



WEST VANCOUVER SOCCER CLUB
Annual General Meeting
May 26, 2014

SPECIAL RESOLUTIONS TO REVISE THE CURRENT BYLAWS

The following special resolutions are being presented to revise the current Bylaws (last revised July 2010) in order to support more effective governance and operational activity for the club. The special resolutions represent the substantive changes being proposed, including a change in the make-up of the Board of Directors and all related Bylaws, and the establishment of several Standing Committees.

Special resolutions to change the Bylaws require a 75% majority of votes registered at the meeting in order to be accepted.

RESOLUTION #1 – ORGANIZING AND RE-ORDERING OF BYLAWS

MOTION: to reorganize and re-order the current and proposed Bylaws for improved clarity. The applicable revised headings and proposed order are:

PART 4: BOARD OF DIRECTORS

1. Composition
2. Duties of Individual Directors
3. Responsibilities of the Board
4. The Executive Committee
5. Committees of the Board
6. Director Terms and Election of Directors
7. Proceedings of Directors
8. Removal of Directors and Vacancies on the Board

PART 5: COMMITTEES

1. Standing Committees
2. Ad Hoc Committees

PART 6: MEETINGS OF MEMBERS

1. Quorum
2. Annual General Meetings
3. Extraordinary General Meetings

PART 7: VOTING

PART 8: GENERAL

PART 9: FINANCIAL MANAGEMENT

PART 10: INSPECTION OF BOOKS AND RECORDS

PART 11: AUDITOR

PART 12: REGISTRATION, FEES, SUSPENSIONS AND APPEAL PROCEDURES

PART 13: CONSTITUTION AND BYLAWS



RESOLUTION #2 - THE COMPOSITION OF THE BOARD OF DIRECTORS

Current Bylaws

Part 4: Board of Directors

1. Composition (page 6)

The business of the Club shall be conducted by a Board composed of a maximum of 24 members, who shall be elected for a term of two (2) years. Half of these members shall be elected in even numbered calendar years, while the remaining half shall be elected in odd numbered calendar years.

There shall be no more than three (3) directors affiliated with a single team.

MOTION: To revise the structure of the Board of Directors to the following:

PART 4: BOARD OF DIRECTORS

a. Composition

- a. The business of the Club shall be conducted by a Board composed of 11 Directors, each of whom shall be elected for a 2 year term. . Half of these members shall be elected in even numbered calendar years, while the remaining half shall be elected in odd numbered calendar years.
- b. The Directors shall elect a President from among the Directors as a whole.
- c. The remaining Directors shall be appointed by the President to specific roles on the Board, as follows:
 - i. Vice President Operations
 - ii. Vice President Technical
 - iii. Secretary
 - iv. Treasurer
 - v. Director Divisional Play
 - vi. Director Development Programs
 - vii. Director Adult Programs
 - viii. Director Communication and Promotion
 - ix. Director Revenue Generation
 - x. Director Facilities and Equipment

RESOLUTION #3 – THE COMPOSITION OF THE EXECUTIVE COMMITTEE

Current Bylaws

PART 4: BOARD OF DIRECTORS

1. Composition (3rd and 4th paragraphs - page 6)

The Board of Directors shall elect from among their members an Executive Committee, comprising the President, Vice President, Secretary, Treasurer, Divisional Boys Coordinators and Divisional Girls Coordinators.

The Executive Committee shall have the powers of the Board of Directors between meetings of the Board and shall carry on the affairs of the Club subject always to review by the Board of Directors to which it shall report regularly.

2. Election of Executive Committee Members

Members of the Executive Committee shall be elected by the directors at a Board of Directors meeting immediately following the Annual General Meeting of the members.

MOTION: To revise the structure of the Executive to the following:

PART 4: BOARD OF DIRECTORS

4. The Executive Committee

- a. The Executive Committee shall include the following Directors:



- i. President
 - ii. Vice President Operations
 - iii. Vice President Technical
 - iv. Secretary
 - v. Treasurer
 - vi. Director Divisional Play
- b. The Executive Committee shall have the powers of the Board of Directors between meetings of the Board and shall carry on the affairs of the Club subject always to review by the Board of Directors to which it shall report regularly.
- c. The Directors on the Executive Committee are the Officers of the Society.

