

BYLAWS OF SURREY UNITED SOCCER CLUB



NAME OF SOCIETY: SURREY UNITED SOCCER CLUB

Incorporation Number: S0010433
Business Number: 84931 3481 BC0001

Surrey United Soccer Club

BYLAWS

PART 1: AFFILIATIONS

The Club shall be a member of the South Fraser District Association and have teams affiliated with the Metro Women's Soccer League and Fraser Valley Soccer League which are each members of the British Columbia Soccer Association and shall be subject to the published Bylaws, Rules, Regulations and Policies of each, including related, in declining order of authority of the following governing organizations:

- 1) FIFA
- 2) The Canadian Soccer Association
- 3) British Columbia Soccer Association ("BC Soccer")
- 4) South Fraser District Association
- 5) Metro Women's Soccer League and Fraser Valley Soccer League

PART 2: INTERPRETATIONS

- 1) Definitions.

In these Bylaws, unless the context otherwise requires:

- a) "Youth District" shall mean the South Fraser District Association;
- b) "Adult League" shall mean either or both of the Metro Women's Soccer League and Fraser Valley Soccer League;
- c) "BC Soccer" shall mean the British Columbia Soccer Association;
- d) "Club" shall mean Surrey United Soccer Club;
- e) "Directors" shall mean the directors of the Club;
- f) "Officers" shall mean the officers of the Club;
- g) "Act" shall mean the *Societies Act* of the Province of British Columbia and regulations thereto, as amended from time to time;
- h) "Member or Members" are those individuals who subsequently become members of the Club, in accordance with these Bylaws and, in either case, have not ceased to be members in good standing;
- i) "Active Member" shall mean an individual in good standing in accordance with these Bylaws;
- j) "Life Member" shall mean a person who becomes and remains a Life Member in accordance with these Bylaws;
- k) "Team" shall mean a Club soccer team registered with their Respective Governing Body for the current coastal soccer season (August 1st – July 31st of the applicable year);
- l) "Registered Player" shall mean a person whose registration with a Team and has been validated by the Club's Registrar and whose account is in good standing;
- m) "Board" shall mean the Board of Directors of the Club;
- n) "Special Resolution" shall mean a resolution passed in a meeting of the Members by a majority of 2/3 of the votes cast as allowed under these Bylaws;
- o) "Ordinary Resolution" shall mean a resolution passed in a meeting of the Members by a simple majority of the votes cast as allowed under these Bylaws; and
- p) "Respective Governing Body" shall mean South Fraser District Association (including any league under the direction of the same in which the Club participates), Metro Women's Soccer League, and Fraser Valley Soccer League and BC Soccer (including the BC Soccer Premier League under the control of BC Soccer in which the Club participates).

- 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) An individual may apply for membership in the Club and upon acceptance by the Club pursuant to the terms of this Part 3, becomes a Member.
- 2) Every Member must uphold the Constitution and comply with these Bylaws.
- 3) There are two classes of membership:

ACTIVE MEMBERSHIP

There are three categories of Active Membership open to individuals, as approved by the Board in its sole discretion:

- a) Registered Players over the age of nineteen (19) years of age.
- b) Registered Player(s) under the age of nineteen (19) years of age as represented by a parent or legal guardian.
- c) Individuals that currently serve on the Club's Board of Directors, the Club's Executive/Operations Committee or are an Independent Contractor under valid and current contract in good standing with the Club each with a current criminal record check as validated by the Club Risk Manager.

Each Active Member shall be entitled to receive notice of, to attend and entitled to a single vote at all meetings of the Members of the Club. No individual may hold more than one vote at any time.

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 meetings of the Members of the Club.

4) Rights of Active Members

Active Members shall be afforded the following rights where applicable to the individual under 3(a), 3(b), or 3(c):

- a) To be governed in accordance with BC Soccer, the Respective Governing Body and the Club's published Constitution, Bylaws, and policies,
- b) To participate in BC Soccer sanctioned competitions and tournaments,
- c) To participate in BC Soccer sanctioned programs such as player, coach, and referee development,
- d) To participate in BC Soccer, the Respective Governing Body and Club sanctioned programs,
- e) To attend and vote, in accordance with the Bylaws, at all meetings of the Members called by the Club, and
- f) To participate in BC Soccer Insurance Plan.

