

## **Greater Vancouver United Sports Club**

### **Constitution**

#### Society's Purposes

- a) to foster, develop, and promote skills, knowledge and enjoyment of the game of soccer;
- b) to generally provide whatsoever assistance that could be available to support and encourage the participation in the game of soccer among adult and youth players;
- c) to teach sportsmanship and emphasize fair play at all times;
- d) to govern the rule of play of the game of soccer among the players of the Greater Vancouver United Sports Club.

# Greater Vancouver United Sports Club

## Bylaws

### PART 1 – DEFINITIONS AND INTERPRETATION

#### 1.1 Definitions

In these bylaws, unless the context otherwise requires:

- (a) “**Act**” means the *Societies Act* of British Columbia as amended from time to time;
- (b) “**Adult Player**” means a soccer player eligible to play on a Club team who is over the age of 19;
- (c) “**Board**” means the directors of the Club;
- (d) “**Bylaws**” means these Bylaws as altered from time to time;
- (e) “**Club**” means the Greater Vancouver United Sports Club;
- (f) “**coach**” means the person selected by the Club to develop and instruct players in the game of soccer;
- (g) “**manager**” means the person selected by the Club to lead or assist with administrative requirements associated with managing player, team or Club communications and programs, as determined by the Board;
- (h) “**member**” means a person who is recognized by these Bylaws as a member of the Club, and is in good standing with the provisions of these Bylaws;
- (i) “**official**” means a person selected by the Club to assist with coaching, managing or a volunteering duty;
- (j) “**Robert's Rules of Order**” refers to a specific method of parliamentary procedure aimed at being fair and complete;
- (k) “**Special Resolution**” means any of the following:
  - (i) a resolution passed at a meeting by 3/4 of the votes cast by the voting members;  
or
  - (ii) a resolution consented to in writing, after being sent to all of the voting members, by at least 3/4 of the voting members; and
- (l) “**Youth Player**” means a soccer player who is under the age of 19 and who is eligible to play on a youth soccer Club team.

- 1.2 **Definitions in Act apply.** The definitions in the Act apply to these Bylaws.
- 1.3 **Conflict with Act or regulations.** If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.
- 1.4 **Interpretation.** Words importing the singular include the plural, and vice versa; and words importing female person, include male person or a corporation, and any other organization or association, whether incorporated or unincorporated as the context may require.

## **PART 2 – MEMBERSHIP**

- 2.1 **Application for membership.** A person may apply to the Board for membership in the Club by submitting a Registration Form and paying the registration fees and dues, and the person becomes a member on the Board's acceptance of the application:

The board of directors may admit a person to be a member of the Club upon payment of annual registration fees and dues, as required, if the person is:

- (a) a parent or guardian of a Youth Player who is currently registered, with fees paid in full, with the Club; or
- (b) an Adult Player who is currently registered, with their fees paid in full, with the Club

- 2.2 **Duties of members.** Every member must uphold the constitution of the Club and must comply with these Bylaws, the Act, the British Columbia Soccer Association and the Canadian Soccer Association.

Every member shall abide by the Club's policies, codes of conduct, guidelines and general rules as approved and amended by the Board from time to time.

- 2.3 **Amount of membership dues.** The amount of the annual membership dues, if any, must be determined by the Board.

- 2.4 **Voting.** Voting Membership of the Club will automatically be extended to members duly appointed under Bylaw 2.1 who are:

- (a) players of any Club team who have reached the age of 19 and who are currently registered, with fees and dues paid in full;
- (b) parent or guardian of a Youth Player who is currently registered, with fees paid in full, with the Club;
- (c) directors and Officers of the Board of Directors; and
- (d) persons occupying multiple positions will only be entitled to one vote.

Certification of eligible voters at meetings will be ratified by the Club Secretary.

Members duly appointed under Bylaw 2.1 shall have one vote regardless of the number of means they may qualify for membership.

Members, duly appointed under Bylaw 2.1 and to whom Voting Membership is extended under Bylaw 2.4, shall be entitled to one vote per parent or guardian, for a maximum total of two per family, regardless of family divisions.

