

Cliff Avenue United FC

CONSTITUTION

1. This Club shall be known as CLIFF AVENUE UNITED FOOTBALL CLUB (the “Club”).
2. The purpose of the Club is to foster and develop the game of soccer among youth and adults of both sexes living within the City of Burnaby, British Columbia. Notwithstanding the stated area, anyone living outside this area may be accepted as a player, coach, volunteer, or member of the Club.

BYLAWS

PART I - Definition of Terms

- 1.1 Whenever they appear in these Bylaws:
 - a. "Club" means the Cliff Avenue United Football Club.
 - b. "Board" means the Board of Directors of the Club.
 - c. "Director" means a Member of the Club who has been elected to the Board.
 - d. “Voting Member” means anyone who is a Director, coach, team manager, age group coordinator, employee of the Club, or anyone who performs volunteer duties that are delegated by the Board.
 - e. “Member” means any player, or parent or guardian of a player, who is registered at the Club, and anyone who is a Voting Member.
 - f. “Honourary Member” means anyone who has been approved by the Board to be an Honourary Member.
 - g. "Motion" means a formal proposal made either in writing or verbally at a general meeting of the Club.
 - h. "Resolution" means a formal proposal made in writing and received by the secretary of the Club 30 days prior to a general meeting of the Club.
 - i. “Ordinary Resolution” means a Resolution approved by a simple majority of those present and entitled to vote on the Resolution.
 - j. “Special Resolution” means a Resolution approved by 75% of those present and entitled to vote on the Resolution.
 - k. “Related Persons” means two people who are related by blood in the first degree, marriage, or adoption.
 - l. “Society Act” means the *Society Act* (British Columbia) from time to time in force and all amendments or replacements to it.

- 1.2 The definitions in the *Society Act* from time to time apply to these Bylaws and take precedence over the definitions in these Bylaws where the two conflict.

1.3 Words importing the singular include the plural and vice versa; words importing a male person include a female person and a corporation.

1.4 Interpretation of these Bylaws or of any other Club matters not provided herein shall be referred to the Board whose decision shall be binding on all parties.

Part II – Membership and Affiliation

2.1 A person may become a Member of the Club only as follows:

- a. by registering a player at the Club;
- b. by being a registered player at the Club; or
- c. by meeting the definition of a Voting Member; and
- d. a person becomes an Honourary Member when elected by Special Resolution at an Annual General Meeting or such other general meeting at which a vote for that purpose is taken.

2.2 Subject to this Part, a Member ceases to be a Member of the Club when:

- a. they no longer have a player registered with the Club;
- b. they are no longer registered to play with the Club;
- c. they cease to be a Voting Member; or
- d. by operation of a decision by the Discipline Committee; and
- e. a person is no longer an Honourary Member if a Special Resolution to revoke the person's Honourary Membership is passed at any AGM or such other general meeting of the Club at which a vote for that purpose is taken.

2.3 The Club shall have a Discipline Committee composed of Directors who are appointed by the Board from time to time.

- a. The Discipline Committee shall make decisions regarding the discipline of Members, Voting Members, Honourary Members, or any other individuals, or any issues involving the Club in regard to any alleged infringements of the Constitution, these Bylaws, the Coaches Code of Conduct, Players Code of Conduct, Parents Code of Conduct, any other Club policy or any matter of good sportsmanship, failure to pay fees, failure to return Club property, or any other matter that is contrary to the purpose of the Club.
- b. The Discipline Committee may hear and decide on any matter referred to it by the Board by assigning one person, or any odd number of persons, who are members of the Discipline Committee or the Board.
- c. The Discipline Committee may sanction or penalize a Member, Director, Honourary Member, or any other individual, including stripping a Member of his membership, placing the Member on probation with reasonable conditions, or any other just punishment that the Committee considers reasonable in the circumstances.

d. The Discipline Committee may only act in accordance with sub-paragraph c if the majority of the Committee are satisfied on a balance of probabilities that an infringement referred to in sub-paragraph a has occurred.

