


CAROL PREST

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PENINSULA SOCCER ASSOCIATION

Revised April 08/2010

CONSTITUTION

1. The name of the Society is the PENINSULA SOCCER ASSOCIATION,

2. The purpose of the society is to foster, develop and govern the game of soccer among youth and adults in the area of Vancouver Island known as the Saanich Peninsula

3. The society is affiliated with the British Columbia Soccer Association and the Lower Island Soccer Association and is subject to the Rules and Regulations of those bodies. This section is unalterable

4. 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 unalterable

5. 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 vest in the Society, shall be transferred or conveyed to another recognized Canadian charitable organization having purposes all-together, 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.

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By-Laws

Part 1: Interpretation

1.1 In these bylaws, unless the context otherwise requires:

- (i) "Director" means a member of the Board of Directors of the Association for the time being
- (ii) "Board" means the Board of Directors of the Association
- (iii) "Member" means an Ordinary member and a Honourary member
- (iv) "Motion" means a formal proposal made verbally at a general meeting of the Association
- (v) "Resolution" means a formal proposal made in writing and received by the secretary 30 days prior to the meeting. Ordinary resolution means a resolution approved by a simple majority. A Special resolution means a resolution approved by 75% of those present and entitled to vote (08)
- (vi) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it

1.2 Interpretation of these by-laws or any other Association matters not provided herein shall be referred to the Board whose decision shall be binding on all parties

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Part 2: Membership

2.1 (a) A person may become a member of the Association only as follows:

A person is an Ordinary member at a particular time if:

- They subscribe to the Constitution and By-Laws and have paid their membership dues.
- They are one parent or guardian named on the registration form of a player or players under the age of 18 properly registered with the Association
- A player over the age of 18 properly registered with the Association
- In any other case, pays the membership dues of the Association and is approved by the Board

Each ordinary member is entitled to one (1) vote at all annual general meetings and special meetings of the society

(b) A person is a Honourary member:

(i) Honourary members of the Association are those persons or corporations who accept an appointment by the Board

(ii) A member of the Board may appoint a person to become a Honourary member of the Association. Such appointment must be approved by a majority of the Board.

(iii) Appointments of Honourary members are for a term as the Board may from time to time determine

(iv) Honourary members shall not be entitled to vote at, but shall be entitled to notice of and to attend, meetings of the members of the Association.

(v) The number of Honourary members shall at no time exceed the number of Ordinary members and if, in the sole discretion of the Board, they foresee such a situation impending, then the Board may require such non-voting members as they may determine to resign. Page 4 of 14

2.2 Annual membership fees or dues payable by members shall be set from time to time by the majority of the Board, There shall be no initiation fees or annual membership fees for Honourary members.

2.3 Each member of the Association shall be subject to all the duties and obligations, which are set forth in the Constitution and in these By-Laws.

2.4 All members are in good standing, except a member who fails to pay annual membership fees or debts due as they become payable. A person may cease to be a member of this Association:

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

(b) On his death or in the case of a corporation, on dissolution; or

(c) By being expelled; or

(d) If fees or debts are payable, on failure to pay those fees or debts for six (6) consecutive months.

2.5 The Board may, by a vote of a majority of those present, expel any member whose conduct shall have been determined by the Board to be improper, unbecoming, or likely to endanger the interests or reputation of the Association or who wilfully commits a breach of the Constitution or By-Laws of the Association

Part 3: Meetings of Members

3.1 General meetings of the Association shall be held at such time and place, in accordance with the Society Act, as the Board decides.

3.2 The Board may, whenever they think fit, convene a general meeting.

3.3 (a) Notice of a general meeting shall specify the place, the day and the how fit the meeting, and, in the case of special business, the general nature of that business.

(b) 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 of that meeting,

3.4 An Annual General Meeting shall be held at least once in every calendar year. Written notice of the Annual General Meeting shall be given to each member fourteen (14) days in advance.

3.5 Notice of Annual General meeting shall be placed on the association website and advertised in the local community papers a minimum of fourteen (14) days in advance Page 6 of 14

Part 4: Proceedings at General Meetings

4.1 Special business is:

- (a) All business at a 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 Director*,
 - (iv) the report of the auditor, if any,
 - (v) the election of Directors,
 - (vi) the appointment of the auditor, if required, and
 - (vii) such other business as, 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.

