

Society Act Constitution



1. The name of the Society is:
Killarney Youth Soccer Association (Society #S39114)
2. The purposes of the Society are:
 - (a) To develop, promote and provide soccer programs for children and youth residing within the City of Vancouver, British Columbia.
 - (b) To raise and provide the funding, necessary to purchase the essential equipment and supplies to run a successful youth soccer program.
 - (c) To negotiate the times and locations available to play soccer with Board of Parks and Recreation.
 - (d) To set the fees and charges that are charged to members for the community programs, events or services.
3. The Society shall be carried on without purpose of gain for its members, any profits or other accretions earned, or acquired by the Society shall be used solely to advance its stated purpose. This section shall be unalterable.
4. In the event of winding up or dissolution of the Killarney Youth Soccer Association, the funds and assets of the Killarney Youth Soccer Association remaining after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to such charitable organizations providing soccer programs for children and youth of the City of Vancouver. This section shall be unalterable.

BYLAWS OF KILLARNEY YOUTH SOCCER ASSOCIATION

PART 1 – INTERPRETATION

- 1 (1) In these bylaws, unless the context otherwise requires:
 - "BCSA"** means British Columbia Soccer Association
 - "Directors"** means the Board of Directors of the Society for the time being;
 - "family member"** means a legal guardian or a person related by blood or marriage.
 - "registered address"** of a member means the member's address as recorded in the register of members.
 - "Society Act"** means the Society Act of British Columbia from time to time in force and all amendments to it;
 - "Society"** means the Killarney Youth Soccer Association
- (2) The definitions in the **Society Act**, as amended, 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 current volunteer coaches and team managers and a designated family member of each player currently registered with the Society, who have become members in accordance with these bylaws and have not ceased to be members. Where one family has more than one player registered with the Society, one designated family member shall represent all such players and shall be able to cast a single vote under section 21 of these bylaws.
- 4 To be in good standing, a member must annually make an application for membership to the Directors and the Directors must have accepted such application. Both the application and the acceptance must be in writing, in a form to be determined by the Directors.
- 5 Every member must uphold the constitution and comply with these bylaws.
- 6 The amount of the player registration fee must be determined by the Directors.
- 7 A person ceases to be a member of the Society
 - (a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society.
 - (b) upon his death or, in the case of a corporation, on dissolution.
 - (c) on being expelled

- (d) on having been a member not in good standing for 6 consecutive months.
- 8 (1) A member may be expelled by a special resolution of the members approved by a majority vote at a general meeting.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reason(s) for the proposed expulsion.
- (3) Before a special resolution for expulsion is put to a vote
- (a) the person who is the subject of the resolution must have been given the opportunity to be heard at the general meeting, and
 - (b) BCSA policies and procedures related to discipline and expulsions must have been met
- (4) Where a special resolution for expulsion has been approved by the members at a general meeting, the Directors shall report such approval and all the particulars of the resolution to the BCSA within 5 working days.
- (5) All adult members are in good standing except
- (a) a member who has failed to pay any debt due and owing by the member to the Society, or
 - (b) a family member who has failed to pay the required fee for his registered player

In both cases, the member is not in good standing so long as the debt remains unpaid.

PART 3 – MEETINGS OF MEMBERS

- 9 General meetings of the Society must be held at the time and place, in accordance with the Society Act, that Directors decide.
- 10 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 11 The Directors may, when they think fit, convene an extraordinary general meeting, except that if three or more members request in writing that a general meeting be convened, the Directors shall convene a general meeting in accordance with these bylaws within 30 days.
- 12 (1) Notice of a general meeting must specify the place, day and hour of the 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.
- 13 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

- 14 Special business is
- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the report of the auditor, if any;
 - (v) the election of Directors and officers;
 - (vi) the appointment of the auditor, if required;
 - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors issued with the notice of convening the meeting.
- 15 (1) Business, other than the election of a chair 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 and unless at least a majority of the Directors are in attendance.
- (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 is adjourned or terminated.
- (3) A quorum at a general meeting is a majority of the Directors and 50% plus 1 of those members present.
- 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, 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.
- 17 Subject to section 18 of these bylaws, 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.
- 18 If at a general meeting no Directors are present within 15 minutes after the time appointed for holding the meeting, or all the Directors present are unwilling to act as chair, then the members present must choose one of their number to preside as the chair of the meeting.
- 19 (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than 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 adjourned meeting must 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 conducted at an adjourned meeting.
- 20 (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 a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
- 21 (1) A member age 19 or older, in good standing, present at a meeting of members is entitled to one vote although he or she may belong to more than one category which entitles him or her to be member.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
- 22 Except as otherwise provided by these bylaws, the rules of order at any meeting shall be Robert's Rules of Order, unless other rules or modifications of those rules are adopted by the Directors or members.

