



**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 #S40361**

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

**BRITISH COLUMBIA SOCCER ASSOCIATION**

Revised June 11, 2016

## **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.

The operations of the Society are to be carried on within the territorial limits of the Province of British Columbia. THIS PROVISION IS ALTERABLE.

### **DISSOLUTION**

- 3) 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 IS 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.

### **HEAD OFFICE**

- 4) The Head office of BC Soccer shall be located in the Greater Vancouver area, British Columbia. THIS PROVISION IS ALTERABLE.

### **RULES AND REGULATIONS**

- 5) 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.

### **PURPOSE OF GAIN**

- 6) 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 IS UNALTERABLE.

**BC SOCCER  
BYLAWS**

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**BC SOCCER  
BYLAWS**

**ARTICLE 1 – AFFILIATION**

BC Soccer shall be affiliated with the Canadian Soccer Association and subject to the Bylaws Rules and Regulations of that body.

**ARTICLE 2 - INTERPRETATION**

1)

- a) In these bylaws, unless the context otherwise requires:
  - i) "Active Member" shall mean a full member organization (Youth District Associations and/or Adult League), which becomes and remains an Active member in accordance with the Bylaws. An Active member shall have the right to vote as set out in the Bylaws;
  - ii) "Associate Member" shall mean an organization, which becomes and remains an Associate member in accordance with the Bylaws. An Associate member shall have a voice but no vote at General Meetings of BC Soccer;
  - iii) The word "BC Soccer" shall mean the BRITISH COLUMBIA SOCCER ASSOCIATION;
  - iv) "BC Soccer Registered Referee" or "Referee" shall mean a person registered as qualified under these regulations who may be engaged as a Game Official;
  - v) "Board" shall mean the Board of Directors of BC Soccer;
  - vi) "Books and Records" shall mean the Listing of officers, the Rules and Regulations, the Constitution and Bylaws, the Board Meeting Minutes, the General Meeting Minutes and Financial statements (current and previous).
  - vii) Club shall mean:
    - (1) - "youth club" shall mean an organization operating a minimum of four affiliated youth soccer teams having not less than 44 players and, under the jurisdiction of a youth district association;
    - (2) "adult club" shall mean an organization operating one or more teams under a common executive.
  - viii) "Delegate Member" shall mean a person who is the authorized voting delegate representing an Active Member at General Meetings of BC Soccer;
  - ix) "Directors" shall mean the directors of the British Columbia Soccer Association (BC Soccer);

- x) "Life Member" shall mean a person who becomes and remains a Life member in accordance with the Bylaws. A Life member shall have a voice but no vote at General meetings of BC Soccer;
  - xi) "Ordinary Resolution" shall mean a resolution passed in a general meeting or Annual General Meeting by a simple majority of the votes *cast* by those delegates present.
  - xii) "Registered Address" of a member shall mean the address as recorded in the register of members;
  - xiii) "Registered Player" shall mean a person whose application for registration with BC Soccer has been validated by BC Soccer or its designate for the current playing season;
  - xiv) "Residency" for the purposes of a BC Soccer board of director shall mean a person who lives in the province of British Columbia for a minimum of six (6) months plus one (1) day (183 days minimum).
  - xv) "Society Act" shall mean the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
  - xvi) "Special Resolution" shall mean a resolution passed in a general meeting or Annual General Meeting by a majority of not less than 75% of the votes *cast* by those delegates present and entitled to do so;
  - xvii) "Team" shall mean a soccer team with not less than eleven registered players, (except for small sided teams that may not have less than 3 players plus team officials, whose application for affiliation has been validated by BC Soccer or its designate for the current playing season.
  - xviii) "Team Official" shall mean the coach, assistant coach, manager or other person registered with BC Soccer who oversees the operation of an affiliated team;
- b) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws, save and except for the definition of "member" which shall be as herein before set out.
- 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 **Active Members** of BC Soccer are those organizations and their appointed accredited voting delegates that have the following membership criteria:
  - a) Are those Adult Leagues primarily established for the purpose of organizing and operating open

age soccer as defined by BC Soccer in these Bylaws;

Or

Are those Youth District Associations primarily established for the purposes of organizing and administrating youth age soccer in one of the Districts as defined by BC Soccer in these Bylaws;

