

SOUTH DISTRICT GIRLS' SOCCER ASSOCIATION

CONSTITUTION AND BYLAWS

BYLAWS

Here set out, in the numbered clauses, are the bylaws providing for the matters referred to in Section 6(1) of the *Society Act* and any other bylaws.

PART 1 - INTERPRETATION

1. (a) In these bylaws, these words mean as follows:

“District” and “District Association” means the South District Girls’ Soccer Association;

“directors” means the persons who sit as directors on the Board of Directors of the District Association;

“member” means a Club Association who is a member of the District Association;

“*Society Act*” means the *Society Act* of the Province of British Columbia;

“registered address” of a Club Association means the address as recorded in the registry of Club Associations as kept by the District Association;

“Club Association” means an organization operating at least the minimum number of soccer teams in order to be affiliated with British Columbia Youth Soccer Association/British Columbia Soccer Association, under the jurisdiction of the District, and those teams to be composed of girls only;

“District Affiliated Team” means any girls’ team with no less than eight (8) and no more than twelve (12) for 3 a-side, (micro-soccer), or 6 a-side soccer (mini soccer), and eleven (11) and no more than eighteen (18) registered players for 11 a-side under the age of nineteen (19); plus appointed team officials, who have complied with the Competition Rules and Regulations as set or adopted by the District Association; (in other words, micro, mini, and FIFA sized teams);

“registered player” means a girls whose application for membership has been validated by the District Registrar and by the Provincial Registrar or designate for the current soccer season;

“Board” means the board of Directors of the District Association;

“special resolution” means a resolution passed in a general meeting or Annual General Meeting by a majority of no less than seventy-five percent (75%) of the votes of those Club delegates or representatives entitled to do so, voting in person, provided that notice specifying the intention to propose the resolution as a special resolution has been duly given as provided herein. (Amendment of or addition to the constitution or bylaws of the District Association requires a special resolution);

“ordinary resolution” means a resolution passed in a general meeting or Annual General Meeting by a simple majority of the votes of those Club delegates, being entitled to do so, voting in person provided that notice specifying the intention to propose the resolution as an ordinary resolution has been duly given as provided herein.

- (b) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws, save and except for the definition of “Club Association” which shall be as herein before set out.

2. Words importing the singular include the plural, and vice versa; and words importing a female person, include a corporation, and any other organization or association, whether incorporated or unincorporated as the context may require.

CONSTITUTION

3. The name of the Society is:

South District Girls Soccer Association

4. The boundaries of the Society are:

The boundaries which encompass the Corporation of Delta, the City of White Rock and the City of Surrey

5. The purposes of the Society are:

- to foster, develop, and promote the game of soccer among girls in the District;
- to assist member Club Associations by giving administrative support to their collective efforts to provide soccer programs for girls;
- to govern the rules of play of the game of soccer among girls in the District
- to generally provide whatsoever other assistance is available from the District Association to support and encourage participation in the game of soccer among girls in the District.

6. Dissolution of the Society:

Upon the dissolution of the District Association and after the payment of all its debts and liabilities, and remaining property shall be turned over, transferred and assigned to such organization(s) as may be involved with the game of soccer, or to such other recognizable charitable organizations(s) in the Province of British Columbia or in Canada as directed by the members.

This Clause shall not be altered.

7. Activities and purposes of the Society:

The activities and purposes of the District Associations shall be carried on without purpose of

gain for its members, and any income, profits, or other accretions to the Society shall be used in promoting the purposes of the Society.

This clause shall not be altered.

8. Affiliations of the Society:

The South District Girls' Soccer Association shall be affiliated with the British Columbia Soccer Association, and is subject to the rules and regulations of that body.

PART 2 - MEMBERSHIP

9. Membership Criteria:

The members of the District Association are those Club Associations that have the following membership criteria:

- are primarily organized for the purposes of governing youth soccer in the District, and have girls' teams;
- have a recognizable membership and a *bona fide* operation according to the requirements of a Club Association of the District Association in accordance with the rules set out in these Bylaws;
- are located in the Corporation of Delta, the City of White Rock and the City of Surrey
- have been approved for membership by the membership committee of the District Association or its Board of Directors upon an appeal, and have paid any membership fees that might be assessable from time to time; and, have not ceased to be a Club Association, all in accordance with these Bylaws;

10. Honorary and Life members:

Honorary members and Life members may be appointed by resolution of the directors, on the basis of outstanding contribution to girls' soccer. Honorary and Life members shall not be entitled to exercise any vote at a meeting of the District Association.

