

# **Constitution and Bylaws Of VAFC Football Club**

## **Constitution**

### ***NAME***

The name of this organization shall be VAFC Football Club, hereinafter referred to as VAFC. The headquarters of VAFC shall be within the boundaries defined and approved by the B.C. Soccer Association.

### ***OBJECTIVES***

VAFC shall have the following objectives:

- a) To promote, develop and administer the game of soccer at the Club level;
- b) To maintain membership in good standing with the British Columbia Soccer Association, hereinafter referred to as BCSA, and adhere to the Constitution, Bylaws, Rules and Regulations thereof;
- c) To represent and act on behalf of its Members and assist them to develop and effectively administer soccer programs; and
- d) To operate without purpose of pecuniary gain to any of its members and any surplus of VAFC shall be used solely for the purpose of VAFC and the promotion of its objectives.

### ***DISSOLUTION***

Upon dissolution of VAFC, the assets which remain after the 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 members of VAFC at the time of dissolution.

## Bylaws

### **ARTICLE 1: AFFILIATIONS**

VAFC shall be a Member of the British Columbia Soccer Association (BCSA) and shall be subject to the published Bylaws, Rules & Regulations in declining order of authority of the following governing organizations:

- a) FIFA;
- b) The Canadian Soccer Association;
- c) The B.C. Soccer Association; and
- d) The Vancouver Youth Soccer Association.

### **ARTICLE 2: INTERPRETATIONS**

1. In these Bylaws, unless the context otherwise requires:

- a) "Youth District" shall mean the Vancouver Youth Soccer Association, hereinafter referred to as VYSA;
- b) "Club" shall mean Vancouver Athletic Football Club, hereinafter referred to as VAFC;
- c) "Club Official" shall mean any person designated by VAFC as a club official, including but not limited to Directors, divisional league coordinators, house league coordinators, age group coordinators, equipment managers, referee coordinators, schedulers, website coordinators, team managers and coaches.
- d) "Directors" shall mean the directors of VAFC;
- e) "*Society Act*" shall mean the *Society Act* of the Province of British Columbia as amended from time to time in force;
- f) "Registered Address" of a member shall mean the address as recorded in the register of members;
- g) "Member" shall mean an individual who becomes and remains a Member in good standing in accordance with these Bylaws. A Member shall have the right to vote as set out in these Bylaws;
- h) "Registered Player" shall mean a person whose application for registration with VAFC has been validated by the Registrar for the current playing season;
- i) "Board" shall mean the Board of Directors of VAFC;
- j) "Special Resolution" shall mean a resolution passed in a General Meeting or Annual General Meeting by a majority of not less than 75% of the votes cast as allowed under these Bylaws; and

- k) "Ordinary Resolution" shall mean a resolution passed in a general meeting or Annual General Meeting by a simple majority of the votes cast as allowed under these Bylaws.
- 2. The definitions in the *Society Act* on the date these Bylaws become effective apply to these Bylaws, save and except those that are specified herein.
- 3. Words importing the singular include the plural and vice versa, and words importing a male person include a female person, a corporation, and any other organization or association, whether incorporated or unincorporated, as the context may require.

### **ARTICLE 3: MEMBERSHIP**

- 1. The members of VAFC are the applicants for incorporation of VAFC, and those individuals who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members in good standing.
- 2. An individual may apply for membership in VAFC and upon acceptance by VAFC becomes a member.
- 3. Every member must uphold the Constitution and comply with these Bylaws.
- 4. Membership shall be open to:
  - a) parents or legal guardians of a Registered Player who is under the age of 18 at the time of registration;
  - b) Registered Players aged 18 or over at the time of Registration; and
  - c) Club Officials.
- 5. Membership Fees  
The annual Membership fees shall be set by the Board of Directors in its sole discretion.
- 6. Approval of New Members  
Individuals may be accepted into membership upon:
  - a) submitting an application to VAFC showing good and sufficient need for such an application and other documentation as required by the Board of Directors; and
  - b) obtaining the approval of the VAFC Board of Directors
- 7. Membership Renewal
  - a) Membership shall cease at the end of each playing season (as defined by BCSA).
  - b) Membership shall only be renewed by completing the required registration documentation and the payment of any fees on an annual basis.

