

1.

Gorge Soccer Association Constitution

2. The purposes of the Society are:
 - a. To sponsor and operate a soccer team or teams in any one or more duly formed leagues or associations, including boys' and girls' youth leagues or associations and divisions, and senior men's and ladies leagues or associations thereof.
 - b. To encourage, develop and promote the organization, training, coaching and advancement of soccer, in any or duly formed leagues or associations, including youth and senior associations and divisions thereof.
3. Upon dissolution of the society, the remaining assets after payment of all debts and liabilities shall be turned over to recognized charitable organizations in the Province or elsewhere in Canada as directed by the full members of the society at the time of dissolution. This provision is unalterable.

Bylaws

ARTICLE 1: AFFILIATIONS

The Club shall be a Member of The Lower Island Soccer Association, The Lower Island Women's Soccer Association and The Vancouver Island Soccer League which is a member of the British Columbia Soccer Association and shall be subject to the published Bylaws, Rules & Regulations in declining order of authority of the following governing organizations:

1. FIFA
2. The Canadian Soccer Association
3. British Columbia Soccer Association ("BCSA")
4. The Lower Island Soccer Association ("LISA")
5. The Lower Island Women's Soccer Association ("LIWA")
6. The Vancouver Island Soccer League ("VISL")

ARTICLE 2: INTERPRETATIONS

- 1) In these Bylaws, unless the context otherwise requires:
 - i) "Youth District" shall mean The Lower Island Soccer Association
 - ii) "Adult League" shall mean The Lower Island Women's Soccer Association and The Vancouver Island Soccer League

- iii) "BCSA" shall mean the British Columbia Soccer Association
- iv) "Club" shall mean Gorge Soccer Association
- v) "Directors" shall mean the directors of the Gorge Soccer Association
- vi) "Society Act" shall mean the Society Act of the Province of British Columbia as amended from time to time in force;
- vii) "Registered Address" of a member shall mean the address as recorded in the register of members;
- viii) "Active Member" shall mean a club and/or individual which becomes and remains an Active Member in good standing in accordance with these Bylaws. An Active member shall have the right to vote as set out in these Bylaws;
- ix) "Life Member" shall mean a person who becomes and remains a Life Member in accordance with these Bylaws. A Life Member shall have a voice but no vote at General meetings of the Association;
- x) "Delegate Member" shall mean a person who is the authorized voting delegate representing an Active Member at General Meetings of the Youth District or Adult League;
- xi) "Club - Youth Club" shall mean an organization operating a minimum of four affiliated youth soccer teams having not less than 44 players and, under the jurisdiction of the Youth District;
- xii) "Club – Adult Club" shall mean an organization operating a minimum of one affiliated Adult soccer team having not less than 7 players and, under the jurisdiction of the Adult League
- xiii) "Team" shall mean a soccer team with not less than eleven registered players, (except for mini 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.
- xiv) "Registered Player" shall mean a person whose application for registration with the Association has been validated by the Registrar for the current playing season;
- xv) "Board" shall mean the Board of Directors of the Club;
- xvi) "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;

xvii) "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.

xviii) "Respective Governing Body" shall mean The Lower Island Soccer Association, The Lower Island Women's Soccer Association and The Vancouver Island Soccer League which is a member of BCSA.

- 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 the Club are the applicants for incorporation of the Club, 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 the Club and upon acceptance by the Club becomes a member.
- 3) Every member must uphold the Constitution and comply with these Bylaws.
- 4) There are two (2) classes of Membership (Active and Life):

ACTIVE MEMBERSHIP

Active Membership shall be open to the following individuals:

- a) An adult player, as defined by the age of majority in the Province of British Columbia, duly registered with this Club.
- b) One parent or legal guardian of a minor aged player(s) duly registered with this Club.

LIFE MEMBERSHIP

The Board may confer a Life Membership upon a person who has rendered valuable service to the Club; Life Members are afforded all rights of Membership and shall have a voice but no vote at a General Meeting of the Club.

5) Membership Fees

The annual Membership fees shall be set by the Board and ratified by the Membership at a General Meeting of the Club.

6) Approval of New Members

An individual may be accepted into Active Membership upon:

- a) submitting an application to the Board showing good and sufficient need for such an application and other documentation as required by the Board.
- b) obtaining the approval of the Board.

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 Active Members

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

- a) To be governed in accordance with BCSA , the Respective Governing Body and the Club's published Constitution, bylaws and 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 BCSA, the Respective Governing Body and Club sanctioned programs,
- e) To attend and vote, in accordance with the Bylaws, at all General Meetings called by the Club, 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 the Respective Governing Body and in the case that the rules of the Respective Governing Body are silent, 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 that is suspended loses all rights of Membership until the suspension has been completed.

10) Termination of Membership

Membership in the Club shall be deemed to have been terminated:

- a) If the Member submits a signed letter of withdrawal to the Club.
- b) If the Member is expelled by the Club.

- c) If the Member fails to renew annual Membership in accordance with the Bylaws.