- b) Have a recognizable membership and a bona fide operation according to the requirements of BC Soccer in accordance with Article 12 (Youth District / Adult League Boards and District Associations) of these Bylaws;
  - c) Have been approved for active membership by the membership committee of BC Soccer or by the Board of Directors upon an appeal, and have paid any active membership fees that might be assessable from time to time, all in accordance with these Bylaws;
  - d) The appointed voting delegates representing Adult Leagues and/or the Youth District Associations shall individually apply for delegate membership on behalf of the Adult League and/or Youth District Associations.
  - e) An organization wishing to become an Active Member, must present a membership application form to BC Soccer. The application shall be reviewed by BC Soccer's Membership Committee for completeness. Applications that pass the Membership Committees scrutiny shall be sent to the Board of Directors. The Board of Directors will then present the application to the membership for approval at BC Soccer's next General Meeting.
- 2) **Associate Members** shall have a voice but no vote at General Meetings of BC Soccer and shall be organizations, whether incorporated or not, which have similar objectives to BC Soccer. Associate Members may only receive services of BC Soccer if approved by the Board. Organizations may include but are not limited to affiliated Adult Leagues (indoor and outdoor), school, college and university leagues, and referees', coaches' and trainers' associations.
- a) An organization wishing to become an Associate Member, must present a membership application form to BC Soccer signed by signing officers of 3 existing Active Members of BC Soccer who are operating within the geographic area of the applicant. The application shall be reviewed by BC Soccer's Membership Committee for completeness and applicant's alignment with the objectives of BC Soccer. Applications that pass the Membership Committees scrutiny shall be sent to the Board of Directors. The Board of Directors may then grant conditional approval of an Associate Members application subject to final approval by the membership at the Association's next General Meeting.
  - b) Associate Members shall make application for membership renewal with BC Soccer annually on or before March 30 of the current year on a form to be provided by BC Soccer.
  - c) The Board of Directors may admit an organization as an Associate Member for a short term of 30 days where that admission is of benefit to the members of BC Soccer and that short term admission supports the objectives of BC Soccer.

- d) Limited Associate Membership may be granted subject to Article 3(2) b) and 3(2) c) 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 BC Soccer.
  - e) The Associate Membership 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
- 3) The **Life Members** are persons who have rendered valuable service to BC Soccer and are elected Life Members of BC Soccer by the Board of Directors subject to review of the Membership at a General Meeting.
- a) A life member shall have a voice but no vote at General Meetings of BC Soccer.
  - b) A life member shall be entitled to receive all information as is received by any other member of BC Soccer.
- 4) Every active member, associate member, and Life Member shall uphold the constitution and comply with these Bylaws.
- 5) The amount of annual membership fees for the following fiscal year shall be determined by the directors and shall be presented for approval at the Annual General Meeting of BC Soccer. The members may determine a different membership fee structure for active members and associate members of BC Soccer.
- 6) An active member or an associate member shall cease to be a member of BC Soccer:
- a) By delivering the intent to resign in writing to the Executive Director of BC Soccer or by mailing or delivering such intent to the address of BC Soccer;
  - b) Or in the case of a corporation, or other organization or association, its dissolution or cessation of operations;
  - c) Or on being expelled;
  - d) On having been declared a member not in good standing;
  - e) Or as otherwise set out in these Bylaws or in any schedule hereto.
- 7) An Active member or an Associate member may be expelled by a special resolution of the members passed at a general meeting.
- a) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion;
  - 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 general meeting at which the special resolution is put to a vote.

- 8) All Active members and Associate members are in good standing except:
- a) A member may be declared by the Board of Directors to be not in good standing due to non-payment of any annual membership fee and/or any outstanding debts to BC Soccer 30 days prior to the ensuing general meeting

Or

  - b) In any case, the member shall be advised in writing of the declaration of not in good standing by the Board of Directors. Members are not in good standing until the Board of Directors accepts that the debt is cleared or a financial arrangement for repayment of said debt has been entered into with BC Soccer; or until the Board of Directors is satisfied of the member's compliance with the By-laws, Rules and Regulations of BC Soccer.

#### **ARTICLE 4 - BOARD OF DIRECTORS**

- 1)
- a) The business of the British Columbia Soccer Association shall be conducted by a Board consisting of fourteen (14) members who are currently residents of the Province of British Columbia and have been residents of British Columbia for a minimum of six months preceding the election shall be elected for a term, of two years, as follows:
    - i) In even calendar years, the President, Vice President Finance, Vice President Youth, and four directors shall be elected;
    - ii) In odd calendar years, the First Vice President, the Vice President Adult, and five (5) directors shall be elected;

Election into office as a director of BC Soccer under these terms shall be held at the Annual General meeting of BC Soccer each year.
  - b) The term of office for a director of BC Soccer shall commence immediately after the Annual General Meeting and shall continue for a period of two years.
  - c) The Board shall meet whenever the President deems it necessary, or if instructed to do so by a majority of the Board, but in any case shall meet at least six (6) times a year.
    - i) Board members shall be given a minimum of 14 days notice of such meetings
    - ii) In emergency circumstances this notice period may be reduced to 1 day, however, in such circumstance decisions taken at that meeting must be ratified at the next board meeting.
  - d) At all meetings of the Board, a majority of elected members shall constitute a quorum for the transaction of business.
  - e) Any member of the Board absenting himself, without cause, from three (3) successive meetings of the Board of Directors, or wilfully neglecting his duties to the Board, shall be deemed to have forfeited his position. Such determination shall be made by a majority vote of the Board.



