

CONSTITUTION OF THE
KANATA KNIGHTS FOOTBALL CLUB INC.
(the 'Club' or the 'Knights')

Objects of the Knights

1. The Knights operate an amateur football club within the National Capital Amateur Football Association (NCAFA) and subscribes to the objectives and by-laws of that organization.
2. The Knights provide a year-round youth football program to boys and girls of the community.
3. The Knights will operate the football program in a manner that:
 - a. Instructs players in the fundamentals of the game,
 - b. Provides a basic knowledge of the game,
 - c. Is safe, fun and provides the opportunity for physical development and fitness,
 - d. Promotes fair play and sportsmanship, and,
 - e. Promotes self-respect and respect for other members, competitors, coaches and spectators.

Membership

4. The following are considered to be members of the club:
 - a. Registered players,
 - b. Registered cheerleaders,
 - c. Coaches, trainers, managers and convenors,
 - d. Alumni players, coaches and directors of the Club,
 - e. Parents or guardians of registered player or cheerleaders, and,
 - f. Honorary Members.
5. The Directors of the Club may confer Honorary membership upon an individual member of the community who as demonstrated an interest in the Club. Honorary memberships will be reviewed at the first meeting of the Directors after the Annual General Meeting and will lapse if not renewed.

Board of Directors

6. The Club shall be governed by a Board of Directors consisting of members of the Club elected at a General Meeting of the Club.
7. The Board of Directors shall be responsible for the management of the Club and shall exercise all powers that a Corporation may lawfully exercise under the law of the Province of Ontario.
8. The Board of Directors shall consist of a Chair, Secretary, Treasurer, Director of Football Operations, Deputy Director of Football Operations, Director of Coaching and

Coach Development, Director of Training and Programs, Director of Marketing and Fundraising, Director of Volunteers and Registrar.

9. Quorum for a Board meeting shall consist of 50% or more of the Board members holding office.
10. Each Board member shall be responsible for carrying out duties in their assigned area and will report to the Board of Directors with respect to those duties at each meeting of the Board. Any commitment of Club resources must be approved by the Board either through general allocation as part of the approved annual budget or by specific allocation approved at a meeting of the Board.
11. The Board may carry on business through meetings conducted in person, by e-mail teleconference or such other means as it deems necessary.
12. The Board will meet *in camera* to discuss any matter related to personnel selection or conduct.
13. Meeting minutes will record points of decision and may be inspected by members of the club after giving appropriate notice.
14. A director who does not attend three meetings in a row is deemed to have resigned from the Board unless the remainder of the Board grants the director a leave of absence.
15. Signing officers of the Club will consist of the Treasurer and one of the Board Chair or Director of Football Operations. In the event that the Treasurer is unavailable for an extended period of time the Board Chair and Director of Football Operations may sign on behalf of the Club.
16. No member of the Board will seek any personal financial benefit or offset from Club activities.
17. The term of office for each member of the Board is from date of election to conclusion of the next regular Annual General Meeting of the Club.

Duties of the Board

18. In addition to the specific functions described above the Board shall have the powers set out in the following paragraphs of this section and in the by-laws of the club.
19. The Board shall approve an annual budget by the end of the first quarter of the year.
20. All expenditures authorized as part of the annual budget are deemed to be approved. All other expenditures must be approved by the Board.
21. Set registration fees and such other mandatory fees and levies as the Board deems necessary for the operation of the club. Registration fees shall take into account operating costs related to each program and the general operating costs of the club.

22. The Board may dismiss any individual from any position or any member from the Club. Any member of the Board or head coach may propose such a motion as a special resolution requiring approval of two-thirds of the members of the Board voting. Anyone subject to such a motion shall be given the opportunity to respond to the motion. The Board's decision upon such a motion is final. Reasons for dismissal include, but are not limited to:
 - a. Conduct which brings discredit to the Club,
 - b. Disorderly conduct under the influences of alcohol or drugs during a game, practice or any social event held and/or endorsed by the Club, or,
 - c. Theft or misappropriation of Club funds or equipment.
23. The Board, upon recommendation of the Director of Football Operations, shall appoint Head Coaches.
24. The Director of Football operations, upon recommendation of each Head Coach, shall approve the coaching staff of each team.
25. In the event that a member of the Board resigns or is deemed to have resigned as a result of absenteeism the Board may appoint any member of the Club to fill the balance of the term of the resigned member.
26. The Board may promulgate rules, regulations, policies or guidelines that are binding upon all members of the Club.

Operating Funds

27. The Fiscal Year of the Club will be from February 1st to January 31st of the following year.
28. In addition to registration fees and levies the Club will raise funds through various fundraising activities.
29. Inability to pay should not be a barrier to any player or cheerleader participating in Club activities. The Board may operate a segregated fund for the purposes of providing financial assistance to any player or cheerleader who would be unable to participate in club activities for financial reasons. Funds raised for the purpose of providing financial assistance may only be used to provide financial assistance to players and cheerleaders unless otherwise approved by resolution of the membership at a General Meeting.
30. Sponsorship of the Club or of various Club activities may be accepted upon the following conditions:
 - a. Sponsorship must be approved by the Board,
 - b. Sponsorship must be for a fixed term,
 - c. Advertisements which may appear on player's equipment must be approved by the Board and be in accordance with NCAFA guidelines,
 - d. There is no relationship to player selection, equipment usage or any other club policy.

