

CONSTITUTION & BYLAWS

Constitution

1. The name of the society is Bays United Football Club (the “Club”).
2. The purpose of the Club is to organize and promote the sport of soccer for the benefit of the youth and adults of Oak Bay, Victoria and Saanich.
3. Upon winding up or dissolution of the Club, the assets which remain after payment of all costs, charges and expenses which are properly incurred in the winding up shall be distributed to such charitable organization or organizations in British Columbia having a similar charitable purpose. This provision shall be unalterable.

Bylaws

Part 1 – Interpretation

1. (a) In these bylaws, unless the context otherwise requires:

“Directors” means the Directors of the Club;

Society Act means the *Society Act*, R.S.B.C. 1996, c. 433 and amendments thereto;

“Member’s Registered address” means the address recorded on the registration form.

- (b) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.

2. Words importing the singular include the plural and Vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Membership

Categories of Membership

3. (a) A “Youth Member” is a person who is named on the registration form as a parent or guardian of a player under the age of 18 registered to a Youth Category team of the Club and who has paid the required registration Membership fees, in the case of 2 or more parents or guardians named, only one parent or guardian shall be considered the Member;

(b) A “Senior Member” is a person registered to or affiliated with a Senior Category team of the Club and who has paid the required registration Membership fees;

(c) An “Honourary Member” is a person who has given an outstanding contribution to the Club and who has paid the required registration Membership fees as directed and approved by the Board of Directors; and

4. The Members of the Club are the applicants for incorporation of the Club, and those persons who subsequently become Members, in accordance with these bylaws and, in either case, have not ceased to be Members.
5. A person is a Member of the Club from the date of payment of the required registration Membership fees until the first day of July of the following calendar year, at which time Membership shall automatically cease unless renewed in accordance with this bylaw.
6. Every Member must uphold the constitution and comply with these bylaws.
7. The amount of the first annual registration Membership fees must be determined by the Directors and after that the annual Membership fees must be determined at the annual general meeting of the Club.
8. A person ceases to be a Member of the Club:
 - (a) by delivering his or her resignation in writing to the Secretary of the Club or by mailing or delivering it to the address of the Club;
 - (b) on his or her death or in the case of a corporation, on dissolution;
 - (c) on being expelled; or,
 - (d) on his or her Membership lapsing in accordance with bylaw 5.
9. (a) A Member may be expelled by a special resolution of the Members passed at a general meeting.
 - (b) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
 - (c) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
10. All Members are in good standing except a Member who has failed to pay his or her current annual Membership fees, or any other subscription or debt due and owing by the Member to the Club, and the Member is not in good standing as long as the debt remains unpaid.

Part 3 – Meetings of Members

11. General meetings of the Club must be held at the time and place that the Directors determine and in accordance with the *Society Act*.
12. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
13. The Directors may, when they see fit, convene an extraordinary general meeting.
14. (a) Notice of a general meeting must specify the place, day, and hour of the meeting, and, in the case of special business, the general nature of that business.
(b) 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.
15. The first annual meeting of the Club must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year after the last preceding annual general meeting.

Part 4 – Proceedings at General Meetings

16. Special business is:
 - (a) all business at an extraordinary general meeting except the adoption of rules of order; and,
 - (b) all business conducted at an annual general meeting, except the following:
 - (i) the adoption of rules of order;
 - (ii) the consideration of the financial statements;
 - (iii) the report of the Directors;
 - (iv) the election of Directors;
 - (v) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the Directors.
17. (a) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
(b) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
(c) A quorum is fifty per cent (50%) plus one (1) of the number of elected Directors currently serving their term on the Board of Directors, but never less than 3 Directors in good standing and in attendance in person.

18. Subject to bylaw 19, the President of the Club, one of the Vice-Presidents or, in the absence of both, one or the other Directors present, must preside as chair of a general meeting.

19. If at a general meeting:

- (a) there is 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 the chair, the Members present must choose one of their numbers to be the chair.

- 20.(a) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
 - (c) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

21. (a) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (b) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a Member, and the proposed resolution does not pass.