PART 5 – DIRECTORS AND OFFICERS

- 23 (1) The Directors may exercise all the powers and do all the acts and things that the Society may exercise and do, and that 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, that are made from time to time by the Society in a general meeting.
 - (d) a rule made by a Society in a general meeting does not invalidate a decision of the Directors that would have been valid if that rule had not been made.
- 24 (1) The president, vice president, secretary, treasurer, registrar and one or more other persons are the Directors of the Society.
- (2) The number of Directors must be 5 or a greater number determined from time to time at a general meeting.

- 25 (1) The Directors must retire from office at each annual general meeting when their successors are elected.
- (2) Separate elections must be held for each office to be filled.
- (3) An election may be by acclamation or by show of hands unless 3 members present at the meeting request a secret ballot.
- (4) If a successor is not 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 only until the conclusion of the next annual general meeting of the Society, but is eligible for re-election at the meeting.
- 27 (1) If a director resigns from office or otherwise ceases to hold office, the remaining Directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the Directors is not valid merely because there is 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 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 – DIRECTORS PROCEEDINGS AND BOARD MEETINGS

- 30 (1) The Directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings of the Directors, as they see fit.
- (2) The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.
- (3) The president is the chair 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 must act as chair, but if neither is present the Directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the Directors. Meetings must be held not less than once every 3 months.
- (5) Members may attend Directors meetings and shall have a voice but no vote.

- 31 (1) The Directors may delegate any, but not all, of their powers to committees consisting of the director(s) and members as they see fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.
- 32 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee must choose one of their numbers to be the chair of the meeting.
- 33 The members of a committee may meet and adjourn as they think proper.
- 34 For a first meeting of the Directors held immediately following the appointment or election of a director or Directors at an annual or other general meeting of the 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 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 the province of 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) a notice of meeting of the Directors is not required to 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, if a quorum of the Directors is present, are valid and effective.
- 36 (1) Questions arising at a meeting of the Directors and committee of Directors must be decided by a majority of votes of the Directors.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
- 37 A resolution proposed at a meeting of the Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution
- 38 A resolution in writing, signed by all of the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of the Directors.

PART 7 – DUTIES OF OFFICERS

- 39 (1) The president presides at all meetings of the Society and of the Directors
- (2) The president is the chief executive officer of the Society and must supervise the other officers in the execution of their duties.

- 40 The vice president must carry out the duties of the president during the president's absence.
- 41 The secretary must do the following:
- (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;
 - (f) maintain the register of members in a current state and ensure on a quarterly basis that the Register of Members is complete, accurate and current.
- 42 The registrar must ensure, that all players are registered annually with the District Associations.
- 43 The treasurer must do the following:
- (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, and
 - (c) order and obtain an external financial audit is performed at least once every 3 years.
- 44 (1) The offices of secretary and treasurer may be held by one person who is known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of Directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2)
- 45 In the absence of the secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.

PART 8 – SEAL

- 46 The Directors may provide a common seal for the Society and may destroy a seal and substitute a new seal in its place.
- 47 The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

PART 9 – BORROWING

- 48 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.
- 49 A debenture must not be issued without the authorization of a special resolution.
- 50 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

- 51 This part applies only if the Society is required or has resolved to have an auditor.
- 52 The first auditor must be appointed by the Directors who must also fill all vacancies occurring in the office of auditor.
- 53 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.
- 54 An auditor may be removed by ordinary resolution.
- 55 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 56 A director or employee of the Society must not be its auditor.
- 57 The auditor may attend general meetings.

PART 11 – NOTICES TO MEMBERS

- 58 A notice may be given to a member, either personally, by email, facsimile or by mail to the member at the member's registered address.
- 59 A notice sent by mail is deemed to have been received on the second day following the day on which the notice was 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.
- 60 (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 12 – BYLAWS & AMENDMENTS

- 61 Upon request, each member is entitled to, and the Society must give the member without charge, a copy of the constitution and bylaws of the Society.
- 62 The bylaws must not be altered or added to except by special resolution.
- (1) Changes or amendments to this constitution or bylaws may be effected at an Annual or Special General Meeting upon an affirmation vote of 75% of the voting members present in person.
 - (2) Proposals to change or amend this constitution or bylaws shall be delivered in writing to the secretary at least sixty (60) days before the date of any such general meeting and shall specify the changes to be proposed.