

SURREY METRO SOCCER ASSOCIATION

CONSTITUTION AND BY-LAWS

CONSTITUTION

1. The name of the Association is:

Surrey Metro Soccer Association

2. The purposes of the Association are:

- to foster, develop, and promote the game of soccer among boys and girls in the Surrey Metro Soccer Association,
- to assist member Club Associations by giving administrative support to their collective efforts to provide soccer programs for boys and girls,
- to govern the rules of play of the game of soccer among boys and girls in the Surrey Metro Soccer Association,
- To generally provide whatsoever other assistance is available from the Surrey Metro Soccer Association to support and encourage participation in the game of soccer among boys and girls in the Surrey Metro Soccer Association.

3. Dissolution of the Association:

Upon the dissolution of the Surrey Metro Soccer Association and after the payment of all its debts and liabilities, any remaining property shall be turned over, transferred and assigned to such organization(s) as may be involved with the game of soccer, or to such other recognizable charitable organization(s) in the Province of British Columbia or in Canada as directed by the members.

This clause shall not be altered.

4. Activities and Purposes of the Association:

The activities and purposes of the Surrey Metro Association shall be carried on without purpose of gain for its members, and any income, profits, or other accretions to the Society shall be used in promoting the purposes of the Society.

This Clause shall not be altered.

BY-LAWS

Here set out, in the numbered clauses, are the bylaws providing for the matters referred to in Section 6(1) of the Society Act and any other bylaws.

Article 1 - INTERPRETATION

1.1 (a) In these bylaws, these words mean as follows:

“Director” means the person who sits as a director on the Board of Directors of the Surrey Metro Soccer Association;

“Member” means a Club Association who is a member of the Surrey Metro Soccer Association;

“Voting member”, for the purpose of the Surrey Metro Soccer Association Annual General Meeting, or any General Meeting means one of either the coach, or the assistant coach, or the manager, or in their absence, an alternate;

“Society Act” means the Society Act of the Province of British Columbia;

“Registered address” of a Club Association means the address as recorded in the registry of Club Associations as kept by the Surrey Metro Soccer Association;

“Club Association” means an organization operating at least the minimum number of soccer teams in order to be affiliated with British Columbia Youth Soccer Association/British Columbia Soccer Association, under the jurisdiction of the Surrey Metro Soccer Association, and those teams to be composed of boys and girls;

“Surrey Metro Soccer Association Affiliated Team” means any team with no less than eight (8) and no more than twelve (12) for 3 a-side, (micro-soccer), or 6 a-side soccer (mini-soccer), and no less than +-eleven (11) and no more than eighteen (18) registered players for 11 a-side under the age of nineteen (19); plus appointed team officials, who have complied with the Competition Rules and Regulations as set or adopted by the Surrey Metro Soccer Association; (in other words, micro, mini, and FIFA sized teams);

“Registered player” means a youth whose application for membership has been validated by the Surrey Metro Soccer Association Registrar and by the Provincial Registrar for the current soccer season;

“Affiliation Committee” means a committee chaired by a director of the Surrey Metro Soccer Association, and consisting of persons appointed to it by the Board of the Surrey Metro Soccer Association, who can be a director, or any other person, but to number no more than five (5), including the Chair.

“Board” means the Board of Directors of the Surrey Metro Soccer Association;

“special resolution” means a resolution passed in a general meeting or Annual General Meeting by a majority of no less than seventy-five percent (75%) of the votes of those Club delegates or representatives entitled to do so, voting in person, provided that notice specifying the intention to propose the resolution as a special resolution has been duly given as provided herein. (Amendment of or addition to the constitution or bylaws of the Surrey Metro Soccer Association requires a special resolution);

“ordinary resolution” means a resolution passed in a general meeting or Annual General Meeting by a simple majority of the votes of those Club delegates, being entitled to do so, voting in person provided that notice specifying the intention to propose the resolution as an ordinary resolution has been duly given as provided herein.

(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 “Club Association” which shall be as herein before set out.

- 1.2 Words importing the singular include the plural, and vice versa; and words importing a female person, include a corporation, and any other organization or association, whether incorporated or un-incorporated as the context may require.

