



## CONSTITUTION

### NAME

The name of this organization shall be the Vancouver ~~Athletics~~Athletic Football Club, incorporated as Douglas Park Soccer Club, and renamed VAFC Football Club as of March 4, 2002 under the Societies Act (British Columbia) and having Society Incorporation Number S-0044328 (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:

- a) To promote, develop and administer the game of soccer at the club level in Vancouver.
- b) To maintain membership in good standing with ~~the Respective Governing Body~~BC Soccer, 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.
- d) 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.



## Vancouver Athletics Football ~~club~~ **Club**

### BYLAWS

#### PART 1: AFFILIATIONS

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

- a) FIFA (Fédération Internationale de Football Association)
- b) The Canadian Soccer Association
- c) The B.C. Soccer Association ("BC Soccer")

#### PART 2: ~~INTERPRETATIONS~~ **DEFINITIONS AND INTERPRETATION**

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

- a) ~~;~~ **"Board" shall mean the Board of Directors of VAFC;**
- b) **"Club" shall mean Vancouver Athletic Football Club, hereinafter referred to as "VAFC," incorporated as VAFC Football Club under the Societies Act.**
- c) **"Club Official" shall mean any person designated by VAFC as a club official, including but not limited to Directors, employees, contractors, divisional league coordinators, house league coordinators, age group coordinators, equipment managers, referee coordinators, schedulers, website coordinators, Board committee members, team managers and coaches;**
- d) **"Directors" shall mean the directors of VAFC;**
- e) **"Board" shall mean the Board of Directors of VAFC; "Financial Statements" shall be defined as an annual statement of financial position (balance sheet), statement of operations, and statement of changes in net assets;**
- f) **"Societies Act" shall mean the Societies Act of the Province of British Columbia and definitions and regulations thereto, as amended from time to time; "Governing Body" shall mean the BC Soccer Association;**
- ~~g)~~ **"Registered Address" of a member shall mean the address as recorded in the register of members;**
- ~~h)~~ **"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) "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;
- i) "Registered Address" of a member shall mean the address as recorded in the register of members which may be based on the latest address submitted during player registration;
- j) ~~i) "Registered Player" shall mean a person whose application for registration with VAFC to play for a VAFC team has been received and validated by the Registrar for the current or next September-March playing season(s) as defined by BC Soccer;~~
- k) "Societies Act" shall mean the Societies Act of the Province of British Columbia and definitions and regulations thereto, as amended from time to time;
- l) "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
- m) ~~j) "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 or next playing season;~~
- ~~k) "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 "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.~~
- ~~l) "Respective Governing Body" shall mean the BC Soccer Association.~~
- ~~m) "Financial Statements" shall be defined as an annual statement of financial position (balance sheet), statement of operations, and statement of changes in net assets.~~

2. 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~~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~~Member.
3. Every ~~member~~Member must uphold the Constitution and comply with these Bylaws.
4. ~~Membership~~The following persons shall be ~~open to~~Members of VAFC:
  - a) Parents or legal guardians of a Registered Player who is under the age of 18 at the time of registration; ~~and~~
  - b) a Registered Player who turns 18 between January 1 and May 31 in their final year of youth soccer (U18) shall be a member from their birthday until May 31 of that same year.;
  - c) ~~b) Club Officials; and.~~

d) Any person that is currently a Director of VAFC.

Each parent or legal guardian listed on the current registration application for a Registered Player who is under the age of 18 at the time of registration and each Registered Player aged 18 or over at the time of registration shall automatically be included as a Member without further action required. Registration for the September-March playing season results in the Registered Player or his or her parents or legal guardians, as applicable, to be Members from the date of registration through to May 31 following the end of such September-March playing season.

#### 5. Membership Fees

The membership fees for some or all categories of Members shall be set by the Board of Directors in its sole discretion; provided however that Members shall not be required to pay membership fees if not set and disclosed in advance of the relevant time at which the Member becomes a Member or renews his or her membership (e.g., membership fees for the current year may be disclosed at the time of registration).

