

# PACIFIC COAST SOCCER LEAGUE



## Constitution and Bylaws

*The PCSL is incorporated under the British Columbia Society Act.*

### Part 1 - Interpretation

1. (1) In these bylaws, unless the context otherwise requires,
  - a) "directors" means the directors of the society for the time being;
  - b) "Society Act" means the Society Act of the province of British Columbia from time to time in force and amendments to it;
  - c) "registered address" of a member means his address as recorded in the register of members.
- (2) The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
2. The purposes of the society are:
  - a) To develop and foster the game of soccer, subject to the rules and regulations of the Canadian Soccer Association and the British Columbia Soccer Association.
  - b) To hold or arrange soccer and other matches and competitions, and offer in grant, or contribute towards the provisions of prizes, awards and distinctions.
  - c) To arrange and promote the transportation, travel, and accommodation needs of the members of the society.
  - d) To purchase, lease, or otherwise acquire any lands, buildings, easements or property, real and personal, which may be requisite for the purpose of or capable of being conveniently used in connection with any of the objects of the society.
  - e) To raise funds through contests, competitions, sports, admissions and such other means as may be adopted from time to time as the society shall see fit.

### Part 2 - Membership

3.
  - a) Members of the society shall be properly constituted soccer clubs who shall be affiliated with the British Columbia Soccer Association
  - b) Properly constituted soccer clubs who are not affiliated with the British Columbia Soccer Association but who are members of a bona fide soccer association which is recognized by a National Association may become members of the society in accordance with these bylaws.
4.
  - a) A club may apply for membership in the society and upon the approval of not less than seventy-five (75) percent of the members voting shall be accepted into membership.
  - b) Applications for membership shall be considered at an annual general meeting only.
  - c) Every such application, to be considered, must be received by the society at least twenty-one (21) days before the date of the annual general meeting.
  - d) Every such application shall be accompanied by an application fee, a membership fee, and membership dues, all in certified funds in the amounts determined from time to time by the directors of the society.
  - e) An application fee shall be non-refundable: a membership fee and membership dues shall be refundable in full in the event that the application for membership shall not be approved.

- f) The members may decline to accept any club's application for membership without giving any reasons therefor.
5. The amount of the annual membership fee and the amount of the annual membership dues shall be determined from time to time by the directors of the society and shall be payable;
    - a) at or before the annual general meeting,
      - i) the annual membership fee
      - ii) fifty (50) percent of the previous year's dues, and
    - b) upon thirty (30) days' notice, the balance of the membership dues.
  6. Every member shall renew his membership at or before the annual general meeting on an appropriate form which shall be accompanied by the fee and dues described in bylaw 5 (a).
  7. A club shall cease to be a member of the society:
    - a) by delivering its resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;
    - b) on having been a member not in good standing for twelve (12) consecutive months;
    - c) on being insolvent or bankrupt;
    - d) on being expelled.
  8. A member may be expelled by a special resolution of the members passed at a general meeting provided that:
    - a) notice of the special resolution has been given;
    - b) the member shall have been notified of the charge or complaint against the member at least seven (7) days before the date of such general meeting;
    - c) the member shall have the opportunity to speak to the membership before any vote at such general meeting;
    - d) the special resolution shall receive not less than seventy-five (75) percent approval from the members voting;
    - e) the member shall not be entitled to vote upon such special resolution.
  9. A member who resigns, withdraws or is expelled from the society shall forfeit all right, claim and interest arising from or associated ; with membership in the society.
  10. All members are in good standing except a member who has failed to pay his current annual membership dues or any other subscription or debt due and owing by him to the society and he is not in good standing so long as the debt remains unpaid.
  11. The directors may at any time remove from the register of members the name of any member who is not in good standing and such member shall be suspended from membership until his good standing shall be restored.
  12. Every member shall uphold the constitution and comply with these bylaws.

### Part 3 - Meetings of Members

13. General meetings of the society shall be held at the time and place, in accordance with the Society Act, as the directors decide.
14. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
15. The directors may, when they think fit, convene an extraordinary general meeting.
16. a) Notice of a general meeting shall specify the place, day and hour of meeting, and, in the case of special business, the general nature of that business.

- b) The accidental omission to give to 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.
17.
    - a) At any meeting of the society every member club in good standing shall be entitled to have one (1) accredited representative with voting power.
    - b) Members shall deliver to the society at least once in every year and always at any annual general meeting, a formal notice, in writing and signed by the secretary of the member club, of the name, address, and telephone number, of its accredited representative.
    - c) At any meeting of the society no person other than the accredited representative of a member shall be entitled to vote on behalf of that member unless such person shall produce credentials satisfactory to a majority of the directors and members present.
  18. The directors shall convene an extraordinary general meeting of the society within twenty-one (21) days of receipt of a formal written request for such a meeting signed by a majority of the members.
  19.
    - a) The annual general meeting shall be held once in every year on a date and at a place to be determined by the directors of the society.
    - b) The date of the annual general meeting shall fall within three (3) months of the conclusion of the league schedule.
    - c) Notice of the annual general meeting shall be mailed to every member at his address as shown in the society's register of members at least twenty-one (21) days before the date of such annual general meeting.
    - d) Every member shall receive a copy of the society's annual financial statements at least seven (7) days before the annual general meeting.