- f)
- i) If the office of a Director shall become vacant for any reason, with more than ninety (90) days remaining during his term of office, the Board may either;
    - (a) Call for nominations and hold an election with a mail in ballot to fill the remaining portion of the vacated term;

Or

    - (b) Appoint a new Director to serve in his stead until the next ensuing Annual General Meeting.
  - ii) If the office of a Director shall become vacant for any reason, with less than ninety (90) days remaining during his term of office, the Board may either;
    - (a) Appoint a new Director to serve in his stead until the next ensuing Annual General Meeting;

Or

    - (b) Leave the position vacant until the next ensuing Annual General Meeting.
  - iii) If the office of the President shall become vacant for any reason during his term of office, the First Vice President shall succeed him as President and the Board of Directors shall appoint a new First Vice President from within the Board.
- g) No member of the Board of Directors shall hold an office or be an employee of a member under the jurisdiction of BC Soccer. A newly elected Director must relinquish all positions with a member association within a period of sixty (60) days.
- i) With the approval of the Supreme Court of British Columbia, the Board shall cause BC Soccer to indemnify a Director, officer, former Director or former officer of BC Soccer or of a corporation of which BC Soccer is or was a shareholder, and his or her heirs and personal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or officer of BC Soccer or a Director or officer of such corporation, including any action brought by BC Soccer /League or any such corporation, if:
    - a) he or she acted honestly and in good faith with a view to the best interests of BC Soccer or such corporation of which he or she is or was a Director; and
    - b) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.
- h) A Director or person holding an Executive position with BC Soccer, who is desirous of accepting nomination to a different office with this Association, shall first resign from his/her current position.

- i) No member of the Board of Directors shall hold an office or be an employee of a governing body of BC Soccer. A Director must relinquish all positions with BC Soccer within a period of sixty (60) days.
- 2)
- a) The Board may engage paid employees as it shall deem necessary. Such persons shall have such authority and responsibility, as the Board shall determine.
  - b) The remuneration of any agent or employee of BC Soccer shall be fixed by the Board. In addition to remuneration of any agent or employee, the Board may authorize the provision of such other benefits as pension, life insurance, sickness and accident insurance.
  - c) The Board shall assess the need for and fix the bond requirements of its officers, agents, or employees who have control of the funds of BC Soccer.
  - d) The title and responsibilities of its employees shall be determined by the Board and defined in BC Soccer Employee Policy Guide.
- 3) No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of BC Soccer.
- 4) BC Soccer representatives to the Annual General Meeting (AGM) of the Canadian Soccer Association (CSA) shall be the President and no more than five (5) delegates.
- 5) A paid employee of BC Soccer 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.

## **ARTICLE 5 - DUTIES OF THE DIRECTORS AND OFFICERS**

- 1) The President shall be the Chief Executive Officer of BC Soccer and shall supervise the other officers in the execution of their duties. He/she shall preside at all meetings of BC Soccer and of the Board of Directors. In the event of a tie vote, he/she shall have a casting vote only. He/she shall be a member ex-officio of all committees.
- 2) The First Vice President shall carry out the duties of the President during his/her absence. He/she shall oversee the professional component of soccer in the province. If the President is unable to act as President for any reason whatsoever, the First Vice President shall be appointed by the President or by the Board of Directors to assume the full responsibilities of the office of the President.
- 3) The Vice President Finance shall be responsible for the supervision of the accounts and records of BC Soccer and shall oversee the keeping of such financial records, including books of accounts, as are necessary to comply with the Societies Act.
  - a) The VP Finance shall present an annual budget that is designed to avoid incurring a deficit as prepared by the finance committee, for presentation to the membership at the Annual General Meeting

- b) The budget for the following fiscal year presented for approval at the Annual General Meeting shall be subsequently reviewed by the VP Finance and where possible, without affecting the member programs and or the efficiency of the organization shall be amended in an effort to recover the cash decrease as reflected in the audited financial statements of the previous year.
  - c) The Vice President Finance shall establish a committee that shall include no less than two (2) Board members and a senior staff member to carry out the financial affairs of BC Soccer.
- 4) The Vice President Adult shall be responsible for the supervision of all Adult programs.
- 5) The Vice President Youth shall be responsible for the supervision of all Youth programs.
- 6) It shall be the duty and responsibility of the Board of Directors 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 the Board of Directors meeting proceedings are properly recorded and filed in a special minute book set aside for that purpose;
  - c) Organize an annual general meeting or any other general meetings as called for by the members;
  - d) Solicit funds at such time and in such manner as it may be deemed advisable;
  - e) Generally, ensure the day to day affairs of BC Soccer are properly managed, and perform such other duties, responsibilities and obligations as may be required by law;
  - f) Maintain all Rules and Regulations, which govern the game of soccer amongst the Active members and Associate members of BC Soccer.
    - i) Proposed amendments or additions to the Rules and Regulations will only be considered if submitted, in writing, to BC Soccer by an affiliated Adult League/Youth District, or by the Board of Directors of BC Soccer. Notice of motion of the proposed changes or amendments must be received by BC Soccer at least forty-five (45) days prior to any general meeting. Adult Leagues/Youth Districts in membership shall be circulated with copies of all proposed amendments or changes at least thirty (30) days prior to the General Meeting except as noted in this section. No motion may be placed on the floor that obviates, or intends to obviate the intention of this section.
    - ii) Notwithstanding anything herein contained, the Rules and Regulations may be amended by a majority vote of the Board of Directors at any properly constituted meeting of the Board and come into effect as determined by the Board. All amendments shall be ratified by a simple majority of votes *cast* by the Membership present at the next General or Special General Meeting called for that purpose.

