

SOCIETY ACT

Bylaws of

VANCOUVER YOUTH SOCCER ASSOCIATION

Part 1 — Interpretation

1. In these bylaws, unless the context otherwise requires:

“**BCSA**” means the British Columbia Soccer Association or the successor organization governing youth soccer in the Province of British Columbia;

“**Board**” means the Board of Directors of the VYSA;

“**Club**” means an organization that organizes, equips and operates a minimum of four youth soccer Teams that are affiliated with the VYSA and which have not less than 44 players registered with the VYSA and the BCSA.

“**Directors**” means the Directors of the VYSA for the time being;

“**Honorary Life Member**” is a member recommended on the basis of outstanding service to the VYSA, is elected at a General Meeting and who shall have a voice but no vote.

“**Member**” means every person who becomes and remains a member in accordance with these bylaws. Notwithstanding that a person qualifies for membership under more than one category, a person may hold only one membership and be entitled to only one vote.

“**Ordinary Resolution**” means a resolution passed at a general meeting by a simple majority of the votes of those members present.

“**Registered Address**” of a member means the member’s address as recorded in the register of members.

“**Society Act**” means the *Society Act* [RSBC 1996] Chapter 433, all amendments to it and its successor statutes.

“**Special General Meeting**” is any general meeting of the VYSA other than the Annual General Meeting.

“**Special Resolution**” means a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of the VYSA who, being entitled to do so, vote in person or, if proxies are allowed, by proxy.

“Team” means a team that is affiliated with a Club, whose players are registered with VYSA and BCSA and whose home playing field is located within the jurisdiction of the VYSA.

“Team Officials” means those persons registered with VYSA as coaches, managers or assistants of a Team.

“VYSA” means the Vancouver Youth Soccer Association.

“Youth” means boys and girls of the ages specified as such by the BCSA.

2. The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Membership

4. Membership in the VYSA shall be limited to:

- (a) Voting Members

- i. Team Officials to a maximum of three (3) per Team;
- ii. Soccer referees registered with the BCSA and approved by the VYSA; and
- iii. The President and Secretary of a Club;

each of whom, while they meet the qualifications set out in clauses 4(a)(i)(ii) and (iii) above, shall be a member of the VYSA and shall be entitled to attend all general meetings at which each shall have one (1) vote. No Person shall have more than one vote;

- (b) Honourary Life Members - are entitled to receive the same information as is any other member, shall have a voice, but shall not be entitled to vote at general meetings

5. Every member must uphold the constitution and comply with these bylaws.
6. Affiliation fees, payable by the Clubs at the time of affiliation, shall be determined from time to time by the Board.
7. A person ceases to be a member of the VYSA:
 - (a) immediately upon his or her ceasing to qualify to be a member (i.e. when ceasing to qualify as a Referee, Team Official or President or Secretary of a Club);

- (b) on his or her death or, in the case of a corporation, on dissolution;
 - (c) by delivering his or her intent to resign in writing to the Secretary or Registrar of the VYSA in accordance with the VYSA procedure, or by electronic transmission, mailing or delivering it to the address of the VYSA;
 - (d) on being declared a member not in good standing by the Board; and
 - (e) or as otherwise set out in these Bylaws or in any schedule hereto.
8. (a) A member may be expelled by a special resolution at a general meeting. 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 member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
9. A member may be declared by the Board of Directors to be not in good standing due to the failure of the Club or Team with whom that member is affiliated to pay the annual affiliation fee or other outstanding debt to the VYSA or BCSA which declaration shall not take effect for 30 days and shall continue until the obligation or debt is fulfilled or paid or a plan for same is approved by the VYSA.

Part 3 — General Meetings and Notice to Members

10. General meetings of the VYSA must be held on or before May thirtieth (30) each year on a date fixed by the Directors.
11. (a) At least fourteen (14) days notice shall be given for general meetings. Notice of a general meeting must specify the place, day and hour of the meeting and, in case of special business, the general nature of that business; and
- (b) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
12. (a) Notice of a general meeting may be given to any member or Director, either personally or by mail at his/her registered address, fax or email, or,
- (b) Notice to a member may be given by delivery of notice to the Club with whom that member is affiliated and in the case of a member who is a referee, by notice to the Referee-in-Chief;

(c) No person other than a member, honorary life member or a member of the Board shall be entitled to notice of a general meeting; and

(d) Interested persons not registered as members may attend general meetings, at the discretion of the Board, but shall not be entitled to a vote.

