


CAROL PREST

SOCIETIES ACT

FRASER VALLEY CHRISTIAN SOCCER ASSOCIATION

BYLAWS

1. INTERPRETATION

1.1 In these Bylaws, unless the context otherwise requires:

- (a) The "Directors" or "Board of Directors" or "Board" means the directors of the League for the time being.
- (b) The "Executive" means the officers appointed as set out in Paragraph 4.11 of these Bylaws.
- (c) "League" means the Fraser Valley Christian Soccer Association.
- (d) "League Rules" means those rules of the League set by the Directors and which are available on the date of the Annual General Meeting, and shall apply for the duration of that season.
- (e) "Church" means a place where public Christian worship takes place
- (f) "member" means a member of the League by virtue of being a Team Representative or Director as appointed and/or approved in accordance with these Bylaws.
- (g) "Team" means a team that have been accepted for participation in the League in accordance with these Bylaws.
- (h) "Team Representative" means that person appointed as team representative of a Team in accordance with these Bylaws.
- (i) "Registered Player" means a person that is registered on the roster of a Team in accordance with these Bylaws.

1.2 The definitions in the *Societies Act* on the date these Bylaws become effective apply to these Bylaws except as otherwise herein provided for.

1.3 The Mission Statement of the League is: Participants of the League, as image-bearers of Christ, strive to love both God and neighbour in all we do, to the ultimate glory of our Creator. (Col. 3:9-17) (the "Mission Statement").

2. MEMBERSHIP AND TEAMS

2.1 The members of the League are the applicants for incorporation of the League, and those persons who subsequently have become members, in accordance with these

Bylaws and, in either case, have not ceased to be members. The League shall at all times have at least three members.

- 2.2 The members of the League shall include any person over 16 years of age that has been appointed by a team admitted into the League as the team's "Team Representative" and approved by the Directors, and such persons shall become members for the membership year in which their registration is valid, or until they are replaced as a Team's "Team Representative" and such replacement is approved by the Directors. If a person is replacing a Team Representative before the end of a membership year, that person shall inform the Executive immediately.
- 2.3 The membership year for members shall commence at 12:00 am January 1st of each year and end at 11:59 pm December 31st of the same year.
- 2.4 The directors elected from time to time of the League shall be *ex officio* members with effect from the date they become elected directors and shall remain members until such time as they cease to be directors of the League. Subject to the *Societies Act*, the director members are entitled to one vote each in meetings of members of the League, and shall not be entitled to a second vote if they are also Team Representatives.
- 2.5 All members, Teams and Registered Players are required to conform to the Constitution, the Mission Statement, the Bylaws and amendments thereto, the League Rules and to all regulations put into effect from time to time governing the activities of the League.
- 2.6 Only teams that:
 - (a) Support, subscribe to, and conduct themselves in accordance with the Constitution, the Mission Statement, the Bylaws and amendments thereto, the League Rules, and to the spirit of the League;
 - (b) Pay the team dues determined by the Executive by the date stipulated by the Executive;
 - (c) Submit a roster:
 - (i) in accordance with the League Rules;
 - (ii) with a maximum of 25 players on its roster, 22 of which must be regular attendees of a Church;
 - (iii) with players that are at least 16 years of age as at January 1 of that calendar year; and
 - (iv) no later than 11:59pm on March 31 of that calendar year;

(f) Have not been expelled from the league,

will be considered a Team in good standing and thus may participate in the League.

2.7 The participation of Teams, and/or any of the Team's Registered Players, in the League shall be at the discretion of the Executive, which discretion shall be exercised in accordance with the Mission Statement, Constitution, Bylaws, the League Rules, and whether those Teams and/or the Registered Players, as the case may be, are in good standing. In addition, Teams desiring to participate in the League shall:

(a) apply to the Executive for permission to do so;

(b) submit a participation sheet provided by the League that shall be signed by the team representative;

(c) submit a \$50 non-refundable application fee; and

(d) submit the above documents no later than the season beginning spring meeting, at which meeting an applicant team must send a Team Representative.

2.8 Upon the finalization of the League schedule for the upcoming season, the Executive shall determine the annual team dues and team dues submission date and shall inform the team representatives of them at least 2 weeks prior to that date.