#### 6. Approval of New Members

~~Individuals~~ In addition to Members referred to in Part 3, section 4 above, individuals may be accepted into membership upon:

- a) submitting an application to VAFC showing good and sufficient need for such an application and the applicants bona fide interest in membership not driven by pecuniary or other improper interests and other documentation as required by the Board of Directors; and
- b) obtaining the approval of the Board of Directors.

#### 7. Membership Renewal

a) Membership in respect of Registered Players that is valid after ~~in respect of a~~ September ~~1<sup>st</sup> of the March~~ playing season shall cease at on May 31 following the end of ~~the such~~ playing season ~~, Aug 31 the following year.~~

~~b) Membership shall only be if not~~ renewed by ~~completing the required~~ registration documentation and for the ~~payment of any fees on an annual basis following~~ September-May playing season.

#### 8. Rights of Members

Members or Registered Players (as applicable) shall be accorded the following rights where applicable based on membership type:

- a) To be governed in accordance with the bylaws and rules of BC Soccer and VAFC's bylaws and published rules;
- b) To participate in BC Soccer sanctioned competitions and tournaments;
- c) To participate in BC Soccer, VYSA, and VAFC ~~sanctioned~~ anctioned programs such as player, coach and referee development;
- d) To attend and vote ~~excluding~~ in accordance with the Bylaws at all General Meetings or Member meetings called by VAFC (provided, however, that VAFC officials, contractors and employees that receive any material remuneration from VAFC and/or from another soccer ~~related interest for services provided in the prior or current fiscal year~~ , in accordance with the Bylaws, at all General Meetings or Member meetings called by VAFC; shall not be entitled to vote)
- e) To participate in BC Soccer Insurance Plan; and

- f) Member access to records other than accounting records and records of directors' proceedings. The Board shall consider all requests for records.

#### 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 BC Soccer's published rules.
- b) 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.
- 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 or the Member's Registered Player submits a signed letter of withdrawal to VAFC;
- b) If the Member or the Member's Registered Player is expelled by VAFC;
- c) If the Member dies, or in the case of a corporation or society, is dissolved;
- d) If the Member is not in good standing in respect of obligations to VAFC for a period of six months or more; or
- e) 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 registration, subscription or debt due and owing by the Member or the Member's Registered Player 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.
  - a) ~~These individuals shall~~ At the next Board of Directors Meeting following an Annual General Meeting, the Directors shall conduct the election and appointment of Directors to hold the first four positions of below and some or all of the additional positions:

~~Required as Directors:~~

- i. President ~~or~~ and Chair;
- ii. Vice-President ~~or~~ and Vice-Chair;
- iii. Treasurer;
- iv. Secretary;
- v. Registrar

~~vi. Risk Management~~

- ~~vi.~~ ~~vii.~~ Operations
- ~~vii.~~ ~~viii.~~ Communications & ~~Sponsorship~~ Sponsorship
- ~~viii.~~ ~~ix.~~ Development
- ~~ix.~~ ~~x.~~ Risk Management and Policy
- ~~x.~~ ~~xi.~~ Fields
- ~~xi.~~ ~~xii.~~ Equipment
- ~~xii.~~ ~~xiii.~~ Director(s) at Large

provided that a Director holding any of the above positions may agree to act as a joint holder of the relevant office with a second Director (e.g., Co-Presidents or Co-Vice Presidents), in which case a separate election shall be held for such second position-holder, and either joint holder of the office may individually exercise the powers of such office unless the other joint holder objects to such exercise of powers.

