



West Van FC
Bylaws
(2020-21)

BYLAWS

WEST VANCOUVER FOOTBALL CLUB

PART 1 DEFINITIONS

1. Interpretation

In these bylaws, unless the context otherwise requires:

- a. "Directors" shall mean the Directors of the Club for the time being.
 - b. "Society Act" means the Society Act of the Province of British Columbia and to all amendments to it.
 - c. "term of office" means the term, the length as stated in the Bylaws on the first day following the Annual General Meeting of the same year.
 - d. "Club "or "Society means the West Vancouver Football Club.
 - e. "Player" means a person whose registration form has been accepted by the Club.
 - f. "Youth" means a youth player who has not attained their 19th birthday before the 1st day of January in the soccer-playing season.
 - g. "Adult" means a player who has attained the age of 19 years by the first day of January in the soccer-playing season.
 - h. "Mini" means a youth player who has attained the age of 4 but has not attained their 11th birthday before the 1st day of January in the soccer-playing season.
 - i. "Team" means a Club sponsored number of players who are registered as a team with the Club, and the British Columbia Soccer Association.
 - j. "Registered address" of a member means his/her address, including the e-mail address, as recorded on the annual registration form of a player or as otherwise provided by the Club.
 - k. "term" means the time between the Annual General Meeting and the next Annual General Meeting unless otherwise provided.
 - l. "Special Resolution means a resolution requiring a majority of 75% of such voting members as are present at a general meeting.
2. Words importing the singular include the plural and vice-versa, and words importing a male person shall also include a female person

PART 2 AFFILIATION

As a provision of these bylaws, this Club shall be directly or indirectly affiliated with the British Columbia Soccer Association, which is, in turn, affiliated with the Canadian Soccer Association, and shall abide by the rules and regulations set down by those bodies and any other affiliated

bodies. Dismissal of this affiliation shall be commenced only on orders of these Associations or upon a clear majority decision of the Board of Directors and a majority of the membership at large.

PART 3 MEMBERSHIP

1. Membership

The members of the Club are the applicants for incorporation of the Society, and those persons who subsequently become members in accordance with these bylaws and, in either case, have not ceased to be members. The members of the Club shall include those persons who have registered and paid the prescribed fees with the Club immediately prior to its incorporation as a society for the soccer-playing season as at the date of incorporation.

2. Ordinary Membership

- a. A person shall become an ordinary member of the Club in the manners- described as follows:
 - i. The parents or guardians of youth players registered to play soccer with the Club, and for whom the prescribed fees have been paid;
 - ii. The registered youth players for a particular soccer-playing season (the players shall be considered non-voting members);
 - iii. Registered adult players;
 - iv. A duly elected Director of the Club in the Director's current term: or
 - v. Coaches, assistant coaches, team managers, and any person appointed by the Board of Directors to perform duties on behalf of the Club.
- b. Membership in the Club ceases when persons who are ordinary members by virtue of the fact that they are a player, parent or guardian of a player enrolled to play soccer with the Club no longer qualify under this category. Persons who are members by virtue of their volunteer services cease to be members upon completion of/or withdrawal from their assigned duties and responsibilities. Any person who has delivered or mailed his resignation to the secretary of the Club ceases to be a member.
- c. The Board of Directors has the discretion to accept or reject an application for membership in the Club, provided that before Membership is accepted the applicant must pay to the Club the membership fee, if any.
- d. The Board of Directors may, by a 75% majority remove, suspend or expel a member of the Club for just and reasonable cause. The motion for expulsion shall be accompanied by a brief statement of the reason or reasons for expulsion. The person who is the subject of the motion for expulsion shall be given the opportunity to be heard at the Director's meeting before the expulsion resolution is put to a vote.

- e. An ordinary member may also be expelled from the Club by a Special Resolution that is carried by a 75% majority of members attending an Annual General Meeting or an Extraordinary General Meeting of the Club.
- f. Every member to remain in good standing, shall uphold the constitution of the Club, comply with these bylaws and if applicable, submit a prescribed registration form within the time frame designated by the Directors and pay, if and when due the membership fee for the current year.
- g. A person or group shall cease to be a member of the Club:
 - i. by delivering his or her resignation in writing to the secretary of the Club or mailing to the email address of the secretary or the registered address if the Club;
 - ii. on being expelled;
 - iii. on having been a member not in good standing for a period of time prescribed by the Directors;
 - iv. on his/her death or in the case of a corporation on dissolution; or
 - v. if the person is a member by reason of their being a parent or guardian of a registered player upon the player ceasing to be registered with the Club.