Part 4 — Proceedings at General Meetings

13. The Chair shall chair all general meetings and in the absence of the Chair, the most senior Vice-Chair (the “First Vice Chair”), or, should he or she refuse or be unable to chair the meeting, the other Vice-Chair (the “Second Vice-Chair”), shall preside during the Chair’s absence. If there is no Vice-Chair available to carry out such duties, then such Director as agreed upon by a majority of the Board attending the meeting shall chair the meeting.

14. If at a general meeting:

(a) there is no Chair, Vice-Chair or other Director present within 15 minutes after the time appointed for holding the meeting, or

(b) the Chair and all the other Directors present are unwilling to act as the chair, the members present must choose one of their number to be the Chair.

15. A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

16. When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

17. Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

18. The order of business at the Annual General Meeting shall be as follows:

Minutes of previous Annual General Meeting
Business Arising
Officers’ Reports
Amendments to Constitution and Bylaws
Amendments to the Rules and Regulations
Old Business
Elections
New Business
Adjournment

19. The most recent edition of Roberts Rules of Order available in hard copy at the meeting, shall govern proceedings at all general meetings of the VYSA.
20. A quorum is a simple majority of those members present.
21. Voting is by show of hands or by secret ballot if approved by an ordinary resolution of those then in attendance.
22. A Director shall have a voice but no vote unless he or she is a voting member. Notwithstanding any other provision hereof, the Chair shall only be entitled to vote in the event of a tie.
23. Proxy votes will not be accepted at general meetings of the VYSA.
24. Special General Meetings
 - (a) Every general meeting, other than an Annual General Meeting, is a Special General Meeting;
 - (b) The Board may, when they think fit, convene a Special General Meeting;
 - (c) The Chair shall have the authority to call a Special General Meeting at any time, upon written request of a majority of the Board, or upon written request signed by ten (10%) percent of the membership;
 - (d) Any such request shall specify the purposes of such a meeting and each member of the Board and each member shall receive fourteen (14) days notice thereof. Only the business set out in the requisition calling for the Special General Meeting shall be dealt with at that meeting; and
 - (e) A resolution proposed at a Special General Meeting need not be seconded.

Part 5 – Directors and Officers

25. The Chair, Vice-Chair (Boys), Vice-Chair (Girls), Secretary and Treasurer shall be elected annually from amongst the Directors by the Board immediately after the Annual General Meeting and these Directors shall constitute the executive committee.
26. A Director shall hold office for two years except when:
 - (a) the Director is elected to fill the unexpired term of a retiring Director; or
 - (b) the Director is elected to fill a newly created position on the Board in which case the Director may hold office for a term of one year.

27. No Director may vote on any matter directly affecting his/her self or any Team in respect of which s/he is actively involved as a Team or Club official
28. The Directors may exercise all the powers and do all the acts and things that the BCSA may exercise and do, and that are not by these bylaws or by statute or otherwise prohibited or that the Board is lawfully directed or required to be exercised or done by the members in a general meeting, but subject, nevertheless, to:
 - (a) all laws affecting the BCSA,
 - (b) these bylaws, and
 - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the BCSA in a general meeting.
29. A rule, made by the BCSA in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
30. The Board shall consist of twelve (12) Directors or such other number as may be determined from time to time at a general meeting.
31. Retiring Directors shall be eligible for re-election.
32. The Past-Chair shall be an ex-officio member of the Board of Directors. He or she shall have a voice but no vote at all meetings of the VYSA.
33. At the Annual General Meeting in the year 2008, Six (6) Directors shall be elected to hold office for a term of two (2) years.

Six (6) Directors shall serve one year terms. Those Directors having one year remaining in their term shall continue serving their terms. The remaining Directors shall be elected to hold office for a term of one (1) year.