4.2 (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 ten (10) members present or such greater number as the members may determine at a general meeting.

4.3 If Within thirty (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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum. Page 7 of 14

4.4 Subject to By-Law 4.5, the President of the Association, the Vice-President, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.

4.5 If at a general meeting:

(a) there is no President, Vice-President, or other Director present within fifteen (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.

4.6 (a) 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.

(b) Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(c) Except as provided in tills By-Law, it is not necessary to give notice of M adjournment or of the business to be transacted at an adjourned general meeting.

4.7 No resolution proposed at a general meeting need be seconded

4.8 Election of Directors and Officers:

It is understood that a board of fourteen (14) directors will conduct the business of the society, five shall be elected for a two year (2) term in even years and five shall be elected for a two year (2) term in odd years. Officers shall be elected to the following positions: President and Secretary for a two year (2) term in even years,

Vice-President and Treasurer for a two year (2) term in odd years, and

If a director ceases to hold office during a term (including where one or more directors cease to hold office such that the remaining number of directors is less than 10), he shall be replaced by a person appointed by the rest of the Board to complete the term of the prior director until the next AGM.

At the next AGM an ordinary member may stand for the position of director to complete the balance of a vacant term. Page 8 of 14

Part 5: Directors and Officers

5.1 (a) The Board may exercise all such powers and do all such acts under these By-Laws or by Statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to the provisions of;

- All laws effecting the Association
- These By-Laws and
- Rules, not being inconsistent with these Bylaws, which are made from time to time by the Association in general meeting.

(b) No rule, made by the Association in general meeting, invalidates a prior act of the Board that would have been valid if that rule had not been made.

5.2 The Directors and Officers shall retire from office at the second annual general meeting after being elected when their successors shall be elected by an open ballot. There shall be a secret ballot for election of officers or directors.

5.3 *No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office. (2010)*

5.4 *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. (2010)*

5.5 *No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society. (2010)*

Part 6: Proceedings of Directors

6.1 (a) The Board 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,

(b) The quorum for a Board of Directors' meeting shall be five (5) directors.

(c) The President shall be chairman of all meetings of the Board; but if at any 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) The President may at any time, and the Secretary, on the request of three Directors, snail convene a meeting of the Board.

6.2 (a) The Board may delegate any, but not all, of their powers to committees consisting of Directors or members as they think fit,

(b) A committee formed to undertake specific work and given delegated specific powers must conform to the constitution and by-laws of the Association and any rules that may be imposed on it by the Board.

(c) At the first meeting of the Board following the Annual General Meeting, the President shall appoint Chairpersons to standing committees and when appropriate to ad hoc committees.

Standing committees of the board will include:

- Executive [board management; public and media relations]
- Capital Projects [project management; partner liaison]
- Communications and Special Events [internal communications; web management; special event coordination]
- Discipline [head referee; referees, LISA liaison]
- Finance and Fundraising [financial management; budgets, auditor; fundraising—planning and execution]
- Member Service [registration; equipment; uniforms; fields lining and user agreements]
- Player Services [player assessment and placement; Age Group Coordination; coach selection]
- Risk Management [risk management policy and procedures; volunteer co-ordination]

- Technical Development [coach development; player development; contract management]
- Infrastructure Management [buildings and assets]
- Scheduling [fields; referees; development clinics; practices fields; gyms; turf]

Ad Hoc Committees will include, but not be limited to:

- Nominating
- Bylaw/Constitution

(d) Prior to acting on behalf of the Association, committees will present an annual plan and budget to the board for review and final approval.

Committees will seek further approval to undertake business not covered in the annual plan.

Committee actions and initiatives will be outlined to the board of directors at the next earliest meeting.

6.3 The members of a committee may meet and adjourn as they think proper

6.4 For a first meeting of Board held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Board at which a Director is appointed to fill a vacancy to the Board, it is not necessary to give notice of the meeting to the newly-elected or appointed Director Or Directors for the meeting to be duly constituted, if a quorum of the Board is present,

6.5 Questions arising at any meeting of the Board and committee of Directors shall be decided by a majority of votes

6.6 A resolution proposed or moved at a meeting of Board or committee of Directors shall be seconded.

6.7 A resolution in writing, signed by all the Board and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the Board.

Part 7: Duties of Officers

7.1 (a) The President shall preside at all meetings of the Association and of the Board.