- b) A Director may hold more than one position but not more than two positions (and no Director may hold two of the positions of President, Vice-President and Treasurer).
  - 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 two (2) years or such additional or lesser time between Annual General ~~Meeting~~ Meetings occurring two calendar years apart or until his or her successor is elected or appointed except when ~~i.~~ the Director is elected to fill the unexpired term of a retiring Director or a previously unfilled position or is appointed to fill a term that is designated as a one-year term at the time of the relevant election or appointment, in which case the Director ~~may~~ shall hold office for a term of one year.
  - ~~e) Commencing in fiscal year 2022, six (6) of the returning Directors from fiscal year 2021 shall serve one year terms. The remaining Directors and any new elected Directors in Fiscal 2022 shall hold office for a two (2) year term.~~
  - ~~f) For each year thereafter, commencing for fiscal 2022, the Board will nominally have two cohorts of Directors, subject to replacements under d) with i) one year term remaining or ii) new appointed with a two year term. i.~~
- To complete the transitional arrangements in respect of these two-year appointments which were first adopted in 2018, in respect of the Annual General Meeting to be held in 2021, six (6) Directors who were elected in 2020 (or elected in 2018 and re-elected in 2020) will be recognized as having terms as Directors that terminate in 2022 (subject to re-election in 2022) and up to six (6) other Directors shall be elected to serve two year terms for the 2021-2023 term. Accordingly, for each year after 2021, the Board will nominally have two cohorts of Directors for which the terms expire in odd and even calendar years, respectively. No term limits shall apply.
2. Paid contractors or employees of VAFC shall be permitted to attend meetings of the Board, (or portions of such meetings) as is considered appropriate (at the discretion of the Board), and shall have a voice but no vote at such meetings.
  3. Director Resignation and 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~~may 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.

#### 4. Removal of Director

- a) A director shall automatically be removed from their position if:
  - i. they cease to be qualified as set out in the *Societies Act* or these bylaws; or
  - ii. they become, or are discovered to be, an undischarged bankrupt.
- b) A Director may be removed from their position by resolution of the Board for, but not limited to, any of the following reasons:
  - i. they become incapable of performing the business of VAFC;
  - ii. they are absent from two (2) or more regularly scheduled meetings of the Board in a year without satisfactory reason;
  - iii. they are no longer domiciled in British Columbia;
  - iv. if she/he has failed to properly account for monies or other property belonging to VAFC;
  - v. they have been found guilty of a criminal offence regardless of whether or not the offence directly affected VAFC; or
  - vi. 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.

- c) A director may be removed by the membership provided:
  - i. the director is given the opportunity to present evidence in their defense at the next duly constituted meeting of the members;
  - ii. all members will be given a minimum of thirty (30) days' notice of this agenda item prior to the members' meeting; and
  - iii. the decision to remove a director must be passed by a minimum two-thirds majority vote of the members present at the meeting.

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

- a) 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*.
- b) No Board member shall be a paid employee or contractor of VAFC that has earned, or will earn, from VAFC in the current year, or has earned from VAFC in any of the past two calendar years more than \$20,000. If any such threshold is breached, such board member shall automatically cease to be a board member

#### 6. Duties of Board of Directors

- ~~51267710-1-31267710-1~~ 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.

## 7. Duties of Directors

- a) President ~~and Chair~~

The President and Chair (herein, 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.

- b) Vice President ~~and Vice Chair~~

The Vice President and Vice-Chair (herein, 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; report to the Board of Directors at least once per quarter; and 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 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.

- e) Other Director and Board Positions

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

## 8. Nominations and Elections

- a) Nominations for positions on the Board may be made by any member at the annual meeting of the members.
- b) Nominations and elections for open positions shall be held in the order of the positions listed in the Bylaws.
- c) 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.



- d) All Directors shall be elected by majority vote.
  - e) At the first Board meeting after an AGM, no later than one month after the AGM, the Board shall elect from among the Board Members the positions of (1) President [Chair], and Chair, (2) Vice President [and Vice Chair], (3) Secretary, (4) Treasurer and remaining (5) Directors and with responsibilities for any of the other Positions positions.
9. Authority of President or Chair
- a) The President or Chair shall speak on behalf of VAFC based on the direction of the Board Directors.

## PART 5: MEETINGS

~~1. For the purpose of Meetings, Members are those i) that were registered in the prior fiscal year to the date of the meeting or are currently registered in current fiscal year or ii) Officials.~~

1. ~~2.~~ No General Meeting, Special Meeting, or Annual General Meeting may be scheduled between Dec 15<sup>th</sup> of the year and Jan 15<sup>th</sup> of the following year