Thereafter, each year six (6) Directors shall be elected to hold office for a term of 2 years.
34. A retiring Director may stand for re-election at the expiration of his or her term for the immediately succeeding term.
35. The election of Directors may be made by acclamation, a show of hands, or, if requested by a majority present, by secret ballot.
36. The Board may at any time and from time to time appoint a member as a Director to fill a vacancy in the Board.

37. A Director so appointed holds office only until the conclusion of the next Annual General Meeting of the VYSA, but is eligible for re-election at the meeting.
38. A Director that is elected to fill a vacancy on the Board shall serve the unexpired term thereof.
39. An act or proceeding of the Board is not invalid merely because there are less than the prescribed number of Directors in office.
40. The members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
41. In accordance with Article 3 of the Constitution, a Director must not be remunerated for being or acting as a Director but a Director is entitled to be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the VYSA.
42. The Directors shall appoint the following additional officers, offices and committees:
 - a) Scheduler;
 - b) District Registrar;
 - c) Discipline Chair;
 - d) Referee-in-Chief;
 - e) Referee Coordinator; and
 - f) Such other officers and committees as it may deem necessary or advisable from time to time.
43. The Board of the VYSA shall meet as the Chair deems required, and whenever required by the majority of the Directors; and, in any event, not less than once every three (3) months.
44. Any Director absenting himself without good reason (as interpreted by a majority of the other Directors) from three (3) consecutive meetings of the Directors, or willfully neglecting his duties to the Board, may be asked to resign as a Director. Such determination shall be made by a majority of the Board.
45. Meeting of Directors may be held entirely by telephonic, electronic or other communication facility as permits all participants participating in the meeting to communicate with each other, and any person participating in such a meeting by such means is deemed to be present at the meeting. Any vote at such a meeting may be held entirely by means of a telephonic, electronic or other communication facility.

Part 6 — Proceedings of Directors

46. The Board may meet at places to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
47. A Director may participate in a meeting of the Board or of a committee of the Board by such telephonic, electronic or other communication facility as permits all persons participating in the meeting to communicate with each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.
48. The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.
49. The Chair is the chair of all meetings of the Board, but if at a meeting the Chair is not present within 30 minutes after the time appointed for holding the meeting, the Vice-Chair must carry out the duties of the Chair during the Chair's absence. If there is no Vice-Chair available to carry out such duties, then such Director as agreed upon by a majority of the Board.
50. A Director may at any time, and the Secretary, on the request of a Director, must, convene a meeting of the Board.

Part 7 — Committees:

51.
 - (a) The Board may delegate any, but not all, of its powers to committees consisting of a Director(s) or Member(s) as they think fit;
 - (b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of those powers to the earliest meeting of the Board held after the act or thing has been done;
 - (c) The Board shall establish a committee consisting of one (1) member appointed by each Club. The Club nominee will be the President or another Club board member delegated by the Club. The Committee will be referred to as the Presidents' Committee. The Board will use reasonable efforts to meet with the Presidents' Committee four times a year to review issues of concern to the Clubs;
 - (d) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting; and
 - (e) The members of a committee may meet and adjourn as they think proper.

52. For a first meeting of the Board held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of the Board is present.
53. A Director who is unable to attend a meeting of the Board may send or deliver to the address of the VYSA a waiver of notice, which may be by personal delivery, letter, e-mail, or any other communication permitted by law of any meeting of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) notice of meeting of the Board is not required to be sent to that Director, and
 - (b) any and all meetings of the Board, notice of which has not been given to that Director, if a quorum of the Board is present, are valid and effective.
54. Questions arising at a meeting of the Board or of a Committee must be decided by a majority of votes.
55. At all meetings of the Directors a majority (50%+1) of Directors shall constitute a quorum for the transaction of business.
56. The Chair shall not have a vote except in the case of a tie vote when the chair shall have the casting vote.
57. A resolution proposed at a meeting of the Board or a Committee must be seconded and the Chair of a meeting may move or propose a resolution.
58. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of the Board.

Part 8— Duties of Officers

59. The Chair supervises the other officers in the execution of their duties and shall preside at all meetings of the VYSA. The Chair shall not have a vote except in the event of a tie-vote, when the Chair shall have a casting vote. The Chair shall be a member, ex-officio, of all committees.