(b) The President is the chief executive officer of the Association and shall supervise the other officers in the execution of their duties.

7.2 The Vice-President shall carry out the duties of the President during his absence.

7.3 The Secretary shall:

- conduct the correspondence of the Association,
- issue notices of meetings of the Association and Board,
- keep minutes of all meetings of the Association and Board,
- have custody of all records and documents of the Association except those required to be kept by the Treasurer, and chairs of Standing committees

7.4 The Treasurer shall:

- keep such financial records, including books of account, as are necessary to comply with the Society Act, and
- render financial statements to the Directors, members and others when required.

7.5 In the absence of the Secretary from a meeting, the Board shall appoint another person to act as secretary of the meeting.

7.6 (a) *All cheques and financial statements of the Association must include two (2) signatures, the president, vice-president, treasurer or secretary. (2010)*

(b) Board members, expending personal funds on society business not previously approved by the board, must seek prior approval from the Board for amounts exceeding \$25.

7.7 A registrar appointed by the Board shall maintain the official register of members. The registrar must enter the name of every person admitted as member together with the following particulars of each member:

- The full name and resident address
- The date on which the person was admitted as a member
- The date on which a person ceases to be a member
- The class of membership if the provision is made for classes

Part 8: Financial Matters

Borrowing

8.1 (a) In order to carry out the purposes of the Association the Board 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 that power, by issue of debentures.

(b) A debenture must not be issued without the authorization of a special resolution that has been passed by seventy-five (75) percent of the members of the society present and entitled to vote at an Annual General Meeting and special meetings.

(c) Members must be given 14 days notice of the special meeting and details of the plan to raise or secure money that will be voted on.

Auditor

8.2 The auditor shall be appointed by the Directors,

8.3 No Director and no employee of the Association shall be auditor.

8.4 The auditor may attend general meetings,

Part 9: Notices to Members

9.1 A written notice may be given to a member, either personally, by email or by mail addressed to the member's last known address

9.2 A notice sent by mail or email shall be deemed given on the second day following that on which the notice was posted. If sent by mail, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

9.3 (a) Notice of a general meeting shall be given to:

- every member shown on the register of members on the day notice is given, and
- the auditor, if Part 8 applies,

(b) No other person is entitled to receive a notice of general meeting Page 14 of 14

Part 10: Soccer Relationships

10.1 Notwithstanding the foregoing, the Board may adopt rules and regulations, in whole or in part, which have been promulgated by other bodies or associations concerned with the promotion, development, maintenance, coordination or governance of soccer.

10.2 Procedures for registration, transfers and reinstatements of players are governed by the regulations of the British Columbia Soccer Association, the Lower Island Soccer Association for youth players, as well as British Columbia Soccer Association the Lower Island Women Soccer Association, the Vancouver Island Soccer League for senior players, and/or any other soccer body, whichever is appropriate.

10.3 On being admitted to membership, a member is entitled, with charge, to a copy of the Constitution and By-Laws of the Association or may be accessed on the association website.

**Special Resolution
of the Members of the
Peninsula Soccer Association
(the "Society")**

Dated Effective: November 18, 2016

Amendment to Constitution

WHEREAS:

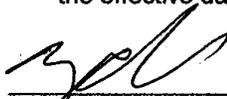
- A. The new *Societies Act* (British Columbia) will come into force and effect on November 28, 2016 (the "Act").
- B. Prior to the Act coming into force, the Society should prepare a version of its constitution that consists of nothing but the Society's existing name and purposes, word-for-word as they appear in the Society's constitution on file with the Corporate Registry. Any provisions of the existing constitution other than name and purposes must be relocated to the Society's bylaws.
- C. It has been determined that it is in the best interests of the Society to amend its constitution prior to the Act coming into effect by removing all provisions other than the Society's name and purposes from its constitution and by updating the purposes of the Society so that when the Society transitions under the Act its constitution consists of nothing but the Society's existing name and purposes, word-for-word as they appear in the Society's constitution on file with the Corporate Registry.

