# CONSTITUTION AND BYLAWS

*Nelson Soccer Association*

## NAME

The name of the Society is the NELSON SOCCER ASSOCIATION (NSA).

## PURPOSE

To foster, develop, and promote the game of soccer for ALL players in Nelson and surrounding community. To promote good sporting behavior and emphasize fair play at all times.

## PART 1: AFFILIATIONS

The Nelson Soccer Association shall be a member of FIFA, Canada Soccer and the British Columbia Soccer Association and shall be subject to the Bylaws, Rules, Regulations, and Policies of those bodies.

## PART 2: INTERPRETATIONS

1) **Definitions.**

In these bylaws of the Society, unless the context otherwise requires:

a) "Association" shall mean the Nelson Soccer Association;

b) "BC Soccer" shall mean the British Columbia Soccer Association;

c) "Directors" shall mean the directors of the Association;

d) "Act" shall mean the Societies Act of the Province of British Columbia and regulations thereto, as amended from time to time;

e) "Registered Address" of a member shall mean the address as recorded in the register of members;

f) "Active Member" shall mean an individual who becomes and remains an Active Member in good standing in accordance with these Bylaws. An Active Member shall have the right to vote as set out in these Bylaws;

g) "Life Member" shall mean a person who becomes and remains a Life Member in accordance with these Bylaws. A Life Member shall have a voice but no vote at meetings of the members of the Association;

h) "Team" shall mean a soccer team with not less than eleven registered players, (except for small-sided teams that may not have less than 6 players) plus team officials, whose application for affiliation has been validated by the Registrar or designate for the current playing season;

i) "Registered Player" shall mean a person whose application for registration with the Association has been validated by the Registrar for the current playing season;

j) "Board" shall mean the Board of Directors of the Association;

k) "Special Resolution" shall mean a resolution passed in a meeting of the members by a majority of not less than two-thirds (2/3) 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) The members of the Association are the applicants for incorporation of the Association, and those individuals who subsequently become members, in accordance with these Bylaws and, in either case, have not ceased to be members in good standing.

2) An individual may apply for membership in the Association and upon acceptance by the Association pursuant to the terms of this Part 4, becomes a member.

3) Every member must uphold the Constitution and comply with these Bylaws.

4) There are two classes of Membership (Active and Life):

### ACTIVE MEMBERSHIP

Active Membership shall be open to the following individuals, as approved by the Board at its discretion:

a) An adult player, as defined by the age of majority in the Province of British Columbia, duly registered with this Association.

b) One parent or legal guardian of a minor aged player(s) duly registered with this Association.

c) Appointed (officially carded) team officials.

d) Board of Directors.

e) Approved volunteer.

Each Active Member shall be entitled to receive notice of, to attend and to vote at all meetings of the members of the Association.

Each Active Member shall be entitled to one (1) vote at each meeting of the members.

### LIFE MEMBERSHIP

The Board may confer a Life Membership upon a person who has rendered valuable service to the Association. Life Members are afforded all rights of Membership and shall have a voice but no vote at meetings of the members of the Association.

5) **Membership Fees**

The active membership fees shall be set by the Board. Life membership shall be a Honorary position and not subject to fees.

6) **Approval of New Members**

An individual may be accepted into Active Membership upon:

a) registering for a program

b) submitting an application to the Board showing good and sufficient need for such an application and other documentation as required by the Board, and

c) 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 Active Members**

Active Members shall be accorded the following rights where applicable based on membership type:

a) To be governed in accordance with BC Soccer, the Respective Governing Body and the Association'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, the Respective Governing Body and Club sanctioned programs,

e) To attend and vote, in accordance with the Bylaws, at all meetings of the members called by the Association, 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 the 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 Association shall be deemed to have been terminated:

a) If the member submits a signed letter of withdrawal to the Association,

b) If the member is expelled by the Association,

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**

a) 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 Association 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 Association shall be governed by a Board which shall consist of nine (9) individuals with a required minimum of five (5).

a) These individuals shall be Directors and shall hold the positions of:

i) Chair

ii) Vice Chair

iii) Treasurer

iv) Secretary

v) Director-At-Large

A director may hold more than one office, except Chair and Vice Chair.

b) A director shall be nineteen (19) years of age or older and shall not be an undischarged bankrupt.

c) A director shall serve for a term of two (2) years or until his or her successor is elected or appointed. Said appointee shall be considered as an elected member of the Board with full voting privileges.