- iii) A copy of every change or alteration in the Rules and Regulations shall be forwarded to each Adult League/Youth District in membership within fifteen (15) days.
- iv) All changes to the Rules and Regulations will be received by the membership by August 1st of any year or held in abeyance until the following year.
- v) From time to time, Rules and Regulations may be enacted which apply only to Youth or to Adult Players.
- g) The books and records of BC Soccer shall be available upon written request from an active member of BC Soccer.

## **ARTICLE 6 - GENERAL MEETINGS**

- 1) The Annual General Meeting of BC Soccer shall be held on or before the thirtieth (30th) day of June in each year, at a place, date and hour to be determined by the Board of Directors. Thirty (30) days written notice of such meeting shall be given to the members.

A copy of the financial statement, together with a copy of the auditor's annual report, shall be forwarded to each member, district and league and to members of the Board of Directors of BC Soccer at least fourteen (14) days before the date of the Annual General Meeting.

- 2) General Meetings of BC Soccer shall be held at such times and place, which the directors may decide.
  - a) Notice of general meetings shall specify the place, date and hour of the meeting, and be given in writing to each member. Thirty (30) days written notice of such meeting shall be given to the members.
  - b) The post-marked or email date of written notice shall be the official date of notice for the meeting. The non-receipt of such notice does not invalidate the proceedings at that meeting.
- 3) A quorum at any general meeting shall be 50% +1 accredited delegates of active members in good standing, present in person. Associate members and life members may be present at any general meeting, but shall not be counted in the quorum.
- 4)
  - a) The accredited voting delegates to the General Meeting of BC Soccer shall be the authorized delegate members of each Adult League or Youth District in active membership in good standing. The names of accredited delegates and alternates must be filed with BC Soccer not later than seven (7) days prior to any General Meeting of BC Soccer unless approved by a majority of the accredited members at the same General Meeting.
  - b)
    - i) Each affiliated Adult League having fewer than ten (10) 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 (10) teams (consisting of players who have been registered including submission of active full member adult league player fees to BC Soccer) or part thereof. The total number of votes allocated each Adult League will be determined by the formula as set forth in Bylaw 4 b) iii) and subject to the provisions of Bylaw 4 b) v).

- ii) Each affiliated Youth District having fewer than 400 registered players, including players assigned to the Youth District by BC Soccer, shall be eligible to cast one vote at the Annual General Meeting. Districts 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 31st of the current coastal season and by June 1st of the current interior season.

- (1) To determine the Adult League votes, divide the total number of youth votes, as determined in Article 6 paragraph 4 b) ii) 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.

- iii) The total number of votes allocated to the Adult Leagues will equal the total number of votes allocated to the Youth Districts.

- (1) To determine the number of teams for a Full 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.

- iv) No active member, youth or Adult, shall be permitted to assign its voting privileges to another active member.

- v) No one Adult member can carry more than twenty-five percent (25%) of the total number of eligible Adult votes. No Youth member can carry more than twenty-five percent (25%) of the total number of eligible youth votes.

- vi) Any member not represented at a general meeting, without cause, and at successive general meetings, without cause, may be subject to a fine, as determined by the membership.

- c) Accredited Delegate Members to the Annual General meeting shall furnish BC Soccer with their credentials prior to the start of the meeting. Those credentials shall comprise written authorization of the Adult League/Youth District to attend as an accredited Delegate member of that League/District.

