



BC SOCCER

CONSTITUTION AND BYLAWS

The Constitution and Bylaws contained herein are of the BRITISH COLUMBIA SOCCER ASSOCIATION and the BRITISH COLUMBIA SOCCER ASSOCIATION SOCIETY. SOCIETY #S0040361

**REGISTERED IN THE
PROVINCE OF BRITISH COLUMBIA
AUGUST 18, 1999**

BRITISH COLUMBIA SOCCER ASSOCIATION

Revised March 3, 2018

BC SOCCER CONSTITUTION

NAME

- 1) The name of the Society is the **BRITISH COLUMBIA SOCCER ASSOCIATION (BC Soccer)**.

PURPOSE

- 2) To foster, develop and promote the game of soccer, in all its branches, in the Province of British Columbia.

To govern the rules of play of the game of soccer in the Province of British Columbia.

To generally provide whatsoever other assistance is available to support and encourage the game of soccer in the Province of British Columbia.

BRITISH COLUMBIA SOCCER ASSOCIATION
BYLAWS
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PART 1 - GENERAL

- 1.1 **Affiliation.** The Society shall be affiliated with the Canadian Soccer Association and shall be subject to the bylaws, rules, and regulations of that body.
- 1.2 **Definitions.** In this bylaw and all other bylaws of the Society, unless the context otherwise specifies or requires:
- (a) **"Act"** means the *Societies Act* of British Columbia including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
 - (b) **"Active Member"** means a member organization (Youth District Associations or Adult Leagues) which is a member of the Society pursuant to Section 3.1 of these bylaws;
 - (c) **"Adult"** means an individual who has reached the age of 18 years;
 - (d) **"Associate Member"** means a member organization which is a member of the Society pursuant to Section 3.1 of these bylaws;
 - (e) **"Referee"** means a person registered as qualified under these bylaws and any policies of the Society who may be engaged as a Game Official;
 - (f) **"Board"** means the board of directors of the Society;
 - (g) **"Board Resolution"** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the directors entitled to vote on such matter, either: (A) in person, at a duly constituted meeting of the Board; (B) by Electronic Means in accordance with these bylaws; or (C) by combined total of the votes cast in person and by Electronic Means; or
 - (ii) a resolution that has been submitted to all directors and consented to in writing by 75% of the directors who would have been entitled to vote on the resolution at a meeting of the Board;
 - (h) **"Books and Records"** means the Listing of Officers, Rules and Regulations, Constitution, bylaws, minutes of the meetings of the Board (unless held "in camera" or otherwise in confidence) and meetings of the members, financial statements and any other records required to be kept by the Society under the Act;
 - (i) **"bylaw"** means these bylaws and any other bylaws of the Society as amended and which are, from time to time, in force and effect;
 - (j) **"Club"** means:
 - (i) **"youth clubs"**, being those organizations operating a minimum of four affiliated youth soccer teams having not less than 44 players and under the jurisdiction of a Youth District Association; or
 - (ii) **"adult clubs"**, being those organizations operating one or more adult teams under a common executive;

- (k) "**constitution**" means the original or restated constitution of incorporation or constitution of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
- (l) "**Delegate Member**" means a person who is the authorized voting delegate representing an Active Member at meetings of the members of the Society;
- (m) "**directors**" used in reference to the Society means those persons who have become directors of the Society in accordance with these bylaws and have not ceased to be directors;
- (n) "**Electronic Means**" means any system or combination of systems, including but not limited to telephonic, electronic or web-based technology, that:
 - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all participants were present at the same location; or
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (o) "**Eligible Party**" means:
 - (i) a director or Senior Manager of the Society, as determined in accordance with these bylaws;
 - (ii) a person who holds or held a position equivalent to what is described in (i) above in a subsidiary of the Society; or
 - (iii) the heir or personal representative of a person described in (i) or (ii) above;
- (p) "**Life Member**" means a person who becomes and remains a member of the Society for life, pursuant to Section 3.1 of these bylaws;
- (q) "**members**" used in reference to the Society means those persons who are, or who subsequently become, members of the Society in accordance with these bylaws and, in either case, have not ceased to be members;
- (r) "**meeting of members**" includes an annual meeting of members or a special meeting of members;
- (s) "**Ordinary Resolution**" means a resolution passed by a simple majority of the votes cast in person or by other means, including Electronic Means.;
- (t) "**President**" means a person elected to the office of President of the Society in accordance with these bylaws;
- (u) "**policies**" includes Rules and Regulations and board approved policies of the Society;
- (v) "**registered address**" of a member or director means the address of that person as recorded in the register of members or register of directors;

- (w) **“registered office”** means the office of the Society established under Section 12 or 19 of the Act;
- (x) **“Registered Player”** means a person whose application for registration as a player with the Society has been validated by the Society or its designate for the current playing season;
- (y) **“Registrar”** has the same meaning as in the Act;
- (z) **“Senior Manager”** means a person appointed by the board to exercise authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;
- (aa) **“Society”** means British Columbia Soccer Association;
- (bb) **“special meeting of members”** includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members; and
- (cc) **“Special Resolution”** means a resolution passed by majority of not less than 2/3 of the votes cast by those members or delegates;
- (dd) **“team”** means a soccer team with not less than 11 Registered Players (except for small sided teams that may have not less than three Registered Players plus Team Officials) whose application for affiliation has been validated by the Society or its designate for the current playing season;
- (ee) **“Team Official”** means the coach, assistant coach, manager or other person registered with the Society who oversees the operation of a team; and
- (ff) **“Youth”** means an individual who has not reached the age of 18 years.

1.3 **Interpretation.** In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified in Section 1.1 above, words and expressions defined in the Act have the same meanings when used in these bylaws. The headings used in these bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such provisions.

1.4 **Corporate Seal.** The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Board shall make provisions for the custody of corporate seal. The Board shall also have power from time to time to destroy a seal and substitute a new seal in its place. The seal of the Society shall not generally be used in the execution of documents or instruments, and shall be affixed only when authorized by the Board, and then only in the presence of the person or persons prescribed by the Board, or, if no person or persons are prescribed, in the presence of any two directors.

PART 2 - FORMER CONSTITUTION PROVISIONS

- 2.1 The operations of the Society are to be carried on within the territorial limits of the Province of British Columbia. This provision is alterable.
- 2.2 Upon dissolution of BC Soccer, the assets which remain after payment of all charges and expenses which are properly incurred in winding up, shall be assigned and distributed to such organizations as may be involved in the game of soccer, or to such charitable organization or organizations as may be determined by the members of BC Soccer at the time of dissolution. This provision was previously unalterable.
- (a) Upon dissolution of BC Soccer, any assets that are a result of Gaming within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia.
- 2.3 The Head office of BC Soccer shall be located in the Greater Vancouver area, British Columbia. This provision is alterable.
- 2.4 BC Soccer may, from time to time, frame temporary rules or regulations covering specific cases not contained herein, but which may be necessary for the carrying out of the objectives of BC Soccer. This provision is alterable.
- 2.5 BC Soccer shall be operated without purpose of pecuniary gain to any of its members and any surplus of BC Soccer shall be used solely for the purposes of BC Soccer and the promotion of its objectives. This provision was previously unalterable.