3. Life Membership

Life Membership may be bestowed on any members of the Club for distinctive service to the Club for a period of at least ten years. Nominations for a Life Membership must be made by a member of the Directors and may be approved at the last meeting of the Directors of the current season. A life member shall receive a suitable plaque to honour his achievement, and shall enjoy full voting privileges in the Club.

PART 4 BOARD OF DIRECTORS

1. Composition

- a. The business of the Club shall be conducted by a Board composed of 9 Directors, each of whom shall be elected for a 2 or 3 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. Vice President, Commercial & Finance
 - iv. Secretary
 - v. Treasurer

- vi. Director Adult Programs
- vii. Director at Large
- viii. Director at Large

2. 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. Vice President, Commercial & Finance - is a senior Director in the Club and oversees the revenue generation in addition to member registration, program fees and investment income.
- e. Secretary - provides support to association and Board meetings, and oversees records management for the Club.
- f. Treasurer - provides leadership for the financial management of the Club.
- g. Director Adult Programs - Provides leadership and support to the adult teams within the Club.

3. Responsibilities of the Board

- a. The Directors may exercise all the powers and do all the acts and things that the Club 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 Club in general meeting, but subject nevertheless to:
 - i. All laws affecting the Club
 - ii. These bylaws; and
 - iii. Rules, not being inconsistent with these bylaws, which are made from time to time by the Club in general meeting.
 - iv. No rule in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.
- b. A Director shall;
 - i. act honestly and in good faith and in the best interests of the Club

- ii. exercise the care, diligence, and skill of a reasonable and prudent person in exercising power and performing functions as a member of the Board of Directors.
- c. A member of the Board of Directors who is directly or indirectly interested in a proposed contract or transaction with the Club shall disclose fully and promptly the nature and extent of his/her interest to each member of the Board of Directors and otherwise comply with the requirements of the Society Act.
- d. The Board of Directors shall oversee the handling of the finances of the Club under the responsibility of the Treasurer, who shall be responsible for maintaining full and proper accounting records and reports.
- e. The Directors shall cause to be entered in a register of members the names of applicants for incorporation and the name of every other person admitted as a member of the Club together with the following particulars of each:
 - i. the full name and residence address
 - ii. the date on which a person is admitted as a member;
 - iii. the date on which a person ceases to be a member.
- f. The 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.
- g. The Directors shall cause to be prepared all reports, including financial reports, required by law to be prepared by the Club for the Annual General Meeting.
- h. The Directors shall, on behalf of the Club, cause to be filed all financial and other reports that have to be filed after the Annual General Meeting as required by the Society Act and Income Tax Act or other law.
- i. No act or proceeding of the Directors is invalid only reason of there being less the prescribed number of Directors in office.
- j. The Board may engage paid employees as it shall deem necessary. Such person(s) shall have such authority and responsibility as the Board shall determine.

4. The Executive Committee

- a. The Executive Committee shall include the following Directors:
 - i. President
 - ii. Vice President Operations
 - iii. Vice President Technical
 - iv. Vice President Commercial & Finance
 - v. Secretary
 - vi. Treasurer
- 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.

5. Committees of the Board

- a. The Board shall strike Committees of the Board from time to time as deemed necessary to support the work of the Board.

6. Director Terms and Election of Directors

- a. Each Director shall at the end of his 2 or 3 year term of office retire at the Annual General Meeting when his/her successor will be elected.
- b. The Board shall appoint a nominating committee which will report to the Annual General Meeting by nominating individual members to serve as Directors and will suggest the name of the individual to be elected by the Board to the positions of President, from the Committee's nominations. Nominations for Directors will also be accepted from the floor at the Annual General Meeting.
- c. Directors are elected by the membership.
- d. A retiring Director may seek re-election.
- e. An election may be by acclimation otherwise, it shall be by ballot.