- d) An Adult League/Youth District in arrears with its annual fees or indebted to BC Soccer in any way shall not be eligible to vote or participate in the business of BC Soccer at the Annual General Meeting. Unless financial agreement for settlement of such indebtedness has been entered into with BC Soccer

- e) An Adult League/Youth District who is under suspension from BC Soccer will not be eligible to vote or participate in the business of BC Soccer at the Annual General Meeting.
- f) The order of business at the Annual General Meeting shall be as follows:
  - i) Presentation of credentials
  - ii) Roll Call
  - iii) Minutes of previous Annual General Meeting
  - iv) Business arising
  - v) Officers' reports
  - vi) Amendments to the Constitution and Bylaws
  - vii) Amendments to the Rules and Regulations
  - viii) Elections
  - ix) New business
  - x) Adjournment
- 5) Every general meeting other than the Annual is a Special General Meeting.
- 6)
  - a) The President shall have the authority to call a Special General Meeting at any time, upon written request of a majority of the Board, or upon a written request signed by ten (10%) percent of the membership.
  - b) Any such request shall specify the purposes of such a meeting and each member of the Board and each affiliated Adult League/Youth District in membership shall receive thirty (30) days written notice thereof.
  - c) Only the business set out in the requisition calling for a Special General Meeting shall be dealt with at that meeting.
- 7)
  - a) The President, or in his absence, the First Vice President, or in the absence of both, one of the other Directors present shall preside as chairperson of a meeting of BC Soccer.
  - b) If at a meeting there is no President, First Vice President or other Director present within fifteen (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 chairperson, the members present shall choose one of their numbers to be chairperson of the meeting.
- 8) The Board of Directors shall have a voice but no vote at any general meeting of BC Soccer. The chairperson shall have a casting vote only in the event of a vote which is tied.
- 9) Roberts Rules of Order shall govern proceedings at all general meetings of BC Soccer.
- 10) Each individual nominated for a position on the Board of Directors may appoint a single scrutineer to oversee the election process
- 11) General Meeting Election Voting System for Directors

- a) BC Soccer shall use the runoff election plurality voting system for election of President, 1st Vice President, Vice President Finance, Vice President Adult, and Vice President Youth. If no candidate has 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 conducted. This process shall continue until one candidate has at least 50% +1 of the votes cast.
- b) BC Soccer shall use the Plurality Voting System for election of the Directors-at-Large. The ballot will provide one line for each 2-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 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 2nd ballot shall then be conducted. Additional rounds of voting shall take place until the final position is filled.
- c) The voting process for all 1 year Directors at Large position shall be conducted the same manner as 11 b)

## **ARTICLE 7 - CONSTITUTIONAL AMENDMENTS**

- 1)
  - a) No change or amendment shall be made in any part of the Bylaws except at the Annual General Meeting or at a Special General Meeting of BC Soccer.
  - b) Proposed amendments or additions to the Constitution and Bylaws will only be considered if submitted, in writing, to BC Soccer by an affiliated Adult League/Youth District, or by the Board of Directors of BC Soccer. Notice of motion of the proposed changes or amendments must be received by BC Soccer at least forty-five (45) days prior to any general meeting. Adult League/Youth Districts in membership shall be circulated with copies of all proposed amendments or changes at least thirty (30) days prior to the General Meeting.
  - c) Adoption of any proposed amendment to the Constitution or Bylaws shall require a 75% majority of the votes *cast* by the members present and entitled to do so.

## **ARTICLE 8 - COMMITTEES**

- 1) The following Standing Committees are constituted to be advisory to the Board of Directors. The terms of reference, shall be kept up to date and published on BC Soccer's web site for public access.
  - a) Finance and Audit
  - b) Nominations
  - c) Governance
  - d) Risk Management
  - e) Membership

- 2) The following Operational Committee's are constituted to be accountable to the board and the membership. The terms of reference shall be kept up to date and published on the Association's web site for public access.
  - a) Youth Competitions
  - b) Adult Competitions
  - c) Soccer Development (Grassroots and High Performance)
  - d) *Referees*
- 3) A Judicial Committee shall be constituted and chaired by a member of the board of Directors who shall oversee the following committees:
  - a) Appeals
  - b) Protests
  - c) Discipline
- 4) No member of the Board of Directors or staff member may sit on the Appeals Committee.

#### **ARTICLE 9 - BORROWING / FINANCIAL POWERS**

- 1) Subject to the British Columbia Society Act, the Board of Directors, in conducting the business of BC Soccer, may borrow up to \$100,000 upon the credit of BC Soccer without seeking the prior approval of the membership, of which \$50,000 may only be short term debt to be paid with 60 days of incurring the debt. Any further amounts must be approved at a General Meeting of the membership.
- 2) The Board of Directors is also authorized to enter into multi-year capital leases in conducting the business of BC Soccer, to a maximum amount not exceeding \$100,000.
- 3) No encumbrances shall be placed upon the real estate of BC Soccer. Real estate owned by BC Soccer may not be sold without approval of the majority of the membership at a general meeting.