PART 3 - MEMBERSHIP

3.1 Membership Conditions.

There shall be three classes of membership in the Society: Active Members, Associate Members and Life Members. The following conditions of membership shall apply:

(1) Active Members - Voting

- (a) Active membership shall be available only to organizations who meet the following membership qualifications, who have applied for and have been accepted for Active membership in the Society in accordance with this subsection. To be eligible to become an Active Member, an organization must:

- (i) be either:
- A. those Adult Leagues primarily established for the purpose of organizing and administering adult age soccer as defined by the Society in these bylaws; or
 - B. those Youth District Associations primarily established for the purpose of organizing and administering youth age soccer in one of the Districts as defined by the Society in these bylaws; and

- (ii) have recognizable memberships and bona fide operation according to the requirements of the Society in accordance with PART 15 - Youth District Associations, Adult Leagues and Affiliated Youth Clubs of these bylaws.
- (b) An organization wishing to become an Active Member must present a membership application form to the Society. The application shall be reviewed by the Society's Membership Committee for completeness. Applications that pass the Membership Committee's scrutiny shall be sent to the Board for approval.
- (c) Subject to the delegate voting system set out in PART 13 - Delegate Voting System of these bylaws, each Active Member shall be entitled to receive notice of, to attend and to vote at all meetings of the members of the Society.

(2) Associate Members – Non-Voting

- (a) Associate membership shall be available only to organizations who meet the following membership qualifications, who have applied for and have been accepted for Associate membership in the Society in accordance with this subsection. To be eligible to become an Associate Member, an organization must:
 - (i) have similar objectives to the Society; and
 - (ii) eligible organizations include but are not limited to affiliated Adult Leagues (indoor and outdoor), schools, college and university leagues, and referees', coaches' and trainers' associations.
- (b) An organization wishing to become an Associate Member must present a membership application form to the Society. The application shall be reviewed by the Society's Membership Committee for completeness and the applicant's alignment with the objectives of the Society. Applications that pass the Membership Committee's scrutiny shall be sent to the Board for approval.
- (c) Associate Members must make an application for membership renewal with the Society annually, on or before April 1 of each year, in a form provided by the Society.
- (d) The Board may admit an organization as an Associate Member for a short term of up to 30 days where such admission is of benefit to the members of the Society and that short term admission supports the objectives of the Society.
- (e) Limited Associate Membership may be granted to organizations by following the procedure set out in this subsection to for-profit soccer academies and schools for the sole purpose of granting permission to attend individual events sanctioned by recognized governing bodies, if requested, and subject to all rules and regulations of the Society.
- (f) Associate Membership in the Adult League category is designed for Adult Leagues that:
 - (i) play full 11-aside outdoor soccer during the spring and summer; or
 - (ii) play indoor, small sided outdoor and/or FUTSAL soccer.
- (g) An Associate Member shall be entitled to receive notice of and to attend at meetings of the members of the Society, and have speaking rights at meetings of the members,

but shall have no vote, except as required under the Act. An Associate Member shall only receive additional membership rights or services from the Society if approved by the Board.

(3) Life Members – Non-Voting

- (a) Life membership shall be available only to individuals who have rendered valuable service to the Society and have been accepted for Life membership by recommendation of the Board to the members and acceptance by the voting members by resolution at a meeting of the members; and
- (b) a Life member shall be entitled to receive notice of, to attend, and have speaking rights at meetings of the members, but shall have no vote, except as required under the Act. A Life member shall not be required to pay membership dues.

3.2 Term of Membership.

- (a) A member's term shall be from the date the member was accepted into membership in the Society until the date his or her membership terminates pursuant to PART 4 - Membership Dues, Termination and Discipline of these bylaws.

3.3 Non-Transferrable. Membership in the Society is non-transferable.

PART 4 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

4.1 Membership Dues. Membership dues, if any, shall be set by the Board from time to time, subject to approval by the members at a general meeting of the members. The members may approve a different membership fee structure for Active Members and Associate Members. Members shall be notified in writing of any membership dues at any time payable by them and, if such dues are not paid within 60 days of such notice, the member shall no longer be in good standing.

4.2 Termination of Membership. A membership in the Society is terminated when:

- (a) any specified term of membership expires;
- (b) a member fails to maintain any qualifications for membership specified in Section 3.1 of these bylaws;
- (c) unless otherwise provided in these bylaws, a member is not in good standing for more than 90 days;
- (d) the member resigns by delivering a written resignation to the registered office of the Society, in which case such resignation shall be effective on the date specified in the resignation;
- (e) the member dies, or, in the case of a member that is an organization, is disbanded, dissolved or ceases its operations;
- (f) the member is expelled in accordance with PART 4 - Membership Dues, Termination and Discipline of these bylaws or is otherwise terminated in accordance with the these bylaws or by Special Resolution at a meeting of the members in accordance with Section

4.5 of these bylaws, provided that a Life Member may not be expelled by Special Resolution; or

- (g) the Society is liquidated or dissolved under the Act.

Subject to these bylaws, upon any termination of membership, the rights of the member, including any rights in the property of the Society, automatically cease to exist.

4.3 Discipline of Members. The Board shall have authority to discipline, suspend or expel any member from the Society on any one or more of the following grounds:

- (a) violating any provision of the constitution, these bylaws, or written policies of the Society;
- (b) failing to be in good standing;
- (c) carrying out any conduct which may be detrimental to the Society, as determined by the Board in its sole discretion; or
- (d) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Society.

In the event that the Board determines that a member should be disciplined, suspended, or expelled from membership in the Society, the President, or such other director or senior manager as may be designated by the Board, shall provide, in a written notice, 20 days' notice of the proposed discipline, suspension, or expulsion to the member and shall, in the written notice, provide reasons for the proposed discipline, suspension or expulsion. The member may make written representations to the President, or such other director or senior manager as may be designated by the Board, in response to the notice received within such 20 day period. In the event that no written representations are received by the President or such other director or senior manager as may be designated by the Board, the President or such other director or senior manager as may be designated may proceed to notify the member in writing that the member is suspended or expelled from membership in the Society. If written representations are received in accordance with this Section, the Board will consider such representations in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submissions. A member may appeal a Board decision to the Canadian Soccer Association, to be heard in accordance with the Canadian Soccer Association appeal process.

4.4 Suspension. In the event a member is suspended from membership in the Society in accordance with Section 4.3, the member shall not be entitled to exercise any of the rights of being a member of the Society under these bylaws and the Act, including, but not limited to, the following:

- (a) the right to receive notice of any members' meetings; and
- (b) the right to vote at members' meetings.

The member so suspended shall automatically cease to be a member one year from the date of such member's suspension unless a decision is made by the Board to restore the member to good standing.

4.5 **Expulsion by Special Resolution.** At any meeting of the members where a Special Resolution is sought to expel an Active Member or an Associate Member:

- (a) the notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion; and
- (b) the Active Member or Associate Member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the members' meeting prior to the voting on the Special Resolution to remove that member.

4.6 **Failure to Pay Membership Fees.**

- (a) A member may be declared by the Board to be not in good standing due to non-payment of any annual membership fee or any outstanding debts to the Society.
- (b) In any case, the member shall be advised in writing of the declaration of not in good standing by the Board. Members shall remain not in good standing until the Board accepts that the debt is cleared or a financial arrangement for repayment of said debt has been entered into with the Society, or until the Board is satisfied of the member's compliance with the bylaws, Rules and Regulations, and board policies of the Society.

A member who is not in good standing or is suspended from membership shall not be eligible to vote at meetings of the members or to participate in the business of the Society at meetings of the members.

