

CONSTITUTION

NAME

1. The name of this organization shall be British Columbia Soccer Premier League, hereinafter referred to as the “Society”.

OBJECTIVES

2. The purposes of the Society are:

a) To promote, develop and administer the game of soccer at the high performance youth level, in the province of British Columbia.

b) Without limiting the foregoing, to provide a uniquely functional pathway for players to graduate to collegiate, professional, and / or adult amateur soccer careers.

BYLAWS

ARTICLE 1: AFFILIATIONS

The Society shall be affiliated to the British Columbia Soccer Association (BCSA) and shall follow the published rules of BCSA. The Society is subject to the published rules in declining order of authority of the following governing organizations:

1. FIFA
2. The Canadian Soccer Association (CSA)
2. BCSA

Article 2: INTERPRETATIONS

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

- i) "Society" shall mean the British Columbia Soccer Premier league;
- ii) "BCSA" shall mean the British Columbia Soccer Association;
- iii) "Board of Governors" shall mean the board of directors of the Society;
- iv) "Title Sponsor" shall mean the organization granted the right to have its brand identity associated with the name of the league's competition;
- v) "Society Act" shall mean the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
- vi) "Registered Address" of a member shall mean the address as recorded in the register of members;
- vii) "Franchise" shall mean an entity that has been awarded the right by BCSA / Society Board of Governors to operate a slate of teams in all team divisions of the Society;
- viii) "Active Member" shall mean a club franchise, which becomes and remains an Active Member in accordance with these Bylaws. An Active Member shall have the right to vote as set out in these Bylaws;
- ix) "Team" shall mean a soccer team with not less than 15 registered players, plus team officials, whose application for affiliation has been validated by the Society registrar or designate for the current playing season;
- x) "Registered Player" shall mean a person whose application for registration with the Association has been validated by the Society registrar for the current playing season;
- xi) "Board" shall mean the Board of Governors of the Society;

- xii) "Special Resolution" shall mean a resolution passed at a General Meeting or Annual General Meeting of the Society by a majority of not less than 75% of the votes of those delegates present or represented by proxy and entitled to do so;
 - xiii) "Ordinary Resolution" shall mean a resolution passed at a General Meeting or Annual General Meeting of the Society by a simple majority of the votes of those delegates present;
- b) The definitions in the Society Act on the date these Bylaws become effective apply to these Bylaws, save and except for the definition of "Active Member" as defined in Article 2.
- 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.

ARTICLE 3: MEMBERSHIP

- 1) The Active Members of the Society are the applicants for incorporation of the society, and those franchises who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
- 2) Application for membership must be made to the Board of Governors of the Society. The Board of Directors of the BCSA shall make a decision with respect to the application.
- 3) Every Active Member must uphold the Constitution and comply with these Bylaws
- 4) There is one (1) class of Membership:
 - a) Active Membership shall be open to franchises that meet the following criteria:
 - i. That have their headquarters in the province of British Columbia;
 - ii. That have a Constitution and Bylaws which meets the minimum requirements for a Franchise as determined by the Board of Governors and are consistent with BCSA Bylaws, Rules and Regulations;
 - iii. That have been approved for membership by the Board of Directors of the BCSA;
and
 - iv. That meet the minimum standards of operation as set out by the Board of Directors of BCSA as amended from time to time and shall be incorporated into the Rules and Regulations of the Society by the Board of Governors.
- 5) Every Active Member shall maintain a minimum set of standards as set out by the Board of Directors of the BCSA and shall be subject to review by the BCSA a minimum of once per year.

6) Membership Fees

- i) The annual fee for Active Members shall be set by the Board of Governors and ratified by the Active Members at a General Meeting of the Society.
- ii) Active Members shall be required to pay player registration fees which shall be set by the Board of Governors and ratified by the Active Members at a General Meeting of the Society.