Article 2 - MEMBERSHIP

- 2.1 Membership Criteria: The members of the Surrey Metro Soccer Association are those Club Associations that have the following membership criteria:

- Are primarily organized for the purposes of governing youth soccer in the Surrey Metro Soccer Association, and have boys and/or girls' teams;
- Have a recognizable membership and a bona fide operation according to the requirements of a Club Association of the Surrey Metro Soccer Association in accordance with the rules set out in these Bylaws;
- Are located within the following boundaries: The Fraser River in the North, 40th Avenue in the South, 120th Street in the West and 196th Street in the East
- Have been approved for membership by the membership committee of the Surrey Metro Soccer Association or its Board of Directors upon an appeal, and have paid any membership fees that might be assessable from time to time; and, have not ceased to be a Club Association, all in accordance with these Bylaws;

2.2 Honorary and Life members: Honorary members and Life members may be appointed by resolution of the directors, on the basis of outstanding contribution to boys and girls' soccer. Honorary and Life members shall not be entitled to exercise any vote at a meeting of the Surrey Metro Soccer Association.

2.3 Membership Application: The Affiliation Committee of the Surrey Metro Soccer Association as appointed from time to time by the Board shall be responsible for receiving, processing, and approving applications for membership where such application is made for the purposes of an applicant becoming a Club Association of the Surrey Metro Soccer Association and shall be responsible for collection of fees and advising the Board of the membership list. The Affiliation Committee will be chaired by a director of the Surrey Metro Soccer Association, and will consist of persons appointed to it by the Board of the Surrey Metro Soccer Association, who can be a director, or any other person, but to number no more than five (5), including the Chair. The Affiliation Committee shall review any such applications to ensure that the applicant qualifies, and in addition, the Affiliation Committee may refuse any application on the grounds that it is not in the best interests of the Surrey Metro Soccer Association to have the applicant as a member. Any rejection of an application by the Affiliation committee may be appealed by the applicant to the directors, whose decision as to such application shall be final.

2.4 Members' Obligation: Every Club Association and Honorary and Life member shall uphold the constitution and comply with these Bylaws.

- 2.5 Membership Fees: The amount of the first annual membership fees shall be determined by the Affiliation Committee and after that the annual membership fees shall be determined at the annual general meetings of the Surrey Metro Soccer Association.
- 2.6 Cessation of membership: A Club Association shall cease to be a member of the Surrey Metro Soccer Association.
- a) By delivering the intent to resign in writing to the Chair of the Surrey Metro Soccer Association or by mailing or delivering it to the address of the Surrey Metro Soccer Association;
 - b) Or on its dissolution or cessation of operations;
 - c) Or on being expelled;
 - d) Or on having been a member not in good standing for five (5) consecutive months;
 - e) Or as otherwise set out in these bylaws.
- 2.7 Expulsion: A Club Association may be expelled by a special resolution of the members passed at a general meeting.
- a) notice of special resolution for expulsion shall be accompanied by a brief statement of the reason for the proposed expulsion;
 - b) The Club Association 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.
- 2.8 Good Standing: All members of the Surrey Metro Soccer Association are deemed to be in good standing except a member who has failed to pay any annual membership fee, including a current annual membership fee, and is considered not in good stand so long as the membership fee remains unpaid.
- 2.9 Membership Fee Payment Date: 75% of the Annual membership fee is due by close of business on June 15th, except when that day falls on a Sunday, then, by close of business the following Monday. The balance is due as invoiced by the Surrey Metro Soccer Association Treasurer
- 2.10 The Surrey Metro Soccer Association shall be subject to the rules and regulations of the British Columbia Soccer Association (BCSA) and the Canadian Soccer Association (CSA).

