

PEACE ARCH SOCCER CLUB

CONSTITUTION

1. The name of the Society is the Peace Arch Soccer Club, hereinafter called “the Club”.
2. The purposes of the Club are:
 - (a) To encourage and foster among its members, and all citizens in general, sportsmanship and good citizenship.
 - (b) To promote, develop and increase skills of persons wishing to play soccer in South Surrey and the City of White Rock including:
 - i. manage and operate minor soccer in South Surrey and the City of White Rock;
 - ii. manage and operate senior soccer in South Surrey and the City of White Rock;
 - iii. encourage and promote skill development and competition for its membership at all levels, including, but not limited to: house leagues, inter-city leagues and provincial and national playoffs;
 - iv. assist in the development of soccer fields and facilities in South Surrey and the City of White Rock.
3. In the event of dissolution of the Club, all remaining assets shall be distributed to one or more *bona fide* Canadian charitable organizations, or to the British Columbia Soccer Association. This provision is alterable as set out in the *Society Act*.

BY-LAWS

PART 1: INTERPRETATION

1. (1) In these bylaws, unless the context otherwise requires:
 - (a) “directors” means the directors of the Society for the time being.
 - (b) “*Society Act*” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it.
 - (c) “registered address” of a member means his address as recorded in the register of the members.
 - (d) “coach” means the person selected by the Club to instructs players in the game of soccer.
 - (e) “manager” means the person selected by the Club to assist the coach with administrative requirements associated with managing player, club, and coordinator communications.
 - (f) “official” means a person selected by the Club to assist with coaching, managing or volunteering.
 - (g) “Robert’s Rules of Order” refers to a specific method of parliamentary procedure aimed at being fair and complete.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2: MEMBERSHIP

3. The members of the Society are the applicants for incorporation of the Society, and those persons who have subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. (1) A person may apply to the directors for membership in the Society and on acceptance by the directors, shall be a member.

(2) The directors shall allow a person to be a member of the Society upon payment of membership fees, if required, if:

- (a) the person is a parent or guardian of a child who resides in the City of White Rock or South Surrey area who is currently registered, with fees paid in full, with the Club;
 - (b) the person is a coach, manager or official who does not qualify under Bylaw 4 (2) (a) but has been appointed by the directors as a coach, manager or official;
 - (c) the person is the parent or guardian of any child, or any volunteer, who has applied to be a member of the Club and who has been accepted by the directors.
- (3) Members, whose children or wards are registered to play for the Club, shall be entitled to one vote per family.
- (4) Members who do not have children registered to play for the Club shall have one vote.
- (5) Senior soccer playing members registered to play for the Club shall have one vote.
- (6) The Executive has the discretion to reject an application for membership in the Club. A rejected application may be appealed by the applicant at a meeting of the Executive.
- 5.
 - (1) Every member shall uphold the constitution and comply with the by-laws of the Club.
 - (2) Every member shall abide by Club policies, codes of conduct, guidelines and general rules of the Club as approved and amended by the directors from time to time.
- 6. The amount of the annual membership dues shall be determined by the directors.
- 7. (1) A person shall cease to be a member of the Club:
 - (a) by delivering his resignation in writing to the Club;
 - (b) on his death;
 - (c) on being expelled; or
 - (d) on failing to pay the applicable registration fees and when the same are in arrears for 90 days.
- 8. (1) The directors may, by a 75% vote of the directors present at a duly constituted Executive meeting, suspend or expel any member they consider not acting in the

best interests of the Club. If the member being considered for expulsion is also a director his vote shall not be counted.

(2) The person who is the subject of the proposed expulsion must be given an opportunity to be heard by directors at an Executive meeting prior to a vote.

9. All members are in good standing except a member who has failed to pay his current annual membership fee and any other subscription or debt due and owing by him to the club, and he is not in good standing so long as the debt remains unpaid.

PART 3: AFFILIATION

10. (1) The Club may affiliate with any organization sharing a common purpose with the Club as approved by the directors.
(2) The Club reserves the right to enact rules and procedures from affiliate organizations as approved by directors.

PART 4: AMENDMENTS TO CONSTITUTION OR BYLAWS

11. (1) The Club may amend its constitution at a general meeting if a special resolution is approved by 75% of the members present at the meeting. The president must receive specific notice in writing of proposed amendments thirty (30) days before the general meeting.
(2) The club may amend its bylaws if a motion is approved by the 75% of the members present at a general meeting pursuant to quorum requirements defined in bylaw 19 (3).

PART 5: MEETINGS OF MEMBERS

12. General meetings of the Club shall be held at such time and place as the directors decide, in accordance with the *Society Act*, and in any event the annual General Meeting shall be held before the first (1st) day of May each year.
13. Every general meeting other than the Annual General meeting is an extraordinary general meeting.
14. (1) The directors may convene an extraordinary general meeting at their discretion.
(2) The directors shall convene an extraordinary general meeting upon written request of 10% or more of the members.