4.7 **Delivery of Society Property.** In the event a member is disciplined, suspended, expelled, not in good standing or otherwise terminated from membership in the Society, the member shall, prior to the commencement of their sanction, suspension, or expulsion, deliver up any and all property of the Society in their possession, including but not limited to, records, keys, and access codes. The member agrees that failure to deliver up said property prior to the commencement of the sanction, suspension, or expulsion is irreparable harm to the Society and is appropriate for immediate judicial relief, including an injunction with no undertaking as to damages.

PART 5 - MEETINGS OF MEMBERS

5.1 **Annual Meeting.** The annual meeting of the members shall be held on or before June 30 in each year, and at such time as the Board may by resolution determine at any place within Canada or, if all of the voting members so agree before the meeting, outside Canada.

5.2 **Special General Meeting.** Other meetings of the members may be convened by order of the President at any date and time and at any place within Canada or, if all of the voting members so agree before the meeting, outside Canada.

The voting members of the Society may requisition the directors to call a general meeting for the purposes stated in the requisition; the requisition:

- (a) may be made in a single record or may consist of several records in similar form;
- (b) must contain the names of, and be signed by, not fewer than 10% of the voting members of the Society;

- (c) must state, in 200 words or less, the business to be considered at the meeting, including any special resolution the requisitionists wish to have considered at the meeting;
- (d) must be delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the Society; and
- (e) must be sent to each individual listed in the society's register of directors.

Promptly after a Society receives a requisition:

- (a) the directors must call a general meeting of the members, to be held within 60 days after the date of the Society's receipt of the requisition, to consider the business stated in the requisition; and
- (b) the society must send, with the notice of the meeting, the text of the statement referred to in subsection (c) above.

If, within 21 days after the date of the Society's receipt of a requisition, the directors do not call a general meeting, a majority of the requisitionists may call the meeting. A general meeting called by the requisitionists must be:

- (a) called within 60 days after the expiry of the 21 day period; and
- (b) called and held in the same manner, as nearly as possible, as a general meeting called and held by the directors except that notice of the meeting must be sent to every director as well as to every member.

In the case of a meeting called by the requisitionists as set out immediately above, unless otherwise resolved by ordinary resolution at the general meeting, the Society must reimburse the requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling and holding that meeting.

5.3 **Voting At General Meeting.** The delegate voting system set out in PART 13 - Delegate Voting System of these bylaws shall be used to appoint delegates and determine votes cast at all meetings of the members.

5.4 **Persons Entitled to be Present.** The only persons entitled to be present at a meeting of members shall be the delegates from the members in good standing, the Society directors, the Society staff, invited guests, the auditor (if any) of the Society and such other persons who are entitled or required under any provision of the Act, constitution or these bylaws of the Society to be present at the meeting. The Board shall have a voice but no vote at meetings of the members, subject to the casting vote of the chair, pursuant to Section 5.10 of these bylaws. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

5.5 **Chair of the Meeting.** The President, or alternatively the First Vice President or alternatively any Director who is present should the President be absent, are to preside at meetings of the members. In the event that the President and the First Vice President are not present within 15 minutes after the time appointed for holding the meeting or if the President, First Vice President and all other Directors present are unwilling to act as chair, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

5.6 **Notice of Meeting of Members.**

- (a) Notice of a meeting of members shall be given to the auditor, if any is appointed, and to each member at its registered address, in writing (including electronic communication), by mail, courier or personal delivery at least 7 days and no more than 60 days before the meeting.
- (b) An annual budget for the following fiscal year, prepared by the Finance Committee, shall be forwarded to each member and each director at least 21 days before the date of each annual general meeting. The budget shall include all proposed fees.
- (c) A copy of the financial statements, together with a copy of the auditor's annual report, shall be forwarded to each member and to each director at least 14 days before the date of each annual general meeting.
- (d) Notice of a meeting will specify the date, time and place of the meeting, and will specify the Electronic Means that are authorized to be used for the meeting (if any).

5.7 **Notice of Special Resolution.** If a Special Resolution is to be voted on at a members' meeting, the full text of the Special Resolution must be included in the notice to members.

5.8 **Quorum.** A quorum at any meeting of the members shall be determined in accordance with PART 13 - Delegate Voting System of these bylaws. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. If a quorum is not present at the opening of any meeting of the members, the members then present, or failing that, any two directors, may adjourn the meeting to a fixed time and place pursuant to Section 5.9.

5.9 **Adjournment.** Notice of the adjourned meeting of the members is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. If at the adjourned meeting a quorum is not present, the members present shall constitute a quorum. No business shall be transacted at the adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.10 **Votes to Govern.** At any meeting of members every question shall, unless otherwise required by the constitution, these bylaws or by the Act, be determined by a majority vote through the delegate voting system set out in PART 13 - Delegate Voting System of these bylaws. In case of an equality of votes, the chair of the meeting shall have a casting vote.

5.11 **Method of Voting.** At a meeting of the members, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, two or more Delegate Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

5.12 **Proxies.** Voting by proxy is not permitted.

5.13 **Business at Annual General Meeting.** At a general meeting, the following business is ordinary business:

- (a) presentation of credentials;
- (b) roll call;

- (c) minutes of previous annual general meeting;
- (d) business arising;
- (e) consideration of the reports, if any, of the directors, officers or auditor;
- (f) presentation and consideration of the Society's financial statements, prepared in compliance with the Act and the regulations;
- (g) bylaw amendments;
- (h) election or appointment of directors;
- (i) appointment of auditor, if any; and
- (j) business arising out of a report of the directors not requiring the passing of a Special Resolution.

All other business is special business.

5.14 **Annual Report.** Within 30 days after an annual general meeting, the Society must file with the Registrar an annual report that includes the date on which the meeting was held, subject to any exceptions or extensions in the Act.

5.15 **Process for Amendment.** Any written amendment or addition request shall be:

- (a) received by the Board at least 45 days prior to any general meeting;
- (b) Adult Leagues or Youth Districts shall be provided with copies of the proposed amendments at least 30 days prior to any general meeting; and
- (c) no motion may be placed on the floor of a general meeting that obviates or intends to obviate the intention of this Section.

5.16 **Board may amend at any time.** Notwithstanding anything contained in PART 13 - Delegate Voting System, the Board may amend or add to the Rules and Regulations and Board policies at any time. Such amendments come into effect as determined by the Board.

5.17 **Member Not in Good Standing.** A Youth District Association or Adult League who is under suspension from the Society will not be eligible to vote or participate in the business of the Society.

PART 6 - DIRECTORS

6.1 **General Duties.** The property and affairs of the Society shall be managed by the Board.

6.2 **Support of Purposes.** Every director will subscribe to and support the purposes of the Society.

6.3 **Composition of Board.** The Board shall be comprised of 14 directors.

6.4 **Election and Term.** The members will elect the directors at each annual general meeting at which an election of directors is required.

- (a) Each individual nominated as a director may appoint a single scrutineer to oversee the election process.
- (b) The Society shall use the runoff election plurality voting system so that members elect directors in each of the following positions: President, First Vice President, Vice President Finance, Vice President Adult and Vice President Youth. If no candidate receives at least 50% +1 of the votes cast, the candidate with the least number of votes shall be eliminated from further consideration and another round of voting shall be conducted. This process shall continue until one candidate has at least 50% +1 of the votes cast.
- (c) The Society shall use the plurality voting system so that members elect each of the directors-at-large. The ballot will provide one line for each two-year position to be filled. Voters shall write in one candidate on each blank line of the ballot. Any ballot that contains the same candidate twice shall be declared spoiled and will not be counted. The candidates with the most votes shall be declared the winners. In the event that two or more candidates are tied for the last position, a second round of voting shall be conducted. Those candidates with fewer votes than those tied will be eliminated from further consideration. The second ballot shall then be conducted. Additional rounds of voting shall take place until the final position is filled. The voting process for all one-year director-at-large positions shall be conducted in this same manner.
- (d) The following positions shall be elected in the time frames and order indicated:
 - (i) in even calendar years, the President, Vice President Finance, Vice President Youth, and four directors-at-large shall be elected, all for a two year term;
 - (ii) in odd calendar years, the First Vice President, the Vice President Adult, and five directors-at-large shall be elected, all for a two year term.

