

## Bylaws

### **ARTICLE 1 AFFILIATIONS**

The Club may be a member of one or more Youth Districts and Adult Leagues which are members of the British Columbia Soccer Association (“**BCSA**”). The Club will accordingly be affiliated with BCSA and will, subject to applicable law, abide by the Rules and Regulations in declining order of authority of the following governing organizations:

1. FIFA;
2. The Canadian Soccer Association;
3. BCSA; and
4. (i) in respect of any youth Teams participating in a Youth District, such Youth District;  
or  
(ii) in respect of any adult Teams participating in an Adult League, such Adult League.

### **ARTICLE 2 INTERPRETATIONS**

1. Definitions.
  - (a) In these Bylaws, unless the context otherwise requires:
    - (i) “Youth District” shall mean the South Fraser District Association, as the case may be;
    - (ii) “Adult League” shall mean Vancouver Metro Soccer league, Metro Women Soccer league, Fraser Valley Soccer League, Lower Mainland Soccer League or any other leagues that may be established from time to time affiliated with BC Soccer;
    - (iii) “BCSA” shall mean the British Columbia Soccer Association;
    - (iv) “Club” shall mean Central City Football Club;
    - (v) “Directors” shall mean the directors of the Club for the time being;
    - (vi) “Family” means a group consisting of parents or legal guardians and their children living together in a household;
    - (vii) “Act” shall mean the *Societies Act* of the Province of British Columbia, as amended from time to time;
    - (viii) “Registered Address” of a member shall mean the address as recorded in the register of members;
    - (ix) “Voting Member” shall mean an individual who becomes and remains an Voting Member in good standing in accordance with these Bylaws;

- (x) "Life Member" shall mean a person who becomes and remains a Life Member in accordance with these Bylaws.
  - (xi) "Team" shall mean a soccer team with not less than eleven Registered Players, (except for small sided teams that may not have less than 6 players) plus team officials, whose application for affiliation has been validated by the Registrar or designate for the current playing season;
  - (xii) "Registered Player" shall mean a person whose application for registration with the Club has been validated by the Club Registrar for the current playing season;
  - (xiii) "Club Registrar" means the individual holding such position within the Club;
  - (xiv) "Board" shall mean the Board of Directors of the Club;
  - (xv) "Respective Governing Body" shall mean the applicable Youth District or Adult League.
- (b) The definitions in the *Act* on the date these Bylaws become effective apply to these Bylaws, save and except those that are specified herein.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person, a corporation, and any other organization or association, whether incorporated or unincorporated, as the context may require.

### **ARTICLE 3 MEMBERSHIP**

1. The members of the Club are those individuals who are members of the Club on the date these Bylaws become effective, and those individuals who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
2. An individual may apply for membership in the Club and upon acceptance by the Club pursuant to the terms of this Article 3, becomes a member.
3. Every member must uphold the Constitution and comply with these Bylaws.
4. There are two (2) classes of members; Voting Members and Life Members:

#### **VOTING MEMBERSHIP**

Voting Membership shall be open to the following individuals:

- (a) An adult player, as defined by the age of majority in the Province of British Columbia, duly registered with this Club.
- (b) One parent or legal guardian from each Family having one or more minor aged player(s) duly registered with the Club. For clarity, each Family may only have one Voting Member.
- (c) Volunteer coaches, managers and other Club volunteers who are not otherwise captured in subsections (a) or (b) above.

## LIFE MEMBERSHIP

The Club may confer a life membership upon a person who has rendered valuable service to the Club. Life Members shall have a voice but no vote at a General Meeting of the Club, in their capacity as Life Members. To become a Life Member an individual must be nominated by the Board and approved by a Special Resolution of the Voting Members. Only one Life Member may be admitted in any two-year period.

### 5. Membership Fees

The annual Membership fees shall be set by the Board and ratified by the Membership at a General Meeting of the Club

### 6. Approval of New Members

An individual may be accepted as a Voting Member upon:

- (a) submitting an application to the Board showing good and sufficient need for such an application and other documentation as required by the Board, and
- (b) obtaining the approval of the Board. The Board may, in its sole discretion, refuse any application for Membership.