7) Rights of Active Members

Active Members shall be accorded the following rights:

- a) To be governed in accordance with BCSA and the Society's published By-laws, Rules and Regulations
- b) To register players, administrators, team officials and referees with BCSA and the Society,
- c) To enter teams in BCSA sanctioned competitions,
- d) To participate in BCSA sanctioned programs such as player, coach and referee development,
- e) To participate in Society sanctioned programs,
- f) To attend and vote at all general meetings of the Society according to these bylaws;
- g) To operate Player, Coach and Referee Development Programs, and
- h) To participate in BCSA Insurance Plan

8) Discipline of an Active Member

An Active Member may be reprimanded, fined, censured, suspended or expelled from Membership for cause and only after charges have been laid in accordance with the Society's published rules and a hearing held in accordance with the Society's and BCSA's published Rules and Regulations. An Active Member whose membership has been suspended loses all rights of membership until the suspension has been completed. Such discipline may be appealed to BCSA according to the BCSA Rules and Regulations

9) Termination of Membership

- a) Membership in the Society shall be deemed to have been terminated:
 - i) If the Member submits a signed letter of withdrawal to the Society;
 - ii) If the Board of Governors, by a 75% majority vote, recommends termination of a membership for cause and the Board of Directors of BCSA ratifies that termination by a 75% majority vote; or
 - iii) If the Board of Directors of BCSA by a 75% majority vote terminates a membership for cause.
- b) In the event that the Board of Directors of the BCSA is considering the termination of an Active Member, the Board of Directors of the BCSA shall give the Board of Governors of the Society and the Active Member a minimum of 30 days written notice. The Board of Governors and the

Active Member may provide written submissions regarding the Active Member's status within 21 days of receipt of that notification.

10) Active Members Not in Good Standing

An Active Member who has failed to pay their current annual membership fee, or any other subscription or debt due and owing by the Active Member to the Society is not in good standing so long as the debt remains unpaid. Active Members not in good standing shall lose their right to vote and participate at all General Meetings of the Society and their appointed Governor shall lose his or her right to vote or participate at all Board of Governors meetings.

ARTICLE 4: BOARD OF GOVERNORS

- 1) The Society shall be governed by a Board of Governors. Each Active Member shall be represented by one Governor.
- 2) The Board of Governors shall consist of the following positions:
 - a) President,
 - b) Vice- President,
 - c) Secretary,
 - d) Treasurer, and
 - e) Governor(s) at Large
- 3) A Governor may hold more than one position.
- 4) A Governor shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.
- 5) A Governor shall serve for a term of one year or until his or her successor is appointed.
- 6) A paid individual of the Society or of an Active Member may not hold a position on the Board of Governors of the Society, unless an exception is granted by unanimous approval of the other members of the Board of Governors, and ratified by the Board of Directors of the BCSA.
 - a) Any member of the Board of Governors may revoke their approval with respect to the above clause by providing 30 days written notice to the Board of Governors
 - b) For the year 2012 the maximum number of paid individuals who serve as Governors may not exceed 66% (2/3) of the total number of Governors
 - c) For the year 2013 and beyond, the maximum number of paid individuals who serve as Governors may not exceed 50% of the total number of Governors.
- 7) The Governors will elect from their number the President, Vice-President, Secretary and Treasurer.
- 8) Governor Vacancy

a) A Governor has the right to resign her or his position by submitting a signed letter of resignation to the Society.

b) In case of a vacancy, the appointing Active Member may, at any time, appoint a replacement Governor to fill the vacancy.

9) Removal of Governor

a) The Board of Governors by a 75% majority vote may remove a Governor for the following reasons:

i) The Governor is unable to perform the duties expected of the position due to, but not limited to, any of the following reasons:

- a. if she/he becomes incapable of performing the business of the Society
- b. if she/he is absent from two or more consecutive meetings of the Board without satisfactory reason
- c. if she/he no longer resides in reasonable proximity to the Active Member they represent
- d. if she/he becomes, or is discovered to be, an undischarged bankrupt; or

ii) The Governor has compromised the integrity of the Society due to, but not limited to, any of the following reasons:

- a. if she/he is found to have violated the BCSA Harassment Policy
- b. if she/he is suspended from all soccer activities pursuant to the BCSA Discipline Policy
- c. if she/he fails to properly account for monies or other property belonging to the Society
- d. if she/he is found guilty of a criminal offence whether or not the offence directly affected the Society
- e. if she/he is found to have violated the BCSA Conflict of Interest Policy

iii) In the event that the Board of Governors of the Society is considering the removal of a Governor, they shall give the Governor a minimum of 30 days written notice. The Governor may provide a written submission regarding the removal within 21 days of receipt of that notification. If a Governor is removed by the Board of Governors, the appointing Active Member may appoint a successor to the incumbent Governor for the remainder of the term being filled.

10) Conflict of Interest and Standards of Conduct

The Governor shall be subject to the BCSA's Conflict of Interest Policy.