If at any time necessary, an officer may be elected for a one year term so that such officer's term will expire in the necessary year to allow for the election of officers in the manner set out in this subsection (d). Any one year positions will be elected after all two year positions have been elected.

- (e) The term of office for a director shall commence immediately after the annual general meeting provided there is documented consent for the director.

6.5 **Invalidation of Acts.** No act or proceeding of the Board is invalid by reason only of there being less than the required number of directors in office.

6.6 **Qualifications.** In order to be qualified as a director, an individual must:

- (a) be at the time of their election a resident of the Province of British Columbia, being a minimum period of six months immediately preceding the election;
- (b) be at least 18 years of age; and
- (c) not be:
 - (i) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;

- (ii) an undischarged bankrupt; or
- (iii) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - A. the court orders otherwise;
 - B. five years have elapsed since the last to occur of:
 - (1) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
 - (2) the imposition of a fine;
 - (3) the conclusion of the term of any imprisonment; and
 - (4) the conclusion of the term of any probation imposed; or
 - C. a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

6.7 **Disqualification.** A director who is not qualified to be a director under the Act or these bylaws ceases to hold office as of the date of disqualification.

6.8 **Removal of Director.** A director may be removed before the expiration of his or her term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If a director has been removed by Special Resolution, the Members may elect a replacement director by Ordinary Resolution to serve for the balance of the removed director's term of office. The director is entitled to be heard at or prior to the time when the Special Resolution is considered.

If a director has been removed by Board Resolution, the director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

6.9 **Ceasing to be a Director.** A person will automatically cease to be a director:

- (a) upon the date which is the later of the date of delivering his resignation in writing to the President or to the registered office of the Society and the effective date of the resignation stated therein;
- (b) upon the expiry of his term;
- (c) upon the date such person is no longer qualified pursuant to these bylaws;
- (d) upon his removal;

- (e) on absenting himself without cause, the sufficiency of which shall be determined by the Board, from three successive meetings of the Board in a period of one year;
- (f) by willfully neglecting his duties to the Society, as determined by a majority vote of the Board;
- (g) on ceasing to be a resident of the Province of British Columbia; or
- (h) upon his death.

6.10 **Executive Roles.**

- (a) **President.** This role chairs the Board, is the Chief Executive Officer of the Society, and is responsible for supervising the other directors in the execution of their duties. This role also chairs meetings of the members of the Society.
- (b) **First Vice President.** This role is the vice-chair of the Board and is responsible for supporting the President and carrying out the duties of the President if the President is unable to act. If the President shall become unable to act as President for any reason, the First Vice President shall assume the office of the President and an election shall be held for the office of First Vice President at the next annual general meeting.
- (c) **Vice President Finance.** This role is responsible for the supervision of the accounts and records of the Society and doing, or making the necessary arrangements for, the following:
 - (i) receiving and banking monies collected from the members or other sources;
 - (ii) keeping accounting records in respect of the Society's financial transactions;
 - (iii) preparing the Society's financial statements;
 - (iv) establishing and chairing a committee that shall include no less than two directors and a senior staff member to carry out the financial affairs of the Society (the "Finance Committee");
 - (v) presenting an annual budget designed to avoid incurring a deficit as prepared by the Finance Committee to the membership at the annual general meeting;
 - (vi) reviewing and, when necessary, amending the budget, provided any amendments must not affect the member programs or the efficiency of the organization, in an effort to recover the cash decrease as reflected in the audited financial statements of the previous year; and
 - (vii) making the Society's filings respecting taxes.
- (d) **Vice President Adult.** This role shall be responsible for the supervision of all Adult member activity.
- (e) **Vice President Youth.** This role shall be responsible for the supervision of all Youth member activity.
- (f) **Secretary.** This role is responsible for doing, or making the necessary arrangements for, the following:

- (i) maintaining the Rules of Soccer pursuant to PART 13 - Delegate Voting System of these bylaws;
- (ii) issuing notices of general meetings and directors' meetings;
- (iii) taking minutes of general meetings and directors' meetings;
- (iv) keeping the records of the Society in accordance with the Act;
- (v) conducting the correspondence of the Board; and
- (vi) filing the annual report of the Society and making any other filings with the Registrar under the Act.

A person holding an executive position with the Society who is desirous of accepting office with the Society shall first resign from his current position.

6.11 Duties of the Board. It shall be the duty and responsibility of the Board to:

- (a) review the annual budget, as prepared by the Finance Committee, for presentation to the membership at the annual general meeting;
- (b) ensure the minutes of Board meetings are properly recorded and filed in the Society's minute book;
- (c) organize an annual general meeting or any other meetings of the members;
- (d) solicit funds at such time and in such manner as deemed advisable by the Board;
- (e) manage and perform such other duties, responsibilities and obligations as may be required by law; and
- (f) maintain all Rules and Regulations which govern the game of soccer among the Active Members and Associate Members of the Society.

6.12 Casual Vacancies. If for any reason a vacancy exists on the Board:

- (a) if more than 90 days remain during his term, the Board may either:
 - (i) call for nominations and hold an election with a mail in ballot to fill the remaining portion of the vacated term; or
 - (ii) appoint a new director to serve until the next annual general meeting; and
- (b) if less than 90 days remain during his term, the Board may either:
 - (i) appoint a new director to serve until the next annual general meeting; or
 - (ii) leave the position vacant until the next annual general meeting.

If the office of President shall become vacant for any reason, the First Vice President shall serve as President and the Board shall appoint a new First Vice President from among the current Board.

- 6.13 **Remuneration of Directors.** No director shall be paid any remuneration for services rendered to the Society as director but may be reimbursed for reasonable expenses in acting as a director.
- 6.14 **Resignation from Conflicting Positions.**
- (a) No member of the Board shall hold an office or be an employee of a member under the jurisdiction of the Society. A newly elected director must relinquish all positions held with a member within a period of 60 days of becoming a director.
 - (b) No member of the Board shall hold an office or be an employee of a governing body of the Society. A director must relinquish all such positions within a period of 60 days of becoming a director.
- 6.15 **Staff.** The Board may engage paid employees as it deems necessary in accordance with the Society's policies.
- 6.16 **Power to Create Committees.** The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by resolution of the Board.
- 6.17 **Standing Committees.** The Board shall constitute and maintain the following standing committees to be advisory to the Board. The terms of reference of each committee shall be kept up to date and published on the Society's website for public access:
- (a) Finance;
 - (b) Nominations;
 - (c) Governance;
 - (d) Risk Management; and
 - (e) Membership.
- 6.18 **Operational Committees.** The Board shall constitute and maintain operational committees as it deems needed to support the operation, which shall be accountable to the Board. The terms of reference of each committee shall be kept up to date and published on the Society's website for public access.
- 6.19 **Judicial.** The board shall appoint from its number, a director to oversee the judicial policies and procedures of the Society and its members, including constituting panels as needed to conduct:
- (a) Appeals;
 - (b) Protests; and
 - (c) Discipline.
- 6.20 **Conflict of Interest.** A director who has a direct or indirect material interest in a contract or transaction (whether existing, proposed, or as described in the Society's policies) with the Society, or a matter for consideration by the Board:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter, including any involvement with another soccer organization, private business interest or interest in another non-profit or charitable organization;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent him or herself from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