#### **ARTICLE 10 - SEAL AND AUTHORIZED SIGNATORIES**

- 1) The corporate Seal of BC Soccer and the Symbol shall be in such forms as shall be prescribed by the Board of Directors of BC Soccer, provided that the seal shall bear the words, British Columbia Soccer Association.
- 2) The corporate seal shall be affixed only when authorized by a resolution of the Board and then only by person(s) prescribed by the Board of Directors.
- 3) The signing officers of the Association shall be the Vice President Finance, other director(s), the Executive Director and up to one (1) other employee as appointed by the Board of Directors. Two



signing officers, only one of whom shall be an employee, shall sign all Association cheques.

## **ARTICLE 11 - DISTRICTS**

- 1) Youth District boundaries are defined by the Board in consultation with the Youth District Associations, in the following manner:

### **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 49<sup>th</sup> 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.

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

- c) 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.

### **Youth Districts Registering Boys and Girls**

- d) 100 Mile House: Consists of the City of 100 Mile House and adjoining areas.
- e) Alouette: Bounded by the Pitt River on the west, Fraser River on the south and east to North Deroche Road.
- f) Barriere: Consists of the District of Barriere and adjoining areas.
- g) Boundary: Consists of the City of Grand Forks and adjoining areas.
- h) Bulkley Valley: Consists of the Municipalities of Houston, Hazelton, Telkwa, Smithers and adjoining areas.
- i) Burnaby: Consists of the City of Burnaby and New Westminster.
- j) Central Okanagan: Consists of the City of Kelowna, the Municipality of Peachland, Westbank and the Lake Country and adjoining areas.
- k) Chetwynd: Consists of the City of Chetwynd, and that area West of East Pine River
- l) Columbia Valley: That area from Spillimacheen to Canal Flats and adjoining areas.

- m) Creston: Consists of the City of Creston and adjoining areas.
- n) Fort Nelson: Consists of City of Fort Nelson and adjoining area.
- o) 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
- p) Golden: Consists of Golden and adjoining areas
- q) Haida Gwaii: Consists of the entire area of the Haida Gwaii
- r) Kamloops: Consists of the City of Kamloops and adjoining areas.
- s) Kitimat: Consists of the District of Kitimat and adjoining areas.
- t) Kootenay East: Consists of the Cities of Cranbrook, Kimberley and the adjoining areas
- u) Kootenay South: Consists of the Municipalities of Fruitvale, Trail, Rossland, Castlegar, Montrose, Salmo and adjoining areas.
- v) 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.
- w) Mackenzie: Consists of City of Mackenzie and adjoining area.
- x) Merritt: Consists of the City of Merritt and adjoining areas.
- y) Nechako Lakes: Consists of Fort St. James, Vanderhoof, Fraser Lake and Burns Lake and adjoining areas
- z) Nelson consists of the City of Nelson, Balfour, Slokan Valley (highway 6 & 3a Junction - Crescent Valley to New Denver), New Denver and adjoining areas.
- aa) 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
- bb) North Okanagan: Consists of the City of Vernon, the District of Coldstream, the City of Armstrong, the City of Enderby and adjoining areas
- cc) 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.
- dd) Prince George: Consists of the City of Prince George and adjoining areas.

- ee) Prince Rupert: Consists of the City of Prince Rupert and adjoining areas.
- ff) Quesnel: Consists of the City of Quesnel and adjoining areas.
- gg) Revelstoke: Consists of City of Revelstoke and adjoining area.
- hh) Richmond: Consists of the City of Richmond
- ii) Shuswap: Consists of the Salmon Arm, Sicamous, Shuswap, Chase, Squilax, Tappen, Sorrento and North to Seymour Arms and Adams Lake.
- jj) 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)
- kk) South Okanagan-Similkameen: Consists of the City of Penticton, The Districts of Summerland and Naramata, the villages of Oliver and Osoyoos, and adjoining areas
- ll) South Peace: Consists of the City of Dawson Creek and that area East of East Pine River.
- mm) Terrace: Consists of the District of Terrace and adjoining areas.
- nn) 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
- oo) 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.
- pp) Vancouver: Consists of the City of Vancouver and the University Endowment Lands
- qq) Williams Lake: Consists of the City of Williams Lake and adjoining areas.

2) The term "Coastal Districts" shall include the following Youth Districts:

- 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

- 3) The term "Interior Districts" shall include the following Youth Districts:
  - 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
- 4) Adult Leagues are defined by the Board of Directors of this Association, and subject to Rule 13, Sanction and Control of Leagues of BC Soccer's Rules and Regulations.
- 5) The Board shall have the authority to set boundaries for any new District except where such boundaries overlap the boundaries of an existing District.
- 6) Any proposed changes to existing District Boundaries shall be submitted to the membership for approval at the Annual General Meeting.
- 7) The Board shall report all District Boundary changes to the Provincial Sport Branch as required.
- 8) Where a roadway is used to define a District Boundary the centre of the roadway shall be the boundary.

- 9) 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.

