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# CONSTITUTION

**NAME**

The name of this organization shall be the Vancouver Athletics Football Club, hereinafter referred to as VAFC. VAFC includes the house chapters of Grandview Legion Football Club, Vancouver Girls Soccer Club, and Douglas Park Soccer Club. The headquarters of VAFC shall be within the boundaries defined and approved by the BC Soccer Association.

**PURPOSES**

VAFC shall have the following purposes:

1. To promote, develop and administer the game of soccer at the club level.
2. To maintain membership in good standing with the Respective Governing Body, and adhere to the Constitution, Bylaws, Rules and Regulations thereof.
3. To represent and act on behalf of its Members and assist them to develop and effectively administer soccer programs.
4. To operate without purpose of pecuniary gain to any of its members and to use any surplus of VAFC solely for the purpose of VAFC and the promotion of its objectives.

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# Vancouver Athletics Football club

# BYLAWS

## PART 1: AFFILIATIONS

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

1. FIFA (Fédération Internationale de Football Association)
2. The Canadian Soccer Association
3. The B.C. Soccer Association (“BC Soccer”)
4. The Vancouver Youth Soccer Association

## PART 2: INTERPRETATIONS

1. In these Bylaws, unless the context otherwise requires:
2. “Vancouver Youth Soccer Association” shall mean the Vancouver Youth Soccer Association, hereinafter referred to as VYSA;
3. “Club” shall mean Vancouver Athletic Football Club, hereinafter referred to as VAFC;
4. “Club Official” shall mean any person designated by VAFC as a club official, including but not limited to Directors, employees, divisional league coordinators, house league coordinators, age group coordinators, equipment managers, referee coordinators, schedulers, website coordinators, team managers and coaches.
5. “Directors” shall mean the directors of VAFC;
6. “Board” shall mean the Board of Directors of VAFC;
7. “Societies Act” shall mean *the Societies Act* of the Province of British Columbia and definitions and regulations thereto, as amended from time to time;
8. “Registered Address” of a member shall mean the address as recorded in the register of members;
9. “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;
10. “Registered Player” shall mean a person whose application for registration with VAFC has been validated by the Registrar for the current playing season;
11. “Team” shall mean a soccer team with not less than eleven registered players, (except for small sided teams that may not have less than 6 players) plus team officials, whose application for affiliation has been validated by the Registrar or designate for the current playing season;
12. “Special Resolution” shall mean a resolution passed in a General Meeting or Meeting of the Members by a majority of not less than two-thirds of the votes cast as allowed under these Bylaws; and
13. “Ordinary Resolution” shall mean a resolution passed in a General Meeting or Meeting of the Members by a simple majority of the votes cast as allowed under these Bylaws.
14. “Respective Governing Body” shall mean the BC Soccer Association.
15. “Financial Statements” shall be defined as an annual statement of financial position (balance sheet), statement of operations, and statement of changes in net assets.
16. 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.

## PART 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 pursuant to the terms of this Part 3, becomes a member.
3. Every member must uphold the Constitution and comply with these Bylaws.
4. Membership shall be open to:
	1. Parents or legal guardians of a Registered Player who is under the age of 18 at the time of registration; and
	2. Club Officials.
5. Membership Fees

The membership fees shall be set by the Board of Directors in its sole discretion.

1. Approval of New Members

Individuals may be accepted into membership upon:

* 1. 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
	2. obtaining the approval of the Board of Directors.
1. Membership Renewal
	1. Membership shall cease at the end of each playing season (as defined by BC Soccer).
	2. Membership shall only be renewed by completing the required registration documentation and the payment of any fees on an annual basis.
2. Rights of Members

