



T.K. SPARKS

**SOCIETY ACT PROVINCE OF BRITISH COLUMBIA
WESTSHORE FOOTBALL ASSOCIATION
CONSTITUTION**

1. The name of the Society is Westshore Football Association.
2. The purpose of the Society is:
 - (a) To promote and further youth football in the Westshore area and on Vancouver Island.
 - (b) To teach youth the principles of sportsmanship, teamwork and friendly competition through flag and tackle football.
 - (c) To foster community spirit through the participation in the sport of football and such other activities that may foster goodwill, fellowship and service.
 - (d) To sponsor, operate, promote, or otherwise engage in games, tournaments and displays involving the sport of football and other community events that may further the public's interest in football.
 - (e) To provide training and support to football coaches to ensure our players are being well coached.
 - (f) To engage in charitable events for the purpose of raising funds for our Society and other community charities that support youth sport.
3. All funds and assets received by the Society in excess of its liabilities and expenditures shall be used for the furtherance of the purposes of the Society and in no case shall the members of the Society benefit individually from the assets or income of the Society. This provision shall be alterable.
4. In the event that the Society shall be wound up or liquidated in accordance with the provisions of the "Society Act" of British Columbia, all the assets and property, real or personal, held by the Society, or any further interest that after liquidation would vest in the Society shall be transferred or conveyed to another recognized Canadian charitable organization shall be selected by the members of the Society shall be administered for the benefit of the charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue, Canada, as being qualified as such under the provisions of the Income Tax Act, time to time in effect. This provision shall be unalterable.

**Bylaws (Schedule 1)
BYLAWS OF WESTSHORE FOOTBALL ASSOCIATION
(the "Society")**

PART 1 - DEFINITIONS AND INTERPRETATION

Definitions

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 2 - MEMBERS ORDINARY/HONORARY

There shall be two (2) classes of members in the Society, Ordinary and Honourary.

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

(a) Honorary members of the Society are those persons or corporation who accept an appointment by the Board of Directors.

(b) A member of the Board of Directors may appoint a person to become an honorary member of the Society; such appointment must be approved by a majority of the Board.

(c) Appointment of Honorary members is for a term of one (1) year or for such term as the Directors may from time to time determine.

(d) Honorary members are eligible for re-appointment at the expiration of their term of appointment.

(e) Honorary members shall not be entitled to vote at, but shall be entitled to notice of and to attend meetings of the members of the Society.

(f) The number of Honorary members shall at no time exceed the number of Ordinary members and if, in the sole discretion of the Directors, they foresee such a situation impending, then the Directors may require such non-voting members as they may determine to resign.

Duties of members

2.2 Every member must uphold the constitution of the Society, and must comply with these Bylaws, the Code of Conduct and Policies.

Amount of membership dues

2.3 The amount of the membership dues must be determined by the Board.

Member not in good standing

2.4 A member is not in good standing if the member fails to pay membership dues, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.5 A voting member who is not in good standing

(a) may not vote at a general meeting, and

(b) is deemed not to be a voting member for the purpose of consenting to a resolution of the voting members.

Termination of membership if member not in good standing

2.6 A person's membership in the Society is terminated if the person is not in good standing for 6 consecutive months.

2.7 A person may cease to be a member of this Society:

(a) By delivering his/her written resignation to the Secretary of the Society or by mailing or delivering it to the address of the Society;

- (b) By being expelled;
- (c) On their death or in case of a corporation, on dissolution.

2.8 The directors may, by a vote of a majority of those present, expel any member whose conduct shall have been determined by the Directors to be improper, unbecoming, or likely to endanger the interests or reputation of the Society or who willfully commits a breach of the Constitution, By-Laws of the Society or Code of Conduct.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and place of general meeting

3.1 An annual general meeting must be held at the time and place the Board determines. Written notice of the annual general meeting shall be given to each member fourteen (14) days in advance. Written notice by electronic means is deemed acceptable.

Ordinary business at general meeting

3.2 At a general meeting, the following business is ordinary business:

- (a) adoption of rules of order;
- (b) consideration of any financial statements of the Society presented to the meeting;
- (c) consideration of the reports, if any, of the directors or auditor;
- (d) election or appointment of directors;
- (e) appointment of an auditor, if any;
- (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of general meeting

3.4 The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Board to preside as the chair;
- (b) if the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair,
 - (i) the president,
 - (ii) the vice-president, if the president is unable to preside as the chair, or
 - (iii) one of the other director's present at the meeting, if both the president and vice-president are unable to preside as the chair.

Alternate chair of general meeting

3.5 If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual present at the meeting to preside as the chair.

Quorum required

3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

3.7 The quorum for the transaction of business at a general meeting is 3 voting members or 10% of the voting members, whichever is greater.