RESOLUTION #4 – DUTIES OF DIRECTORS

Current Bylaws:

PART 4: BOARD OF DIRECTORS

3. Duties (page 7 – 8)

(a) President

Shall preside at all meetings and shall act as the official representative of the Club. He shall co-ordinate all Club activities including setting of the Annual General Meeting, Board meetings, emergency meetings and any disciplinary meetings. He shall co-sign cheques, and will act as the official liaison for the Club.

(b) Immediate Past President

Shall be an ex-officio member of the Board and will act in an advisory capacity to the incoming Board.

(c) Vice President

He will assist the President in carrying out the operations of the Club, and act in his absence. He shall assist the Coordinators and other Directors as required.

(d) Treasurer

Shall be responsible for all moneys handled by the Club, maintain permanent financial records including books of account necessary to comply with the Society Act and report to all Board meetings. He shall prepare and present a financial statement at the Annual General Meeting and any interim statements as may be required by the President or the Board of Directors. Assisted by the Registrar, and other committees' chairpersons, he shall draw up the annual budget, recommend fees for members and teams, approve any expenses above budget, co-sign all cheques and pay all bills in a timely manner. He shall be the Club contact for banking institutions.

(e) Secretary

Shall attend Board meetings keep a complete record of all minutes, business transacted, and correspondence. He will assist the President or other Directors in the performance of their duties as may be assigned by the President. The Secretary will have custody of all records and documents of the Club except those required to be kept by the Treasurer.

MOTION: To revise the general duties of the Directors to represent the proposed roles in the new structure:

PART 4: BOARD OF DIRECTORS

b. Duties of Individual Directors

- a. President - shall preside at all meetings and act as the official representative of the Club. The President shall lead the Board in the direction of all Club activities. The President shall call the Annual General Meeting, Board meetings, Executive Committee meetings, emergency meetings and any disciplinary meetings.
- b. Vice President Operations - is a senior Director in the Club and has general responsibility for administrative and operational areas of work, will assist the President in carrying out the operations of the Club, and act in the President's absence.
- c. Vice President Technical - is a senior Director in the Club and has general responsibility for technical and game development areas of work, and will assist the President as requested.



- d. Secretary - provides support to association and Board meetings, and oversees records management for the Club.
- e. Treasurer - provides leadership for the financial management of the Club.
- f. Director Divisional Play - leads the management of Divisional team play for the Club.
- g. Director Developmental Programs - provides leadership and support for the development programs in the Club.
- h. Director Adult Programs - Provides leadership and support to the adult teams within the Club.
- i. Director Communication and Promotion - oversees the development and implementation of communication and promotion activities for the Club.
- j. Director Revenue Generation - leads the Club's activities in bringing in revenue in addition to member registration, program fees and investment income.
- k. Director Facilities and Equipment - oversees club liaison with the District of West Vancouver regarding existing or new facilities, and oversees the purchase and maintenance of equipment owned or rented by the club.

RESOLUTION #5 – RESIGNATION OF DIRECTORS

MOTION: to add a Bylaw specifying the process for a Director to resign prior to the expiration of their Term of Office

8. Removal of Directors and Vacancies on the Board

- a. Any Director may resign during their term of office for personal reasons. They must submit a letter of resignation to the President, or if the President is resigning, to the Vice President Operations. The resignation shall be effective immediately upon confirmed receipt of the letter, or at a later date mutually agreed upon by the resigning Director and the President or Vice President Operations.