6.21 **Board Policies Regarding Conflict of Interest.** The Board may establish further policies governing conflicts of interest of directors and others, provided that such policies must not contradict the Act or these bylaws. Without limiting the generality of the foregoing:

- (a) Directors and Senior Managers of the Society must be free of both an actual conflict of interest and an appearance of a conflict of interest.
- (b) On election to the position of director, the newly elected director shall immediately disclose, in writing, any personal, professional or business activity that may be construed as a potential conflict of interest, and shall periodically thereafter update such disclosure when appropriate.
- (c) A director shall not permit that director's own interest to conflict in any way with the director's fiduciary responsibilities to the Society.
- (d) A director shall not benefit directly or indirectly from any transaction with the Society unless it is to the clear advantage of the Society, as determined by the Board.
- (e) Any deviation or perceived deviation from this conflict of interest section of the bylaws shall be acted on only if reported, in writing, by the complainant to the Board.
- (f) Any director who, by personal or business conduct, violates any part of this Section 6.20 may be suspended or removed from the Board by a 2/3 majority vote of the entire Board, after an investigation has been made wherein the director concerned has been given a proper hearing with full opportunity to explain the director's action. When such hearing is being initiated, notice of such hearing shall be given to all concerned, in writing, not less than 10 working days before such hearing.

PART 7 - MEETINGS OF DIRECTORS

7.1 **Place of Meeting.** Meetings of the Board may be held at any place within or outside Canada.

- 7.2 **Calling of Meetings.** Meetings of the Board may be called by the President of the Board, the First Vice President of the Board or any two directors at any time.
- 7.3 **Regular Meetings.** The Board shall meet a minimum of six times per year. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.
- 7.4 **Notice of Meeting.** Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10.1 of these bylaws to every director of the Society not less than seven days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Unless these bylaws or the Act otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting. In emergency circumstances, a meeting of the Board may be held on one day's notice, provided if all directors are not present at that meeting, any decisions made at that meeting must be ratified by Board Resolution in writing or at the next meeting of the Board.
- 7.5 **Quorum.** A majority of the number of directors constitutes a quorum at any meeting of the directors, and, despite any vacancy among the directors, a quorum of directors may exercise all of the powers of the directors. If a quorum is not present at the meeting of the directors, the directors then present, shall adjourn the meeting to a fixed time and place pursuant to Section 7.6.
- 7.6 **Adjournment.** Any meeting of the Board may be adjourned from time to time by the President of the meeting, with the consent of the directors present at the meeting which is to be adjourned, to a fixed time and place. Notice of any adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 7.7 **Chair.** The President (or, in the absence or inability of the President, the First Vice President) will, subject to a Board Resolution appointing another person, preside as chairperson at all meetings of the Board. If at any meeting of the Board the President, First Vice President and such alternate person appointed by a Board Resolution, if any, are not present within 15 minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting. If the person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the directors present at such meeting, he or she may preside as chairperson. In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chairperson will

have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the Act and these bylaws.

- 7.8 **Votes to Govern.** Each director is authorized to exercise one vote. At all meetings of the Board, every question shall be decided by Board Resolution. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 7.9 **Meetings by Electronic Means.** The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely. Where a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

PART 8 - SENIOR MANAGERS

- 8.1 **Appointment.** The Board may appoint one or more Senior Managers in the discretion of the Board and specify their duties.
- 8.2 **Cessation.** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Senior Manager of the Society. Unless so removed, a Senior Manager shall hold office until the earlier of:
- (a) the Senior Manager's successor being appointed;
 - (b) the Senior Manager's resignation;
 - (c) such Senior Manager ceasing to be a director (if a necessary qualification of appointment); or
 - (d) such Senior Manager's death.

If the office of any Senior Manager of the Society shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

PART 9 - INDEMNIFICATION

- 9.1 **Indemnify an Eligible Party.** Subject to Section 9.4 and the provisions of the Act, an Eligible Party will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Eligible Party, by reason of his or her holding or having held authority within the Society:
- (a) is or may be joined as a party to such legal proceeding or investigative action; or
 - (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.
- 9.2 **Subsidiary.** Notwithstanding Section 9.1, the Society may, in its discretion, determine whether or not to indemnify an Eligible Party to the extent he or she is liable for or in respect of expenses by reason of holding or having held a position in a subsidiary, if any, of the Society, which position is equivalent to the position of an Eligible Party in the Society itself.

- 9.3 **Advancement of Expenses.** To the extent permitted by the Act and subject to Section 9.4, all costs, charges and expenses incurred by an Eligible Party with respect to any legal proceeding or investigative action may be advanced by the Society prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the Eligible Party to repay such amount unless it is ultimately determined that the Eligible Party is entitled to indemnification hereunder.
- 9.4 **Indemnification prohibited.** Notwithstanding Sections 9.1 and 9.2, the Society must not indemnify an Eligible Party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Eligible Party:
- (a) has already been reimbursed for such expenses;
 - (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;
 - (c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Society or any subsidiary of the Society; or
 - (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.
- 9.5 **Non-compliance.** The failure of an Eligible Party of the Society to comply with the provisions of the Act, or of the constitution or these bylaws, will not invalidate any indemnity to which he or she is entitled under this part.
- 9.6 **Deemed Contract.** Each Eligible Party of the Society on being elected or appointed will be deemed to have contracted with the Society upon the terms of the foregoing indemnities.
- 9.7 **Insurance.** The Society may purchase and maintain insurance for the benefit of any or all directors, Senior Managers, employees or agents against personal liability incurred by any such person as a director, Senior Manager, employee or agent.

PART 10 - NOTICES

- 10.1 **Method of Giving Notices.** Unless otherwise specified in the constitution, these bylaws or the Act, any notice (which term includes any communication or document) to be given, sent, delivered or served to a member, director, Senior Manager or member of a committee of the Board or to the auditor shall be sufficiently given, if:
- (a) delivered personally to the person to whom it is to be given or if delivered to such person's registered address;
 - (b) mailed to such person at such person's registered address by prepaid ordinary or air mail; or

- (c) sent to such person in writing by telephonic, electronic or other communication facility at such person's registered address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the registered address as aforesaid. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box. A notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, Senior Manager, auditor or member of a committee of the Board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or Senior Manager of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

- 10.2 **Omissions and Errors.** The accidental omission to give any notice to any member, director, Senior Manager, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice. Attendance at a meeting in which notice was accidentally omitted is acceptance of adequate notice.

PART 11 - DOCUMENTS AND RECORDS

- 11.1 **Execution of Documents.** Instruments in writing requiring execution by the Society may be signed in such a manner as the Board may from time to time designate by resolution and all instruments in writing so signed shall be binding upon the Society without any further authorization or formality. The Board shall have the power from time to time by resolution to appoint any person or persons on behalf of the Society either to sign instruments in writing generally or to sign specific instruments. Any signing Senior Manager may certify a copy of any instrument, resolution, bylaw or other document of the Society to be a true copy thereof.

