

# CONSTITUTION AND BYLAWS



**BC SOCCER**

GLOBAL GAME. UNIVERSAL PASSION.

Our Mission:

Developing the game by inspiring British Columbians to  
lifelong active, inclusive and team play

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 12, 2010

# **BC SOCCER CONSTITUTION**

## **NAME**

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

## **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 the Association, 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 the Association at the time of dissolution. THIS PROVISION IS UNALTERABLE.

## **HEAD OFFICE**

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

## **RULES AND REGULATIONS**

- 5) The Association 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 the Association. THIS PROVISION IS ALTERABLE.

## **PURPOSE OF GAIN**

- 6) The Association shall be operated without purpose of pecuniary gain to any of its members and any surplus of the Association shall be used solely for the purposes of the Association and the promotion of its objectives. THIS PROVISION IS UNALTERABLE.

**BC SOCCER  
BYLAWS**

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## BC SOCCER BYLAWS

### ARTICLE 1 – AFFILIATION

The Association 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) The word "Association" shall mean the BRITISH COLUMBIA SOCCER ASSOCIATION;
    - ii) "Directors" shall mean the directors of the British Columbia Soccer Association;
    - iii) "Society Act" shall mean the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
    - iv) "Registered Address" of a member shall mean the address as recorded in the register of members;
    - v) "Active Member" shall mean an organization, 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;
    - vi) "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 the Association;
    - vii) "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 the Association;
    - viii) "Delegate Member" shall mean a person who is the authorized voting delegate representing an Active Member at General Meetings of the Association;
    - ix) Club - "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 district association;
    - x) "Team" shall mean a soccer team with not less than eleven registered players, (except for mini teams that may not have less than 6 players) plus team officials, whose application for affiliation has been validated by the Provincial Registrar or designate for the current playing season.
    - xi) "Registered Player" shall mean a person whose application for registration with the Association has been validated by the Provincial Registrar for the current playing season;

- xii) "Board" shall mean the Board of Directors of the Association;
  - xiii) "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 of those delegates present or represented by proxy and entitled to do so;
  - xiv) "Ordinary Resolution" shall mean a resolution passed in a general meeting or Annual General Meeting by a simple majority of the votes of those delegates present.
- 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 The Association are those organizations and their appointed accredited voting delegates that have the following membership criteria:
- a) Are those Senior Leagues primarily established for the purpose of organizing and operating open age soccer as defined by the Association 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 the Association in these Bylaws;
- b) Have a recognizable membership and a bona fide operation according to the requirements of the Association in accordance with Article 12 (Youth District / Senior League Boards and District Associations) of these Bylaws;
  - c) Have been approved for active membership by the membership committee of the Association 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 Senior Leagues and/or the Youth District Associations shall individually apply for delegate membership on behalf of the Senior League and/or Youth District Associations.
- 2) **Associate Members** shall have a voice but no vote at General Meetings of the Association and shall be organizations, whether incorporated or not, which have similar objectives to the Association. Associate Members may only receive services of the Association if approved by the Board. Organizations may include but are not limited to affiliated Senior 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 the Association signed by signing officers of 3 existing Active Members of the Association. The application shall be reviewed by the Association's Membership Committee for completeness and applicants alignment with the objectives of the association. 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 the Association annually on or before March 30 of the current year on a form to be provided by the Association.*
  - 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 the Association and that short term admission supports the objectives of the Association.*
  - 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 the Association.*
- 3) The **Life Members** are persons who have rendered valuable service to the Association and are elected Life Members of the Association 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 the Association.
  - b) A life member shall be entitled to receive all information as is received by any other member of the Association.
- 4) The membership committee of the Association, as appointed from time to time by the Board, shall be responsible for receiving, approving and processing applications for membership where such application is made for the purposes of an applicant becoming an active member or an associate member. The membership committee shall review any such application to ensure that the applicant qualifies for the specific membership that is the subject of the application, and in addition the membership committee may refuse any application on the grounds that it is not in the best interest of the Association to have the applicant as an active member or associate member of the Association, as the case may be. Any rejection of an application by the membership committee may be appealed by the applicant to the directors, whose decision as to such application shall be final.
- 5) Every active member, associate member, and Life Member shall uphold the constitution and comply with these Bylaws.
- 6) 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 the Association. The members may determine a different membership fee structure for active members and associate members of the Association.

