

SOCIETY ACT

Bylaws of Marpole Soccer Club Society Part 1 – Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
 - (a) “BCSA” means the British Columbia Soccer Association;
 - (b) “directors” means the directors of the society for the time being;
 - (c) “Society Act” means the Society Act of British Columbia from time to time in force and all amendments to it;
 - (d) “registered address” of a member means the member’s address as recorded in the register of members.
 - (e) “Society” means the Marpole Soccer Club Society;
- (2) The definition of 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 and a corporation.

Part 2 – Membership

3. 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.
4. Classes of members:
 - (1) “Player/Family member”: A player may register with the Society and upon acceptance for registration by the Provincial Registrar of the BCSA, and upon acceptance by the directors of the Society.
 - a. If under 18, his family, represented by a parent or a guardian, becomes a player/family member, or
 - b. If 18 or over, the player becomes a player/family member.
 - (2) “Team Official member”: A person seeking to be a coach, assistant coach or team manager applies for membership signing a BCSA team affiliation form, and upon acceptance for registration by the Provincial Registrar of BCSA and upon acceptance by the directors of the Society, becomes a team official member.
 - (3) “Society Official member”: A person who allows his name to stand for election as a director of the Society, and is elected, or who accepts an appointment as director to fill any vacancy, or who accepts any appointment to be on a committee created by the directors, becomes a society official member.
5. Every member shall uphold the constitution and comply with these bylaws.
6. Membership dues:
 - (1) The annual membership dues for a Player/Family member shall be deemed included within the registration fees of each player in the family as set each year by the directors
 - (2) The annual membership dues for Team Official or Society Official members shall be waived unless the directors determine otherwise.
 - (3) The directors may waive the membership dues by waiving the registration fee or any portion of it due to economic need of a Player/Family member.

7. A person ceases to be a member:
 - (1) If a Society Official 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;
 - (2) If a Team Official member, by notifying the society secretary or registrar, orally or in writing, of his resignation;
 - (3) If a Player/Family member or Team Official member, on the expiration of the sanctioned cup event of the current season as defines by the BCSA bylaws, unless application has made to register for the ensuing season or unless the registrar is satisfied that such application is contemplated.
 - (4) On his death;
 - (5) On having been a member not in good standing for 12 consecutive months; or
 - (6) On being expelled pursuant to a policy set by the directors.

8.
 - (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 must be accompanied by a brief statement of the reason for the proposed expulsion.
 - (3) The person who is 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.

9. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the society and the member is not in good standing so long as the debt remains unpaid. **Part 3 – Meeting of Members**

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

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

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

13.
 - (1) Notice of a general meeting shall 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.

14. The first annual meeting of the Society shall be held no more than 15 months after the date of incorporation and after that an annual general meeting 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 – Proceeding 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 the following:
 - 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 the 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.

16. Quorum:
 - (1) No business other than the election of a chairman and the adjournment or termination of the meeting must not be conducted at a general meeting at a time when a quorum is not present.

- (2) 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 adjourned or terminated.
- (3) A quorum is 3 members present or a greater number that the members may determine at a general meeting.
17. 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, must be terminated, but in any other case, it 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.
18. Subject to bylaw 19, 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
19. If at a general meeting,
- (a) there is 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 the other directors present are unwilling to act as the chair, the members present must choose one of their members to be the chair.
20. Adjournments:
- (1) A general meeting may be adjourned from time to time and from place to place, but no business should 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 of the business to be transacted at an adjourned general meeting.
21. Resolutions:
- (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
 - (2) In the case of an equality of vote, the chair does not have a casting or second vote in addition to the vote which he or she may be entitled as a member, and the proposed resolution shall not pass.
22. Voting Rights:
- (1) A member in good standing present at a meeting of members is entitled to one vote and no member present at a meeting of members is entitled to more than one vote as he or she can only apply for one class of membership or although more than one player in the family may be registered with the Society.
 - (2) Voting is by a show of hands.
 - (3) Voting by proxy is not permitted.