e. No rule (other than the Constitution or these Bylaws) of the Discipline Committee applies to a person unless the rule has been published on the Club's website 30 days prior to the day on which the Member did or omitted to do such thing as may have violated the rule.

f. Any person may refer a potential discipline matter in writing to any Board member.

g. If the matter raises an issue under section 2.3a the Board will forward the matter to the Discipline Committee which shall hold a hearing into the matter within 30 days of the matter being referred to it. The Discipline Committee shall afford any person charged with a violation such a hearing (either in person or in writing) as is fair in the circumstances.

h. A Board member who is subject to a complaint in writing shall not sit on the Discipline Committee investigating the complaint.

i. The Discipline Committee shall provide its decision in writing within 30 days of the Hearing to the person who has referred the matter to the Board, and, at the discretion of the Discipline Committee, any other person affected by the matter.

j. If the decision of the Discipline Committee is not unanimous then the Committee shall provide the majority, minority, or each Committee member's decision in writing to the person who has referred the matter to the Board, and, at the discretion of the Discipline Committee, any other person affected by the matter.

2.4 A Member is in good standing at a particular time unless he has been determined by the Discipline Committee not to be in good standing at that time.

2.5 A person (the "Appellant") may appeal any decision by any Committee established in these Bylaws to an Appeal Committee composed of 3 persons appointed for the purpose of hearing the appeal by the Board, none of whom shall be a member of the Board or the Committee whose decision is appealed, or related to the appellant or related to each other, and the chair of which shall be a lawyer, arbitrator, or a person who specializes in dispute resolution.

a. Within 30 days of the decision appealed from the appellant shall notify the Secretary in writing of his intention to appeal and briefly state the reasons for the appeal.

b. The Secretary shall forthwith transmit the appeal notice to the Board, which shall appoint the Appeal Committee within 30 days of receiving the appeal notice.

c. The Appeal Committee shall notify the appellant in writing of the time, place and rules for the hearing of the appeal, which shall be in person unless the appellant approves otherwise and shall be fair in all the circumstances.

d. The hearing shall take place within 30 days of the Appeal Committee being appointed.

e. A decision of at least a majority of the Appeal Committee shall be transmitted in writing to the

appellant and the Board within 30 days of the hearing and shall be final and binding on all parties.

2.6 The Club is affiliated with the British Columbia Youth Soccer Association and the Burnaby District Youth Soccer Association and is subject to the rules and regulations of those bodies. Affiliation is a requirement of organized soccer in British Columbia. This section is unalterable.

2.7 The Club is also affiliated with the British Columbia Soccer Association and the North District Girls Soccer Association and is subject to the rules and regulations of those bodies.

PART III - Meetings of Members

3.1 The year-end of the Club shall be March 31.

3.2 General meetings of the Club include an Annual General Meeting (“AGM”) and any other general meeting and shall be held at such time and place, in accordance with the *Society Act*, as the Board decides.

3.3 Every general meeting, other than an AGM, is an extraordinary general meeting (“EGM”).

3.4 The Board must convene an AGM for each year not less than 60 days and not more than 120 days after the year end.

3.5 The Board may, whenever it thinks fit, convene an EGM.

3.6 Notice of an AGM or EGM shall be given to all Voting Members and shall specify the place, the day and the hour of the meeting.

a. Notice may be given to Voting Members by email, or any such reasonable manner as has been chosen by the Secretary, or the Secretary’s delegate.

b. No business may be conducted at a general meeting unless it has been stated with reasonable specificity in the notice of that meeting.

c. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any Member entitled to receive notice does not invalidate proceedings at that meeting.