2. ~~3.~~ General Meetings

- a) An official notice of each general meeting of the Members (a "General Meeting" or "Meeting of the Members") shall be given to all Members *at least* twenty-one (21) 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 the following:
  - i. Email; and
  - ii. Notice on VAFC's website.
- b) 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.
- c) In the event a quorum is not achieved at the General Meeting, the meeting will be adjourned for not less than seventy-two (72) hours at which time it will be reconvened by the Chair or any seven Directors with those voting members who are present in person.
- 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 the player's most recent registration shall have one (1) vote ~~per Registered Player. If a Registered Player has more than one (regardless of the number of the parent's or guardian's children who are Registered Players, and without regard to whether or not a second parent or legal guardian who of the same Registered Player is also a Member, only one (1) vote total may be cast among those Members in respect of that Registered Player is voting).~~
  - ii. A Registered Player who turns 18 between January 1 and May 31 in the final year of youth soccer (U18) shall have one vote in any Special or Annual Meeting held between their 18th birthday and May 31 of that same year. Replaces all this --> A Registered Player who turns 18 or over at the time of the player's most recent registration shall have one vote.
  - iii. A Member who is a Club Official or director 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.

### 3. ~~4.~~ Annual General Meeting

VAFC shall hold ~~its~~ a General Meeting that is declared to be VAFC's "Annual General Meeting" no later than ~~June~~ August 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.

### 4. ~~5.~~ Special General Meeting

- a) A special General Meeting (a "Special General Meeting of the Members 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 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*.
- b) The Special General Meeting shall be ~~held~~ declared and official notice given to all Members within twenty ~~one (21)~~ 20 days of receipt of the written request from the Members. ~~The Board has, such Special General Meeting to be held no later than forty-two (42) days after receipt of such written request. If the Board does not declare such Special General Meeting within~~ twenty (20) days after receipt ~~to hold the meeting of the Members. If it does not, on the twenty first (21) day of such written request,~~ the Members who requisitioned the meeting may call ~~a meeting~~ the Special General Meeting per the notice requirements in these bylaws and the *Societies Act*.
- c) Only the business set out in the notice to the Meeting of Members shall be considered.

### 5. ~~6.~~ Board of Directors Meeting

- a) 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~~ seven (7) days before the meeting is to be held.

- b) 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 VAFC meetings of VAFC (including General Meetings, Special Meetings, Annual General Meetings and Board meetings) 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. Meetings by Zoom or similar widely available service that Members may join without making payment are permitted. Voting by proxy is not permitted at any VAFC meeting (except that the Board may by two-thirds majority approve proxy voting in respect of Board meetings if notice of such resolution is given to all other Board members at least seven days in advance of the relevant Board meeting where proxy voting is to be considered)].

#### **PART 8: BYLAWS AND AMENDMENTS**

1. Bylaw amendments may be proposed by the Board of Directors at any time up to seven (7) days prior to a meeting, 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.
3. Any member may propose at the relevant meeting an amendment (the "incremental amendment") to a proposed Bylaw amendment (the "primary amendment"), and if the majority of members wish to consider and discuss such proposed incremental amendment then it may be presented for discussion by the proposing member (and shall be presented for approval or rejection by Ordinary Resolution) in advance of voting on the primary amendment.

#### **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, disciplinary proceeding or investigative action, whether current, threatened, pending or completed (a "proceeding"), to which that eligible party, by reason of his or her holding or having held authority within VAFC:

- a) is or may be joined as a party to such ~~legal proceeding or investigative action~~; or
  - b) 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~~.
3. **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.
4. **Indemnification Prohibited.** Notwithstanding the above, VAFC shall not indemnify an eligible 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:
- a) has already been reimbursed for such expenses;
  - ~~b) 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;~~
  - b) c) 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 a relevant subsidiary; or
  - c) d) 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.
5. **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.
6. **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~~prepared 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~~may reflect estimates or currently proposed fees.
4. The Board of Directors may not cause VAFC to be indebted (other than where liquid reserves on hand earmarked for repayment of such debt are expected to at all times remain available) 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 (including members and Directors) 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 and not otherwise defined herein 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 satisfaction of outstanding liabilities and 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 in British Columbia, or to such charitable organization or organizations in British Columbia as may be determined by the members of VAFC at the time of dissolution. ~~Any; provided however that any~~ remaining assets that are a result of Gaming or "gaming grants" within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia, and sponsorship moneys received by VAFC and not yet earned may be returned to relevant sponsors.

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