BY-LAWS OF THE KANATA KNIGHTS FOOTBALL CLUB INC.

1. The seal impressed on the margin of shall be the seal of the Kanata Knights Football Club Inc. (the 'Club')

Membership

2. Membership shall consist of the following classes:
 - a. Player/Cheerleader members,
 - b. Parent members – defined as the parents or guardians of all Player/Cheerleader members.
 - c. Participating members – all coaches, trainers, convenors and support staff whose application for membership has been approved by the Board of Directors, and,
 - d. Alumni members – all former players, cheerleaders, coaches and Board members.
3. There are no membership fees unless approved by the Board of Directors.
4. Any member may withdraw from the Club by delivering a written resignation to the Secretary of the Club.
5. Any member may be required to resign from the Club by a vote of at least two thirds of the Board of Directors called for that purpose.

Board of Directors

6. The property and business of the Club shall be managed by a Board of Directors elected in accordance with the Constitution of the Club. A quorum of the Board is 50% or more of the duly elected membership of the Board.
7. The Directors of the Board are authorized to, on behalf of the Club:
 - a. Enter into any contract that a Corporation may lawfully do,
 - b. Authorize expenditures on behalf of the Club,
 - c. Receive funds upon behalf of the Club,
 - d. Solicit bequest, legacies or other gifts for the purposes of the Club, and,
 - e. Establish segregated funds for the purposes of the objects of the Club.
8. The office of Director shall automatically become vacant if:
 - a. A Director resigns his/her office by delivering a written notice of resignation to the Secretary,
 - b. He/she becomes of unsound mind,
 - c. He/she becomes bankrupt,
 - d. If after giving appropriate notice the Directors of the Club pass a resolution, approved by two-thirds or more of the Directors voting, removing the Director from office,
 - e. A Directors misses more than three consecutive meetings of the Board without having been given a leave of absence by the Board, and,
 - f. A Director dies.

9. Meetings of the Board of Directors may be held at any time using any means of communication or meeting approved by the Board provided that seven clear days notice of such meeting is provided to each member.
10. There shall be at least one meeting of the Board each year.
11. Directors and members shall not receive any remuneration in relation to services rendered to the Club. However, the Board of Directors, by resolution, may approve the reimbursement of reasonable expenses of any member in relation to the activities of the Club.
12. The Directors are authorized to engage such agents or employees as are necessary to achieve the objects of the Club. Such persons shall perform duties as prescribed by the Board of Directors at the time of their engagement.
13. The Board of Directors shall determine all questions by a majority of votes unless otherwise specified in the Constitutions, By-laws or required by the law of the Province of Ontario.
14. The Board of Directors shall be elected at an Annual General Meeting of the Club.
15. The Board of Directors may enact such rules, regulations, policies or guidelines for the management and operation of the Club so long as they are not inconsistent with the by-laws or constitution.

Officers of the Club

16. The Board of Directors will act as Officers of the Club.
17. The officers of the Club shall be:
 - a. Chair – Responsible for the governance of the club, compliance with constitution and chairing of all meetings,
 - b. Secretary – Responsible for club records, returns and meeting minutes,
 - c. Treasurer - Responsible for the financial affairs, budget preparation for ratification by executive, financial statements and accounts of the club,
 - d. Director of Football Operations (with the following directors reporting to him/her) – overall responsibility for the conduct of all football activities:
 - i. Deputy Director Football Operations - Responsible for field scheduling, equipment control, supervision of non-coaching football staff
 - ii. Director of Coaching and Coach Development – Responsible for coach supervision and evaluation
 - iii. Director of Training and Programs - Responsible for development of off season programming and training
 - e. Director of Marketing and Fundraising – Responsible for fundraising, club marketing and development
 - f. Director of Volunteers – Responsible for volunteer recruitment and supervision of non-football volunteers

- g. Director of Registration and Membership - Responsible for club registration, membership (players and cheerleaders) and ensuring compliance with age limit requirements
18. Three Directors at large as selected by the membership at the AGM or by the Board of Directors. Such tasks as may be assigned by the executive (e.g. website maintenance, newsletters etc.).
 19. The Chair of the Club shall function as the President of the Club for the purposes of all corporate activities and shall preside at all meetings of the Club and Board. The Chair will be accountable for ensuring that all resolutions of the membership and of the Board are carried out.
 20. The Director of Football Operations shall be the Chief Executive Officer of the Club and in the event of the death, disability or other incapacity or unavailability of the Chair shall be exercise the powers of the Chair and perform his/her duties.
 21. The Secretary shall have custody of the records of the Club and shall at as clerk of all meetings. The Secretary will be responsible for giving notice of all meetings of the Board or of the Club.
 22. The Treasurer shall have custody of the funds and assets of the Club and shall keep a full and accurate record of all assets, liabilities, receipts and deposits of the Club. S/he shall disburse funds as authorized by the Board and shall report to the Board at each meeting as to the full financial position of the Club.
 23. The Officers shall hold office from election to the conclusion of the next Annual General Meeting of the Club.
 24. All Officers and members of the Club shall be held harmless and indemnified from the funds of the Club with respect to any liability that may arise from their authorized participation in any Club activity.
 25. The Board of Directors shall have the power to call a General Meeting of the Club upon passing a resolution setting out the business to be carried and giving the membership at least fourteen days notice of the General Meeting.