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

* 1. To be governed in accordance with BC Soccer and VAFC’s published rules;
	2. To participate in BC Soccer sanctioned competitions and tournaments;
	3. To participate in BC Soccer, VYSA, and VAFC sanctioned programs such as player, coach and referee development;
	4. To attend and vote, in accordance with the Bylaws, at all General Meetings or Member meetings called by VAFC;
	5. To participate in BC Soccer Insurance Plan; and
	6. Member access to records other than accounting records and records of directors’ proceedings. The Board shall consider all requests for records.
1. Discipline of a Member
	1. 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 BC Soccer’s published rules.
	2. The Board of Directors may suspend a Member or Registered Player without a formal complaint and hearing in extraordinary circumstances, as determined by the Board. The Board shall provide reasons for the proposed suspension and request submissions be provided by the Member at issue in writing within 7 days from the date of the notice. Such submissions, if any, shall be considered and a final decision made by the Board.
	3. A Member who is suspended loses all rights of Membership until the suspension has been completed.
2. Termination of Membership

Membership in VAFC shall be deemed to have been terminated:

* 1. If the Member submits a signed letter of withdrawal to VAFC;
	2. If the Member is expelled by VAFC;
	3. If the Member dies, or in the case of a corporation or society, is dissolved;
	4. If the Member is not in good standing for a period of six months or more; or
	5. If the Member fails to renew annual Membership in accordance with the Bylaws.
1. 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.

## PART 4: BOARD OF DIRECTORS

1. VAFC shall be governed by a Board of Directors which shall consist of up to twelve (12) individuals with a required minimum of five (5) individuals.
	1. These individuals shall hold the positions of:

Required as Directors:

* + 1. President or Chair;
		2. Vice-­‐President or Vice-­‐Chair;
		3. Treasurer;
		4. Secretary;
		5. Director-­‐At-­‐Large (one or more positions);

Required positions, not necessarily Directors:

1. Registrar
2. Risk Management Officer
3. Other positions as identified by the Board
	1. A Director may hold more than one position
	2. A Director shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.
	3. A Director shall serve for a term of two (2) years or until his or her successor is elected or appointed.
4. Paid employees of VAFC shall be permitted to attend meetings of the Board, as appropriate (at the discretion of the Board), and shall have a voice but no vote at such meetings.
5. Director Resignation and Vacancy
	1. A Director has the right to resign their position by submitting a signed letter of resignation to VAFC.
	2. 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.
6. Removal of Director
	1. A director shall automatically be removed from their position if:
		1. they cease to be qualified as set out in the *Societies Act* or these bylaws; or
		2. they become, or are discovered to be, an undischarged bankrupt.
	2. A Director may be removed from their position by resolution of the Board for, but not limited to, any of the following reasons:
		1. they become incapable of performing the business of VAFC;
		2. they are absent from two (2) or more regularly scheduled meetings of the Board in a year without satisfactory reason;
		3. they are no longer domiciled in British Columbia;
		4. if she/he has failed to properly account for monies or other property belonging to VAFC;
		5. they have been found guilty of a criminal offence regardless of whether or not the offence directly affected VAFC; or
		6. they have been found guilty by BC Soccer of failing to act in accordance with the Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and Policy of BC Soccer.

Such removal shall require the Board to give to all Board members, including the subject director, of a minimum of 14 days’ notice of a hearing to consider the removal of a director. The subject director shall be given an opportunity to present evidence at the hearing. The decision to remove a director must be passed by a minimum two-thirds (2/3) majority vote of the directors present at the meeting.

* 1. A director may be removed by the membership provided:
		1. the director is given the opportunity to present evidence in their defense at the next duly constituted meeting of the members;
		2. all members will be given a minimum of thirty (30) days’ notice of this agenda item prior to the members’ meeting; and
		3. the decision to remove a director must be passed by a minimum two-thirds majority vote of the members present at the meeting.
1. Conflict of Interest and Standards of Conduct

The directors and senior managers of VAFC shall adhere to BC Soccer’s Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and Policy as amended from time to time and the procedure for disclosure and recordation of conflicts as set out in the *Societies* *Act.*

1. Duties of Board of Directors
	1. 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.
	2. 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.
	3. 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.
2. Duties of Directors
	1. President [Chair]

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

* 1. 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.