5) 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, BC Soccer's published rules.

b) The Board may suspend a Member 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 or verbally within seven 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 that is suspended loses all rights of membership until the suspension has been lifted.

6) Termination of Membership

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

- a) If the Member does not meet the criteria of Active Member or Lifetime Member as described above,
- b) If the Member is suspended by the Club,
- c) If the Member submits their withdrawal from or transfer out of the Club, or
- d) If the Member dies.

7) Members Not in Good Standing

The Board may declare a Member to be not in good standing who has failed to pay any properly due and owing fee, if any, or any other subscription or debt due and owing by the Member to the Club, is under suspension or discipline by any Respective Governing Body or the Club or fails to comply with the requirements of these Bylaws of any Club policy. 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) The Club shall be governed by a Board which shall consist of eight (8) individuals.

These individuals shall be deemed Officers of the Club and hold the positions of:

- i) President
- ii) Senior Vice-President
- iii) Treasurer
- iv) Secretary

These positions shall be deemed Directors of the Club and hold the positions of:

- i) Director, At Large
 - ii) Director, At Large
 - iii) Director, At Large
 - iv) Director, At Large
- a) All members of the Board of Directors shall be nineteen (19) years of age or older and shall not have an undischarged bankruptcy.
 - b) All members of the Board of Directors shall serve for a term based on terms identified in these Bylaws unless resigning or being removed where provided for under these Bylaws.
 - c) To be eligible for nomination to the Board of Directors an individual must have been an Active Member for at least four (4) years prior to nomination, based on the voting and/or active member requirements under the Bylaws within those four (4) years.
 - i. A nominee must have served for a minimum of two years on the Club's Board of Directors or operations committee in any capacity before being eligible for consideration in the role of President or Senior Vice President.

- d) All Board members shall be completely independent, holding no paid position within the Club's operation or receiving remuneration or any honorarium from the Club.
 - e) All members of the Board of Directors shall be entitled to reimbursement of reasonable expenses incurred on behalf of the Club.
 - f) All members of the Board of Directors must at all times act and make decisions based on the best interests of the Club and remove themselves from any vote or decision where they are unable to do so.
- 2) Individuals retained for the provision of services within the Club's operations shall be permitted to attend meetings of the Board, at the sole discretion of the Board, and such individuals may have a voice but no vote at such meetings.
- 3) Officers and Directors of the Board will be elected at the Annual General Meeting of the Members as follows:
- a) Two (2) Directors shall each be elected in odd-numbered years as follows:
 - a. One 2-year term
 - b. One 4-year term
 - b) Two (2) Directors shall each be elected in even numbered years as follows:
 - a. One 2-year term
 - b. One 4-year term
 - c) Officers shall be each be elected for three (3) year terms.
- 4) Officer and Director Resignation and Vacancy
- a) Officers and Directors have the right to resign their position by submitting written notice of their resignation to the Board.
 - b) A vacancy on the Board, caused by removal, resignation, incapacity, or death, shall be filled by appointment of the President upon majority vote of the Board. The successor shall hold their incumbent's position for the remainder of the term unless otherwise provided for in the Bylaws.
- 5) Removal of Officers and Directors
- a) An Officer or Director shall automatically be removed from their position if:
 - i) they cease to be qualified as set out in the Act or these Bylaws; or
 - ii) they become bankrupt.
 - b) An Officer or Director may be removed from their position by majority vote of the Board if:
 - i) they become incapable of performing the business of the Club;
 - ii) they are absent from two (2) or more regularly scheduled meetings of the Board in a year without satisfactory reason (as determined by the Board);
 - iii) they are no longer domiciled in British Columbia;
 - iv) they have failed to properly account for monies or other property belonging to the Club;
 - v) they have been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club; 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 Officer or Director, of a minimum of 14 days' written notice of a hearing to consider the removal. The subject Officer or Director shall be given an opportunity to present evidence at the hearing. The decision to remove an Officer or Director must be passed by a minimum two-thirds (2/3) majority vote of the members of the Board.

6) Conflict of Interest and Standards of Conduct

The Officers and Directors of the Club 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 Act.