RESOLUTION #6 – CLARIFYING VACANCIES ON THE BOARD

Current Bylaw:

PART 4: BOARD OF DIRECTORS

1. Composition

5. Removals and Vacancies

- a. Any Director failing to attend four consecutive meetings of the Board without just cause shall cease to be a Board member and may be removed from their position.*
- b. Any vacancy on the Board of Directors, other than the positions of President and Immediate Past President, created by a member resigning or being removed, suspended or expelled may be filled for the balance of the term by appointment by a majority vote of the remaining Board of Directors.*
- c. A Presidential vacancy shall be filled from within the existing Board of Directors.*
- d. The Board of Directors may, by a 75% majority, remove suspend or expel a member of the Club for just and reasonable cause from any position of responsibility within the Club.*

MOTION: To remove the possibility that a suspended Directors is replaced by appointment, as the suspension may be time specific or could be lifted after appeal or other consideration:

8. Removal of Directors and Vacancies on the Board

- d. The Board may suspend a Director before the expiration of his term by a vote of two thirds of the other Directors present at a meeting. Suspension of a Director does not create a vacancy on the Board.
- e. A Presidential vacancy shall be filled from within the existing Board of Directors.



f. Any vacancy on the Board of Directors, other than the position of President, created by a member resigning or being removed, may be filled for the balance of the term by appointment by a majority vote of the remaining Board of Directors. The appointee does not have to be a current member of the Board of Directors.

RESOLUTION #7 – COMMITTEES

Current Bylaws:

PART 4: BOARD OF DIRECTORS

4. Committees (page 8)

- a. *The Board of Directors may, at its discretion, appoint special committees from the Board of Directors members and from the membership to handle various affairs of the Club. A Board appointed Director of the Club shall chair each committee. These committees shall meet as required. If requested by the Directors, committees shall be required to maintain formal records of their meetings.*
- b. *A Disciplinary Committee, as may be required, shall be formed at the call of the President. Such committee will consist of any 3 members in good standing who in the opinion of the Board do not have a specific connection to the individual or team subject to disciplinary action.*

Proceedings of the Directors (page 12)

- e. *(i) The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name the committee.*
(ii) 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 after it has been done
(iii) The chairman of the committee shall be the director who has delegated his/her duties to the committee: however, if the director so chooses, the chairman may be elected by the members of the committee.
(iv) Subject to directions of the directors, a committee shall determine its own procedure.
(v) The members of a committee may meet and adjourn as they think proper
(vi) If no chairman is elected, or if at a meeting the chairman is present within 30 minutes after the time appointed for holding the meeting, the members of a committee shall by majority vote elect one of their number as chairman for purposes of that meeting.

MOTION: To provide new references for “Committees of the Board”, Standing Committees” and “Ad Hoc Committees”, and to specify the Standing Committees that will be struck as part of the new governance structure for the Club. Applicable Terms of Reference will be developed for all committees and incorporated into Club Policies, and will include the following information:

- Committee Purpose
- Committee Membership
- Terms of Committee Membership
- Scope of Responsibility
- Accountability

PART 4: BOARD OF DIRECTORS

- 5. Committees of the Board
The Board shall strike Committees of the Board from time to time as deemed necessary to support the work of the Board.
- 7. Proceedings of Directors
g. Committees of the Board should meet at least once per year, at the call of their designated Chair.



PART 5: COMMITTEES

1. Standing Committees
 - a. The Board may recommend to a Members Meeting by special resolution, the creation of Standing Committees of the Club.
 - b. The initial Terms of Reference for a Standing Committee will presented by ordinary resolution, and thereafter be policy of the Club.
 - c. Approved Standing Committee of the Club are:
 - i. Technical Committee
 - ii. Divisional Play Committee
 - iii. Communication and Promotion Committee
 - iv. Revenue Generation Committee
 - v. Facilities and Equipment Committee
2. Ad Hoc Committees
 - a. The Board may, from time to time, strike Ad Hoc Committees. Such committees will have Terms of Reference approved by the Board and shall be disbanded when their specific task or tasks have been completed.
 - b. A Disciplinary Committee, as may be required from time to time, shall be formed at the call of the President. Such committee will consist of any 3 members in good standing who in the opinion of the Board do not have a specific connection to the individual or team subject to disciplinary action. Such committees must adhere to the Club's Disciplinary policies.