## 8. Rights of Members

Members shall be accorded the following rights where applicable based on membership type:

- a) To be governed in accordance with BCSA and VAFC's published rules;
- b) To participate in BCSA sanctioned competitions and tournaments;
- c) To participate in BCSA sanctioned programs such as player, coach and referee development;
- d) To participate in VAFC sanctioned programs;
- e) To attend and vote, in accordance with the Bylaws, at all General Meetings called by VAFC; and
- f) To participate in BCSA Insurance Plan.

## 9. Discipline of a Member

- a) A Member may be fined, placed on probation or performance bond, censured, suspended or expelled from Membership for cause after lodgement of a formal complaint that is substantiated at a hearing held in accordance with BCSA's published rules.
- b) The Board of Directors may, with cause, immediately suspend a Member prior to a hearing for extraordinary circumstances.
- c) A Member who is suspended loses all rights of Membership until the suspension has been completed.

## 10. Termination of Membership

Membership in VAFC shall be deemed to have been terminated:

- a) If the Member submits a signed letter of withdrawal to VAFC;
- b) If the Member is expelled by VAFC; or
- c) If the Member fails to renew annual Membership in accordance with the Bylaws.

## 11. Members Not in Good Standing

The Board of Directors may declare a Member to be not in good standing who has failed to pay the current annual membership fee, or any other subscription or debt due and owing by the Member to VAFC or fails to comply with the requirements of these Bylaws. As long as the debt remains unpaid and/or non-compliance remains, the Member is not in good standing and loses all rights of membership.

## **ARTICLE 4: BOARD OF DIRECTORS**

- 1. VAFC shall be governed by a Board of Directors which shall consist of at least but not limited to 5 individuals.

- a) These individuals shall hold the positions of:
  - i. President or Chair;
  - ii. Vice-President or Vice-Chair;
  - iii. Treasurer;
  - iv. Director-At-Large;
  - v. Secretary;
  - vi. Registrar; and
  - vii. Risk Management Officer.
- b) A Director may hold more than one portfolio.
- c) A Director shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.
- d) A Director shall serve for a term of 1 year or until his or her successor is elected or appointed.

## 2. Director Vacancy

- a) A Director has the right to resign their position by submitting a signed letter of resignation to VAFC.
- b) A vacancy on the Board of Directors, caused by the removal, resignation, incapacity or death, shall be filled by a majority vote of the Board of Directors. The successor Director shall hold their incumbent's position for the remainder of the term being filled or until the next AGM, whichever comes first.

## 3. Removal of Director

No Member of the Board of Directors shall be removed for arbitrary reasons but may be removed if:

- a) the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
  - i. if she/he becomes incapable of performing the business of VAFC;
  - ii. if she/he is no longer domiciled in British Columbia; or
  - iii. if she/he becomes, or is discovered to be, an undischarged bankrupt.
- b) the Director has compromised the integrity of VAFC due to, but not limited to, any of the following reasons:
  - i. if she/he has been found guilty of an offence under the Harassment Policy of BCSA;
  - ii. if she/he has been found guilty of an offence involving violence under the Discipline Policy of BCSA;

- iii. if she/he has failed to properly account for monies or other property belonging to VAFC;
- iv. if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected VAFC; or
- v. if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of BCSA.

A Member of the Board of Directors may be suspended for good and sufficient cause provided:

- a) The Director is given the opportunity to present evidence in their defense at a hearing of the Board;
- b) All Directors including the Director under review are given a minimum of fourteen (14) days' notice of the hearing; and
- c) The decision must be a two-thirds (2/3's) majority vote of the Board of Directors present at the hearing.

A Member of the Board of Directors may be removed for good and sufficient cause provided:

- a) The Director is given the opportunity to present evidence in their defense at the next duly constituted General Meeting;
- b) All Members will be given a minimum of thirty (30) days' notice of this agenda item of the General Meeting; and
- c) The decision must be a two-thirds (2/3's) majority vote of the Members present at the General Meeting.

#### 4. Conflict of Interest and Standards of Conduct

The Directors shall adhere to the BCSA's Conflict of Interest Policy.