3.7 Every Voting Member is entitled to one vote at the AGM or EGM.

3.8 In this section, "requisitionists" means the Voting Members who requisition a general meeting of the Club under paragraph (a).

a. The Board, on the requisition of 10% or more of the Voting Members, must convene a general meeting without delay.

b. The requisition may consist of several documents in similar form each signed by one or more requisitionists and must:

(i) state the purpose of the general meeting;

(ii) be signed by the requisitionists; and

(iii) delivered or sent by registered mail to the Club's registered address.

c. If, within 45 days after the date of the delivery of the requisition, the Board does not convene a general meeting, the requisitionists, or a majority of them, may themselves convene a general meeting to be held within 4 months after the date of the delivery of the requisition.

d. A general meeting convened by the requisitionists must be convened in the same manner, as nearly as possible, as general meetings are convened by the Board.

e. At the general meeting convened under this section, no person may be removed from any position or have any status removed without an opportunity to be heard at the meeting and then only by Special Resolution.

PART IV - Proceedings at General Meetings

4.1 No business shall be conducted at a general meeting unless a quorum is present.

a. A quorum is at least 25 Voting Members in total.

b. If a quorum is not present within thirty minutes of the time specified in the notice for the start of the meeting then the meeting stands adjourned. The meeting shall be reconvened by the Board and if the adjournment is more than 10 days, notice shall be given again.

c. Voting Members may attend a general meeting in person or by proxy or by any other method provided such method has been approved by the Board and as required under the *Society Act*.

d. No resolution proposed at a meeting need be seconded, and the chair of a meeting may move or propose a resolution. Any matter may be passed by Ordinary Resolution unless these Bylaws specify that it must be by Special Resolution.

4.2 In addition to any other business specified in a notice of an AGM, the following business shall be conducted at an AGM:

a. the reading and adoption or not of the minutes of the last AGM;

b. the consideration of the financial statements, which must be prepared on either a review engagement or audit basis of assurance by a certified public accounting firm;

c. the report of the President;

d. unfinished business from the last AGM;

e. the election of directors; and

f. amendments to the Constitution or Bylaws.

4.3 The Board must place the following before the Members at each AGM:

- a. the financial statements required by this section;
- b. the report of the auditor, if any;
- c. the report of the Board to the members;
- d. any further information respecting the Club required by the Bylaws.

4.4 The financial statements must be for the period:

- a. beginning on the date of incorporation or, if the Club has completed a financial year, at the end of the last completed financial year, and
- b. ending at the year end.

4.5 The financial statement must consist of:

- a. a statement of receipts and disbursements for the period, or
- b. a statement of income and expenditure and a balance sheet as of the end of the period, but the statements need not be identified by those names.

4.6 The President, a Vice-President or, in the absence of both, any Director present shall preside as chair of any general meeting. If none of these are present or willing to chair the meeting then the Voting Members present at the meeting shall elect a chair.

- a. The Secretary shall be the secretary of any general meeting and shall keep minutes thereof or in his absence then any person appointed by the chair shall act as secretary.

4.7 Voting entitlement shall be recognized when a Voting Member presents himself or herself to the secretary of the meeting. If a Voting Member is present otherwise than in person he shall present himself in the manner specified in the notice of that meeting.

4.8 No Director shall vote on any matter directly affecting him, or any team in which he holds office.

4.9 The chair is not entitled to vote unless there is an equality of votes, in which case the chair shall vote.

4.10 At the discretion of the Board, voting shall be by a show of hands or by ballot. Voting Members not present in person shall vote in the manner specified in the notice of that meeting.

Part V – Directors and Officers

5.1 There shall be a minimum of 12 and a maximum of 16 directors, at least one of whom must be ordinarily resident in British Columbia. A Director nominee has to have been involved with the Club for at least one year prior, either as a coach, volunteer, or employee, before being appointed to a Director position.

- a. Each Director shall be elected at the AGM by a ballot.

- b. Any Voting Members may vote for the Directors.
- c. At each AGM, the six Directors who receive the most votes shall be elected for a 2 year term and the balance for a 1 year term.
- d. A Director may be elected for more than one term. 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 12), he shall be replaced by a person appointed by the rest of the Board to complete the term of the prior Director.

5.2 The Board may exercise all the powers and do all the acts and things that the Club may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Club in a meeting of the Club, but subject, nevertheless to:

- a. all laws affecting the Club;
- b. these Bylaws; and
- c. rules, not being inconsistent with these Bylaws, which are made from time to time by resolution in a general meeting of the Club.