### 7. Membership Renewal

- (a) A Voting Member who, prior to the Club's deadline, duly registers with the Club for the subsequent playing season (and thus satisfying the criteria for Voting Membership for the subsequent season) will continue as a Voting Member for the subsequent season.
- (b) A Voting Member who has not met the renewal requirements set out in subsection (a) above, shall cease being a member as soon as the last game of the season is played for the current playing season).

### 8. Rights of Voting Members

- (a) Voting Members in good standing shall be entitled to attend, and vote, in accordance with these Bylaws, at all General Meetings of the Club. Voting Members not in good standing shall be entitled to attend but not vote at General Meetings of the Club.

### 9. Discipline of a Member

- (a) A member may be fined, placed on probation or performance bond, censured, suspended or expelled from membership for cause after lodgement of a formal complaint that is substantiated at a hearing held in accordance with the Respective Governing Body and in the case that the rules of the Respective Governing Body are silent, BCSA's published rules.
- (b) The Board may, with cause, immediately suspend a member prior to a hearing for extraordinary circumstances.

- (c) A member that is suspended loses all rights of membership until the suspension has been lifted.

10. Termination of Membership

Membership in the Club shall be terminated:

- (a) If the member submits a written resignation to the Club, upon submission of such letter of resignation;
- (b) If the member is expelled by the Club, immediately upon being so expelled; or
- (c) If the Voting Member fails to comply with the renewal procedure set out in ARTICLE 37(a), upon the end of the then current playing season.

11. Members Not in Good Standing

A Voting Member who has failed to comply with the renewal procedure set out in ARTICLE 37(a), or failed to pay any other subscription or debt due and owing by the member to the Club is not in good standing and remains not in good standing as long as the renewal requirements fail to be met or the debt remains unpaid.

**ARTICLE 4 BOARD OF DIRECTORS**

1. The Club shall be governed by a Board consisting of between 3 and 11 Directors holding the following titles:
  - (a) Executive Director;
  - (b) Secretary;
  - (c) Treasurer; and
  - (d) Up to 8 Directors-At-Large.
2. The Board will allocate the following roles to one of the Directors or another Club volunteer:
  - (a) Risk Management Officer.
  - (b) Age Group Coordinators
  - (c) Or any other positions as seen fit by the board
3. A Director may hold more than one portfolio.
4. A person is not qualified to be a director of the Society if they are:
  - (a) not at least 18 years of age;
  - (b) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
  - (c) an undischarged bankrupt; or

- (d) 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:
  - (i) the court orders otherwise;
  - (ii) 5 years have elapsed since the last to occur of:
    - (A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed;
    - (B) the imposition of a fine;
    - (C) the conclusion of the term of any imprisonment; and
    - (D) the conclusion of the term of any probation imposed; or
    - (E) 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.
- 5. At the first election of Directors following the approval of these Bylaws, the Executive Director, Secretary, and 4 of the Directors-at-Large shall be elected for a two-year term, and the Treasurer, and 4 of the Directors-at-Large shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected Directors shall be elected for two-year terms in accordance with section 7 of this Article below. In the event that any director position fails to be filled in accordance with these Bylaws then each director whose term of office would otherwise have expired, continues to hold office until the date on which the director's successor is elected.
- 6. A paid employee of the Club shall be permitted to attend meetings of the Board, as appropriate (at the discretion of the Board), and shall have a voice but no vote at such meetings.
- 7. After an initial Board has been elected as contemplated above, roughly one half of the Directors should be elected on alternating years as follows:
  - (a) Treasurer and up to 4 of the Directors-At-Large, shall be elected in even years;
  - (b) Executive Director, Secretary, and up to 4 4 of the Directors-At-Large, shall be elected in odd years.
- 8. Director Vacancy
  - (a) A Director has the right to resign their position by submitting a written resignation to the Club.
  - (b) A vacancy on the Board, caused by removal, resignation, incapacity or death, shall be filled by a majority vote of the Board. The successor Director shall hold their incumbent's position for the remainder of the term being filled or until the next AGM, whichever comes first.

