

Prospect Lake Soccer Club

Constitution And Bylaws



AMENDED OCTOBER, 2018

PROSPECT LAKE SOCCER CLUB

CONSTITUTION

1. The name of the society is the Prospect Lake Soccer Club.
2. The purpose of the society is to:
 - (a) Provide youth with the opportunity to play soccer and with the opportunity to receive quality instruction in the skills and strategy of the game of soccer.
 - (b) Promote and develop adult team soccer.
 - (c) Further the ideals of good sportsmanship, team spirit, responsibility, honesty, loyalty, and respect for others through participation in the game of soccer.

BYLAWS

Article 1 – Interpretation

- 1.1 Definitions - In these bylaws, unless the context otherwise requires:
- (a) “AGM” means the Annual General Meeting or Annual Meeting of the membership.
 - (b) “BCSA” is the British Columbia Soccer Association.
 - (c) “Board of Directors” means the governing body of the Club.
 - (d) “Club” means the Prospect Lake Soccer Club.
 - (e) “Committee” means a person or persons appointed from time to time by the Directors to carry out specified duties.
 - (f) “Director” means any elected or appointed member of the Board of Directors of the Club.
 - (g) “Directors” means the Board of Directors of the Club.
 - (h) “FIFA” is the Federation Internationale de Football Association and is the world body governing soccer.
 - (i) “VISL” is the Vancouver Island Soccer.
 - (j) “LIWSA” is the Lower Island Women’s Soccer.
 - (k) “LISA” is the Lower Island Soccer Association.
 - (l) “Member” shall mean a Regular Member unless otherwise stated.
 - (m) “Officer” means an Executive Officer of the Club and includes the President, Vice-President, Secretary, Treasurer, and Registrar.
 - (n) “Player Member” means any person who has been duly registered to play soccer in Club sponsored programs.
 - (o) “Parent” means the parent or legal guardian of a youth player.
 - (p) “Registered Address” *of a member* means the address of the member as last recorded in the registry of players and members.
 - (q) “Registered Address” *of the Club* is the address of the President or one designated by the President.
 - (r) “Society Act” means the Society Act for the Province of British Columbia as amended from time to time.
 - (s) “Special Resolution” is a resolution passed by a majority of at least seventy-five percent (75%) of the votes of those Members of the Club who, being entitled to do so, vote in person at a meeting of which notice has been given in accordance with these Bylaws as a Special Resolution.

Article 2 – Affiliation

- 2.1 The Prospect Lake Soccer Club (PLSC) shall be affiliated with the Lower Island Soccer Association (LISA), the Vancouver Island Soccer League (VISL), the Lower Island Women Soccer Association (LIWSA), and the British Columbia Soccer Association (BCSA) and subject to the bylaws, rules and regulations of these bodies.
- 2.2 **Charter** - The Club shall maintain a membership in good standing with LISA, BCSA, VISL, and LIWSA.
- 2.3 **Rules and Regulations** - All members of the Club shall abide the Official Playing Rules and Regulations as may be periodically published by FIFA, LISA, BCSA, VISL and LIWSA.
- 2.4 **Club Rules** - The local rules of this Club shall be adopted by the Board of Directors at a meeting to be held not less than one month previous to the first scheduled game of the season and these rules shall not conflict with the Rules and Regulations set by BCSA, LISA, VISL and LIWSA.
- 2.5 **Other Programs**. By seventy-five (75%) majority vote of the Board of Directors at a meeting to which specific prior notice has been given, the Club may affiliate itself with any other organization carrying out the same or similar objectives. Prior to such affiliation being finalized, approval to be associated with such other organization must also be passed by seventy-five (75%) majority vote at a special meeting of the Members called for that purpose.

Article 3 – Membership

- 3.1 Every member shall uphold the constitution and comply with these bylaws.
- 3.2 **Eligibility** - Any person sincerely interested in participation to effect the purposes of this Club may apply to become a member.
- 3.3 **Classes** - There shall be the following classes of members:
- (a) **Youth Player Members** – Any player candidate meeting the youth requirements of LISA shall be eligible to compete for participation but shall have no rights, duties or obligations in the management or in the property of the Club.
 - (b) **Adult Player Members** – Any player candidate meeting the requirements of VISL or LIWSA shall be eligible to compete for participation.
 - (c) **Regular Members** – Parents or guardians of each Youth Player Member, and Adult Player Members shall be considered a Regular Members upon payment of annual registration fee for that player. In addition, any person actively interested in furthering the purposes of the Club may also become a Regular Member upon election or upon appointment by the Board of Directors. All Officers, Board Members, Committee Members, Managers, Coaches and other elected or appointed officials must be Regular Members in good standing in order to participate in the Club.