5.3 No rule made under paragraph 5.2(c) invalidates a prior act of the Board that would have been valid if that rule had not been made.

5.4 The Board shall appoint the Club's President, Vice-President(s), Registrar, Secretary and Treasurer.

5.5 The Treasurer shall have a professional accounting designation and be in good standing with his professional organization.

Part VA-Removal of Directors

5A.1 Notwithstanding Part V, a Director may be removed and replaced under the following rules:

5A.2 A particular Director ceases to be a Director immediately on the happening of any one of the following events:

- a. The particular Director does not participate in any three consecutive Board meetings held during the particular Director's current term.
- b. The particular Director does not participate in any three out of any five Board meetings held during the particular Director's current term, whether such meetings are consecutive.
- c. The remaining Directors vote unanimously to replace the particular Director with another person who is not currently a Director for the remainder of the particular

Director's current term. This paragraph does not apply unless the Secretary of the Board has given the particular Director at least 30 days written notice of the intention to replace him and a brief statement of the reasons for replacement and the particular Director has had an opportunity to address the remaining Directors at the meeting at which the vote to replace is to be taken; or

d. a membership vote has been taken in accordance with section 31 of the Society Act.

5A.3. For purposes of paragraphs 5A.2a. and b., a particular Director may, before missing a meeting, make a motion to the Board to disregard one or more missed meetings and, if a majority of the Board votes to disregard such missed meeting or meetings, the missed meeting or meetings will not be counted in determining whether those paragraphs apply.

5A.4 If a Director ceases to be a Director under paragraphs 5A.2(a) or (b), the remaining Directors may either reinstate that Director, or replace him with another person who is not currently a Director, for the period remaining in the particular Director's current term.

5A.5 A Director who has been removed under this Part may seek re-election as a Director at the next membership meeting at which Directors are to be elected.

5A.6 This Part applies only to events occurring after it becomes effective.

PART VI- Proceedings of Directors and Officers

6.1 The Board shall meet at such times, at such places and in such manner as the Board shall determine and conduct such business as the Board shall determine. The President or a Vice President shall act as Chair of the meetings.

a. A resolution in writing, approved by all the Directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board, but this does not prevent the Board from adopting other methods of passing a resolution otherwise than in person.

6.2 A simple majority of the Board may at any time request a meeting of the Board and the Secretary on such request shall convene a meeting of the Board.

6.3 The quorum necessary to transact business of the Board shall be a majority of the Board then in office.

a. All votes of the Board shall be by simple majority of the Board present in person or in such other manner as specified in the notice of a Board meeting, unless otherwise specified herein and the chair of the Board may cast an extra vote in the case of a tie.

6.4 The Chair of the Board shall chair all meetings of the Board but if at a meeting the Chair is not present within 30 minutes after time appointed for holding the meeting, a Vice-President shall act as chair; if neither of these is present the Directors present may choose one of their numbers to be chair at that meeting.

6.5 The Board may delegate any, but not all of its powers to Committees. A Committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Board and shall report every act or thing done in exercise of those powers to the Board. Subject to directions of the Board, the Committee shall determine its own procedure. The members of a Committee may meet and adjourn as they think proper. Every Committee shall keep written minutes of its meetings. No two persons who are related may sit on the same Committee at the same time.

6.6 A person shall, on proof satisfactory to the Treasurer of expenditures, be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Club.

a. No Director or officer of the Club shall be paid for acting as such.

b. Subject to paragraph a., the Club may hire and pay persons who are members of or otherwise associated or affiliated with the Club, but only with a Resolution of the Board.

PART VII - Duties of Officers

7.1 The President is the chief executive officer of the Club and shall supervise the other officers in the execution of their duties.