11) Members Not in Good Standing

The Board 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 the Club 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) The Club shall be governed by a Board of Directors which shall consist of no fewer than eight (8) individuals and no more than twelve(12). The positions of President, Vice-President Youth, Vice President Adult, Treasurer, Secretary and Director-At-Large are required positions. The remainder of the board may be filled out any way you choose providing the positions of Registrar and Risk Management Officer are filled.

- a) These individuals shall hold the positions of:
 - i) President
 - ii) Vice- President – Adult
 - iii) Vice- President – Youth
 - iv) Treasurer
 - v) Secretary
 - vi) Director-At-Large (one or more positions)

The following are required as positions and not necessarily Directors

- i) Registrar
- ii) 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 two (2) years.

- 2) A paid employee of the Club 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.
- 3) After an initial Board has been elected, the one half of the directors should be elected on alternating years.
- 4) Director Vacancy

- a) A Director has the right to resign their position by submitting a signed letter of resignation to the Club.
 - b) A vacancy on the Board, caused by the removal, resignation, incapacity or death, shall be filled by a majority vote of the Board. 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
- a) No Member of the Board shall be removed for arbitrary reasons but may be removed if:
 - i) the Director is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:
 - a) if she/he becomes incapable of performing the business of the Club;
 - b) if she/he is absent from two (2) or more meetings of the Board without satisfactory reason
 - c) if she/he is no longer domiciled in British Columbia
 - d) if she/he becomes, or is discovered to be, an undischarged bankrupt; or
 - ii) the Director has compromised the integrity of the Club due to, but not limited to, any of the following reasons:
 - a) if she/he has been found guilty of an offence under the Harassment Policy of the Club or if the Club does not have such policy, the Respective Governing Body's, or if the Respective Governing Body does not have such policy, BCSA's;
 - b) if she/he has been found guilty of an offence involving violence under the Discipline Policy of BCSA
 - c) if she/he has failed to properly account for monies or other property belonging to the Club
 - d) if she/he has been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club or
 - e) if she/he has been found guilty of failing to act in accordance with the Conflict of Interest Policy of Gorge Soccer Association.
 - iii) A Member of the Board 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;
 - c) The decision must be a two-thirds (2/3's) majority vote of the Board of Directors present at the hearing.
 - iv) 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;
- c) The decision must be a two-thirds (2/3's) majority vote of the Members present at the General Meeting

7) Conflict of Interest and Standards of Conduct

The Directors shall adhere to the Gorge Soccer Association's Conflict of Interest Policy.

8) Duties of Board of Directors

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

9) Duties of Directors

a) *President [Chair]*

The President shall

- preside at all General Meetings of the Association and of the Board of Directors.
- 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, and staff;
- shall be the spokesperson for the Association;
- has no authority to act unless directed to do so by the Board of Directors;
- in case of an equality of votes, in other words a tie, the president, in addition to his/her original vote shall have a second or casting vote.

b) *Vice-President Youth*

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

c) *Vice-President Adult*

In the absence of Vice President Youth, the Vice President Adult or other agreed upon Board Member shall act in the absence of the President.

d) *Treasurer*

The Treasurer shall

- ensure that full and accurate records are kept of the accounts of the Association;
- report to the Board of Directors at least once per quarter;
- submit an Annual Financial Report (including budget) to the Annual General Meeting.
- be responsible for the collection of fees and other monies owing to the association.
- transact all banking business
- be a signing officer for the Club
- pay approved Club invoices

e) 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 the Association'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;
- send out to the Membership a notice of each General Meeting;
- 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; file a 'Society Annual Report' with B.C. Registry Services within 30 days of the AGM.

f) Other Director Positions

- The duties of other Director Positions shall be determined by the Board of Directors. Directors may be responsible for duties such as Referee Manager, Field Equipment Manager, Team Uniforms Manager, Team Equipment Manager, Field Manager/Scheduler, Mini-Jamboree, Division Co-coordinators, Promotion, Financial Committee, Fields/Facilities Supervisor, Fundraising/sponsorship, Policy development, Alumni, Technical Committee, Awards Committee, Constitution, Business and Strategic Planning, Conflict Resolution, Public Relations, Website, Special Events, Recruiting and Nominations Committee.
- Directors may appoint committees as they see fit.

10) Nominations and Elections.

- Nominations for positions on the Board of Directors may be made by the nominating committee or by any Member two weeks prior to the Annual General Meeting.
- Nominations and elections for open positions shall be held in the order of the positions listed in the Bylaws.

- c) Election shall be by a show of hands or by secret ballot if requested by any member of the Club present. In the event only one (1) candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.
 - a. The President shall be elected by majority vote, in the event no candidate receives a majority the candidate with the least votes shall be dropped from the ballot and another vote shall be held. The voting process will continue in this manner until one person has the majority vote.
 - b. The Vice President shall be elected by majority vote, in the event no candidate receives a majority the candidate with the least votes shall be dropped from the ballot and another vote shall be held. The voting process will continue in this manner until one person has the majority vote.
 - c. The Treasurer shall be elected by majority vote, in the event no candidate receives a majority the candidate with the least votes shall be dropped from the ballot and another vote shall be held. The voting process will continue in this manner until one person has the majority vote.
 - d. A majority of the votes cast shall be required to elect the remaining Directors.