60 The First Vice-Chair, namely the Vice Chair who then has the most continuous time as a Director, carries out the duties of the Chair during the Chair's absence. If there is no First Vice-Chair attending, the Second Vice-Chair shall do so. If neither Vice-Chair is senior to the other, or if neither Vice-Chair is available to carry out such duties, such Vice-Chair or such Director as agreed upon by a majority of the Board shall carry out such duties.

61 The Secretary:

- (a) conducts the correspondence of the Board as required;
- (b) issues notices of meetings to the Board and Clubs and in the case of a general meeting to the members;
- (c) keeps minutes of all meetings of the Board and General Meetings;
- (d) has custody of all records and documents of the VYSA except those required to be kept by the treasurer;
- (e) has custody of the common seal of the VYSA; and
- (f) maintains the register of members.

62 The Treasurer:

- (a) keeps the financial records, including books of account, necessary to comply with the *Society Act*;
- (b) prepares an annual budget and presents it to the members at the annual general meeting; and
- (c) is a signing authority on the VYSA bank accounts.

63 The offices of Secretary and Treasurer may be held by one person who is to be known as the secretary treasurer.

If a Secretary Treasurer holds office, the total number of Directors must not be less than 5 or the greater number that may have been determined under Part 5, Directors & Officers.

64 In the absence of the Secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.

65 The Scheduler:

Oversees steps required in scheduling league and cup games.

66 The District Registrar:

Oversees the processes required to insure that all players and Team Officials are properly registered with BCSA.

67 The Discipline Chair:

Assumes responsibility for all discipline matters regarding all players, Team Officials, and spectators.

68 The Referee-in-Chief:

Assumes responsibility of all referees and assistant referees with respect to:

- a) The provision for identification, recruitment, training and assessment. and
- b) Liaises with Club Referee-in-Chiefs and the BCSA at every appropriate level.

69 The Referee Coordinator:

- a) Appoints referees for all scheduled games; and
- b) Works closely with the Scheduler and Referee-in-Chief.

Part 9 — Seal

70 The Directors may, but shall not be obligated to provide a common seal for the VYSA and may destroy a seal and substitute a new seal in its place.

71 Should the Board provide for a common seal, it must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the chair and secretary or chair and secretary treasurer.

Part 10 — Banking and Borrowing

72 In order to carry out the purposes of the VYSA the Directors may, on behalf of and in the name of the District, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.

- 73 A debenture must not be issued without the authorization of a special resolution.
- 76 The members may, by special resolution, restrict the borrowing powers of the Board, but a restriction imposed expires at the next annual general meeting.
- 75 Two signing officers shall sign all VYSA cheques.

Part 11 — Financial Review

- 76 The VYSA must have their financial statements reviewed at a minimum of every two (2) years by an independent review committee consisting of not less than three (3) persons. All reviewed statements must be submitted to BCSA within fifty (50) days after the VYSA's fiscal year end.

Part 12 — Amendments

- 77 No change or amendment shall be made in any part of the Constitution or these Bylaws except at the Annual General Meeting or at a Special General Meeting of the VYSA.
- 78 Subject to the discretion of the Board proposed amendments or additions to the Constitution and Bylaws will only be presented to the Annual General Meeting if submitted in writing, by January 1st, to the VYSA's Secretary by an affiliated Club or by the Directors of the VYSA.
- 79 Copies of the proposed amendments or changes will be circulated to the Club Presidents and Secretaries at least fourteen (14) days prior to the General Meeting.
- 80 The Constitution or Bylaws may only be changed by Special Resolution.

Part 13 — Conflict of Interest

- 81 Directors and officers of the VYSA must not only be free of conflict of interest but must also appear not to be in a conflict of interest;
- 82 Upon election to the position of Director of the VYSA said 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.

- 83 A Director shall not permit his/her own interest to conflict in any way with his/her fiduciary responsibilities to the VYSA and shall not benefit directly or indirectly from any transaction with the VYSA unless it is to clear advantage of the VYSA as determined by the Board.
- 84 A Director 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.