

DRAFT

C.V.S.A. CONSTITUTION, BY-LAWS AND REGULATIONS

CONSTITUTION

A) NAME:

The Name of the Society is the COWICHAN VALLEY SOCCER ASSOCIATION (herein referred to as the CVSA).

B) LOCATION:

The CVSA shall operate within the territorial limits as defined by the British Columbia Soccer Association. This generally covers the Cowichan Valley Regional District on Vancouver Island, excluding Chemainus and locations further north.

C) AFFILIATION:

To be affiliated with the Canadian Soccer Association, the British Columbia Soccer Association, and the Lower Island Soccer Association and be governed and abide by these bodies.

D) OBJECTS:

- 1) To encourage, develop, and promote the organization, training, coaching, and advancement of soccer in the Cowichan Valley. Team soccer should be available to all individuals over the age of five years desiring to learn and play the game regardless of age, gender, religion, nationality of origin, etc.
- 2) To operate teams in duly formed leagues within the association and within the confines of the Lower Island Soccer Association at the youth and senior levels and for both genders. To also offer tournament play within the rules and regulations of the CVSA and affiliated bodies.
- 3) To promote sportsmanship, fair play, and respect for opponents, coaches, officials and supporters.
- 4) To develop and support referees and other officials involved with the game of soccer.
- 5) To enter into agreements with local governments and school districts for the use of facilities to carry out the objectives of the Society.

E) DISSOLUTION:

Upon dissolution of the CVSA, the remaining assets, after payment of all debts and liabilities, shall be transferred or conveyed to another recognized charitable organization within the Cowichan Valley, Province of British Columbia or elsewhere in Canada having purposes and objectives similar to the CVSA, as directed by the full members of the CVSA at the time of dissolution.

II BY-LAWS:

A) Interpretation:

1: Definitions:

In these By-laws, unless the context otherwise requires:

- i) **CVSA** refers to the Cowichan Valley Soccer Association.
- ii) **Directors:** means the director(s) of the CVSA elected pursuant to these by-laws.
- iii) **Officer(s)** means an officer(s) of the CVSA elected pursuant to these by-laws.
- iv) **Annual and General meetings:** all members may attend and vote.
- v) **Open directors meetings:** regular monthly meetings open to any members but only directors, league co-ordinators and committee chairs are entitled to vote.
- vi) **Ordinary resolution** means a resolution passed by a simple majority of the votes cast in person by those members attending and entitled to vote at a duly called meeting.
- vii) **Special resolution** means a resolution passed at a meeting by a majority of not less than three-fourths (3/4) of the votes of those members present and entitled to vote at a duly called meeting of which not less than thirty (30) days notice specifying the intention to propose the resolution as a special resolution has been given. Special resolutions involve major expenses (equal to or greater than \$10,000) or fundamental changes to the objects and direction of the association.
- viii) **Society Act** refers to the Society Act of British Columbia from time to time in force, including all amendments to it. The definitions in the Society Act shall also apply to these by-laws.

2: Gender and Plurality:

Words importing a male person include a female person and vice versa. References to persons shall include firms and corporations. Words importing the singular include the plural and vice versa.

B) Membership:

1: Categories: There shall be three categories of membership:

i) **Regular members:**

- a) A person or persons named on the registration form as a parent or guardian of a player under the age of eighteen (18) properly registered with the CVSA.
- b) A player over the age of eighteen (18) properly registered with the CVSA.
- c) A referee approved by the directors of the CVSA.
- d) A coach or manager approved by the directors of the CVSA.
- e) Any other individual approved by the directors of the CVSA that pays the appropriate membership fee.

ii) **Life members:**

A person that has been approved by the directors and accepted by the members of the CVSA by ordinary resolution and pays the appropriate membership fee.

iii) **Honourary member:**

A person that has been approved by the directors and accepted by the members of the CVSA by ordinary resolution.

2: Duties of members: Every member must uphold the constitution and comply by these by-laws. Members must also abide by the rules and regulations as from time to time determined by the directors and approved by the members of the CVSA.

