

#WeAreOne



BARRIE SOCCER CLUB

CONSTITUTION

Original Signed by:

- Will Devellis, President
- Sheila Mifsud, Director of Finance
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Date of Approved Constitution: December 5, 2021

Constitution

BARRIE SOCCER CLUB

Article 1.0 NAME & DESCRIPTION

The name of this Club shall be the Barrie Soccer Club, hereinafter referred to as the BSC or the Club. The headquarters of the Club shall be located within the District Boundaries of the Huronia District Soccer Association, hereinafter referred to as the District Association.

The BSC is a not-for-profit company incorporated as # 855881 under the laws of the Province of Ontario by statute authority granted by the Queen and set out in the Corporations Act, R.S.O. 1990, c.C.38, Part III as amended by 1992, c.32, Section 6. The BSC Constitution was created in 1968 and updated in 1997, 2006, 2009, 2013, November 29, 2015, November 8, 2017 and December 8, 2019.

The BSC will be operated without purpose of gain for its members, and any profits or other assets of the organization will be used solely to promote its objectives.

Article 2.0 AFFILIATIONS

The Club shall be a Member of the HDSA and shall follow the published rules of the HDSA, Ontario Soccer (OS), and Canada Soccer (CS).

Article 3.0 MANDATE & OBJECTIVES

The mandate and objectives of the BSC are outlined in the Strategic Plan and Operational Plan, which is updated every 5 years. In the 2021-2026 Strategic Plan, the vision, mission and values of the BSC are as follows:

Vision: Become a leading club within Ontario, by delivering high quality and sustainable recreational, development and competitive programs that inspires a life-long passion for the beautiful game.

Mission: Provide our members with an opportunity to enhance their appreciation of the game of soccer through a commitment to player development. We will support this by promoting physical, social and technical development, with an emphasis on team spirit, sportsmanship, respect and having fun.

Values: As a club we value integrity, honesty, transparency and accountability. We hold

ourselves to the highest standards of ethical behaviour and good governance. Fair play, inclusiveness, professionalism and respect are the cornerstones of our organization.

The BSC commits to work alongside charities, municipalities, school boards and other agencies to support development of the sport within Barrie area and reinforce our role as a community builder in developing healthy and responsible citizens.

ARTICLE 4.0 GOVERNING & GUIDANCE DOCUMENTS

- a. The Club shall have published Rules, Policies, Codes of Conduct and Guidelines which shall include, but is not limited to the following:
 - Published rules to govern all levels of play (e.g. House League, Representative, adult division);
 - Published Codes of Conduct (e.g. Players, Parents/Guardians, Coaches, Team Managers);
 - Guidance documents for Coaches, Team Managers, Referees, etc;
 - Employment standards and any document related to employee performance evaluations;
 - Guidelines on the daily operations of the Club;
 - Policies and procedures on internal matters such as Complaints, Fees, Refunds, Discipline, etc;
 - Policies and procedures of the Club such as for Anti-doping, Tobacco free, Concussion, Accessibility, etc;
 - Guidance document on duties of other Board roles above and beyond the duties of the members of the Executive Committee which are outlined in the Constitution; and
 - Guidance document on duties/mandate of ad hoc / standing committees.
- b. The Board of Directors shall approve all aforementioned governing/guidance documents and publish pertinent documents on the Club website and/or make available upon request from a member of the Club.
- c. Any amendments/updates which would result in the replacement of older versions of the documents shall be raised in a Board meeting with a motion moved and a majority vote needed to approve the motion.

- d. Old version of documents shall be saved in hardcopy at the Club and/or electronic format within the Club's server for a minimum of 5 years as per document retention procedures.

Article 5.0 MEMBERSHIP

To be eligible as a voting Member of the BSC a person must be a Member in good standing. Members of the Club shall be individuals admitted to membership by resolution of the Board of Directors (Board) from time to time when quorum cannot be reached. The Board may impose, waive or vary conditions, rights, privileges, duties and responsibilities of membership or impose any sanctions or probationary membership conditions. Membership terms and conditions are set out in this Constitution or by Club policy outlined by the Board.