7) Duties of Board

- a) The Board shall conduct the business of the Club during the periods between meetings of the Members of the Club and in accordance with the authority granted to it in the Bylaws.
- b) The Board of Directors will determine the mandate for the Club, approve the Club's annual budget and corresponding strategic plan and provide clarification in any problems arising therefrom.
- c) The Board may appoint committees as it deems necessary for managing the day-to-day affairs of the Club and may appoint members of committees, may prescribe the duties and terms of reference of committees, may determine the reporting requirements for committees, and may delegate to any committee any of its powers, duties, and functions.

8) Duties of Officers & Directors

a) **President [Chair]**

The President shall preside at all meetings of the Members of the Club and meetings of the Board. The President shall: be an ex officio a member of all standing and special committees afforded a vote only where there is an equal split vote; shall appoint all chairs of standing and special committees; shall coordinate all duties of the Board, committees, and staff; be a signing officer on all Club bank accounts; and shall be the spokesperson for the Club.

b) **Senior Vice-President [Vice-Chair]**

The Vice President shall act in the absence of the President; be a signing officer on all Club bank accounts; 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 the Club; be an active member of the standing Finance Committee of the Club; be a signing officer on all Club bank accounts; and be responsible for submitting an Annual Financial Report at annual general meetings of the Members.

d) **Secretary**

The Secretary shall: keep a record of all minutes of annual and special Members meetings;; notify Officers and Directors of their election or appointment; sign all certified copies of acts of the organization, unless otherwise specified in the Club's published rules; maintain record books in which the constitution and Member meeting minutes are entered; to send out to the membership a notice of each annual or special general meeting of the Members; be a signing officer on all Club bank accounts; and send out notice to the members of the Board of each meeting of the Board of Directors.

e) **Directors**

The duties of Director-At-Large Positions shall be determined by the Board as modified from time to time.

9) Nominations and Elections

- a) Nominations for positions on the Board may be made by any Member for consideration and election at the annual meeting of the Members in accordance with the requirements set forth in the notice of each annual meeting of the Members.
- b) Nominations and elections for open positions on the Board shall be held at the annual meeting of the Members and 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) Nominations will not be taken from the floor.

10) Deemed removal on election to other soccer organization

- a) An Officer or Director of the Club may not hold an elected or appointed board position on BC Soccer, Canada Soccer Association, or a Respective Governing Body 's Board.
- b) If an Officer or Director holds such a position for more than 60 days, they shall be deemed removed from Club's Board of Directors.

PART 5: MEETINGS

1) Special General Meetings

- a) An official notice of any special general meeting of the Members shall be given to all Members at least 7 days before the meeting is to be held, at such place, and at such date as the Board may determine.
- b) Such notification shall be provided in at least one of the following ways:
 - i. e-mail, where an e-mail address has been provided by a Member for that purpose.
 - ii. posting on the Club website.
- c) A quorum shall be those present at a duly constituted special general meeting of the Club or a minimum of ten (10) Active Members, whichever is the greater. Any voting matter shall be decided by a majority of the votes unless otherwise required by these Bylaws.
- d) The accidental omission of notice does not invalidate the proceedings of that meeting.
- e) Voting by proxy is not permitted.

2) Annual Meeting of Members

The Club shall hold its annual meeting of the Members no later than **June 1** of each year. The annual Member's meeting may be held online or in person at the Board's discretion.

The agenda of the meeting shall include:

- a) Minutes of Previous annual meeting of the Members
- b) President's Report
- c) Treasurer's Report
- d) Unfinished Business
- e) Amendments to the By-Laws
- f) Election of Officers and Directors
- g) Other Business
- h) Adjournment

3) Requisitioning a Meeting of Members

- a) An official notice of an annual general meeting of the Members shall be given to all Members at least thirty (30) days before the meeting is to be held, at such place, and at such date as the Board may determine.
- b) Such notification shall be provided in at least one of the following ways:
 - i. e-mail, where an e-mail address has been provided by a Member for that purpose.
 - ii. posting on the Club website.
- c) A quorum shall be those present at a duly constituted special general meeting of the Club or a minimum of ten (10) Active Members, whichever is the greater. Any voting matter shall be decided by a majority of the votes unless otherwise required by these Bylaws.
- d) The accidental omission of notice does not invalidate the proceedings of that meeting.