11) Duties of Board of Governors.

- a) The Board of Governors shall conduct the business of the Society during the periods between general meetings of the Society and in accordance with the authority granted to it in the published rules of the Society.
- b) The Board of Governors shall be responsible for the appointment and renewal of appointments of all positions within the Society except for those positions appointed by the Membership of

the Society. This shall include the appointment of volunteer and paid positions for coach and administrator positions within the Society's operations.

12) Duties of Governors

a) *President*

Except where the President delegates the responsibility to another person, the President shall preside over all general meetings of the Society and of the Board of Governors. The President shall be ex officio a member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; coordinate all duties of the Board, committees, staff; and shall be the spokesperson for the Society.

b) *Vice-President*

The Vice President shall act in the absence of the President 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 Society; shall report to the Board of Governors at least once per quarter; and shall submit an Annual Report to the Annual General Meeting.

d) *Secretary*

The Secretary shall keep a record of all minutes of the organization; keep on file all committee reports; notify officers and committee members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in the Society's published rules; maintain record books in which the constitution, published rules and minutes are entered and to have the current record books available at each meeting; to send out to the Membership a notice of each general meeting; to send out to the board notice of each meeting; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and in the absence of the President and Vice President to preside until the immediate election or appointment of a new presiding officer.

The office of Treasurer and Secretary may be held by one person

f) *Other Governor Positions*

The duties of other Governor Positions shall be determined by the Board of Governor.

13) League Representative

a) The President of the Society shall be League Representative to BCSA unless the President declines the position or is removed from the position by a majority vote of the Board of Governors.

b) In the event the President declines, or is removed from, the League Representative position, the Board of Governors, by majority vote, shall elect one of its Board Members to the position.

The term of office of the League Representative shall be one year or until the next Annual General Meeting of the League whichever comes first.

ARTICLE 5: MEETINGS

1) General Meetings

a) An official notice of each meeting shall be given to all Active Members at least 14 days before the meeting is to be held, at such place, and at such date as the Board of Governors may determine. Such notification shall be by email to the registered email address of the Active Member.

b) Active Members representing fifty per cent (50%) of the voting Membership shall form quorum at all general meetings of the Society. Any question shall be decided by a majority of the votes unless otherwise required by these By-Laws or other law.

2) Annual General Meeting:

The BCSPL shall hold its Annual General Meeting not later than March 1 of each year. The agenda of the Annual General meeting shall include:

1. Roll Call
2. Presentation of Credentials
3. Minutes of Previous Annual General Meeting
4. President's Report
5. Officers' Reports
6. Treasurer's Report
7. Auditor's Report
8. Appointment of Auditors
9. Other Reports
10. Unfinished Business
11. Amendments to the By-Laws
12. Confirmation of Appointment of Governors
13. Any Other Business
14. Adjournment

3) Special General Meeting:

a) A Special General Meeting of the Society:

- i) may be called by the Board by its own motion, or
- ii) shall be called by the Board upon receipt of a written request submitted to the Society by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by Active Members representing not less than twenty-five per cent (25%) of the Active Members, setting out the items of business to be conducted at the Special General Meeting

b) The Special General Meeting shall be held within thirty (30) days of receipt of the written request from the Members.

- c) Only the business set out in the notice to the Special General Meeting shall be considered.
- d) An official notice of this meeting shall be given to all Active Members at least 14 days before the meeting is to be held, at such place, and at such date as the Board of Governors may determine. Such notification shall be by email to the registered email address of the Active Member.

3) Delegates to General Meetings

- a) An Active Member is entitled to have a maximum of three (3) delegates from its membership attend any general meeting of the Society.
- b) The Active Member shall appoint one of its delegates to cast its vote at a general meeting and shall identify that person prior to the commencement of the meeting.

4) Voting at General Meeting:

Each Active Member will have one vote at a general meeting.

5) Board of Governors Meetings

- a) The Board of Governors shall meet at least four (4) times per year, upon fourteen (14) days notice given by the President and Secretary, at such place and time as the Board of Governors may determine.
- b) A majority of the members of the Board of Governors 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 Governor is entitled to cast one (1) vote.

ARTICLE 6: COMMITTEES

The Active Members at any general meeting, or the Board of Governors at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Society.