Article 3 - MEETINGS OF MEMBERS

- 3.1 The first annual general meeting of the Surrey Metro Soccer Association shall be held on November 2nd, 1998, and every annual general meeting thereafter shall be held at a place somewhere in the Surrey Metro Soccer Association as the directors may determine and on a day to be fixed by the directors and thirty (30) days written notice of such meeting shall be given to the members by mail or by facsimile transmission to the registered office of the Club Association.
- 3.2 Annual general meeting of the Surrey Metro Soccer Association shall be held no more than fifteen (15) months after the date of its recognition by British Columbia Youth Soccer Association/British Columbia Soccer Association, and after that an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.
- 3.3 General meetings of the Surrey Metro Soccer Association shall be held at such time and place, in accordance with the Society Act, that the directors may decide. At least every three (3) meetings there shall be a Chairman's meeting with all Member Club Association's Chairman invited to attend.
- 3.4 The accidental omission to give notice of a meeting to or the non-receipt of a notice by a member does not invalidate proceedings at that meeting, and any meeting where there is a quorum present shall be valid notwithstanding that one or more members shall not have received notice of such meeting.
- 3.5 A quorum at any general meeting shall be 50% + 1 of accredited members in good standing, present in person. Honorary and Life members may be present at any general meeting, but shall not be counted in the quorum.

Article 4 - PROCEEDINGS AT GENERAL MEETINGS

4.1 The appointment of representatives of Club Associations to the Board, and the election of the Chair of the Board of the Surrey Metro Soccer Association shall proceed as follows:

a) Each affiliated Club Association shall elect, by whatever means conforms with their constitution and by-laws, two delegates and an alternate delegate, who will represent the Club Association on the Board of the Surrey Metro Soccer Association;

b) Club Association accredited delegates or in their absence, alternate delegates, shall furnish the Surrey Metro Soccer Association Secretary with their credentials prior to the start of the Annual General Meeting. Those credentials shall comprise of written authorization of the Club Association to attend that meeting, and all meetings of the Board of the Surrey Metro Soccer Association, as an accredited delegate of that Club Association, and sit as a director of the Board of the Surrey Metro Soccer Association;

c) At the Annual General Meeting, nominations will be solicited from the floor for the position of Chair of the Surrey Metro Soccer Association. Any person may stand as a candidate for Chair of the Surrey Metro Soccer Association. A candidate may be nominated by any person attending who is able to cast a ballot in the election of Chair of the Board of the Surrey Metro Soccer Association;

d) At the Annual General Meeting, the accredited delegates, or in their absence, alternative delegates, may vote in the election of the Chair of the Board of the Surrey Metro Soccer Association;

e) At the Annual General Meeting, Members of the Surrey Metro Soccer Association Board, one of either the coach, or the assistant coach, or the manager, or in their absence, an alternate, of a boys or girls' team registered with the Surrey Metro Soccer Association Registrar may cast a ballot in the vote in the election of the Chair of the Board of the Surrey Metro Soccer Association, and any other business; Voters must be recognized by the Surrey Metro Soccer Association Registrar to be eligible to cast a vote

f) No Club Association in arrears with its annual membership fee or indebted to the Surrey Metro Soccer Association in any way shall be eligible to vote or otherwise participate in the business of the Surrey Metro Soccer Association at the Annual General Meeting;

g) No Club Association or member of the Surrey Metro Soccer Association which is under suspension from British Columbia Youth Soccer Association/British Columbia Soccer Association shall be eligible to vote or otherwise participate in

the business of the Surrey Metro Soccer Association at the Annual General Meeting;

h) The order of business at the Annual General Meeting shall be as follows:

Roll Call; Credentials, Minutes; Business Arising; Correspondence; Officer's Reports; Constitutional Amendments; Bylaws; Setting the Annual Membership Fee; Approval of a Budget; Announcement of Club Association representatives; Election of Chair (if required); Appointment of Auditor; New Business; Adjournment.

4.2 All Surrey Metro Soccer Association meetings, including annual general meetings, shall be governed by Robert Rules of Order.

4.3 Club Association Chair Meetings: Every General Meeting other than an Annual General Meeting is a Special General Meeting, except for a meeting of the Chairs of the member Club Association;

a) The Chair of the Board of the Surrey Metro Soccer Association shall call a meeting of the Chairs of the member Club Associations as often as deemed necessary, but no less frequent than once every three (3) months;

b) The business of such meetings is consultative.

