



T.K. SPARKS

SOCIETIES ACT

Bylaws of

KOOTENAY EAST SOCCER ASSOCIATION

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Societies Act* and any other applicable legislation or regulation.

Part 1 – Interpretation

1-1. In these bylaws, unless the context otherwise requires:

- (a) “Annual General Meeting” means the annual meeting of Members to discuss and vote on KESA business, pursuant to 4-15 of this Bylaw.
- (b) “Annual Membership Dues” means the dues paid annually to KESA at the time of player registration.
- (c) “Auditor” means the position of an auditor pursuant to Part 8.
- (d) “Association” and “Club” means the Kootenay East Soccer Association (KESA).
- (e) “BCSA” means the British Columbia Soccer Association.
- (f) “Board” means the Board of Directors of the Kootenay East Soccer Association.
- (g) “Club Association” means any soccer organization operating within the District, affiliated with BCSA, under the jurisdiction of the District.
- (h) “Directors” means the current directors of the KESA Board.
- (i) “District”, “District Association” or “KRYSA” means the Kootenay Rockies Youth Soccer Association.
- (j) “General Meeting” means a regularly scheduled meeting of the Board pursuant to Part 3.
- (k) “Honorary Member” means a Member as outlined in Section 2-4-2
- (l) “Member” means any registered player, or one legal guardian of a registered player, within KESA.
- (m) “Registered Address” of a member means the address as recorded in the Register of Members.
- (n) “Register of Members” means the list of Members as registered with KESA for that calendar year
- (o) “Resolution” means a Resolution passed by a majority of the appointed Directors of the Board, in attendance at any meeting of the Board.
- (p) “Special Business” means business of the Board that requires a meeting to be called outside of a General Meeting, at the discretion of the Board.
- (q) “Special General Meeting” means a General Meeting called by the Board for Special Business, at the discretion of the Board.
- (r) “Special Resolution of the Board” means a resolution passed by a two-thirds majority of the appointed Directors of the Board, in attendance at any meeting of the Board, provided that notice specifying the intention to propose the resolution as a Special Resolution has been duly given as provided herein.
- (s) “Voting Member” means a Member as outlined in Section 2-4-1.

1-2. Interpretation of these bylaws, competition rules and regulations or other District

matters not provided for herein, shall be referred to the Board whose decision shall be binding on all parties. The definitions in the *Societies Act* on the date these bylaws become effective apply to these bylaws.

1-3. Words importing the singular include the plural and vice versa, and words importing a male person includes a female person, a corporation, and any other organization or association, whether incorporated or un-incorporated, as the context may require.

Part 2 – Membership

2-1. The members of the Association 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.

2-2. A person may apply to the Directors for Membership in the Association and on acceptance by the Directors is a member.

2-3. Every Member must uphold the constitution and comply with these bylaws.

2-4 There are two classes of Membership (Voting and Honorary):

2-4-1 VOTING MEMBERSHIP- Voting Membership shall be open to the following individuals, as approved by the Board at its discretion:

- a) One parent or legal guardian of a minor aged player(s) duly registered with this association.
- b) Appointed (officially carded) team officials.
- c) registered volunteers
- d) Board of Directors.

Each Voting Member shall be entitled to receive notice of, to attend and to vote at all meetings of the Members of the Association. Each Voting Member shall be entitled to one (1) vote at each meeting of the Members.

2-4-2 HONORARY MEMBERSHIP- The Board may confer, by Special Resolution, an Honorary Membership upon a person who has rendered valuable service to the Association. Honorary Members are afforded all rights of Membership and shall have a voice but no vote at meetings of the Members of the Association

2-5. The amount of the first Annual Membership Dues must be determined by the Directors and after that the Annual Membership Dues must be determined at the Annual General Meeting of the Association.

2-6. A person ceases to be a Member of the Association:

- (a) by delivering his or her resignation in writing to the secretary of the Board or by mailing or delivering it to the address of the Association;
- (b) on his or her death, or in the case of a corporation, upon dissolution;
- (c) on being expelled; or

(d) on having been a Member not in good standing for 12 consecutive months.

2-7. A Member may be expelled by a Special Resolution of the Board passed at a General Meeting or Special Meeting.