2) The Board shall elect a Chair, Vice Chair, Treasurer, and Secretary as its Officers.

3) Directors shall uphold their legal fiduciary duty, serving the Association's best interests, as a prudent person would.

4) Only one person per family member can be elected to the Board.

5) All positions on the board are strictly honorary appointments, and no remuneration will be paid. However, they will be reimbursed for out-of-pocket expenses.

6) The Board may engage employees and others as it shall deem necessary from time to time and such persons shall have authority and responsibility as the Board shall determine. The remuneration of any employees and others shall be approved by the Board.

7) An employee of the Association or someone other 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.

8) The Board shall assess the need for and fix the bond requirements of its officers and employees having control of the Association's funds.

9) The Board, during their term of office, shall also be the trustees of the Association and custodians of all the Association assets.

10) The Board shall have the right to suspend and/or dismiss any person or persons from the Association if in their judgment it is in the best interests of the Association.

11) The Association commits to provide Directors & Officers insurance to a minimum coverage value of $2,000,000 to indemnify Directors against risk that is not related to intentional violation or breach of fiduciary duty and/or criminal acts by Directors.

12) **Director Resignation and Vacancy**

   a) A director has the right to resign their position by submitting a signed letter of resignation to the Association.

   b) If a vacancy occurs on the Board, the remaining directors may appoint a qualified individual to fill the vacancy until the next meeting of the members. The remaining directors may also decide to leave the position open until the next general meeting.

13) **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 Association;

      ii) they are absent from three (3) 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 Association;

      v) they have been found guilty of a criminal offence regardless of whether or not the offence directly affected the Association; 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.

c) 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.

d) 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 (2/3) majority vote of the members present at the meeting.

14) **Conflict of Interest and Standards of Conduct**

a) The directors and senior managers of the Association 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.

15) **Duties of Board**

a) The Board shall govern the operations of the Association during the periods between meetings of the members of the Association and in accordance with the authority granted to it in the Bylaws of the Association.

b) The Board shall fulfill the following fundamental roles on behalf of the Association and its membership

i) Supervision, oversight and performance management of the Association's executive-level staff, who are responsible collectively for management of the Association's total operations.

ii) Development of strategy and oversight of its implementation and effectiveness.

iii) Safeguarding of the Association's key assets, including financial assets, intellectual property, human capital and other assets deemed important to the Association's welfare.

16) **Duties of Directors**

a) **Chair**

i) The Chair shall preside at all meetings of the members of the Association and meetings of the Board. The Chair shall: be an ex officio a member of all standing and special 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 and its standing and

special committees; and shall be the spokesperson for the Association. The Chair has no authority to act unless directed to do so by the Board.

b) **Vice-Chair**

i) The Vice-Chair shall act in the absence of the Chair and shall have other powers as assigned by the Board.

c) **Treasurer**

i) The Treasurer shall or make the necessary arrangements for the following: ensure that full and accurate records are kept of the accounts of the Association; shall report to the Board at least once per quarter; shall produce financial reports as required by the Board; shall produce financial statements for the past year within 90 days of its financial year end date, and submit an Annual Financial Report at annual meetings of the members.

d) **Secretary**

i) The Secretary shall or make the necessary arrangements for the following: 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 Association'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) All Officer positions shall hold one-year terms and be renewed annually by the Board of Directors, or filled at that time by new Directors

17) **Nominations and Elections.**

a) Nominations for positions on the Board may be made by any member at the annual meeting of the members.

b) Nominations and elections for open positions shall be held in the order of the positions listed in the Bylaws.

c) 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.

d) All Directors shall be elected by a majority vote. At the first Board meeting, the Board shall elect the positions of Chair, Vice Chair, Treasurer, Secretary, and remaining Directors.

e) In the event of a tie vote between candidates, the candidate with the least number of votes will be removed from the ballot and the vote will be repeated. This process will be repeated until the tie has been broken

f) The Chair shall speak on behalf of the Association based on the direction of the Board.