2.9 Only Teams and Registered Players of the League in good standing may play during a soccer game sanctioned by the League. The Executive shall have the authority to expel or suspend any Team or Registered Player that conducts itself contrary to the Mission Statement, the League objects, or the spirit of the League.

3. WITHDRAWAL AND EXPULSION OF MEMBERS

3.1 A person shall cease to be a member of the League:

(a) by delivering his resignation in writing to the Secretary of the League or by mailing or delivering it to the address of the League;

(b) on his death or in the case of a corporation on dissolution;

(c) on being expelled and/or suspended;

(d) on having been a member not in good standing for two consecutive months,

(e) cessation of the current membership year, or

(f) with respect to director members, if they cease for any reason to be a director of the League.

- 3.2 The Directors shall have the power, by a majority vote of the Directors, to expel or suspend any member, Team and/or Registered Player from the League whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interest or reputation of the League, who willfully commits a breach of the League Rules, Constitution, or Bylaws of the League, or whose conduct is in conflict with the Mission Statement or spirit of the League. The Board may declare that the member, Team and/or Registered Player shall stand suspended or expelled from membership in the League from the date stated in a resolution of the Board.
- (a) A written notice of suspension or expulsion will be delivered to the subject member, to the Team Representative of a subject Team, and/or to the subject Registered Player stating the reason or reasons for suspension or expulsion, and prior to any expulsion or suspension, the subject member, Team Representative and/or Registered Player shall have the opportunity to be heard by the Directors.
 - (b) If suspended or expelled, the Directors shall stipulate the length of the suspension or expulsion, as the case may be. Expelled members, Registered Players or Teams may apply for readmission to the League.
- 3.3 All members and Teams are in good standing except a member or Team who has failed to pay the current annual membership fee or dues or any other subscription or debt due and owing by the member or Team, as the case may be, to the League and the member or team is not in good standing so long as the debt remains unpaid.
- 3.4 Any member who withdraws or is expelled from the League shall forthwith forfeit all rights arising from or associated with membership in the League.
- 3.5 Any member who withdraws or is expelled from the League or who ceases to be a member in good standing of the League shall remain liable for payment of any assessment or other sum levy or which became payable by him to the League prior to his withdrawal or expulsion.
- 3.6 The Directors may, from time to time, decide what, if any, refund of fees or dues a member withdrawn, expelled or suspended may receive.

4. DIRECTORS AND OFFICERS

- 4.1 The government of the League shall be vested in a Board of Directors of at least three and no more than fifteen persons. There may be a maximum of two Directors that are associated with a specific team admitted to the League (i.e. on that team's roster) sitting on the Board of Directors at any one time, and Directors ought to possess the following characteristics:
- (a) integrity;
 - (b) honesty;
 - (c) be respected;

- (d) professional;
 - (e) kind to others; and
 - (f) conduct themselves in a Godly manner.
- 4.2 The President, Vice-President, Secretary, Treasurer and Commissioner and such other number of persons as shall be determined in accordance with these Bylaws, shall be the directors of the League. The Executive of the League shall be the persons elected by the members to the positions of President, Vice-President, Secretary, Treasurer, and Commissioner.
- 4.3 The directors shall retire from office at the third annual general meeting from when they were appointed, at which time their successors shall be elected or appointed in accordance with these Bylaws.
- 4.4 If a director resigns his office or otherwise ceases to hold office, or if after the elections a vacancy exists on the board, the remaining directors shall appoint a member to the vacant position(s).
- 4.5 No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 4.6 Separate elections shall be held for each office to be filled. Candidates for the Board shall be nominated in writing to the Executive, who shall then decide which names to put forward at the annual general meeting of the League.
- 4.7 If no successor is elected or appointed (as aforesaid) the person previously elected or appointed continues to hold office.
- 4.8 Any director who is expelled from membership in the League or who ceases to be a member in good standing is deemed to have resigned as director.
- 4.9 A director may be removed from office by a special resolution endorsed by a vote of at least 60% of the members of the Board of Directors.
- 4.10 The Directors shall call a special meeting of the League upon receiving written request for such a meeting, signed by at least 10% of the members of the League. The written request for a special meeting shall state the purpose for which the meeting is requested. Within ten days of the receipt of such a written request, the Board shall cause a notice to be written, or by any means the Board deems advisable, to be sent to all members, specifying the time and place for holding such meeting. Such meeting shall be held not less than twenty-one days from the date of the notices. At any special meeting called on request, only the business specified in the request shall be discussed, except any further business that the Directors may wish to bring before the meeting.