3: Rights and privileges of members: All members are entitled to attend, speak and vote at general, special and annual meetings of the CVSA. Members are also entitled to

attend and speak at open directors meetings but are not entitled to vote.

i) Notification: All members are entitled to notification of General, Special or Annual meetings of the CVSA. Open directors and informational meetings are held monthly during the months of August through May (excepting December) for which no formal notification need be given as all members shall be informed of these dates upon registering as members.

ii) Voting: All members, excepting Honourary members, are entitled to a vote at duly called Annual, General and Special Meetings. All committee chairs and coordinators shall be entitled to a vote. Parents or guardians of more than one player under eighteen (18) shall be entitled to only *two votes* per family. An individual over eighteen (18) registered as a player with the CVSA or Cowichan Valley Womens Soccer that is the parent or guardian of a player under eighteen (18) registered with the CVSA shall only be entitled to one vote. No individual shall be entitled to more than one vote. Honourary members are unable to vote at meetings. No proxy votes shall be accepted.

iii) Eligibility: All members are eligible to be elected as directors and to hold office or sit on duly constituted committees of the CVSA. *Honourary members are unable to vote at meetings of officers or committees.*

iv) Term: Regular membership shall start on the date of acceptance of registration until September 1st. of the following soccer season.

v) Obligations: Members are obligated to pay appropriate fees to the CVSA in a timely fashion and are responsible for payment of any assessment or other sum levied by the directors of the CVSA. This obligation does not terminate with resignation, suspension or expulsion but remains a liability to the CVSA by the individual or corporation.

4: Membership fees: Membership fees are determined by the directors and accepted by ordinary resolution at a regular open directors meeting of the CVSA.

5: Cessation of membership: A person ceases to be a member of the CVSA at the termination of their membership as defined by the terms outlined above. A person also ceases to be a member by one of the following:

- i) Delivering or mailing notice in writing to the Registrar of the CVSA. Cessation of membership occurs upon receipt of said notice.
- ii) Upon the death of the person or, if a corporation or firm, upon their dissolution.
- iii) Upon being suspended or expelled.
- iv) Upon ceasing to be in good standing with the CVSA for more than three (3) months.

6: Good standing: All members are deemed to be in good standing except a member who fails to pay her or his current fees, or any other subscription or debt due and owing by the member to the CVSA. The member shall remain not in good standing as long as the debt remains unpaid unless dispensation has been granted by a unanimous decision of the directors of the CVSA.

7: Expulsion or suspension: The directors shall have the power, by a vote of three-fourths (3/4) of those present, to expel or suspend any member whose conduct shall have been determined by the directors to be improper, unbecoming, or likely to endanger the interest or reputation of the CVSA, or who willfully commits a breach of the Constitution, By-Laws or rules and regulations as set forth by the CVSA. No member shall be expelled or suspended without being notified of the charge or complaints against him or her, or without having first been given an opportunity to be heard by the directors at a meeting called for the purpose.

C) Directors:

1: Description: The directors consist of 15 members in good standing of the CVSA.

2: Duties and Obligations: The directors shall be responsible for the running of the CVSA under the guidance of the members. The directors have the authority to conduct all business deemed

necessary to meet the aims and objectives of the association. They shall, at all times, abide by the constitution and By-laws of the CVSA. The directors may appoint members to be committee chairs and youth co-ordinators. These appointments shall be entitled to vote at directors meetings.

3: Election of directors: Directors shall be elected for 3 year terms with a total of 5 directors standing for election at each annual General meeting. In the first year after adoption of these By-laws, 5 directors shall be elected for a 1 year term, 5 directors shall be elected for 2 year terms and 5 directors shall be elected for 3 year terms. Vacancies within the directors shall be filled by the directors until the following annual general meeting at which time the appointment shall cease and a new director shall be elected for the remainder of the term required.

4: Cessation of directors:

- i) Directors shall serve for a three year term unless elected for shorter terms during the first two years after adoption of these by-laws or to fill the term of a director that had resigned.
- ii) An individual also ceases to be a director if she ceases to be a member of the CVSA or is suspended or expelled from membership in the CVSA.
- iii) The directors or members, by special resolution, may remove a director before the expiration of the term and may appoint a successor to stand as director until the next Annual General Meeting when a new director shall be elected to finish the term of the director removed from service.

D) Officers:

1: Descriptions: The following are the Officers for the CVSA: President; Vice-president in charge of Youth Soccer; Vice-president in charge of House League Mini-Soccer; Vice-president in charge of Senior Soccer; Treasurer; Secretary; Registrar; Lower Island Soccer Association Youth Boys and Girls Representatives; and Past-President. The president can be responsible for Senior, Youth or Mini-soccer therefore negating the need for one of the vice-presidents. The Lower Island Soccer Association representatives may also be combined with other offices.