Article 5.1 CATEGORIES OF MEMBERSHIP

There shall be two (2) categories of members:

1. Voting Members
2. Registered Individual Members

Article 5.2 VOTING MEMBERS

There are 4 sub-categories of voting members. All voting members must be over 18 years of age and are entitled to 1 vote. Proxy votes shall not be permitted at any meeting.

1. Directors of the Club (Members of the Board)
2. Volunteers and Officials:
 - a. Unpaid Representative team officials and assistants
 - b. Unpaid House league coaches and registered assistants
 - c. Committee Members
 - d. Unpaid All-Star officials and assistants
 - e. Unpaid Select officials and assistants
 - f. Registered Club referees
 - g. Accredited volunteers of the Club
3. Any other person as admitted to voting membership by resolution of the Board, from time to time

4. Life Members are appointed by the Board for life in recognition of extraordinary contribution to the Club. Such appointments may be made at any time and at the sole discretion of the Board. Life members are exempt of any registration fees or dues.

Article 5.3 REGISTERED INDIVIDUAL MEMBERS

Registered individual members shall be those individuals including those under 18 years of age who are registered with the Club on forms or by methods prescribed by the Club.

This category of member shall have no voting rights on any matter.

Article 5.4 TERM OF MEMBERSHIP

The Term shall be for twelve (12) months or less (depending on the dates of application and acceptance) and ends automatically at December 31st of any given year.

Article 5.5 DISCIPLINE OF MEMBER

A decision to address a member in a disciplinary manner can occur for a variety of reasons which would follow different rules. The Club is subject to the published rules in declining order of authority of the following governing organizations to which it is affiliated:

- Canada Soccer (“CS”)
 - Ontario Soccer (“OS”)
 - Huronia District Soccer Association (“HDSA”)
- a. For matters related to member misconduct/infractions during, or associated to, officiated soccer games and/or festivals, the normal discipline and appeals processes shall be followed as per OS as well as any applicable District Association and/or league rules and regulations.
 - b. For matters related to a BSC member or BSC employee/contractor’s contravention of provincial or federal law (e.g. any offence deemed as criminal) will be directed to the local or provincial police.
 - c. For matters related to a BSC employees or contractors’ misconduct shall we addressed by the Board based on the terms of the employment agreement or service contract. As most contractors may also be members of the BSC, the Board shall address the matter per the individual’s status as a contractor first and secondarily as a member of the BSC.

- d. Any matter based on a filed complaint that is not criminal in nature and does not fall under the auspices of the three governing organizations, shall be addressed by the BSC's resolution strategies outlined in BSC policy, namely, the Complaint Resolution Policy.
- e. The Club shall not attempt to resolve any matter related to behavioural misconduct originating from any social media platform. If the behaviour is continuing at an interpersonal level within a team or other entity within the Club, the appropriate individuals may attempt to resolve the issue occurring within the environment of the team or other entity.
- f. The Club maintains a Zero Tolerance Policy on bullying and any form of harassment as referenced in the OS Bullying/Harassment policy.

Article 5.6 TERMINATION OF MEMBERSHIP

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

1. submits a signed letter of resignation to the Club;
2. is expelled by the Club's Board of Directors; or
3. is no longer registered with the Club.

Article 6.0 BOARD OF DIRECTORS

- a. The Club shall be governed by a Board of Directors that shall consist of an odd number of directors of not less than 9 individuals. These individuals shall be divided between the Executive Committee and the Directors at Large. Members of the Executive Committee shall hold the positions of:
 - President
 - Vice- President
 - Director of Finance
 - Director of Administration & Operations
- b. The Board may appoint such other Directors as it deems necessary from time to time, for a specified term, including but not limited to Directors at Large for Discipline, Competitive, Recreational, Coach Development, Volunteers, Fundraising, Sponsorship, Marketing, Referee Development. Duties and accountabilities will shall be provided upon their appointment. Once appointed to the Board, these Directors shall have the same rights and privileges as the elected Directors except as may be specified in any rules or regulations of the Club, and shall not have the right to bind the Corporation.