9. Removal of Director

- (a) No Director shall be removed for arbitrary reasons but a Director may be removed or suspended in accordance with Sections (b) or (c) below, as the case may be, if:
  - (i) the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
    - (A) if she/he becomes incapable of performing the business of the Club;
    - (B) if she/he is absent from three (3) or more meetings of the Board without satisfactory reason;
    - (C) if she/he is no longer domiciled in British Columbia;
    - (D) if she/he becomes, or is discovered to be, an undischarged bankrupt; or
  - (ii) the Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
    - (A) if she/he has been found guilty of an offence under the Harassment Policy of the Club or if the Club does not have such policy, the Respective Governing Body's, or if the Respective Governing Body does not have such policy, BCSA's;
    - (B) if she/he has been found guilty of an offence involving violence under the Discipline Policy of BCSA;
    - (C) if she/he has failed to properly account for monies or other property belonging to the Club;
    - (D) if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club; or
    - (E) if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of BCSA.
- (b) A Director may be suspended by the Board for good and sufficient cause provided:
  - (A) The Director is given the opportunity to present evidence in their defense at a hearing of the Board;
  - (B) All Directors including the Director under review are given a minimum of fourteen (14) days' notice of the hearing; and
  - (C) The decision must be a two-thirds ( $\frac{2}{3}$ 's) majority vote of the Board present at the hearing.
- (c) A Director suspended pursuant to ARTICLE 49(b) may be removed by the Voting Members for good and sufficient cause provided:
  - (A) The Director is given the opportunity to present evidence in their defense at the next duly constituted General Meeting;

- (B) All members will be given a minimum of thirty (30) days' notice of this agenda item of the General Meeting; and
- (C) The decision must be a 75% majority vote of the Voting Members present at the General Meeting.

10. Conflict of Interest and Standards of Conduct

The Directors shall adhere to the BCSCA's Conflict of Interest Policy.

11. Duties of Board

- (a) The Board shall conduct the business of the Club during the periods between General Meetings of the Club and in accordance with the authority granted to it in the Bylaws of the Club.
- (b) The Board shall be responsible for the appointment and removal of appointments of all positions within the Club except for those positions elected by the membership of the Club. This shall include the appointment of volunteer and paid positions within the Club's operations.

12. Duties of Directors

(a) Executive Director

The Executive Director shall be the chief executive officer of the Club. The Executive Director shall preside at all General Meetings of the Club and of the Board and shall coordinate all duties of the Board, committees, and staff; and shall be a spokesperson for the Club.

(b) Treasurer

The Treasurer shall ensure that full and accurate records are kept of the accounts of the Club; shall report to the Board at least once per quarter; and shall submit an Annual Financial Report to the Annual General Meeting.

(c) Secretary

The Secretary shall keep a record of all minutes of the organization; keep on file all committee reports; notify officers and committee members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in the Club's published rules; maintain record books in which the constitution, published rules and minutes are entered and to have the current record books available at each meeting; to send out to the membership a notice of each General Meeting; to send out to the Board notice of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and in the absence of the Executive Director to preside until the immediate election or appointment of a new presiding officer.

(d) Other Director Positions

The duties of other Director Positions shall be determined by the Board.

13. Nominations and Elections

- (a) Nominations for positions on the Board may be made by any Voting Member at the Annual General Meeting. Only Voting Members may be nominated.
- (b) Nominations and elections for open positions shall be held in the order of the positions listed in the Bylaws.
- (c) Election shall be by show of hands or voting cards as determined by the Board, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.

14. Authority of Executive Director

- (a) The Executive Director shall speak on behalf of the Club based on the direction of the Board.