- 11.2 **Access to Records.**

- (a) The documents including the financial records of the Society and the minutes of meetings of members, committee meetings and meetings of the Board will be open to the inspection of any director at reasonable times.
- (b) A member in good standing is entitled, subject to any Board Resolution under Section 25 of the Act, upon providing not less than 14 days' notice to the Society, to examine any of the following documents and records of the Society at the registered office of the Society during the Society's normal business hours:
 - (i) the constitution and these bylaws, and any amendments thereto;
 - (ii) the statement of directors and registered office of the Society;
 - (iii) minutes of any meeting of members, including the text of each resolution passed at the meeting;

- (iv) resolutions of the members in writing, if any;
 - (v) annual financial statements relating to a past fiscal year that have been received by the members in a meeting of members;
 - (vi) the register of directors;
 - (vii) the register of members;
 - (viii) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
 - (ix) copies of orders made by a court, tribunal or government body in respect of the Society;
 - (x) the written consents of directors to act as such; and
 - (xi) the disclosure of a director or Senior Manager regarding a conflict of interest.
- (c) Except as expressly provided by statute or at law, a member will not be entitled or have the right to examine or inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a member in good standing may request, in writing delivered to the registered office of the Society, to examine any other document or record of the Society and the Board may allow the member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.
- (d) Copies of documents to which a member is allowed to examine may be provided on request by the member for a reasonable production fee to be determined by the Board.

11.3 **Inspection by Non-Members.** A non-member may only inspect the records of the Society with permission of the Board. A non-member may not inspect the register of members.

11.4 **Use of Members and Directors Register.** A person must not use contact information that the person obtains from an inspection of the Society's register of members or directors except in connection with matters related to the activities or internal affairs of the Society and in compliance with the Act.

PART 12 - FINANCIAL MATTERS

12.1 **Financial Year End.** The financial year end of the Society shall be determined by the Board from time to time.

12.2 **Investment.** The Board may, without authorization of the members, invest in any investment which it deems will benefit the Society.

12.3 **Borrowing.** Subject to these bylaws, the Board may, without authorization of the members:

- (a) borrow up to \$100,000 on the credit of the Society, of which \$50,000 may only be short term debt to be paid within 60 days of incurring the debt;

- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Society, subject to the above-imposed financial limits;
 - (c) give a guarantee on behalf of the Society to secure performance of an obligation of any person, subject to the above-imposed financial limits;
 - (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Society, other than real property, owned or subsequently acquired, to secure any obligation of the Society, subject to the above-imposed financial limits; and
 - (e) enter into multi-year capital leases in conducting the business of the Society, to a maximum amount not exceeding \$100,000.
- 12.4 **No encumbrances or sale of real estate.** No encumbrances shall be placed upon the real property owned by the Society. Real property owned by the Society shall not be sold without approval of the majority for the membership at a general meeting.
- 12.5 **Signing Officers.** The signing officers of the Society shall be the Vice President Finance, the Executive Director, any other director(s) appointed by the Board and up to one additional employee of the Society appointed by the Board. Two signing officers shall sign all cheques issued by the Society.
- 12.6 **Banking Arrangements.** The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by a Senior Manager or Senior Managers of the Society and/or other persons as the Board may by resolution from time to time designate, direct or authorize.
- 12.7 **Annual Financial Statements.** The Society may, instead of sending copies of the annual financial statements, the report of the auditor (if any), and any further information respecting the financial position of the Society and the results of its operations as required by the Act, regulations, bylaws or other agreements, provide such items to the members by the following means:
- (a) publishing a notice to its members stating that the annual financial statements and such other documents described above are available at the registered office of the Society and any member may, on request, obtain a copy free of charge at the registered office, Electronic Means or by prepaid mail; or
 - (b) by posting the annual financial statements and such other documents described above on the Society's website, provided that the Society publishes a notice to its members stating that the financial information with respect to the Society is available on its website.
- 12.8 **Auditor.** The Society shall have an auditor who is a licensed Chartered Professional Accountant, appointed by the members by Ordinary Resolution at the annual general meeting of the Society, to hold office for the term set out in the Act and perform the duties as set out in the Act.

PART 13 - DELEGATE VOTING SYSTEM

- 13.1 **Delegate Member.** In this Part, “Delegate Member” means an appointed or elected delegate representing an Active Member, who has been recognized by the Board as representing an Active Member.
- 13.2 **Delegate Voting System.** The Society shall use a delegate voting system for meetings of the members, wherein delegates are appointed or elected by Active Members pursuant to each Active Member’s own bylaws. Membership decisions of the Society are made by votes cast by Delegate Members.
- 13.3 **Quorum.** A quorum at any meeting of the members shall be 50% + 1 of Active Members in good standing represented by their Delegate Members, present in person. Associate Members and Life Members may be present at any meeting of the members, but shall not be counted in the quorum.
- 13.4 **Accredited Voting Delegate Members.** The accredited voting Delegate Members to meetings of the members of the Society shall be the authorized Delegate Members of each Active Member in good standing. Further:
- (a) the names of Delegate Members shall be filed with the Society not later than seven days prior to any meeting of the members unless approved by a majority of the Delegate Members at the same meeting; and
 - (b) the Delegate Members shall furnish the Society, prior to the start of the meeting of the members, written notice from the Active Member whom they represent authorizing the Delegate Members to attend on behalf of the Active Member.
- 13.5 **Delegate Voting.**
- (a) **Adult Leagues.** Each affiliated Adult League having fewer than ten teams shall be eligible to cast at least one vote at the annual general meeting. An Adult League shall be permitted an additional vote for each additional ten teams (consisting of Registered Players who have submitted full member adult league player fees to the Society) or part thereof. The total number of votes allocated to each Adult League will be determined by the formula as set forth in section 13.5(c) and subject to the provisions of section 13.5(e).
 - (b) **Youth District Associations.** Each affiliated Youth District Association having fewer than 400 Registered Players, including players assigned to the Youth District Association by the Society, shall be eligible to cast one vote at the annual general meeting. Youth District Associations with more than 400 Registered Players shall be permitted one vote for the first 400 Registered Players and one vote for each additional 400 Registered Players registered by December 31 of the current coastal season and by June 1 of the current interior season.
 - (c) **Determination of Adult League Delegate Votes.**
 - (i) To determine the Adult League votes, the total number of Youth District Association votes as determined in subsection (b) above, shall be divided by the total number of Adult teams in each league. The resulting figure is then

multiplied by the number of teams per league. Fractional calculations are rounded up at 50% or more, and down at 49% or less.

- (ii) The total number of votes allocated to the Adult Leagues will equal the total number of votes allocated to the Youth District Associations.
 - (iii) To determine the number of teams for a member Adult League whose season is defined as “summer”, divide the total number of players who are registered to that league who were not registered during the immediate past “winter” playing season by 20.
- (d) **Votes not assignable.** No Active Member shall be permitted to assign its voting privileges to another Active Member.
 - (e) **Delegate Limitations.** No one Adult League Delegate Member can carry more than 25% of the total number of eligible Adult League votes. No Youth District Association Delegate Member can carry more than 25% of the total number of eligible Youth District Association votes.
 - (f) **Failure to select a Delegate Member.** Any Active Member not represented by a Delegate Member at a meeting of the members without cause may be subject to a fine, as determined by resolution of the members.