- c. The Board may, as it sees fit, exercise any powers and make, or cause to be made, any actions, contracts, or perform any matters for and on behalf of the Club as the Club may lawfully do.
- d. The Executive Committee shall act as the Officers of the Club and be the sole body able to bind the Club in business transactions.
- e. In order to be eligible for a position on the Executive Committee, a member must serve on the Board of Directors as a Director for a minimum of a year. In special circumstances, the Board of Directors may appoint a qualified member on the Executive Committee if there is a vacancy.

Article 6.1 QUALIFICATIONS OF DIRECTORS

- a. A Director shall be a Regular Member of the Club or a community member appointed by the elected Board of Directors.
- b. A Director shall be 18 years of age or older.
- c. An undischarged bankrupt shall not be permitted to be a Director. If a Director becomes bankrupt, he/she shall automatically cease to be a Director.
- d. A Director must first provide approval for a formal Police Background Check and a Vulnerable Sector Check to be conducted by the then existing Board and not have a history of, or any outstanding charges relate to, criminal activity of any kind. This approval is to be renewed every three years.
- e. A Director may not be a paid employee of the Club.
- f. A Director may, from time to time receive a modest honorarium or similar compensation for assuming the role of Technical Lead Coach or game official, where there is no other alternative individual to assume the role. This shall not constitute a conflict of interest.
- g. An elected or appointed Director shall serve for a term of two (2) years or until his or her successor is elected or appointed.
- h. After an initial Board of Directors has been appointed/elected, the positions of President, and Director of Finance, shall be elected in odd numbered years while the positions of Vice President and Director of Administration & Operations shall be elected in even numbered years.

Article 6.2 DIRECTOR VACANCY

A Director has the right to resign her or his position by submitting a signed letter of resignation to the Club in which case they shall not be allowed to hold the same position for 1 complete term plus the balance of their unexpired term.

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, shall be filled by a majority vote of the Board. The successor Director shall hold his or her incumbent's position(s) for the remainder of the term being filled subject to ratification at the next Annual General Meeting (AGM).

Article 6.3 REMOVAL OF DIRECTOR

No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:

- a. the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 1. a medical condition has significantly impeded their function;
 2. they are deceased;
 3. if she/he becomes incapable of performing the business of the Club;
 4. if she/he is absent from three or more meetings of the Board without satisfactory reason;
 5. if she/he no longer resides in reasonable proximity to the Club;
 6. if she/he becomes, or is discovered to be, an undischarged bankrupt; or
 7. 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 OS;
 - if she/he has been found guilty of an offence involving violence under the Discipline Policy of OS;
 - 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; and/or
 - if she/he has engaged in significant misconduct as deemed Resolution Officer and the Resolution Committee per the BSC's Complaints Policy.
- b. 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 two-thirds (2/3) majority of votes cast at a meeting of the Board, provided notice specifying the intention to all Board Members to consider

such a resolution has been given. If the Board of Directors removes a Director, the Board of Directors may appoint a successor to the position(s) for the remainder of the term(s) being filled.

- c. A Member of the Board may also be removed from office for good and sufficient cause at a meeting of the Members of the Club 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.

Article 6.4 NOMINATIONS FOR THE BOARD OF DIRECTORS

The Board of Directors may in its discretion determine to establish a Nominating Committee prior to any meeting called for election of Directors.