#### 5. Duties of Board of Directors

- a) The Board of Directors shall conduct the business of VAFC during the periods between General Meetings of VAFC and in accordance with the authority granted to it in the Bylaws of VAFC.
- b) The Board of Directors shall be responsible for the appointment and removal of appointments of all positions within VAFC except for those positions elected by the Membership of VAFC. This shall include the appointment of volunteer and paid positions within VAFC's operations.
- c) The Board of Directors may also revoke, for good and sufficient cause, any volunteer appointment providing that it has given that volunteer the opportunity to give cause why such revocation should not take place.

## 6. Duties of Directors

### a) *President [Chair]*

The President shall preside at all General Meetings of VAFC and of the Board of Directors. The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, staff; and shall be the spokesperson for VAFC. The President has no authority to act unless directed to do so by the Board of Directors.

### b) *Vice-President [Vice-Chair]*

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board.

### c) *Treasurer*

The Treasurer shall ensure that full and accurate records are kept of the accounts of VAFC; shall report to the Board of Directors at least once per quarter; and shall submit an Annual Financial Report [(including budget)] to the Annual General Meeting.

### d) *Secretary*

The Secretary shall keep a record of all minutes of the organization; keep on file all committee reports; notify officers and committee Members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in VAFC's published rules; maintain record books in which the constitution, published rules and minutes are entered and to have the current record books available at each meeting; to send out to the Membership a notice of each General Meeting; to send out to the board notice of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and in the absence of the president and vice-president to preside until the immediate election or appointment of a new presiding officer.

### e) *Other Director Positions*

The duties of other Director Positions shall be determined by the Board of Directors.

## 7. Nominations and Elections

- a) Nominations for positions on the Board of Directors may be made by any Member at the Annual General Meeting.
- b) Elections shall be by show of hands, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.
- c) All Directors shall be elected by majority vote

- d) At the first Board of Directors meeting the Board shall elect the positions of President [Chair], Vice President [Vice Chair], Treasurer and remaining Directors.

#### 8. Authority of President or Chair

The President or Chair shall speak on behalf of VAFC based on the direction of the Board Directors.

### **ARTICLE 5: MEETINGS**

#### 1. General Meetings

- a) An official notice of each meeting shall be given to all Members *at least* 14 days before the meeting is to be held, at such place, and at such date as the Board of Directors may determine.

Such notification shall be by:

- i. Email;
  - ii. Website notice; or
  - iii. Any other method determined by the Members.
- b) A quorum shall be those present at a duly constituted general meeting of VAFC or a minimum of three (3) voting Members, whichever is the greater. Any question shall be decided by a majority of the votes unless otherwise required by these Bylaws.
  - c) In the event a quorum is not achieved at the General Meeting, the meeting will be adjourned for seventy-two (72) hours at which time it will be reconvened with those Members are present.
  - d) The accidental omission of notice does not invalidate the proceedings of that meeting.
  - e) Voting at General Meetings:
    - i. A Member who is the parent or legal guardian of a Registered Player who is under the age of 18 at the time of registration shall have one (1) vote per Registered Player. If a Registered Player has more than one parent or legal guardian who is a Member, only one (1) vote total may be cast among those Members in respect of that Registered Player.
    - ii. A Registered Player aged 18 or over at the time of registration shall have one (1) vote.
    - iii. A Member who is a Club Official shall have one (1) vote. If a Club Official is also the parent or legal guardian of a Registered Player, the Club Official may only cast one (1) vote total in respect of each matter upon which a vote is held.
    - iv. No Member shall have more than one (1) vote.



## 2. Annual General Meeting

VAFC shall hold its Annual General Meeting no later than **June 1** of each year. The agenda of the Annual General meeting shall include:

- a) Roll Call;
- b) Credentials Report;
- c) Minutes of Previous Annual General Meeting;
- d) President's (Chair's) Address;
- e) Officers' Reports;
- f) Treasurer's Report;
- g) Auditor's Report (if applicable);
- h) Appointment of Auditors (if applicable);
- i) Other Reports;
- j) Unfinished Business;
- k) Amendments to the By-Laws (if applicable);
- l) Election of Officers and Directors;
- m) Any Other Business; and
- n) Adjournment.

## 3. Special General Meeting

- a) A Special General Meeting of VAFC:
  - i. may be called by the Board by its own motion; or
  - ii. shall be called by the Board upon receipt of a written request submitted to VAFC by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by Members representing not less than ten per cent (10%) of the voting membership, setting out the items of business to be conducted at the Special General Meeting.
- b) The Special General Meeting shall be held within twenty-one (21) days of receipt of the written request from the Members.
- c) Only the business set out in the notice to the Special General Meeting shall be considered.

