

**Minutes of Annual General Meeting of Kingston Women's Soccer Club (KWSC)
Dated November 22, 2011**

DRAFT

Present:

Members of the Board of Directors

Sandi Wright
Nancy Hoople
Bob Machin
Brenda Hildebrandt
Michelle Hall

Sherry Gibson
Ginette Blais
Nikki McKay
Veronica Harris-McAllister

Also Present:

SOSA
Mark Ethier

Indoor Teams (based on teams registered during 2010/2011 season)

Ale House 1	Rigney
Ale House Co-ed	Rose & Crown
Amazons	Sands Auto
Blizzards	Scotiabank Co-ed
Canteen Keggers	Stand Your Ground
Charette Custom Homes F.C. I	The Glengarrians
Charette Custom Homes F.C. II	The Sharks
Cougars	Thunder Co-ed
Fever	Tornadoes
Greene Home Kickers I (proxy)	Turf Queens 1
Green Home Kickers II (proxy)	Turf Queens 2
Luscious	Wentworth
Mario Nets	White Lightening
MVC Forensics	Wilman Painting
Remax	

Outdoor Teams (based on teams registered during 2011 season)

Ale House 1	MVC Forensics
Ale House 2	PT United
Amazons	Remax
Canteen Keggers	Rigney
Charette Custom Homes	Rose & Crown
Cougars	Sands Auto
FECU	Sharks
Hurricanes	Stand Your Ground
Japan Link	Turf Queens
Kickers (proxy)	Wentworth
Kingston F.C.	White Lightening
Luscious	Wilman Painting
Mario Nets	

Teams Absent (no representation)

Indoor Teams (based on teams registered during 2010/2011 season)

Boston Pizza	On La Rocks
Brandeos Angels	OT Group
Cataraqui Sizzle	Shooters
Hyundai	Unity Savings

Outdoor Teams (based on teams registered during 2011 season)

Boston Pizza	Lanherne Lightening
C.F.B. Knights	Napanee Thunder
Brandeos Angels	On La Rocks
Cataraqui	Pegasus Sizzle
Cataraqui Clippers	Reddendale
Hyundai	Tait

Sandi Wright, President, assumed the Chair of the meeting at 6:37 p.m.

1. Introduction of Executive

The Board of Directors introduced themselves to the members.

2. Declaration of Conflict of Interest

There was no declaration of conflict declared by any members present at the meeting.

3. Approval of Agenda

The agenda was pre-circulated to members prior to the meeting. Copies were available at the meeting. There was a request by Sandi Wright to add "Approval of the Agenda" as Item #2 as it was noted to be missing. There was a request by Brenda Hildebrandt to move "Appointment of Auditor for 2012" under Item #5 to fall after the "Report of the Treasurer" in Item #6. On a motion *moved* by Bob Machin and *seconded* by Sue Lanzo it was:

Resolved that, the Agenda of the Meeting of November 22, 2011 be approved as amended. Carried.

4. Approval of Minutes of the KWSC Annual General Meeting of November 29, 2010.

The minutes was pre-circulated to members prior to the meeting. Copies were available at the meeting. There was no requested changes to the minutes. On a motion *moved* by Marguerite Heer and *seconded* by Les Lawler it was:

Resolved that, the Minutes of the Annual General Meeting of November 29, 2010 be approved. Carried.

5. Report of the President

Sandi Wright prepared a slide presentation for the members highlighting the operational activities of the Board over the last fiscal year. A copy of the Directors' Report was pre-circulated to members prior to the meeting. Copies were available at the meeting. Sandi indicated that the Board has been quite busy over the last year and met on a monthly, sometimes biweekly basis. Highlights included revisions done to the Indoor Rules to ensure consistency with OSA guidelines, revisions to the Director Roles (*reinstating Past President, eliminating Field Director and moving duties under Vice President, combining Tier Director/Registrar into one role, and eliminating Assistant Treasurer role*), revisions to the Constitution, securing indoor and outdoor fields for the members during challenging weather and field conditions and limited availability, in depth financial reporting including GST submission and volunteer disclosure with the government and dealing with budget shortfalls and outstanding invoices to help ensure that the KWSC operating account is balanced at year end and the proper field fund balance has been secured in a separate account, getting a better understanding of not-for-profit organizations including no longer issuing remuneration to Board members, and streamlining registration process online for players and for ensuring players are registered within the AIMS database in a timely fashion. The Board also met with a potential new website provider to explore cost-saving measures. Sandi indicated that over the last year the Board had four Directors resign (Communications Officer, Disciplinary Chair, Assistant Treasurer, and Scheduler/Statistician). Sherry Gibson joined the Board in the spring as Scheduler/Statistician, Ginette Blais took over as Communication's Officer in the spring, and the role of Disciplinary Chair was shared between Sandi Wright, Nancy Hoople, Bob Machin, and Sherry Gibson. Nikki McKay joined in April 2011 as Tier Director and Bob Machin continued to take on the role of Field Director in addition to Vice President. Sandi also reviewed highlights from each Director's report:

Vice President

Bob Machin attended many meetings with the City of Kingston and the Westbrook Dome owners discussing indoor and outdoor soccer facilities throughout the year. Bob also assisted with disciplinary issues and booking/scheduling fields and was instrumental in negotiating reductions in field costs this past summer.

