

## BYLAWS of Kelowna United Football Club

### PART 1 - INTERPRETATION

(1) in these bylaws, unless the context otherwise requires,

- a) "BCSA" means British Columbia Soccer Association;
- b) "directors" means the directors of the society for the time being;
- c) "registered address" of a member means his address as recorded in the register of members;
- d) "Society" means the Kelowna United Football Club;
- e) "Society Act" means Society Act of the Province of British Columbia from time to time in force and all amendments to it and successor legislation in force from time to time.
- f) "COYSA" means Central Okanagan Youth Soccer Association

(2) The definition 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.

### PART 2 - MEMBERSHIP

3. The members of the Society are the applicants for incorporation of the society, and those persons who subsequently have become members in accordance with these bylaws and, in either case, have not ceased to be members

#### 4. Membership

1) a player under the age of 19 years who has registered, or who has been registered by a parent or guardian as a player in accordance with the registration rules and procedures implemented from time to time by the Society and whose registration has been accepted by the directors of the Society, is a member, and for the purposes hereof is called a "junior member". However, only a parent or guardian of a junior member may exercise the right of that junior member to attend meetings of the Society or to vote at such meetings until that junior member reaches the age of 19 years. Such parent or guardian is not a member by reason of the exercise of such rights on behalf of a junior member, though he or she may be a member in his or her own right.

2) a player over the age of 19 years who has registered as a player in accordance with the registration rules and procedures implemented from time to time by the Society and whose registration has been accepted by the directors of the Society, is a member, and for the purposes hereof is called an "adult member".

3) a person who is accepted by the directors as a coach, or in any other coaching or volunteer capacity recognized by the directors by operating policies or by resolution as entitling such volunteer to membership of the Society, is a member, and for the purposes hereof is called a "volunteer member".

4) a person who allows his name to stand for election as a director of the Society, and is so elected, or who accepts an appointment as director to fill any vacancy is a member, and for the purposes hereof is called an "elected member".

5) the immediate past President of the Society is a member for the year following the termination of his office, provided that this clause shall not prevent him from being a member under any other category of membership.

6) The Board of Directors may by resolution give an honorary membership to any person who in the opinion of the Board has made an outstanding contribution to the Kelowna United Football Club, for a period to be determined by the Board of Directors. Honorary members shall be entitled to attend meetings of the members, but not to vote.

7) any person who is a member of COYSA in good standing and for the purposes hereof is called a "COYSA member".

For clarity, no person shall be entitled to hold more than one membership or to exercise more than one vote by reason of qualifying under more than one of the foregoing membership criteria, or by exercising the vote of a junior member.

5. Every member shall uphold the constitution and comply with these bylaws.

6. Membership dues:

a) the annual membership dues for a member shall be included within the annual registration fees as set each year by the directors.

b) the annual membership dues for volunteer members and elected members shall be waived unless the directors determine otherwise.

c) the directors may waive the membership dues, or registration fee, or portion therefore, due to economic need of a member.

7. A person ceases to be a member:

a) in the case an elected member, upon retiring from office or by delivering a resignation in writing to the society secretary or registrar or by mailing or delivering it to the address of the society secretary or registrar, or by expiration of their term of elected or appointed position;

b) in the case of a volunteer member, by notifying the society secretary or registrar, orally or in writing, of his resignation, or by indicating in any way that he or she is ceasing or has ceased to carryout his or her volunteer functions;

c) in the case of an honorary member, upon his term of appointment expiring without being renewed:

d) in the case of any other member:

i) by resigning his or her membership, or

ii) being delinquent in the payment of annual membership fees as set out in clause 8 below, (unless such fees are waived by the directors as provided for in these bylaws).

iv) on being expelled from membership by decision of the directors.

v) on his or her death

8. Any adult member or junior member who has not paid the required membership fee as set from time to time by the directors for the upcoming soccer season before September 1<sup>st</sup> prior to the membership year for which such fees are payable will be considered delinquent for the purposes of bylaw 7 (d) (i) above and shall thereupon cease to be a member. For the purposes of this bylaw the membership year shall commence of September 1<sup>st</sup>, and end August 31<sup>st</sup> of the following calendar year.

### PART 3 – MEETING OF MEMBERS

9. General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.

10. Every general meeting, other than the annual general meeting, is an extraordinary general meeting.

11. The directors may, when they think fit, convene an extraordinary general meeting.

12. Notice:

a) notice of a general meeting shall specify the place, day and hour of the meeting, and, in the case of special business, the general nature of that business. The length of such notice shall be that stipulated by the Society Act.

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.

c) notice is deemed to be validly and effectively give by:

1. Advertising in a local newspaper, and

2. Giving email notice of the meeting to all KU coaches with a request that the coaches pass the email on to all persons on their team email lists, and

3. Giving email notice of the meeting to the clubs that comprise COYSA with the request that those chairs pass the email on to all of their coaches with a request for further distribution to all persons on their team email lists.

13. The annual general meeting of the society shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### PART 4 – PROCEEDINGS AT MEETINGS

14. 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 the rules of order,

ii) the consideration of the financial statements,

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

#### 15. Quorum:

1) No business other than the election of a chairman and the adjournment or termination of the meeting shall be conducted at a general meeting when a quorum is not present.

2) A quorum for the transaction of business at a general meeting is 20 members entitled to vote.

