



Winnipeg South-End United Soccer Club



Annual General Meeting

May 27, 2014



2014 WSEU AGM Agenda

- *Registration (6:30 – 7:00 pm)*
- *Opening Remarks*
- *Roll-Call (voting members)*
- *Approval of By-Law Changes*
 - *Recognition of Community Centre Members*
 - *Overview of Outstanding Discussion*
- *Review of Board Reports*
- *Review of Financial Statements*
- *Election of Directors*
- *Adjournment*



By-Law Revisions/Governance

- *Process Initiated After 2013 AGM*
- *Rationale for Revisions to By-Laws*
 - Recognition of the membership and voting status for all Community Centres residing within the boundaries of the Winnipeg South-End Soccer District, correcting a shortcoming in the original by-laws related to the inclusion of all Communities Centres residing within the District and providing for a process to address subsequent closures, amalgamations and/or creation of new Community Centres
 - Restoration of the original intent of the WSEU By-Laws, which was based on a voting membership of all Community Centres residing within the District, a maximum of 12 Directors and one representative from St John's Ravenscourt providing for a total of 30 voting members.
 - *Address various other issues related to; Number of Directors, Requirement for Voting Delegate to be President of Community Centre (or Director), Process for Assigning Proxies, and Residency of Directors*



Process for By-Law Revisions

- *Process within WSEU By-Laws*
 - *No identified process for revising by-laws*

- *The Corporations Act*

- *Board of Directors May Amend By-Laws*

By-Laws 98(1) "Unless the articles or by-laws or a unanimous shareholder agreement otherwise provide, the directors may, by resolution, make, amend, or repeal any by-laws that regulate the business or affairs of the corporation."

- *Shareholders Must Ratify at Next Meeting*

Shareholder Approval 98(2) "The directors shall submit a by-law, or an amendment or a repeal of a by-law, made under subsection (1) to the shareholders at the next meeting of shareholders, and the shareholders may, by ordinary resolution, confirm, reject or amend the by-law, amendment or repeal."

Revisions to By-Laws Preamble



- (a) voting members of the Club being comprised of one representative from each of the Community Centres located within the boundaries of the Club as noted in the accompanying By-laws (Section 1.01 d) and one representative from St. John's-Ravenscourt School, together with a maximum of 12 Designated Directors of the Club who are to be appointed as described in this By-law; and
- (b) the total number of voting representatives from the member Community Centres shall remain at seventeen(17) as determined by the total number of founding member Community Centres identified in the accompanying By-laws (Section 1.01 d)
 - During the initial year of a Community Centre amalgamation, the newly formed amalgamated Community Centre will retain full voting representation of the Community Centres entering the amalgamation
 - Subsequent to the initial year, all voting representation beyond one voting representative per member Community Centre will be deemed to be surplus
 - Surplus votes arising from Community Centre amalgamations and/or closures will be assigned to the remaining member Community Centres annually based on the relative percentage of youth players registered for U9 through U18 competitive and recreational league play for the upcoming outdoor season from each Community Centre catchment.



Revisions to Section One

(d) "boundaries of the Club" are defined by the area encompassed by the following Community Centre catchment areas or any additional catchment areas approved by the board and ratified by the voting members as a result of Community Centre amalgamations, closures or changes in Community Centre boundaries imposed by the Greater City of Winnipeg Community Centres (GCWCC), and changes to district boundaries imposed by the Winnipeg Youth Soccer Association (WYSA)

Crescentwood CC(1)
Richmond CC
Lord Roberts CC
River Heights CC(1)
Riverview CC
St. Norbert CC
Victoria_CC(2)
Whyte Ridge_CC
Wildwood CC

Fort Garry CC
Lindenwoods CC
Earl Grey CC
River Osborne CC
Sir John Franklin CC(1)
Tuxedo CC
Waverley Heights_CC
Westridge_CC

(1) *Voting representation assigned to Corydon CC for the 2014 AGM*

(2) *Voting representation assigned to Fort Garry CC for the 2014 AGM*



Revisions to Section One

(h) "voting members" means those members as described in clause 7.02 including the 12 directors or their replacements (as set out in clauses 3.01, 3.03 and 3.04) as well as the President of each Community Centre (or their designate) within the boundaries of the Club (as set out in clause 7.02) and one representative from St. John's Ravenscourt School



Revisions to Section Three

3.01 Number of Directors, Residency and Quorum - The articles of the Club provide that the Club shall have a board consisting of a minimum and maximum number of directors. Subject to subsection 100(4) of the Act, a majority of the directors of the Club shall be residents of Manitoba. The number of directors to form the board (the "Designated Number") shall be determined from time to time by the voting members of the Club by way of special resolution. The Designated Number of directors shall be twelve (12) unless determined otherwise by the voting members. A quorum of the board shall be 50% plus one of the Designated Number of the board. No business shall be transacted at a meeting unless a quorum is present and, subject to subsection 100(4), a majority of the directors present are residents of Manitoba at the time of the transaction of such business. Notwithstanding a vacancy among the directors, a quorum of directors may exercise all the powers of the board.

3.03 Each director shall be elected for a term of three years



Outstanding By-Law Revisions

- *Governance Committee Will Continue to Meet in 2014*
 - *Voting Delegates*
 - *Proxies*
 - *Residency*



Board Committee Reports

- *President*
- *Vice-President*
- *Secretary*
- *Treasurer (Financial Statements)*
- *Recreational Committee*
- *Fields & Facilities Committee*
- *Referees Committee*
- *Equipment Committee*
- *Registrar*
- *Publicity /Communications Committee*
- *Office Manager*
- *Technical Committee*

2014 Financial Statements



**SOUTH END UNITED SOCCER
CLUB INC.**
(Operating as Winnipeg South
End United Soccer Club)

Financial Statements
For the year ended January 31, 2014

Nominations Committee



Name	Position	Start of Term	Term Expiry
Dale Friesen	Director	2012	2015
Amber Ostermann	Director	2013	2016
Robert Kolly*	Director	2011	2014
Lynn Coleman*	Director	2011	2014
Lowell Laluk	Director	2013	2016
Michael Nardiello	Director	2013	2016
Russ Baron*	Director – Premier	2014	2015 (1 year term)
Les Long*	Director – Premier	2014	2016 (2 year term)
Karen Di Pietro*	Director – Premier	2011	2014
Jaime Webster*	Director – Recreational	2014	2017 (3 year term)
Bill Ladyman	Director – Recreational	2012	2015
Brent Konantz*	Director - Recreational	2014	2015 (1 year term)



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Questions...?