Article 6.5 CONFLICT OF INTEREST

- a. Directors and the Executive Committee of the BSC are bound to act honestly, in good faith and in the best interest of the BSC, its members, partners and supporters. Consistent with such standards of conduct, conflicts of interest and the appearance of conflicts of interest are to be avoided where possible and acted upon openly and appropriately when encountered.
- b. The BSC shall maintain a Conflict of Interest Policy to provide for the “unconditional loyalty” of Directors and the Executive Committee, that is to keep the BSC and its member’s best interests first in their decision-making. This includes any situation in which Directors and the Executive Committee have a private or personal interest that appears to influence the objective exercise of his/her official duties.
- c. Every Director of the Club who has, directly or indirectly, any interest, financial or otherwise in any contract or transaction to which the Club is or is to be a party shall declare his/her interest in such a contract or transaction at the next meeting of the Board of Directors. He/she shall at that time disclose the nature and extent of such interest to the extent to which such information is within his/her knowledge or control. The Director shall abstain from voting on the issue in question, and may be required to absent himself/herself from some or the entire meeting at which such subject is considered. Such abstention shall not be considered in quorum determination for the specific issue in question. The Board may ask the Director in question to resign their position in order to be awarded a financial contract. If it is demonstrated that there is no other firm that can execute the project and if it is decided that the Director remain

on the Board while being awarded a contract, a brief shall be developed and shared with the membership.

- d. Directors of the Board may volunteer as coaches, team managers, game officials or any other volunteer position. They cannot, at any time, request for any special treatment of their teams, but they may share insight from their experiences during Board meetings.

Article 6.6 INDEMNITY

Members of the Board of Directors or other servants of 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 happens from their own respective wilful neglect or default.

Article 6.7 DUTIES OF THE BOARD OF DIRECTORS

- a. The Board of Directors shall conduct the business of the Club and in accordance with the authority granted to it within this Constitution.
- b. The Board of Directors shall be responsible for the development and execution of the BSC's Strategic Plan/Operational Plan and the creation of all policies, procedures, guidance and governance related documents to help carry out the business and mandate of the Club.
- c. The Board of Directors shall set the fees and refund policy for all programs delivered by the BSC.
- d. The Board of Directors shall be responsible for the appointment and renewal of appointees of all positions within the Club except for those positions elected by the Membership of the Club. This shall include the appointment of volunteer positions such as Directors at Large, Head Coach, Head Referee and Committee Chairs. This shall also include the recruitment of paid positions such as for Technical Director, coach and office/administrator positions within the Club's operations in accordance with Canadian Contract Law.
- e. The Board of Directors shall create standing/ad hoc committees, on an as needed basis, to help execute the Board's mandate as outlined in the Strategic/Operational plans.
- f. The selection process and the appointments shall be based on procedures outlined in this Constitution.

- g. The duties of the Executive Committee of the Board of Directors shall be outlined in the this Constitution; detailed job descriptions and duties of other positions of the Board and Heads/Officers shall be set out in a guidance document that shall be updated from time to time to reflect changes in the needs of the Club.

Article 6.7.1 DUTIES OF PRESIDENT

Except:

- As provided for in the Dispute Resolution Policy of the OS, and
- Where the President delegates the responsibility to another person,

The President shall:

- a. Preside at all general meetings of the Club and of the Board of Directors.
- b. Be ex officio a member of all committees, except any Nominations Committee or Resolution/Discipline Committee.
- c. Appoint all chairs of standing and ad hoc committees subject to ratification by the Board.
- d. Coordinate all duties of the Board, committees, paid employees and contractors
- e. Be the spokesperson for the Club.
- f. Bear all other operation responsibilities of the club or delegate the same.
- g. May be one of the signing officers of the Club.

Article 6.7.2 DUTIES OF THE VICE PRESIDENT

The Vice President shall:

- a. Act in the absence of the President and shall have other powers as assigned by the Board of Directors.
- b. May be one of the signing officers of the Club

Article 6.7.3 DUTIES OF THE DIRECTOR OF FINANCE

The Director of Finance shall:

- a. Work collaboratively with the retained contract accountant/bookkeeper to develop and/or review all financial statements and budget documents of the Club.