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- (d) **Honorary Members** – Honorary members will be those persons whom the Directors by resolution may see fit to so honour. Honorary members shall not be entitled to vote and shall not be included in a count for any quorum. Honorary members shall be entitled to notices of meetings of the Club but they shall not be required to pay the annual membership dues. An Honorary Member may become a Regular Member pursuant to the provisions of 3.3.c of these Bylaws.
- (e) **A list of Members** shall be maintained by the Registrar. Any question as to a person's membership for the purpose of attending or voting at any meeting shall be conclusively determined by whether or not such person is shown on the list of members as a member, and is a member in good standing.
- (f) On being admitted to membership, a member may request, and receive without charge, a copy of the Constitution and Bylaws of the Club.
- 3.4 **Suspension or Termination.** Membership may be terminated by resignation or by action of the Board of Directors.
- (a) The Board of Directors, by three-quarters (3/4) vote of the Board at any duly constituted meeting, shall have the authority to discipline or suspend or terminate the membership of any Member of any class when conduct of such person is considered to be detrimental to the best interests of the Club, of BCSA, of LISA, of VISL, or LIWSA. The Member involved shall be notified of such meeting, informed of the general nature of the charges and given an opportunity to appear at the meeting to answer such charges.
- (b) The Board of Directors shall, in the case of a Player Member, give notice to the Manager of the team of which the player is a member. Said Manager shall appear, in the capacity of an advisor, with the player before a duly appointed committee of the board of directors, which shall have full power to suspend or revoke such player's right to future participation. In the case of a Youth Player Member the parent or legal guardian shall have the right to attend the meeting and be given the opportunity to speak.
- (c) A Member ceases to be a Member when that Member ceases to be in good standing. 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 him or her to the Club, and he/she is not in good standing during the term of his or her suspension pursuant to 3.4 a & b.

Article 4 – Player Registration Fees

- 4.1 **Fees** - Annual registration fees for players shall be set by the majority of the board of directors. Individual cases of hardship will be dealt with by the President and Registrar.

Article 5 – Meetings of Members

5.1 General Meetings

- (a) Every general meeting, other than an Annual General Meeting, is an extraordinary general meeting.
- (b) General meetings of the Club may be called by the Board of Directors or by the Secretary or President at their discretion or upon the written request of sixty (60) members of the Club or ten percent (10%) of the members of the Club, whichever is less and such meeting will be held within forty-five (45) days of a request being made for such meeting.

5.2 Annual General Meeting - The Annual General Meeting of the members of the Club shall be called by the Directors, and must be held within 90 days of the fiscal year-end. At any Annual General Meeting the following must be transacted:

- (a) The consideration of financial statements
- (b) The report of the directors
- (c) The report of the auditor
- (d) The budget for the coming year
- (e) The election of the directors
- (f) The appointment of the auditor(s)
- (g) Such other business as under these by-laws ought to be transacted at an Annual General Meeting or business which is brought under consideration by the report of directors issued with the notice convening the meeting.

5.3 Notice of General Meeting

- (a) Notice of a general meeting shall be mailed or otherwise delivered to each member. The Club shall give not less than twenty-one (21) days written notice of a general meeting of the Club to its members and the notice shall specify the place, time, date and purpose of the meeting.
- (b) No person is entitled to receive a written notice of a general meeting unless the person is:
 - (i) Regular member in good standing of the Club on the day notice is given;
 - (ii) The auditor(s) of the Club; or
 - (iii) An Honorary member
- (c) The accidental omission to give notice of a general meeting to or the non-receipt of a notice by any of the members entitled to receive notice does not invalidate the proceedings of that meeting.

5.4 Quorum

- (a) The presence in person of twenty (20) members shall be necessary to constitute a quorum.