Part 5 – Directors and Officers

23. (1) The directors may exercise all 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 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, which are made from time to time by the society in a general meeting.
- (2) No 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.
24. (1) The president, vice-president, secretary, treasurer and one or more other persons shall be directors of the society.
- (2) The number of directors must be 5 or greater number determined from time to time at a general meeting.
- (3) The length of term held by each member will be as follows:
- (a) President – 3 years
 - (b) Vice-President – 3 years
 - (c) Treasurer – 2 years
 - (d) Member at Large – 1 year
25. (1) The directors whose terms are expiring must retire from office at the next annual general meeting when their successor shall be elected. A retiring director may stand for re-election.
- (2) Separate elections shall be held for each office to be filled.
- (3) An election of directors may be by acclamation, show of hands, or, if requested by 10 members present, by ballot.
- (4) If no successor is elected the person previously elected or appointed continues to hold office.
26. (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 until the conclusion of the next following annual general meeting of the Society unless a special motion is put forth by the directors, in which case the appointed director will hold office until the date specified in said motion.
27. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take 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
28. 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.

29. 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

30. (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the 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.
31. (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.
32. A committee shall elect a chairman of its meeting; 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.
33. The members of a committee may meet and adjourn as they think proper
34. For the first meeting of directors held immediately following the appointment or election of a director or directors at an annual general meeting of members, or for a meeting of the directors at which 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 or directors for the meeting to be constituted, if a quorum of the directors is present.
35. 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 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.
36. (1) Questions arising at a meeting of the directors and committee of the directors shall be divided by a
- majority of votes.
- (2) In case of equality of votes the chairman does not have a second or casting vote.

37. 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.
38. 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 – Duties of Officers

39. (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.
40. The vice president shall carry out the duties of the president during his absence.
41. 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 the 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.
42. 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.
43. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary treasurer.
(2) If a secretary treasurer holds office, the total number of directors must be less than 5 or the greater number that may have been determined under bylaw 24 (2).
44. 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

45. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
46. The common seal shall 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 9 – Borrowing**
47. In order to carry out the purposes of the society the directors may, on behalf and in the name of the society, and subject to the approval of the membership passed by special resolution, 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.
48. No debenture shall be issued without the sanction of a special resolution.
49. 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

50. This part applies only where the society is required or has resolved to have an auditor.
51. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
52. 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.
53. An auditor may be removed by ordinary resolution.
54. An auditor shall be promptly informed in writing of appointment or removal.
55. No director nor employee of the society may be auditor.
56. The auditor may attend general meetings. **Part 11 – Notice to Members**
57. A notice may be given to a member, either personally or by mail to the member at the member's registered address.
58. 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 is proving that the notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
59. (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 a general meeting.

Part 12 – Bylaws

60. 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.
61. These bylaws shall not be altered or added to except by special resolution. **Part 13 – Finances**
62. All funds of the organization will be on deposit in a bank or financial establishment registered under the Bank Act.
63. The executive shall name at least three signing officers, one of whom will be the treasurer, for the banking and legal documents. Two signatures will be required for these documents.
64. A Treasurer's Report will be presented at the end of each fiscal year.
65. The members at any general meeting will agree upon a need for audits, where upon an independent auditor will be appointed if needed.
66. In the event of winding up or dissolution of the Society, funds and assets of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with the social problems or organizations promoting the same purposes of this society as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organization, provide however that such organization referred to in this paragraph shall be a registered charity recognized by Revenue Canada as being qualified as such under the provisions of the Income tax Act of Canada from time to time in effect.
67. The above purposes of the Society shall be carried out without purpose of gain for its members, and any profits or other accretions to the Society shall be used for promoting its purposes, and all of the above purposes shall be carried on an exclusively charitable basis.

68. No Directors or Officer shall be remunerated for being or acting as a Director or Officer, but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
69. Paragraphs 3, 4, 5 and 6 of the Constitution are unalterable in accordance with the Society Act.