2: Duties and Responsibilities: The officers shall act on behalf of the members and directors of the CVSA between their meetings. They shall abide by the constitution and By-laws of the CVSA. Each officer has the following specific duties and responsibilities:

- i) President:** Presides at all meetings of the CVSA and its Officers. The president acts as the chief executive officer of the CVSA therefore conducting the affairs of the CVSA as mandated by the Constitution, By-laws, and Rules and Regulations of the CVSA and supervises the other officers in the execution of their duties.
- ii) Vice-presidents:** Perform the duties as defined by their directorship. The vice-presidents will elect among themselves the individual to carry out the duties of the president in the absence of the president.
- iii) Treasurer:** Shall be responsible for keeping the financial records, including books of accounts, for the CVSA as are necessary to comply with the Society Act of the Province of British Columbia. The treasurer shall also:
 - 1) render financial statements to the officers, directors and members when required.
 - 2) be responsible for the collection of fees and other moneys owing to the association.
 - 3) prepare a balance sheet, statement of revenue and expenditures, and a proposed budget annually and at any other time required by the officers or directors.
- iv) Secretary:** Shall be responsible for the following:
 - 1) issuing notices of meetings of the association and its officers
 - 2) recording and keeping the minutes of all meetings of the association and its officers and directors.
 - 3) conducting the correspondence of the association.
 - 4) having the custody of all records and documents of the association except those required to be kept by the treasurer or registrar.
 - 5) having custody of the common seal of the association.
- v) Registrar:** Shall be responsible for maintaining a complete record of all youth and

adult players who play soccer under the auspices of the CVSA and ensuring that all affiliation registration is maintained. The registrar shall also maintain the Register of Members for the association.

vi) Lower Island Soccer Association Youth Boys and Girls representatives: Shall attend meetings of the Lower Island Soccer Association on behalf of the CVSA and act as the liaison between the two organizations.

vii) Past president: Provides assistance to the president and other officers in the performance of their duties.

3: Election of Officers: The officers are elected by and from the directors at the first directors meeting held immediately after the CVSA Annual General Meeting. The election shall be by show of hands or by ballot upon a majority vote at the meeting.

4: Cessation of office:

i) The officers shall serve a one year term of office from the date of election until the election of officers for the following year.

ii) An individual also ceases to be an officer if she ceases to be a member of the CVSA or is suspended or expelled from membership in the CVSA.

iii) The directors may, by special resolution, remove an officer before the expiration of the term of office and may elect a successor to complete the term of office.

5: Vacancies: If an officer resigns his position or without reasonable excuse absents himself from three (3) successive meetings of the officers for which notice was duly given or is suspended or expelled from the association or for any other reason there is a vacancy, the elected officers may appoint a member to fill the vacancy. The appointment shall extend until the regular term of office for the position expires.

E) Committees:

1:Description: The directors may establish committees from time to time to act on behalf of the organization or in an advisory role for the directors. Committees may be standing or ad hoc. These committees shall have a chair and other members as determined by the directors. The officers may also appoint committees as deemed necessary to assist their function.

2: Duties and responsibilities:

i) All committees shall follow the Constitution, By-laws and rules and regulations of the association and follow the direction and terms of reference given to them by the directors.

ii) All committees shall report to the directors on a timely basis.

iii) The directors have the authority to appoint and remove the chair and members of any committee.

iv) Committee members must be members in good standing of the CVSA unless otherwise approved by the directors.

v) Committees established by the officers report to the officers providing that the directors are advised of the direction for, and work of such committees.

F) Indemnity:

1: Subject to the provisions of the Society Act of the Province of British Columbia, the association shall indemnify and hold harmless every person who has been, is now, or is in the future an officer, director, committee member or member granted by the directors the authority to act on behalf of the association and his heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, that he actually and reasonably incurred in a civil, criminal or administrative action or proceeding to which he is made a party by reason of acting on behalf of the CVSA, including an action brought by the association if:

i) he acted honestly and in good faith with a view to the best interests of the association.

ii) in the case of criminal or administrative action or proceeding, she had reasonable grounds for believing her conduct was lawful.

