

  
CAROL PREST

## SOCIETIES ACT

### Bylaws of

### **KOOTENAY EAST YOUTH 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 bylaws.

#### 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) "*Societies Act*" means the *Societies Act 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 members.
- (d) "District", "District Association" or "KEYSA" shall mean the Kootenay East Youth Soccer Association;
- (e) "Board" shall mean the Board of Directors of the Kootenay East Youth Soccer Association;
- (f) "Club Association" shall mean any soccer organization operating within the District, affiliated with BCSA, under the jurisdiction of the District;
- (g) "Ordinary Resolution of the Board" shall mean a resolution passed by a simple majority of the appointed directors of the board, in attendance at any meeting of the Board;
- (h) "Special Resolution of the Board" shall mean a resolution passed by a two-thirds majority of the appointed directors of the board, in attendance at any general 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.

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 include 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 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.
- 2-2. A person may apply to the directors for membership in the society and on acceptance by the directors is a member.
- 2-3. Every member must uphold the constitution and comply with these bylaws.
- 2-4. 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 society.
- 2-5. A person ceases to be a member of the society
  - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
  - (b) on his or her death, or in the case of a corporation, on dissolution;
  - (c) on being expelled; or
  - (d) on having been a member not in good standing for 12 consecutive months.
- 2-6.
  - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
  - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
  - (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2-7. All members are in good standing except a member who has failed to pay his or her current annual membership fee or any other subscription or debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.
- 2-8. Voting members of the KEYSA are the elected Directors of KEYSA, who are primarily organized for the purposes of governing youth soccer in the District and meet the following membership criteria:

- a) have a recognizable membership and a bona fide operation according to the requirements of KEYSA.
  - b) have paid any membership fees that might be assessed from time to time.
- 2-9. Any registered player, parent or guardian of a registered player, active Coach or recognized volunteer for the current year shall be recognized as a non-voting member.
  - 2-10. Honorary members may be appointed by resolution of the Board, on the basis of outstanding contribution to youth soccer in the district of Kootenay East. Honorary members will be recognized as non-voting members.
  - 2-11. Members identified in these bylaws as non-voting members shall not be entitled to exercise any vote at a meeting of the members or receive any notice for any meeting, other than the annual general meeting of the members and directors.

### Part 3 - Meetings of Members

- 3-1. General meetings of the society must be held at the time and place, in accordance with the *Societies Act*, that the directors decide.
- 3-2. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 3-3. The directors may, when they think fit, convene an extraordinary general meeting.
- 3-4. (1) Notice of a general meeting must specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
- (2) 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 society 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 General Meetings

- 4-1. The Annual General Meeting shall be held on or before the last (31st) day of October each year.
- 4-2. The person acting as Chair shall only be able to vote in the case of a tie
- 4-3. No voting member of a Club Association which is in arrears of their fees, or indebted to the District or the BCSA in any way shall be eligible to vote or participate in the Annual General Meeting.

- 4-4. 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.
- 4-5. 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.
- 4-6. The order of business at the Annual General Meeting shall be as follows:
  - a) Roll Call
  - b) Minutes
  - c) Business Arising
  - d) Correspondence
  - e) Director's Reports
  - f) Executive Reports
  - g) Approval of Financial Statements
  - h) Bylaw Amendments
  - i) Election of Executive
  - j) Appointment of Auditor
  - k)Adjourn
- 4-7. The voting members shall have the authority to call a Special General Meeting upon the request of a majority of the voting members.
- 4-8. Notice of the Special General Meeting shall be notified in writing of the time, date, and venue of the meeting, no less than 14 days prior to the meeting.
- 4-9. 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 five minimum or to maximum of 8 voting members who shall conduct the business of the KEYSA. The Board will be made up of the following positions:
  - i) Seven elected Directors;
  - ii) One member from each KEYSA Club Association, as defined in Part 12, who has been elected by their respective club association to represent them on the KEYSA board and who is not fulfilling an Executive Position with their club association board;
  - iii) The term of office for the Board member shall commence on the first day of the month following the KEYSA Annual General Meeting and shall continue until the next Annual General Meeting.
- 5-2. There shall be at least five meetings annually plus an AGM.
- 5-3. At all meetings of the Board, a majority of the elected/appointed directors shall constitute a quorum for the transaction of business.

- 5-4. Any member of the Board absenting himself without cause from three consecutive Board meetings, or willfully neglecting his duties to the board, will be determined to have forfeited his position on the Board. Such determination shall be made by a majority vote of the Board.
- 5-5. No member of 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 shall act to advise 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 affairs of the society.

#### Part 6 - Seal

- 6-1. The directors may provide a common seal for the society 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 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, 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 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

- 8-1. This Part applies only if the society 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 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.
- 8-4. An auditor may be removed by ordinary resolution.

- 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 society 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 to the member 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, if Part 10 applies.(2) No other person is entitled to receive a notice of a general meeting.

Part 10 -Club Associations

- 10-1. Club Association boundaries are defined in the following manner:
  - a) Cranbrook: Consists of the municipalities of Cranbrook and adjoining areas;
  - b) Kimberley: Consists of the municipality of Kimberley and adjoining areas;
  - c) Any other East Kootenay Club Associations with players registered through KEYSA.

