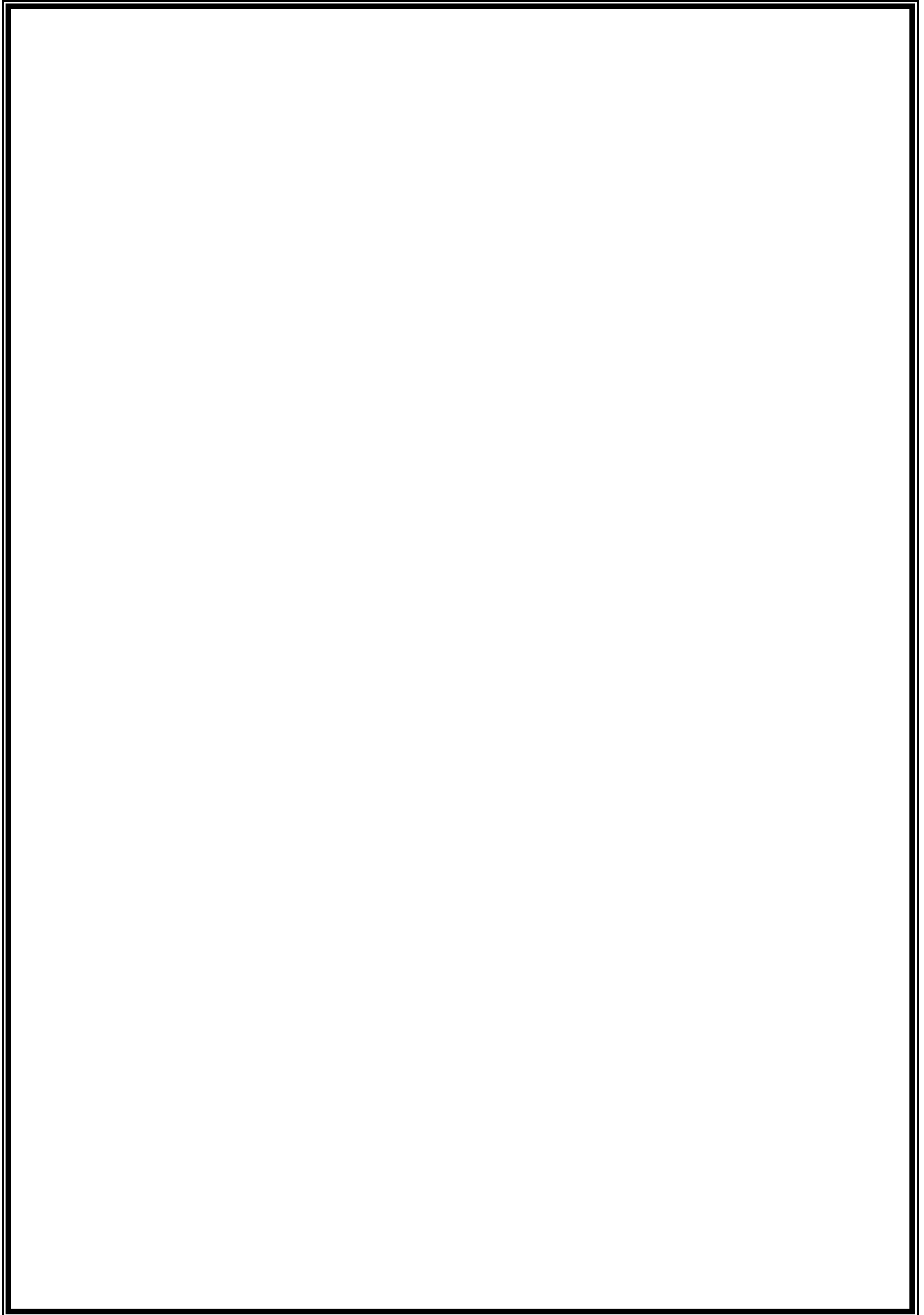




# ***CONSTITUTION & BY-LAWS***

**Verdun Minor Football Association**  
4501 Bannantyne, Verdun (Québec), H4G 1E3



**VERDUN MINOR FOOTBALL ASSOCIATION**  
CONSTITUTION & BY-LAWS

**Chapter 1**

**GENERAL**

*Article 1 - Registered Name*

The name of the corporation is “Verdun Minor Football Association” (VMFA)