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, telephone conference call, video and audio conferencing. 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, six (6) of the elected Directors shall constitute a quorum. Directors participating by telephone, telephone conference call, or video and audio conference call shall be considered part of the quorum.
- e. The Executive Committee shall meet as required, at the call of the President.
- f. At all meetings of the Executive, four (4) of the Committee members shall constitute a quorum.
- g. Committees of the Board should meet at least once per year, at the call of their designated Chair.
- h. The President shall preside over Board and Executive meetings. In the absence of the President, the Vice President Operations shall preside. Both being absent, the other Directors present shall elect one of their number to preside as chairman for the Board or Executive meeting.
- i. No resolution proposed at a meeting of Directors need be seconded and the chairman of a meeting may move or propose a resolution.
- j. Questions arising at a Board or Executive meeting or with Committees of the Board

shall be decided by a majority of votes.

- k. At all meetings of the Board of Directors, each Director excepting the President, shall be entitled to a single vote. In event of a tie, the President shall cast the deciding vote.
- l. Director shall abstain from voting on any matter directly affecting himself, any team with which he is affiliated, or any matter in which he has, or appears to have, in the opinion of the Board, a conflict of interest.
- m. A resolution in writing, voted on by a majority of Directors whose votes are received by email and placed with the minutes of the Directors, is as valid and effective as if passed at a meeting of Directors.
- n. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of 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 meeting to the newly elected or appointed Director or Directors for the meeting to be constituted, if a quorum of Directors is present.
- o. A Director who may be absent temporarily from British Columbia may send by mail or email, or deliver to the address of the Club, a waiver of notice of any meeting of the Directors and may at any time withdraw the waiver, or until the waiver is withdrawn:
 - i. No notice of meeting of Directors shall be sent to that Director: and
 - ii. any and all meetings of the Directors of the Club, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

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.
- b. Any Director failing to attend three consecutive meetings of the Board or 75% of the meetings of the Board within the year following the AGM, without just cause, shall cease to be a Board member and may be removed from their position.
- c. The members may, by special resolution, remove a Director before the expiration of his/her term of office, and may elect a successor to complete the term of office.
- 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.

- g. A Director appointed under subsection (d) above shall serve the unexpired term of the President he/she is replacing.
- h. An individual appointed under subsection (e) above shall serve the unexpired term of the Director he/she is replacing.
- i. In the event of a resignation by dispute from the Directors, the vacancy may not be filled by an appointment.
- j. If the Directors are unable to appoint Directors to vacancies on the Board, they shall call a General Meeting of the members to elect a Director or Directors to complete the unexpired term.

PART 5 COMMITTEES

1. Standing Committees

- a. The Board may recommend to a General Meeting by special resolution, the creation of Standing Committees of the Club.
- b. The initial Terms of Reference for a Standing Committee will be presented by ordinary resolution, and thereafter be policy of the Club.
- c. Approved Standing Committees of the Club are:
 - i. Technical Committee
 - ii. Operations Committee
 - iii. Commercial & Finance 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.

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 two other members in good standing.

2. Annual General Meetings

- a. The Annual General Meeting of the Club shall be held not more than 25 months after the date of incorporation and thereafter the Annual General Meeting of the Club shall be held each year within 13 months of the previous Annual General Meeting at a time and place in accordance with the Society Act. It shall be the duty of the President to establish the date and to notify all members of the Club 21 days prior to the date of the Annual General Meeting. Notice of such meeting shall be considered given when it has been posted on the website and/or emailed to all

members of the Club.

- b. General Meetings of the Club shall be held for any purpose and at any time and place in accordance with the Society Act that the Directors decide.
- 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

3. Extraordinary General Meetings

- a. Every General Meeting other than the Annual General Meeting is an Extraordinary General Meeting. If, at the discretion of the Directors, there is cause to hold an Extraordinary General Meeting of the Club, it shall be the duty of the President to notify all voting members 21 days prior to the meeting as to the date, time and place as well as the reason for the meeting. Notice of such meeting shall be considered given when it has been posted on the Club website and/or emailed to members.
- b. If, at the discretion of the membership, there is cause to hold an Extraordinary General Meeting, a petition requesting such signed by a minimum of 10% of the membership and giving reason for the meeting, must be delivered to the President of the Club at least 28 days prior to the date proposed for the meeting. It shall then be the duty of the President to notify the membership at large 21 days prior to the meeting date as to the time, place and reason for such Extraordinary General Meeting. Notice of such meeting shall be considered given when it has been posted on the Club website and/or emailed to members.

