

**BYLAWS OF
GABRIOLA SOCCER ASSOCIATION**

Part 1– Interpretation and Affiliations

1.1 Definitions

- (1) In these Bylaws, unless the context otherwise requires:
 - (a) **“Act”** means the *Societies Act* of British Columbia as amended from time to time;
 - (b) **“Board”** or **“Board of Directors”** means the directors of the Society for the time being, acting as a body;
 - (c) **“Bylaws”** means these Bylaws as altered from time to time;
 - (d) **“BC Soccer”** means the British Columbia Soccer Association;
 - (e) **“Club”** means Gabriola Soccer Association;
 - (d) **“Director”** means a director of the Society for the time being;
 - (e) **“general meeting”** includes an annual general meeting and a special general meeting;
 - (f) **“Registered Address”** of a member means the member's address as recorded in the Register of Members; and
 - (g) **“Registered Player”** means a person whose application for registration with the Club has been validated by the Registrar for the current playing season.
- (2) The definitions in the Act on the date these Bylaws become effective apply to these Bylaws.
- (3) Words importing the singular include the plural and vice versa, and words importing a male person include a female person.
- (4) Subject to subsection 1.1(2), terminology used in these Bylaws shall have the same meaning as used by the Upper Island Soccer Association and BC Soccer in its Constitution, Bylaws and published rules. In the case of a conflict between definitions, the definition used by BC Soccer shall govern.

1.2 Headings

- (1) The headings used in these Bylaws are for convenience of reference only and in no way define, limit, or enlarge the scope or meaning of the provisions of these Bylaws.

1.3 Conflict with Act or Regulations

- (1) 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, shall prevail.

1.4 Affiliations

- (1) The Club shall be a Member of the British Columbia Soccer Association (BCSA) and shall be subject to the published Bylaws, Rules & Regulations in declining order of authority of the following governing organizations:
 - (a) FIFA
 - (b) The Canadian Soccer Association
 - (c) BC Soccer
 - (d) Upper Island Soccer Association

Part 2– Members

2.1 Membership

- (1) The members of the Society are the applicants for incorporation of the Society and those persons who subsequently become members in accordance with these Bylaws and, in either case, have not ceased to be members.
- (2) The following individuals shall be the members of the Club:
 - (a) each adult Registered Player, as defined by the age of majority in the Province of British Columbia;
 - (b) one parent or legal guardian of each minor aged Registered Player, except that if there are two or more minor aged children duly registered with the Club in a family, only one of the parents or legal guardians of such minor aged Registered players shall be a member of the Club;
 - (c) the Directors of the Board of Directors of the Club;
 - (d) the registered volunteer coaches of the Club for the current playing season; and
 - (e) such other persons as the Directors may accept into membership from time to time.

2.2 Membership Renewal

- (1) The memberships of adult Registered Players pursuant to subsection 2.1(2)(a) and the membership of parent and legal guardians of minor aged Registered Players pursuant to subsection 2.1(2)(b) shall cease at the end of each playing season (as defined by BC Soccer).

- (2) The memberships of adult Registered Players pursuant to subsection 2.1(2)(a) and the membership of parent and legal guardians of minor aged Registered Players pursuant to subsection 2.1(2)(b) shall only be renewed by:
 - (a) the completing the registration documentation required by the Club;
 - (b) the payment in full of any and all annual Membership fees; and
 - (c) the validation and approval by the Registrar of such player registration documentation.

2.3 Membership Fees

- (1) The annual membership fees shall be set by the Board of Directors and ratified by the membership at a General Meeting of the Club.
- (2) The Directors may waive, in whole or in part, membership fees for any member.

2.4 Voting Rights

- (1) Subject to Section 2.6(3), all members of the Club are voting members of the Club and will be entitled to receive notice of and to attend all general meetings of the Club.
- (2) Each member in good standing present at a meeting of members is entitled to one vote.

2.5 Members' Obligations

- (1) Every member must:
 - (a) uphold the Constitution of the Club and comply with these Bylaws;
 - (b) inform the Secretary, in writing, of any changes to their address, e-mail address (if any), and fax number (if any) for the purpose of receiving notices from the Club.