(b) The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason, or reasons, for the proposed expulsion.

(c) The person who is the subject of the proposed Special Resolution of the Board for expulsion must be given an opportunity to be heard at the next General Meeting, or Special Meeting before the Special Resolution is put to a vote.

2-8. All Members are in good standing except a Member who has failed to pay his or her current Annual Membership Dues or any other subscription or debt due and owing by the Member to the Association. The Member is not in good standing so long as the debt remains unpaid.

2-9. Honorary Members may be appointed by Special Resolution of the Board, on the basis of outstanding contribution to soccer in the District of Kootenay East. Honorary Members are non-voting members.

Part 3 - Meetings of Members

3-1. General meetings of the Board must be held at the time and place, in accordance with the *Societies Act*, as decided by the Directors. .

3-2. Every regularly scheduled Board meeting, other than an Annual General Meeting, is considered a General Meeting.

3-3. The Directors may, when they deem necessary, convene a Special General Meeting outside of a regularly scheduled General Meeting when the nature of the meeting is Special Business.

3-4. (a) Notice of a General Meeting must specify the place, day, and hour of meeting, and, in case of Special General Meeting, the nature of the Special 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.

3-5. The first Annual General Meeting of the Association must be held not more than 15 months after the date of incorporation and after that an Annual General Meeting must 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

4-1. The person acting as Chair shall only be able to vote in the case of a tie.

4-2 No Voting Member of KESA which is in arrears of their Annual General Dues, or indebted to the District or the BCSA in any way shall be eligible to vote or participate in the Annual General Meeting.

4-3. No Voting Member who is under suspension by the District or the BCSA shall be eligible to vote or participate in the Annual General Meeting.

4-4. Voting Members must be notified in writing of the time, date and venue for the Annual General Meeting no less than thirty days prior to the meeting.

4-5. The order of business at the Annual General Meeting shall be as follows:

- (a) Roll Call
- (b) Minutes
- (c) Business Arising
- (d) Correspondence
- (e) Directors' Reports
- (f) Executive Reports
- (g) Approval of Financial Statements
- (h) Bylaw Amendments
- (i) Election of Executive
- (j) Appointment of Auditor
- (k) Adjourn

4-6. The Voting Members shall have the authority to call a Special General Meeting upon the request of a majority of the Voting Members.

4-7. Notice of the Special General Meeting shall be in writing of the time, date, and venue of the meeting, no less than 14 days prior to the meeting.

4-8. Only such business as described in the published notice of the Special General Meeting shall be dealt with at that meeting.

Part 5 - Directors and Executive

5-1. The Board shall consist of no less than eight (8) or no more than fourteen (14) Voting Members who shall conduct the business of the KESA Board. The Board will be made up of the following positions:

- (a) 8-14 elected Directors who will hold the positions of:
 - i) President
 - ii) Vice president/judicial chair
 - iii) Secretary/treasurer

All remaining Directors will be assigned active job titles at the Annual General Meeting each year.

b) The term of office for the Board Director shall commence on the first day of the month following the KESA Annual General Meeting and shall continue until the next Annual General Meeting.

- 5-2. There shall be at least five General Meetings annually plus an Annual General Meeting.
- 5-3. At all meetings of the Board, a majority of the elected or appointed Directors shall constitute a quorum for the transaction of business.
- 5-4. Any Director on the Board absenting themselves, without cause, from three consecutive General Meetings, or willfully neglecting the duties to the position on the Board, will be determined to have forfeited their position on the Board. Such a determination shall be made by a majority vote of the Board.
- 5-5. No Director the Board shall vote on any matter that may result in a conflict of interest with family, business, or team affiliation.
- 5-6. The Board may appoint committees to carry out specific duties as directed by the Board. The Board shall delegate tasks to committees. Directors of the Board shall chair committees. Such committees will act as advisors to the Directors of the Board.
- 5-7. A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the business of the Board.

Part 6 - Seal

- 6-1. The Directors may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 6-2. The common seal must be affixed only when authorized by a resolution of the Directors and then 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 president and secretary treasurer.