- 7) An active members or an associate member shall cease to be a member of the Association:
  - a) By delivering the intent to resign in writing to the Executive Director of the Association or by mailing or delivering such intent to the address of the Association;
  - 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.
- 8) 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 before the special resolution is put to a vote.
- 9) 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 the Association 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 the Association; or until the Board of Directors is satisfied of the member's compliance with the By-laws, Rules and Regulations of the Association.

#### **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 Senior, and five (5) directors shall be elected;

iii) The Past President 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 Association and Board of Directors.

Election into office as a director of the Association under these terms shall be held at the Annual General meeting of the Association each year.

- b) The term of office for a director of the Association shall commence immediately after the Annual General Meeting and shall continue for a period of two year.
- 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) 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.
- e) At all meetings of the Board, a majority of elected members shall constitute a quorum for the transaction of business.
- f) 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.
- g)  
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.

- h) No member of the Board of Directors shall hold an office or be an employee of a member under the jurisdiction of the Association. A newly elected Director must relinquish all positions with a member association within a period of sixty (60) days.
  - i) Subject to the Society Act every Director is deemed to have assumed office on the express understanding, agreement and condition that every such office and his heirs, executors, administrators and estate respectively shall from time to time and at all times be indemnified and save harmless out of the funds of the Association from and against all reasonable, as determined by the Board, costs, charges and expenses whatsoever which such Director of the Association sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or any other Director or Officers of the Association in or about the execution of his or their office, and also from and against all other expenses which he sustains or incurs in or about or in relation to the affairs thereof except as such costs, charges or expenses as are occasioned by his own wilful neglect or default.
  - i) A Director or person holding an Executive position with this Association, who is desirous of accepting nomination to a different office with this Association, shall first resign from his/her current position.
  - j) No member of the Board of Directors shall hold an office or be an employee of a governing body of the Association. A Director must relinquish all positions with the Association 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 the Association 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 the Association.
  - d) The title and responsibilities of its employees shall be determined by the Board and defined in the Association 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 the Association.
- 4) British Columbia Soccer Association representatives to the Annual General Meeting (AGM) of the Canadian Soccer Association (CSA) shall be the First Vice President and no more than five (5) delegates.
- 5) The Executive Director of the Association shall be an ex-officio member of the Board of Directors. He shall have a voice but no vote at all meetings of the Association and the Board of Directors.

## ARTICLE 5 - DUTIES OF THE DIRECTORS AND OFFICERS

- 1) The President shall be the Chief Executive Officer of the Association and shall supervise the other officers in the execution of their duties. He/she shall preside at all meetings of the Association 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 the Association 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 the Association.
- 4) The Vice President Senior shall be responsible for the supervision of all senior 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 and Executive Committee 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 the Association 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 the Association.

- i) Proposed amendments or additions to the Rules and Regulations will only be considered if submitted, in writing, to the Association by an affiliated Senior League/Youth District, or by the Board of Directors of the Association. Notice of motion of the proposed changes or amendments must be received by the Association at least forty-five (45) days prior to any general meeting. Senior 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 eligible to be 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 Senior 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 Senior Players.
- 7) The Board of Directors may appoint a Recording Secretary, a Treasurer and Registrar; the duties of which can be found in the Employment Policy Guide.