## **ARTICLE 12 - YOUTH DISTRICT AND ADULT LEAGUE BOARDS AND DISTRICT ASSOCIATIONS**

### **1) Youth District Boards**

- a) The business of youth District Associations shall be conducted by a District Board consisting of no less than five (5) members who shall be elected at the Annual General Meeting of the District Association each year.
- b) District Associations may draw up guidelines to determine the eligibility of candidates for election to District office, and may determine the manner of election and the length of term of each vacant position on the District Board. However, any person elected to office on a District Board shall serve a minimum of one year, unless he is elected to a vacancy at a meeting other than the Annual General Meeting.
- c) District Associations may only affiliate not for profit registered society clubs who annually complete at a minimum Notice to Reader financial statements.
- i) Not for profit affiliate clubs shall provide to their District Association within the previous 12 months and annually proof of filing of the affiliated club's Society Annual Report (form 11).
- ii) Not for profit affiliate clubs shall provide at a minimum Notice to Reader financial statements, which have been prepared by a licensed CPA, to their District Association within 30 days of the club's Annual General Meeting. Review and Audit Engagements are preferred.
- d) The books and records of all soccer clubs and teams shall be open to inspection by their District Association on demand.
- e) The term of office for a director of a District Association shall commence within thirty (30) days after the date of the District Annual General Meeting.
- f) The District Board shall notify its members of any vacancy that may occur on the Board and such vacancy may be filled at the earliest opportunity determined by the District Board, but within a period of sixty (60) days.
- g) The District Board shall meet whenever the chairman deems it necessary, or is instructed to do so by a majority of the District Board, but in any case shall meet at least once every two months.
- h) At all meetings of the District Board, a majority of elected District Board Members shall constitute a quorum for the transaction of business.

- i) Any member of the District Board absenting himself without cause from three consecutive meetings of the District Board, or wilfully neglecting his duties to the District Association, may be determined to have forfeited his position on the District Board. Such determination shall be made by a majority vote of the District Board.
- j) No member of the District Board shall vote on any matter directly affecting him/herself or any team and/or club in which he is holding office.
- k) The books and records of all District Associations and their affiliated clubs and teams shall be open to inspection by the Provincial Board on demand.
- l) Seven (7) days prior to the Annual General Meeting of a District Association, a financial statement for the current fiscal period, shall be issued to members of the District Board and prescribed voting delegates to the Annual General Meeting.
- m) The Provincial Board has the authority to approve or amend the status of each District Board.
- n) The District Secretary shall keep a record of all meetings and shall handle all correspondence. The District Secretary shall give notice of all meetings and prepare all annual reports.
- o) The District Treasurer shall be responsible for a complete yearly record of all financial transactions of the District Association and shall produce, when deemed necessary by the District Association or Provincial Board, a properly balanced accounting of the District Association's receipts and expenditures, according to the bank book or current bank statement. All accounts shall be paid by cheque and be signed by two of three signing officers authorized by the District Board.

## **2) Youth District Associations**

- a) Each Youth District Association shall be a Registered Society by December 31, 2015.
- b) Each District Association may determine the voting delegates to its Annual General Meeting.
- c) The delegates, as defined in District Bylaws, shall meet annually on or before the first (1st) day of June in Coastal Districts; on or before the first (1st) day of December in Interior Districts.
- d) The delegates, as defined in District Bylaws, shall receive no less than fourteen (14) days notice of the date, time and venue of the District Association Annual General Meeting.
- e) No member who is in arrears with its fees, or is indebted to the District in any way shall be eligible to vote or participate in the business of the District Association Annual General Meeting, unless financial agreement for settlement of such indebtedness has been entered into with the District Association.
- f) No member who is under suspension from BC Soccer will be eligible to vote or participate in the business of BC Soccer at the Annual General Meeting.
- g) The order of business at the District Annual General Meeting shall be as follows:

- i) Roll Call
  - ii) Credentials
  - iii) Minutes
  - iv) Business Arising
  - v) Officers' Reports
  - vi) Constitutional Amendments
  - vii) Rules and Regulations Amendments
  - viii) Election of Officers
  - ix) New Business
  - x) Adjournment
- h) Proxies: Districts may choose to preclude proxies or may allow them with the following restrictions: At a District Meeting a member may not carry more than three (3) 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 have to be presented in writing, stating the meeting for which the proxy is given and from the member who is giving his proxy.
- i) Each Youth District Association shall submit a copy of their Constitution Bylaws, Rules and Regulations annually, duly amended, to BC Soccer for approval.
- j) Each Youth District Association shall submit the result of the election of officers, and list of current directors to BC Soccer within 30 days of the election.
- k) Each Youth District Association shall provide at a minimum Notice to Reader financial statements, which have been prepared by a licensed CPA, to BC Soccer within 30 days of the district's Annual General Meeting. Review and Audit Engagements are acceptable.
- l) Each Youth District Association or Inter-District League shall submit a Discipline report on an annual basis to the Judicial Committee of BC Soccer in a form acceptable to BC Soccer.