4.4 Chair at meetings: The Chair of the Board, or in the Chair's absence, the vice-chair of the Board, or in the absence of both, one of the other Board members present, shall preside as Chair of a meeting of the Surrey Metro Soccer Association

Article 5- DIRECTORS AND OFFICERS

5.1 Directors

a) The business of the Surrey Metro Soccer Association shall be conducted by a Board of Directors consisting of two (2) delegates from each member (affiliated) Club Association. Alternate Board members can attend.

b) Each member (affiliated) Club Association shall be elect or appoint three persons of that Club Association, in a manner consistent with their constitution, for a two (2) year term. Two will be designated the delegates, and the other the alternate delegate, who in the absence of one of the delegates may exercise the

vote at a Board meeting; (both may attend Board meetings, however, if both present, only the delegate may vote).

c) Each member (affiliated) Club Association may exercise only two votes in the conduct of Board business.

d) The terms of the Chair and of the Secretary of the Surrey Metro Soccer Association shall be for two (2) years in the inaugural year of the Surrey Metro Soccer Association, and those of the Vice-chair and of the Treasurer shall be for one (1) year in the inaugural year of the Surrey Metro Soccer Association and two (2) years after the inaugural year.

e) The term of the Chair shall be Two (2) years with Elections held on the even numbered years (i.e.: 1998/2000/2002 etc.)

f) The terms of half of the member Club Association delegates, other than those who are appointed to be Vice-Chair, Secretary and Treasurer, shall be for a one (1) year term during the inaugural year of the Surrey Metro Soccer Association; if there is an odd number of member Club Associations then, one (1) over half shall serve a one (1) year term. The selection of Club Associations whose delegate will serve a one (1) year term in the inaugural year of the Surrey Metro Soccer Association shall be done by lottery.

g) No Director may hold a position (i.e.: Secretary, Treasurer, and Surrey Metro Soccer Association Representative for more than two (2) consecutive Terms of Two (2) years, after which they may hold other positions on the Board.

h) The term of office for a director of the Surrey Metro Soccer Association shall commence thirty (30) days after the date of the Annual General Meeting and shall continue for a period of two (2) years from that date.

i) The directors will determine among themselves which director will be responsible to attend to whatever function the Board may deem necessary to be performed; including who shall be Vice-chair, Secretary, and Treasurer.

j) The Board shall notify all member Club Associations of any vacancy that may occur on the Board; and such vacancy shall be filled by the Club Association whose delegate has vacated office, within a period of sixty (60) days after the vacancy occurs.

k) The Board shall meet whenever the Chair deems it necessary, or if instructed to do so by a majority of the Board, but in any case shall meet at least once in every two (2) months.

l) At all meetings of the Board, 50% + 1 of the Club Association delegates, or in her absence, her alternate delegate, shall constitute a quorum for the transaction of business.

m) Any member of the Board absenting herself from three (3) consecutive meeting of the Board without just cause, or willfully neglecting her duties to the Surrey Metro Soccer Association, may be determined to have forfeited her position on the Board. Such determination shall be made by a majority vote of the Board.

n) No director of the Board shall vote on any matter personally, and immediately affecting herself or any team or Club in which she holds office.

o) Subject to the Society Act, every director is deemed to have assumed office on the express understanding, agreement and condition that every such Director and his or her heirs, executors, administrators and estate respectively shall the Surrey Metro Soccer Association shall indemnify the directors if they are put to expense or liability in relation to the exercise of their duties from time to time and at all times be indemnified and saved harmless out of the funds of the Surrey Metro Soccer Association from and against all reasonable, as determined by the Board, costs charges and expenses whatsoever which such Director of the Surrey Metro Soccer Association sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against her or him for or in respect of any deed matter or thing, whatsoever made, done or permitted by him or her or any other Director or Directors of the Surrey Metro Soccer Association in or about the execution of the duties of his or her or their office, and also from and against all other reasonable, as determined by the Board costs charges and expenses which she or 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 or her own willful neglect or default.

5.2 Removal: A director may be removed from office by special resolution and another director may be appointed, from the Club Association which was represented by the removed director, to serve the balance of the term. If the Chair is removed from office by special resolution, then that vacancy will be filled on an interim basis until such time as an election may be conducted at a General Meeting to be held within thirty (30) days of the removal of the Chair from office.