The corporation is constituted according to the provisions of the third part of the *Quebec Companies Act* by the letters patent filed at the registry on February 20<sup>th</sup> 1986 under number 1143648955.

*Article 2 - Registered Office*

The registered office of the corporation is located at **4501, rue Bannantyne Verdun, Québec H4G 1E3**

*Article 3 - Objectives*

The corporation has been constituted for the following purposes:

- 2.1 To provide local youth with the opportunity to play football;
- 2.2 To improve, encourage and advance the sport of football, as well as promote, amongst the youth, the pursuit of excellence in this field;
- 2.3 To provide the children with a favorable environment in which to practice this physically demanding sport; to improve skills on a personal level; to encourage self-confidence, discipline, self-determination, perseverance and team spirit in all players;
- 2.4 To publish and disseminate information on the subject of football;
- 2.5 To collect, use or invest funds in support of the corporation’s activities.
- 2.6 To accept donations, legacies and other contributions of comparable nature, whether in cash or securities. To manage said donations, legacies and other contributions of comparable nature; to organize registration campaigns in an effort to raise money to support the corporation’s activities.
- 2.7 To supplement the sport and cultural activities of the borough of Verdun and the surrounding areas.

***Article 4 - Definitions***

- 3.1 *BOARD MEMBER* means a member of the board of directors of the corporation. The Board Members are as follows:
- president
  - vice-president
  - treasurer
  - secretary
  - technical director
  - equipment manager
- 3.2 *GENERAL ASSEMBLY* means the corporation's annual general or special assembly;
- 3.3 *BOARD OF DIRECTORS* means the Board of directors of the corporation;
- 3.4 *CORPORATION* means "Verdun Minor Football Association (VMFA)"

***Article 5 - Civil Liability***

- 5.1 The corporation subscribes to liability insurance on behalf of VMFA;
- 5.2 Members are not personally liable for the debts of VMFA. (see Article 37)

## Chapter 2

### MEMBERS

#### **Article 6 - Categories**

##### **5.1 ACTIVE MEMBERS (PLAYERS) :**

Are active members of the corporation, who's registration fees to VMFA have been paid. Given that all active members of VMFA are minors, the voting rights and the right to voice an opinion are given to the parents or legal guardians (maximum of two).

The parents or legal guardians are therefore considered to be active members of the corporation, and holders of all rights and obligations resulting therefrom with one right to vote.

##### **5.2 SUPPORTING MEMBERS:**

Are supporting members of the corporation, who have attained the age of majority and actively participate in regular VMFA activities. The supporting members have the right to voice an opinion and the right to vote at the corporation's assemblies.

##### **5.3 HONORARY MEMBERS**

Honorary members are members who have supported VMFA through the years with their hard work and dedication. Honorary members names are proposed to the board of directors for review and are submitted to the general assembly after approval by the board.

Honorary members are welcomed to sit in at board meetings and all assemblies of the association and have the right to express their opinion. They do not have a right to vote.

#### **Article 7 - Respecting the Rules**

All members must uphold and respect VMFA rules as well as conform to all rules of conduct adopted by VMFA's Board of Directors.

#### **Article 8 - Non-Discrimination Clause**

No member shall be refused based on race, sex, pregnancy, sexual orientation, civil status, age, religion, ethnic origin or nationality, social

condition, handicap<sup>1</sup> or the use of a means for the aide of said handicap.