Annual General Meeting of the Club

26. The fiscal year of the Club will be from February 1st to January 31st of the following year.
27. The Annual General Meeting of the Club shall be held within two weeks of the year end of the Club. The Board of Directors shall give at least forty-five days notice of the meeting setting out the location of the meeting and names of members of the Nominating Committee. At least fourteen days prior to the meeting the Board of Directors shall approve and give notice of the agenda of the meeting.
28. The Annual General Meeting of the Club shall consider the following business:

- a. Report of the Chair of the Club,
 - b. Report of the Treasurer of the Club to consist of:
 - i. Annual Budget approved by the Executive for the year just ended,
 - ii. Statement of actual financial performance against the Annual Budget,
 - iii. Statement of Income and Expenses, and,
 - iv. Balance Sheet.
 - c. Report of Auditors for the year ended confirming accuracy of Treasurer's Report.
 - d. Appointment of Auditors for the year,
 - e. Report of the Director of Football Operations,
 - f. Report of the Nominating Committee as specified below,
 - g. Elections of Officers (if necessary), and
 - h. Such other business as specified in the Notice of Meeting.
29. At least forty five days prior to the Annual General Meeting the Board of Directors shall appoint a Nominating Committee consisting of a member of the Board who is retiring and two other members of the Club who are not offering for election to the Board of Directors. If no members of the Board are retiring then the Nominating Committee shall consist of three members of the Club who are not offering for election to the Board of Directors.
30. The Nominating Committee shall be responsible for receiving nominations (either self-nominated or from other members of the Club) of members of the Club wishing to serve as a member of the Board of Directors and the office in which the member wishes to serve.
31. The Nominating Committee will be responsible for confirming that each candidate for the Board of Directors:
- a. Is willing to serve in the capacity for which that person has been nominated, and,
 - b. Has a valid membership in the Club as of the Annual General Meeting.
32. The Nominating Committee may receive nominations for membership on the Board of Directors until 15 days prior to the Annual General Meeting.
33. The Nominating Committee shall report names of all prospective candidates to the Board of Directors and to the Annual General Meeting. The Nominating Committee's report will be, regardless of that person's physical attendance, conclusive evidence of an individual's entitlement and willingness to serve as a member of the Board of Directors and the capacity in which that individual wishes to serve.
- a. Where the Nominating Committee reports to the Board of Directors that there is only one member who has been nominated then that person shall be acclaimed to office at the Annual General Meeting without further process.
 - b. Where the Nominating Committee reports that there are two or more individuals interested in serving in a particular office then the Chair of the Nominating Committee shall conduct an election at the Annual General Meeting.
 - i. Each member present of the Annual General Meeting shall be entitled to cast one vote for each office for which an election is being held.

- ii. Each prospective candidate may, but is not required to, address the meeting.
- c. Where the Nominating Committee reports that there have been no nominations for a particular position then the incoming Board of Directors may appoint a person to that vacancy by vote carried out at the first meeting of the Board

Special General Meeting.

- 34. A Special General meeting of the membership may be requisitioned by resolution signed by more than twenty five members setting out the specific business that is proposed to be carried out at the Special General Meeting.
- 35. The Board of Directors, within seven days of receiving a duly signed requisition for a Special General Meeting, shall give fourteen days notice of convening a Special General Meeting and circulate the notice to the membership of the Club setting out the specific business to be approved at that meeting.
- 36. The Board of Directors may convene a Special General Meeting by giving fourteen days notice of the meeting setting out the specific business to be approved at that meeting.
- 37. No business may be transacted at a Special General Meeting other than that which has been included in a notice of meeting.

Amendment of By-Laws

- 38. The Constitution and By-Laws of the Corporation may be repealed or amended by by-law enacted by two-thirds of the Board of Directors and ratified by a General Meeting of the membership provided that the enactment, repeal or amendment shall not be enforced or acted upon until the approval of the appropriate government Minister has been obtained.

Books and Records

- 39. The Board of Director shall ensure that all necessary books and records required by the constitution, by-laws or statute shall be kept.

Notice

- 40. No business transacted at any meeting shall be invalid simply because of failure to provide adequate notice of the meeting.

Interpretation

- 41. In these by-laws, and all other by-laws or documents of the Club, hereafter passed, unless the context otherwise requires, words importing the singular number or masculine gender shall include the plural number or the feminine gender as the case may be, and vice versa. References to persons shall include firms and corporations.