Part 7 - Borrowing

- 7-1. In order to carry out the purposes of the Association the Directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
- 7-2. A debenture must not be issued without the authorization of a Special Resolution.
- 7-3. The Board 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

- 8-1. This Part applies only if the Association is required or has resolved to have an auditor.
- 8-2. The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.
- 8-3. At each Annual General Meeting the Association must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next Annual General Meeting.
- 8-4. An auditor may be removed by Resolution of the Board.
- 8-5. An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 8-6. A Director or employee of the Association must not be its auditor.
- 8-7. The auditor may attend General Meetings.

Part 9 - Notices to Members

- 9-1. A notice may be given to a Member, either personally or by mail at the Member's registered address.
- 9-2. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, 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.
- 9-3.
- (1) 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, pursuant to Part 8.
- (2) No other person is entitled to receive a notice of a General Meeting.

Part 10 - Management

- 10-1. The Board shall draft and distribute annually, guidelines for the conduct of the Kootenay East Soccer Association activities.
- 10-2. The Directors are responsible for conducting the day-to-day affairs of the KESA while at the same time protecting the rights of all Members. The Directors shall have a thorough knowledge of the Constitution and Bylaws and shall administer the BCSA Rules and Regulations, which govern the game of soccer amongst the members of the BCSA. The Directors will sit as members of the disciplinary committee.

10-3. The Directors shall set and review the policies and goals of the KESA. Directors shall bring Members' concerns to the Board and ensure all Members carry out Board decisions. Directors shall promote soccer in their Club communities, including the role of KESA as a link between Club Associations. Directors are expected to assist in the operation of all special events. Extra responsibilities for Members may be carried out to assist in the day to day running of the KESA program.

10-4. KESA is committed to supporting and developing officials and ensuring that games and tournaments are played in accordance with the FIFA Laws of the Game and administered following BC Soccer's rules and regulations. The Director responsible must reference and follow the "Fair Play Documents" prepared by KESA

10-5. Signing authorities include President, Vice-President and Admin. All accounts shall be paid for by cheque and will be signed by two of any or all of three signing authorities as authorized by the Board. Non budgeted expenditures greater than \$250.00 must have board approval. Non budgeted expenditures between \$251.00 - \$1000.00 can be approved by the Board via email. Non budgeted expenditures greater than \$1000.00 must be approved at a meeting of the Board.

Part 11 - Constitution and Bylaw Amendments

11-1. Amendments to the Constitution may be affected at the KESA Annual General Meeting or at a KESA Special General Meeting, convened under Part 3, upon an affirmation vote of a Special Resolution to change the Constitution or Bylaws.

11-2. Notice of motion of proposed amendments to the Constitution must be made in writing to the Directors. Such notice must be received at least thirty (30) days before the Special General Meeting or Annual General Meeting.

Part 12 - Player Registration

12-1. All player within the specified age limits and living in the KRYSA District are eligible to register with KESA unless under suspension.

12-2. All players must be registered annually before taking part in scheduled KESA activities.

12-3. Players registered on defunct teams must be declared to BCSA with approval of the District KRYSA and then may opt to be transferred to another team within the District.

12-4. Players registered with KESA may only play on one Club Association Division Team.

12-5. Players registered with KESA may only play on one select or development team. This does not include school teams.

12-6. Players registered with KESA may "guest" on teams, subject to the consent of their regular coaches under the following circumstances:

- a) teams specially assembled for trips;
- b) teams specially assembled for house tournaments; and
- c) temporary replacements for injured players in KESA Divisional competition, subject to the consent of the opposing coaches.

12-7. All youth players shall play in the Club Associations in which the player's legal guardian resides with the following exception(s):

- a) With the approval of the Club Association releasing the player and the approval of the association accepting the player.

12-8 All adult players shall play in the Club Associations in which they reside with the following exception:

- (a) With the approval of the Club Association releasing the player and the approval of the association accepting the player.

12-9. Any player not registered with KESA is ineligible to play, and a team using such a player will forfeit any game played under KESA or BCSA rules and regulations.

Part 13 -Divisional Teams

13-1. Guidelines for allocation of KESA rep and development team players to divisional teams, and rules for divisional play will be published annually by the Board.

Part 14 -Select Teams/ Development Teams

14-1. All players registered with KESA are eligible to play for Rep and Development teams.