### **3) Adult League Boards**

- a) Each Full Member/Active Adult League shall be a Registered Society by December 31, 2015.
- b) The business of a League shall be conducted by a board of not less than three (3) members, one of whom shall be the Chair and one of whom shall act as Secretary, who shall be elected at the Annual General Meeting of the League on or before the first of May in each year.
- c) Each League shall furnish BC Soccer with a list showing the names, addresses and telephone numbers of its elected members prior to the commencement of the playing season in each and every year.
- d) Leagues shall submit within 30 days of that association's Annual General Meeting a copy of their constitution and bylaws annually, duly amended, to BC Soccer for approval.
- e) Leagues shall have the power to deal with violations of the Laws of the Game, the Rules and Regulations of BC Soccer, or misconduct by any of their clubs, players, officials or members.

- f) No league shall have the power to insert in its constitution that teams must play in any given competition.
- g) All teams within the jurisdiction of a League must be members of that League and must be affiliated with BC Soccer before being accepted by that League.
- h) Should there be any difference of opinion among the Leagues having the right of sanction and jurisdiction of teams, any one of such Leagues may appeal to BC Soccer.
- i) Leagues sanctioning teams and competitions shall observe the Rules and Regulations of this Association and the Canadian Soccer Association.
  - i) Each League shall submit a copy of its financial statements for the current fiscal period to BC Soccer within 30 days of its Annual General Meeting.
- j) Seven (7) days prior to the Annual General Meeting of a League, a financial statement for the current fiscal period, shall be issued to members of the League Board and voting members attending the annual general meeting.
- k) The books and records of all Adult Leagues and Adult teams shall be open to inspection by the Provincial Board on demand.
- l) Each Adult League shall provide at a minimum Notice to Reader financial statements, which have been prepared by a licensed CPA, to BC Soccer within 30 days of the league's Annual General Meeting. Review and Audit Engagements are preferred.
- m) Each Adult League shall submit a Discipline report on an annual basis to the Judicial Committee of BC Soccer in a form acceptable to BC Soccer.
- n) No member of the League Boards shall vote on any matter directly affecting him/herself or any team and/or club in which he/she is holding office.

### **ARTICLE 13 - FINANCIAL REPORTING, AUDITING AND BUDGETING**

- 1) The reporting year shall be from April 1 to March 31 each year;
- 2) Accounts of BC Soccer shall be audited annually by a licensed Chartered Professional Accountant;
- 3) Auditors shall be appointed annually at the Annual General Meeting;
- 4) A budget for the following fiscal year shall be prepared by the Finance Committee and distributed to each Member of the of BC Soccer at least 21 days before the date fixed for the Annual General Meeting, at which time it will be presented for approval;
- 5) The Budget shall include all proposed fees.



#### **ARTICLE 14 - CONFLICT OF INTEREST**

- 1) Directors and Officers of BC Soccer must not only be free of conflict of interest but must also appear not to be in a conflict of interest;
- 2) On election to the position of a Director of BC Soccer 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 periodically thereafter update such disclosure;
- 3) A Director of BC Soccer shall not permit his/her own interest to conflict in any way with his/her fiduciary responsibilities to BC Soccer;
- 4) A Director of BC Soccer shall not benefit directly or indirectly from any transaction with BC Soccer, unless it is to clear advantage of BC Soccer as determined by the Board of BC Soccer;
- 5) A Director of BC Soccer shall declare a conflict of interest and abstain from discussion or voting on any matter relating specifically to his/her involvement with another soccer organization, private business interest or outside not-for-profit or charitable organization;
- 6) A Director of BC Soccer shall not receive compensation for his/her services, except for compensation for out-of-pocket expenses incurred in the performance of his/her duties on behalf of BC Soccer;
- 7) Any deviation or perceived deviation from the Conflict of Interest Article shall be acted on only if reported, in writing, by the complainant to the Board of BC Soccer;
- 8) Any Director who, by personal or business conduct, violates any part of Article 14 may be suspended from the Board of Directors by a two-thirds (2/3) majority vote of the entire Board of BC Soccer concerned after an investigation has been made at which [time] the Director concerned has been given a proper hearing with full opportunity to explain his/her action. When such a 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. Such suspension will remain in effect until ratified by the membership of BC Soccer at its next General Meeting.

#### **ARTICLE 15 - ALTERNATIVE DISPUTE RESOLUTION**

- 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 constituted arbitration tribunals recognized under the rules of the Association, Canada Soccer, CONCACAF, or FIFA.
- 1) BC Soccer supports the principles of Alternative Dispute Resolution (ADR) and is committed to the techniques of mediation and arbitration as effective ways to resolve disputes and to avoid the uncertainty and cost associated.