22. (a) A Youth Member or a Senior Member in good standing present at a meeting of Members is entitled to one vote;
- (b) Families (immediate family members) of Youth members with more than one player registered with the Club are entitled to only one vote;
 - (c) Only Senior Members may vote for the Vice-President Seniors
 - (d) Only Youth Members may vote for the Vice-President House League and Vice-President Youth.
 - (e) Senior Members under the age of 18 must be represented at voting meetings by one parent or guardian as named on the registration form.
 - (f) Voting is by show of hands.
 - (g) Voting by proxy is not permitted, except in accordance with Bylaw 22(e).

Part 5 – Directors and Officers

23. (a) The Directors may exercise all the powers and do all the acts and things that the Club may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Club in a general meeting, but subject, nevertheless, to:
- (i) all laws affecting the Club;
 - (ii) these bylaws; and,

- (iii) rules, not being inconsistent with these bylaws, that are made from time to time by the Club in a general meeting.
- (b) A rule, made by the Club at a general meeting, does not invalidate a prior act of the Directors that would have been valid if that rule had not been made.
24. (a) The President, Vice-President House League (U6 to U11), Vice-President Youth (U12-U18) and Vice-President Seniors, Secretary, Treasurer, immediate past President, Registrar and one or more other persons are the Directors of the Club.
(b) The number of Directors must not be less than 7 and not exceed 24.
25. (a) All business shall be conducted by a Board of Directors, which shall be comprised of the Officers and Directors.
(b) The term of office for each Director position shall be 2 years from the date of the annual general meeting in which they were elected.
(c) The Directors, except the immediate past President, must retire from office at the annual general meeting held in the year their term of office expires.

Election of Directors

26. (a) There will be an election at the annual general meeting for all Director positions which are vacant.
(b) A Youth Member or a Senior Member in good standing present at a meeting of Members is entitled to one vote.
(c) Families (immediate family or family of origin members) of Youth members with more than one player registered with the Club are entitled to only one vote.
(d) Only Senior Members may vote for the Vice-President Seniors.
(e) Only Youth Members may vote for the Vice-President House League and Vice-President Youth.
(f) Senior Members under the age of 18 must be represented at voting meetings by one parent or guardian as named on the registration form.
(g) Voting is by show of hands.
(h) Voting by proxy is not permitted, except in accordance with Bylaw 26(f).
(i) An election may be by acclamation; otherwise it must be by show of hands.
(j) If by show of hands the officer or Director must have a majority of the valid votes cast to be elected.
(k) If no person receives a majority of the valid votes cast, there shall be another vote, from which the name of the person receiving the least number of votes in the previous vote shall be omitted.
(l) If two or more candidates have the least number of votes, the meeting shall determine, by show of hands, which of them shall be removed from the next vote.
(m) No paid employee of any affiliated Association, League or Club and no paid employee of this Club shall sit as an elected Member of the Board of Directors.
(n) An Officer, or Director desirous of accepting nomination to a different Office shall first resign from his/her current position.

(o) Nominations for the positions of Officers or Directors shall be made by Members, and each nomination must be received in writing, together with a résumé of the nominee's credentials to the Secretary of the Club no less than seven (7) days prior to the General Meeting at which the Nomination is to be considered.

(p) Nominations from the floor are not permitted except as follows:

(i) Where no nomination is received in accordance with Bylaw 26(o);

(ii) Where a candidate is nominated for the position of an Officer or Director and accepts but is not elected, that person may run for a subsequent position that is open for election during that meeting;

(iii) Notwithstanding the fact that one or more nominations were made in accordance with Bylaw 26(p)(i) and (ii), upon motion duly made, seconded and carried by at least 75% of the eligible votes present, nominations may be made from the floor for that position.

27. (a) All Directors, except the Past-President, shall be elected for a two-year term commencing from the date of the annual general meeting in which they were elected.

(b) The past-President is a person who served as President in the preceding term and remains on the Board of Directors as an ex-officio Director.

(c) All Directors shall act in accordance with the *Society Act*.

Duties of Directors

28. (a) The President shall be the Chief Executive Officer of the Club. She/he shall preside at all meetings of the Club and of the Board of Directors. She/he shall have a vote but not a casting vote at all meetings of the Board of Directors and of the Executive Committee.