4) Voting at a meeting of the Members:

- a) An Active Member shall have one (1) vote.
- b) No individual shall have more than one (1) vote.
- c) Voting by proxy is not permitted.

5) Board Meeting

- a) The Board shall meet whenever the chair deems it necessary or is instructed to do so by a majority of the members of the Board, but in any case, shall meet at least three (3) times per year.
- b) Notice of the time and place of each meeting shall be given by the President or Secretary to all Officers and Directors at least fourteen (14) days before the meeting is to be held.
- c) 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 member of the Board is entitled to cast one vote.
- d) Where any vote is tied, the President shall be permitted an additional vote.

PART 6: BY-LAWS AND AMENDMENTS

- 1) Bylaw amendments may be proposed by the Board in advance of the annual general meeting or approved by Special Resolution at a special general meeting of the members.
- 2) All members shall be notified of the proposed Bylaw amendments referred to in subparagraph (1). Such notification shall be made a minimum of seven (7) days prior to the meeting called for that purpose.

PART 7: POLICIES

The Club shall have policies for the operation and administration of the game of soccer within the Club.

PART 8: INDEMNITY

- 1) In this Part, “eligible party” has the same meaning as in the Act.
- 2) Indemnification. Subject to the provisions of the Act, the Club will indemnify an eligible party against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that eligible party, by reason of his or her holding or having held authority within the Club:
 - 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 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 the Club 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, the Club 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;

- 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 the Club or subsidiary; or
 - 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 the Club upon the terms of the foregoing indemnities.

PART 10: FINANCE

Financial Statements shall be defined as an annual statement of financial position (balance sheet).

- 1) The Financial Statements of the Club shall be reviewed annually with a Notice to Reader by a licensed, external CPA.
- 2) The annual Financial Statements of the Club shall be presented at the annual meeting of the Members.
- 3) Signing officers for financial accounts and executing contracts on behalf of the Club shall be a minimum of two (2) Officers of the Board.
- 4) The fiscal year shall be February 1st to January 31st.
- 5) The Board may from time to time borrow money in any manner and without limit to amount of credit of the Club and in such amounts as they deem to be both reasonable and proper and may cause to be executed mortgages and pledges of the real and personal property and rights of the Club and may cause to be signed bills, notes, contracts and other evidence of securities for any money borrowed or to be borrowed from a person, company, corporation or financial institution on such terms as the lender may be willing to advance the same. All records of the same shall be retained on file with the Treasurer.
- 6) A debenture must not be issued without the passing of a Special Resolution.

PART 11: DISPUTE RESOLUTION

- 1) Any person or organization will not take disputes to ordinary courts of law without first exhausting all available remedies as provided for by Club policy or independent and duly constituted tribunals recognized under the rules of the Respective Governing Body, BC Soccer, Canada Soccer, CONCACAF, or FIFA, as applicable.

PART 12: APPEALS

- 1) Any registrant or registered organization directly affected by a decision of the Club may appeal such decision in accordance with Club policy or independent and duly constituted tribunals recognized under the rules of the Respective Governing Body, BC Soccer, Canada Soccer, CONCACAF, or FIFA, as applicable.
- 2) 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 Club has been grossly negligent in following its own selection, appointment and revocation process.

- 3) An individual shall not be entitled to appeal a decision made by the Club regarding any player or Registered Player's team assignment.

PART 13: DISSOLUTION

Upon dissolution, the assets which remain after the payment of all charges and expenses which are properly incurred in winding down operations, shall be assigned, and distributed to such organizations as may be involved in the game of soccer, or to such charitable organization or organizations as may be determined by the Members of the Club at the time of dissolution. Any assets that are a result of Gaming within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia.

PART 14: OFFICIAL RECORDS

- 1) The Official Records of the Club shall be limited to:
 - a) Certificate of Incorporation
 - b) Club Constitution
 - c) Club Bylaws
 - d) Register of Officers and Directors of the Board
 - e) Club Resolutions
 - f) Annual Financial Report as presented at the annual meeting of the Members
- 2) The Club's register of Members shall be considered confidential and as such, remains unavailable for review despite any formal request made beneath the *Personal Information Protection Act*.

PART 15: OPERATIONS

The operations of the Club are to be carried out primarily in the City of Surrey, British Columbia, Canada. This clause is alterable.