

**CONSTITUTION  
AND BY-LAWS**

**of the**

**FORT ST. JOHN SOCCER CLUB**

**VERSION: SEPTEMBER 2017**

**FORM 3**  
**(SECTION 3)**  
**SOCIETY ACT**  
**CONSTITUTION**

- 1) The name of the Society is the “Fort St. John Soccer Club” and hereafter shall be referred to as the “FSJSC”.
- 2) The purposes of the FSJSC are:
  - a) To administer, promote and encourage participation and interest in soccer for all members and to develop the highest possible standard of sportsmanship, self-discipline, courage, perseverance and citizenship in the community;
  - b) To encourage competition, good sportsmanship and fellowship for participants at all times;
  - c) To develop and promote enjoyment and competition for its members in all aspects of the game of soccer;
  - d) To operate as a non—profit organization open to all members of the community;
  - e) To raise funds as directed by the Executive by charging fees and soliciting/receiving money and property as may seem conducive to the Club’s objectives; and
  - f) To ensure FIFA Laws of the Game, Code of Ethics and FIFA Fair Play are applied to the game of soccer.
  - g) FIFA Fair Play are applied to the game of soccer.

## **BYLAWS**

### **Part 1 – Interpretation**

1. In these bylaws, unless the context otherwise requires;
  - a. “Board of Directors” means the directors collectively and herein shall be referred to as the “Board”;
  - b. “directors” means the directors of the FSJSC for the time being;
  - c. “Society Act” means the *British Columbia Societies Act* in force and all amendments to it; and
  - d. “registered address” of a member means his address as recorded in the register of members and may include an email address.
2. The definitions in the *Society 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 or corporation.

### **Part 2 – Membership**

4. A person shall become an ordinary member of the FSJSC in one or more of the following manners:
  - a. Being the parent/guardian of a fee-paid youth player registered with the FSJSC;
  - b. Being a fee-paid registered Men’s League player;
  - c. Being a person who has undertaken to perform volunteer duties for the FSJSC as a member of the Board; and/or
  - d. Being a person who has been appointed or assigned by the Board to act voluntarily as a coach, assistant coach, manager or other role to benefit the FSJSC.

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5. Every member shall uphold the Constitution of the FSJSC and comply with these bylaws.
6. The amount of annual membership dues shall be determined at the annual general meeting of the FSJSC.
7. A person shall cease to be a member of the FSJSC;
  - a. By delivering his/her resignation in writing to the Secretary/Treasurer of the FSJSC or by mailing or delivering it to the address of the FSJSC;
  - b. On his/her death or, in the case of a corporation, dissolution;
  - c. On being expelled;
  - d. When persons who are ordinary members by virtue of the fact that they are a player, parent or guardian of a player who is no longer qualified to play with the FSJSC; or
  - e. When he/she is a member by virtue of his/her volunteer services, upon completion of or withdrawal from his/her assigned duties and responsibilities.
8. Expulsion from the FSJSC;
  - a. A member may be expelled from the FSJSC by special resolution of the members passed at a general meeting;
  - b. The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason(s) for the proposed expulsion; and
  - c. The person who is the subject of the proposed expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his/her current membership fees (charged separately for the indoor and outdoor seasons) or any other subscription or debt due and owing by him/her to the FSJSC and she/he is not in good standing so long as the debt remains unpaid. In the case of resignation, a member shall remain liable for any payments outstanding to the FSJSC.

### **Part 3 – Meetings of the Members**

10. General meetings of the FSJSC shall be held at such times and places, in accordance with the Society Act, as the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, whenever they think fit, convene an general meeting. The members shall receive no less than twenty-one days notice for an general meeting.
13. Notice of meetings:
  - a. Notice of a general meeting shall specify the place, date and time of the meeting and, in case of special business, the general nature of that business.
  - b. 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.
14. The first annual general meeting of the FSJSC shall be held not more that fifteen months after its date of incorporation and thereafter annual general meetings shall be held at least once in every calendar year and not more than fifteen months after the preceding annual general meeting.

### **Part 4 – Proceedings at General Meetings**

15. Special business is:
  - a. All business at an extraordinary general meeting except the adoption of rules of order; and
  - b. All business that is transacted at an annual general meeting except:
    - i. The adoption of rules of order;
    - ii. The consideration of the financial statements;

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- iii. The reports of the directors;
- iv. The report of the auditor, if any;
- v. The election of directors;
- vi. The appointment of an auditor, if required; and
- vii. Such other business as , under these bylaws, out to be transacted at an annual general meeting or business which is brought under consideration by the reports of the directors issued with the notice convening the meeting.