- b. Ensure complete and accurate records are kept of the accounts of the Club.
- c. Ensure that all legal financial obligations are adhered to.
- d. Prepare a budget and report to the Board of Directors at least once per quarter but preferably at every Board meeting (e.g. a capital budget, and a cash-flow forecast).
- e. Be responsible for producing a balanced budget prior to the AGM.
- f. Submit an Annual Report for the AGM.
- g. Be responsible for co-ordinating and working with the auditors to produce audited statements by March 31st for the previous fiscal year.
- h. May be one of the signing officers of the Club.

Article 6.7.4 DUTIES OF THE DIRECTOR OF ADMINISTRATION & OPERATIONS

The Director of Administration & Operations shall:

- a. Maintain a record of all minutes of the organization and transmit to all executive members in a timely fashion.
- b. Set the agenda and send the Board notices of each meeting.
- c. Set the agenda and send the Membership a notice of each AGM.
- d. Oversee all books, papers, records, correspondence, contracts, agreements and other documents belonging to the Club.
- e. Maintain copies of all committee reports.
- f. Notify officers and committee Members of their election or appointment.
- g. Maintain record books in which bylaws, published rules and minutes are entered and have the current record books available at each meeting.
- h. Conduct the general correspondence of the organization that is not the proper function of another office or committee and has been assigned to them.
- i. In the absence of the President and Vice President, preside until the immediate election or appointment of a new presiding officer.
- j. May be one of the signing officers of the Club

Article 6.8 NOMINATIONS AND ELECTIONS

- a. 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. In the event that an existing BSC Board Member wishes to run for another position, that Board Member must give notice of their intention to resign their current position at least twenty-one (21) days prior to the AGM, said resignation to take effect at the beginning of the AGM.

- b. A nominated person must be an official member in good standing of the BSC.
- c. Nominations and elections for positions open shall be held in the order of the positions listed in the Constitution. A nominated person shall be granted a maximum of five (5) minutes to speak in favour of their election.
- d. Any person can be nominated for a position on the Board of Directors; however, a person nominated for any of the four (4) officers of the Club (President, Vice President, Director of Finance or Director of Administration & Operations) must have served on the Board of Directors for a minimum of one term.
- e. Elections shall be by secret ballot, in the event only one candidate has declared to run for a particular board position by following the guidelines as outlined in 6.8(a), no vote is required and the nominated candidate shall be declared elected by acclamation.
- f. 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.

Article 6.9 TERM LIMITS FOR BOARD MEMBERS

Subject to the availability of eligible and qualified candidates for any elected member of the Board of Directors a member may only be elected to a position on the Board for a maximum of three (3) consecutive terms after which they are required to leave that position for one full term. Said member may be elected to another position if another qualified candidate has not been nominated and may also be re-elected or appointed to their previous position in the event no other qualified candidate has come forward within a reasonable time after the Club's AGM at which that position was to be elected.

Article 7.0 MEETINGS

Article 7.1 ANNUAL GENERAL MEETING (AGM)

- a. An official notice of each AGM shall be given to all Members at least twenty-one (21) days 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, and or by notification on the Club's website. Only the business set out in the notice of the AGM shall be considered at this meeting.