RESOLVED AS A SPECIAL RESOLUTION, THAT:

- 1. The Constitution of the Society by deleting paragraphs 1, 2, 3 and 4 in their entirety and replacing them with new paragraphs 1 and 2 as follows:
 - "1. The name of the society is the Peninsula Soccer Association*
 - 2. The purpose of the society is to foster, develop and govern the game of soccer among youth and adults in the area of Vancouver Island known as the Saanich Peninsula (the town of Sidney, the municipalities of Central Saanich and North Saanich.)"*
- 2. The Constitution, in the form attached as Schedule "A" be adopted as the Constitution of the Society.

;

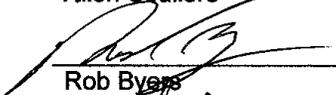
3. Form 10, Copy of Resolution, pursuant to the *Society Act*, be filed with the Registrar of Companies.
4. This Special Resolution may be signed by the members in as many counterparts as may be necessary either originally or by facsimile or electronic scanning, each of which shall constitute an original and all of which taken together with constitute ~~one and the same instrument~~, each of which so signed shall be deemed to be an original, and such counterparts together shall constitute one and the same instrument and, notwithstanding the date of execution, shall be deemed to bear the effective date set forth above.



Mike Synnack



Allen Squiere



Rob Byers



Lisa Dueng



Robert Hope



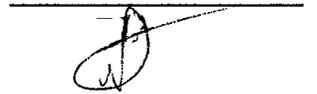
Teri Prince



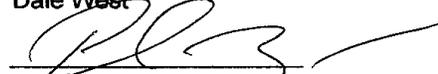
David Irving



Sean Broome



Dale West



Paul Longpre



SHANE LAVE

SCHEDULE "A"

FORM 1

SOCIETY ACT

Constitution

2. The name of the society is the Peninsula Soccer Association
1. The purpose of the society is to foster, develop and govern the game of soccer among youth and adults in the area of Vancouver Island known as the Saanich Peninsula (the town of Sidney, the municipalities Central Saanich and North Saanich).

**BYLAWS OF THE
PENINSULA SOCCER ASSOCIATION
(the Society)**

Dated Effective: November 18, 2016

Part 1 - Definitions and Interpretations

1.1 In these bylaws, unless the context otherwise requires:

(i) "Director" means a member of the Board of Directors of the Association for the time being

(ii) "Board" means the Board of Directors of the Association

(iii) "Member" means an Ordinary member and a Honourary member

(iv) "Motion" means a formal proposal made verbally at a general meeting of the Association

(v) "Resolution" means a formal proposal made in writing and received by the secretary 30 days prior to the meeting. Ordinary resolution means a resolution approved by a simple majority. A Special resolution means a resolution approved by 75% of those present and entitled to vote (08)

(vi) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it

1.2 Interpretation of these by-laws or any other Association matters not provided herein shall be referred to the Board whose decision shall be binding on all parties

Part 2- Operations

2.1 The society is affiliated with the British Columbia Soccer Association and the Lower Island Soccer Association and is subject to the Rules and Regulations of those bodies. This section is unalterable

2.2 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 unalterable

2.3 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 vest in the Society, shall be transferred or conveyed to another recognized Canadian charitable organization having purposes all-together, 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 3 - Members

3.1 (a) A person may become a member of the Association only as follows:

A person is an Ordinary member at a particular time if:

- They subscribe to the Constitution and By-Laws and have paid their membership dues.
- They are one parent or guardian named on the registration form of a player or players under the age of 18 properly registered with the Association
- A player over the age of 18 properly registered with the Association
- In any other case, pays the membership dues of the Association and is approved by the Board

Each ordinary member is entitled to one (1) vote at all annual general meetings and special meetings of the society

(b) A person is a Honourary member:

(i) Honourary members of the Association are those persons or corporations who accept an appointment by the Board

(ii) A member of the Board may appoint a person to become a Honourary member of the Association. Such appointment must be

approved by a majority of the Board.

(iii) Appointments of Honourary members are for a term as the Board may from time to time determine

(iv) Honourary members shall not be entitled to vote at, but shall be entitled to notice of and to attend, meetings of the members of the Association.

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

3.2 Annual membership fees or dues payable by members shall be set from time to time by the majority of the Board, There shall be no initiation fees or annual membership fees for Honourary members.

3.3 Each member of the Association shall be subject to all the duties and obligations, which are set forth in the Constitution and in these By-Laws.