## ARTICLE 6 - GENERAL MEETINGS

- 1) *The Annual General Meeting of the Association 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 the Association at least fourteen (14) days before the date of the Annual General Meeting.*

- 2) *General Meetings of the Association 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 or by proxy. 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 the Association shall be the authorized delegate members of each Senior League or Youth District in active membership in good standing. The names of accredited delegates and alternates must be filed with the association not later than seven (7) days prior to any General Meeting of the association unless approved by a majority of the accredited members at the same General Meeting.
  - b)
    - i) Each affiliated Senior League having fewer than ten (10) teams shall be eligible to cast at least one vote at the Annual General Meeting. A Senior League shall be permitted an additional vote for each additional ten (10) teams or part thereof. The total number of votes allocated each Senior 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 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.
    - iii) To determine the Senior League votes, divide the total number of youth votes, as determined in Article 6 paragraph 4 b) ii) by the total number of senior 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.
    - iv) The total number of votes allocated to the Senior Leagues will equal the total number of votes allocated to the Youth Districts.
    - v) No active member, youth or senior, shall be permitted to assign its voting privileges to another active member.
    - vi) No one senior member can carry more than twenty five percent (25%) of the total number of eligible senior votes. No Youth member can carry more than twenty five percent (25%) of the total number of eligible youth votes.
    - vii) 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 the Association with their credentials prior to the start of the meeting. Those credentials shall comprise written authorization of the Senior League/Youth District to attend as an accredited Delegate member of that League/District.
  - d) A Senior League/Youth District in arrears with its annual fees or indebted to the Association in any way shall not be eligible to vote or participate in the business of the Association at the Annual General Meeting. Unless financial agreement for settlement of such indebtedness has been entered into with the Association

- e) A Senior League/Youth District who is under suspension from the Association will not be eligible to vote or participate in the business of the Association 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 Senior 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 the Association.
  - 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 the Association. The chairperson shall have a casting vote only.
- 9) Roberts Rules of Order shall govern proceedings at all general meetings of the Association.
- 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) *The Association shall use the runoff election plurality voting system for election of President, 1st Vice President, Vice President Finance, Vice President Senior, 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) *The Association 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 the Association.
  - b) Proposed amendments or additions to the Constitution and Bylaws will only be considered if submitted, in writing, to the Association by an affiliated Senior League/Youth District, or by the Board of Directors of the Association. Notice of motion of the proposed changes or amendments must be received by the Association at least forty-five (45) days prior to any general meeting. Senior 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 eligible to be cast by the members present or represented by proxy 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 and operating procedures are found in the Standing Committee Policy Guide, which shall be kept up to date and published on the Association's web site for public access.*
  - a) *Finance and Audit*
  - b) *Nominations*
  - c) *Governance*
  - d) *Risk Management*
- 2) *The following Operational Committee's are constituted to be accountable to the board and the membership. The terms of reference and operating procedures are found in the Standing*

*Committee Policy Guide, which shall be kept up to date and published on the Association's web site for public access.*

- a) *Competitions*
  - b) *Soccer Development*
- 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 either the Protest Committee or the Appeals Committee.*

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

- 1) Subject to the Society Act, the Board of Directors, in conducting the business of the Association, may borrow up to \$50,000 upon the credit of the Association without seeking the prior approval of the membership of which \$30,000 may only be short term debt to be paid within 60 days of incurring the debt. Any further amount must be approved at a general meeting.
- 2) No encumbrances shall be placed upon the real estate of the Association. Real estate owned by the Association may not be sold without approval of a majority of the membership at a general meeting.
- 3) The British Columbia Soccer Association shall not enter into any financial arrangements with any member that is in default of payment by the due date regarding affiliation and / or registration fees, without the approval of the Active Membership in good standing in accordance with the Bylaws of this Association.

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

- 1) The corporate Seal of the Association and the Symbol shall be in such forms as shall be prescribed by the Board of Directors of the Association, 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, one (1) other director, the Executive Director and 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 Districts, in the following manner:

### Youth Districts Registering Boys

- a) Alouette: Bounded by the Coquitlam River on the west, Fraser River on the south and east to North Deroche Road.
- b) Burnaby: Consists of the City of Burnaby.
- c) 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.
- d) 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.
- e) 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
- f) Westminster: Consists of the Cities of New Westminster, Port Moody and the City of Coquitlam and up to the Coquitlam River on the east.