- b. Twenty (20) Voting Members shall form a quorum at all AGMs of the Club. All matters will be decided by a majority of the votes cast by members present, unless otherwise noted in the AGM agenda.
- c. The Club shall hold its AGM in November/December of each year. The agenda of the AGM shall include:
 - 1. Roll Call
 - 2. Tributes and Introduction of Guests
 - 3. Credentials Report
 - 4. Approval of Minutes of Previous AGM
 - 5. President's Address
 - 6. Officers' Reports
 - 7. Director of Finance Report (inclusive of previous year's Auditor's Report and current financial statement and/or budget for the coming year shall be presented for adoption)
 - 8. Other Reports
 - 9. Unfinished Business
 - 10. Amendments to the Constitution
 - 11. Election of Directors
 - 12. Adjournment
- d. The Director of Administration & Operations shall keep minutes during each AGM.
- e. A copy of the Approved Minutes will be forwarded to the District Office within 14 days of its approval. Once approved another copy will be kept in the Board of Directors Meeting Minutes binder at the Club for member access (must be a valid voting member of the BSC organization and it requires a signature and documentation of the date it was reviewed). A third copy of the approved minutes will be kept as a soft copy with the Office Administrator on the Club database.

Article 7.2 SPECIAL GENERAL MEETING

A Special General Meeting of the Club:

- a. May be called by the Board of Directors in which case the standard quorum specified in 7.1(b) above shall apply, or
- b. 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 thirty-five (35) accredited members setting out the items of business to be conducted at the Special General Meeting. The Special General Meeting shall be held within thirty (30) days of receipt of the written request from the

Members. Only the business set out in the notice of the Special General Meeting shall be considered at this meeting.

Article 7.3 BOARD OF DIRECTORS MEETING

- a. The Board of Directors shall meet at least nine (9) times per year, normally upon 7 days notice given by the President and/or Director of Administration & Operations, at such place and time as the Board of Directors may determine. In the event of emergent situations, the normal notice period may be waived but in no circumstance, will less than 48 hours notice be provided.
- b. A call for agenda items shall we made at least one week prior to the meeting.
- c. A majority of the Members of the Board of Directors shall form a quorum at all meetings of the Board, if required, members may participate by telephone or electronic conference means. Questions arising at any meeting shall be decided by a majority of votes where each Director is entitled to cast one vote. In the event that a vote of the Board ends in a tie, the President shall cast the deciding vote.
- d. The President, Vice-President or Director of Administration & Operations is to Chair the meeting.
- e. The Board meeting agenda shall include the following items:
 1. Welcome, Attendance, Introduction of Guests & Presentations
 2. Approval of Minutes from previous meeting
 3. Ask if anyone has a conflict of interest to declare
 4. Review and provide an update on previous action items
 5. Financial Statement update provided by the Director of Finance
 6. President's update
 7. Update provided by all other Directors/Heads
 8. Reports from Committees, if applicable
 9. Any other business
 10. Set the date and time of the next meeting
- f. The Director of Administration & Operations shall take the minutes and share with the entire Board for their review after the meeting.
- g. All new matters proposed, be they a budgetary spend, or change in policy/procedure shall require moving a motion and voted upon with the majority vote needed to approve the item.

Article 8.0 FINANCE

Refer to Article 6.7.3 and Duties of Director of Finance for budget preparation timelines.

All financial reporting shall follow the below general reporting standards:

- a. All financial statements are prepared by a qualified public accountant selected by the Board of Directors and recommended for appointment annually by the AGM and licensed under The Public Accountancy Act, R.S.O. 1970, c. 373 (www.pacont.org). The contract accountant retained by the Club (accountant) is responsible for the maintenance of financial reports and for the preparation and adherence to the financial procedures required to maintain accounting records.
- b. Financial reports are maintained under generally accepted accounting principals.
- c. Financial reports meet federal and provincial governments reporting requirements.
- d. Financial reports include full disclosure requirements.
- e. The Fiscal Year of the Club shall end on October 31st of each year, unless otherwise ordered by the Board of Directors.
- f. Accounting records document revenues and expenditures from all sources and identify revenue by program and expenditures separately for each cost centre.
- g. The accountant ensures that monthly financial statements are prepared including monthly and year to date actual versus budget results, with variances YTD actual and budget figures and a cash flow to year end if required.
- h. The accountant coordinates and initiates preparation of the financial statements and within 120 days of the fiscal year-end, an independent audit or review is completed.
- i. All working papers and other information is gathered and summarized by the accountant with support from administrative staff.
- j. The Board shall establish a Finance Committee composed of three (3) Directors of the Board, any two of which will have signing authority with the Bank as an Enabling Resolution to bind the Club to Financial requirements as deemed necessary by the

Board. The Board may also appoint an appropriate staff person as a bank signing authority to facilitate day to day business activities.