3.4 All members are in good standing, except a member who fails to pay annual membership fees or debts due as they become payable. A person may cease to be a member of this Association:

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

(b) On his death or in the case of a corporation, on dissolution; or

(c) By being expelled; or

(d) If fees or debts are payable, on failure to pay those fees or debts for six (6) consecutive months.

3.5 The Board may, by a vote of a majority of those present, expel any member whose conduct shall have been determined by the Board to be improper, unbecoming, or likely to endanger the interests or reputation of the Association or who willfully commits a breach of the Constitution or By-Laws of the Association

Part 4 - Meetings of Members

4.1 General meetings of the Association shall be held at such time and place, in accordance with the Society Act, as the Board decides.

4.2 The Board may, whenever they think fit, convene a general meeting.

4.3 (a) Notice of a general meeting shall specify the place, the day and the how fit the meeting, and, in the case of special business, the general nature of that business.

(b) 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 of that meeting,

4.4 An Annual General Meeting shall be held at least once in every calendar year. Written notice of the Annual General Meeting shall be given to each member fourteen (14) days in advance.

Part 5 - Proceedings at General meeting

5.1 Special business is:

(a) All business at a 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 Director*,

(iv) the report of the auditor, if any,

(v) the election of Directors,

(vi) the appointment of the auditor, if required, and

(vii) such other business as, 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.

5.2 (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 ten (10) members present or such greater number as the members may determine at a general meeting.

5.3 If Within thirty (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 thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

5.4 Subject to By-Law 4.5, the President of the Association, the Vice-President, or in the absence of both, one of the other directors present shall preside as chairman of a general meeting.

5.5 If at a general meeting:

(a) there is no President, Vice-President, or other Director present within fifteen (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.

5.6 (a) 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.

(b) Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(c) Except as provided in tills By-Law, it is not necessary to give notice of M adjournment or of the business to he transacted at an adjourned general meeting.

5.7 No resolution proposed at a general meeting need be seconded

5.8 Election of Directors and Officers:

It is understood that a board of fourteen (14) directors will conduct the business of the society, five shall be elected for a two year (2) term in even years and five shall be elected for a two year (2) term in odd years. Officers shall be elected to the following positions: President and Secretary for a two year (2) term in even years, Vice-President and Treasurer for a two year (2) term in odd years, and
If a director ceases to hold office during a term (including where one or more directors cease to hold office such that the remaining number of directors is less than 10), he shall be replaced by a person appointed by the rest of the Board to complete the term of the prior director until the next AGM.

Part 6 - Directors

6.1 (a) The Board may exercise all such powers and do all such acts under these By-Laws or by Statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to the provisions of;

- All laws effecting the Association
- These By-Laws and
- Rules, not being inconsistent with these Bylaws, which are made from time to time by the Association in general meeting.

(b) No rule, made by the Association in general meeting, invalidates a prior act of the Board that would have been valid if that rule had not been made.

6.2 The Directors and Officers shall retire from office at the second annual general meeting after being elected when their successors shall be elected by an open ballot. There shall be a secret ballot for election of officers or directors.

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

6.4 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.

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Part 7 - Proceedings of Directors

7.1 (a) The Board 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,

(b) The quorum for a Board of Directors' meeting shall be five (5) directors.

(c) The President shall be chairman of all meetings of the Board; but if at any 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) The President may at any time, and the Secretary, on the request of three Directors, snail convene a meeting of the Board.

7.2 (a) The Board may delegate any, but not all, of their powers to committees consisting of Directors or members as they think fit,

(b) A committee formed to undertake specific work and given delegated specific powers must conform to the constitution and by-laws of the Association and any rules that may be imposed on it by the Board.

(c) At the first meeting of the Board following the Annual General Meeting, the President shall appoint Chairpersons to standing committees and when appropriate to ad hoc committees.