2.6 Members in Good Standing

- (1) All members are in good standing except a member who has failed to pay his or her annual membership fee, or any other subscription or debt due and owing by the member to the Club, and the member is not in good standing so long as the debt remains unpaid.
- (2) Unless the Directors otherwise decide, a member who has not paid his or her current annual membership fee may at any time bring himself into good standing by paying his membership fee even though it is past due.
- (3) A voting member who is not in good standing:
 - (a) may not vote at a general meeting; and
 - (b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

2.7 Expulsion of Members

- (1) A member may be expelled by a resolution of the Directors passed at a Directors' meeting.
- (2) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard by the Board before the resolution is put to a vote.

2.8 Cessation of Membership

- (1) A person ceases to be a member of the Club:
 - (a) by delivering his or her resignation in writing to the Secretary or by mailing or delivering it to the address or the e-mail address of the Club;
 - (b) on his or her death;
 - (c) on being expelled in accordance with section 2.7;
 - (d) on having been a member not in good standing for a period of 60 days after receiving notice from the Club that the member is not in good standing;
 - (e) in the case of adult Registered Players or parents and legal guardians of minor aged Registered Players, at the end of each playing season in accordance with subsection 2.2(1);
 - (f) in the case of volunteer coaches of the Club, at the end of each playing season (as defined by BC Soccer); or
 - (g) in the case of Directors, upon a Director ceasing to be a Director.

Part 3– Meetings of Members

3.1 General Meetings

- (1) General meetings of the Society must be held at the time and place that the Board determines in accordance with the Act.
- (2) Every general meeting, other than an annual general meeting, is a special general meeting.
- (3) A special general meeting may be convened by the Board of Directors at such time and place as deemed appropriate by the Board.
- (4) A special general meeting may be requested by 10% or more of the voting members of the Society by submitting a request to the Society in accordance with the Act.

3.2 Annual General Meetings

- (1) The first annual general meeting of the Society must be held in the calendar year following the date of incorporation and after that, an annual general meeting must be held at least once in every calendar year.

3.3 Notices

- (1) Notice of a general meeting must be given at least 14 days before a general meeting.
- (2) Notice of a general meeting must specify the place, day, and hour of the meeting and, in case of special business, the general nature of that business.
- (3) 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.
- (4) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

Part 4– Proceedings at General Meetings

4.1 Ordinary Business

- (1) At a general meeting, the following business is ordinary business:
 - (a) adoption of rules of order;
 - (b) consideration of the financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the Directors or auditor;
 - (d) election or appointment of directors;
 - (e) the report of the auditor, if any;
 - (f) the appointment of the auditor, if required; and
 - (g) business that is brought under consideration by the report of the Directors that does not require the passing of a special resolution.

4.2 Special Business

- (1) Special business is:
 - (a) all business conducted at a special general meeting except the adoption of rules of order; and

- (b) all business conducted at an annual general meeting, except business classified as ordinary business under Section 4.1.

4.3 Quorum

- (1) Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be conducted at a general meeting unless a quorum of voting members is present.
- (2) The quorum for the transaction of business at a general meeting is the greater of:
 - (a) three voting members; and
 - (b) 10% of the voting members.
- (3) If within 15 minutes from the time appointed for a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, must be terminated; or
 - (b) in any other case, must 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- (4) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.4 Chair

- (1) Subject to Section 4.4(2), the President of the Society, the Vice President, or, in the absence of both, one of the other Directors present, must preside as chair of a general meeting.
- (2) If at a general meeting:
 - (a) there is no President, Vice President, or other Director present within 15 minutes after the time appointed for holding the meeting; or
 - (b) the President and all the other Directors present are unwilling to act as the chair,the members present must elect an individual present at the meeting to preside as the chair.

4.5 Adjournment

- (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

4.6 Order of Business at General Meeting

- (1) 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 Society 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; and
 - (h) terminate the meeting.

4.7 Voting

- (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.

- (2) Subject to the Act, every motion put to a vote at a general meeting will be decided on a show of hands unless a poll or secret ballot, before or after the declaration of the result of the vote by show of hands, is directed by the chair or demanded by two or more voting members.
- (3) 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.
- (4) In the case of a tie vote, the chair of the meeting does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
- (5) A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

4.8 Voting by Proxy

- (1) Voting by proxy is not permitted.

Part 5– Directors

5.1 Number of Directors

- (1) The Board of Directors will be composed of at least five directors but no more than nine directors, with such directors to be elected by the members of the Society in accordance with Section 5.3.