15. Honourary President

- (a) The Club may elect a person who has rendered valuable service to the Club as Honourary President. The Honourary President is not a Director, Officer, or Senior Manager of the Club. The Honourary President shall be permitted to attend meetings of the Board, and shall have a voice but no vote at such meetings.
- (b) Nominations for Honourary President may be made by any Voting Member at the Annual General Meeting. Election shall be by show of hands or voting cards as determined by the Board, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.
- (c) At the first Annual General Meeting, at which these bylaws are adopted, the Honourary President shall be elected for a one-year term. Thereafter, the Honourary President shall be elected on even years for two-year terms. Any Honourary President so elected shall continue in office until the date on which their successor is elected. A vacancy in the office of Honourary President caused by resignation, incapacity or death, shall not be filled until the next Annual General Meeting.

**ARTICLE 5 MEETINGS**

1. General Meetings

- (a) An official notice of each meeting shall be posted on the Club's website *at least* 30 days before the meeting is to be held, at such place, and at such date as the Board may determine.
- (b) A quorum shall be 3 Voting Members. Any question shall be decided by a majority of the votes unless otherwise required by these Bylaws.



- (c) In the event a quorum is not achieved at the General Meeting, the meeting will be adjourned for seventy-two (72) hours at which time it will be reconvened with those Members who are present.
- (d) The accidental omission of notice does not invalidate the proceedings of that meeting.

## 2. Annual General Meeting

- (a) The Club shall hold its Annual General Meeting no later than **June 1** of each year. The agenda of the Annual General meeting shall include:
  - Roll Call
  - Credentials Report
  - Minutes of Previous Annual General Meeting
  - Executive Director's Address
  - Officers' Reports
  - Treasurer's Report
  - Auditor's Report
  - Appointment of Auditors
  - Other Reports
  - Unfinished Business
  - Amendments to the By-Laws
  - Election of Directors
  - Election of Honourary President, if applicable
  - Any Other Business
  - Adjournment

## 3. Special General Meeting

- (a) A Special General Meeting of the Club:
  - (i) may be called by the Board by its own motion, or
  - (ii) shall be called by the Board upon receipt of a written requisition, conforming to the requirements of the Act, of not less than ten per cent (10%) of the Voting Membership. A Special General Meeting so requisitioned shall be called as required by the Act.
- (b) Only the business set out in the notice to the Special General Meeting shall be considered.

## 4. Voting at Annual General Meeting:

At General Meetings, a Voting Member in good standing shall have one vote. Voting by proxy is not allowed.

## 5. Board Meeting

- (a) The Board shall meet whenever the Executive Director deems it necessary, or is instructed to do so by a majority of the Board, but in any case shall meet at least once every two months. The Board shall meet *at least* **six (6)** times per year.

Notice of the time and place of each meeting shall be given by the Executive Director or Secretary to all directors.

- (b) A majority of the members of the Board shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each Director is entitled to cast one vote.
- (c) A resolution in writing, signed by a majority the Directors and placed with the minutes of the Directors is valid and effective as if regularly passed at a meeting of the Directors.

#### **ARTICLE 6 COMMITTEES**

The Board at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Club.

#### **ARTICLE 7 PROCEDURES GOVERNING MEETINGS**

All meetings of the Club shall be conducted in person or via video/teleconferencing and in accordance with the rules of order adopted by the Board from time to time, or in the event no such rules are adopted in accordance with the most recently published *Robert's Rules of Order* except as may be otherwise stipulated in these Bylaws or other Rules and Regulations of the Club.

#### **ARTICLE 8 BY-LAWS AND AMENDMENTS**

1. Bylaw amendments may be proposed by the Board, and approved by a Special Resolution of the members.
2. All Voting Members entitled to vote shall be notified of the proposed Bylaw amendments referred to in subparagraph (1). Such notification shall be made a minimum of fourteen (14) days prior to the meeting called for that purpose.