RESOLUTION #8 – CALLING MEETINGS AND THE QUORUM FOR MEETINGS OF THE BOARD AND EXECUTIVE COMMITTEE

Current Bylaws:

PART 4: BOARD OF DIRECTORS

Proceedings of Directors (page 11)

- a. The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone or telephone conference call.*
- b. A director may at any time and the secretary, on the request of a director, shall convene a meeting of the directors*
- c. The directors may for time to time fix the quorum necessary for the transaction of business, and unless fixed, the quorum shall be eight (8) of the directors then in office. Directors participating by telephone or telephone conference call shall be considered part of the quorum*

MOTION: To state the requirements for calling meeting and required quorums based on the new structure:

7. Proceedings of Directors

- a. The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings, in whole or in part, by telephone or telephone conference call. Directors should be given at least 14 days' notice of all meetings.
- b. The President shall call a meeting of the Board a minimum of four times per year.
- c. Other Directors may at any time request that the President call additional meetings of the Board.
- d. At all meetings of the Board, seven (7) of the elected Directors shall constitute a quorum. Directors participating by telephone or telephone conference call shall be considered part of the quorum.
- e. The Executive Committee should meet at least two times per year, and may meet more often, at the call of the President.
- f. At all meetings of the Executive, four (4) of the Committee members shall constitute a quorum.



RESOLUTION #9 – QUORUM FOR MEETINGS OF THE MEMBERS

Current Bylaw:

PART 5: MEETINGS OF MEMBERS

1. Annual General Meetings

d A quorum shall be a clear majority of the Board of Directors plus at least 1 of the remaining members.

MOTION: To provide more accountability to members by increasing the General Meeting quorum requirement and to stipulate that the quorum applies to all general meetings, not just the Annual General Meeting.

PART 6: MEETINGS OF MEMBERS

1. Quorum

The quorum at all general meetings shall be a clear majority of the Board of Directors plus at least 10 other members in good standing.

RESOLUTION #10 – ORDER OF BUSINESS AT THE ANNUAL GENERAL MEETING

MOTION: to add “Resolutions” to the Order of Business at an AGM.

2. Annual General Meetings

c. The order of business at the Annual General Meeting shall be:

- i. Call to order
- ii. Introductions
- iii. Minutes of the last Annual General Meeting
- iv. President’s Report
- v. Treasurer’s Report
- vi. Directors Reports
- vii. Resolutions
- viii. Unfinished Business
- ix. New Business
- x. Nominating Committee Report
- xi. Elections
- xii. Adjournment

RESOLUTION #11 – FINANCES

MOTION: To move all current Bylaws about Finances or expenses into the re-named “Financial Management” section of the Bylaws, and to make the following revisions:

Clause 1: Add a reference to the required Gaming Account

Clause 3: Add a Bylaw to stipulate the development and timing for the annual budget

Clause 5.d: reference expenses over \$1,000 and outside the approved budget as requiring additional Board approval

Clause 10: to add the Vice President Operations as the 3rd signing officer for the club

Clause 11: to specify the 12 month period of the fiscal year, rather than just the end date

PART 9: FINANCIAL MANAGEMENT

1. The Directors shall ensure the Club has at least one account with a chartered bank, credit union or trust company for the deposit of funds and operation of the Club, and a separate account for monies received



through provincial Gaming.

