

# Fusion Football Club Soccer Association BYLAWS

## PART 1: AFFILIATIONS

The Club shall be subject to the published Bylaws, Rules, Regulations and Policies in declining order of authority of the following governing organizations:

- 1) FIFA;
- 2) The Canadian Soccer Association;
- 3) British Columbia Soccer Association ("BC Soccer");
- 4) The BC Premier League ("BCSPL");

## PART 2: INTERPRETATIONS

### 1) Definitions

In these Bylaws, unless the context otherwise requires:

- a) "Youth Districts" shall mean the Vancouver District and Richmond District, or their successors, as established by BC Soccer;
- b) "BC Soccer" shall mean the British Columbia Soccer Association;
- c) "Club" shall mean Fusion Football Club Soccer Association;
- d) "Directors" shall mean the directors of the Club;
- e) "Act" shall mean the *Societies Act* of the Province of British Columbia and regulations thereto, as amended from time to time;
- f) "Registered Address" of a member shall mean the address as recorded in the register of members;
- g) "Active Member" shall mean an individual who becomes and remains a member in good standing in accordance with these Bylaws. An Active Member shall have the right to vote as set out in these Bylaws. The terms "member" and "active member" are used interchangeably in these Bylaws;
- h) "Team" shall mean a youth soccer team registered to play in the BCSPL that has its home ground playing field within the Youth Districts;

- i) "Registered Player" shall mean a person whose application for registration with the Club has been validated by the Registrar for the current playing season;
  - j) "Board" shall mean the Board of Directors of the Club;
  - k) "Special Resolution" shall mean a resolution passed in a meeting of the members by a majority of not less than two-thirds of the votes cast as allowed under these Bylaws;
  - l) "Ordinary Resolution" shall mean a resolution passed in a meeting of the members by a simple majority of the votes cast as allowed under these Bylaws; and
- 2) Words importing the singular include the plural and vice versa, and words importing a male person include a female person, a corporation, and any other organization or association, whether incorporated or unincorporated, as the context may require.

### **PART 3: MEMBERSHIP**

- 1) There is one (1) class of Membership in the Club: "MEMBERSHIP". Membership shall be open to one parent or legal guardian of a minor aged player(s) duly registered with this Club, as approved by the Board at its discretion. Each Active Member shall be entitled to receive notice of, to attend and to vote at all meetings of the members of the Club.
- 2) In addition to Active Members, the following shall continue to be members of the Club, but only until the first meeting of the members following coming into force of these Bylaws: the Vancouver FC Soccer Association ("VFC"), the Richmond Soccer Association ("RSA"), Chairman of VFC and Chairman of the RSA, at which time their membership in the Club shall cease, except to the extent any of those persons qualify for "Membership".
- 3) An individual may apply for membership in the Club and upon acceptance by the Club pursuant to the terms of this Part 3, becomes a member.
- 4) Every member must uphold the Constitution and comply with these Bylaws.

5) Membership Fees

Membership fees shall be set by the Board and ratified by the Membership at a General Meeting of the Club. All members are subject to the membership fees.

6) Approval of New Members

An individual may be accepted into Membership upon:

- a) submitting an application to the Board showing good and sufficient need for such an application and other documentation as required by the Board, and
- b) obtaining the approval of the Board.

7) Membership Renewal

- a) Membership shall cease at the end of each playing season (as defined by BC Soccer).
- b) Membership shall only be renewed by completing the required registration documentation and the payment of any fees on an annual basis.

8) Rights of Members

Members shall be accorded the following rights where applicable:

- a) To be governed in accordance with BC Soccer and the Club's published Constitution, bylaws and rules,
- b) To participate in BC Soccer sanctioned competitions and tournaments,
- c) To participate in BC Soccer sanctioned programs such as player, coach and referee development,
- d) To participate in BC Soccer, and Club sanctioned programs,
- e) To attend and vote, in accordance with the Bylaws, at all meetings of the members called by the Club, and
- f) To participate in BC Soccer Insurance Plan.

9) Discipline of a Member

- a) A member may be fined, placed on probation or performance bond, censured, suspended or expelled from membership for cause after lodgement of a formal complaint that is substantiated at a hearing held in accordance with BC Soccer's published rules.
- b) The Board may suspend a member without a formal complaint and hearing in extraordinary circumstances, as determined by the Board. The

Board shall provide reasons for the proposed suspension and request submissions be provided by the member at issue in writing or verbally within seven days from the date of the notice. Such submissions, if any, shall be considered and a final decision made by the Board

- c) The Members may discipline or remove a member by special resolution at a meeting of the members, provided the meeting notice states the proposed reasons for the discipline or removal, and the member is provided with an opportunity to be heard at the meeting either orally or in writing.
- d) A member that is suspended loses all rights of membership until the suspension has been completed.