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

7.3 The Secretary, or Secretary's delegate, shall:

a. conduct the correspondence of the Club;

b. issue notice of meetings of the Club and Board;

c. keep minutes of all meetings of the Club and Board;

d. have custody of all records and documents of the Club except those required to be kept by the Treasurer, equipment managers, and secretaries of Committees; and

e. be familiar with all relevant provisions of the *Society Act*, the Constitution, these Bylaws and any other relevant set of rules or regulations and must advise the Board, the Members or any Committee thereon as appropriate.

7.4 The Treasurer shall communicate with the Board on behalf of the Financial Committee, with the auditor and other persons on behalf of the Club as to financial matters and be responsible for the preservation of all financial records of the Club.

7.5 The Registrar shall maintain the register of Members. The Registrar must enter in the register the names of the applicants for incorporation and the name of every other person admitted as a member, together with the following particulars of each Member:

(i) the full name and resident address;

- (ii) the date on which the person is admitted as a Member;
- (iii) the date on which the person ceases to be a Member; and
- (iv) the class of membership, if provision is made for classes.

7.6 The Board may assign different or additional duties to the officers than those listed in this Part.

PART VIII- Financial Matters

8.1 The Board may, once each year, set the fees to be paid by club players, the amount of which shall be recommended by the Financial Committee. Once set, those fees shall remain at the rate set for the remainder of that year.

8.2 The Board may specify fund-raising means or advanced player development clinics to raise additional funds required over and above those raised by playing fees and may set guidelines or prohibitions for the raising of funds by any Member of the Club.

8.3 Borrowing funds on behalf of the Club shall not take place at any time.

8.4 The Board shall ensure that all records of the Club, including financial records, shall be kept at the registered office of the Club.

8.5 The property of the Club must be used and dealt with only for its purposes in accordance with these Bylaws.

8.6 The Club must maintain at least one account and no more than two accounts with a chartered bank, credit union or trust company for the deposit of funds. The authorized signatories on each account shall be at least three and limited to four signatories. At least one signatory must be a member of the Financial Committee. Each account shall be established so that any 2 of the authorized signatories must authorize any withdrawal from the account.

8.7 As soon as reasonably possible after every AGM the Board shall appoint a Financial Committee composed of at least three members of which one shall be the Treasurer (who shall be the chair of the Committee).

- a. The Committee shall be appointed annually.
- b. The Board shall replace a member of the Committee who ceases to be a member part-way through a term for the remainder of that term.
- c. A person may be removed from the Committee only by a Resolution of the Board.
- d. At least 1 member of the Committee other than the Treasurer must have a professional accounting designation and be in good standing with his professional organization.

- e. All financial decisions, recommendations, provisions, actions, methods of payment, dealings with auditors, preparation of financial statements and reports and all other financial matters of the Club not specifically dealt with by these Bylaws shall be dealt with by the Financial Committee for recommendation for approval by the Board.
- f. The Financial Committee shall draft and may from time to time amend a set of financial guidelines and methodologies, to be approved by the Board, which shall govern the financial controls and other financial matters of the Club.
- g. The Financial Committee shall prepare a financial report for the Board at least once every quarter or more often as directed by the Board.
- h. The Committee cannot include Related Persons.
- i. The Club shall maintain only one cheque book for each account at each financial institution and that cheque book shall be held by any officer who is not a member of the Committee. The custodian of the cheque book shall prepare the cheques for signature by the authorized signatories. The custodian who prepares the cheques cannot be an authorized signatory on any of the bank accounts.

8.8 No person shall issue, publish or circulate a financial statement of the Club other than to a Director, employee or officer unless it is first approved by the Board and the approval is evidenced by the signatures of two Directors.

- a. A financial statement of the Club issued, published or circulated other than to a Director, employee or officer:
 - (i) must have attached to it every auditor's report made in respect of it, and
 - (ii) must not, unless it has been audited and an auditor's report has been made on it, purport to be an audited financial statement.

8.9 The Club must have an auditor, which shall be a certified public accounting firm in good standing, selected by a Special Resolution at an AGM. If no auditor is selected by Special Resolution, the Financial Committee shall appoint the auditor for a term lasting until the next AGM.

