

B.C. Indoor Soccer League Society Constitution and By-laws

The B.C. Indoor Soccer League Society
is a registered non-profit Society with
the Province of British Columbia.

THE B.C. INDOOR SOCCER LEAGUE SOCIETY
CONSTITUTION

1. The name of the Society is “B.C. INDOOR SOCCER LEAGUE SOCIETY”.
2. The purposes of the Society are:
 - (a) To promote, develop and organize indoor soccer teams for competitive and recreational play;
 - (b) To promote and develop all aspects of the game of indoor soccer;
 - (c) To support and develop indoor soccer tournaments and competitions on a district, regional, and provincial level;
 - (d) To assist in any way whatsoever any organisation or association promoting interest in, or development of, the game of indoor soccer;
 - (e) To recognise those indoor soccer associations or other organisations promoting interest in, or development of the game of indoor soccer;
 - (f) To receive and accept donations, contributions and gifts of any kind and nature whatsoever, and to use and apply the same in such manner as will, in the opinion of the Directors, be in the best interest of the Society;
 - (g) To formulate and advocate policies and principals beneficial to the game of indoor soccer;
 - (h) To construct, operate, and maintain structures or facilities in which to play indoor soccer;
 - (i) To develop, determine, and formulate the rules and regulations for playing the game of indoor soccer, and to discipline players, officials, and teams for infringement thereof;
 - (j) To promote fair play in indoor soccer, and to encourage fair play in all sports and activities;
3. The Society shall be carried on without purpose of gain for its members or directors, and any profits or other accretions to the Society shall be used in promoting its objects. This provision is unalterable.
4. The Society reserves the right to refuse membership of teams or players in the league who have a history of behaviour which is not conducive to the purposes set out above. This provision is unalterable.

5. The Society reserves the right to refuse membership of any team in the league whose team name is not of an acceptable and infringes on moral, ethical and political rights of others. This provision is unalterable
6. Upon the winding up or dissolution of the Society, any funds of the Society remaining after the satisfaction of its debts and liabilities shall be given or transferred to such organisation or organisations promoting interest in or development of the games of indoor soccer, as may be determined by the members of the Society at the time of winding up or dissolution, and if and so far as effect cannot be given to the foregoing provisions, then such funds shall be given or transferred to some organisation or organisations promoting interest in or development of some other amateur athletic endeavor. This provision is unalterable.

**BY-LAWS OF
B.C. INDOOR SOCCER LEAGUE SOCIETY**

PART 1: INTERPRETATION

1. (1) In these by-laws, unless the context otherwise requires,
 - a) “directors” means the directors of the Society for the time being;
 - b) “Societies Act” means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c) “registered address” of a member means his address as recorded in the registrar of members;
 - d) “society” means B.C. Indoor Soccer League Society;
 - e) “indoor soccer” includes futsal;
- (2) The definitions in the Societies Act on the date these by-laws became effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 2 - MEMBERSHIP

3. (1) The members of the Society are the applicants for incorporation of the Society and all those persons who subsequently have become members, in accordance with these by-laws, and have not ceased to be members.
- (2) All registered players and the registered coach and registered manager are voting members for the year in which their registration is valid;
- (3) The membership of all members, save and except the applicants for incorporation, ceases on the 30th day of September in each year, unless earlier renewed by registration or by accepted application,
- (4) All registered players under the age of 16 years as of the first day of the playing season in any year shall be considered as youth players and shall be accorded youth membership in the Society. Youth members shall be accorded all rights of membership, except the right to vote, and shall be subject o all rules and regulations of members.
- (5) All players and team officials properly registered to participate in any tournament or game sanctioned by the Society shall be deemed to be members of the Society from the moment the player or team official enters the playing facility for the tournament or game until the player or team official leaves the playing facility, and during that time

within the playing facility shall be subject to the rules and regulations of the Society, but shall have no right to vote unless the player or team official is otherwise a member in good standing. These players and team officials shall be “associate members” only for the time actually present in the facility, but the associate member shall continue to be subject to the jurisdiction of the Society for any matter which arose while the player or team official was at the playing facility.

4. Any member of the public, other than a person who is already a youth member, may apply to the directors for membership in the Society and on acceptance by the directors, and upon payment of the membership fees and any other sums due to the Society shall be a voting member; provided that, the directors shall have an unfettered discretion to decide if an applicant may become a voting member of the Society.
5. The amount of the first annual membership dues shall be determined by the directors and thereafter the annual membership dues shall be determined at the annual general meeting of the Society.
6. A person shall cease to be a member of the Society
 - a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
 - b) on his death or in the case of a corporation on dissolution, or,
 - c) on being expelled, or
 - d) on having been a member not in good standing for twelve consecutive months.
7.
 - 1) A member may be expelled by a special resolution of the members passed at a general meeting;
 - 2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion;
 - 3) The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to vote.
8. All members are in good standing except a member who has failed to pay his current annual membership fee or any other subscription or debt due and owing, including any fine imposed on that member, by him to the Society and he is not in good standing so long as the debt remains unpaid.
9.
 - 1) Every member shall uphold the constitution and comply with these by-laws;
 - 2) No person shall take part in any league game sanctioned or sponsored by the Society, as a player or team official, unless that player or team official is a member in good standing of the Society. An appearance for any part of a game in which the player or

team official participates shall be considered as an appearance for that game.