5. DUTIES OF THE DIRECTORS AND OFFICERS

- 5.1 The President shall preside at all meetings of the Board and the League with the usual privileges of the office. The President will oversee all the League's functions.
- 5.2 The Vice-President shall assist the President in all matters pertaining to the League and, in the absence of the President, the Vice-President shall perform the duties of the President.
- 5.3 The Secretary shall conduct the correspondence of the League, issue notices of meetings, of the League and directors, keep minutes of all meetings of the League and directors, have custody of all records League except those required to be kept by the Treasurer, and maintain the register of members and teams.
- 5.4 The Treasurer shall be the custodian of all monies, or other property paid or donated to the League and shall disburse monies upon authority from the Board. The Treasurer shall keep a true and accurate record of receipts and disbursements and shall render a true account when required and shall be responsible for preparing a draft operating budget each year for consideration of the Board of Directors.
- 5.5 The Commissioner shall coordinate the annual schedule of games sanctioned by the League, coordinate refereeing of games sanctioned by the League, and seek the advice of the Executive as required, and considering precedent where possible, to address disputes and resolve them in accordance with the Constitution and Bylaws of the League.

6. PROCEEDINGS OF DIRECTORS

- 6.1 The Board may meet together at the places they see fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 6.2 The Board may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the Directors then in office, but in no circumstances will the quorum be less than three members of the Board of Directors.
- 6.3 The President shall be the Chairman of all meetings of the Directors, but if at a meeting the President is not present within thirty minutes after the set meeting time, the Vice-President shall act as the Chairman. If neither the President nor Vice-President are present, the Directors present may choose one of their number to be Chairman at the meeting.
- 6.4 The President may convene a meeting at any time either with or without notice. Any other member of the Board of Directors may request the President or the Secretary to convene a meeting of the Board and, upon at least seven days written notice, the Secretary shall convene the meeting of the directors at the time and place set out in the notice.
- 6.5 Questions arising at a meeting of the directors shall be decided by a majority of votes of the directors present in person or, in the case of a motion where prior notice has been given, by written vote given to the President. In the case of written votes given to the

President, the President shall provide details of the votes to those members of the Board who are personally present at the meeting. The Chairman shall be allowed one vote only.

- 6.7 The Directors shall have the power to appoint such committees as they see fit, and any such committee appointed may perform such duties and exercise such power as delegated to them by the Directors from time to time. The members of such committees appointed need not necessarily be members of the Board, but there shall be at least one member of the Board on such committees.
- 6.8 Each committee appointed shall, from its' members, elect a Chairman of the committee and a majority of the committee shall constitute a quorum at any committee meeting.
- 6.9 The members of a committee may meet and adjourn as they think proper and shall report every act or thing done to the earliest meeting of the directors to be held after it has been done.

7. PROCEEDINGS AT GENERAL MEETINGS OF MEMBERS

- 7.1 A meeting (the "Annual General Meeting") shall be conducted annually within eight (8) weeks of the conclusion of the League schedule for that calendar year, and such meeting shall be for the business outlined in section 7.9, including the election of members of the Board who have vacated their position for any reason including, but not limited to, the expiry of their term of office, resignation, death, or removal from office by special resolution. The election of members to the Board will be for a three year term. Additional meetings may be called by the President or upon written request of at least three members of the Board.
- 7.2 Notice in writing of the Annual General Meeting of the League shall be given to each member at least fourteen days prior to the date of the meeting, and such notice shall set forth the time and place at which the meeting is to be held.
- 7.3 Each member present in person shall be entitled to one vote. Voting by proxy or by telephone shall not be allowed.
- 7.4 A record of signatures of all members attending each and any meeting shall be kept by the Secretary and a copy securely attached to the minutes of such meetings.
- 7.5 Unless otherwise provided by resolution of the Board of Directors, a quorum for the transaction of the business at any annual general meeting or special general meeting of the members shall consist of not less than five (5) members in good standing present in person who are entitled to vote at a meeting of the members.
- 7.6 Any meetings of the League or of the Directors may be adjourned to any time and from time to time and business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