**Article 9 - Admissibility**

**Conditions of admissibility for active members (players) depend on the following attributes and conformity to pre-requisites.**

9.1 *The necessary attributes vary according to the following categories:*

Atom : 7 to 9 years  
Mosquito: 10 and 11 years  
Pee-wee : 12 and 13 years  
Bantam : 14 and 15 years.

(Age calculated as of December 31<sup>st</sup>)

9.2 *Pre-requisites :*

*Admissibility to VMFA:* Meet the requirements of the rules governing the Federation of Football du Québec;

*Supply a valid Verdun Access card number for the whole current year.*

Complete a registration form and a medical form.  
(The name appearing on the registration form must be the same as the one appearing at the civil status registry)

*Renewing membership:* The demand for admissibility is completed at the start of each new season on the dates set forth in VMFA's events calendar.

**Conditions of admissibility for supporting members depend on the following attributes and conformity to pre-requisites.**

8.3 *Necessary attributes are:* Have attained the legal age of majority or provide an authorization signed by a parent or legal guardian.

8.4 *Required forms* are as follows: Supporting member application form.

8.5 *Successfully complete a background check by the SPVM*

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<sup>1</sup>Providing that the handicap does not endanger or hinder the Active Member's ability to practice football.

*Renewing membership:* The demand for admissibility is completed at the start of each new season on the dates set forth in VMFA's events calendar.

**Article 10 - Registration Fees**

- 9.1 To be in good standing, all active members registration fees must be paid according to the terms fixed by the Board of Directors and, this, before the expiration of the prescribed delays.
- 9.2 All active members who have not effected their payment within the prescribed delays will not have the right to participate in VMFA activities, unless an arrangement has been made with the Board of Directors concerning the terms of effecting said payment. It goes without saying, that all arrangements must be approved by the Board of Directors and must be respected by the active member in order for such individual to continue to participate in VMFA activities.

**Article 11 - Withdrawal**

Members are permitted to withdraw from VMFA as long as prior notice is given to one of VMFA's supporting members. Such withdrawal does not liberate the member from any indebtedness owing to VMFA. All equipment must be returned within a maximum delay of two (2) weeks following such withdrawal.

Reimbursement, if applicable, for the fees of the current season, will be paid according to the calendar adopted by the board of directors.

**Article 12 - Suspension/Expulsion**

**Active Member (player) :**

The Disciplinary Committee, comprised of the following members: President, Vice-President, Technical Director, Head Coach and Manager of the active member's level, can suspend, expel or discipline an active member that does not respect the goals, by-laws, rules of conduct and/or function of the corporation or for any prejudicial conduct after having provided such member with an opportunity to speak before the disciplinary committee, at a meeting convened for such purpose.

The Disciplinary Committee must provide the member with a written explanation of the reasons behind the said suspension or expulsion.

**Supporting Member:**

The Board of Directors may, in writing, by registered mail, suspend or expel a Supporting Member that does not respect the goals, by-laws,

rules of conduct or function of the corporation or for prejudicial conduct, after having provided such member with an opportunity to speak during a meeting of the Board of Directors, convened for this purpose.

The Board of Directors must provide the member with a written explanation of the reasons behind the said suspension or expulsion.

## Chapter 3

### ANNUAL GENERAL ASSEMBLY

#### *Article 13 - Composition*

The Annual General Assembly is comprised of:

- Active Members;
- Supporting Members;
- Honorary Members;

Non-members may attend the assembly but are not entitled to express their opinions nor vote and must be seated in a section that is clearly identified as such so as not to hinder the election process.

Honorary members are allowed to express their opinions but do not have the right to vote.