5.2 Term of Directors

- (1) The president, vice-president, secretary, treasurer and registrar shall be elected for a term of 2 years, or for such lesser term as the members at the annual general meeting may decide at the time of the election of such Director. All other Directors shall be elected for a term of 1 year.
- (2) If no successor director is elected for any Board position at a general meeting, the person previously elected or appointed continues to hold office unless he or she refuses to do so at which case the position becomes vacant.
- (3) The Directors will retire from office at the annual general meeting at which their successors are elected, at which point the new directors will take office.

5.3 Election of Directors

- (1) Subject to Section 2.6(3), all voting members of the Society will be entitled to vote for the election or appointment of directors at a general meeting at which directors are to be elected.

5.4 Vacancy on Board

- (1) 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, removal, death, or incapacity of a Director during the Director's term of office.
- (2) 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.
- (3) An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of directors in office.

5.5 Removal of Director

- (1) The members may, by special resolution, remove a Director before the expiration of his or her term of office and may elect a successor to complete the term of office.

5.6 Remuneration of Director

- (1) A Director must not be remunerated for being or acting as a director but a Director and will not receive, directly or indirectly, any profits as Directors, but must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Society.

5.7 Powers of Directors

- (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in a general meeting, but subject, nevertheless, to:
 - (a) all laws affecting the Society;
 - (b) these Bylaws; and
 - (c) rules, not being inconsistent with these Bylaws, that are made from time to time by the Society in a general meeting.
- (2) A rule, made by the Society in a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.

Part 6 – Board Positions

6.1 Election or Appointment to Board Positions

- (1) 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; and
 - (e) Registrar.
- (2) A Director shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.
- (3) 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.

6.2 Role of President

- (1) The President is the chair of the Board and presides at all general meetings and directors' meetings.
- (2) The President is responsible for supervising the other Directors in the execution of their duties.

6.3 Role of Vice-President

- (1) The Vice-president is the vice-chair of the Board.
- (2) The Vice President is responsible for carrying out the duties of the President if the President is absent or unable to act.

6.4 Role of Secretary

- (1) The Secretary is responsible for doing, or making the necessary arrangements for, the following:
- (a) issuing notices of general meetings and directors' meetings;
 - (b) taking minutes of general meetings and directors' meetings, except where the Board appoints another individual to act as secretary at a meeting;
 - (c) keeping the records of the Society in accordance with the Act;
 - (d) conducting the correspondence of the Board; and
 - (e) filing the annual report of the Society and making any other filings with the registrar under the Act.

6.5 Role of Treasurer

- (1) The treasurer is responsible for doing, or making the necessary arrangements for, the following:
 - (a) receiving and banking monies collected from the members or other sources;
 - (b) keeping accounting records in respect of the Society's financial transactions;
 - (c) preparing the Society's financial statements; and
 - (d) making the Society's filings respecting taxes.

6.6 Role of Registrar

- (1) The Registrar is responsible for the registration of players and to provide liaison with affiliated associations and clubs.

6.7 Meetings of Directors

- (1) The Directors may meet together for the conduct of business, adjourn, and otherwise regulate their meetings as they think fit, and meetings of the Directors held at regular intervals may be held at the place, at the time and on the notice, if any, as the Directors may from time to time determine.
- (2) 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.
- (3) Directors may participate in any meeting by telephone conference call or in any manner by which all participants in the meeting can hear one another, and any Director so participating shall be considered to be present for the purposes of quorum and voting at such meeting.
- (4) The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.
- (5) The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 15 minutes after the time appointed for holding the meeting, the Vice President must act as chair, but if neither is present, the Directors present may choose one of their number to be the chair at that meeting.

6.8 Voting

- (1) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes.

- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Director, and the proposed resolution does not pass.
- (3) A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.
- (4) A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

6.9 Committees

- (1) The Directors may delegate any, but not all, of their powers to committees consisting of the Director or Directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- (3) A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 15 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their number to be the chair of the meeting.
- (4) The members of a committee may meet and adjourn as they think fit.

Part 7– Borrowing

- (1) Subject to these Bylaws, in order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide.
- (2) The members may, by special resolution, restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

Part 8– Auditor

- (1) This Part applies only if the Society is required or has resolved to have an auditor.
- (2) The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.
- (3) At each annual general meeting the Society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- (4) An auditor may be removed by ordinary resolution.

- (5) An auditor must be promptly informed in writing of the auditor's appointment or removal.
- (6) A Director or employee of the Society must not be its auditor.
- (7) The auditor may attend general meetings.