11. Membership Application:

The membership committee of the District Association as appointed from time to time by the Board shall be responsible for receiving, processing, and approving applications for membership where such application is made for the purposes of an application becoming a Club Association of the district Association and shall be responsible for collection of fees and advising the Board of the membership list. The membership committee shall review any such applications to ensure that the applicant qualifies, and in addition, the membership committee may refuse any application on the grounds that it is not in the best interests of the District Association to have the applicant as a member. Any rejection of an application by the

membership committee may be appealed by the applicant to the directors, whose decision as to such application shall be final.

12. Members' Obligation:

Every Club Association and Honorary and Life member shall uphold the constitution and comply with these Bylaws.

13. Membership Fees:

The amount of the annual membership fees shall be determined at the annual general meetings of the District Association.

14. Cessation of membership:

A Club Association shall cease to be a member of the District Association.

- a) by delivering the intent to resign in writing to the Chair of the District Association or by mailing or delivering it to the address of the District Association;
- b) or on its dissolution or cessation of operations;
- c) or on being expelled;
- d) or on having been a member not in good standing for five (5) consecutive months;
- e) or as otherwise set out in these bylaws.

15. Expulsion:

A Club Association may be expelled by a special resolution of the directors passed at a general meeting.

- a) notice of special resolution for expulsion shall be accompanied by a brief statement of the reason for the proposed expulsion;
- b) the Club Association who is the subject of the proposed resolution for expulsion shall be give an opportunity to be heard at the general meeting before the special resolution is put to a vote.

16. Good Standing:

All members of the District Association are deemed to be in good standing except a member who has failed to pay any annual membership fee, including a current annual membership fee, and is considered not in good stand so long as the membership fee remains unpaid.

17. Membership Fee Payment Date:

Annual membership fee is due by close of business on November 1, except when that day falls on a Sunday, then, by close of business the following Monday.

PART 3 – MEETINGS OF MEMBERS

18. The Annual General Meeting shall be held on or before the thirtieth (30th) day of May each year at a place within the District as the directors shall determine and on a day to be fixed by the directors. Thirty (30) days written notice of such meeting shall be given to the members by mail or by email to the Club Association's official delegate and alternate delegate (if any) on record with the District Association or by facsimile transmission or mail to the registered office of the Club Association.

19. The Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

20. General meetings of the District Association shall be held at such time and place, in accordance with the Society Act, that the directors may decide. Roberts' Rules of Order shall govern the proceedings of all such meetings, except where it conflicts with the constitution or bylaws of the District Association.

21. The accidental omission to give notice of a meeting to or the non-receipt of a notice by a member does not invalidate proceedings at that meeting, and any meeting where there is a quorum present shall be valid notwithstanding that one or more members shall not have received notice of such meeting.

22. A quorum at any general meeting shall be 50% + 1 of accredited members in good standing, present in person. Honorary and Life members may be present at any general meeting, but shall not be counted in the quorum.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

23. The appointment of representatives of Club Associations to the Board, and the election of the Chair of the board of the District Association shall proceed as follows:

a) Each affiliated Club Association shall select, by whatever means conforms with their constitution and by-laws, a delegate and an alternate delegate, who will represent the Club Association on the Board of the District Association;

b) Club Association accredited delegates or in their absence, alternate delegates, shall furnish the District Association's Secretary with their credentials prior to the start of the Annual General Meeting. Those credentials shall comprise of written authorization of the Club Association to attend that meeting, and all meetings of the Board of the District Association, as an accredited delegate of that Club Association, and sit as a director of the Board of the District Association;

c) At the Annual General Meeting, nominations will be solicited from the floor. Any person may stand as a candidate for Chair of the District Association. A candidate may be nominated by any person attending who is able to cast a ballot in the election of Chair of the Board of the District Association;

d) At the Annual General Meeting, the accredited delegates, or in their absence, alternative delegates, may vote in the election of the Chair of Board of the District Association

e) At the Annual General Meeting, each member Club Association shall have one (1) vote for each girls' team registered with the District Registrar to be exercised in the election of the Chair of Board of the District Association;

f) No Club Association in arrears with its annual membership fee or indebted to the District Association in any way shall be eligible to vote or otherwise participate in the business of the District Association at the Annual General Meeting;

g) No Club Association which is under suspension from the British Columbia Soccer Association shall be eligible to vote or otherwise participate in the business of the District Association at the Annual General Meeting;

h) The order of business at the Annual General Meeting shall be as follows:

Roll Call; Credentials, Minutes; Business Arising; Correspondence; Officer's Reports; Constitutional Amendments; Bylaws; Setting the Annual Membership Fee; Approval of a Budget; Announcement of Club Association representatives; Election of Chair in those years requiring an election of the Chair; Appointment of Auditor; New Business; Adjournment.

24. All District Association meetings, including annual general meetings, shall be governed by Robert Rules of Order

25. Club Association Chair Meetings: Every General Meeting other than an Annual General Meeting is a Special General Meeting, except for a meeting of the Chairs of the member Club Association;

a) The Chair of the Board of the District Association shall call a meeting of the Chairs of the member Club Associations as often as deemed necessary, but no less frequent than once every six (6) months;

b) The business of such meetings is consultative.