#### *Article 14 - Convocation procedure*

- 14.1 The Annual General meeting should take place no later than February 1<sup>st</sup>. The Board of Directors may determine the date, place and time when the assembly will take place.
- 13.2 The annual general assembly must be convened by means of a written notice, via regular mail, to members.
- 13.3 Such written notice should indicate the day, time and location of the assembly. The Agenda for such meeting must be attached to the convocation notice.
- 13.4 The convocation notice must be sent to each member, at least ten (10) days, but not more than thirty (30) days, in advance of the meeting
- 13.5 The accidental omission to forward the invitation to certain members or the non-reception by certain individuals of such invitation will not cause nor render null neither the adopted resolutions nor the deliberations of such assembly.
- 13.6 Members are responsible to notify VMFA of any change of address by, at the latest, the end of the fiscal year.
- 13.7 A convocation notice should be published in the local paper.

- 13.8 It is not necessary to provide a convocation notice for an assembly that is a continuation of one that was adjourned.

***Article 15 - Quorum***

The quorum is comprised of the attending members with voting rights.

***Article 16 - The Vote***

- 16.1 Each member entitled to vote can exercise his/her rights.
- 16.2 Proxy votes are not accepted.
- 16.3 The vote is rendered by a show of hands with a simple majority of the votes cast, unless a secret vote is requested by at least one third of the members present.
- 16.4 The president has voting rights in the event that the votes are tied.

***Article 17 - Agenda***

Unless the Board of directors decides otherwise, the agenda for the general assembly shall read as follows:

1. Opening and nomination of a president and secretary for the assembly;
2. Adoption of Agenda;
3. Read and adopt the minutes of the last general assembly;
4. President's report;
- 5.. Other Board Members reports;
6. Presentation of financial statements and budgets;
7. Adoption of financial statements and budgets;
8. Approval of general by-laws (if necessary);
9. Appointment of a president and secretary for the election of the Board Members;  
9.1 Presentation of nominees and speaking time for candidates
10. Election of the Board Members;
11. President's Address;
12. Lifting of Assembly.

***Article 18 - Election Procedures***

### *18.1 Nominations*

- a) Any active member, respecting the rules, is eligible to occupy an administrative position within the Corporation.
- b) Any member wishing to secure an administrative post, at the annual general assembly, must have the support of one (1) other voting member.

### *18.2 President of the Election*

- a) At the time of the election, by voiced proposals, the assembly shall nominate a person to serve as the president for the election.
- b) In the same manner, the assembly shall nominate a person to serve as secretary for the election.
- c) The president of the election may nominate two (2) scrutineers to help with the process of the election, if necessary.
- d) These individuals shall ensure the election proceeds in a proper manner and relinquish their voting rights for the election.

### *18.3 Election Procedures*

- a) The president of the election announces, post by post, the name of the individuals who have been accepted as candidates for the eligible positions.
- b) For those positions where only one candidate has been nominated, such individual will be declared unanimously elected.
- c) If more than one person has been nominated for a position, the election will proceed by secret ballot and ballot papers are to be given to each member having voting rights.
- d) The person having received the highest number of votes is elected.
- e) In the case of a tie, the president of the election will conduct a new secret vote for the two involved candidates.
- f) If the tie persists, the vote will be redone until one person has a majority of votes.
- g) The president of the election must obtain the assembly's consent to destroy the ballots.

### *18.4 Election Posts*

The available positions, at the time of the general assembly, are:

President;	Vice-president;
Treasurer,	Secretary,
Technical directors,	Equipment manager

## **Chapter 4**

### **SPECIAL GENERAL ASSEMBLY**

#### ***Article 19 - Convocation***

*19.1* The board of directors is at leisure to convene, if need be, a special general assembly for its members.

Moreover, upon receipt of a written demand, sent by registered mail, to the corporation's secretary, from at least 10% of voting members and specifying the purpose of the assembly, the board of directors must convene and hold the special general assembly within the twenty-one (21) days that follow. In the event that the board of directors does not respect the aforementioned deadline, the applicants have the right to convoke said assembly on their own.

*19.2* The convocation notice, sent by regular mail, must include the reason or reasons that a special assembly is being called, and the deliberations at such assembly must relate to the items specified on the Agenda. The details pertaining to convocation in article 14.4 hereof are in full force and effect.