* 1. Treasurer

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

* 1. 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 meeting of the members; send out to the Board notice of each meeting of the Board; 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, preside until the immediate election or appointment of a new presiding officer.

* 1. Other Director and Board Positions

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

1. Nominations and Elections
	1. Nominations for positions on the Board may be made by any member at the annual meeting of the members.
	2. Nominations and elections for open positions shall be held in the order of the positions listed in the Bylaws.
	3. Election shall be by secret ballot, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.
	4. All Directors shall be elected by majority vote.
	5. At the first Board meeting, the Board shall elect the positions of President [Chair], Vice President [Vice Chair], Secretary, Treasurer and remaining Directors and other Positions.
2. Authority of President or Chair
	1. The President or Chair shall speak on behalf of VAFC based on the direction of the Board Directors.

## PART 5: MEETINGS

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

Such notification shall be by at least one of the following:

* + 1. Email; or
		2. Notice on VAFC’s website.
	1. A quorum shall be those present in person at a duly constituted general meeting of VAFC or a minimum of fifteen (15) voting Members, whichever is the greater. Any question shall be decided by a majority of the votes unless otherwise required by these Bylaws.
	2. 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 voting members who are present in person.
	3. The accidental omission of notice does not invalidate the proceedings of that meeting.
	4. Voting at General Meetings:
		1. 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.
		2. A Registered Player aged 18 or over at the time of registration shall have one vote.
		3. 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.
		4. No Member shall have more than one (1) vote.
1. 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:

* 1. Roll Call;
	2. Credentials Report;
	3. Minutes of Previous Annual General Meeting;
	4. President's (Chair’s) Address;
	5. Officers' Reports;
	6. Treasurer's Report;
	7. Auditor's Report (if applicable);
	8. Appointment of Auditors (if applicable);
	9. Other Reports;
	10. Unfinished Business;
	11. Amendments to the By-­‐Laws (if applicable);
	12. Election of Officers and Directors;
	13. Any Other Business; and
	14. Adjournment.
1. Special General Meeting
	1. A Special General Meeting of the Members of VAFC:
		1. may be called by the Board by its own motion; or
		2. 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 email, signed by Members representing not less than ten per cent (10%) of the voting membership and complying with the requirements for members to requisition a general meeting under the *Societies Act*.
	2. The Special General Meeting shall be held within twenty-­‐one (21) days of receipt of the written request from the Members. The Board has twenty (20) days after receipt to hold the meeting of the Members. If it does not, on the twenty-first (21) day, the Members who requisitioned the meeting may call a meeting per the notice requirements in these bylaws and the *Societies Act*.
	3. Only the business set out in the notice to the Meeting of Members shall be considered.
2. Board of Directors Meeting
	1. The Board of Directors shall meet at least four (4) times per year, Notice of the time and place of each meeting shall be given by the President [Chair] or Secretary to all directors at least fourteen (7) days before the meeting is to be held.
	2. The lesser of five (5) or the 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.

## PART 6: COMMITTEES

1. 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.

## PART 7: PROCEDURES GOVERNING MEETINGS

1. 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.

## PART 8: BYLAWS 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 Special Resolution at a meeting of the members where notice of the proposed amendments has been given.
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 seven (7) days prior to the meeting called for that purpose.

## PART 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, at the sole discretion of the Board, by the voting Members at a meeting of the members.

