

New Westminster Soccer Club

Constitution and By-laws



May 28, 2018

New Westminster Soccer Club
P.O. Box 291
720 Sixth Street
New Westminster, B.C.
V3L 3C5

New Westminster Soccer Club – Constitution

Society Act

Amended Constitution

[as amended by Special Resolution passed the 17 day of April, 1996]

1. The name of the Society is **NEW WESTMINSTER SOCCER CLUB** hereinafter called the “Society”.
2. The purposes of the Society are:
 - (a) to provide organized soccer activities that enable young persons in the community to have fun while enhancing their personal self-esteem through the development of social, mental and physical skills;
 - (b) to promote the game of soccer;
 - (c) to provide for an exchange of ideas relating to the game of soccer and relating to the development of social and physical skills of young persons in the community;
 - (d) to cooperate and affiliate with Canadian Soccer Association and its affiliated Associates.
3. The Society shall be carried on without purpose of gain for its members and any profit or other accretions to the Society shall be used for promoting its purposes. No member of the Board of Directors shall be paid any remuneration for services rendered to the Society, but may be paid his or her reasonable expenses in acting as a director. This clause is unalterable.
4. Upon winding up or dissolution of the Society, the assets remaining after payment of all costs, charges and expenses properly incurred in the winding up, including the remuneration of a liquidator, and after payment of any other debts of the Society, shall be distributed to an amateur athletic organization or organizations in Canada, registered under the provisions of the Income Tax Act of Canada, which shall be designated by the Board of Directors of the Society. Any of such assets which had originally been provided for specific purposes, shall, wherever possible, be distributed to an amateur athletic association, registered under the provisions of the Income Tax Act of Canada, carrying on work of a similar nature of such specific purposes. This clause is unalterable.

New Westminster Soccer Club – By-laws

Here set forth, in numbered clauses, the by-laws providing for the matters referred to in Section 6(1) of the Society Act and any other by-laws.

[as amended by Special Resolution passed the 15th day of March, 2012]

PART 1 - INTERPRETATION

1. (1) In these by-laws, unless the context otherwise requires,
 - (a) “directors” means the directors of the Society for the time being;
 - (b) “Society Act” means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (c) “registered address” of a member means his address as recorded in the register of members;
 - (d) “club” means this Society;
 - (e) “player” means any person who, during a current operating year of the Society, is registered with the Club as a soccer player.
- (2) The definitions in the Society Act on the date these by-laws become effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person, a corporation or partnership.

PART 2 - MEMBERSHIP

3. All members of the Society shall be voting members.
4. The members of the Society are the applicants for incorporation of the Society, together with those persons who subsequently have become members, in accordance with these by-laws and, in either case, have not ceased to be members.
5. The members of the Society shall comprise of the following person:
 - (a) all players registered during a specific operating year and who are fifteen (15) years of age and older;
 - (b) the parent or guardian or other person who signs a player registration form on behalf of a player during a specific operating years;
 - (c) all registered coaches, assistant coaches, team managers and referees;
 - (d) any other person, corporation or Society which supports the goals and objective of the Society and is admitted to membership by the Directors of the Society.
6. If any applicant is denied membership by the directors, that applicant may appeal the decision of the directors by attending at a general meeting of the members and request a vote on his admission. On acceptance by a vote of not less than fifty percent of the voting members present at the meeting the applicant shall be a member.
7. The amount of the first annual membership fees shall be determined by the directors.
8. Except for the first annual membership fees, the membership fees, if any, shall be determined or reset by the vote of the members present at any general meeting of the Society. The members shall also by vote determine the day in each year when the membership fees, if any, from each member shall be paid.
9. The subscribers to this constitution and these by-laws shall be the first members at the Society.

10. The subscribers to this constitution and these by-laws shall have the same duties as any other member.
11. It is the duty of each member, in order to remain in good standing in the Society, to comply with the by-laws and rules of the Society and pay when due the membership fee, if any, for the current year.
12. A person shall cease to be a member of the Society:
 - (a) by delivering his resignation in writing to the secretary of the Society by mailing or delivering it to the address of the Society, or
 - (b) on his death or in the case of a corporation on dissolution, or
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 12 consecutive months.
13. (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The person who is the subject of the special resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
14. A member expelled from the Society shall receive a pro-rated portion of the annual membership fee paid by him for the current year.
15. All members are in good standing except:
 - (a) a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debts remains unpaid;
 - (b) has failed to attend at three consecutive meetings of members and is not in good standing until he attends three consecutive meetings of members.