26. Chair at Meetings: The Chair of the Board, or in the Chair's absence, the Vice-Chair of the Board, or in the absence of both, one of the other Board members present, shall preside as Chair of a meeting of the District Association.

27. Directors

- a) The business of the District Association shall be conducted by a Board consisting of one (1) delegate, or, in their absence, the alternate delegate, of each member of the Club Association, who shall be put forward by that Club Association for a two (2) year term.
- b) The District Association shall have the following officers: Chair; Vice-Chair; Treasurer; and Secretary. The terms of the Chair, Secretary, Vice Chair, and Treasurer shall be for two (2) years. The Chair and Secretary shall be elected in the even years, and the Vice Chair and Treasurer shall be elected in the odd years. The Vice Chair, Treasurer and Secretary shall be elected from the Club Delegates or Alternates. The Chair need not be an accredited delegate or alternate, however should he or they be a delegate or alternate, the club whose representative is elected to the Chairs position shall replace that delegate or alternate
- c) The term of office for a director of the District Association shall commence thirty (30) days after the date of the Annual General Meeting and shall continue for a period of two (2) years from that date
- d) The directors will determine among themselves which member will be responsible to attend to whatever function the Board may deem necessary to be performed.
- e) The Board shall notify all member Club Associations of any vacancy that may occur on the Board; and such vacancy shall be filled by the Club Association who representative has vacated office, within a period of sixty (60) days after the vacancy occurs.
- f) The Board shall meet whenever the Chair deems it necessary, or if instructed to do so by a majority of the Board, but in any case shall meet at least once in every two (2) months.
- g) At all meetings of the Board, 50% + 1 of the members shall constitute a quorum for the transaction of business.
- h) Any member of the board absenting themselves from three (3) consecutive meetings of the Board without just cause, or willfully neglecting their duties to the District Association, may be determined to have forfeited their position on the Board. Such determination shall be made by a majority vote of the Board.
- i) No director of the Board shall vote on any matter directly affecting themselves or any team in which they hold office.
- j) Subject to the *Society Act*, every director is deemed to have assumed office on the express understanding, agreement and condition that every such Director and his or their heirs, executors, administrators and estate respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the District Association From and against all reasonable, as determined by the Board, costs charges and expenses whatsoever which such Director of the District Association sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them or him for or in respect of any deed matter or thing, whatsoever made, done or permitted

by him or their or any other Director or Directors of the District Association in or about the execution of the duties of his or their or their office, and also from and against all other reasonable, as determined by the Board costs charges and expenses which they or he sustains or incurs in or about or in relation to the affairs thereof except as such costs charges or expenses as are occasioned by his or their own willful neglect or default.

k) The duties of the Officers shall include, as follows:

Chair

The Chair shall supervise all activities of the District Association and the work of the Board, and shall chair the meetings. The responsibilities of the Chair shall include oversight duties for, but not be limited to, the following:

- i. Be the general spokesperson of the District Association in all matters, particularly as regards public relations, which responsibility may be delegated;
- ii. In consultation with the Board, appoints committee chairpersons;
- iii. Appoints ad hoc committee chairpersons;
- iv. Provides the membership with an Annual Report of the District Association's activities and the most current annual financial statements; and
- v. Organizes the Board's activities and ensures the Board's decision-making process is effective.

Vice-Chair

The Vice-Chair shall assist the Chair in in all business of the District Association and their supervision of all activities of the District Association and the work of the Board, and shall chair the meetings in the Chair's absence. The responsibilities of the Vice-Chair shall include in assisting with those oversight duties set out for the Chair of the District Association.

Secretary

The Secretary shall assist the Chair in all business of the District Association. The responsibilities of the Secretary shall include oversight duties for, but not limited to, the following:

- i. Be the custodian of all correspondence and minutes;
- ii. Keep the records and any historical data related to the operations of the District Association;
- iii. Record, distribute, publish and/or distribute minutes of meetings of the Board of the District Association and other committees, as required; and
- iv. Other duties as may be periodically defined by the Board for the Secretary.