### Youth Districts Registering Girls

- g) Central Fraser Valley Girls: Consists of all that area of the Fraser Valley lying west of and including the City of Hope and bounded by the Fraser River to the north, the 49th parallel to the south and 196<sup>th</sup> Street to the west, plus the municipality of Mission.
- h) South District Girls: Consists of the area west of 196<sup>th</sup> Street and bounded by the 49<sup>th</sup> parallel on the south and the Fraser River to the north, and including the Cities of Surrey, Delta, and White Rock.
- i) North District: Includes the City of Burnaby, the Cities of New Westminster, Port Moody, Port Coquitlam, Coquitlam, Pitt Meadows, the District of Maple Ridge, and the Villages of Anmore and Belcarra

### Youth Districts Registering Boys and Girls

- j) 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.
- k) Bulkley Valley: Consists of the Municipalities of Houston, Hazelton, Telkwa, Smithers and adjoining areas.
- l) Central Okanagan: Consists of the City of Kelowna, the Municipality of Peachland, Westbank and the Lake Country and adjoining areas.

- m) *Chetwynd: Consists of the City of Chetwynd, East Pine, Groundbirch, Hasler Creek, Lone Prairie, McLeod, Moberly Lake, Moberly Lake East First Nation, Moberly Lake West First Nation, Pine Valley, Progress, and Sunset Prairie*
- n) *Fort Nelson: Consists of City of Fort Nelson and adjoining area.*
- o) Kootenay East: Consists of the Cities of Cranbrook, Kimberley and the adjoining areas
- p) Golden: Consists of Golden and adjoining areas
- q) Kamloops: Consists of the City of Kamloops and adjoining areas.
- r) Kitimat: Consists of the District of Kitimat and adjoining areas.
- s) Kootenay South: Consists of the Municipalities of Fruitvale, Trail, Rossland, Castlegar, Montrose, Salmo and adjoining areas.
- t) 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.
- u) MacKenzie: Consists of City of McKenzie and adjoining area.
- v) Nechako Lakes: Consists of Fort St. James, Vanderhoof, Fraser Lake and Burns Lake and adjoining areas
- w) *Nelson consists of the City of Nelson, Balfour, Slocan Valley (highway 6 & 3a Junction - Crescent Valley to New Denver), New Denver and adjoining areas.*
- x) North 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.
- y) 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
- z) North Okanagan: Consists of the City of Vernon, the District of Coldstream, the City of Armstrong, the City of Enderby and adjoining areas
- aa) Prince George: Consists of the City of Prince George and adjoining areas.
- bb) Prince Rupert: Consists of the City of Prince Rupert and adjoining areas.
- cc) Quesnel: Consists of the City of Quesnel and adjoining areas.
- dd) *Shuswap: Consists of the Salmon Arm, Sicamous, Shuswap, Chase, Squilax, Tappen, Sorrento and North to Seymour Arms and Adams Lake.*
- ee) Revelstoke: Consists of City of Revelstoke and adjoining area.
- ff) South Okanagan-Similkameen: Consists of the City of Penticton, The Districts of Summerland

and Naramata, the villages of Oliver and Osoyoos, and adjoining areas

gg) Terrace: Consists of the District of Terrace and adjoining areas.

hh) Williams Lake: Consists of the City of Williams Lake and adjoining areas.

ii) Queen Charlotte Islands: Consists of the entire area of the Queen Charlotte Islands.

jj) 100 Mile House: Consists of the City of 100 Mile House and adjoining areas.

kk) Columbia Valley: That area from Spillimacheen to Canal Flats and adjoining areas.