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- (b) No business other than the election of a Chair and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present.
 - (c) If at any time during the meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (d) If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the meeting, if convened on the request of the members, shall be terminated; but in any other case it shall 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 thirty (30) minutes from the time appointed for the meeting the members present shall constitute a quorum.
- 5.5 **Voting** - Only Regular Members shall be entitled to vote at any general meeting of the Club. Voting shall be by show of hands, or by ballot if members so determine. All members shall be entitled to one (1) vote each, and in the event of an equality of votes, the Chair shall not have a second or casting vote in addition to the vote to which he or she is entitled as Chair and the proposed resolution shall not pass. Voting by proxy is not permitted.
- 5.6 **Rules of Order** - “Parliamentary Procedure at a Glance” by O.Garfield Jones shall govern the proceedings of all meetings, except where same conflicts with the Constitution of By-laws of the Club.
- 5.7 **Chair** - The President, the Vice-President, or in their absence, a director shall preside as chair of a general meeting. If the President, Vice-President or a director is not present or able to act as chair, the Members present shall choose one of their number to be chair.

Article 6 – Board of Directors

6.1 Authority of Directors

- (a) The directors may exercise all the powers and do all acts and things that the Club may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Club in a general meeting, but subject, nevertheless, to:
 - (i) All laws affecting the Club
 - (ii) These by-laws; and
 - (iii) Rules, not being inconsistent with these by-laws, which are made from time to time by the Club in a general meeting.
- (b) No new rule made by the Club in a general meeting invalidates a prior act of the directors that was valid before the rule was made.
- (c) One district representative for each of girls, boys, mens and women’s soccer shall be ex-officio members of the board of directors.

6.2 Nominating Committee

- (a) Nominations for the Board of Directors may be made by any member provided that notice in writing of the nomination, together with the nominee's acceptance in writing, is submitted to the Secretary not less than fourteen (14) days prior to the date of the Annual General Meeting.
- (b) The nominations of the Nominating Committee and those by members, without distinction between them, shall be posted at prominent locations at all Prospect Soccer Club field locations at least ten (10) days prior to the Annual General Meeting.
- (c) At the Annual General Meeting, no distinction shall be made or in any way referred to between persons nominated by the Nomination Committee and those nominated by members

6.3 Number and Election or Appointment of Directors

- (a) The board of directors shall comprise not more than fourteen (20) elected members and no fewer than eleven (5) elected members.
- (b) At the Annual General Meeting, an election shall be held for those seats vacant on the board of directors.
- (c) There shall be one election for all vacant seats, and each member present shall have one vote for each vacant seat.
- (d) In the event of an equality of votes, the winner will be decided by drawing straws.
- (e) When an election is required for seats for differing lengths of term, the candidate receiving the most votes shall receive the longest term with the rest of the terms of office being awarded in decreasing order in accordance with the numerical count of votes.

6.4 Advisory Directors

- (a) The directors may, at their discretion, appoint for a one (1) year term a person, or persons as advisory director(s) of the Club. Such directors shall assume all the rights, privileges and obligations of elected directors.
- (b) The advisory director(s) shall be appointed by unanimous consent of the directors.
- (c) A maximum of two Advisory directors shall sit on the board at any one time.

6.5 Vacancy - If any vacancy occurs among the directors during their term of office, or if a director resigns or is expelled, the directors shall be a liberty to appoint a member to fill the vacant seat and the member so appointed shall remain a director until the next annual general meeting of the Club, at which meeting there shall be an election to fill the vacancy for the balance of the term.

6.6 Terms of Directors - Subject to section 6.7 below, the term of office of each Director's seat shall be for two (2) years, expiring on the day after the annual general meeting, or until their successors are appointed or elected, provided that as nearly as possible, one half (1/2) of the directors shall retire in rotation each

year. Each retiring director shall be eligible for reelection. No Director shall serve more than six (6) consecutive years unless agreed to by Special Resolution.

- 6.7 **Holding Office** - All directors shall hold office for the term stated in the preceding paragraph unless:
- (a) They cease to be a member of the Club
 - (b) Their resignations have been tendered in writing and accepted by the directors
 - (c) They are removed for cause by resolution passed by a majority of not less than three quarters (3/4) of the directors.
 - (d) They are absent without reasonable cause from three consecutive directors meetings, or
 - (e) They are appointed or elected to fill an unexpired term as set out in paragraph 6.5

Article 7 – Officers and Directors Duties and Powers

7.1 General

- (a) The Club shall have the following officers:
 - President
 - Vice-president
 - Secretary
 - Treasurer
 - Registrar
- (b) These officers shall be elected annually from and by the Directors within seven (7) days following the Annual General Meeting.
- (c) The remaining Directors of the Club shall carry out duties as may be periodically selected by, or assigned to them during their term in office.
- (d) Any officer or director may be removed from office for cause prior to the expiration of the officer's or director's term by resolution passed by a majority of not less than three quarters (3/4) of the Directors.