PART 3 - MEETINGS OF MEMBERS

10. General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, whenever they think fit, convene an extraordinary general meeting.
13. In addition, 10 (ten) or more of the voting membership may, at any time, by written notice, which specifies the purpose of the meeting and which is delivered to the Secretary, require the directors to call an extraordinary general meeting of the Society, to be held not more than 21 days after the receipt of such written notice, by the Secretary.
14.
 - (1) Thirty (30) days' notice of each general meeting shall be given to all voting members. Written notice of these meetings shall designate the date, time, place and agenda of the meeting. Additional agenda items may be submitted to the Secretary in writing, up to 15 days prior to the meeting.
 - (2) In addition to the foregoing notice requirements, or in lieu thereof at the discretion of the Directors and if permitted by Exemption Order duly applied for and made, then to publish notice of the Annual General Meeting or other general meeting in at least 2 issues of a daily newspaper circulating in the Prince George area and to post notice of the meeting at the playing facility, the agenda of the meeting need not be included with the notice and it shall be sufficient if the general nature of the business to be transacted is described therein.
15. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
16. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4 - PROCEEDINGS AT GENERAL MEETINGS

17.
 - (1) Special business is
 - a) all business at 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,
 - vi) the appointment of the auditor, if required, and
 - vii) the other business that, under these by-laws, 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.
18. 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.
19. 1) Each voting member shall have one (1) vote. Voting shall be done by show of hands, or by secret ballot if any member requests a secret ballot. Voting by proxy is not permitted.
- 2) A quorum shall consist of a quorum of at least (4) directors and at least 4 additional members.
- 3) If a quorum exists when the meeting is called to order, then all business transacted at that meeting shall be deemed to be regularly transacted notwithstanding that there ceases to be a quorum present at any time during the meeting, and the meeting need not for the reason of absence of a quorum, be adjourned or terminated.
20. If within 30 minutes from the time appointed for a general meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated, but in any other case, it 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 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
21. Subject to by-law 24, the president of the Society, the vice-president, the second vice-president, or in the absence of all of the foregoing, one of the other directors shall preside as chairman of a general meeting.
22. If at a general meeting
- a) there is no president, vice-president, second vice-president, or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b) the president and all the other directors present are unwilling to act as chairman,
- the members present shall choose one of their number to be chairman,

23. (1) 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.
- (2) Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
24. (1) A resolution proposed at a meeting shall be seconded and the chairman of a meeting may move or propose a resolution.
- (2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
25. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Society.

PART 5 - DIRECTORS AND OFFICERS

26. (1) The directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to
 - a) all laws affecting the Society,
 - b) these by-laws, and
 - c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
- (2) 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.
27. (1) Directors shall elect officers from among themselves; which officers shall include a president, vice-president, secretary, and treasurer, in addition to such other officers as the directors may determine. The directors shall meet within 7 days of the conclusion of the Annual General Meeting to elect the officers.
- (2) The number of directors shall be 7 or such greater number as may be determined from time to time at a general meeting.
28. (1) The directors shall retire from office at each annual general meeting when their successors shall be elected.

- (2) The immediate past president shall serve with the next year's directors in an advisory capacity, if not elected as a director.
 - (3) All directors shall be of the age of nineteen years or over.
 - (4) Separate elections shall be held for each office to be filled.
 - (5) An election may be by acclamation, otherwise it shall be by ballot.
29. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next following annual general meeting of the Society, but is eligible for re-election at the meeting.
30. (1) If a director resigns his office or otherwise ceases to hold office, the remaining directors may appoint a member to take the place of the former director.
- (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
31. The members may by special resolution remove a director before the expiration of his term of office, and may elect a successor to complete the term of office.
32. No director shall be remunerated for being or acting as a director but a director shall be reimbursed for all expenses necessarily incurred by him while engaged in the affairs of the Society.
33. Voting membership in the Society is a prerequisite to filling a director's position.
34. The directors are empowered to manage and to administer the affairs of the Society in accordance with the Society's Constitution and By-Laws.
35. The directors may make rules and regulations governing the following:
- a) game schedules, and all matters generally concerning the conduct of games and tournaments;
 - b) the accommodation and control of spectators;
 - c) the disciplining, including the levying of a fine, suspension, or expulsion, of any team, player, or team official, or of any other member, subject to the qualification that no member need pay any fine levied upon him if he chooses to relinquish his membership and resign from the Society;
 - d) performance bonds;
 - e) player transfers;

- f) player registration;
- g) expulsion of members;
- h) all matters generally which may, in the opinion of the directors be necessary for the carrying out of the purposes of the Society.
- i) the rules of the game of indoor soccer;
- j) the qualifications and pay scale for referees or other game or tournament officials;
- k) the ages and gender for divisions of players;