16. Quorum:

- a. No business other than electing a chairperson and adjourning or terminating the meeting shall be conducted at a general meeting when quorum is not present.
- b. If at any time during a general meeting there ceases to be a quorum present, any business in progress shall be suspended until there is a quorum present or the meeting is adjourned or terminated.
- c. A quorum is six members or such greater number as may be determined by the members at a general meeting.
- d. If within thirty minutes from the appointed start time for a general meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be terminated. In any other case, the meeting shall be adjourned for one week exactly, at the same time and place, and if at that adjourned meeting there is not quorum within thirty minutes of the start time, the members present constitute a quorum.

17. Meetings generally:

- a. Subject to (b), general meetings shall be chaired by the president of the FSJSC, in his/her absence of the vice-president, or in the absence of both, by one of the other directors present.
- b. If at a general meeting:
  - i. There is no president, vice-president or other director present within fifteen minutes after the start time of the meeting; or

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- ii. The present and all the other directors present are unwilling to act as chair;

The members present shall choose one of their number to be the chair.

c. Adjournments:

- i. A general meeting may be adjourned from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from this the adjournment took place;
- ii. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting; and
- iii. 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.

18. Resolutions:

- a. No resolution proposed at a meeting need to be seconded and the chair of a meeting may move or propose a resolution.
- b. In the case of a tie vote, the chair shall not have a casting or second vote in addition to the vote he/she is entitled as a member and the proposed resolution shall not pass.
- c. Members may present additional resolutions or new business at an annual general meeting.
- d. Members may only propose amendments to the Constitution and Bylaws of the FSJSC at an annual general meeting if the Board receives written notice of the proposed amendment at least thirty days prior to the scheduled annual general meeting.

19. Voting:

- a. A member in good standing present at a meeting of the members is entitled to one vote.

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- b. Voting is by show of hands or by secret ballot if so requested by the president.
- c. Voting by proxy is not permitted.
- d. A corporate member may vote by its authorized representative and in all other respects exercise the rights of a member and that representative shall be regarded as a member for all purposes with respect to a meeting of the FSJSC.

### **Part 5 – Directors and Officers**

- 20. The directors may exercise all such powers and do all such acts and things as the FSJSC may exercise and do subject to the provisions of:
  - a. All laws affecting the FSJSC;
  - b. These bylaws; and
  - c. Policies and procedures consistent with these bylaws which may be made from time to time by the FSJSC in general meeting.
- 21. No rule made by the FSJSC in general meeting invalidates a prior act of the directors that would have been valid if that rule or policy had not been made.
- 22. Number of directors:
  - a. The president, vice-president, secretary/treasurer and one or more other persons shall be the directors of the FSJSC; and
  - b. The number of directors shall be no less than ten and no more than fifteen unless amended by special resolution of the members.
- 23. Term of office:
  - a. The Board of Directors shall consist of directors elected for one and two year terms by the members at a regularly scheduled annual general meeting. The two year terms are to be the president, vice-president and secretary/treasurer. All other positions shall be for one year. The president and secretary/treasurer shall be elected on even years. The vice-president shall be elected on odd years;



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- b. Separate elections shall be held for each office to be filed;
- c. An election may be by acclamation, otherwise it shall be by ballot; and
- d. If no successor is elected the person previously or appointed continues to hold office unless he or she has resigned or refused to continue to hold that office;
- e. The directors may at any time and from time to time appoint a member as a director to fill a vacancy on the Board of Directors;
- f. Any director appointed for two years holds office only until the conclusion of the second annual general meeting of the FSJSC but is eligible for re-election at the meeting. Any director appointed for one year holds office only until the conclusion of the next annual general meeting of the FSJCS but is eligible for re-election at the meeting.
- g. Any director failing to attend three consecutive meetings of the Board without just cause shall cease to be a member of the Board and may be removed from their position.
- h. A presidential vacancy shall be filled from within the existing Board.
- i. If a director resigns his or her office or otherwise ceases to hold office, the remaining directors shall point a member to take the place of the former director.
- j. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors.
- k. 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.
- l. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessary and reasonable incurred by him or her on behalf of the FSJSC.

## **Part 6 – Proceedings of the Directors**

### 24. Meetings:

- a. The Board of Directors shall hold meetings not less than nine times per calendar year and shall adjourn and otherwise regulate their meetings and proceedings as they see fit.
- b. The directors may meet together at such places as they think fit for the dispatch of business, however, the presumption shall be that the meetings are held at the office premises of the FSJSC.
- c. The quorum necessary for the transaction of business shall be five directors.
- d. The president shall be chairperson of all meetings of the directors but if at any meeting the president is not present within thirty minutes of the appointed start time of the meeting, the vice-president shall act as chairperson. If neither president nor vice-president is present, the directors present shall choose one of their number to chair the meeting.
- e. The secretary/treasurer shall, upon the request of any director made at any time, convene a meeting of the directors.
- f. For a first meeting of directors held immediately following the appointment or election of a director(s) at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director(s) for the meeting to be duly constituted if a quorum of the directors is present.
- g. A director who may be absent temporarily from British Columbia may send or deliver to the address of the FSJSC a waiver of notice by letter, fax or e-mail, of any meeting of the directors and may at any time withdraw the waiver. Until the waiver is withdrawn:

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- i. No notice of meeting of directors shall be sent to that director;  
and
    - ii. Any and all meetings of the directors of the FSJSC, providing the quorum is present, shall be valid and effective.
  - h. Motions and/or resolutions arising at any meeting of the directors (or committee thereof) shall be decided by a majority vote.
  - i. In the case of a tie vote, the chairman does not have a second or casting vote and the motion or resolution shall fail.
  - j. No motion or resolution proposed at a meeting of directors (or committee thereof) need be seconded and the chair of a meeting may move or propose a motion or resolution.
  - k. A resolution in writing, signed or electronically confirmed 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.
- 25. Committees:
  - a. The directors may delegate any, but not all, of their powers to committees consisting of such directors and/or members, as they think fit.
  - b. A committee shall exercise its powers in conformity with 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 at the earliest opportunity to the directors and in any event shall report no later than the next scheduled meeting of the directors.
  - c. A committee shall elect a chairperson of its meetings, but if no chairperson is elected or if at any meeting the chairperson is not present within thirty minutes of the appointed start time of the meeting, the committee members present shall choose one of their number to be chairperson of the meeting.
  - d. The members of a committee may meet, adjourn and otherwise regulate their process as they see fit.

**Part 7 – Duties of Officers**

26. President:
  - a. The president shall preside at all meetings of the FSJSC and of the directors.
  - b. The president is the chief executive officer of the FSJSC and shall supervise the other officers in the execution of their duties.
27. Vice-president:
  - a. The vice-president shall carry out the duties of the president in his/her absence.
  - b. The vice-president shall be primarily responsible for the maintenance and implementation of policies as adopted by the FSJSC from time to time.
28. Secretary:
  - a. The secretary shall;
    - i. Issue notices of meetings of the FSJSC and directors;
    - ii. Keep, or cause to be kept, minutes of all meetings of the FSJSC and directors; and
    - iii. Maintain the register of members.
  - b. The secretary shall ensure that documents maintained by the FSJSC's registered and records office are current and properly filed to continue the FSJSC's good standing under the Society Act.
29. Treasurer:
  - a. The treasurer shall keep such financial records, including books of account, as are necessary to comply with the Society Act; and
  - b. Render financial statements to the directors, members and others when required.
30. The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

### **Part 8 – Borrowing**

31. In order to carry out the purposes of the FSJSC the directors may only borrow monies on behalf of and in the name of the FSJSC with the approval of a special resolution of the members at the annual general meeting or an extraordinary meeting.
32. No debenture shall be issued without the sanction of a special resolution.
33. 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 9 – Auditor**

34. Members may appoint or elect an auditor for a term of one year by special resolution at any general meeting of the members.
35. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
36. At each annual general meeting the FSJSC shall appoint an auditor to hold office until she or he is re-elected or his or her successor is elected at the next annual general meeting.
37. An auditor may be removed by ordinary resolution.
38. An auditor shall be informed forthwith in writing of appointment or removal.
39. No director or employee of the FSJSC shall be auditor.
40. The auditor may attend general meetings.

### **Part 10 – Notices to Members**

41. Notice may be given to a member:
  - a. Personally;
  - b. By email if the member has provided an email address; or
  - c. By posting on a website that is maintained by or on behalf of the FSJSC and is accessible to all the members of the FSJSC.
42. Notice of a general meeting shall be given to:
  - a. Every member shown on the register of members on the day that notice is given; and
  - b. The auditor, if Part 9 applies.

### **Part 11 – By-laws**

43. On being admitted to membership, each member is entitled to and the FSJSC shall give him or her, without charge, a copy of the constitution and by-laws of the FSJSC.
44. These by-laws shall not be altered or added to except by special resolution.

### **Part 12 – Operations**

45. The operations of the FSJSC shall be carried on without purposes of gain for its members or the directors, and any income, profits or accretions of the FSJSC shall be used to promote the purposes of the FSJSC
46. In the event of winding up or dissolution of the FSJSC, funds and assets of the FSJSC remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with promoting the same purposes as the FSJSC, as may be determined by the members at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds and assets shall be given or transferred to a Fort St.

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John charitable foundation that must be a registered charity recognized by Revenue Canada under the *Income Tax Act* from time to time.

47. Paragraphs 45, 46 and 47 are unalterable in accordance with the *Society Act*.