*19.3* All applicable methods remain the same as for the annual general assembly, effecting the necessary adjustments therein required.

## Chapter 5

### THE BOARD OF DIRECTORS

#### *Article 20 - Composition*

The corporations affairs are managed by the Board of Directors which is comprised of at least three Board Members elected by voting members :

- President
- Vice-Président
- Treasurer

The posts of secretary, technical director and equipment manager can be filled by the elected directors if no other supporting member has indicated an interest in occupying such post.

#### *Article 21 - The Mandate*

- 21.1 The Board Member assumes its responsibilities once elected and remains in said position until their successor is named or elected at the annual general assembly.
- 21.2 Any replacing Board Member named by mutual choice shall maintain their post until their successor is named or elected at the annual general assembly.
- 21.4 There is no limit to the amount of terms that a Board Member may be elected.

#### *Article 22 - Resignation, dismissal, holidays and replacements*

- 22.1 All Board Members may resign from the Board of Directors through verbal or written notification to the board of directors. The resignation will be in effect from the date of the announcement, or on the date indicated by the resignee. The resignation of any Board Member must be written in the minutes of the meeting of the board of directors immediately following such verbal announcement or following the receipt of a written notice.
- 22.2 A replacement must be mutually assigned prior to any board member's vacation.
- 22.3 Any board member that has been absent for a total of three (3) meeting without valid reason, is considered to have resigned. The question will be raised to the board of directors at its next meeting and a written notice will be sent to the member to that effect.
- 21.4 All board members that do not conform to the rules of conduct or who conduct themselves in a prejudicial manner may be stripped of their function as a board member by the members convened by way of a special

general assembly by the Board of Directors or by the members in accordance with the methods described in article 19.1.

21.5 Any member who had in his possession a set of keys and / or access card, who resigns or is relieved of his functions as a member, must hand them in to a board member or deposit them at Marcel-Giroux community center no more than 48hrs after the termination of his functions. If the member fails or refuses to hand back the keys within the specified time, then a request will be made to the city to cancel the card and change the locks. Any labor cost related with this request will be charged to the member at fault.

***Article 23 - Frequency of meetings***

23.1 The board of directors should hold a minimum of four (4) meetings per year.

23.2 The supporting and active members may assist at these meetings but will not have the right to speak. All those who wish to attend these meetings must specify the reasons for such request and obtain permission from the President. The board of directors will determine the maximum number of members that are permitted to be in attendance at such meetings.

23.3 The minutes of the meetings and any and all financial documents will be remitted to the supporting/active member if such member makes a written formal request.

***Article 24 - Quorum***

A minimum of fifty percent (50%) plus one of the Board Members must be in attendance at each board meeting. The quorum must be maintained during the meeting.

***Article 25 - Convocation Procedures***

25.1 The secretary will verbally, or by written notice, convene the board members at the demand of the president or at the demand of the majority of the board members and provide information regarding date, time and place of meeting.

25.2 The convocation notice must be sent forty-eight (48) hours in advance of the meeting except for in emergency situations.

25.3 A board member may renounce its notice of convocation while in attendance at the meeting or in writing prior to the meeting.

- 25.4 The president of the board meeting may, with the majority consent of the board members present, adjourn such meeting to another date or place, without giving convocation notice to the board members.

**Article 26 - The vote**

- 26.1 Each board member, including the president, has a voting right at all board meetings.
- 26.2 All questions will be brought to a simple majority vote. In the case of a tie, the president's vote will be the deciding vote.

**Article 27 - Remuneration**

The board members are not remunerated for their services. However, all board members will be reimbursed for out of pocket expenses incurred in the performance of his duties upon approval by the Board of Directors.