2.5 **Board discretion.** The board of directors has the discretion to reject an application for membership in the Club. A rejected application may be appealed by the applicant to a meeting of the board of directors. The application can be further appealed to the members of the Club at the next general meeting of the Club

2.6 **Termination of membership.** A person shall cease to be a Member of the Club if the Member:

- (a) dies;
- (b) is expelled by the Club for any reason in accordance with Bylaw 2.7;
- (c) fails to renew registration; or
- (d) fails to pay the applicable registration fees, dues, charges, debt or other amounts owing to the Club and when the same are in arrears two weeks after submitting the Registration Form.

2.7 **Expulsion and Suspension.** A member may be expelled or suspended for any specific period of time:

- (a) by a 75% vote of all the directors at a duly constituted board of directors meeting, if they consider the member is not acting in the best interests of the Club;
- (b) if the member being considered for expulsion is a Director, their vote shall not be counted;
- (c) if a member is being considered for expulsion, the Club must send to the member written notice of the proposed expulsion, including reasons;
- (d) a person who is subject to a proposed motion for expulsion or suspension must be given an opportunity to be heard at a board of directors meeting before a motion is put to a vote; and
- (e) a decision to expel or suspend a member must be accompanied by a brief statement of the reasons for the proposed expulsion;

- (f) a suspension or expulsion can be appealed and overturned by a Special Resolution at a subsequent general meeting of the Club.

2.8 **Good standing.** Unless a member has been expelled or suspended, the Board may declare a member to be not in good standing if:

- (a) the member has failed to pay the current annual registration fee, or any other subscription or debt due and owing by the member to the Club;
- (b) the member has failed to comply with the requirements of the Bylaws, policies, codes of conduct, guidelines and general rules as approved and amended by the Board from time to time.

As long as the debt remains unpaid and/or non-compliance remains, the member is not in good standing and loses all rights of membership

A member who has been suspended or expelled in accordance with Bylaw 2.7 will not be in good standing.

2.9 **Reinstatement.** A person who has been suspended or expelled in accordance with these Bylaws may apply to the Board for reinstatement of their membership by submitting to the Board a Registration Form and a written statement of the reasons justifying their reinstatement. The person will become a member upon the Board's acceptance of the application and the person's payment of the Club's registration fees and dues.

2.10 The interests of a member are not transferable or assignable

2.11 **Honourary Life Membership.** Honourary Life Membership may be granted to persons who in the opinion of the Board have contributed to the Club in such a manner as to warrant such recognition. Honourary Life Members may attend general meetings and annual general meetings of the Club but shall not be entitled to vote. Honourary Life members shall not be counted in the quorum.

### **PART 3 – GENERAL MEETINGS AND ANNUAL GENERAL MEETING OF MEMBERS**

3.1 **Time and place of general meeting.** A general meeting must be held at the time and place the Board determines.

3.2 The annual general meeting shall be held before the thirtieth (30) day of July each year in the city of Surrey, British Columbia, as determined by the Board.

3.3 Every general meeting other than the annual general meeting is an extraordinary general meeting.

3.4 **Notice.** Notice of the annual general meeting shall be given by the directors seven (7) days before the annual general meeting. Notice of an annual general meeting shall be deemed to have been sent if:

- (a) the notice of the date, time and location of the meeting has been sent, to every member of the society who has provided an email address to the society, by email to that email address; and
- (b) notice of the date, time and location of the meeting is posted throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the society and is accessible to all of the members of the society.

3.5 **Notice of special business.** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

3.6 **Special business.** Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order; and
- (b) all business transacted at an annual general meeting except:
  - (i) the adoption of rules or order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the directors;
  - (iv) the report of the auditor, if any;
  - (v) the election of directors;
  - (vi) the appointment of auditor, if required; and
  - (vii) such other business as under these bylaws should be transacted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

3.7 **Chair of general meeting.** The following individual is entitled to preside as the chair of a general meeting:

- (a) the President, Vice-President or a Director appointed by the Board to preside as the chair;

- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair, one of the other directors present at the meeting shall preside as the chair for the meeting.
- 3.8 **Alternate chair of general meeting.** If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.
- 3.9 **Quorum required.** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.
- 3.10 **Quorum for general meetings.** The quorum for the transaction of business at a general meeting is ten (10) voting members.
- 3.11 **Lack of quorum at commencement of meeting.** If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.
- 3.12 **If quorum ceases to be present.** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 3.13 **Adjournment by chair.** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.
- 3.14 **Notice of continuation of adjourned general meeting.** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.
- 3.15 **Order of business at general meeting.** The order of business at a general meeting is as follows:
- (a) elect an individual to chair the meeting, if necessary;

- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
  - (i) receive the directors' report on the financial statements of the Club for the previous financial year, and the auditor's report, if any, on those statements,
  - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
  - (iii) elect or appoint directors, and
  - (iv) appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

3.16 **Methods of voting.** At a general meeting, voting must be by a show of hands.

3.17 **Announcement of result.** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.18 **Proxy voting not permitted.** Voting by proxy is not permitted.

3.19 **Robert's Rules of Order.** Robert's Rules of Order shall apply to all meetings.

3.20 A 3/4 vote on all Club matters raised in any general meeting or extraordinary meeting shall be binding. Only the voting members as described in section 2.4 above will be eligible to vote and proxy votes will not be accepted.

#### **PART 4 – BOARD OF DIRECTORS**

4.1 **Number of Directors on Board.** The Club must have no fewer than 3 and no more than 11 directors.

4.2 **Election or Appointment of Directors.** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.



- 4.3 **Term of Directors.** The directors must retire from office at the annual general meeting in the calendar year when their term ends and when their successors are elected.
- 4.4 An election of a Director must be by a show of hands.
- 4.5 **Term of Directors.** The term for each director shall be two years from the date of election to the board of directors.
- 4.6 **Election Years.** The terms of the President and Vice-President shall be elected in even numbered years and the Secretary and Treasurer shall be elected in odd numbered years.
- 4.7 **Consecutive Terms.** A director may be elected to the board of directors for consecutive terms.
- 4.8 **Successor Not Elected.** If a successor is not elected, the member previously elected or appointed may continue to hold office by acclamation, if they are eligible to be a member and a director. Should the previous elected or appointed director desire not to continue to hold office, or is not eligible, the directors shall redistribute said director's duties to other directors at their discretion.
- 4.9 **Resignation of Director.** If a Director resigns his or her office or otherwise ceases to hold office, the remaining Directors may appoint a member to take the place of the former Director.
- A member so appointed as a director shall hold office only until the conclusion of the former director's term.
- 4.10 No act or proceeding of the board of directors is invalid merely because there was fewer than the prescribed number of directors in office.
- 4.11 **Directors May Fill Casual Vacancy on Board.** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.
- 4.12 **Term of Appointment of Director Filling Casual Vacancy.** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.
- 4.13 **Roles and Responsibilities.** The roles and responsibilities of the members of the Board are subject to change at the sole discretion of the Board.
- 4.14 **Remuneration of Directors.** These Bylaws do not permit the Club to pay to a director remuneration for being a director, but the Club may, subject to the Act, pay remuneration to a director for services provided by the director to the Club in another capacity. A director shall, on proof satisfactory to the Board, be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs and business of the Club

- 4.15 **Signing Authority.** A contract or other record to be signed by the Club must be signed on behalf of the Club by any two Directors.
- 4.16 **Indemnity.** Every Officer and Director shall be deemed to have each assumed office on the express understanding and agreement and condition that themselves, their family, their heirs and executors/administrators and estate and effects shall be saved harmless and at all times be indemnified at the expense of the Club against all costs, charges such officers and directors incur in any action, suit or proceedings which is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted in connection with the execution of the duties of their office or occasioned by their neglect or default when acting in the interest of the Club.
- 4.17 **Borrowing.** The Board may from time to time borrow money in any manner and without limit to amount of credit of the Club and in such amounts as they deem to be both reasonable and property.
- 4.18 **Termination.** A member of the Board shall be removed immediately from their position where they:
- (a) are incapable or deemed unable to fulfill their position, as determined by the Board;
  - (b) have failed to properly account for monies or other property belonging to the Club;
  - (c) have been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club; or
  - (d) they have been found guilty by BCSA of failing to act in accordance with the Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and any other policies of BCSA.