2: The officers shall cause the association to purchase and maintain insurance for the benefit of any person that is serving as an officer, director, employee or agent of the association and their heirs and personal representatives, against any liability incurred by such persons.

G) Meetings of directors and members:

1: Calling of Meetings:

- i) Regular monthly open directors meetings shall be held from August to May of the following year, excepting the month of December.
- ii) Additional closed directors meetings may be called by the president at her discretion with notification as decided by the directors.
- iii) The Annual General meeting shall be held during the months of April or May at the discretion of the directors.
- iv) The directors or officers may call a special general meeting at their discretion provided proper notice is given along with the general nature of the business to be discussed.
- v) Members requesting a special general meeting to be called may do so by written notice to the president signed by not less than one hundred (100) members of the association. Such request should include the reason for the meeting. Upon receipt of such request, the president must convene a meeting at the earliest opportunity by proper notification.

2: Notice of Meetings:

- i) Notice of a general meeting shall specify the place, date, time and purpose of the meeting.
- ii) Monthly open directors meetings require no notification provided that the membership is informed of the meeting schedule at the start of each season.
- iii) Notification of the annual general meeting shall be distributed through the coaches/managers for each team, be prominently posted at the CVSA clubhouse and posted on the club website. One notice of meeting should also be published in the local newspaper(s). Notification must be given at least thirty (30) days in advance of the date of the meeting.
- iv) Special general meetings called by the directors, officers or at the request of members requires 30 days notification in the same manner as the Annual General meeting. Meetings called during the off-season shall be notified in the same manner however, additional notification should be given by way of an announcement in the local papers for once a week for three weeks duration starting at least thirty (30) days prior to the meeting.
- v) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any member entitled to receive notice shall not invalidate the proceedings of the meeting.

3: Quorum for Meetings:

- i) A quorum for an annual, general or special meeting shall be no fewer than thirty (30) members of which ten (10) must be directors of the association. The quorum for a directors meeting shall be at least five (5) directors of which two (2) must be officers of the association.
- ii) If, at any time during an annual, general, special or directors meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present.
- iii) If within thirty (30) minutes from the time appointed for a general or directors meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated.
- iv) If, within thirty (30) minutes from the time appointed for a general or directors meeting a quorum is not present, the meeting 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 thirty (30) minutes from the time for the start of the appointed meeting, the members present shall constitute a quorum.

4: Chair of Meetings: The president or one of the vice-presidents shall act as the chair at all meetings of the association. In the absence of the president or a vice-president, the members present shall elect one of their number to chair the meeting.

5: Voting at Meetings:

- i) Voting shall be by show of hands or, if voting members so determine, by secret ballot. Scrutineers for secret ballot voting will be appointed by the chair.
- ii) In case of an equality of votes, the chair of the meeting is not entitled to a casting or second vote in addition to the vote to which he is entitled as a member, and the vote shall not pass.

6: Procedures for resolutions:

- i) All questions decided at meetings should be put forward as an ordinary resolution that has been proposed and duly seconded. A simple majority vote is called by the chair with the resulting decision recorded in the minutes of the meeting.
- ii) At directors meetings, resolutions may only be made by a person entitled to vote.
- iii) Election of directors and officers are by simple majority vote.
- iv) Special resolutions require a three-quarters (3/4) majority vote.

7: Proceedings at meetings: Meetings shall be run under the general guidelines of Robert's Rules of Order. The following is the suggested order of business at general and directors meetings of the association:

- i) Call to order
- ii) Adoption of Agenda
- iii) Adoption of the minutes of the previous meeting
- iv) Business arising from the minutes
- v) Reports of the president and vice-presidents
- vi) Treasurers report
- vii) Committee reports
- viii) Election of directors (at the annual general meeting)
- ix) New business
- x) Adjournment

8: Adjournment of meetings:

- i) A meeting may be adjourned by motion (not requiring a seconder) at any time.
- ii) Any duly convened meeting may be adjourned at any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which the adjournment took place. No notice shall be required of any such adjournment.

H) Meetings of officers:

1: Call of meetings:

- i) The president shall call meetings of the officers as required on a timely basis.
- ii) Any two (2) officers may call for a meeting by notifying the president. The president must convene a meeting at the earliest opportunity.