**Article 28 - Capacities and Duties**

The board members exercise, *inter alia*, the following duties:

- 28.1 Ensure that the goals and objectives of the corporation are achieved.
- 28.2 Manage the corporation's business affairs.
- 28.3 Plan a budget and raise the necessary funds in order to ensure the corporation runs smoothly, and to ensure to provide quality service to its members.
- 28.4 Publish the general by-laws that are in force and distribute a copy to each member upon registration.
- 28.5 Ensure that the by-laws and codes of conduct affecting the members are applied and respected.
- 28.6 The Board of Directors has the power to recruit and/or dismiss any person or service it deems necessary for the corporation.
- 28.7 The board of directors has the power to join other organizations or companies that will support and enhance the corporation's activities.

## Chapter 6

### OFFICERS

#### *Article 29 - Officers*

The officers of the corporation are the board members, i.e., the president, the vice-president, the secretary, the treasurer, the technical director and the equipment manager.

#### *Article 30 - Election*

The officers are elected by and among the active members at the time of the annual general assembly according to the methods outlined in Article 18 hereof.

#### *Article 31 - Capacities and Duties*

##### 31.1 THE PRESIDENT

- Presides over all Board meetings, general assemblies and special assemblies
- Represents the corporation to other leagues, federations and other affiliated organizations.
- Establishes, in collaboration with the other Board Members, objectives to be reached throughout the season
- Is automatically a member of all committees formed by the association.
  
- Supervises the work of the committees and ensure that regular reports are provided to the Board.
- Co-Sign all checks with the vice-president or treasurer.
- Signs off on the official minutes, in conjunction with the secretary.
- Signs all necessary documents.
- In conjunction with the secretary, prepares the agenda for all meetings.
  
- Writes an annual report to be presented at the annual general assembly.
  
- The president's vote is the dominating vote in the event of a tie.

##### 30.2 VICE-PRESIDENT

- Assists the president in all his duties within the corporation. .
- Replaces the president in case of absence or incapacity, exercising all the president's powers and duties. .
- In the event of the resignation of the president, assumes all of the president's roles until such time as a new president can be elected. .

- Co-signs all checks along with the president or treasurer.
- Takes charge of certain duties of the board of directors. .
- Performs all other responsibilities given to him by the board of directors. .

### 31.3 SECRETARY

- Keeps all documents and registrations of the corporation, such as:
  - copy of the letters patent;
  - copy of the general by-laws;
  - names and addresses of all members;
  - names, addresses and professions of those who are or those who have been board members of the corporation along with the dates upon which each person began and ended their role as board member.
  - minutes of the meetings and assemblies;
  - duly completed registration forms.
- Ensure adequate follow-up regarding all insurance forms concerning the federation.
- Writes and signs, conjointly with the president, the minutes of the meetings of the corporation.
- Acts as secretary for the board meetings.
- Responds to mail.
- In collaboration with the president, prepares the agenda for meetings and sends out convocation notices.
- Prepares and circulates to all board members the necessary documentation pertaining to questions being raised on the agenda.

### 31.4 TREASURER

- Provide the board members with the corporation's budget estimate thirty (30) days following the general assembly in which he/she was elected.
- Maintain and keep the accounting books of the corporation including:
  - receipts, disbursements and all pertinent materials;
  - financial transactions;

- credits and obligations.
- Make the books available to the board of directors.
- Co-Sign all checks with the vice-president or treasurer.
- Oversees the expenditures approved by the board of directors.
- Prepares report on expenses/receipts for each board meeting.
- Prepares the corporation's financial statements to be presented at the annual general assembly.

### 30.5 TECHNICAL DIRECTOR

- Responsible for coordination of on-field volunteers and players according to needs and levels
- Ensure that players, parents, volunteers, coaches and trainers respect the rules of the association.
- Ensure that each team has an equipment manager
- Meet with the head coaches and the parents at the beginning of the season in order to convey the association's expectations for the season.
- Listen and resolve, to the extent possible, all problems concerning the parents, players or coaches.
- Ensure that the coaches respect the training standards and procedures of the organization.
- Alert the secretary and/or members of the board of any anomaly or concern with respect to the security of the players, the progress of practices and games, or the rules of the organization.
- Ensure that each team has a trainer and that each trainer has adequate training in order to perform its duties.