Disciplinary Chair

The Disciplinary Chair resigned in the spring. This role was shared between Sandi Wright, Bob Machin, Nancy Hoople, and Sherry Gibson. It was determined that the rules, particularly those regarding fines and disciplinary issues were not consistent with OSA and therefore a complete review and overhaul was performed. The Board issued late payment fees to five (5) teams in accordance to the rules. One KWSC member had their membership revoked for non-payment of arrears. Two members received one red card each for "violent conduct" and both were ejected from the game and received one game suspension each. Another member had one yellow card and 2 red cards for "violent conduct" issued in the same season and received a six game suspension that will be served at the start of the next season (indoor or outdoor, whichever comes first) along with a meeting with the Board prior to registering in the next season. A total of 33 yellow cards were issued. The number of cards issued this season for the 278 games played was instrumental in changing the disciplinary rules and adopting the 'standard

practice for misconduct" in the hopes that endorsing these penalties will decrease the number of cards going forward and promote good sportsmanship in this recreational club.

Registrar

Michelle Hall reported that an upgrade to the software on our website allowed the registration process to become more efficient and less time consuming for the outdoor season. This new modification now allows the data from our website to be uploaded directly to the AIMS system that tracks registration for SOSA for insurance purposes. Players have to be registered within AIMS in order to be considered insured and allowed to step on the field to play. The Registrar also has to verify player lists between the KWSC database and AIMS database to ensure there are no duplicates in names as KWSC is responsible for paying OSA registration fees for all players listed, regardless if they have withdrawn or are in duplicate. KWSC is also liable for all unregistered players and this carries a substantial fine. Michelle indicated that there were 763 players registered in the summer league (748 KWSC recreational players and 15 OWSL players).

Tier Director

Nikki McKay reported that a communication process has been developed to assist her in finding placements for players. Team representatives are requested to contact the Tier Director when players are not suitable for their team or if they are not able to contact players directly when names/contact numbers are provided. The placement of teams in the most appropriate tier has been an ongoing issue voiced by many members. As a result the indoor rules (and eventually the outdoor rules) have been revised to allow the Board to "*place, promote and/or demote teams within tiers prior to the start of the season and during the season, if required*".

Communications Officer

The Communications Officer, Ginette Blais, has been instrumental in fostering good sportsmanship and building a network of resources and partnerships within our community. She also addressed in a timely fashion all the communication concerns received by the members and assisted the Vice President in meeting with the Westbrook Dome owners and other representatives to help secure indoor facilities and outdoor fields to accommodate cancelled games due to poor weather and field conditions and lights going out. Ginette also worked closely with C.F.B. Kingston and Queen's University in negotiating fields contracts that resulted in significant savings to the Club.

Scheduler/Statistician

The 2011 outdoor season game scheduling proved to be a challenging endeavor both for the regular and playoff season. Sherry Gibson and Ginette Blais attempted to create a balanced schedule of field usage, time slots, and days of the week. Inclement weather not only impacted the regular season but also the playoff season with lightening strikes that affected several games. Lights going out during penalty shots in a tied game during playoffs and an upheld protest that overturned the outcome of a playoff game were the unique issues that arose during payoffs. The regular season

winner were: Alehouse 1 (Tier 1), On Larocks (Tier 2), White Lightning (Tier 3), and Turf Queen's (Tier 4). The playoff champions were: Canteen Keggers (Tier 1), On Larocks (Tier 2), Lanherne Lightning (Tier 3), and Turf Queen's (Tier 4).

Sandi opened the floor for questions from the members. There were no questions asked.