(b) That in the event that the President becomes incapacitated and is unable to Chair meetings of the Club, then the Board of Directors, shall by secret ballot, elect one of the Vice-Presidents to Chair the meeting and to act in the capacity as Chairman of the Board of Directors until the next Annual General Meeting of the Club is called; specifically to elect the position of President.

(c) The Directors shall have such duties as prescribed.

(d) The Secretary shall be responsible for the Corporate Affairs of the Club and shall have other duties as prescribed.

(e) The Treasurer shall:

(i) keep the financial records, including books of account, necessary to comply with the *Society Act*; and,

(ii) render financial statements to the Directors, Members and others when required.

(iii) The immediate Past President provides assistance to the President, Vice-Presidents in the performance of their duties as required.

29. (a) The Directors may at any time and from time to time appoint a Member as a Director to fill a vacancy in the Directors.

(b) A Director so appointed holds office only until the conclusion of the next annual general meeting of the Club, but is eligible for reelection at the next annual general meeting.

30. An act or proceeding of the Directors is not invalid merely because there are less than the prescribed number of Directors in office, so long as there are no less than 3 Directors.

31. The Members may, by special resolution, remove a Director, before the expiration of his or her term of office, and may elect a successor to complete that term of office.

32. A Director must not be remunerated for being or acting as a Director but a Director must be reimbursed for all expenses necessarily and reasonably incurred by the Director while engaged in the affairs of the Club.

Part 6 – Proceedings of Directors

33. (a) The Directors may meet at a place they consider fit and conduct business, adjourn and otherwise regulate their meetings as they see fit.

(b) The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the Directors then in office.

(c) A Director who is entitled to do one or both of participate in and vote at a meeting of Directors or of a committee of Directors may participate or vote, as the case may be,

(i) in person, or

(ii) by telephone or other communications medium if all Directors participating in the meeting, whether by telephone, by other communications medium or in person, are able to communicate with each other; and

(iii) A Director who participates in a meeting in the manner set out in Bylaw 33(c)(i) or (ii) is deemed for all purposes to be present at the meeting.

(d) The President is the chair of all meetings of the Directors, but if at a meeting the President is not present within 15 minutes after the time appointed for holding the meeting, one of the Vice-Presidents must act as chair, but if neither is present the Directors present may choose one of their number to be the chair at that meeting.

(e) A Director may at any time, and the Secretary, on the request of a Director, must, convene a meeting of the Directors.

34. (a) The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors as they see fit.

(b) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the Directors, and must if any act or thing is done in exercise of those powers report at the next meeting of the Directors held after the act or thing has been done and report and make recommendations to the board as so directed.

35. The Directors may set the rules of procedure for and the Membership of any committee it may constitute in accordance with these bylaws, including the appointment of the chair of the committee.

36. (a) Questions arising at a meeting of the Directors or committee of Directors must be decided by a majority of votes.

(b) In the case of a tie vote, the chair does not have a second or casting vote.

37. A resolution proposed at a meeting of Directors or committee of Directors need not be seconded, and the chair of a meeting may move or propose a resolution.

38. 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 – Seal

38. The Directors may provide a common seal for the Club and may destroy a seal and substitute a new seal in its place.

39. The common seal must be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the President and Secretary.

Part 8 – Borrowing

40. The Club may borrow on such terms as approved by the Membership by special resolution.

Part 9 – Notices to Members

41. A notice will be given to a Member by email as indicated on the Member's registration form and, by the Club's website or by advertisement published in a newspaper of general circulation in the Municipality of Oak Bay, City of Victoria and the Municipality of Saanich

42. (a) Notice of a general meeting must specify the place, day, and hour of the meeting, the Directors' positions vacant and, in the case of special business, the general nature of that business.

(b) Such notice shall be given at least 14 days in advance of the general meeting to every Member shown on the register of Members on the day the notice is given.

(c) 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.

(d) No other person is entitled to receive a notice of a general meeting.

43. Each Member of the Club is entitled, upon request, to a copy of the constitution and bylaws of the Club and such copy shall be provided by the Secretary.
44. The Constitution and Bylaws must not be altered or added to except by special resolution. Any resolution relating to the alteration or addition must be made in writing and received by the Secretary 30 days prior to the meeting. The resolution must be approved by 75% of the Members present and entitled to vote.