PART 14 - BOUNDARIES

- 14.1 **Adult Leagues.** The geographic boundaries of Adult Leagues are defined by the Board from time to time, subject to Rule 13, Sanction and Control of Leagues, of the Society’s Rules and Regulations.
- 14.2 **Youth Districts.**
 - (a) **New Youth Districts.** The Board shall have the authority to set geographic boundaries for any new District, except where such boundaries overlap the boundaries of an existing District.
 - (b) **Modification to Youth Districts.** The Board shall submit any proposed changed to existing District boundaries to the members for approval at the annual general meeting.
 - (c) **Geographic Boundaries.** Where a roadway is used to defined a District boundary, the centre of the roadway shall be the boundary. The area of a District may include adjoining areas that have a common boundary with the District and are not adjoining or defined by another District.
 - (d) **Reporting to BC Government Sport Branch.** The Board shall report all District boundary changes and new Districts to the BC Government’s provincial sport branch, as required.
- 14.3 **Boundaries of Youth Districts.** Youth District boundaries are defined by the Board in consultation with the Youth District Associations in the manner set out in Appendix A.

PART 15 - YOUTH DISTRICT ASSOCIATIONS, ADULT LEAGUES AND AFFILIATED YOUTH CLUBS

15.1 Youth Districts, Adult Leagues, and Affiliated Youth Clubs. This Part shall set out the requirements for qualifying registered BC societies to participate in the Society.

15.2 Youth District Associations and Adult Leagues. Each Youth District Association, enumerated in PART 14 - Boundaries, and Adult League shall be a registered BC society in compliance with the governance requirements set out in this PART 15 - Youth District Associations, Adult Leagues and Affiliated Youth Clubs and shall comply with the principles of the Society's rules, regulations and policies.

(a) **Annual Tasks.**

- (i) **Bylaws.** Each Youth District Association and Adult League shall submit a copy of its constitution, bylaws, and rules and regulations annually, duly amended, to the Society for approval within 30 days of their annual general meeting.
- (ii) **Elections.** Each Youth District Association and Adult League shall submit the result of the election of officers and provide a list of current directors showing the names, telephone numbers and email addresses to the Society within 30 days of any election.
- (iii) **Financial Statements.** Each Youth District Association and Adult League shall produce at a minimum Notice to Reader financial statements, which have been prepared by a licensed CPA, to the Society within 30 days of their annual general meeting. Review and Audit Engagements are acceptable. A financial statement for the current fiscal period shall be issued to the directors and voting members prior to the annual general meeting in accordance with the notice requirements of the Act.
- (iv) **Discipline.** Each Youth District Association and Adult League shall submit a discipline report on an annual basis to the Judicial Committee of the Society in a form acceptable to the Society.

(b) **Governance.** The bylaws of each Youth District Association and Adult League shall set out the following:

- (i) A Youth District Association shall have no less than five directors and an Adult League shall have no less than three directors elected at its annual general meeting. The board of directors shall meet whenever the chair of the board or a majority of the directors deems necessary, and in any case shall meet at least once every two months. A majority of the elected directors shall constitute a quorum.
- (ii) Youth District Associations and Adult Leagues may establish guidelines to determine the eligibility of candidates, manner of election and length of term of directors, provided a director's term shall be a minimum of one year, unless a director is elected to fill a vacancy until the next annual general meeting.

- (iii) The term of office for a director must commence no later than 30 days after the date of the annual general meeting.
 - (iv) Any vacancy on a board shall be filled at the earliest opportunity by the remaining directors of the Youth District Association or Adult League, and in any event within a period of 60 days. Such vacancies shall be advertised to the Youth District Association's or Adult League's members.
 - (v) Any director absent without cause from three consecutive meetings or wilfully neglecting duties may be removed from the board. Such determination shall be made by majority vote of the Youth District Association or Adult League board.
 - (vi) Youth District Associations, Adult Leagues and their affiliated clubs shall comply with the Society's conflict of interest policy and the procedures set out in the Act for conflicts of interest. No director shall vote on any matter directly affecting that director or any club or team in which that director is involved with.
 - (vii) The books and records of a Youth District, Adult League shall be open to inspection by the Society on demand.
 - (viii) All teams within the jurisdiction of an Adult League must be members of the Adult League in order to be affiliated with the Society.
 - (ix) An Adult League may not insert in its constitution or bylaws that teams must play in any given competition.
- (c) **Delegates.** The bylaws of the Youth District Association or Adult League shall reflect:
- (i) The voting delegates to the annual general meeting.
 - (ii) The annual general meeting shall occur:
 - A. on or before June 1st of each year for Coastal Youth District Associations
 - B. and on or before December 1st of each year for Interior Youth District Associations
 - C. on or before May 1st of each year for Adult Leagues
 - (iii) The delegates shall receive at least 14 days' notice of the date, time and venue of the annual general meeting.
 - (iv) A member who is in arrears with its fees or is indebted any way shall not be entitled to vote or participate in the business of the Youth District Association or Adult League unless financial agreement for the settlement of such indebtedness has been entered into with the Youth District Association or Adult League.
 - (v) The order of business at the annual general meeting shall be as follows:
 - A. roll call;

- B. credentials;
- C. minutes;
- D. business arising;
- E. officers' reports;
- F. constitutional amendments;
- G. Rules and Regulations amendments;
- H. election of officers;
- I. new business; and
- J. adjournment.

(vi) Youth District Associations and Adult Leagues may choose to preclude proxies or may allow them with the following restrictions: at a meeting of members, a member may not carry more than three proxies or a number greater than 30% of the total vote for whom the member is a legal representative, whichever number is the least. Bona fide proxy credentials must be presented in writing, stating the meeting for which the proxy is given and from the member who is giving the proxy.

(d) **Affiliated Youth Clubs.**

- (i) A Youth District Association shall only affiliate with clubs which are registered BC societies who complete at a minimum Notice to Reader financial statements.
- (ii) All affiliated clubs shall comply with the principles of the Society's rules, regulations and policies.
- (iii) All affiliated clubs shall comply with the Society's conflict of interest policy and the procedures set out in the Act for conflicts of interest. No director shall vote on any matter directly affecting that director or any club or team in which that director is involved with.
- (iv) All affiliate clubs shall provide to their Youth District Association proof of filling of the affiliated club's society annual report for the previous 12 months and annually thereafter.
- (v) All affiliate clubs shall provide at a minimum Notice to Reader financial statements prepared by a licensed CPA to their Youth District Association within 30 days of the club's annual general meeting. Review and audit engagements are preferred.
- (vi) The books and records of all clubs and teams shall be open to inspection by their Youth District Association on demand.

PART 16 - ALTERNATIVE DISPUTE RESOLUTION

- 16.1 Any person or organization will not take disputes to ordinary courts of law without first exhausting all available remedies as provided for by independent and duly constitution arbitration tribunals recognized under the rules of the Society, Canada Soccer, CONCACAF, or FIFA.
- 16.2 The Society supports the principles of alternative dispute resolution and is committed to the techniques of mediation and arbitration as effective ways to resolve disputes and to avoid the uncertainty and cost associated.

PART 17 - ALTERATIONS TO THE CONSTITUTION OR BYLAWS

- 17.1 **Amendment to Occur at a Meeting of the Members.** No change or amendment shall be made to the Constitution or bylaws of the Society except at a meeting of the members.
- 17.2 **Procedure for Amendment.** Proposed amendments to the Constitution or bylaws will only be considered if submitted, in writing, to the Society by an affiliated Adult League or Youth District Association, or by the Board. Notice of mention of the proposed amendments must be received by the Society at least 45 days prior to any meeting of the members. Adult Leagues and Youth District Associations who are current members in good standing shall be provided with copies of all proposed amendments at least 30 days prior to a meeting of the members.
- 17.3 **Votes Required for Amendment.** Adoption of any proposed amendment to the Constitution or bylaws requires approval by Special Resolution.