7.2 President of the Board of Directors

- (a) The President shall preside at all meetings of the Club.
- (b) The President is the Chief Officer of the Club and shall supervise the other officers and directors in the execution of their duties.
- (c) The President shall conduct the affairs of the Club and execute the policies established by the Board of Directors as may be periodically defined in the Club Standing Orders.

- 7.3 **Vice-President** - The Vice-President shall carry out the duties of the President in the absence of the President and other such duties as may be periodically defined in the Standing Orders.

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- 7.4 **Secretary** - The Secretary shall be responsible for:
- (a) Issuing notices of meetings of the Club and Directors
 - (b) Keeping minutes of all meetings of the Club and Directors
 - (c) Custody of all records and documents of the Club except required to be kept by the Treasurer
 - (d) Custody of the common seal of the Club
 - (e) All correspondence of the Club
 - (f) Performing all other duties as normally fall to such office or as may be periodically defined in the Club Standing Orders.
- 7.5 **Treasurer** - The Treasurer shall be responsible for:
- (a) Keeping such financial records, including books of accounts, as are necessary to comply with the Society Act
 - (b) Rendering financial statements to the Directors, members and others when required
 - (c) The collection of fees and other monies owing the Club
 - (d) Preparing a balance sheet and statement of revenue and expenditure annually and at any other time when required by the Directors to do so
 - (e) Any other such duties as may be periodically defined in the Club Standing Orders.
- 7.6 **Registrar** - The Registrar shall be responsible for:
- (a) Maintaining a complete record of all youth and adult players who have applied to become members of the Club
 - (b) Any other such duties as may be periodically defined in the Club Standing Orders

Article 8 – Proceedings of Directors

8.1 Meetings of Directors

- (a) The Directors shall meet at least monthly during the playing season, and as required in the off season, and may regulate their meetings and proceedings, as they see fit.
- (b) The Directors shall meet at the call of the President, Vice-President or any four (4) of the Directors. Five (5) clear days notice of any meetings shall be given to all Directors provided that notice may be dispensed with if at least three quarters (3/4) of the Directors shall waive in writing the giving of such notice.
- (c) “Meeting” shall include telephone conference and other electronic meetings, provided reasonable attempts have been made to contact all Directors and a majority of those Directors participate.
- (d) Notices may be provided to Directors by way of electronic transmissions.

- (e) The President, or in his (her) absence the Vice-President, shall Chair all meetings of the Directors, but if neither are present the Directors may choose one of their members to be Chair of the meeting.
- (f) The quorum at any Directors meeting shall be a majority of the Directors, including any Advisory Directors but excluding any ex-officio members of the Board of Directors.

8.2 Voting

- (a) The President of the Board of Directors has a vote but will normally remain neutral and will not exercise the right to vote until such time as the President, in his/her sole discretion, may deem it vitally important to vote for the good of the Club.
- (b) Voting by Proxy is not permitted.
- (c) Motions arising at a meeting of the Directors shall be decided by a majority vote of not less than two-thirds (2/3) of the Directors present.
- (d) Each Director shall have one vote.
- (e) An ex-officio member of the Board of Directors shall have no vote but shall be entitled to receive notices of all meetings of Directors.

8.3 Indemnity of Directors

- (a) Subject to the provisions of the Society Act, each Director or officer of the Club shall be indemnified by the Club against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been an officer or director of the Club except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duty as an officer or director. "Derelict" shall mean grossly negligent, criminally negligent or intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Club.
- (b) The Directors may cause the Club to purchase and maintain insurance for the benefit of any person who is serving as a Director, officer, employee or agent of the Club and their heirs and personal representatives, against any liability incurred by such persons.

8.4 Committees

- (a) The Directors may appoint committees as they think fit.
- (b) A committee so appointed may use the name of the Club and shall follow any rules imposed upon it by the Directors. A committee shall be advisory to the Directors and report to the Directors on a timely basis.
- (c) The Directors shall have the authority to appoint and remove the Chair and members of any committee.