## PART 10: INDEMNITY

1. In this Part, “eligible party” has the same meaning as in the Societies Act.
2. Indemnification. Subject to the provisions of the Societies Act, VAFC will indemnify an eligible party against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that eligible party, by reason of his or her holding or having held authority within VAFC:
3. is or may be joined as a party to such legal proceeding or investigative action; or
4. is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.
5. Advancement of Expenses. To the extent permitted by the *Societies Act* and these bylaws, all costs, charges and expenses incurred by an eligible party with respect to any legal proceeding or investigative action may be advanced by VAFC prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the eligible party to repay such amount unless it is ultimately determined that the eligible party is entitled to indemnification hereunder.
6. Indemnification Prohibited. Notwithstanding the above, VAFC shall not indemnify an eligibly party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such eligible party:
7. has already been reimbursed for such expenses;
8. has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;
9. in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of VAFC or subsidiary; or
10. in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.
11. Non-compliance. The failure of an eligible party to comply with the provisions of the Act, of the constitution, or these bylaws will not invalidate any indemnity to which he or she is entitled to under this Part.
12. Deemed Contract. Every eligible party on being elected or appointed will be deemed to have contracted with VAFC upon the terms of the foregoing indemnities.

## PART 11: FINANCE

1. The Financial Statements of VAFC shall be reviewed annually with a Notice to Reader by a licensed CPA.
2. The annual Financial Statements of VAFC and the independent review report (when prepared for the prior fiscal year) shall be presented at the annual meeting of the members.
3. A budget for the following fiscal year shall be prepared by the Board and presented for approval at the annual meeting of the members. The budget shall include all proposed fees.
4. The Board of Directors may not cause VAFC to be indebted or encumbered without seeking the prior approval of the membership, and obtaining prior approval by special resolution.
5. Signing officers for financial accounts and executing contracts on behalf of VAFC shall be a minimum of two (2) directors.
6. The fiscal year end will be as determined by the Board.

## PART 12: DISPUTE RESOLUTION

1. Any person or organization will not take disputes to ordinary courts of law without first exhausting all available remedies as provided for by independent and duly constituted tribunals recognized under the rules of the BC Soccer, Canada Soccer, CONCACAF, or FIFA, as applicable.
2. VAFC shall adhere to any dispute resolution process as published and approved by the Respective Governing Body, from time to time (the “Dispute Resolution” process).
3. Any member of VAFC may initiate the Dispute Resolution process by communicating in writing to the Respective Governing Body, with a copy to VAFC, the nature and facts of the dispute. The Respective Governing Body, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
4. The Dispute Resolution process shall not to be used for game discipline, which follows the normal discipline, protests, and appeals process of VAFC, any applicable Youth District Association or BC Soccer.
5. VAFC shall make available to any member a copy of the Dispute Resolution process when requested.
6. The member shall utilize all appeal and dispute resolution mechanisms prior to civil litigation. BC Soccer and VAFC support the principles of Alternative Dispute Resolution and are committed to the techniques of mediation and arbitration as effective ways to resolve disputes and to avoid the uncertainty and cost associated with litigation.

## PART 13: POLICIES

1. VAFC shall maintain policies that are consistent with the published and approved policies of BC Soccer. VAFC may set such additional policies as determined from time to time by the Board. These include, but are not limited to, Conflict of Interest Disclosure and Board Communication and Confidentiality Protocol.
2. The policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of VAFC.
3. VAFC shall make available to any member a copy of VAFC’s policies when requested.

## PART 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 the Respective Governing Body, to be conducted in accordance with the Respective Governing Body’s published rules. A decision of BC Soccer may be further appealed to the Canadian Soccer Association, to be conducted in accordance with the Canadian Soccer Association’s published rules.
4. An individual shall not appeal a decision made by the Board 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 and Regulations has not been followed.
5. An individual shall not be entitled to appeal a decision made by VAFC regarding a player's team assignment on any VAFC, District, or Regional team.

## PART 15: DEFINITIONS/TERMINOLOGY

Terminology used in these Bylaws shall have the same meaning as used by BC Soccer in its constitution, bylaws and published rules. In the case of a conflict between definitions, the definition used by BC Soccer shall govern.

## PART 16: 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. Any remaining assets that are a result of Gaming within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia.