

**THE CONSTITUTION
OF
THE CROATIAN NATIONAL SPORTS CLUB “CROATIA” WINDSOR**

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ARTICLE ONE: Name of the Club

Section 1.01 The name of this organization shall be the Croatian National Sports Club “Croatia” Windsor. The organization may also be referred to as the “CNSC Windsor” or “Windsor Croatia Soccer” or “WCS”.

ARTICLE TWO: Special Characteristics

Section 2.01 Special characteristics of the Croatian National Sports Club “Croatia” Windsor shall be:

- (a) Representative Club Colors: Red, White and Blue.
- (b) Primary Club Logo: A uniquely designed crest, with similarities and representation of the Croatian National “Grb” found on past and current National Flags of the Nation of Croatia. A “Grb” typically consists of a red and white checkered pattern. The checkered pattern contained in the Logo must always begin with a white field in the first, top left field. The words “C.N.S.C. Croatia Windsor” must be present on the Logo along with a Maple Leaf which provides representation of Canada.

ARTICLE THREE: Purposes

Section 3.01 The Purposes of the Croatian National Sports Club “Croatia” Windsor shall be:

- (a) To promote and sustain the heritage and culture of the Nation of Croatia.
- (b) To promote, develop and govern Programs of various sports, in particular soccer.
- (c) To promote the ideals of Fair Play at all levels of each sport;
- (d) To promote sports for all age groups and levels which strives for excellence while emphasis remains on enjoyment, involvement and respect for all participants;
- (e) To promote the training of coaches based on the philosophy of the Canadian Coaching Code of Ethics, with respect and dignity for all participants;
- (f) To promote the training of referees and other field officials in all sports
- (g) To carry out the operation of the Club as a non-profit organization, any profit or other accrued revenue to the Club is to be used to promote and maintain the facility and its Programs.

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ARTICLE FOUR: Membership

Section 4.01 The Membership of the CNSC WINDSOR (collectively, the “Members”) shall be comprised of:

- (a) Persons, 18 years of age or older, who have paid the yearly Membership Fee.
- (b) Debenture share holder(s).
- (c) Paid, registered team players in the Club, 18 years of age or older.
- (d) One elected team official from a registered team, be it either a Coach or Assistant Coach.

Section 4.02 The Voting Membership of the CNSC WINDSOR shall be comprised of:

- (a) Persons, who have paid the yearly Membership Fee; or
- (b) Debenture share holder(s); or
- (c) All members of the Board of Directors

Section 4.03 All Voting Members must be at least 18 years of age and must be a Member in good standing.

Section 4.04 All Voting Members shall be deemed to be in good standing unless otherwise notified by the Board in writing by registered mail posted not less than twenty-one (21) days prior to the date of the Annual General Meeting.

Section 4.05 Each registered team shall provide the Club with the name and address of its elected representative within sixty (60) days following the A.G.M. In the absence of such information the registered coach shall be the representative individual for the team.

Section 4.06 Any registered team may amend its designated representative(s) from time to time by delivering notice in writing to the Secretary of the Board at the Club.

Section 4.07 Any Member of the Club who is alleged to have dishonored the Club by his/her actions may be required to appear for a hearing before the Board of Directors or its designated Committee at a meeting called for the purpose of reviewing the Member’s conduct. Disciplinary action where warranted may include, but shall not be limited to, suspension, termination or revocation of membership.

Section 4.08 For the purposes of this Article, ‘Registered Coach’ means the person identified on the Club’s records as the coach for the team.

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ARTICLE FIVE: Board of Directors

Section 5.01 The governing authority of the Croatian National Sports Club “Croatia” Windsor shall be the Board of Directors.

Section 5.02 The Board of Directors shall consist of a maximum of eight (8) Members. The Officers shall be President, Vice President, Secretary, and Treasurer. The remaining Director positions shall be: Supervisory Board Chair, the Technical Committee Chair, the General Manager and the Working Committee Chair.

Section 5.03 Any Member in good standing may become a member of the Board of Directors.

Section 5.04 Directors shall serve a term of two (2) years and may be re-elected at the expiration of their term.

Section 5.05 Four (4) out of eight (8) Board of Directors shall be elected each “Even Numbered” year. The remaining four (4) out of eight (8) Board of Directors shall be elected every “Odd Numbered” year.

Section 5.06 If a Director is absent from three (3) consecutive regular meetings of the Board, or for any five (5) regular meetings of the Board, then, at the discretion of the Board, that Director shall cease to be a member of the Board of Directors and/or any of its Committees and sub-committees.

Section 5.07 The Board of Directors may, by appointment or otherwise, select individuals to fill any vacancy that occurs on the Board or among its Officers. The term of such an appointment will last until the next Annual General Meeting.

Section 5.08 Newly elected Directors shall assume office at the conclusion of the Annual General Meeting.

Section 5.09 At the Annual General Meeting the Voting Members shall elect Directors whose term has expired and/or have stepped down as a member of the board.

Section 5.10 The Officers of the Club shall hold their respective Offices until their term has expired and/or have stepped down as a member of the board.

Section 5.11 The Board of Directors, and so far as is practicable, each of its members shall:

(a) Promote the work and objectives of the CNSC WINDSOR;

(b) Be responsible for formulating policies for the CNSC WINDSOR and ensuring that actions of Committees and CNSC WINDSOR members conform to these policies;

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- (c) Receive reports and submissions from Directors, Members and the general public and act on these reports and submissions in the best interest of the CNSC WINDSOR;
- (d) Convene an Annual General Meeting of the membership at which it shall account for its actions during the preceding year;
- (e) Raise funds for the operation of programs and activities sponsored by the CNSC WINDSOR when approved by the Board of Directors. At no time may a Director borrow money on the credit of the CNSC WINDSOR;
- (f) Promulgate by-laws, policies, rules and regulations consistent with the aims and purpose of the CNSC WINDSOR for the efficient and effective operation of the Club.

Section 5.12 Notwithstanding the foregoing prohibition, the Board of Directors may, in its absolute discretion, pay the reasonable expenses of any Director who has been specifically engaged by the Board of Directors to assist in carrying out an authorized function of CNSC WINDSOR.

Section 5.13 This prohibition against compensation further does not extend to the award of bursaries or scholarships by the Board to members of the immediate family of Board members, where such family members would otherwise meet the selection criteria of the particular bursary or scholarship.

Section 5.14 The Board and such Committees of the Board as the Board may so authorize, may contract or hire such personnel and on such terms as the Board may determine from time to time to assist in the development, operation and Management of the Club provided that no such contract is for a period in excess of one (1) year. This awarded contract must be placed before the Voting Members for approval at the first Annual General Meeting which follows the adoption of the written contract policy by the Board.

ARTICLE SIX: Committees of the Board of Directors

Section 6.01 The Standing Committees of the Board of Directors shall be the following:

- (a) **Finance Committee:** Chaired by the Treasurer and consisting of such other persons as the Board and/or its Chair sees fit;
- (b) **Facility Committee:** Chaired by the President and consisting of such other persons as the Board and/or its Chair sees fit;

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- (c) **Youth Sport Committee:** Chaired by the Technical Director and consisting of such other persons as the Board and/or its Chair sees fit;
- (d) **Adult Sport Committee:** Chaired by the General Manager and consisting of such other persons as the Board and/or its Chair sees fit;
- (e) **Operations Committee:** Chaired by the Vice-President and consisting of such other persons as the Board and/or its Chair sees fit;
- (f) **Disciplinary Committee:** Chaired by the Secretary and consisting of such other persons as the Board and/or its Chair sees fit;

Section 6.02 The Board may create such other Committees of the Board as the Board may determine from time to time, and with such membership and such purpose and power as the Board deems fit.

Section 6.03 Any Committee of the Board of Directors may at its discretion add to its members. Any Committee may consult persons who are not members of the Board.

Section 6.04 Any Committee of the Board of Directors may create such subcommittees as it determines advisable but such subcommittees shall not be considered Committees of the Board unless they are recognized as such by resolution of the Board.

Section 6.05 Each Committee of the Board of Directors shall include among its members not less than one (1) member of the Board.

Section 6.06 The duties and objectives of the Committees of the Board of Directors shall be as follows:

- (a) **Finance Committee:** This Committee shall be responsible for the finances of the Club and shall:
 - (i) Oversee expenditures within budgets and provide quarterly reports with respect thereto to the Board;
 - (ii) Issue any and all receipts of monies received to the Club;
 - (iii) Ensure that an audited financial statement is prepared for the Annual General Meeting;
 - (iv) Actively seek out support for the CNSC WINDSOR, its programs, operations and teams;
 - (v) Raise funds, in a manner approved by the Board, to ensure the

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overall financial viability of the Club;

- (vi) Recruit volunteers and resources that facilitate the meeting of these objectives;
- (vii) Develop and recommend policies that will further or enhance the operations of the CNSC WINDSOR

(b) Facility Committee: This Committee shall ensure that Facility is properly maintained and meets the Health and Safety Standards of Ontario; and

- (i) Provide Bi-Annual reports to the Board with respect to all facilities in the Club;
- (ii) Oversee the work of the Working Committee;
- (iii) Develop and recommend policies that will further or enhance the operations of the CNSC WINDSOR;
- (iv) Recruit volunteers and resources that facilitate the meeting of these objectives.

(c) Youth Sport Committee: This Committee shall operate and foster participation in leagues, tournaments and other programs consistent with the Purposes as set forth in this Constitution and approved by the Board; and

- (i) Oversee expenditures and recommend budgets for Youth Sport;
- (ii) Develop and recommend policies that will further or enhance the operations of the CNSC WINDSOR;
- (iii) Recruit volunteers and resources that facilitate the meeting of these objectives.

(d) Adult Sport Committee: This Committee shall oversee all aspects of the Adult League Sports programming and shall:

- (i) Oversee expenditures and recommend budgets for Adult Sport;
- (ii) Develop and recommend policies that will further or enhance the operations of the CNSC WINDSOR;
- (iii) Recruit volunteers and resources that facilitate the meeting of these objectives.

(e) Operations Committee: This Committee shall oversee all operational aspects of the Club and volunteer services and shall:

- (i) Oversee expenditures and provide bi-annual reports with respect

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thereto to the Board;

- (ii) Oversee the work of the Supervisory Board;
- (iii) Oversee the work of the General Manager;
- (iv) Oversee the work of the Disciplinary Chair;
- (v) Develop and recommend policies that will further or enhance the operations of the CNSC WINDSOR; and
- (vi) Recruit volunteers and resources that facilitate the meeting of these objectives.

(f) Disciplinary Committee: This Committee shall oversee all necessary disciplinary action required to be taken in respect to the Club, it’s premises, the players, parents and volunteers on a “need be” basis and shall:

- (i) Develop and recommend policies that will further or enhance the operations of the CNSC WINDSOR; and
- (ii) Recruit volunteers and resources that facilitate the meeting of these objectives.

Section 6.07 Each Committee of the Board shall prepare and file with the Board prior to the Annual General Meeting a report of its activities, accomplishments and recommendations for the future. These reports shall be archived by the Secretary of the Board.

ARTICLE SEVEN: Board Meetings

Section 7.01 The Board shall conduct its regular meetings at the Croatian National Sports Club “Croatia” Windsor in Windsor, Ontario. Meetings shall be conducted every four (4) to six (6) weeks or at such other interval and place designated by the Board.

Section 7.02 The Board may schedule additional meetings if necessary as determined by the Board.

Section 7.03 Notice of additional meetings shall be given to all Board members. Such notice may be oral. Where reasonable efforts to notify a Board Member are unsuccessful, the meeting may proceed in any event.

Section 7.05 The President or another officer of the Board will chair the meetings.

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Section 7.06 Quorum for a Board Meeting shall be constituted by a majority of the Board then in office.

Section 7.07 A Board Member must be present to vote.

ARTICLE EIGHT: Annual General Meetings (AGM)

Section 8.01 The AGM shall be held within sixty (60) days following the fiscal year end of the Club.

Section 8.02 All Voting Members who are Members in good standing and whose names appear in the records of the Club on the date that is the fiscal year end of the Club shall be entitled to written notice of the AGM at their address as it appears in the records of the Club.

Section 8.03 Notice shall be given to all Members entitled to notice at least twenty-one (21) days prior to the AGM setting out the date, location and time of the AGM.

Section 8.04 Notice of the AGM and the list of Voting Members shall be posted in a prominent location at the Club.

Section 8.05 All Voting Members entitled to Notice of the AGM and who are present at the AGM shall have one (1) vote. No voting by proxy will be permitted.

Section 8.06 The current President shall preside over the entire AGM, notwithstanding the election of a new President during the course of the AGM, and shall have a casting vote in the case of a tied vote on all matters. In the absence of the current President, the Board members present at the AGM shall designate the person to preside over the meeting.

Section 8.07 Quorum is 50% + 1 person of members in good standing present at the Annual General Meeting.

ARTICLE NINE: Special General Meetings (SGM)

Section 9.01 SGMs, may be called by the Board. In addition, the Board shall hold an SGM within thirty (30) days following receipt by the Secretary of a petition signed by at least one half (1/2) of the Voting Members. Those Voting Members in good standing whose names appear on the records of the Club on the date that such petition is received shall be entitled to Notice.

Section 9.02 The provisions of Article Seven shall apply to SGMs with appropriate modifications provided however that the Notice required shall be 14 days and

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such Notice shall state the business to be dealt with at the meeting.

Section 9.03 Only the business for which the SGM is called may be dealt with at the meeting.

ARTICLE TEN: Amendments to the Constitution

Section 10.01 Amendments to the Constitution shall be made at the AGM, or at an SGM called for that purpose, and will take effect immediately or as otherwise provided for in the amendment.

Section 10.02 If amendments to the Constitution are to be considered at the AGM, Notice of the meeting shall include the proposed amendment.

Section 10.03 Amendments to the Constitution shall be addressed to the attention of the Secretary of the Board and delivered to the CNSC Windsor no later than two (2) weeks prior to the fiscal year end of the Club. Such proposed amendments shall be considered by the Board and, if officially sponsored by any three (3) members of the Board, shall be considered at the AGM.

Section 10.04 Amendments will require the support of a majority of the Voting Members present and voting on the amendment.

ARTICLE ELEVEN: Miscellaneous

Section 11.01 The Croatian National Sports Club “Croatia” Windsor may establish such affiliations as the Board may from time to time determine and are consistent with the Purposes of the Club.

Section 11.02 Both the Canadian and Croatian National flags must be either hung inside an area of the Club or attached to dedicated flag poles and flown appropriately outdoors with weather permitting so as not to cause any physical damage to the flags.

Section 11.03 Pictures of past and current Canadian and Croatian heroes may be hung inside the main Club at any time. Pictures to be hung must be approved by the Board of Directors.

Section 11.04 Unless otherwise provided for herein, any notice required herein shall be in writing and shall be deemed to be given or made if delivered in person, mailed by ordinary mail or electronically transmitted to the applicable address set forth in the records of the CNSC Windsor.

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Section 11.05 The computation of any time period referred to herein shall exclude the day of the occurrence of the event to which the period relates and shall include the last day of such period.

Section 11.06 The Board of Directors in a manner consistent with the spirit and intent of this Constitution shall deal with all matters not provided for herein.

Section 11.07 In the event of the termination of the Club, a committee must be created to take responsibility of the liquidation of all Club assets and Sale of the legal Property. The Sale of all assets and Property of the Club must be made Public and conducted through an auction with all proceeds donated to the “Croatian Nation-Building Fund.

ARTICLE TWELVE: Transition Provisions

Section 12.01 At the Annual General Meeting at which this Constitution is adopted, the President, Secretary, Supervisory Board Director and Technical Director shall serve as Directors for a term of two years and the remaining directors, Vice President, Treasurer, General Manager and Working Committee Director elected at that meeting shall serve as Directors for a term of one year. Thereafter at each successive Annual General Meeting, the provisions of sections 5.04 and 5.05 shall apply.

Section 12.02 All Voting Members eligible to vote at the commencement of the Annual General Meeting at which this Constitution is adopted shall be eligible to vote throughout that Annual General Meeting.