6.6 The quorum and the determination of any vote shall be done in accordance with the rules set out above for Annual Meetings.

7.0 EXECUTIVE ADMINISTRATOR

- 7.1 The Executive Administrator of CSI shall be a paid position and the Executive Administrator shall not be a member of the Board of Directors of CSI but shall be required to attend and report at all meetings of the Board of Directors and of the members.



- 7.2 The Board of Directors shall set the rate of the remuneration of the Executive Administrator.
- 7.3 The Executive Administrator shall be appointed by the Board of Directors for a term of one-year renewable automatically subject to an annual review to be conducted by the President and one or more members of the Board of Directors in the month of October. The Executive Administrator shall be interviewed at his or her annual review and he or she shall be required to sign a copy of a written evaluation or notes made following the interview.

8.0 TECHNICAL DIRECTOR

- 8.1 The Technical Director of CSI shall be a paid position and the Technical Director shall not be a member of the Board of Directors of CSI but shall be required to attend and report at all meetings of the Board of Directors and of the members.
- 8.2 The Board of Directors shall set the rate of the remuneration of the Technical Director.
- 8.3 The Technical Director shall be appointed by the Board of Directors for a term of one-year renewable automatically subject to an annual review to be conducted by the President and one or more members of the Board of Directors in the month of October. The Technical Director shall be interviewed at his or her annual review and he or she shall be required to sign a copy of a written evaluation or notes made following the interview.

9.0 AUDIT

- 9.1 The Board of Directors of CSI shall constitute an audit committee to be chaired by the Treasurer and to be composed of not less than three (3) members of the Board of Directors, one of which shall be the Vice President of CSI. The audit committee shall be appointed by the Board of Directors annually and at least one member of the previous year's committee shall be reappointed. The audit committee may, at any time upon reasonable notice, request the books and records from the bookkeeper and perform such investigations and inquiries as the committee may deem necessary to verify the financial records of the corporation.



- 9.2 In addition to any audit done by the audit committee, year-end financial statements, at a minimum of notice to reader level, shall be prepared annually by an external accredited accountant and the statements shall be shared at the Annual General Meeting.
- 9.3 The Accountant referred to in paragraph 9.2 shall be appointed annually by the members at the annual general meeting.

10.0 CHANGES TO THE CONSTITUTION AND BY-LAWS

- 10.1 Changes to the Constitution and the By-laws may only be made at an Annual General Meeting or at a Special General Meeting called for that specific purpose.
- 10.2 Proposed changes to the Constitution and the By-laws must be delivered to the Executive Administrator of CSI, in writing, at least 14 days prior to any Annual General Meeting or Special General Meeting where the changes are to be considered.
- 10.3 The Board of Directors may propose further changes up to seven (7) days prior to the Annual General Meeting or Special General Meeting where the changes are to be considered.
- 10.4 All proposed changes to the Constitution and the By-laws will be made available for inspection, either at the offices of CSI or on its website not later than seven (7) days before the Annual General Meeting or Special General Meeting, at which the changes are to be considered.
- 10.5 Proposed changes to the Constitution and the By-laws shall not be further amended on the floor of the Annual General Meeting or the Special General Meeting, at which the changes are to be considered.
- 10.6 The Constitution and By-Laws of CSI may be added to and/or amended between Annual General Meetings by the CSI Board of Directors; however, such amendments must be ratified by the voting members at the ensuing General Meeting.
- 10.7 No less than one third (1/3) of the Constitution and By-Laws of CSI shall be reviewed by committee on an annual basis.



11.0 GENERAL

- 10.8 Where a conflict exists between the Constitution and the Letters Patent of CSI, the Letters Patent shall prevail.
- 10.9 Where a conflict exists between the Constitution and the By-laws of the corporation, the Constitution shall prevail.
- 10.10 Should a conflict exist between this Constitution and any previous versions of the Constitution of CSI, the provisions of this Constitution shall prevail.
- 10.11 Any matter not covered by this Constitution shall be governed by the rules prescribed by Soccer New Brunswick policies and the policies prescribed by the Canada Soccer having general application.



12.0 REVISION TABLE

Date	Revision History	Revision Type	Comments
1993	1.0	Major	Initial creation
2008	2.0	Unknown	Revision
2018	3.0	Major	Complete review and recommended revisions approved at the November 18, 2018 AGM





Revision 3.0
November 2018