Part 11 -Management

- 11-1. The Board shall draft and distribute annually, guidelines for the conduct of the KEYSA activities.
- 11-2. The directors are responsible for conducting the day-to-day affairs of the KEYSA in an orderly manner 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 Competition 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.
- 11-3. The directors shall set and review the policies and goals of the KEYSA. 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 KEYSA as a link between Club Associations. Directors are expected to assist in the operation of all special events. Extra responsibilities for elected members shall be carried out by a few of the elected members and the rest shall be named Members at Large but assist in the day to day running of the KEYSA program.

- 11-4. Discipline: KEYSA is committed to supporting and developing officials, and ensuring that games and tournaments are played in accordance with the FIFA Laws of the Game, except where superseded by the BCSA Rules of Soccer, in which case play will be under the BCSA Rules of Soccer. The director responsible must reference and follow the "Fair Play Documents" prepared by KEYSA also.
- 11-5. Signing authorities include President, Vice-President and Secretary/Treasurer. All accounts shall be paid for by cheque and will be signed by two of any or all of three signing officers 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 Board via email. Non budgeted expenditures greater than \$1000.00 must be approved at Board meetings.

#### Part 12 -Constitutional Amendments

- 12-1. Amendments to the constitution may be effected at the KEYSA Annual General Meeting or at a KEYSA Special General Meeting, convened under Part 4, upon an affirmation vote of a special resolution to change the Constitution and Bylaws.
- 12-2. 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 days before the Special General Meeting or Annual General Meeting.

#### Part 13 -Player Registration

- 13-1. All youth within the specified age limits and living in the district of Kootenay East are eligible to register with KEYSA unless under suspension.
- 13-2. All players must be registered annually before taking part in scheduled KEYSA activities.
- 13-3. Players registered on defunct teams may opt to be transferred to other teams.
- 13-4. Players registered with KEYSA may only play on one Club Association Division team.
- 13-5. Players registered with KEYSA may only play on one select or development team. This does not include school teams.
- 13-6. Players registered with KEYSA 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;
  - c) temporary replacements for injured players in KEYSA Divisional competition, subject to the consent of the opposing coaches.

- 13-7. All 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.
- 13-8. Any player not registered with KEYSA is ineligible, and a team using such a player will forfeit any game played under KEYSA or BCSA rules.

Part 14 -Divisional Teams

- 14-1. Guidelines for allocation of KEYSA select and development team players to divisional teams, and rules for divisional play will be published annually by the Board.

Part 15 -Select Teams/ Development Teams

- 15-1. All players registered with KEYSA are eligible to play for select and development teams.
- 15-2. KEYSA may field select teams in accordance with the BCSA provincial competition age categories, as per the guidelines for Select/Development Program and Player/Coach Development selections.
- 15-3. KEYSA may field development teams for age categories ineligible for BCSA provincial competition, as per the guidelines for Select/Development Program and Player/Coach Development selections.
- 15-4. Guidelines governing the aims and conduct of the Select/Development Program will be published annually by the Board.

Part 16 -Discipline

- 16-1. The Board shall deal with reported cases of misconduct, violations of FIFA Laws of the Game or violation of KEYSA or BCSA rules and regulations.
- 16-2. Misconduct is construed to include any action tending to jeopardize KEYSA, or deemed not to be in the best interests of youth soccer in general.
- 16-3. Disciplinary action may be taken against any player, team, official, parent or supporter.
- 16-4. The jurisdiction of the Board in matters of discipline includes all activities connected with the KEYSA.
- 16-5. The Board will normally delegate disciplinary action to a committee formed for the purpose. The committee will comprise three Board members: two directors and the director responsible for Discipline. It is the responsibility of the director responsible for Discipline to convene the committee within seven days of receipt of a complaint.

- 16-6. The Board shall have the authority to suspend an offending party from the KEYSA for a stated period. Penalties shall be set in accordance with, but not restricted to, current BCSA "Discipline Guidelines".
- 16-7. Coaches/Managers shall attempt to control the actions of their players, parents and supporters and failure to do so will result in disciplinary action.

Part 17 -Appeals and Protests

- 17-1. A player, team, or Club Association penalized under Part 18 of these Bylaws shall have the right of appeal. A request for a hearing shall be in writing and directed to the director responsible for Discipline. The hearing will take the form of a personal appearance at the next scheduled Board meeting.
- 17-2. A registered player, team, or Club Association may appeal a KEYSA Board decision to the BCSA, in accordance with the BCSA constitution.

Part 18 - Bylaws

- 18-1. On being admitted to membership, each member is entitled to, and the society must give the member, without charge, a copy of the constitution and bylaws of the society.
- 18-2. These bylaws must not be altered or added to except by special resolution.
- 18-3. In the event of dissolution or winding up of the Society, all of its remaining assets, after payment 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.
- 18-4. The Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its purposes.
- 18-5. The directors and officers of the Society 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.
- 18-6. The Society 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.
- 18-7. The operations of the Society are to be chiefly carried on in Kimberley and Cranbrook and surrounding areas, in the Province of British Columbia. *THIS PARAGRAPH IS ALTERABLE.*
- 18-8. The Kootenay East Youth Soccer Association is affiliated with 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.*

18-9. In accordance with the *Societies Act* it is hereby stated that paragraphs 18-3, 18-4, 18-5, 18-6, 18-9 of this Constitution were previously unalterable.