14-2. KESA may field select teams in accordance with the BCSA provincial competition age categories, as per the guidelines for Rep/Development Program and Player/Coach Development selections.

14-3. KESA may field development teams for age categories ineligible for BCSA provincial competition, as per the guidelines for Rep/Development Program and Player/Coach Development selections.

14-4. Guidelines governing the aims and conduct of the Rep/Development Program will be published annually by the Board.

Part 15 -Discipline

15-1 The Board of Directors may make policies and procedures for discipline of Members if a Member or minor player for whom that person stands as a Member (collectively the "Subject Member"):

- a) Contravenes provisions of these Bylaws or policies and procedures established by the Board of Directors;
- b) breaches the rules of soccer;
- c) breaches the rules of the Canadian Soccer Association and/or any such other association with which the Club chooses to affiliate;
- d) engages in conduct, whether on the field of play or off, while representing the Club that can be reasonably inferred to place players' safety and security of person at risk, or otherwise may bring the game of soccer or the name and reputation of the Club into disrepute;
- e) complaints must be submitted in accordance with KESA policies and procedures; and
- f) The Board of Directors will acknowledge receipt of the complaint within 7 business days.

15-2 Policies and procedures established under this part must at a minimum allow in all cases for the Member to know the charges against them and to make representation in person and with a support person at a hearing in front of a disciplinary panel either constituted by the Board of Directors or recognized as having authority to deal with the matter by the Board of Directors.

15-3 The policies and procedures established under this part may contain provisions for dispute resolutions through which the matter may be resolved, including (without limiting) the use of mediation services of one or more ombudspersons identified and recognized by the Club. Any proposed resolution through this process must be approved by (50%) of the Board of Directors in a meeting.

15-4 In all cases, the results of a hearing or Resolution process must be reported to the Board of Directors who, except in cases involving a minor player as the alleged, may then decide to make the results known to the Members, at the discretion of the Board of Directors acting reasonably.

Part 16 - Appeals and Protests

16-1. A player, team, or Club Association penalized under Part 15 of this bylaw shall have the right of appeal. A request for a hearing shall be in writing and directed to the director responsible for discipline. A new discipline committee, free of anyone involved in the first committee, will review the appeal of that decision. The hearing will take the form of a personal appearance at the next scheduled General Meeting of the Board.

16-2. A registered player, team, or Club Association may appeal a KESA Board decision to the KRYSA, in accordance with the KRYSA and BCSA constitution.

Part 17 - Bylaws

17-1. On being admitted to membership, each Member is entitled to, and the Association must give the Member, without charge, a copy of the constitution, policies, and bylaws of the Association.

17-2. This bylaw must not be altered or added to except by Special Resolution at an Annual General Meeting.

17-3. In the event of dissolution or winding up of the Association, all of its remaining assets, afterpayment of liabilities, shall be distributed to one or more charitable organizations recognized by Revenue Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in force.

17-4. The Association shall be carried on without purpose of gain for its Members and any profits or other accretions to the Association shall be used in promoting its purposes.

17-5. The directors and officers of the Association shall serve without remuneration and neither the Directors nor the officers shall receive directly or indirectly any profit from the position in the performance of the duties.

17-6. The Association may invest funds in any or all of the following:

- a) Investments authorized by the Laws of Canada for investment of funds of Life Insurance Companies.
- b) Any investments authorized by Section 15 or the *Trustee Act* of the Province of British Columbia for the investment of trust funds.

17-7. The operations of the Association are to be chiefly carried on in Kimberley and Cranbrook and surrounding areas, in the Province of British Columbia. THIS PARAGRAPH IS ALTERABLE.

17-8. The Kootenay East Soccer Association is affiliated with the Kootenay Rockies Youth Soccer Association and the British Columbia Soccer Association (BCSA) and is subject to the rules and regulations of that body and with the British Columbia Soccer Association and the Canadian Soccer Association. THIS PARAGRAPH IS ALTERABLE.

17-9. In accordance with the *Societies Act* it is hereby stated that paragraphs 17-3, 17-4, 17-5, 17-6, 17-9 of this Bylaw were previously unalterable.