- a. The remuneration of the auditor must be set by Ordinary Resolution or, if the Club so resolves at an AGM, by the Board.
- b. The auditor must make the examination that will enable the auditor to report to the members as required under paragraph c.
- c. The auditor must:
 - (i) make a report to the members on the financial statements, on a review engagement or audited basis, other than the part of it that relates to the period referred to in section 65(2)(b) of the *Society Act*, that is to be placed before the Club at an AGM during the auditor's term of office, and

(ii) state in the report whether, in the auditor's opinion, the financial statement presents fairly the financial position of the Club and the results of its operations for the period under review and, in the case of a financial statement other than the first, does so on a basis consistent with that of the preceding period.

(iii) If the opinion contained in the report of the auditor under subparagraph (i) is qualified, the auditor must state the reasons in the report.

d. The auditor:

(i) has a right of access at all times to all documents and other property of the Club, and

(b) may require from the directors, officers, members and employees of the Club the information and explanations that, in the auditor's opinion, are necessary to enable the auditor to report as required by these Bylaws.

e. The auditor is entitled to attend every general meeting of the Club and to receive every notice and other communication relating to the meeting that a Member is entitled to receive.

f. The auditor is entitled to be heard at a general meeting that the auditor attends on any part of the business of the meeting that concerns him as auditor or that concerns the financial statements of the Club.

g. The Club may, by Ordinary Resolution passed at a general meeting at which the matter is put to a vote, remove an auditor before the expiration of the auditor's term of office, and must, by Ordinary Resolution at that meeting, appoint another auditor in the auditor's place for the remainder of the term.

h. Before calling a general meeting for the purpose referred to in paragraph (g) and not less than 14 days before the mailing of the notice of the meeting, the Club must give the auditor:

(i) written notice of the intention to call the meeting, specifying the date on which the notice of the meeting is proposed to be mailed, and

(ii)) a copy of all material proposed to be sent to members in connection with the meeting.

i. An auditor may forward to the Secretary, not less than 3 days before the mailing of the notice of the meeting, written representations respecting the proposed removal of the auditor and the Club, at its expense, must forward with the notice of the meeting a copy of those representations to each Member entitled to receive the notice.

PART IX - Notices to Members and Conduct of Meetings

9.1 Not less than 30 days written notice of a general meeting shall be given to those members

entitled to receive notice of the meeting. However, subject to section 8.9, those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing. Notice of a meeting of the Club shall specify the place, day and hour of the meeting and the business to be conducted at the meeting.

a. A notice may be given to a Member either personally or by mail or email to the last civic or email address given by the Member to the Registrar.

b. A notice sent by mail to that address shall be deemed to have been given on the second day following that on which the notice is posted and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. A notice sent by email to that address shall be deemed to have been received on the day sent.

c. Notice of a general meeting shall be given to:

- (i) every Member shown on the register of members immediately prior to the day appointed by the Secretary for notice to be given; and
- (ii) the auditor, if required by these Bylaws or the *Society Act*.

9.2 All meetings of the Board, the members or any Committee shall be governed by Roberts Rules of Order as modified by an Ordinary Resolution of the persons present at the meeting.

PART X – Constitution and Bylaws

10.1 On being admitted to membership each Member is entitled to receive, on request and without charge, a copy of the Constitution and Bylaws of the Club, which may be provided in electronic format if approved by the Member.

10.2 These Bylaws or any part thereof may be changed only by Special Resolution at an AGM and that Resolution is effective on the latter of (a) the date it is filed with the registrar and (b) date specified in that Resolution.

10.3 The Club may by Special Resolution at an AGM:

- a. change its name, or
- b. change its purposes as set out in the Constitution so as to include a new purpose that may conveniently or advantageously be combined with the existing purposes of the Club, or so as to restrict or abandon a purpose specified in the Constitution, except no section of the Constitution which is stated to be unalterable may be amended.

10.4 A resolution passed under section 10.3 is effective on the latter of (a) the date it is filed with the registrar and (b) the date specified in that resolution.