ARTICLE 7: PROCEDURES GOVERNING MEETINGS

All meetings of the Society shall be conducted in accordance with the most recently published Robert's Rules of Order except as may be otherwise stipulated in this By-Law or other Rules and Regulations of the Society.

ARTICLE 8: BY-LAWS AND AMENDMENTS

- (a) By-Law amendments may be proposed by the Board of Governors, or submitted by an Active Member to the Board of Governors in writing a minimum of 45 days prior to a general meeting of the Society.

(b) All Active Members shall be notified by email by the Society of any proposed By-Law amendments a minimum of 30 days prior to the Annual General Meeting or Special General Meeting called for those purposes.

(c) A By-Law amendment will require a 75% majority of those votes eligible to be cast at the General Meeting in order to be approved

ARTICLE 9: RULES AND REGULATIONS

- a) The Board of Governors shall create, approve and publish Rules and Regulations for the operation of the Society which are not inconsistent with these By-Laws and the By-Laws Rules and Regulations of a higher level governing organization.
- b) The Board of Governors shall include in these rules the minimum operating standards for Franchises as specified by the Board of Directors of the BCSA.
- c) Amendments to the Rules and Regulations may be made by a majority vote at any Board of Governors meeting, or by the Active Members at any General Meeting. If the Rules and Regulations are amended by the Board of Governors the amendment shall be presented for ratification at the next Annual General Meeting or a Special General Meeting called for that purpose. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.
- d) All amendments to the Rules and Regulations of the Society must be approved by the Board of Directors of the Society.

ARTICLE 10: INDEMNITY

The Board of Governors or other servants to the Society, their heirs, executors, administrators and estate and effects respectively shall be indemnified and saved harmless at all times by the BCSPL against all costs, losses and expenses incurred by them respectively in or about the discharge of their respective duties, except such as happens from their own respective wilful neglect or default.

ARTICLE 11: FINANCE & AUDIT

- 1) The Society shall have its accounts reviewed annually by a committee of independent persons, so identified and appointed by the Governors, provided that committee:
 - a) Includes at least one person who has experience with accounting and internal controls and
 - b) Does not include in its members anyone related to any Governor by blood, marriage, common-law relationship or such other relationship as the Governors may impose from time to time.

2) This committee shall report to the membership at the Annual General Meeting and have right of access at all times to all financial documents.

- a) The fiscal year of the Society shall end on December 31 of each year,

- b) The President, Vice-President, Secretary and Treasurer shall be the four Governors with signing authority on the accounts of the Society. Exactly two of the four must sign for all authorizations and commitments to be valid.

Article 12: DISPUTE RESOLUTION

- 1) The Society shall adhere to the Dispute Resolution process as published and approved by BCSA from time to time.
- 2) Any member of the Society may initiate the Dispute Resolution process by communicating in writing to BCSA, with a copy to the Society, the nature and facts of the dispute. BCSA, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to investigate the dispute.
- 3) The Dispute Resolution process shall not be used for game discipline which follows the normal discipline and appeals process.
- 4) The Society shall make available to any member a copy of the Dispute Resolution process when requested.

Article 13: HARASSMENT

- 1) The Society shall adhere to the Harassment Policy as published and approved by BCSA from time to time.
- 2) The Harassment Policy shall apply to all employees, governors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of the Society.
- 3) Harassment is defined as any comment, conduct, or gesture directed toward an individual or group of individuals which is insulting, intimidating, humiliating, malicious, degrading or offensive. It includes, but is not limited to, sexual harassment.
- 4) The Society shall make available to any member a copy of the Harassment Policy when requested.

Article 14: APPEALS

- 1) Any registrant or registered organization directly affected by a decision of the Society may appeal such decision to the BCSA according to the published rules of the BCSA,
- 2) The denial or termination of membership in the Society may be appealed by a non-registered organization to the BC Soccer according to the published rules of the BCSA.
- 3) An individual shall not appeal a decision made by the Board of Governors regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Society's operations, except where the selection, appointment and revocation process outlined in the Society Rules & Regulations has not been followed.

Article 15: DISSOLUTION

In the event of dissolution of the Society, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the Board of Governors to one or more not-for-profit soccer related organizations which is (are) registered with BCSA.

Article 16: DEFINITIONS/TERMINOLOGY

Terminology not defined but used in these By-Laws shall have the same meaning as used by BCSA in its letters patent, By-Laws, and published rules.

Dated September 5, 2012

WITNESS

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