APPENDIX A: YOUTH DISTRICT BOUNDARIES

1.1 Youth Districts Registering Boys (To be Removed from Bylaws Effective August 1, 2017)

- (a) Delta: Consists of the Municipality of Delta, that area of Surrey bounded by 40th Avenue on the north, 196th Street on the east, the 49th parallel to the south and the Pacific Ocean on the west. Also the part of Surrey bounded by 96th Avenue on the south, 120th Street on the east and River Road on the north and west.
- (b) Surrey Metro Soccer: Shall be bounded by the Delta District boundaries on the west and on the south and the Fraser River to the north and 196th Street on the east.

1.2 Youth Districts Registering Girls (To be Removed from Bylaws Effective August 1, 2017)

- (a) South District Girls: Consists of the area west of 196th Street and bounded by the 49th parallel on the south and the Fraser River to the north, and including the Cities of Surrey, Delta, and White Rock.

1.3 Youth Districts Registering Boys and Girls

- (a) 100 Mile House: Consists of the City of 100 Mile House and adjoining areas.
- (b) Alouette: Bounded by the Pitt River on the west, Fraser River on the south and east to North Deroche Road.
- (c) Barriere: Consists of the District of Barriere and adjoining areas.
- (d) Boundary: Consists of the City of Grand Forks and adjoining areas.
- (e) Bulkley Valley: Consists of the Municipalities of Houston, Hazelton, Telkwa, Smithers and adjoining areas.
- (f) Burnaby: Consists of the City of Burnaby and New Westminster.
- (g) Central Okanagan: Consists of the City of Kelowna, the Municipality of Peachland, Westbank and the Lake Country and adjoining areas.
- (h) Chetwynd: Consists of the City of Chetwynd, and that area West of East Pine River.
- (i) Columbia Valley: That area from Spillimacheen to Canal Flats and adjoining areas.
- (j) Creston: Consists of the City of Creston and adjoining areas.
- (k) Fort Nelson: Consists of City of Fort Nelson and adjoining area.
- (l) Fraser Valley: Shall be bounded by 196th Street on the west, the 49th parallel on the south, Fraser River to the north and up to and including the City of Hope and on the North side of the Fraser River from North Deroche Road and east to the City of Hope.
- (m) Golden: Consists of Golden and adjoining areas.
- (n) Haida Gwaii: Consists of the entire area of the Haida Gwaii.
- (o) Kamloops: Consists of the City of Kamloops and adjoining areas.
- (p) Kitimat: Consists of the District of Kitimat and adjoining areas.

- (q) Kootenay East: Consists of the Cities of Cranbrook, Kimberley and the adjoining areas.
- (r) Kootenay South: Consists of the Municipalities of Fruitvale, Trail, Rossland, Castlegar, Montrose, Salmo and adjoining areas.
- (s) Lower Island: Consists of that part of Vancouver Island south of the Chemainus River, including the Saanich Peninsula, Salt Spring Island, Outer Gulf Islands and Thetis Island.
- (t) Mackenzie: Consists of City of Mackenzie and adjoining area.
- (u) Merritt: Consists of the City of Merritt and adjoining areas.
- (v) Nechako Lakes: Consists of Fort St. James, Vanderhoof, Fraser Lake and Burns Lake and adjoining areas.
- (w) Nelson consists of the City of Nelson, Balfour, Slocan Valley (highway 6 & 3a Junction - Crescent Valley to New Denver), New Denver and adjoining areas.
- (x) North Island: Consists of the area north of the Upper Island boundary including the Municipality of Port Hardy, the Township of Port McNeill, and the Villages of Port Alice, Alert Bay including the adjoining areas.
- (y) North Okanagan: Consists of the City of Vernon, the District of Coldstream, the City of Armstrong, and adjoining areas.
- (z) North Shore: Consists of the City and District of North Vancouver, the Municipality of West Vancouver, extending north to include the Municipality of Squamish, the Sechelt Peninsula, Whistler and Pemberton.
- (aa) Prince George: Consists of the City of Prince George and adjoining areas.
- (bb) Prince Rupert: Consists of the City of Prince Rupert and adjoining areas.
- (cc) Quesnel: Consists of the City of Quesnel and adjoining areas.
- (dd) Revelstoke: Consists of City of Revelstoke and adjoining area.
- (ee) Richmond: Consists of the City of Richmond.
- (ff) Shuswap: Consists of the Salmon Arm, Sicamous, Shuswap, Chase, the City of Enderby, Squilax, Tappen, Sorrento and North to Seymour Arms and Adams Lake.
- (gg) South Fraser: Consists of the area west of 196th Street and bounded by the 49th parallel on the south and the Fraser River to the north, and including the Cities of Surrey, Delta, and White Rock. (Effective April 1, 2017).
- (hh) South Okanagan-Similkameen: Consists of the City of Penticton, The Districts of Summerland and Naramata, the villages of Oliver and Osoyoos, and adjoining areas.
- (ii) South Peace: Consists of the City of Dawson Creek and that area East of East Pine River.
- (jj) Terrace: Consists of the District of Terrace and adjoining areas.
- (kk) Tri Cities: Consists of the Cities of Port Moody, Coquitlam and Port Coquitlam up to the Pitt River on the east and the Villages of Anmore and Belcarra.

- (ll) Upper Island: Consists of that area of Vancouver Island north of the Chemainus River and north to Sayward, and Kelsey Bay; and the City of Powell River and surrounding area.
 - (mm) Vancouver: Consists of the City of Vancouver and the University Endowment Lands.
 - (nn) Williams Lake: Consists of the City of Williams Lake and adjoining areas.
- 1.4 Coastal Districts. The term “Coastal Districts”, where used in these bylaws in reference to Youth District Associations, shall include the following:
- (a) Alouette
 - (b) Burnaby
 - (c) Delta (To be Removed from Bylaws Effective August 1, 2017)
 - (d) Fraser Valley
 - (e) Lower Island
 - (f) North Shore
 - (g) Richmond
 - (h) South District Girls (To be Removed from Bylaws Effective August 1, 2017)
 - (i) South Fraser (Effective April 1, 2017)
 - (j) Surrey Metro (To be Removed from Bylaws Effective August 1, 2017)
 - (k) Tri Cities
 - (l) Upper Island
 - (m) Vancouver
- 1.5 Interior Districts. The term “Interior Districts”, where used in these bylaws in reference to Youth District Associations, shall include the following:
- (a) Barriere
 - (b) Boundary
 - (c) Bulkley Valley
 - (d) Central Okanagan
 - (e) Chetwynd
 - (f) Columbia Valley
 - (g) Creston Valley
 - (h) Golden

- (i) Haida Gwaii
- (j) Kamloops
- (k) Kitimat
- (l) Kootenay East
- (m) Kootenay South
- (n) Mackenzie
- (o) Merritt
- (p) Nechako
- (q) Nelson
- (r) North Island
- (s) North Okanagan
- (t) One Hundred Mile
- (u) Prince George
- (v) Prince Rupert
- (w) Quesnel
- (x) Revelstoke
- (y) Shuswap
- (z) South Okanagan-Similkameen
- (aa) South Peace
- (bb) Terrace
- (cc) Williams Lake