Lack of quorum at commencement of meeting

3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

- (a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and
- (b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30-minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

3.9 If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

3.10 The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

3.11 It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30-days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

3.12 The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting,
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and
 - (iv) appoint an auditor, if any.
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

3.13 At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately

discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

Announcement of result

3.14 The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

3.15 Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

3.16 A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

PART 4 – DIRECTORS

Number of directors on Board

4.1 The Society must have no fewer than 3 and no more than 11 directors.

Election or appointment of directors

4.2 At each annual general meeting, the voting members to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

4.3 The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of director filling casual vacancy

4.4 A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

4.5 The members may by special resolution remove a Director before the expiration of the term of office, and may elect a successor to complete the term of office.

4.6 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

PART 5 – DIRECTORS' MEETINGS

Calling directors' meeting

5.1 A directors' meeting may be called by the president or by any 2 other directors.

Notice of directors' meeting

5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice

period.

Proceedings valid despite omission to give notice

5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

5.4 The directors may regulate their meetings and proceedings as they see fit.

Quorum of directors

5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

PART 6 – BOARD POSITIONS

Election or appointment to Board positions

6.1 Directors must be elected or appointed to the following Board positions, and a director, other than the president, may hold more than one position. Each elected Board member will hold a position for two (2) years on an alternating renewal and will have one vote on the board.

(a) Any Board member that fails to attend 3 meetings may be removed by the Board of Directors.

(a) President;

(b) Vice President;

(c) Secretary;

(d) Treasurer;

(e) Seven (7) Directors at Large

Directors at large

6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

6.3 The president is the chair of the Board and is responsible for supervising the other directors in the execution of their duties.

Role of vice-president

6.4 The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act.

Role of secretary

6.5 The secretary is responsible for doing, or making the necessary arrangements for, the following:

(a) issuing notices of general meetings and directors' meetings;

(b) taking minutes of general meetings and directors' meetings;

(c) keeping the records of the Society in accordance with the Act;

(d) conducting the correspondence of the Board;

(e) filing the annual report of the Society and making any other filings with the registrar under the Act.

Absence of secretary from meeting

6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) receiving and banking monies collected from the members or other sources;
- (b) keeping accounting records in respect of the Society's financial transactions;
- (c) preparing the Society's financial statements monthly;
- (d) making the Society's filings respecting taxes.

PART 7 - REMUNERATION OF DIRECTORS AND SIGNING AUTHORITY

Remuneration of directors

7.1 These Bylaws do not permit the Society to pay to director remuneration for being a director, but the Society may, subject to the Act, pay remuneration to a director for services provided by the director to the Society in another capacity.

Signing authority

7.2 A contract or other record to be signed by the Society must be signed on behalf of the Society

- (a) by the president, together with one other director,
- (b) if the president is unable to provide a signature, by the vice-president together with one other director,
- (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
- (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

Borrowing Bylaws

7.3 The Directors may borrow or raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they see fit and, in particular, by the issue of bonds, perpetual or redeemable, debentures or debenture stock, or any mortgage, charge, or other security on the undertaking of the whole or any part of the present and future property both real and personal of the Society; PROVIDED HOWEVER that none of these powers shall be exercised except in accordance with the sanction of a resolution passed by a majority of at least seventy-five percent (75%) of the members of the Society and entitled to vote at a regular or special meeting, and provided each member of the Society shall be given fourteen days' notice of the meeting and of the proposed scheme to raise or secure moneys to be voted on at the meeting.

Part 8 - By-laws

8.1 On being admitted to membership, a member is entitled, without charge, to a copy of the Constitution and By-laws of the Society.

8.2 These By-laws shall not be altered or added to except by special resolution.

Part 9 - Society Funds

9.1 All funds and assets received by the Society in excess of its liabilities and expenditures shall be used for the furtherance of the purposes of the Society and in no case shall the members of the Society benefit individually from the assets or income of the Society. This provision shall be alterable.

9.2 In the event that the Society shall be wound up or liquidated in accordance with the provisions of the "Society Act" of British Columbia, all the assets and property, real or personal, held by the Society, or any future

interest that after liquidation would rest in the Society, shall be transferred or conveyed to another recognized Canadian charitable organization having purposes altogether, or in part, similar to the purposes of the Society. Such other organization shall be selected by the members of the Society upon liquidation, subject to the provision that all the funds and/or property of the Society shall be administered for the benefit of a charitable organization, a charitable cooperation, or a charitable trust recognized by the Department of National Revenue, Canada, as being qualified as such under the provisions of the Income Tax Act of Canada, from time to time in effect. This provision shall be unalterable.

Part 10 - Social Media

10.1 All social media pages must be pre-approved by the Board of Directors.

10.2 At least one (1) board member must have administrative rights for any and all social media pages that refer to Westshore Football Association.