- 7.7 At all meetings of the members of the League, the President or, if the President is absent, the Vice-President or, if both are absent, a member elected by the meeting shall take the Chair. The Chairman shall be allowed one vote only.
- 7.8 At all meetings every question shall be decided by a simple majority of the votes of those entitled to vote who are present in person, unless otherwise required by the Bylaws of the League or the *Societies Act*. Every question shall be decided in the first instance by a show of hands unless a poll vote is demanded by any member, in which instance such poll shall be taken in such manner as the Chairman shall direct.
- 7.9 The order of business for the Annual General Meeting of the League will be as follows and may include other items deemed necessary by the Board from time to time:
- (a) Call to Order with a Christian opening;
 - (b) Minutes of the Previous Meeting;
 - (c) President's Report;
 - (d) Treasurer's Report;
 - (e) Auditor's report, if any;
 - (f) Election of Directors;
 - (g) Appointment of auditor, if required;
 - (h) Such other business that, under these Bylaws, 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; and
 - (i) Adjournment.
- 7.10 Each team that fails to send at least one representative to the Annual General Meeting or any meeting called by the directors for the members of the League may be fined by the Directors up to \$50. If a team plans to send an attendee to the Meeting that is not the team representative, that team shall inform the Executive at least 24 hours before the Meeting of the League.

8. FINANCES

- 8.1 The fiscal year of the League shall terminate on a day to be fixed by the Board of Directors.
- 8.2 No borrowing power shall be exercised on behalf of the League except by special resolution passed at a membership meeting in respect of which at least fourteen days' notice has been given to the members of the League. A special resolution to borrow any amount must be approved at a general or special meeting of the members of the League by at least 75% of the members present at the meeting.

- 8.3 The League may do such things, as approved by the Board of Directors, as may be necessary to raise funds to carry out the objectives of the League and may accept donations for this purpose. All revenue shall be placed in the League's treasury.
- 8.4 The members of the League may give input to the Board of Directors on all matters of finances but the final decision as to all matters of finances will be based on the majority decision of the Board of Directors.
- 8.5 A yearly projected budget will be drawn up at the first Board of Directors meeting after the annual general meeting. Once the budget has been passed by the majority of the Board of Directors, any expenditures over and above the budgeted amount in a category must be approved by a majority vote of the Board.
- 8.6 A financial statement for the current year will be presented to the members at the Annual General Meeting including all financial transactions to the date of the meeting and any foreseen transactions that will occur after the meeting until the end of the fiscal year.
- 8.7 A yearly completed financial statement for the previous year will be made available to the members upon completion of the financial statement after the year end fiscal date. Any member who wishes to view this statement may do so by making arrangements for a mutually convenient date and time with the Treasurer.

9. GAME LAWS AND RULES

- 9.1 Games shall be refereed and governed according to the League Rules.

10. MEMBER COMPLAINT AND APPEALS PROCESS

- 10.1 In the event of disputes or complaints arising between teams, members, or team participants during a game, where possible the matter shall be resolved by approaching the officiating referee.
- 10.2 If the matter cannot be satisfactorily resolved on game day, the disputing party may file a written complaint with the Commissioner, providing independent witness(es) to the matter being disputed.
- 10.3 The Commissioner shall invite the response of the opposing party and the advice of the officiating referee, and shall make a recommendation to the Executive for the resolution of the matter. The Executive shall then finally determine the matter and provide the affected parties with its conclusive reasoned decision on the matter.
- 10.4 The Constitution and the Bylaws shall form the terms of reference for the Dispute Process.

11. LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

- 11.1 Subject to the *Societies Act*, no director or officer or employee for the time being of the League shall be liable for the acts, receipts, neglects or defaults of any other director or

officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage, expense happening to the League through the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the League shall be invested or for any loss or damage arising from the bankruptcy, insolvency, or tortious act of any person, firm or corporation with whom or which any money, security or effect shall be logged or deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or judgment or oversight on his part or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or default, negligence, breach of trust or breach of duty.