15. (1) Notice of a general meeting shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business.

(2) Accidentally omitting to give notice to, or non-receipt of a notice by, any member entitled to receive notice does not invalidate proceedings at that meeting.
16. The first annual general meeting of the Club shall be held not more than fifteen (15) months after the date of incorporation and thereafter 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 previous annual general meeting.

PART 6: PROCEEDINGS AT GENERAL MEETINGS

17. Special business is:
 - (1) All business at an extraordinary general meeting except the adoption of rules of order, and
 - (2) All business transacted at an annual general meeting except:
 - (a) the adoption of rules or order;
 - (b) the consideration of the financial statements;
 - (c) the report of the directors;
 - (d) the report of the auditor, if any;
 - (e) the election of directors;
 - (f) the appointment of auditor, if required; and
 - (g) 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.
18. (1) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting when no quorum is present.

(2) If at any time during a general meeting there ceases to be a quorum present, business that in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(3) A quorum is fifteen (15) members present or such greater number as the members may determine at a general meeting.

19. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present shall constitute a quorum.
20. Subject to Bylaw 22, the president of the club or the vice-president or, in the absence of both, one of the other directors present shall preside as chairman of a general meeting.
21. If at a general meeting there is no president, vice-president or other director present within fifteen (15) minutes after the time appointed for holding the meeting, or the president and all the other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.
22. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
(2) Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
(3) Except as provided in this bylaw it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
23. (1) No resolution proposed at an extraordinary or annual general meeting need be seconded.
(2) The chairman of a meeting may move or propose a resolution.
(3) The chairman shall not vote unless there is a tie in which case the chairman shall cast the deciding vote.
24. (1) A member in good standing present at a meeting of members is entitled to one vote.
(2) Voting is by show of hands unless the meeting decides upon a vote by secret ballot.
(3) Voting by proxy is not permitted.
25. Robert's Rules of Order shall apply to all meetings.

26. A simple majority of members present shall be sufficient to pass all resolutions except amendments to the constitution or bylaws which require a 75% majority subject to quorum requirements outlined in bylaw 19 (3).

PART 7: DIRECTORS

27. The directors may exercise all such powers and do all such acts as the Club may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the club in a general meeting, subject to the provisions of:
- (a) all laws affecting the Club;
 - (b) these bylaws; and
 - (c) rules consistent with these bylaws which the club may make from time to time at a general meeting.
28. (1) The president, vice-president and one or more other persons shall be directors of the Club.
- (2) The number of directors shall be fifteen (15) or such greater number as may be determined from time to time at a general meeting.
29. (1) The directors shall retire from office at each annual general meeting, when their successors shall be elected.
- (2) Separate elections shall be held for the offices of president, vice-president, secretary and treasurer.
- (3) An election may be by acclamation; otherwise it shall be by show of hands unless the members decide upon a secret ballot.
- (4) If no successor is elected the person previously elected or appointed may continue to hold office by acclamation. Should the previous elected or appointed director desire not to continue to hold office, the directors shall redistribute said director's duties to other directors at their discretion.
30. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy.
- (2) A director so appointed shall hold office only until the conclusion of the next annual general meeting of the Club, but is eligible for re-election at that meeting.
31. No act or proceeding of the directors is invalid only because there were fewer than the prescribed number of directors in office.

32. The members may by special resolution remove a director before the expiration of his term of office and may elect a successor to complete the term.
33. No director shall be remunerated for being or acting as a director but a director shall, on proof satisfactory to the Treasurer, be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Club.

PART 8: PROCEEDINGS OF DIRECTORS

34.
 - (1) The directors may meet together at such places as they deem fit for the dispatch of business; they may adjourn and otherwise regulate their meetings and proceedings at their discretion.
 - (2) The directors may from time to time fix the quorum necessary for the transaction of routine business and unless so fixed the quorum shall be a majority of the directors then in office.
 - (3) The president shall be chairperson of all meetings of the directors; but if at any meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-president shall act as chairperson; if neither is present the directors present may choose one of their number to be chairperson at that meeting.
 - (4) A director may at any time, and the secretary, on the request of the director, shall convene a meeting of the directors.
35.
 - (1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
 - (2) 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.
36.
 - (1) A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at any meeting the chairman is not present within thirty (30) minutes after the time appointed for holding the meeting, the directors who are members of the committee shall choose one of their number to be chairman of the meeting.
 - (2) The members of a committee may meet and adjourn at their discretion.
37. All proposals to the directors must be in writing and will only be acted upon at the next directors meeting after receipt of the same. Any member who wishes to attend a

directors meeting or make a proposal may do so at the discretion of the president, provided the request or proposal is made in writing.