Standing committees of the board will include:

- Executive [board management; public and media relations]
- Capital Projects [project management; partner liaison]
- Communications and Special Events [internal communications; web management; special event coordination]
- Discipline [head referee; referees, LISA liaison]
- Finance and Fundraising [financial management; budgets,

auditor;

fundraising—planning and execution]

- Member Service [registration; equipment; uniforms; fields lining and user agreements]

- Player Services [player assessment and placement; Age Group Coordination; coach selection]

- Risk Management [risk management policy and procedures; volunteer co-ordination]

- Technical Development [coach development; player development; contract management]
- Infrastructure Management [buildings and assets]
- Scheduling [fields; referees; development clinics; practices fields; gyms; turf]

Ad Hoc Committees will include, but not be limited to:

- Nominating
- Bylaw/Constitution

(d) Prior to acting on behalf of the Association, committees will present an annual plan and budget to the board for review and final approval. Committees will seek further approval to undertake business not covered in the annual plan.

Committee actions and initiatives will be outlined to the board of directors at the next earliest meeting.

7.3 The members of a committee may meet and adjourn as they think proper

7.4 For a first meeting of Board held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of members, or for a meeting of the Board at which a Director is appointed to fill a vacancy to the Board, it is not necessary to give notice of the meeting to the newly-elected or appointed Director Or Directors for the meeting to be duly constituted, if a quorum of the Board is present,

7.5 Questions arising at any meeting of the Board and committee of Directors shall be decided by a majority of votes

7.6 A resolution proposed or moved at a meeting of Board or committee of Directors shall be seconded.

7.7 A resolution in writing, signed by all the Board and placed with the minutes of the Board is as valid and effective as if regularly passed at a meeting of the board

Part 8 - Duties of officers

8.1 (a) The President shall preside at all meetings of the Association and of the Board.

(b) The President is the chief executive officer of the Association and shall supervise the other officers in the execution of their duties.

8.2 The Vice-President shall carry out the duties of the President during his absence.

8.3 The Secretary shall:

- conduct the correspondence of the Association,
- issue notices of meetings of the Association and Board,
- keep minutes of all meetings of the Association and Board,
- have custody of all records and documents of the Association except those required to be kept by the Treasurer, and chairs of Standing committees

8.4 The Treasurer shall:

- keep such financial records, including books of account, as are necessary to comply with the Society Act, and
- render financial statements to the Directors, members and others when required.

8.5 In the absence of the Secretary from a meeting, the Board shall appoint another person to act as secretary of the meeting.

8.6 (a) All cheques and financial statements of the Association must include two (2) signatures, the president, vice-president, treasurer or secretary.

(b) Board members, expending personal funds on society business not previously approved by the board, must seek prior approval from the Board for amounts exceeding \$25.

8.7 A registrar appointed by the Board shall maintain the official register of members. The registrar must enter the name of every person admitted as member together with the following particulars of each member:

- The full name and resident address
- The date on which the person was admitted as a member
- The date on which a person ceases to be a member

The class of membership if the provision is made for classes

Part 9 - Financial Matters

Borrowing

9.1 (a) In order to carry out the purposes of the Association the Board 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 that power, by issue of debentures.

(b) A debenture must not be issued without the authorization of a special resolution that has been passed by seventy-five (75) percent of the members of the society present and entitled to vote at an Annual General Meeting and special meetings.

(c) Members must be given 14 days notice of the special meeting and details of the plan to raise or secure money that will be voted on.

Auditor

9.2 The auditor shall be appointed by the Directors,

9.3 No Director and no employee of the Association shall be auditor.

9.4 The Auditor may attend general meetings

Part 10 - Notices to Members

10.1 A written notice may be given to a member, either personally, by email or by mail addressed to the member's last known address

10.2 A notice sent by mail or email shall be deemed given on the second day following that on which the notice was posted. If sent by mail, it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

10.3 (a) Notice of a general meeting shall be given to:

every member shown on the register of members on the day notice is given, and

the auditor, If Part 9 applies,

(b) No other person is entitled to receive a notice of general meeting

Part 11 - Soccer Relationships

11.1 Notwithstanding the foregoing, the Board may adopt rules and regulations, in whole or in part, which have been promulgated by other bodies or associations concerned with the promotion, development, maintenance, coordination or governance of soccer.

11.2 Procedures for registration, transfers and reinstatements of players are governed by the regulations of the British Columbia Soccer Association, the Lower Island Soccer Association for youth players, as well as British Columbia Soccer Association the Lower Island Women Soccer Association, the Vancouver Island Soccer League for senior players, and/or any other soccer body, whichever is appropriate.

11.3 On being admitted to membership, a member is entitled, with charge, to a copy of the Constitution and By-Laws of the Association or may be accessed on the association website