## **PART 5 – DIRECTORS’ MEETINGS**

- 5.1 **Directors Meeting.** The Board shall meet at their own discretion with a minimum of one meeting per month.
- 5.2 **Calling Directors’ Meeting.** A directors’ meeting may be called by the President or by any 2 other directors.
- 5.3 **Notice of Directors’ Meeting.** At least two (2) days’ notice of a directors’ meeting must be given unless all the directors agree to a shorter notice period.
- 5.4 **Proceedings Valid Despite Omission to Give Notice.** The accidental omission to give notice of a directors’ meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

5.5 **Conduct of Directors' Meetings.** The directors may regulate their meetings and proceedings as they think fit.

5.6 **Quorum of Directors.** The quorum for the transaction of business at a directors' meeting is 2/3 of the Directors.

5.7 **Conflict of Interest.** A director who has a direct or indirect material interest in:

- (a) a contract or transaction, or a proposed contract or transaction, of the Club, or
- (b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the society

must:

- (a) disclose fully and promptly to the other directors the nature and extent of the director's interest,
- (b) abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter referred to in subsection (1),
- (c) leave the directors' meeting, if any,
  - (i) when the contract, transaction or matter is discussed, unless asked by the other directors to be present to provide information, and
  - (ii) when the other directors vote on the contract, transaction or matter, and
  - (iii) refrain from any action intended to influence the discussion or vote.

5.2 **Secretary of Meeting.** In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

## **PART 6 – BOARD POSITIONS**

6.1 **Election or Appointment to Board Positions.** Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

6.2 **Directors at Large.** Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

6.3 **Role of the President.** The president will:

- (a) preside at all meetings of the Club and of the directors;
- (b) supervise the other officers and directors in the execution of their duties;
- (c) chair meetings, appoint committees with terms of reference;
- (d) represent the Club at external meetings (or assign an appropriate designate), and be chief spokesperson for the Club;
- (e) liaise with external entities and community organizations;
- (f) assign positions to the directors in consultation with them;
- (g) be an ex-officio member of all committees; and
- (h) have an additional casting vote in the event of an equal split vote.

6.4 **Role of Vice-President.** The vice-president will:

- (a) act in the absence of the President in all Club affairs;
- (b) assist in the management and supervision of other officers and directors in the execution of their duties;
- (c) have other powers as assigned by the Board from time to time.

6.5 **Role of Secretary.** The secretary will:

- (a) issue notices of meetings of the Club and directors' meetings;
- (b) take minutes of all meetings of the Club and directors' meetings;
- (c) keep the records of the Club in accordance with the Act;
- (d) conduct the correspondence of the Club;
- (e) maintain the register of members; and
- (f) file the annual report of the Club and making any other filings with the registrar under the Act.

6.6 **Absence of Secretary from Meeting.** In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

6.7 **Role of Treasurer.** The treasurer will:

- (a) keep such financial records, including books of account, as are necessary to comply with the Act;
- (b) prepare and submit an annual financial report to the Board seven (7) days prior to the annual general meeting for circulation to the members
- (c) maintain all financial records for the Club issuing receipts, for monies received and obtaining invoices/receipts for all monies paid out;
- (d) prepare a budget for the forthcoming fiscal year prior to the commencement of each fiscal year for review and approval by the Board;
- (e) ensure that adequate internal controls are in place to protect the Club's assets; and
- (f) will monitor the financial activities of the Club within the allocated budget.

6.8 **Role of Directors at Large.** The directors at large will:

- (a) assist other officers and directors in the execution of their duties;
- (b) fulfill the roles and responsibilities assigned to them by the Board from time to time; and
- (c) have other powers as assigned by the Board from time to time.

6.9 A director, subject to directors' approval, may appoint other persons associated with the Club to perform duties for the Club.