#### Part 4 - Proceedings at General Meetings

20.
  - a) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall 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 shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - c) A quorum is five (5) members present or such greater number as the members may determine at a general meeting.
21. In the event that a quorum is not present within thirty (30) minutes from the time appointed for a general meeting, the meeting shall be adjourned to a time and place determined by the chairman, and every member shall receive appropriate notice.
22. Subject to bylaw twenty-three (23), the president of the society, or in his absence, the vice-president, shall preside as chairman of a general meeting.
23. If at a general meeting neither the president nor the vice-president is present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither is willing to act as chairman, the directors present shall choose one of their number to be chairman; and if no director shall be available or willing, the chairman shall be chosen from among the members present.
24. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
25. No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
26. A director of the society shall have a voice but no vote at any general meeting of the society.

27. In the event of an equality of votes, the chairman, if he be a director, shall have a casting vote; but in the case that the chairman be a member who has already voted he shall have no casting or second vote and the proposed resolution shall not pass.
28.
  - a) A member in good standing present at a general meeting of members is entitled to one (1) vote;
  - b) Voting shall be by show of hands, unless the members otherwise decide or these bylaws otherwise require.
  - c) Voting by proxy shall not be permitted.
29. Special business is:
  - a) all business of an extraordinary general meeting except the adoption of rules of order, and
  - b) all business that is transacted at an annual general meeting, except:
    - i) the adoption of rules of order,
    - ii) the consideration of the financial statements,
    - iii) the report of the directors,
    - iv) the report of the auditor, if any,
    - v) the election of directors, subject to bylaw 31(d).
    - vi) the appointment of the auditor, if required, and
    - vii) such other business as, 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.

#### Part 5 - Directors and Officers

30.
  - a) The affairs of the society shall be managed by a board of directors numbering not fewer than three (3) or more than seven (7).
  - b) The board of directors may be known as the "League Executive".
  - c) No person holding office in, or having any interest in, or being ostensibly associated with a member club of the society shall be a director of the society.
31.
  - a) The directors of the society shall be elected by the members of the society at the society's annual general meeting.
  - b) The term of office of a director shall be two (2) years.
  - c) Notwithstanding bylaw 31(b) the terms of all director holding office immediately prior to the 1985 annual general meeting shall expire at that meeting; the members shall elect up to seven (7) directors at that meeting; the first four (4) directors elected at that meeting shall hold office for two (2) years, and the next three (3) directors elected at that meeting shall hold office for one (1) year.
  - d) Notwithstanding bylaw 31(a) in the event that a directorship shall become vacant during its term a successor director shall be elected to complete such term and the election therefore shall be put to the members as immediately as possible.
  - e)
    - i) Election of directors shall be by ballot only, except in the case of acclamation.
    - ii) In the case of a ballot, every member shall vote for as many candidates as there are vacancies, and any ballot not reflecting the required votes shall not be counted.
    - iii) The candidates shall be ranked in order according to the number of votes attained and shall be declared elected according to the number of vacancies.
    - iv) In any such balloting the society's secretary or treasurer, or secretary-treasurer, or the designated representative of anyone of them, shall be the returning officer.

- v) In the event of any dispute concerning balloting for directors, the society's returning officer shall refer the matter to the Executive Committee of the British Columbia Soccer Association for determination and such determination shall be binding upon the members of the society.
32. a) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to
    - i) all laws affecting the society;
    - ii) these bylaws; and
    - iii) rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.
  - b) No rule, made by the society in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
  33. After each annual general meeting the directors shall elect from their number a president and a vice-president to hold office until the next annual general meeting, or until their successors are appointed, and the president and the vice-president shall appoint a secretary and a treasurer, or, if considered desirable, a secretary-treasurer, to hold office until the next annual general meeting or until his successor is appointed.
  34. The members may by special resolution remove a director before the expiration of his office and may elect a successor to serve to the expiration of that office.
  35. No director shall be remunerated for being or acting as a director, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.
  36. Every director shall uphold the constitution and shall comply with these bylaws.