10) Termination of Membership

Membership in the Club shall be deemed to have been terminated:

- a) If the member submits a signed letter of withdrawal to the Club,
- b) If the member is expelled by the Club,
- c) If the member dies, or in the case of a corporation or society, is dissolved,
- d) If the member is not in good standing for a period of six months; or
- e) If the member fails to renew annual membership in accordance with the Bylaws.

11) Members Not in Good Standing

The Board may declare a member to be not in good standing who has failed to pay the current annual membership fee, if any, or any other subscription or debt due and owing by the member to the Club or fails to comply with the requirements of these Bylaws. As long as the debt remains unpaid and/or non-compliance remains, the member is not in good standing and loses all rights of membership.

**PART 4: BOARD OF DIRECTORS**

- 1) The Club shall be governed by a Board which shall consist of up to 9 but not less than 5 individuals.
  - a) These individuals shall hold the positions of:
    - i) President or Chair
    - ii) Vice-President or Vice Chair
    - iii) Treasurer
    - iv) Secretary

- v) Director-At-Large
  - b) A director may hold more than one office, except President/Chair and Vice-President/Vice Chair.
  - c) A director shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.
  - d) A director shall serve for a term of 3 years or until his or her successor is elected or appointed.
- 2) A paid employee of the Club shall be permitted to attend meetings of the Board, as appropriate (at the discretion of the Board), and shall have a voice but no vote at such meetings.
- 3) After an initial Board has been elected, one half of the Directors should be elected on alternating years. At the first annual meeting of the members where the directors are elected after these bylaws come into force, the following terms shall be applicable.
- a) At least one director shall be elected for a one year term;
  - b) At least one director shall be elected for a two year term;
  - c) At least one director shall be elected for a three year term;

Thereafter, directors shall be elected to staggered three year terms, commencing at the annual meeting of the members where they are elected.

- 4) Each of VFC and RSA shall have the right to appoint one director to the Club's Board. Such directors shall have all of the rights and obligations of elected directors and shall be subject to all of the terms and conditions of these Bylaws, except those terms referring to election of directors. Such directors, if appointed, will be appointed for two year terms.
- 5) Director Resignation and Vacancy
- a) A director has the right to resign their position by submitting a signed letter of resignation to the Club.
  - b) A vacancy on the Board, caused by removal, resignation, incapacity or death, shall be filled by a majority vote of the Board. The successor director shall hold their incumbent's position for the remainder of the term being filled or until the next annual meeting of the members, whichever comes first.

6) Removal of Director

- a) A director shall automatically be removed from their position if:
  - i) they cease to be qualified as set out in the Act or these bylaws; or
  - ii) they become, or are discovered to be, an undischarged bankrupt.
  
- b) A director may be removed from their position by resolution of the Board if:
  - i) they become incapable of performing the business of the Club;
  - ii) they are absent from two (2) or more regularly scheduled meetings of the Board in a year without satisfactory reason;
  - iii) they are no longer domiciled in British Columbia;
  - iv) they have failed to properly account for monies or other property belonging to the Club;
  - v) they have been found guilty of a criminal offence regardless of whether or not the offence directly affected the Club; or
  - vi) they have been found guilty by BC Soccer of failing to act in accordance with the Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and Policy of BC Soccer.

Such removal shall require the Board to give to all Board members, including the subject director, of a minimum of 14 days' notice of a hearing to consider the removal of a director. The subject director shall be given an opportunity to present evidence at the hearing. The decision to remove a director must be passed by a minimum two-thirds (2/3) majority vote of the directors present at the meeting.

- c) A director may be removed by the membership provided:
  - i) the director is given the opportunity to present evidence in their defense at the next duly constituted meeting of the members;
  - ii) all members will be given a minimum of thirty (30) days' notice of this agenda item prior to the members' meeting; and
  - iii) the decision to remove a director must be passed by a minimum two-thirds majority vote of the members present at the meeting.

7) Conflict of Interest and Standards of Conduct

The directors and senior managers of the Club shall adhere to BC Soccer's Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and Policy as amended from time to time and the procedure for disclosure and recordation of conflicts as set out in the Act.

8) Duties of Board

- a) The Board shall conduct the business of the Club during the periods between meetings of the members of the Club and in accordance with the authority granted to it in the Bylaws of the Club.
- b) The Board shall be responsible for the appointment and removal of appointments of all positions within the Club except for those positions elected by the membership of the Club. This shall include the appointment of volunteer and paid positions within the Club's operations.
- c) The Board may also revoke, for good and sufficient cause, any volunteer appointment providing that it has provided that volunteer the opportunity to give cause why such revocation should not take place.

9) Duties of Directors

- a) **President**  
The President shall preside at all meetings of the members of the Club and meetings of the Board. The President shall: be an ex officio member of all committees, except any nominations committee; shall appoint all chairs of standing and special committees subject to ratification by the Board; shall coordinate all duties of the Board, committees, and staff; and shall be the spokesperson for the Club. The President has no authority to act unless directed to do so by the Board.
- b) **Vice-President**  
The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board.
- c) **Treasurer**  
The Treasurer shall: ensure that full and accurate records are kept of the accounts of the Club; shall report to the Board at least once per quarter; and submit an Annual Financial Report, including budget, at annual meetings of the members.
- d) **Secretary**  
The Secretary shall: keep a record of all minutes of the organization; keep on file all committee reports; notify officers and committee members of their election or appointment; furnish committees with those documents required to perform their duties; sign all certified copies of acts of the organization, unless otherwise specified in the Club's published rules;

maintain record books in which the constitution, published rules and minutes are entered and to have the current record books available at each meeting; to send out to the membership a notice of each meeting of the members; send out to the Board notice of each meeting of the Board; conduct the general correspondence of the organization that is not the proper function of another office or committee; prepare, prior to each meeting in consultation with the presiding officer, an order of business; and in the absence of the president and vice-president, preside until the immediate election or appointment of a new presiding officer.

- e) Other Director Positions  
The duties of other Director Positions shall be determined by the Board.

10) Nominations and Elections

- a) **Only a member of the Club, whose membership is in good standing, and who is a parent or guardian of a player registered with Club, is eligible to be nominated as, elected as and/or to serve as a director of the Club.**
- b) Nominations for positions on the Board may be made by any member at the annual meeting of the members.
- c) Nominations and elections for open positions shall be held in the order of the positions listed in the Bylaws.
- d) Election shall be by secret ballot, but in the event only one candidate is nominated, no vote is required and the nominated candidate shall be declared elected by acclamation.
- e) All Directors shall be elected by a majority vote in the following order:
  - 1. President
  - 2. Vice President
  - 3. Treasurer
  - 4. Remaining Directors

- 11) Authority of President. The President shall speak on behalf of the Club based on the direction of the Board.

12) Deemed removal on election to other soccer organization

- a) A Director of the Club may not hold an elected or appointed board of directors' position on a Youth District Association or soccer-related youth league organization's Board.



- b) If a Director holds such a position for more than 60 days, they shall be deemed removed from Club's Board.

## **PART 5: MEETINGS**

### 1) General Meetings

- a) An official notice of each meeting of the members shall be given to all members at least 7 days before the meeting is to be held, at such place, and at such date as the Board may determine. Such notification shall be by:
  - i) personal delivery;
  - ii) regular mail;
  - iii) email, where an email address has been provided by a member for that purpose; or
  - iv) fax, where a facsimile address has been provided for that purpose;
- b) A quorum shall be those present at a duly constituted general meeting of the Club or a minimum of three (3) voting members, whichever is the greater. Any question shall be decided by a majority of the votes unless otherwise required by these Bylaws.
- c) In the event a quorum is not achieved at the meeting, the meeting will be adjourned for seventy- two (72) hours at which time it will be reconvened with those voting members who are present.
- d) The accidental omission of notice does not invalidate the proceedings of that meeting.

### 2) Annual Meeting of Members

The Club shall hold its annual meeting of the members no later than June 1 of each year. The agenda of the meeting shall include:

1. Roll Call
2. Credentials Report
3. Minutes of Previous annual meeting of the members
4. President's (Chair's) Address
5. Officers' Reports
6. Treasurer's Report
7. Auditor's Report
8. Appointment of Auditors
9. Other Reports

10. Unfinished Business
11. Amendments to the By-Laws
12. Roll Call
13. Election of Officers and Directors
14. Any Other Business
15. Adjournment

3) Requisitioning a Meeting of Members

- a) A meeting of the members of the Club:
  - i) may be called by the Board by its own motion, or
  - ii) shall be called by the Board upon receipt of a written request submitted to the Club by registered mail, certified mail, trace mail, courier service, hand delivery, fax or email, signed by members in good standing and entitled to vote representing not less than ten per cent (10%) of the voting membership and complying with the requirements for members to requisition a general meeting under the Societies Act.
- b) The meeting of members shall be held within twenty-one (21) days of receipt of the written request from the Members. The Board has twenty (20) days after receipt to hold the meeting of the members. If it does not, on the twenty-first (21) day, the Members who requisitioned the meeting may call a meeting per the notice requirements in these bylaws and the *Societies Act*. Only the business set out in the notice to the meeting of the members shall be considered.

4) Voting at meeting of the members

- a) Each Active Member shall have one vote.
- b) No Member shall have more than one (1) vote.
- c) Voting by proxy is not allowed.

5) Board Meeting

- a) The Board shall meet whenever the chair deems it necessary, or is instructed to do so by a majority of the Board, but in any case shall meet at least once every two months. The Board shall meet at least six (6) times per year. Notice of the time and place of each meeting shall be given by the President or Secretary to all directors at least fourteen (14) days before the meeting is to be held.

- b) A majority of the members of the Board shall form a quorum at all meetings of the Board. Questions arising at any meeting shall be decided by a majority of votes where each director is entitled to cast one vote.

## **PART 6: COMMITTEES**

The membership at any meeting of the members, or the Board at any meeting of the Board, may establish a standing committee or special committee to carry out specific business or programs of the Club.

## **PART 7: PROCEDURES GOVERNING MEETINGS**

All meetings of the Club shall be conducted in person or via video/teleconferencing and in accordance with the most recently published Robert's Rules of Order except as may be otherwise stipulated in these Bylaws or other Rules and Regulations of the Club.

## **PART 8: BY-LAWS AND AMENDMENTS**

- 1) Bylaw amendments may be proposed by the Board, or submitted by a member to the Club in writing at least forty-five (45) days prior to a meeting of the members, and approved by Special Resolution at a meeting of the members where notice of the proposed amendments has been given.
- 2) All members shall be notified of the proposed Bylaw amendments referred to in subparagraph (1). Such notification shall be made a minimum of seven (7) days prior to the meeting called for that purpose.

## **PART 9: RULES AND REGULATIONS**

- 1) The Club shall have Rules and Regulations for the operation and administration of the game of soccer within the Club.
- 2) Amendments to the Rules and Regulations may be made by a majority vote of the Board or the voting members at a meeting of the members. If the Rules and Regulations are amended by the Board, the amendment shall be presented for ratification at the next meeting of the members. If the amendment is not ratified, it is of no effect and the previous Rules and Regulations are then in effect.

## **PART 10: INDEMNITY**

- 1) In this Part, "eligible party" has the same meaning as in the *Societies Act*.
- 2) Indemnification. Subject to the provisions of the Act, the Club will indemnify an eligible party against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that eligible party, by reason of his or her holding or having held authority within the Club:
  - a) is or may be joined as a party to such legal proceeding or investigative action; or
  - b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.
- 3) Advancement of Expenses. To the extent permitted by the Act and these bylaws, all costs, charges and expenses incurred by an eligible party with respect to any legal proceeding or investigative action may be advanced by the Club prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the eligible party to repay such amount unless it is ultimately determined that the eligible party is entitled to indemnification hereunder.
- 4) Indemnification Prohibited. Notwithstanding the above, the Club shall not indemnify an eligible party against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such eligible party:
  - a) has already been reimbursed for such expenses;
  - b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that he or she ought to have done;
  - c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Club or subsidiary; or
  - d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that his or her conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

- 5) Non-compliance. The failure of an eligible party to comply with the provisions of the Act, of the constitution, or these bylaws will not invalidate any indemnity to which he or she is entitled to under this Part.
- 6) Deemed Contract. Every eligible party on being elected or appointed will be deemed to have contracted with the Club upon the terms of the foregoing indemnities.

## **PART 11: FINANCE**

Financial Statements shall be defined as an annual statement of financial position (balance sheet), statement of operations, and statement of changes in net assets.

- 1) The Financial Statements of the Club shall:
  - a) be reviewed annually with a Review Engagement by a licensed CPA; or, where approved by the Directors,
  - b) be reviewed annually with a Notice to Reader by a licensed CPA.

Except where an independent review report has been approved by the Directors, the Financial Statements of the Club and the review engagement report shall be presented at the annual meeting of the members. The Financial Statements of the Club and review engagement report shall be distributed to the membership at least 10 days before the annual meeting of the members.

Where an independent review report has been approved by the Directors, the annual Financial Statements of the Club and the independent review report (when prepared for the prior fiscal year) shall be presented at the annual meeting of the members. The annual Financial Statements of the Club and the independent review report (when prepared for the prior fiscal year) shall be distributed to membership at least 10 days before the annual meeting of the members.

- 2) A budget for the following fiscal year shall be prepared by the Board and presented for approval at the annual meeting of the members. The budget shall include all proposed fees.
- 3) The Board of Directors may not cause the Club to be indebted or encumbered without seeking the prior approval of the membership, and obtaining prior approval by special resolution.

- 4) Signing officers for financial accounts and executing contracts on behalf of the Club shall be a minimum of two (2) directors.
- 5) The fiscal year end will be as determined by the Board.

## **PART 12: DISPUTE RESOLUTION**

- 1) Any person or organization will not take disputes to ordinary courts of law without first exhausting all available remedies as provided for by independent and duly constituted tribunals recognized under the rules of the BC Soccer, Canada Soccer, CONCACAF, or FIFA, as applicable.
- 2) The Club shall adhere to any dispute resolution process as published and approved by BC Soccer (the "Dispute Resolution" process).
- 3) Any member of the Club may initiate the Dispute Resolution process by communicating in writing to BC Soccer, with a copy to the Club, the nature and facts of the dispute. BC Soccer, at its discretion, may proceed with the Dispute Resolution process by assigning one or more neutral persons to the dispute.
- 4) The Dispute Resolution process shall not to be used for game discipline, which follows the normal discipline, protests, and appeals process of the Club, any applicable Youth District Association or BC Soccer.
- 5) The Club shall make available to any member a copy of the Dispute Resolution process when requested.
- 6) The member shall utilize all appeal and dispute resolution mechanisms prior to civil litigation. BC Soccer and the Club support the principles of Alternative Dispute Resolution and are committed to the techniques of mediation and arbitration as effective ways to resolve disputes and to avoid the uncertainty and cost associated with litigation.

## **PART 13: POLICIES**

- 1) The Club shall maintain policies that are consistent with the published and approved policies of BC Soccer. The Club may set such additional policies as determined from time to time by the Board.

- 2) The policies shall apply to all employees, directors, officers, volunteers, team officials, game officials, administrators, players, members and registrants of the Club.
- 3) The Club shall make available to any member a copy of the Club's policies when requested.

#### **PART 14: APPEALS**

- 1) Any registrant or registered organization directly affected by a decision of the Club may appeal such decision.
- 2) The denial or termination of membership in the Club may be appealed by a non-registered individual or organization.
- 3) A decision of the Club may be appealed to BC Soccer, to be conducted in accordance with BC Soccer's published rules. A decision of BC Soccer may be further appealed to BC Soccer, to be conducted in accordance with BC Soccer's published rules. A decision of BC Soccer may be further appealed to the Canadian Soccer Association, to be conducted in accordance with the Canadian Soccer Association's published rules.
- 4) An individual shall not appeal a decision made by the Board regarding the appointment, non-appointment, re-appointment or revocation of an appointment of an individual to any coach or administrator position within the Club's operations, except where the selection, appointment and revocation process outlined in the Rules and Regulations has not been followed.
- 5) An individual shall not be entitled to appeal a decision made by the Club regarding a player's team assignment on any Club, District, or Regional team.

#### **PART 15: DEFINITIONS/TERMINOLOGY**

Terminology used in these Bylaws shall have the same meaning as used by BC Soccer in its constitution, bylaws and published rules. In the case of a conflict between definitions, the definition used by BC Soccer shall govern.

#### **PART 16: DISSOLUTION**

Upon dissolution of Fusion Football Club Soccer Association, the assets which remain after all charges and expenses which are properly incurred in winding up shall be

assigned and distributed pro rata to both Vancouver FC Soccer Association and Richmond Soccer Association or successors thereto, as the directors may determine, or to such organizations as may be involved in the game of soccer, or to such charitable organizations as may be determined by the members of Fusion Football Club Soccer Association at the time of dissolution. **This provision was previously unalterable.**