5.3 Employees

a) The Board may engage a paid employee as it shall deem necessary. Such a person shall have such authority and responsibility as the Board shall determine.

b) The remuneration of any employee of the Surrey Metro Soccer Association shall be fixed by the Board. In addition to remuneration of any employee, the Board may authorize the provision of such benefits as pension, life insurance, sickness and accident insurance.

c) The Board shall assess the need for and fix the bond requirements of its directors, or employees who have control of the funds of the Surrey Metro Soccer Association.

5.4 No director of the Surrey Metro Soccer Association 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 Surrey Metro Soccer Association.

Article 6 -DUTIES OF DIRECTORS

6.1 The Chair shall be the chief executive officer on the Surrey Metro Soccer Association, and shall supervise the other officers in the execution of their duties. The Chair shall be responsible for calling meetings of the Board of Directors and of all general meetings of the Surrey Metro Soccer Association.

6.2 The Vice-Chair shall carry out the duties of the Chair during his/her absence. The Vice-Chair may also have such other responsibilities as may, from time to time be delegated to her by the Chair. If the Chair shall be unable to act as Chair for any reason whatsoever, the Vice-Chair shall be appointed by the Chair or by the Board to assume the full responsibilities of the office of Chair.

6.3 The Board may appoint a person to be a member of the Board, to perform whatever duties seen fit to assign to that person, for a period of time determined by the Board, however, while such members can participate in any discussion, subject to the direction of the Chair, they can not vote in any business of the Board.

6.4 The Duties and responsibilities of the Board of Directors included the following:

a) Prepare after appropriate consultation with the affiliated Club Associations an annual budget.

b) prepare and implement a program of activities during its period of office;

- c) organize an annual general meeting;
- d) solicit funds at such time and in such manner as it may be deemed advisable;
- e) generally be responsible to handle the day-to-day affairs of the Surrey Metro Soccer Association and perform such other duties, responsibilities and obligations as may be required by law

Article 7 - SEAL AND AUTHORIZED SIGNATURES

- 7.1 The signing officers of the Surrey Metro Soccer Association shall be the Chair and one other authorized director appointed by the directors.
- 7.2 The Directors may provide a common seal for the Surrey Metro Soccer Association and may destroy a seal and substitute a new one in its place.
- 7.3 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the person prescribed, in the presence of the Chair and one other authorized director appointed by the directors.
- 7.4 The Surrey Metro Soccer Association is expressly prohibited from borrowing any monies, and, unless expressly approved at a Special Meeting, may not become financially indebted to any entity.

Article 8 - CONSTITUTIONAL AMENDMENTS

- 8.1 Amendments to the Constitution and Bylaws:
 - a) Amendments or additions to the Surrey Metro Soccer Association constitution and bylaws may be affected at the Annual General Meeting of the Surrey Metro Soccer Association upon a seventy-five percent (75%) affirmative vote of a special resolution to change the Association constitution and bylaws.
 - b) Notice of motion of the proposed changes or amendments shall be made in writing by May 15th each year to the Chair. Club Associations shall be circulated with copies of all proposed amendments or changes or additions at least thirty (30) days prior to the Annual General Meeting;

c) Only those proposed amendments or additions to the constitution and bylaws submitted by a Club Association or by the Board of Directors of the Surrey Metro Soccer Association shall be considered by the Surrey Metro Soccer Association, and only at a General Meeting of the Surrey Metro Soccer Association Thirty (30) days notice of motion of any proposed changes or amendments must be given in writing to the Chair of the Surrey Metro Soccer Association who shall give each Club Association thirty (30) days notice of such General Meeting together with a copy of the proposed changes or amendments;

d) A seventy-five percent (75%) affirmative vote of a special resolution is required to change the Surrey Metro Soccer Association constitution and bylaws.

Article 9 - CLUB ASSOCIATION BOARDS

9.1 Club Association Boards

a) No member of a Club Board shall vote on any matter directly affecting herself or any team or Club in which she holds office.

b) The books and records of an affiliated Club Association and team shall be open to inspection by the Surrey Metro Soccer Association on demand. Financial Statements of each Member Club must be submitted by the Surrey Metro Soccer Association AGM or upon request of the Surrey Metro Soccer Association Chair

c) Club Associations must have a Surrey Metro Soccer Association Board member from outside their Club in attendance at their Annual General Meetings