16. If within 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; but in any other case it shall stand adjourned to the same day on 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 for the appointed meeting, the members present constitute a quorum.

17. Subject to bylaw 18, the president of the society, the vice president or, in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

18. If at a general meeting,

a) no president, vice-president or other director is present within 15 minutes after the time appointed for holding the meeting, or

b) the president and all other directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

#### 19. Adjournments:

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) when a meeting is adjourned for 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 the business to be transacted at an adjourned general meeting.

#### 20. Resolutions:

1) No resolution proposed at a meeting need be seconded and the chairman may move or propose a resolution.

2) In the case of an equality of votes the chairman shall have a casting vote in addition to the vote to which he may be entitled as a member

#### 21. Voting rights:

1) A member present at a meeting of members is entitled to one vote and no member, or parent or guardian attending in the place of a junior member, present at a meeting of members is entitled to more than one vote although he or she may belong to more than one class of member or although more than one player in the family may be registered with the Society.

2) voting is by a show of hands unless by vote the meeting requires a poll or secret ballot for any matter or matters.

3) Voting by proxy is not permitted. The right of a parent or guardian to attend and to vote at meetings in the place of a junior member does not for the purposes hereof constitute, nor is it considered to be, a proxy, and the ability of such persons to exercise such rights in accordance with these bylaws is expressly stated and reserved.

#### PART 5 – DIRECTORS AND OFFICERS

22. 1) The directors may exercise all the powers and do all the acts and things that the society 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 society in general meeting, but subject. Nevertheless to

a) all laws affecting the society;

b) these bylaws; and

c) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

2. No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.

23. 1) The president, vice-president, secretary, treasurer and one of more other persons, including the immediate past president, shall be directors of the Society.

2) The number of directors shall be 6 or a greater number determined from time to time at a general meeting

24.1) The directors and officers shall retire from office at the end of each annual general meeting, at which time their elected successors shall assume their posts.

2) Separate elections shall be held for the officers of President, Vice-president, Secretary and Treasurer.

3) An election may be by acclamation, otherwise it shall be by ballot.

25. 1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the society but is eligible for re-election at the meeting.

26. 1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.

2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

27. 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 of office

28. In accordance with paragraph 5 of the Constitution, no director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

#### PART 6 – PROCEEDINGS OF DIRECTORS

29. Directors' meetings:

1) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

2) a quorum shall be a majority of the directors then in office

3) The president shall be the chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.

4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

30. 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 shall conform to any rules imposed on it by the directors and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

31. A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.

32. The members of a committee may meet and adjourn as they think proper.

33. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter telegram, telex or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

a) no notice of meeting of directors shall be sent to that director; and

b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.

34. 1) Questions arising at a meeting of the directors and committee of directors shall be decided by a majority of votes.

2) In case of an equality of votes the chairman shall have a casting vote.

35. No resolution proposed at a meeting of directors or committee of directors need to be seconded and the chairman of a meeting may move or propose a resolution.

36. 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.

#### PART 7 – DUTY OF OFFICERS

37. 1) The president shall preside at all meetings of the society and of the directors.

2) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

38. The vice president shall carry out the duties of the president during his absence.

39. The secretary shall:

a) conduct the correspondence of the society;

b) issue notices of meetings of the society and directors;

c) keep minutes of all meetings of the society and directors;

d) have custody of all records and documents of society except those required to be kept by the treasurer;

e) have custody of the common seal of the society; and

f) maintain the register of members.

40. The treasurer shall:

a) keep the financial records including books of account necessary to comply with the Society Act, and

b) render financial statements to the directors members and others when required.

41. 1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.

2) When a secretary treasurer holds office the total number of directors shall not be less than 5 or the greater number that have been determined pursuant to bylaw 23 (2).

42. In the absence of the secretary from a meeting the directors shall appoint another person to act as secretary at the meeting.

#### PART 8 - SEAL

43. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

44. The common seal shall be affixed only when authorized by a resolution of the directors and the only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or secretary treasurer.

#### PART 9 - BORROWING

45. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, and subject to the approval of the membership passed by special resolution for any borrowing excess of 25% of the members equity as stated in the latest financial statements for the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by issue of debentures.

46. No debenture shall be issued without the sanction of a special resolution.

47. 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 10 - AUDITOR

48. This part applies only where the society is required or has resolved to have an auditor.

49. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

50. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected, or his successor is elected at the next annual general meeting.

51. An auditor may be removed by ordinary resolution.

52. An auditor shall be promptly informed in writing of appointment or removal.

53. No director nor employee of the society may be auditor.

54. The auditor may attend general meetings.

#### PART 11 – NOTICE TO MEMBERS

55. A notice may be given to a member, either personally, by mail or by electronic mail to the member's registered address.

56. A notice sent by mail or electronic mail shall be deemed to have been given on the second day following that on which the notice is posted or transmitted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle, or to provide a record of transmission by electronic mail.

57. 1) Notice of a general meeting shall be given to

a) every member shown on the register of members on the day notice is given; and

b) the auditor, if Part 10 applies



2) No other person is entitled to receive a, notice of general meeting.

#### PART 12 - BYLAWS

58. On being admitted to membership, each member is entitled to and the society shall give him, without charge, a copy of the constitution and bylaws of the society.

59. These bylaws shall not be altered or added to except by special resolution.

Dated May 31, 2007