8.5 Resolutions

- (a) A resolution proposed at a Directors meeting or at a committee meeting

must be seconded and the Chair of a meeting may propose the resolution.

- (b) A resolution in writing signed by all Directors and placed within the minutes of the Directors meetings is as valid and effective as if it were regularly passed at a meeting of the Directors.

Article 9 – Managers and Coaches

- 9.1 Team Managers and Coaches shall be appointed annually by the President, with the approval of the Board of Directors, and shall be responsible for their teams and for their actions on the field.
- 9.2 Team Managers and Coaches may have other duties and obligations periodically defined in Club Standing Orders.

Article 10 – Financial and Accounting

- 10.1 The Board of Directors shall decide all matters pertaining to the finances of the Club and it shall place all income in a common Club Treasury, directing the expenditures of the same in such manner as will give no individual or Club team an advantage over those in competition with such individual or team.
- 10.2 Teams wishing to raise extra funds for special events, equipment or travel must first seek approval of the Board of Directors according to Club Policy. The Board decision on such applications will be final.
- 10.3 The Board will determine the level of financial assistance to be provided to any team for special events in each year.
- 10.4 No Director, Officer or Member shall be remunerated for being or acting as a Director, Officer or Member but may be reimbursed for all expenses necessarily and reasonably incurred while engaged in affairs of the Club.
- 10.5 All monies received other than amounts approved under 10.2 shall be deposited to the credit of Prospect Lake Soccer Club and all disbursements shall be made by cheque requiring two (2) signatures. The President, the Treasurer and two (2) other Directors shall be authorized to sign cheques. Subject to direction by the Board of Directors, cheques must be signed by:
 - (a) The President and the Treasurer; or
 - (b) One (1) of the President or the Treasurer, countersigned by one (1) Director from the group of two (2) (other than the President and the Treasurer) authorized to do so by the Board.
- 10.6 The fiscal year of the Club shall begin on the first day of January and shall end on the last day of December in the same year.
- 10.7 Borrowing Powers. The Directors may from time to time on behalf of the Club borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit. The Club borrowing must be approved by special resolution.
- 10.8 Expenditures. The President and the Treasurer shall submit a budget to the Board of Directors for approval each year. Any expenditures required and not previously

included in the budget may be approved by a majority of the Executive Committee on an emergency basis up to a maximum of \$500.00. Any expenditures over \$500.00 must be approved by the Board.

Article 11 – Auditor

- 11.1 Auditor(s) - The Club shall appoint either a committee of three Members or a Chartered Accountant or Certified General Accountant to act as Auditor or Auditors of the Club accounts and they shall hold office for such period as the Club may determine.
- 11.2 Duty of the Auditor(s) - The Auditor(s) shall make a report to the members of the Club on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Club at a General Meeting during their tenure of office and the report shall state:
- (a) Whether or not they have obtained all the information and explanations they have required; 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 Club as at the date of the balance sheet and the result of its operations for the year then ended in accordance with the generally accepted accounting principles applied on a consistent basis.
- 11.3 The Auditors of the Club shall have the right of access at all times to all records, documents, books, accounts and vouchers of the Society and are entitled to require from the Directors of Officers of the Club such information and explanation as may be necessary for performance of their duties as Auditors.
- 11.4 The Auditors of the Club are entitled to attend any meeting of the Members of the Society at which time any accounts that been examined or reported on by them are to be laid before the Members for the purpose of making any statement or explanation they desire with respect to the accounts and notice of such meeting shall be given to the Auditors.
- 11.5 The rights and duties of the Auditors of the Club shall extend from the date of the last financial statements reported on by the Club's Auditors.
- 11.6 Persons ineligible to be an Auditor - No Director, nor any firm of which a Director is a partner, nor any employee of the society, shall be the Auditor(s).

Article 12 – Amendments

- 12.1 These By-Laws shall not be altered or added to except by special resolution.

Article 13 – Clauses contained in the previous Constitution

- 13.1 Upon dissolution of the society, the assets which remain after payment of all charges and expenses which are properly incurred in winding up shall be assigned and distributed to such organizations as may be involved in the game of soccer, or to such charitable organization or organizations as may be determined by the full members of the society at the time of dissolution. This provision was previously unalterable.