## 4. Board of Directors Meeting

- a) The Board of Directors shall meet *at least* **four (4)** times per year, upon fourteen (14) days notice given by the President (Chair) and/or Secretary, at such place and time as the Board of Directors may determine.

- b) A majority of the members of the Board of Directors shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote.

### **ARTICLE 6: COMMITTEES**

The Membership at any General Meeting, or the Board of Directors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of VAFC.

### **ARTICLE 7: PROCEDURES GOVERNING MEETINGS**

All meetings of VAFC shall be conducted in person or via video/teleconferencing and in accordance with the most recently published *Robert's Rules of Order* except as may be otherwise stipulated in this Bylaw or other Rules and Regulations of VAFC.

### **ARTICLE 8: BY-LAWS AND AMENDMENTS**

1. Bylaw amendments may be proposed by the Board of Directors, or submitted by a Member to VAFC in writing at least forty-five (45) days prior to a General Meeting of VAFC; and approved by a seventy-five percent (75%) vote of the Membership voting in person at a meeting of VAFC duly called for that purpose.
2. All Members entitled to vote shall be notified of the proposed Bylaw amendments referred to in subparagraph (1). Such notification shall be made a minimum of fourteen (14) days prior to the meeting called for that purpose.

### **ARTICLE 9: RULES AND REGULATIONS**

1. VAFC shall have Rules and Regulations for the operation and administration of the game of soccer within VAFC.
2. Amendments to the Rules and Regulations may be made by a majority vote of the Board of Directors or the Members at a General Meeting. If the Rules and Regulations are amended by the Board of Directors the amendment shall be presented for ratification at the next Annual General Meeting or a Special General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

### **ARTICLE 10: INDEMNITY**

Members of the Board of Directors or other servants to VAFC, their heirs, executors, administrators and estates and effects respectively shall be indemnified and saved harmless at all times by VAFC against all costs, losses and expenses incurred by them respectively in or

about the discharge of their respective duties, except such as happens from their own respective wilful neglect or default.

### **ARTICLE 11: FINANCE**

1. The accounts of VAFC shall be reviewed at a minimum of every two years by an independent review committee consisting of not less than 3 persons.
2. The audit or the Financial Review shall be presented to the Annual General Meeting for adoption.
3. Subject to the *Society Act*, the Board of Directors, in conducting the business of VAFC, may not borrow upon the credit of VAFC without seeking the prior approval of the membership.
4. The signing officers shall be a minimum of two (2) Directors.
5. The fiscal year of VAFC shall end on March 31.

### **ARTICLE 12: DISPUTE RESOLUTION**

1. VAFC shall adhere to the Dispute Resolution process as published and approved by BCSA from time to time.
2. Any member of VAFC may initiate the Dispute Resolution process by communicating in writing to BCSA, with a copy to VAFC, the nature and facts of the dispute. BCSA, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
3. The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
4. VAFC shall make available to any member a copy of the Dispute Resolution process when requested.
5. The Member shall utilize all appeal and dispute resolution mechanisms prior to civil litigation.

### **ARTICLE 13: HARASSMENT AND PRIVACY POLICIES**

1. VAFC shall maintain Harassment and Privacy Policies that are consistent with the published and approved policies of the BCSA.
2. The Harassment and Privacy Policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of VAFC.
3. Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.

4. VAFC shall make available to any member a copy of the Harassment and Privacy Policy when requested.

#### ***ARTICLE 14: APPEALS***

1. Any registrant or registered organization directly affected by a decision of VAFC may appeal such decision.
2. The denial or termination of membership in VAFC may be appealed by a non-registered individual or organization.
3. A decision of VAFC may be appealed to BCSA. The appeal shall be conducted in accordance with BCSA's published rules.
4. An individual shall not appeal a decision made by the Board of Directors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within VAFC's operations, except where the selection, appointment and revocation process outlined in the Rules & Regulations has not been followed.
5. An individual shall not appeal a decision made by VAFC regarding a player's team assignment on any Club, District, or Regional team.

#### ***ARTICLE 15: DEFINITIONS/TERMINOLOGY***

Terminology used in this Bylaw shall have the same meaning as used by BCSA in its letters patent, Bylaws and published rules.