Part 9– Notices to Members

- (1) A notice may be given to a member personally, by mail, or by any electronic means capable of producing a printed copy, to the member's registered address or e-mail address, or fax number as recorded in the Register of Members.
- (2) Any such notice will be deemed to have been given and received by the member to whom it was addressed if personally, on delivery; if mailed, on the third business day following the mailing thereof; or if sent by electronic means, on successful transmission; but if at the time of mailing or between the time of mailing and the third business day thereafter there is a strike, lockout, or other labour disturbance affecting postal service, then the notice will not be effectively given until actually delivered.
- (3) Notice of a general meeting must be given to:
 - (a) every member shown on the register of members on the day notice is given; and
 - (b) the auditor, if Part 8 applies.
- (4) No other person is entitled to receive a notice of a general meeting.

Part 10 – Bylaws

- (1) On being admitted to membership, each member is entitled to, and, upon request by a member, the Club must give the member without charge, a copy of the Constitution and Bylaws of the Club.
- (2) These Bylaws must not be altered or added to except by special resolution.

Part 11– Indemnity

- (1) Subject to the provisions of the Act, the Club shall at all times indemnify and save harmless every Director or other servant to the Club, their heirs, executors, administrators and estate, against:
 - (a) all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Director

or other servant to the Club, by reason of his or her holding or having held authority within the Club is or may be joined as a party to such legal proceeding or investigative action, or is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action; and

- (b) all other costs, charges, losses and expenses, which he or she actually and reasonably sustains or incurs in or about the discharge of their respective duties, except in event of their own respective willful neglect or default;

provided that:

- (c) the Directors or other servant to the Club acted honestly and in good faith with a view to the best interests of the Club; and
- (d) in the case of criminal or administrative legal proceedings, the Director or other servant to the Club had reasonable grounds for believing that their conduct was lawful.

Part 12– Dispute Resolution

- (1) Any person or organization will not take disputes to ordinary courts of law without first exhausting all available remedies as provided for by independent and duly constituted tribunals recognized under the rules of the Upper Island Soccer Association, BC Soccer, Canada Soccer, CONCACAF, or FIFA, as applicable.
- (2) The Club shall adhere to any Dispute Resolution process as published and approved by the Upper Island Soccer Association, and in the case that the rules of the Upper Island Soccer Association are silent, BC Soccer, from time to time (the “Dispute Resolution” process).
- (3) Any member of the Club may initiate the Dispute Resolution process by communicating in writing to the Upper Island Soccer Association, with a copy to the Club, the nature and facts of the dispute. The Upper Island Soccer Association, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
- (4) The Dispute Resolution process shall not to be used for game discipline, which follows the normal discipline, protests, and appeals process of the Club, any applicable Adult League or Youth District Association, and BC Soccer.
- (5) The Club shall make available to any member a copy of the Dispute Resolution process when requested.
- (6) The Member shall utilize all appeal and dispute resolution mechanisms prior to civil litigation. BC Soccer and the Club support the principles of Alternative Dispute Resolution and are committed to the techniques of mediation and arbitration as effective ways to resolve disputes and to avoid the uncertainty and cost associated with litigation.

Part 13– Harassment and Privacy Policies

- (1) The Club shall maintain Harassment and Privacy Policies that are consistent with the published and approved policies of BC Soccer. The Club may set such additional policies as determined from time to time by the Board.
- (2) The Harassment and Privacy Policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of the Club.
- (3) Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.
- (4) The Club shall make available to any member a copy of the Harassment and Privacy Policy when requested.

Part 14– Appeals

- (1) Any registrant or registered organization directly affected by a decision of the Club may appeal such decision.
- (2) The denial or termination of membership in the Club may be appealed by a nonregistered individual or organization.
- (3) A decision of the Club may be appealed to the Upper Island Soccer Association, to be conducted in accordance with the Upper Island Soccer Association's published rules. A Decision of the Upper Island Soccer Association may be further appealed to BC Soccer, to be conducted in accordance with BC Soccer's published rules. A decision of BC Soccer may be further appealed to the Canadian Soccer Association, to be conducted in accordance with the Canadian Soccer Association's published rules.
- (4) An individual shall not appeal a decision made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment and revocation process outlined in the Rules and Regulations has not been followed.
- (5) An individual shall not be entitled to appeal a decision made by the Club regarding a player's team assignment on any Club, District, or Regional team.

Part 15– Winding Up or Dissolution

- (1) Upon the winding up or dissolution of the Club, the assets that remain after all costs, charges, and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations having a similar charitable purpose in B.C.