6. Receipt and Approval of Audited Financial Statements

The Audited Financial Statements were provided to members at tonight's meeting. Tony Hall, Auditor from Davies & Wyngaarden Chartered Accountants, presented the Audited Financial Statements. At year end the total revenue collected between September 1, 2010 and August 31, 2011 was \$231,797. The total expenditures at year end was \$210,362. The excess of revenue over expenditures was: \$1,048 (unrestricted; KWSC operating account) and \$20,387 (restricted; field fund account). The amount of field funds collected during the 2011 outdoor season was \$18,725. This revenue (\$18,725) plus the interest collected in the operating account (\$1,662) was transferred immediately into the field account (\$20,387). Tony also reported that \$16,950 was transferred from the operating account to the field fund account during this last fiscal year. This revenue represented the 2010 outdoor season field funds collected. The field fund balance as of August 31, 2011 was \$106,169. There were a few questions from the members addressed to Tony for further explanation of the financial statements. Tony addressed the questions with satisfaction.

On a motion *moved* by Sandi Wright and *seconded* by Veronica Harris-McAllister it was:

Resolved that, the Audited Financial Statements ending August 31, 2011 be approved as presented. *Carried.*

Tony Hall left the meeting.

7. Report of the Treasurer

The Treasurer, Brenda Hildebrandt, prepared a presentation for the members. Brenda started by thanking several members and patrons of the Club who have assisted the Club over the past year with time and financial resources: Brenda Corcoran, Gord Lever, Bob Machin, Ginette Blais, OSA, Novelis, C.F.B. Kingston, Queen's University, and the KWSC Board of Directors. Brenda's presentation highlighted the 2011 Outdoor season actual versus budgeted revenue and expenses, the 2010/2011 Indoor season actual versus budgeted revenue and expenses, a cost comparison of the 2011 Outdoor season versus 2010 Outdoor season, and a cost comparison of the 2010/2011 Indoor season versus 2009/2010 Indoor season. Brenda indicated that there was ~\$15,000 deficit following the Indoor 2009/2010 season and ~\$10,000 deficit following the Outdoor 2010 season. Brenda indicated that possible explanation for this deficit were teams dropping out during the indoor season and the Club still responsible for dome rental fees, maintaining the prize payouts outlined in the rules and not collecting enough revenue to offset this cost from members, administrative costs, extra games scheduled above that budgeted, and higher website costs. As a result of the Indoor 2010/2011 season and Outdoor 2011 season, there was a surplus ~\$25,000 which help to offset and remove the past year's deficit. This was a result of a slightly inflated budget during the 2011 Outdoor season

and cost savings from field rentals that were reduced or eliminated by KWSC patrons helping out the Club that were mentioned above. Brenda indicated that as of November 22, 2011 there was \$22,793.16 in the operating account and \$106,528.01 in the field fund account. There is \$18,165.99 still payable to the government for HST for FY2011 and accrued expenses of ~\$517.67. As of November 22, 2011 there are no prepaid expenses remaining and there is \$1555.13 accounts receivable remaining compared to \$2,455.13 in March 2011. Brenda also reported that over the last five years the registration of players in the Club has grown substantially from 899 (499 outdoor, 400 indoor) in 2005/2006 to 1308 (749 outdoor, 559 indoor) in 2010/2011.

8. Appointment of Auditor for F2012

Sandi Wright asked the Treasurer, Brenda Hildebrandt, if KWSC should continue using the services of Davies & Wyngaarden Chartered Accountants as our auditors. Brenda indicated that we have used this firm for the last two years and it might be beneficial for the Club to explore other options to see if further costs savings for these services can be provided to our members. The new Board will take this recommendation under consideration when selecting an auditor next year.

9. New Business

A) Amendments to the Constitution

Two memos were provided to the members in advance regarding amendments made to the Constitution, in particular regarding the roles of the Directors. A copy of the revised Constitution was provided to members prior to the meeting and copies were available at the meeting. The revised Constitution has been endorsed and approved by the Board of Directors. Proposed amendments include combining the Registrar and Tier Director into one position as the recent changes to the website software for registration has helped to streamline the process. The Field Director position has been vacated for approximately three years now. These duties have been typically performed by the Vice President so it was proposed that these duties now fall under this role from now on. The role of the Treasurer carries a significant responsibility and it was felt that it is challenging to break this role into two individuals handling different duties: Treasurer and Assistant Treasurer. As a result it was felt that the Assistant Treasurer's role could be eliminated and any financial statements/correspondence between the Treasurer and members could be assisted by the Communication Officer and/or Secretary. The Past President was also added back into the Board to help provide guidance to the current President with the operations of the Club. Additional changes to the Constitution were around making sure that the language was more in line with other not-for-profit organizations, including an amendment to the dissolution clause. Some of the members had feedback regarding the revised Constitution. Veronica Harris-McAllister asked the members to send their feedback to the Board (c/o Communication Officer) in writing by email and all feedback received will be reviewed at the next Board meeting. If required, changes will be implemented and updates sent to the members. On a motion *moved* by Michelle Hall and *seconded* by Ashley Sands it was:

Resolved that, the members of the Kingston Women's Soccer Club endorse the restructure of the number of directors and officers on the Board as President, Vice President, Past President, Secretary, Treasurer, Registrar/Tier Director, Scheduler/Statistician, Discipline Chair, and Communication Officer, in accordance with the not-for-profit corporation guidelines. Carried.

B) Amendments to the Indoor Rules

A copy of the revised Indoor Rules was provided to members prior to the meeting and copies were available at the meeting. The revised Indoor rules have been endorsed and approved by the Board of Directors. Some of the members had feedback regarding the revised Indoor Rules. Veronica Harris-McAllister asked the members to send their feedback to the Board (c/o Communication Officer) in writing by email and all feedback received will be reviewed at the next Board meeting. If required, changes will be implemented and updates sent to the members.

C) Treasurer's Role

A memo was provided to the members in advance regarding contracting services for the role of the Treasurer. The role of the Treasurer requires an individual with experience and credentials to be able to perform the position effectively and proficiently and to be able to provide the Board guidance with ensuring that the Club is in compliance with best accounting principals. Soliciting members who meet these credentials to sit on the Board is challenging and requires a great deal of time and commitment. Although some of the duties such as collection of fees, writing cheques and paying invoices, and preparing budgets could be handled by a member on the Board as "Treasurer", the substantial duties of preparing team statements, monthly Club financial statements, and preparing for year-end audits, requires an individual with the skills mentioned above. The Board will be investigating contracting these accounting services and will be sending out a "request for proposal" in the near future that will be prepared in consultation with our present/past Treasurer and the SOSA Office.

D) Indoor Soccer Session-Napanee Facility

Sandi Wright reported that the Board has secured the Napanee rink for Monday and Wednesday nights from 6-11 pm. This provides the Club with 10 time slots and will allow for 20 teams to register in a short indoor season (January to April). The Board of Directors will be notifying members likely in mid to late December about the registration and fee deadline, number of tiers available, and the nights teams will be playing.

E) Update of Kingston Soccer Field Committee

Bob Machin indicated that at the last City Field Committee meeting that he attended he was informed by the City that they will no longer be turning one of the Caton fields into an artificial turf or erecting a dome over it during the fall/winter season because it is over asphalt. The City is now looking for alternative fields to consider for an artificial turf. The John Machin fields located off Highway 15 are being considered. Bob also informed the

Club that he is working with the Cataraqui Clippers and Kingston United teams regarding fields available for next outdoor season. He has been informed that there will be fewer fields available in general for all clubs next summer. Regardless if the Westbrook Dome goes up next fall, the City is looking at alternatives for securing an indoor soccer dome for the fall 2012.

10. Roll Call

The Secretary confirmed that a quorum still existed to conduct the elections. At the start of the meeting there were >70% of teams present who had registered in the 2010/2011 indoor season and 2011 outdoor season. A quorum requires at least 20% of the teams present at the meeting. Only a few members had been noticed to leave during the meeting before the election.

11. Elections

I. Nominations for the Position of Vice President;

Nomination(s) received prior to meeting– Bob Machin.
No further nominations received at meeting.
No vote required, sole nomination.

Bob Machin was Acclaimed Vice President of KWSC. Carried.

II. Nominations for the Position of Treasurer;

No nominations were received prior to meeting.
Marguerite Heer nominated Colleen Lawry at the meeting. Colleen Lawry declined.
No further nominations received at meeting.

The position of Treasurer remains vacant.

III. Nominations for the Position of Scheduler/Statistician;

No nominations were received prior to meeting.
Nomination received at meeting– Marguerite Heer.
No vote required, sole nomination.

Marguerite Heer was Acclaimed Scheduler/Statistician of KWSC. Carried.

IV. Nominations for the Position of Disciplinary Chair;

Nomination(s) received prior to meeting– Sherry Gibson.
No further nominations received at meeting.
No vote required, sole nomination.

Sherry Gibson was Acclaimed Disciplinary Chair of KWSC. Carried.

V. *Nominations for Position of Secretary;*

Nomination(s) received prior to meeting– Louise Winn.

No further nominations received at meeting.

No vote required, sole nomination.

Louise Winn was Acclaimed Secretary of KWSC for one year. The position is part of the election in the even number of years along with President, Communications Officer, and Registrar/Tier Director. Carried.

Sandi Wright thanked those Directors who have stepped down or are stepping down for their service over the past fiscal year: Brenda Hildebrandt, Brenda Corcoran, Veronica Harris-McAllister, and Michelle Hall.

12. Adjournment

On a motion *Moved* by Terry Buller and *Seconded* by Marguerite Heer, it was:

Resolved that the meeting be adjourned at 8:29 pm. Carried.