- 11.2 Subject to the provisions of the *Societies Act*, the directors of the League may cause the League to indemnify any director, officer, employee or agent of the League or of a subsidiary of the League (notwithstanding that he is also a director) or of a corporation, partnership, joint venture, trust or other enterprise for which he is serving at the request of the League, and his heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or them and resulting from his acting as a director, officer, employee or agent of the League or such corporation or such other enterprise. In addition the League shall indemnify the President, Vice President, Secretary, Treasurer and their respective heirs and personal representatives against all costs, charges and expenses whatsoever incurred by all or any one of them and arising out of the functions assigned to them by the *Societies Act* or these Bylaws and each such person shall on being appointed be deemed to have contracted with the League on the terms of the foregoing indemnity.
- 11.3 The failure of a director or officer of the League to comply with the provisions of the *Societies Act* or of the Constitution or these Bylaws shall not invalidate any indemnity to which he is entitled under this Part.
- 11.4 The directors may cause the League to purchase and maintain insurance for the benefit of any person who is or was serving as a director, officer, employee or agent of the League or as a director, officer, employee or agent of the League, or as a director, officer, employee or agent of a subsidiary of the League, or as a director, officer, employee or agent of a corporation, partnership, joint venture, trust or other enterprise for which he is serving at the request of the League, and his heirs or personal representatives against any liability incurred by him as such director, officer, employee or agent.

12. BORROWING AND INVESTMENT

- 12.1 In order to carry out the purposes of the League the directors may, on behalf of and in the name of the League, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.
- 12.2 No debenture shall be issued without the sanction of a special resolution.

- 12.3 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.
- 12.4 The directors may invest the money and other property of the League in any investments which the directors in their sole discretion consider to be in the best interests of the League.

13. NOTICES TO MEMBERS

- 13.1 A notice may be given to a member, either personally, by mail or by email to him at his registered address.
- 13.2 A notice sent by mail shall be deemed to have been given on the fifth day following that on which the notice is posted and, in proving that notice has been given, it is sufficient to prove that notice was properly addressed and put in a Canadian post office receptacle.
- 13.3 Notice of a general meeting shall be given to
- (a) every member shown on the register of members on the day notice is given, and
 - (b) the auditor, if any has then been appointed.
- 13.4 No other person is entitled to receive a notice of general meeting.

14. BYLAWS

- 14.1 The Constitution and Bylaws shall not be altered or added to except by special resolution at the Annual General Meeting of the League. To be passed, a special resolution requires approval from at least 75% of the members present at the meeting.
- 14.2 A copy of the Constitution and Bylaws will be given to each director of the Board at the first Board meeting after the annual general meeting. Other members may obtain a copy of the Constitution and Bylaws from the Secretary of the League.

15. BOOKS AND RECORDS

- 15.1 The books and records of the League shall be in the custody of the Secretary and Treasurer (if any) and shall be open to the inspection of the Board of Directors at all times except as otherwise provided by law or these Bylaws.
- 15.2 Other members of the League may be permitted to inspect the books or records of the League by advance appointment with the Secretary or Treasurer, having first obtained approval from the Board of Directors.

16. PROVISIONS FROM THE LEAGUE'S PRE-TRANSITION CONSTITUTION

- 16.1 The activities of the League shall be carried on without purpose of gain for the members and any profits or other accretion to the League shall be used as and when determined by

the directors of the League, in promoting the purposes of the League. This provision was previously unalterable.

- 16.2 The directors shall serve without remuneration, and the directors shall not receive, directly or indirectly, any profits from their positions as directors but may be paid reasonable expenses incurred by them in the performance of their duties. This provision was previously unalterable.
- 16.3 Upon the winding-up or dissolution of the League, the assets of the League shall not be distributed amongst the members but after all debts have been paid or provision for their payment has been made, the remaining assets shall be paid, transferred and delivered to one or more qualified donees as that term is defined in section 149.1(1) of the *Income Tax Act* and as may be designated by the directors in accordance with Article 2. This provision was previously unalterable.

Dated: September 27, 2018