2: Notice of meetings:

- i) The duly elected officers can agree to their preferred method of being notified of meetings at the start of their term of office. Any change in notification during their term of office must be given to the secretary and president.
- ii) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any officer shall not invalidate the proceedings of the meeting.

3: Quorum of meetings: The quorum at meetings of the officers shall be no less than five (5).

4: Chair at meetings: The president shall chair all meetings of the officers. In the absence of the chair, one of the vice-presidents shall chair the meeting. In the absence of the president and vice-presidents, those officers in attendance shall elect a chair from amongst themselves.

5: Voting at meetings: Voting will be by show of hands unless an officer requests a secret ballot. The chair shall not have a second or deciding vote.

6: Procedures for resolutions: Resolutions presented at a meeting of officers need not be seconded and are accepted by simple majority vote. Resolutions affecting the operations of the association must be presented to and ratified by the directors at the next open directors meeting immediately following the meeting of the officers.

7: Proceedings at meetings: The president shall propose an agenda at the beginning of each meeting of the officers. The accepted agenda will then serve as the proceedings for the meeting.

8: Adjournment of meetings: Adjournment of meetings of the officers shall follow By-law G) 8. pertaining to meetings of the members and directors.

I) Financial matters:

1: Control of finances: The directors shall decide all matters pertaining to the finances of the association and it shall place all income into a common CVSA treasury. The expenditures from the common treasury shall be distributed in such a manner as to give no individual or team within the association any advantage or privilege. All actions with regard to the finances must be ratified by the members of the association at an annual or general meeting.

2: Signatory for funds: Two directors must sign the cheques for disbursement of funds from the CVSA treasury. Those authorized as signatories shall be selected and recorded in the minutes of the first directors meeting held immediately following the annual general meeting each year.

3: Remuneration: No director, officer or member shall be remunerated for being or acting on behalf of the CVSA but may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the association. A receipt must be submitted for reimbursement.

4: Fundraising:

i) Except as approved in By-law I) 4: ii, the association shall not permit the contribution of funds or property to individual teams but shall solicit funds for the common CVSA treasury thereby discouraging favoritism among teams and to endeavour to equalize benefits throughout the association.

ii) Teams wishing to raise funds for special events, travel or equipment must submit a written request to and seek approval of the directors of the association. The directors decision on such applications will be final.

5: Legacies, bequests, donations and gifts: The CVSA may accept legacies, bequests, donations and gifts and respect the wishes of any person making same providing that no team or individual receives favour over others and the legacy, bequest, donation or gift is not obligating the association unduly. Any specific wishes for such benefits to the association must be acceptable to the directors by majority vote at a meeting of the directors.

6: Borrowing: The directors may, from time to time, borrow money in such manner and amount,

on such security and from such sources and upon such terms and conditions as they deem appropriate. Any borrowing must be approved by special resolution passed by three quarters (3/4) majority of the members of the CVSA present and entitled to vote at a regular or special meeting for which proper notification has been given including the proposed scheme to raise or secure money to be voted on at the meeting. No debenture shall be issued without the sanction of a special resolution.

7:Reporting: The treasurer shall update the directors on the finances of the CVSA at least quarterly, and prepare a financial statement and budget for the following year to be presented at the annual general meeting. The annual statement shall be reviewed by at least two members of the association not being directors or officers that have experience in accounting principles.

J) Seal: The directors, upon approval of the membership, may provide a common seal for the society and they shall have the power to destroy it and substitute a new seal in its place. The common seal shall 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.

K) Rules and Regulations:

1: Definition: Rules and regulations may be adopted that pertain to the organization and running of teams, clinics, tournaments or other events that fulfill the constitution of the association.. These include, but are not limited to: selection of coaches and managers; selection and relegation of players; appointment of referees; conduct of players, coaches and managers; etc.

2: Adoption: Rules and regulations may be adopted by ordinary resolution at open director and general meetings of the association.

L) Constitution and By-Laws:

1: Membership entitlement: Each member of the CVSA is entitled, upon request, to a copy of the Constitution, By-Laws, and Rules and Regulations of the association. The Constitution, By-Laws and Rules and Regulations shall also be made available through the CVSA website.

2: Amending: The Constitution and By-Laws may only be amended by special resolution at an annual, general or special general meeting for which proper notification was given and for which the wording and explanation for the amendment was provided.