Treasurer

The Treasurer shall assist the Chair in all business of the District Association. The responsibilities of the Treasurer shall include oversight duties for, but not limited to, the following:

- i. Keeping such financial records as are necessary to comply with the requirements

- of the British Columbia Soccer Association and/or the Society Act of the Province of British Columbia;
 - ii. Rendering financial statements to the Directors, Club Associations and others when required and so appropriate;
 - iii. Collection of fees and other monies owed to the District Association;
 - iv. Preparation of a proposed budget for each fiscal year with input from the Board;
 - v. Be custodian of the financial assets of the District Association; and
 - vi. Other duties as may be periodically defined by the Board for the Treasurer.
28. Removal: A director may be removed from office by special resolution and another director may be appointed, from the Club Association which was represented by the removed director, to serve the balance of the term.
29. Employees
- a) The Board may engage a paid employee as it shall deem necessary. Such a person shall have such authority and responsibility as the Board shall determine.
 - b) The remuneration of any employee of the District Association shall be fixed by the Board. In addition to remuneration of any employee, the Board may authorize the provision of such benefits as pension, life insurance, sickness and accident insurance.
 - c) The Board shall assess the need for and fix the bond requirements of its directors, or employees who have control of the funds of the District Association.
30. No director of the District Association shall be remunerated for being or acting as a director, but a director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the District Association.

PART 6 – DUTIES OF DIRECTORS

30. The Chair shall be the chief executive officer on the District Association, and shall supervise the other officers in the execution of their duties. The Chair shall be responsible for calling meetings of the Board of Directors and of all general meetings of the District Association.
31. The Vice-Chair shall carry out the duties of the Chair during their absence. The Vice-Chair may also have such other responsibilities as may, from time to time be delegated to them by the Chair. If the Chair shall be unable to act as Chair for any reason whatsoever, the Vice-Chair shall be appointed by the Chair or by the Board to assume the full responsibilities of the office of Chair.
32. The Board may appoint a person to be a member of the Board, to perform whatever duties seen fit to assign to that person, for a period of time determined by the Board, however, while such members can participate in any discussion, subject to the direction of the Chair, they can not vote in any business of the Board.
33. The Directors may exercise all the powers and do all acts and things that the District Association 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 District Association in a general meeting. No new bylaw or rule made by the District Association in a general meeting invalidates

a prior act of the Directors that was valid before the bylaw or rule was made.

PART 7 – SEAL AND AUTHORIZED SIGNATURES

34. The signing officers of the District Association shall be the Chair and one or more other authorized directors, to a maximum of four (4), as appointed by the directors.

35. The Directors may provide a common seal for the District Association and may destroy a seal and substitute a new one in its place.

36. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the person prescribed, in the presence of the Chair and one other authorized director appointed by the directors.

37. The District Association is expressly prohibited from borrowing any monies, and, unless expressly approved at a Special Meeting, may not become financially indebted to any entity.

PART 8 – CONSTITUTIONAL AMENDMENTS

38. Amendments to the Constitution and Bylaws:

a) Amendments or addition to the District Association constitution and bylaws may be affected at the Annual General Meeting of the District Association upon a seventy-five percent (75%) affirmative vote of a special resolution to change the Association constitution and bylaws.

b) Notice of motion of the proposed changes or amendments shall be made in writing by March 15th each year to the Chair. Club Associations shall be circulated with copies of all proposed amendments or changes or additions at least thirty (30) days prior to the Annual General Meeting;

c) Proposed amendments or additions to the constitution and bylaws shall only be considered if submitted by a Club Association or by the Board of Director of the District Association:

d) Changes or amendments to this constitution and bylaws may also be made at any time at a General Meeting of the District Association upon a seventy-five (75%) affirmative vote of a special resolution to change the District Association constitution and bylaws. Thirty (30) days notice of motion of any proposed changes or amendments must be give in writing to the Chair of the District Association who shall give each Club Association thirty (30) days notice of such General Meeting together with a copy of the proposed changes or amendments.

PART 9 CLUB ASSOCIATION BOARDS

39. Club Association Boards

- a) No member of a Club Board shall vote on any matter directly affecting themselves or any team or Club in which they hold office.
- b) The books and records of an affiliated Club Association shall be open to inspection by the District Board on demand.

PART 10 AUDITORS

40. Auditors

At the Annual General Meeting, the District Association shall appoint, as its auditors, either a committee of three (3) persons from three (3) different Club Associations, a Chartered Accountant, or Certified General Accountant. They shall hold office for such period as the District Association may determine.

41. Duty of Auditors

The auditors shall make a report to the members of the District Association on the accounts examined by them and on the financial statements presented to the members at a general meeting of the District Association. The report shall state:

- a) Whether or not they have obtained all the information and explanations that they have requested, and
- b) Whether in their opinion the financial statements referred to in the report are properly drawn up so as to represent fairly the financial position of the District Association.

42. Right of Access

The auditors shall have the right of access at all times to all records, documents, books, accounts and receipts of the District Association and are entitled to require from the Directors or Officers of the District Association such information and explanation as may be necessary for performance of their duties as auditors.

43. Attendance at Annual General Meetings

The auditors are entitled to attend any general meeting of the District Association.

44. Eligibility as an Auditor

No Director or Officer, nor any firm of which a Director or Officer is a partner, nor any employee of the District Association shall be an auditor.

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