ll) Vancouver: Consists of the City of Vancouver and the University Endowment Lands

mm) Richmond: Consists of the City of Richmond

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

- a) Alouette
- b) Burnaby
- c) Central Fraser Valley Girls
- d) Delta
- e) Fraser Valley
- f) Lower Island
- g) North District Girls
- h) North Shore
- i) Richmond
- j) South District Girls
- k) Surrey Metro
- l) Upper Island
- m) Vancouver
- n) Westminster

3) The term "Interior Districts" shall include the following Youth Districts:

- a) Bulkley Valley
- b) Central Okanagan
- c) Cranbrook
- d) Columbia Valley
- e) Golden
- f) Kamloops
- g) Kitimat
- h) Kootenay South
- i) MacKenzie
- j) Nechako
- k) Nelson
- l) North Island
- m) North Okanagan
- n) One Hundred Mile
- o) Prince George
- p) Prince Rupert
- q) Queen Charlotte Islands

- r) Quesnel
  - s) Revelstoke
  - t) South Okangan-Similkameen
  - u) Terrace
  - v) Williams Lake
- 4) Senior Leagues are defined by the Board of Directors of this Association, and subject to Rule 14, Sanction and Control of Leagues of the Association'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 SENIOR 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) 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.
- d) 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.
- e) 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.

- f) At all meetings of the District Board, a majority of elected District Board Members shall constitute a quorum for the transaction of business.
- g) 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.
- h) No member of the District Board shall vote on any matter directly affecting himself or any team in which he is holding office.
- i) The books and records of all District Associations and teams shall be open to inspection by the Provincial Board on demand.
- j) 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.
- k) The Provincial Board has the authority to approve or amend the status of each District Board.
- l) 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.
- m) 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 District Association may determine the voting delegates to its Annual General Meeting.
- b) 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.
- c) 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.
- d) 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.
- e) No member who is under suspension from the Association will be eligible to vote or participate in the business of the Association at the Annual General Meeting.
- f) 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
- g) 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.
  - h) Each Youth District Association shall submit a copy of their Constitution Bylaws, Rules and Regulations annually, duly amended, to this Association for approval.
  - i) Each Youth District Association shall submit the result of the election of officers, and list of current directors to the Association within 30 days of the election.
  - j) Each District Association must have their financial statements reviewed at a minimum every two years by an independent review committee consisting of not less than 3 persons. All reviewed financial statements must be submitted to BC Soccer within 50 days after the Youth District fiscal year end. Failure to submit bi-annual reviewed financial statements may result in that Youth District becoming a member not in good standing with BC Soccer.

### **3) Senior League Boards**

- a) 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.
- b) Each League shall furnish this Association 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.
- c) Leagues shall submit a copy of their constitution and bylaws annually, duly amended, to this Association for approval.
- d) Leagues shall have the power to deal with violations of the Laws of the Game, the Rules and Regulations of this Association, or misconduct by any of their clubs, players, officials or members.
- e) No league shall have the power to insert in its constitution that teams must play in any given competition.
- f) All teams within the jurisdiction of a League must be members of that League and must be affiliated with this Association before being accepted by that League.
- g) 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 this Association.

- h) 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 the Association 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 Senior Leagues and Senior teams shall be open to inspection by the Provincial Board on demand.

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

- 1) The reporting year shall be from April 1 to March 31 each year;
- 2) Accounts of the Association shall be audited annually by a licensed Public 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 Financial Committee and distributed to each Member of the of the Association at least 21 days before the date fixed for the Annual General Meeting;
- 5) The Budget shall include all proposed fees.

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

- 1) Directors and Officers of the Association 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 the Association 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 the Association shall not permit his/her own interest to conflict in any way with his/her fiduciary responsibilities to the Association;
- 4) A Director of the Association shall not benefit directly or indirectly fro any transaction with the Association, unless it is to clear advantage of the Association as determined by the Board of the Association;
- 5) A Director of the Association 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 the Association 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 the Association;
- 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 the Association;
- 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 the Association 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 the Association at its next General Meeting.

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

- 1) BCSA 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.