PART 6 - PROCEEDINGS OF DIRECTORS

- 36. The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- 37. A quorum shall consist of 4 directors one of whom shall be the president or his delegated representative.
- 38.
 - (1) The president shall be chairman of all meetings of the directors; but if at any meeting the president is not present within 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 members to be chairman at that meeting.
 - (2) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.
- 39.
 - (1) The directors may delegate any, but not all, of their powers to committees consisting of such director or directors as they think fit.
 - (2) A committee so formed on the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in the exercise of those powers to the earliest meeting of the directors to be held next after it has been done.
- 40. A committee shall elect a chairman of its meetings, but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their number to be chairman of the meeting.
- 41. The members of a committee may meet and adjourn as they think proper.
- 42. A director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, or cable, 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 the directors is present, be valid and effective.
43. (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes. Voting shall be by show of hands, unless any director requests a secret ballot, in which case the vote shall be conducted by secret ballot. Proxy voting is permitted, but the proxy vote must be made openly and not by secret ballot.
- (2) In the case of an equality of votes the chairman does not have a second or casting vote.
44. 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.
45. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

PART 7 - DUTIES OF OFFICERS

President

46. (1) The president shall preside at all meetings of the Society and of the directors.
- (2) The president is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.
- (3) The president shall from time to time represent the Society and its interest on other bodies.
- (4) The president can appoint, subject to the approval of the executive, committees to handle special assignments.

Vice-President

47. (1) The vice-president shall carry out the duties of the president during his absence.

Secretary

48. The secretary shall
- (1) Conduct the correspondence of the Society.
 - (2) Issue notices of meetings of the Society and directors.
 - (3) Keep minutes of all meetings of the Society and directors.
 - (4) Have custody of all records and documents of the Society.

- (5) Have custody of the common seal of the Society, and
- (6) Maintain the register of members.

Treasurer

- 49. The treasurer shall keep the financial records, including books of account, as are necessary to comply with the Societies Act, and shall render financial statements to the directors, members and others when required.
- 50. In the absence of the secretary from a meeting, the director shall appoint another person to act as secretary at the meeting.

PART 8 - SEAL OF THE SOCIETY

- 51. The directors may provide a common seal for the Society and they shall have power from time to time to destroy the same and substitute a new seal in lieu thereof. The directors shall provide for the safe custody of the common seal of the Society which shall not be affixed to any instrument except in the presence of:
 - a) the president, together with one of the directors, or
 - b) such other officer or officers of the Society as may be prescribed from time to time by resolution of the directors.

PART 9 - BORROWING AND BANKING PROCEDURE

- 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 such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
- 53. No debentures 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.
- 55. The funds of the Society not required for immediate use, may be kept on deposit in a bank, or may be invested in such manner as the directors may from time to time determine.
- 56. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers or agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Society, or the same may be endorsed for collection or for deposit with the Society's bankers for the credit of the Society, or the same may be endorsed for collection or for deposit with the Society's bankers by using the Society's rubber stamp for that purpose. Any one of such officers or agents so appointed may arrange,

settle, balance and certify all books and accounts between the Society and the Society's bankers, and may receive all paid cheques and vouchers and sign all the bank forms, settlement of balances, and release or verification slips.

57. The directors shall cause true accounts to be kept of:
- a) all sums of money received and expended and the matters in respect of which the receipts and expenditures took place;
 - b) assets and liabilities;
 - c) all other transactions affecting the financial position of the Society.
58. The directors shall lay before the members of the Society at each annual general meeting, a financial statement showing income and expenditure of the Society during the preceding fiscal year. The annual financial statement of the Society prepared by its auditor is to be available to the membership at least 7 days before the annual general meeting.
59. The fiscal year of the Society shall terminate on the 30th day of April.

PART 10 - AUDITOR

60. This part applies only where the Society is required or has resolved to have an auditor.
61. The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of the auditor.
62. The accounts and books of the Society shall be examined at least once every year and their correctness determined by an auditor.
63. The books and records of the Society may be inspected by the members of the Society, upon a written request to the directors.
64. 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.
65. An auditor may be removed by ordinary resolution.
66. An auditor shall be informed forthwith in writing of appointment or removal.
67. No director and no employee of the Society shall be auditor.
68. The auditor may attend general meetings.

PART 11 - NOTICES TO MEMBERS

69. A notice may be given to a member, either personally or by mail to him at his registered address, or if an Exemption Order has been made, then in the manner prescribed by the

Exemption Order.

70. 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 providing that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
71. (1) Notice of a general meeting shall be given to
- a) every member shown on the register of members on the day notice is given,
 - b) the auditor, if part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.

PART 12 - BY-LAWS

72. On being admitted to membership, a member is entitled to and the Society shall give him, if he so requests, on payment of a sum not exceeding \$2.00, a copy of the constitution and by-laws of the Society.
73. These by-laws may be altered or added to by a special resolution of the Society at a general meeting.
74. Notice of a motion for any amendment to the by-laws of the Society must be given in writing to the secretary of the Society at least 14 days prior to the date of a general meeting at which such motion will be introduced.