#### Part 6 - Proceedings of Directors

37. a) The director may meet together at the times and places they think fit to dispatch business, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.
- b) The directors 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.
- c) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within thirty (30) minutes after the time appointed for holding the meeting, the vice-president shall act as chairman; but if neither is present the directors present may choose one of their number to be chairman at that meeting.
- d) Upon the direction of the president, or any two directors, the secretary shall convene a meeting of directors, and the secretary shall deliver by mail or telephone to every director not fewer than two (2) days notice of such meeting.
- e) The directors may appoint a day or days of any month or months for regular meetings at an hour to be determined and of such regular meetings no notice need be given after the first notice to every director.
38. For a first meeting of directors held immediately following an annual or other general meeting of members it is not necessary to give notice of the meeting to the directors for this meeting to be constituted, if a quorum of the directors is present.
39. a) Any director absenting himself from three (3) consecutive meetings of the directors without cause shall forfeit his directorship.
- b) Any director found by a majority of the directors meeting together to have willfully neglected his duties or responsibilities to the society shall forfeit his directorship.

40. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, in any form, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
  - a) no notice of meeting of directors shall be sent to that director, and
  - b) any and all meetings of the directors of the society, notice of which has not been given to that director shall, if a quorum of directors is present, be valid and effective.
41.
  - a) Questions arising at a meeting of directors or at a committee of directors shall be decided by a majority of votes.
  - b) In the case of an equality of votes the chairman does not have a second or casting vote.
  - c) No resolution proposed at a meeting of directors or committee of directors need be seconded and the chairman of a meeting may move or propose a resolution.
42. The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and a committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed upon it by the directors, and shall report every act or thing done in exercise of those powers to the directors.
43. Subject to the Society Act, the directors of the society shall be deemed to have assumed office on the express understanding, agreement and condition that every director of the society and his heirs, executors and administrators, estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless, out of the funds of the society from and against all costs, charges and expenses whatsoever which suit or proceedings which is brought, commenced or prosecuted against him for or in respect of any deed, matter or thing whatsoever made, done or permitted by him or any other director or directors in or above the execution of the duties of his or their office; and also from and against all other costs, charges and expenses which he sustains or incurs in or above or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.
44. The directors may from time to time appoint such officers and agents and authorize the employment of such persons as they deem necessary to carry out the objects of the society. Such officers, agents and employees shall have such authority and shall perform such duties as from time to time may be prescribed by the directors. All officers, managers, employees, agents and such other persons shall be subject to removal from office or employment by the directors at any time. The person, upon being advised of the decision to expel, may appeal to a general meeting of the society at which the resolution shall be put to a vote.

#### Part 7 - Duties of Officers

45.
  - a) The president shall preside at all meetings of the society and of the directors, unless the members or directors otherwise decide.
  - b) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.
  - c) The president shall be a member ex-officio of all committees of the society.
46. The vice-president shall carry out the duties of the president during his absence.
47.
  - a) The secretary, or the secretary-treasurer, if both offices be combined, shall:
    - i) conduct the correspondence of the society;
    - ii) issue notices of meetings of the society and
    - iii) keep minutes of all meetings of the society and directors;
    - iv) have custody of all records and documents of the society except those required to be kept by the treasurer;
    - v) have custody of the common seal of the society;

- vi) maintain the register of members.
  - b) In the absence of the secretary or secretary-treasurer from a meeting, the directors shall appoint another person to act as secretary of the meeting.
48. The treasurer, or the secretary-treasurer if both offices be combined, shall:
- a) keep the financial records, including books of account, necessary to comply with the Society Act;
  - b) render financial statements to directors, members and others when required;
  - c) deposit all funds of the society in a chartered bank, trust company, or credit union designated by the directors in an account in the name of and to the credit of the society;
  - d) disburse funds of the society by cheque drawn on the designated chartered bank, trust company, or credit union and signed by any two of the following,
    - i) the president
    - ii) the vice-president
    - iii) the secretary or secretary-treasurer
    - iv) the treasurer
    - v) a director
  - e) limit the amount of disbursement of the funds of the society for any single transaction to five hundred (\$500.00) dollars without approval of a majority of the members.
49. The secretary and the treasurer, or the secretary-treasurer if both offices be combined, may be paid an honorarium.

#### Part 8 - Seal

50. The directors may provide a common seal for the society.
51. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or secretary-treasurer.

#### Part 9 - Borrowing

52. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, 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.
53. No debenture shall be issued without the sanction of a special resolution.
54. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

#### Part 10 - Auditor

55. This part applies only where the society is required or has resolved to have an auditor.
56. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.
57. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
58. An auditor may be removed by ordinary resolution.
59. An auditor shall be promptly informed in writing of appointment or removal.

- 60. No director and no employee of the society shall be auditor.
- 61. The auditor may attend general meetings.

#### Part 11 - Notices to Members

- 62. A notice may be given to a member, either personally or by mail to him at his registered address.
- 63. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian Post Office receptacle.
- 64. a) Notice of a general meeting shall be given to
  - i) every member shown on the register of members on the day notice is given;
  - ii) the auditor, if Part 10 applies; and
  - iii) every director.b) No other person is entitled to receive a notice of general meeting.

#### Part 12- Bylaws

- 65. On being admitted to membership each member is entitled to and the society shall give him, without charge, a copy of the constitution and the bylaws of the society.
- 66. These bylaws shall not be altered or added to except by special resolution.

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