11) Authority of President or Chair

- a) The President or Chair shall speak on behalf of the Club based on the direction of the Board.

12) A Director of the Club may not hold an elected position, for more than 60 days after election to any other soccer organization Board.

ARTICLE 5: MEETINGS

1) General Meetings

- a) An official notice of each meeting shall be given to all Members *at least* fourteen (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:
 - Email
 - Any other method determined by the Members
- b) A quorum shall be those present at a duly constituted general meeting of the Club or a minimum of three (3) voting Members, whichever is 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.

2) Annual General Meeting

- a) The Club shall hold its Annual General Meeting no later than **June 1** of each year. The agenda of the Annual General meeting may include:
1. Roll Call
 2. Minutes of Previous Annual General Meeting
 3. President's (Chair's) Address
 4. Officers' Reports
 - a. VP Youth
 - b. VP Adult
 5. Treasurer's Report
 6. Auditor's Report
 7. Appointment of Auditors
 8. Other Reports
 9. Unfinished Business
 10. Amendments to the By-Laws
 11. Election of Officers and Directors
 12. Any Other Business
 13. Adjournment

3) Special General Meeting

- a) A Special General Meeting of the Club:
- 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 the Club 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.

5) Voting at Annual General Meeting:

By Individual Member

- a) Each adult player, as defined by the age of majority, shall have one (1) vote
- b) One parent or legal guardian of a minor aged player(s) shall have one (1) vote
- c) No Member shall have more than one (1) vote

6) Board Meeting

- a) The Board of Directors is required to meet at least six (6) times per year, upon fourteen (14) days notice given by the President (Chair) and/or Secretary, at such place and time as the Board may determine.

- b) A majority of the members of the Board 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 at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Club.

ARTICLE 7: PROCEDURES GOVERNING MEETINGS

All meetings of the Club 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 the Club. While email voting is a quick way to reach consensus the issue on the floor must be addressed and ratified at the next regular face to face meeting.

ARTICLE 8: BY-LAWS AND AMENDMENTS

- 1) Bylaw amendments may be proposed by the Board, or submitted by a Member to the Club in writing at least forty-five (45) days prior to a General Meeting of the Club; and approved by a seventy-five percent (75%) vote of the Membership voting in person at a meeting of the Club 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) The Club shall have Rules and Regulations for the operation and administration of the game of soccer within the Club.
- 2) Amendments to the Rules and Regulations may be made by a majority vote of the Board or the Members at a General Meeting. If the Rules and Regulations are amended by the Board 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

With the approval of the Supreme Court of British Columbia, the Board shall cause the Club to indemnify a Director, officer, former Director or former officer of the Club or of a corporation of which the Club is or was a shareholder, and his or her heirs and personal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or officer of the Club or a Director or officer of such corporation, including any action brought by the Club or any such corporation, if:

- a) he or she acted honestly and in good faith with a view to the best interests of the Club or such corporation of which he or she is or was a Director; and
- b) in the case of a criminal or administrative action or proceeding, he or she had reasonable grounds for believing his or her conduct was lawful.

ARTICLE 11: FINANCE

- 1) The Financial Statements of the Club shall be audited annually by a Chartered Accountant and a Notice To reader published online (as per BC Soccer Article 12).
- 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, in conducting the business of the Club, may not borrow upon the credit of the Club without seeking the prior approval of the membership.
- 4) The signing officers shall be a minimum of three (3) Directors, one of them being the Treasurer.
- 5) The fiscal year of the Association shall end on March 31st.

ARTICLE 12: DISPUTE RESOLUTION

- 1) The Club shall adhere to the Dispute Resolution process as published and approved by the Respective Governing Body and in the case that the rules of the Respective Governing Body are silent, BCSA from time to time.
- 2) Any member of the Club may initiate the Dispute Resolution process by communicating in writing to the Respective Governing Body, with a copy to the Club, 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.

- 3) The Dispute Resolution process shall not to be used for game discipline which follows the normal discipline and appeals process.
- 4) The Club 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 mechanism prior to civil litigation.

ARTICLE 13: HARASSMENT AND PRIVACY POLICIES

- 1) The Club 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 the Club.
- 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) The Club 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 the Club may appeal such decision.
- 2) The denial or termination of membership in the Club may be appealed by a non-registered individual or organization.
- 3) A decision of the Club may be appealed to the Respective Governing Body, to be conducted in accordance with the Respective Governing Body's published rules. A decision of the Respective Governing Body may be further appealed to BCSA, to be conducted in accordance with BCSA's published rules. A decision of BCSA may be further appealed to the Canadian Soccer Association, to be conducted in accordance with the Canadian Soccer Association's published rules. A decision of the Canadian Soccer Association shall be final and binding on the parties.
- 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 the Club'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 the Club regarding a player's team assignment on any Club, District, or Regional team.

ARTICLE 15: DEFINITIONS/TERMINOLOGY

Terminology used in these Bylaws shall have the same meaning as used by the Respective Governing Body and BCSA in its letters patent, Bylaws and published rules. In the case of a conflict between definitions, the definition used by BCSA shall govern.