

Upper Island Soccer Association

Constitution and Bylaws



Revised-April 27, 2013

TABLE OF CONTENTS

CONSTITUTION	3
BYLAWS	5
PART 1 - <i>AFFILIATION</i>	5
PART 2 - <i>INTERPRETATION</i>	5
PART 3 - <i>MEMBERSHIP</i>	6
PART 4 - <i>MEETINGS OF MEMBERS</i>	7
PART 5 - <i>PROCEEDINGS AT GENERAL MEETINGS</i>	8
PART 6 - <i>ELECTION OF DIRECTORS</i>	11
PART 7 - <i>DIRECTORS AND OFFICERS</i>	12
PART 8 - <i>PROCEEDINGS OF DIRECTORS</i>	13
PART 9 - <i>DUTIES OF OFFICERS</i>	15
PART 10 - <i>SEAL</i>	16
PART 11- <i>BORROWING</i>	16
PART 12 - <i>AUDITOR</i>	16
PART 13 - <i>NOTICES GENERALLY</i>	17
PART 14 - <i>BYLAWS</i>	17
PART 15 - <i>DUTIES OF MEMBERS</i>	18

PROVINCE OF BRITISH COLUMBIA

(FORM 3)

Certificate of Incorporation Number: S-0048717

SOCIETY ACT

CONSTITUTION

1. The name of the society is “UPPER ISLAND SOCCER ASSOCIATION”
 2. The purposes of the society are:
 - (a) To promote recreational and competitive soccer in that area which is contiguous with that area encompassed by the following British Columbia School Districts:

#47 (Powell River) under the auspices of the Powell River YSA; #68 (Nanaimo-Ladysmith) under the auspices of the Mid-Isle YSC north of the Chemainus River and south of the Nanaimo River; Harbour City Football Club north of the Nanaimo River and the Gabriola YSC on Gabriola Island; #69 (Qualicum) under the auspices of Oceanside YSC; #70 (Alberni) under the auspices of the Alberni YSA including Tofino and Ucluelet; #71 (Comox Valley) under the auspices of the Comox United SC; # 72 (Campbell River); and #84 (Vancouver Is. West) under the auspices of the Campbell River YSA - and referred to as the” District” - through such activities as:
- (i) coordinating youth soccer activities in the District including organizing and monitoring league play and scheduling;
 - (ii) developing and maintaining soccer facilities and equipment in the District;
 - (iii) developing and maintaining soccer programs in the District;
 - (iv) promoting soccer activities in the District;
 - (v) carrying out educational and other programs to develop or promote soccer in the District;
 - (vi) taking such other steps as will promote soccer activities in the District.

3. This is a non-profit, non-political and non-religious organization. The Society shall never in any way discriminate against any person or group of persons for their religious or political views. This provision is unalterable.
4. The operations of the Society are to be carried on in the Province of British Columbia, chiefly in and around the District. This provision is unalterable.
5. In the event that the Society should at any time be wound up or dissolved, the remaining assets after payment of all debts and liabilities shall be turned over to a youth soccer association which carries on activities on Vancouver Island or, if such fails to exist at the time of winding up, a recognized charitable organization on Vancouver Island which has in its purposes the provision of a youth sports or recreational activity on Vancouver Island. This provision is unalterable.
6. Any income received by the society will be applied in the furtherance of its objectives and for no other purpose, and specifically that such income any surplus shall not be made available to members. This provision is unalterable.
7. No director of the Society shall be remunerated for being or acting as a director, but may reimburse be for all expenses necessarily and reasonably incurred while engaged in the affairs of the Society. This provision is unalterable.

BYLAWS

Here set forth, in numbered clauses, the bylaws providing for the matters referred to in section 6 (1) of the *Society Act* and any other bylaws.

PART 1 – AFFILIATION

The Society shall be affiliated with the B.C. Soccer Association and subject to the Bylaws, Rules and Regulations of that body.

PART 2 - INTERPRETATION

- 2.1 (a) In these bylaws, unless the context otherwise requires,
- (i) “*directors*” means the directors of the society for the time being,
 - (ii) “Active member” shall mean an organization, which becomes and remains an active member in accordance with the Bylaws. An active member shall have the right to vote as set out in the Bylaws,
 - (iii) “Associate member” shall mean an organization, which becomes and remains an Associate member in accordance with the Bylaws. An Associate member shall have a voice but no vote at General Meetings of the Society.
 - (iv) “Life member” shall mean a person who becomes and remains a Life member in accordance with the Bylaws. A Life member shall have a voice but no vote at General Meetings of the Society.
 - (v) “Recognized Club “ or “Recognized Clubs” means, as the context requires, a soccer club or those soccer clubs operating in the District and recognized by the Society as a District club;
 - (vi) “*Society Act*” means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
 - (vii) “*registered address*” of a member means his or her address as recorded in the register of members;

- (b) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
- 2.2 Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

PART 3 – MEMBERSHIP

- 3.3 The members of the Society are the following:
- (a) applicants for incorporation of the society;
 - (b) a director of the society;
 - (c) “active members” of the society are those organizations and their appointed accredited voting delegates that have the following membership criteria:
 - (i) Are those recognized youth clubs primarily established for the purpose of organizing and operating open age soccer as defined by the Society and these Bylaws;
 - (d) any person who subsequently becomes a member, in accordance with these Bylaws.
- 3.4 Every member shall uphold the constitution and comply with these bylaws.
- 3.5 The amount of the first annual membership dues shall be determined by the directors. After that the annual membership dues shall be determined at the annual general meeting of the society. The annual membership duties may be waived for any category of members.
- 3.6 A member shall cease to be a member of the society:
- (a) By delivering its resignation in writing to the secretary of the society or mailing or delivering it to the address of the society;
 - (b) On dissolution;
 - (c) On being expelled;

(d) On having been a member not in good standing for 6 consecutive months.

3.7 Expulsion of member

(a) A member may be expelled by a special resolution of the members passed at a general meeting.

b) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

(c) The member 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 a vote.

3.8 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 by him to the society and he is not in good standing so long as the debt remains unpaid.

PART 4 - MEETINGS OF MEMBERS

4.9 General Meetings of the Society shall be held at the time and place that the directors decide.

4.10 Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.

4.11 The directors may, when they think fit, convene an extraordinary general meeting.

4.12 Any three directors or three club members of good standing may, notwithstanding the decision of the majority of directors, may require the convening of an Extraordinary General Meeting.

4.13 The following shall apply to all General Meetings of the Society:

(a) Notice shall be given in accordance with section 60 of the Society Act to all members shown on the register of members on the day notice is given.

- (b) Additionally two weeks notice of a general meeting shall be given to our member clubs.
- (c) Notice of a meeting shall specify the place, day and hour of meeting, and, in case of special business, the general nature of that business.
- (d) 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.

4.14 In order to vote at the; Annual General Meeting of the Society a member must be a member in good standing of the society as of April 1 of the year in which the annual general meeting is held; in order to vote at any other General Meeting the member must be in good standing at least sixty days prior to the date of the meeting.

4.15 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 5 - PROCEEDINGS AT GENERAL MEETINGS

5.16 Special business is:

- (a) All business at an Extraordinary General Meeting except the adopting of rules of order; and
- (b) All business 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 bylaws, ought to be transaction 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.

5.17 Quorums

- (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 50% plus 1 of the voting members present or a greater number that the members may determine at a general meeting.
- (d) The accredited voting delegates to the General Meetings of the Society shall be the authorized delegate members of each recognized youth club in active membership. A delegate must be able to provide written proof that they are the accredited delegate for their club and entitled to vote on the member-club's behalf.
- (e) Each active member having fewer than 400 registered players as of the immediate preceding season shall be eligible to cast one vote at the Annual General Meeting. Members with more than 400 registered players shall be permitted one vote for the first 400 registered players and one vote for each additional 400 registered players in the current season.
- (f) Each UISA director has one vote.

5.18 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.

5.19 Subject to bylaw 20, the president of the society, the vice president or in the absence of both, one of the other directors present, shall preside as chairman of a general meeting.

5.20 If at a General Meeting:

- (a) There is no president, 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 are unwilling to act as chairman, the members present shall choose one of their number to be chairman

5.21 Adjournment

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

5.22 Resolutions

- (a) A resolution proposed at a meeting must be seconded.
- (b) The chairman of a meeting may move or propose a resolution.
- (c) 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.

5.23 Votes

- (a) Each accredited member in good standing present at a general meeting of members is entitled to vote.
- (b) Voting by proxy is not permitted.

5.24 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 6 - ELECTION OF DIRECTORS

6.25 The number of directors shall be up to seven (7) “at large directors” or such greater number as is determined from time to time at a general meeting plus a director elected to represent each member club of the society. (This number of directors is hereinafter referred to as the “Designated Number of Directors”).

6.26 All directors shall be nominated and elected at a General Meeting.

6.27 Notwithstanding the above, at the first Annual General Meeting of the Society all of the directors shall be elected. Those four persons receiving the largest number of votes shall be elected for a two year term; the three persons receiving the next largest number of votes shall be elected for a one-year term. If there is no election or if there is a tie in the number of votes received by nominees for the last of the two year terms, the four two year term directors shall be determined by the order of nomination.

6.28 At subsequent annual meetings At large directors shall be elected for a two-year term unless the director is being elected to replace a director who has resigned before the completion of this or her term in which case the director shall be elected to complete the term of the resigning director.

6.29 Vacancies

(a) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(b) 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.

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

6.31 A director shall cease to hold office if he or she fails to attend at least three consecutive

meetings without reasonable excuse.

6.32 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.

PART 7 - DIRECTORS AND OFFICERS

7.33 The directors may exercise all the powers and do all the acts and things the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to:

- (a) All laws affecting the society
- (b) These bylaws, and
- (c) Rules, not being inconsistent with these bylaws, which are made from time to time by the society in general meeting.

7.34 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.

7.35 Elections

- (a) At the first meeting of the directors after the Annual General Meeting, the directors shall appoint such officers as they deem appropriate which officers shall include a president, vice president, secretary, a treasurer and a registrar.
- (b) The president, vice president, secretary, treasurer and registrar and any other person appointed an officer shall be directors of the Society.
- (c) Notwithstanding 35(23) the directors may appoint persons other than directors as "Officials". The "Officials" shall be responsible to carry out such duties as determined by the directors.
- (d) Separate elections shall be held for each office to be filled.
- (e) An election may be by acclamation; otherwise it shall be by ballot.

- (f) If no successor is elected the person previously elected or appointed continues to hold office.

7.36 In accordance with Article 7 of the Constitution 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 by him while engaged in the affairs of the society.

PART 8 - PROCEEDINGS OF DIRECTORS

8.37

- (a) The directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit, provided that the directors shall meet no fewer than ten times in each and every calendar year.
- (b) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be the majority of the directors then in office.
- (c) The president shall be chairman of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for the 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) A director may at any time, and the secretary, on the request of a director, shall, convene a meeting of the directors.

8.38

- (a) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they see fit.
- (b) A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed upon it by the directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the directors to be held next after it has been done.

8.39 A committee shall elect a chairman of its meetings; but if no chairman is elected, or if at a 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.

8.40 The members of the committee may meeting and adjourn as they think proper.

8.41 For a first meeting of directors 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 directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

8.42 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 meetings 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 is present, be valid and effective.

8.43

- (a) Questions arising at a meeting of directors or committees of directors need be seconded and the chairman of a meeting may move or propose a resolution.
- (b) In case of an equality of votes the chairman does not have a second or casting vote.

8.44 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.

8.45 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 9 - DUTIES OF OFFICERS

9.46 President's duties

- (a) The president shall preside at all meetings of the society and of the directors.
- (b) The president is the chief executive officer of the society and shall supervise the other officers in the execution of their duties.

9.47 The vice president shall carry out the duties of the president during his absence.

9.48 The secretary shall:

- (a) Conduct the correspondence of the society;
- (b) Issue notices of meetings of the society and directors;
- (c) Keep minutes of all meetings of the society and directors;
- (d) Have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) Have custody of the common seal of the society; and
- (f) Render financial statements to the directors, members and others when required.

9.49 The treasurer shall:

- (a) Keep the financial records, including books of account, necessary to comply with the Society Act; and
- (b) Render financial statements to the directors, members, and others when required.

9.50

- (a) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
- (b) When the secretary-treasurer holds office the total number of directors shall not be less than six (6) or the greater number that may have been determined pursuant to Bylaw 25.

9.51 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

PART 10 – SEAL

10.52 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.

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

PART 11- BORROWING

11.54 In order to carry out the purposes of the Society the directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

11.55 No debenture shall be issued without the sanction of a special resolution.

11.56 The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

PART 12 – AUDITOR

12.57 This Part applies only where the society is required or has resolved to have an auditor.

12.58 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

12.59 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.

12.60 An auditor may be removed by ordinary resolution.

12.61 An auditor shall be promptly informed in writing of appointment or removal

12.62 No director and no employee of the society shall be auditor.

12.63 The auditor may attend general meetings.

PART 13 - NOTICES GENERALLY

13.64 A notice may be given to a member, either personally or by mail to him at his registered address.

13.65 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 the notice was properly addressed and put in a Canadian post office receptacle.

13.66 Notice of a general meeting shall be given to the auditor, if part 11 of the *Society Act* applies.

PART 14 – BYLAWS

14.67 On being admitted to membership, each member is entitled to, upon written request, and the society shall give him, without charge, a copy of the constitution and bylaws of the society.

14.68 These bylaws shall not be altered or added to except by special resolution.

14.69 Constitutional and Bylaw changes must be presented to the membership a minimum of 30 days prior to the AGM.

14.70 Constitutional and Bylaw changes must be presented to the Board of Directors a minimum of 60 days prior to the AGM.

PART 15 – DUTIES OF MEMBERS

15.1 Within 60 days of their AGM, member Clubs must submit to the UISA Board of Directors the following on an annual basis:

1. A copy of minutes approved at the AGM
2. Audited or reviewed financial statements
3. A list of their current executive and/or board members complete with phone number and email addresses
4. A copy of the Club’s constitution, if amended.

Dated the 24th day of April, 2010.

Witness(es)

Applicants for Incorporation

(Signature)

(Signature)

(Printed Name)

(Printed Name)

(Street Address)

(Street Address)

(City, Province, Postal Code)

(City, Province, Postal Code)