## **Part 7 – COMMITTEES OF THE BOARD**

7.1 The directors may delegate any, but not all, of their powers to committees consisting of such director or members as they think fit.

7.2 The directors may appoint the following committees on an annual basis with specific mandates that outlines the role(s), objective(s) and deliverable(s):

- (a) Membership Committee;
- (b) Discipline Committee;

- (c) Technical Development Committee;
  - (d) Financial Oversight Committee;
  - (e) Harassment and Discrimination Committee;
  - (f) Refund Committee;
  - (g) Grievance Committee.
- 7.3 Such committees must have a minimum of one director in attendance at all meetings where any of the powers, duties or obligations of the committee are exercised or executed.
- 7.4 In the exercise of the powers so delegated, such a committee shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the next meeting of the directors.
- 7.5 The board of directors may appoint a committee chair of its meetings; but if no committee chair is elected, or if at any meeting the committee chair is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors, or members of the committee shall choose one of their number to be committee chair of the meeting.
- 7.6 The participants of a committee may meet and adjourn at their discretion.

#### **Part 8 – CONSTITUTION AND BY-LAW AMENDMENTS**

- 8.1 The Club may amend its constitution and/or Bylaws at a general meeting if a Special Resolution is approved by the members present at the general meeting. The President must receive specific notice in writing of proposed amendments thirty (30) days before the general meeting.

#### **Part 9 – POLICIES**

- 9.1 The Club shall maintain policies that are consistent with the published and approved policies of the BCSA. The Club may set such additional policies as determined from time to time by the Board in its day to day operation of the Club.

#### **Part 10 – COACHES AND MANAGERS**

- 10.1 The Board will appoint and hire coaches, managers and officials. Such coaches, managers and officials will not be voting members of the Club but may attend the annual general meeting of the Club.
- 10.2 **Duties and Responsibilities.** The duties and responsibilities of the coaches, managers and officials are herein and are subject to change at the discretion of the Board without modification to these Bylaws. Failure to adhere to those responsibilities and the policies of the Club may result in their removal from such position.

10.3 **Coaches.** The coaches will:

- (a) be responsible for the discipline and conduct of the Club players for whom they are responsible for at all times ensuring their players uphold the Code of Conduct of the Club;
- (b) be responsible for ensuring that the players are properly dressed at all times in the designated Club mandated attire for all sanctioned BC Soccer matches and Club events;
- (c) attend all coaches' meetings and technical clinics organized by the Club;
- (d) be answerable to the Board for their training methods and the overall conduct of their Club team on the field;
- (e) be responsible for the selection of the team;
- (f) be responsible for seeing that all scheduled games are fulfilled;
- (g) be required to act at all times in a responsible manner displaying good sportsmanship and ensuring that their behaviour reflects favourably on the Club in accordance with the Code of Conduct;
- (h) will follow all Club policies at all times.

**Part 11 – COMPLAINT PROCEDURE**

- 11.1 It will be the responsibility of the Board to make available policies and guidelines related to the Club's conflict resolution processes;
- 11.2 The Board may enquire into the conduct of any party in their capacity as a director, member, player, coach, official, volunteer, employee, contractor or parent or guardian and may take disciplinary action where it is determined necessary.
- 11.3 The Board may call upon any director, member, player, coach, manager, official, volunteer, employee, contractor, or other party in order to inquire into any alleged offence.

**Part 12 – AFFILIATION**

- 12.1 The Club shall be a member of the South Fraser District Youth Soccer Association and shall be subject to the published Bylaws, Rules, Regulations and Policies in declining order of authority of the following governing organizations:
  - (a) The Federation Internationale de Football Association (FIFA);
  - (b) Confederation of North, Central American and Caribbean Association Football (CONCACAF)

- (c) The Canadian Soccer Association (CSA);
- (d) The British Columbia Soccer Association(BCSA);
- (e) The South Fraser District Youth Soccer Association (SFDA);
- (f) The Fraser Valley Soccer League;
- (g) The Men's Adult League, Vancouver Metro Soccer League (VMSL); and
- (h) The Women's Adult League, Women's Metro Soccer League (WMSL).