PART 3 – MEETINGS OF MEMBERS

16. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the directors decide.
17. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
18. The directors may, whenever they think fit, convene an extraordinary general meeting.
19. Ten (10%) per cent of the voting members of the Society may call an extraordinary general meeting.
20. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business.
 - (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
 - (3) Notice of meeting shall be given to every member fourteen (14) days before such general or extraordinary meeting.
 - (4) Notice of any annual, general or extraordinary meeting may be given to a member:
 - i) personally;
 - ii) by prepaid mail to the last address provided to the Society, in which case it shall be deemed to be delivered, if posted in B.C. prior to the last posted mail pickup time, on the third day (excluding Saturdays, Sundays and holidays) after mailing;
 - iii) by fax to the last fax address (if any) provided to the Society;

- iv) by email to the last email address (if any) provided to the Society;
- v) by posting notice of the meeting on the Society's Website; or
- vi) by advertising the meeting in any newspaper circulating the City of New Westminster.

21. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

22. Special business is:

- (a) all business at an extraordinary general meeting except the adoption of rules of order, and
- (b) all business that is transacted at an annual general meeting, except,
 - i) the adoption of the rules of order;
 - ii) the consideration of the financial statements;
 - iii) the report of the directors;
 - iv) the report of the auditor, if any;
 - v) the election of directors;
 - vi) the appointment of the auditor, if required;
 - vii) such other business as, under these by-laws, ought, to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.

23. (1) No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall, be conducted at a general meeting at a time when a quorum is not present.
- (2) If at-any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 50% percent of the officers of the Society, plus five (5) members who are not officers of the Society.

24. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned, to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for a meeting, the member present constitute a quorum.

25. Subject to By-law 26, the president of the Society, the vice-president, or in the absence of both, one of the other directors present shall preside as chairperson of a general meeting.

26. If at a general meeting:

- (a) there to no president, vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the president and all the other directors present are unwilling to act as chairperson, the members present shall choose one of their number to be chairperson.

27. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (2) Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
28. (1) No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.
- (2) The chairperson will not vote unless there is a case of an equality of votes.
 - (3) In case of an equality of votes, the chairperson will cast his vote.
29. (1) A voting member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show at hands.
 - (3) Voting by proxy is not permitted.
30. A corporate or partnership member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society. A corporate or partnership member shall be entitled to only one vote regardless of how many authorized representatives on behalf of that company or partnership are in attendance at meeting.

PART 5 – DIRECTORS

31. (1) The applicants for incorporation shall be the first directors of the society, to hold office until the first general meeting of the Society convened for the purpose of electing the officers of the Society. The first directors shall not hold office as directors past the first annual general meeting unless re-elected as directors at the first annual general meeting.
- (2) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:
 - (a) all laws affecting the Society;
 - (b) these by-laws, and
 - (c) rules, not being inconsistent with these by-law, which are made from time to time by the Society in general meeting.
 - (3) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
32. (1) The Directors shall comprise the persons elected by the members at the last annual general meeting or subsequently appointed by the Directors, to hold the following offices of the Society:
- (a) Club president
 - (b) Vice president Boys U5- U10
 - (c) Vice president Boys U1-U18
 - (d) Vice president Girls U5-U10
 - (e) Vice president Girls U11-U18
 - (f) Members at Large (two positions)
 - (g) Treasurer

- (h) Secretary
- (i) Risk Manager
- (j) Communications Officer
- (k) Head Referee
- (l) District Representative
- (m) Adult Programs Manager

- (2) The number of directors shall not be less than five (5) and not be greater than twenty-five (25).
33. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.
- (2) Separate election shall be held for each office to be filled.
 - (3) An election may be by acclamation, otherwise it shall be by ballot.
 - (4) If no successor is elected the person previously elected or appointed continues to hold office.
34. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
35. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors shall appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
36. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
37. In accordance with Article 3 of the Constitution, no director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

PART 6 – PROCEEDINGS DIRECTORS

38. (1) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the directors then in office.
 - (3) The president shall be chairperson of all meetings of the directors; but if at any meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice-president shall act as chairperson, but if neither is present the directors present may choose one of their number to be chairperson at that meeting.
 - (4) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the director.
39. (1) The directors may delegate any, but not all of their powers to committees consisting of such directors, members or both as they think fit.

- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
40. A committee shall elect a chairperson of its meetings; but if no chairperson is elected, or if at any meeting the chairperson is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairperson of the meeting.
41. The members of a committee may meet and adjourn as they think proper.
42. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly-elected or appointed director or directors for the meeting to be duly constituted, if a quorum of the directors is present.
43. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, facsimile or electronic mail, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meetings of directors shall be sent to that director, and
 - (b) any and all meetings of the directors of the Society, notice of which has not been given to that director shall, if a quorum of the directors is present, be valid and effective.
44. (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
- (2) The chairperson will not vote unless there is a case of an equality of votes.
- (3) In case of an equality of votes, the chairperson will cast his vote.
45. No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairperson of a meeting may move or propose a resolution.
46. A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

PART 7 – OFFICERS OF THE SOCIETY

47. The officers of the Society shall be the Directors of the Society.
48. The duties of the officers of the Society shall generally in line with the titles of the positions, and specifically as laid out by the Directors as amended from time to time.
49. The directors may at any time and from time to time, appoint a member or another director as an officer to fill a vacancy in the offices of the Society.
50. An officer elected by the members pursuant to these By-Laws, or appointed by the directors pursuant to these By-Laws shall hold office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at, that meeting.
51. An officer who ceases to be a director of the Society for any reason whatsoever shall also cease to be an officer of the Society.
52. A member of the Society may occupy more than one (1) office of the Society.
53. In the absence of the secretary from a meeting of the society or from a meeting of the directors, the directors shall appoint another person to act as secretary at the meeting.

PART 8 – OPERATIONAL GUIDELINES & CLUB RULES

54. The directors may from time to time adopt operational guidelines and club rules concerning the general operation of the club and the admission and organization of players and club teams and officials, provided such guidelines and rules are consistent with the Constitution and By-laws. Without limiting the generality of the foregoing, the rules and operational guidelines may provide for:
- (a) the adoption of team colours;
 - (b) fixing the operating year;
 - (c) fixing the registration dates;
 - (d) setting the requirements for the registration of players;
 - (e) setting the player registration fees;
 - (f) rules and guidelines concerning team composition;
 - (g) rules concerning the advancement of players beyond their age group;
 - (h) the size of teams;
 - (i) the movement of player between teams;
 - (j) rules and guidelines for coaches and managers;
 - (k) rules of sportsmanship;
 - (l) rules and guidelines concerning player conduct;
 - (m) rules and guidelines concerning the appointment, supervision and removal of coaches;
 - (n) rules and guidelines concerning parent conduct;
 - (o) rules and guidelines for referees;
 - (p) the conduct of tournaments.

PART 9 – SEAL

55. The directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
56. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and secretary or president and treasurer.

PART 10 – BORROWING

57. In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, borrow money and secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures or mortgages.
58. No debenture shall be issued without the sanction of a special resolution.
59. The members may by special resolution restrict the borrowing powers of the directors but a restriction so imposed expires at the next annual general meeting.

PART 11 – AUDITOR

60. This Part applies only where the Society is required or has resolved to have an auditor.

61. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
62. At each annual general meeting the Society shall appoint an auditor to hold office until he is reelected or his successor is elected at the next annual general meeting.
63. An auditor may be removed by ordinary resolution.
64. An auditor shall be informed forthwith in writing of appointment or removal.
65. No director and no employee of the Society shall be auditor.
66. The auditor may attend general meetings.

PART 12 – NOTICES OF MEMBERS

67. A notice, other than notice of general or extraordinary meeting, may be given to a member, either personally or by mail to him at his registered address.
68. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that the notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

PART 13 – BY-LAWS

69. On being admitted to membership, a member is entitled to and the Society shall give him, without charge, a copy of the constitution and by-laws of the Society.
70. These by-laws shall not be altered or added to except by special resolution.