2. The Treasurer, on behalf of the Club and with the oversight of the Board of Directors, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of
 - a. all money received and disbursed by the Club and the manner in respect of which the receipt and disbursement took place.
 - b. every asset and liability of the Club;
 - c. every other transaction affecting the financial position of the Club.
3. An annual Budget for the next fiscal year shall be developed by the Treasurer and President, with input from Directors, Committee Chairs and staff as required, and shall be presented to the Board of Directors for their consideration no later than January 31 of the previous fiscal year. The budget should be approved no later than May 31st each year.
- 4. Player Fees**
 - a. It shall be the responsibility of the Board of Directors to set the Fee Schedule for each playing season in the coming year.
- 5. Current Operating Account**
 - a. A current operating account shall be maintained in any Canadian chartered bank, credit union or trust company as designated by the Directors. All current operating receipts received by the Club shall be deposited in this account out of which normal operating expenses shall be paid.
 - b. Special accounts may be created for specific purposes at the discretion of the Board of Directors.
 - c. At each Board meeting, the Treasurer shall present details of all revenues and expenditures to the Directors for their approval.
 - d. Outside of the approved budget, the President or Treasurer shall not make or commit any expenditure in excess of an amount of \$1000.00 without prior approval of the Board.
- 6. Savings and Trust Account**
 - a. The Treasurer, with approval of the Directors, shall maintain savings and trust accounts as may be required by the Club.
 - b. The Directors shall ensure that all conditions of deposit are adhered to, and shall approve all expenditures or withdrawals related to savings and trust accounts.
 - c. The Treasurer, with approval of the Directors, shall be empowered to invest any excess funds of the Club in securities designated by the "Trustee Act".
7. In order to carry out the purposes of the Club, the Directors may, on behalf of and in the name of the Club, raise or secure the payment or repayment of money in such manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
8. No debenture shall be issued without the sanction of a special resolution.
9. The members may by special resolution restrict the borrowing powers of the directors, but a restriction so imposed expires at the next Annual General meeting.
10. The signing authorities of any bank accounts or financial papers shall be the President, the Vice President Operations and the Treasurer.
11. The fiscal year for the Club shall be April 1st through to March 31.
12. 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/her while engaged in the affairs of the Club, providing only that such expenses have been approved in advance by the treasurer or other financial officer acting under authority of the directors.
 - a. In a case where a director has incurred expenses which have not been approved in advance by the treasurer or other financial officer acting under authority of the directors, such director may yet be reimbursed for all expenses incurred by him/her while engaged in the affairs of the Club, providing that



the board of directors finds the expenses to have been necessarily and reasonably incurred.

- b. No member who receives compensation from the Club for services to the Club shall be a director, other than paragraph (a) above or incidental compensation as a game official (such as a referee or linesman).

RESOLUTION #12 – PROVISION OF CONSTITUTION AND BYLAWS TO MEMBERS

Current Bylaw:

PART 12: BYLAWS

A. After being admitted to membership, a member is entitled to and the Club shall give him a copy of the Constitution and Bylaws of the Club upon paying the sum of \$10.

MOTION: To revise the amount charged to a member for a copy of the Constitutions and Bylaws to adhere to the current BC Society Act, and to provide a free copy through the Club website:

PART 13: CONSTITUTION AND BYLAWS

1. After being admitted to membership, a member is entitled to a copy of the Constitution and Bylaws of the Club. The Club will direct the member to the appropriate location on the club website, or provide a printed copy of the current Constitution and Bylaws upon payment by the member of \$1.

RESOLUTION #13 – NOTICE OF SPECIAL RESOLUTIONS FOR MEMBERS

Current Bylaws:

PART 5: VOTING

5. Members may propose Constitutional Amendments to the Annual General Meeting providing the current Board has been notified in writing 30 days prior to the date of the Annual General Meeting.

MOTION: To meet the definition of a “Special Resolution” as described in the BC Society Act, to improve clarity of process and to increase accountability to members by adding a requirement of 14 days’ notice for any Special Resolution being presented at a general meeting.

PART 13: CONSTITUTION AND BYLAWS

2. Members may propose Constitutional Amendments for the Annual General Meeting or an Extraordinary General Meeting providing the current Board has been notified in writing 30 days prior to the date of the general meeting.
3. This Constitution and Bylaws shall not be altered or added to except by special resolution. The Special Resolutions shall be posted by the Board for members on the Club website and/or be available through email at least 14 days prior to the applicable Annual or Extraordinary General Meeting.

RESOLUTION #14 – APPROVAL OF REVISED BYLAWS

MOTION: That the membership of West Vancouver Soccer Club approve these revised Bylaws at the May 26, 2014 Annual General Meeting, and that the revised Bylaws will be in effect upon filing with the Registrar, in accordance with the BC Society Act (23.1.a).