- k. The Director of Finance presents the financial statement in summary to the general membership at the next AGM. A vote to accept the report is held with the results of the vote being recorded in the minutes of the meeting.
- l. A T2 corporate tax return (if incorporated) and a T1044 information return (if assets >\$200,000 or property income >\$10,000) are completed and filed with the Canada Revenue Agency within six months of fiscal year-end.
- m. The current financial statement and/or budget for the coming year shall be presented to the Membership at the AGM for adoption.
- n. Approved year-end financial statements may be shared upon request. Unaudited financials whether from previous or current year cannot be shared. All audited financials shall be shared with members upon request to meet with the Director of Finance.

Article 9.0 AUDITING

- a. The accounts of the Club shall be audited annually by a chartered accountant firm as appointed by the Board by selecting the applicable clause below based on the gross revenue of the Club:

Audited, as defined by the Canadian Institute of Chartered Accountants (CICA), by a public accountant if the Club's annual gross revenue is greater than or equal to \$150,000 or the Club has greater than or equal to 1000 registered players.

Reviewed by Public Accountant, Certified General Accountant or a Certified Management Accountant through a Financial Review Engagement, as defined by CICA, if the Club's annual gross revenue is less than \$150,000 but greater than or equal to \$100,000, or the Club has less than 1000 but greater than or equal to 500 registered players.

Signed with a Notice to Reader prepared by a Public Accountant, Certified General Accountant or a Certified Management Accountant less than \$100,000 but greater than or equal to \$10,000.

Completed by the Treasurer or designate, if the Club's annual gross revenue is less than \$10,000.

- b. The audited financial statements are presented to the Board for approval.
- c. The previous year's audited statements shall be presented to the Membership at the AGM for adoption.
- d. Approved audited financial statements may be reviewed upon request. See Article 8.0(n).

Article 10.0 DOCUMENT RETENTION

- a. The Club shall retain all documentation in hardcopy or electronic format for a minimum of 5 years. All documentation exceeding this timeframe that are particularly non-essential shall be destroyed by means of shredding.
- b. All confidential information shall be stored in a secure server, as per the Information & Technology Guidelines. Confidential information included in hardcopy documents shall be stored in locked filing cabinets at the Club office. All new or amended policies will be printed and signed by all Executive Directors in place at the time of the change and filed electronically and/or hardcopy.

Article 11.0 COMMUNICATION

The BSC commits to communicate information pertaining to meetings, the AGM, policies, procedures, guidelines, rules, as well as, information pertaining to programming with all members via methods such as the Club's website, email and social media.

Article 12.0 ERRORS AND OMISSIONS

The accidental omission to give any notice to any Member, Director, Officer, member of a committee, or auditor person who has been appointed to conduct a review engagement, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any meeting or any action taken at any meeting to which the notice pertained or otherwise founded on such notice or make void any proceedings taken at the meeting.

Article 13.0 DISSOLUTION

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 organization(s), or any not-for-profit athletic community organizations, which operate solely in the province of Ontario.

Article 14.0 AMENDMENTS TO THE CONSTITUTION

Amendments to the Constitution may be proposed by the Board of Directors, or submitted by a Member to the Club:

- a. In writing at least twenty-one (21) days prior to the AGM; and must be approved by a majority vote of the Board of Directors, and by a 2/3's vote of the Membership voting in person at a meeting of the Club duly called for that purpose.
- b. All Members entitled to vote shall be notified by the Club of the said Members' meeting about amendments proposed in the Constitution. Such notification shall be made by email and/or posted on the Club's website.