38. For a first meeting of directors held immediately following the appointment or election of a director of directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed by fill a vacancy, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.
39. A director who may be temporarily absent from British Columbia may send or deliver to the address of the Club a waiver of notice, which may be by letter, e-mail, or fax, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
 - (a) no notice of meetings of directors shall be sent to that director; and
 - (b) any and all meetings of the directors, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
40. (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.

(2) The chairman shall not vote unless there is a tie, in which case the chairman shall cast the deciding vote.
41. Any resolution can be accepted for debate with the requirement to be seconded and the chairman of a meeting may move or propose a resolution.
42. A resolution in writing, signed by all the directors and placed with the minutes of the directors meeting is as valid and effective as if regularly passed at a meeting of directors.

PART 9: DUTIES OF DIRECTORS

43. (1) The president shall preside at all meetings of the Club and of the directors.

(2) The president shall supervise the other officers in the execution of their duties.

(3) The president shall chair meetings, appoint committees with terms of reference, represent the Club at meetings (or assign an appropriate designate), and be chief spokesperson.

- (4) The president shall assign positions to the directors in consultation with them.
 - (5) The president shall be an ex-officio member of all committees.
44. The vice-president shall:
- (1) carry out the duties of the president in their absence;
 - (2) assist the president in the execution of their duties; and
 - (3) assist in the management and supervision of other officers in the execution of their duties.
45. The secretary shall:
- (1) conduct the correspondence of the Club;
 - (2) issue notices of meetings of the Club and directors;
 - (3) keep minutes of all meetings of the Club and directors;
 - (4) have custody of all records and documents of the Club except those required to be kept by the treasurer and registrar; and
 - (5) maintain the register of members.
47. The treasurer shall:
- (1) keep such financial records, including books of account, as are necessary to comply with the *Society Act*;
 - (2) render financial statements and budgets to the directors, members and others at the annual general meeting or when required;
48. A director, subject to directors' approval, may appoint other members of the Club to perform duties for the Club.
49. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

PART 10: FINANCES

50. (1) Funds required by the Club shall be obtained by whatever means the directors see fit and shall be disbursed at their discretion.
- (2) The Club shall maintain at least one account and no more than two accounts with a chartered bank, credit union, or trust company for the deposit of funds. The

authorized signatures on each account shall be: the president, vice-president, secretary and treasurer. Accounts shall be established such that any two of four signatories authorize withdrawal from the account subject to the proviso that the signatories are not related through blood, marriage, common-law relationship or such other relationship as the directors may impose as a restriction from time to time, acting reasonably.

(3) The Club shall have its accounts reviewed annually by a committee of independent persons, so identified and appointed by the directors, subject to the provisos that this committee includes (i) at least one person whom is a member in good standing of a professional accounting body; and (ii) no committee member is related to any director through blood, marriage, common-law relationship or such other relationship as the directors may impose from time to time, acting reasonably.

(4) This committee will:

- (a) report to the membership at the annual general meeting; and
- (b) have right of access at all times to all financial documents.

51. The fiscal year of the Club shall be April 1 to March 31 of the subsequent year.
52. In order to carry out the purposes of the Club the directors may, on behalf of and in the name of the Club, raise or secure the payment or repayment of money in such manner as they decide and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
53. No debentures shall be issued without the sanction of a special resolution.
54. The members may by special resolution restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.

PART 11: MISCELLANEOUS

55. Notice of all general meetings shall be given in writing to each member, or by newsletter, not less than 14 days in advance.
56. All players must be registered with the Peace Arch Soccer Club through the registrar before they can take part in any league games.

PART 12: CLUB POLICIES AND OPERATIONS

57. It will be the responsibility of the directors to provide the coaches, managers and players with a Club code of ethics, policies, and general rules prior to the start of each season.
58. It will be the responsibility of the directors to provide the membership with policies and guidelines related to the operations of the Club.
59. (1) The Club shall seek by fair discussion, e-mail communication, website notices and newsletters to keep its members informed on all questions of public importance and any proposed legislation affecting the Club.

(2) No actions on any public questions or proposed legislation shall be taken by the Club until they have first been submitted to and approved by the directors.

PART 13: COMPLAINT AND APPEAL PROCEDURE

60. The directors may enquire into the conduct of any member in the member's capacity as a coach, manager, player, or team official and may take disciplinary action where it is determined necessary.
61. It will be the responsibility of the directors to provide the membership with policies and guidelines related to the Club Conflict Resolution processes.
62. The directors may summon any coach, manager, player, official, or other party in order to inquire into any alleged offense.