#### **ARTICLE 9 RULES AND REGULATIONS**

1. The Club shall have Rules and Regulations for the operation and administration of the game of soccer within the Club.
2. Amendments to the Rules and Regulations may be made by a majority vote of the Board or the Voting Members at a General Meeting. If the Rules and Regulations are amended by the Board, the amendment shall be presented for ratification at the next Annual General Meeting or Special General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

#### **ARTICLE 10 INDEMNITY**

The Society shall, to the full extent permitted by the Act, indemnify and hold harmless, every person now or hereafter serving as a director or senior manager of the Society and his or her heirs and legal representatives. Subject to the provisions of the Act, each director or senior manager of the Society shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he may be made a party by reason of his or her being or having been a director or senior manager of the Society, except in relation to matters as to which such reimbursement is prohibited by the Act.

## **ARTICLE 11 FINANCE**

Financial Statements shall be defined as an annual statement of financial position (balance sheet), statement of operations, and statement of changes in net assets.

1. The Financial Statements of the Club shall be reviewed annually by a licensed CPA.
2. The Financial Statements of the Club and the auditor's report shall be presented at the Annual General Meeting. The Financial Statements of the Club and the auditor's report shall be distributed to the membership at least 10 days before the Annual General Meeting.
3. A budget for the following fiscal year shall be prepared by the Board and presented for approval at the Annual General Meeting. The budget shall include all proposed fees.
4. The Board of Directors may not cause the Club to be indebted or encumbered without seeking the prior approval of the membership, and obtaining prior approval by special resolution.
5. Signing officers for financial accounts and executing contracts on behalf of the Club shall be the Executive Director and two other directors as determined by the Board. All contracts require the signature of two authorized signatories.
6. The fiscal year end will be as determined by the directors.

## **ARTICLE 12 DISPUTE RESOLUTION**

1. The Club shall adhere to the Dispute Resolution process as published and approved by the Respective Governing Body and in the case that the rules of the Respective Governing Body are silent, BCSA from time to time.
2. Any member of the Club may initiate the Dispute Resolution process by communicating in writing to the Respective Governing Body, with a copy to the Club, the nature and facts of the dispute. The Respective Governing Body, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
3. The Dispute Resolution process shall not to be used for game discipline, which follows the normal discipline and appeals process.
4. The Club shall make available to any member a copy of the Dispute Resolution process when requested.
5. The member shall utilize all appeal and dispute resolution mechanisms prior to civil litigation

## **ARTICLE 13 HARASSMENT AND PRIVACY POLICIES**

1. The Club shall maintain Harassment and Privacy Policies that are consistent with the published and approved policies of the BCSA.
2. The Harassment and Privacy Policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of the Club.

3. Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.
4. The Club shall make available to any member a copy of the Harassment and Privacy Policy when requested.

#### **ARTICLE 14 APPEALS**

1. A decision of the Club affecting a member or Director may be appealed to the Respective Governing Body, to be conducted in accordance with the Respective Governing Body's published rules. A decision of the Respective Governing Body may be further appealed to BCSA, to be conducted in accordance with BCSA's published rules. A decision of BCSA may be further appealed to the Canadian Soccer Association, to be conducted in accordance with the Canadian Soccer Association's published rules. A decision of the Canadian Soccer Association shall be final and binding on the parties.
2. An individual shall not appeal a decision made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment and revocation process outlined in the Rules and Regulations has not been followed.
3. An individual shall not be entitled to appeal a decision made by the Club regarding a player's team assignment on any Team.

#### **ARTICLE 15 BYLAWS & RECORDS**

1. On being admitted to membership, each member is entitled to and the Society shall give him, without charge, a copy of the Constitution and Bylaws of the Society.
2. A member may, on reasonable notice, inspect a record the Society is required to keep under section 20(1) of the Act. A member may also, on reasonable notice and in accordance with section 24(2)(a) of the Act, inspect a portion of a record specified in such section. A member may not inspect any other documents or records of the Society unless:
  - (a) A court orders otherwise; or
  - (b) The directors permit it by resolution.
3. Subject to section 28 of the Act, a person who is not a member or director of the Society may not inspect any documents or records of the Society unless:
  - (a) A court orders otherwise; or
  - (b) The directors permit it by resolution.