PART 7 VOTING

1. At the Annual General Meeting all members present and in good standing, and properly registered with the meeting registrar, shall be entitled to have one vote on all resolutions proposed. Youth members shall not vote. Proxies shall be allowed.
2. Decisions shall be made by the majority of votes cast, either by a show of hands or through secret ballot if so requested by the President, or by a majority of voting members present.
3. At any Annual General Meeting, members present may nominate additional candidates for Board positions and may introduce additional ordinary resolutions or new business to be considered by the Board at a future date.

PART 8 GENERAL

1. For procedures not addressed in these Bylaws or in the BC Society Act, the current edition of Roberts Rules of Order shall govern the conduct of all meetings.
2. No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

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 \$1,000.00 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).

PART 10 INSPECTION OF BOOKS AND RECORDS

The books and records of the Club may be inspected by a member of the Club at each Annual General Meeting, and at any reasonable time at a place to be agreed upon.

PART 11 AUDITOR

Members may appoint or elect an auditor for a term of one year by special resolution at any general meeting of the members. No Director or employee of the Club shall be auditor.

PART 12 REGISTRATION, FEES, SUSPENSIONS AND APPEAL PROCEDURES

1. Registration

The regulations covering registration of players shall be those adopted by the British Columbia Soccer Association. Any players residing within the District of West Vancouver and other

communities within the boundaries of the North Shore Youth Soccer Association District, and being a member of this Club only, will be given preference for registration by way of pre-registration procedures. Open registrations will be accepted for each playing season to a total as previously set by the Board of Directors or as restricted by availability of field facilities.

2. Team Forming

- a. The Board of Directors will be responsible for ensuring that there is a reasonable balance in the competitive levels of teams participating in the Club.
- b. Each team registered by the Club shall have players with appropriate level of abilities for all playing positions required in the game of soccer. A formal tryout process will be held annually for Metro teams as required.
- c. Each team registered with the Club shall have a manager, and a coach.
- d. Existing teams may register with the Club provided that they agree to comply with Club standards for competitive balance and players' level of abilities for playing positions.
- e. Individual players registering with the Club will be assigned to teams on the basis of clauses 12.2.a. and 12.2.b. with consideration of player preference.
- f. Consideration of player transfers between teams shall be based primarily on (a) and (b) of this section, and subject to the overriding rules of the British Columbia Soccer Association and/or the leagues in which the affected teams play, such agreement not to be unreasonably withheld.

3. Complaints

Any protest or complaint against Club personnel such as Directors, managers, coaches, officials, other officers of the Club, or against players shall be reported in writing to the President of the Club within 7 days of the incident occurring.

4. Suspensions and Appeals

The Board of Directors, upon the recommendation of the Disciplinary Committee of the Club, may suspend a member or player. The Board of Directors shall deal with the matter at the earliest reasonable date and, in the case of individual players, report their decision to British Columbia Soccer Association as appropriate. A member may appeal the decision in accordance with the Disciplinary Appeals Policy of the Society.

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.
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.

PART 14 OPERATIONS

1. The operations of the Club shall be carried on without purposes of gain for its members or directors, and any income, profits or accretions of the Club shall be used to promote the purposes of the Club. This provision was previously unalterable.
2. The activities of the Club shall be chiefly carried in the general locality of the community and neighboring communities. This provision is alterable.
3. The Club is affiliated with the British Columbia Youth Soccer Association. This provision was previously unalterable.
4. Upon the dissolution or winding up of the Club, any assets remaining after payment of any debts of the Club shall be given or transferred to another soccer club with similar purposes and approved by the Directors, or to a West Vancouver Charitable Foundation registered as charitable with the Canada Revenue Agency. If the transfer is made to a West Vancouver Charitable Foundation, the executive of the Club at time of dissolution shall, by majority vote, designate the most appropriate Foundation to receive such assets. This provision was previously unalterable.
5. Under no conditions are the above-mentioned assets available for distribution to the members of the Club established by this constitution. This provision was previously unalterable.