### 30.6 EQUIPMENT MANAGER

- Ensure that each equipment manager has adequate training and the required equipment for the team's needs, including a repair kit as well as replacement pieces.
- Coordinate the handing-over of equipment at the beginning and the end of the season.
- Coordinate the inventories at the end of the season.
- Envision the purchases required for the upcoming season.
- Coordinate the cleaning of the equipment.

- Assist the treasurer in planning the purchase of equipment in accordance with the budget.
- Ensure that each trainer has the necessary equipment in order to perform its duties.
- Ensure that the corporation's security policies are respected at all times.

### 30.7 DIRECTOR OF PUBLIC RELATIONS AND FUNDRAISING

- Plans and organizes the association's advertising campaign in conjunction with the organization's executive
- Annually plans and organizes the association's player recruitment campaign in conjunction with the organization's executive
- Prepares a fundraising schedule prior to the beginning of on-field practices in conjunction with the organization's executive
- Responsible for organizing volunteers according to advertising, recruitment, and fundraising needs
- Coordinates fundraising projects with all fundraising committee chairs and reports regularly to the organization's President
- Prepares and updates the association's website on a regular basis

**Chapter 7**  
**COMMITTEES**

*Article 32 - Committees*

The Board of directors can, at any time, create committees (which appear necessary to the continuation of the objectives of VMFA) and name the persons to head up these committees. Each committee assumes its mandate but must subject its action plan, its policies and its programs for the Board of Director's approval.

## Chapter 8

### FINANCIAL PROVISIONS

#### *Article 33 - Fiscal Year*

The fiscal year of the corporation ends on the 31st of December each year.

The corporation's funds are to be deposited in a financial institution that is protected by the Canadian Deposit Insurance Corporation, namely chartered banks, trust companies, caisses populaires, credit unions, etc. The choice of institution is at the Board of directors' discretion.

#### *Article 34 - Ledgers and Accounting Books*

The treasurer must keep the accurate ledgers and accounting books regarding all funds received and disbursed by the corporation, as well as all other financial transactions.

The books and ledgers, as well as all original administrative documents (patent letters, general by-laws, list of members, list of **Board Members**) must be kept at the head office of the corporation or any other location determined by the Board of directors.

#### *Article 35 - Bank Drafts*

All cheques, tickets and other bank drafts must be signed by two of the three board members, namely : President, Vice-President and Treasurer.

#### *Article 36 - Contracts*

All contracts and other documents requiring the signature of the corporation must be approved by the Board of directors and, upon such approval, will be signed by the President or any other signing authority.

#### *Article 37 - Expenditure Authorizations*

In general, all expenditures must receive approval from the Board of directors.

However, to ensure the smooth operation of VMFA, an expense may be verbally authorized by the president and the treasurer, as long as it does not exceed \$500.00. If such is the case, the expenditure must be approved by the Board of directors at its next meeting, upon presentation of supporting documents. Failing this, the board member that authorized such an expenditure will be deemed personally responsible.

## Chapter 9

### FINAL PROVISIONS

#### *Article 38 - Changes to By-Laws*

Any changes to the by-laws of the corporation must, in accordance with the provisions of the *Quebec Companies' Act*, be adopted by the board of directors and ratified by the members at the Annual or Special assembly.

The board of directors may, within the limits allowed by the *Quebec Companies' Act*, amend, abridge or adopt new by-laws of the corporation and these amended, abridged or new by-laws will remain in force from the date of their adoption by the board of directors until the next annual general assembly where they must be ratified in order to remain in effect, unless in the interim such by-laws were ratified at a special assembly convoked for such purpose.