## PART 5: MEETINGS

1) **Annual Meeting of Members**

a) The Association shall hold its annual meeting of the members in October of each year. The Board shall advertise the date and location of meeting for at least two weeks prior to the meeting being held. The Association shall hold its annual meeting of members no later than 6 months following the close of the preceding fiscal year for the Association.

b) Attendance of thirty (30) verified Active Members in good standing at the meeting at the time of its Call to Order shall constitute as quorum at a duly constituted annual meeting of members of the Association. Any motion shall be decided by a majority of the votes unless otherwise required by these Bylaws or the British Columbia Societies Act.

c) The agenda of the meeting shall include:

i) Roll Call

ii) Credentials Report

iii) Minutes of previous annual meeting of the members

iv) Chair's Address

v) Officers' Reports

vi) Treasurer's Report

vii) Auditor's Report

viii) Appointment of Auditors

ix) Other Reports

x) Unfinished Business

xi) Amendments to the By-Laws

xii) Election of Officers and Directors

xiii) Any Other Business

xiv) Adjournment

d) Voting at an annual meeting of the members:

i) Each Active Member shall have one (1) vote.

ii) No Member shall have more than one (1) vote.

iii) Voting by proxy is not allowed.

e) Any motion shall be decided by a majority of the votes unless otherwise required by these Bylaws or the British Columbia Societies Act 2015

2) **Special Meetings of Members**

a) A special meeting of the members of the Association:

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 Association by registered mail, certified mail, trace mail, courier service, hand delivery, fax or e-mail, signed by not less than fifty (50) active members in good standing, and complying with the requirements for members to requisition a special meeting of members under the British Columbia Societies Act 2015.

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 British Columbia Societies Act 2015.

c) An official notice of each special meeting of the members shall be given to all members at least seven (7) days before the meeting is to be held, at such place, and at such date as the Board may determine. All notification shall be by: e-mail, where an e-mail address has been provided by a member for that purpose.

d) Attendance of thirty (30) verified Active Members in good standing at the meeting at the time of its Call to Order shall constitute as quorum at a duly constituted special meeting of the members of the Association.

e) Only the business set out in the notice to the special meeting of the members shall be considered.

f) Voting at a special meeting of the members:

i) Each Active Member shall have one (1) vote.

ii) No Member shall have more than one (1) vote.

iii) Voting by proxy is not allowed.

g) Any motion shall be decided by a majority of the votes unless otherwise required by these Bylaws or the British Columbia Societies Act 2015

3) **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 four times during the calendar year and at least once every three months.

b) Any director unable to attend the meeting can give their proxy to the Chair prior to the meeting.

c) An official notice of each meeting shall be given to all directors at least seven (7) days before the meeting is to be held, at such place, and at such date as the Board

may determine. All notification shall be by: e-mail, where an e-mail address has been provided by a director for that purpose.

d) A minimum of five (5) directors, a majority, 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: BOARD COMMITTEES

1) The Board at any meeting of the Board, may establish a standing committee or special committee to carry out governance duties of the Association.

## PART 7: PROCEDURES GOVERNING MEETINGS

1) All meetings of the Association 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 Association.

2) **Directors' Resolutions Without a Meeting**

a) A resolution of the directors may be passed without a meeting if a copy of the resolution is provided to all directors and at least two-thirds of the directors consent to the resolution in writing or by electronic means. A copy of the resolution and the consents of the directors must be kept with the records of the proceedings of the directors.

## PART 8: BY-LAWS AND AMENDMENTS

1) Amendments to the Constitution or Bylaw may be proposed by the Board or submitted by an active member to the Association in writing at least twenty-one (21) 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 Association shall have Rules and Regulations for the operation and administration of the game of soccer within the Association.

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 Act.

2) **Indemnification.** Subject to the provisions of the Act, the Association 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 Association:

   i) is or may be joined as a party to such legal proceeding or investigative action; or

   ii) 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 Association 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 Association shall not indemnify an eligibly 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 Association; 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 Association 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 (profit and loss account), and statement of changes in net assets.

1) The Financial Statements of the Association shall: be reviewed annually with a minimum Notice to Reader by a licensed Chartered Professional Accountant.

2) The annual Financial Statements of the Association and the independent review reports (when prepared for the prior fiscal year) shall be presented at the annual meeting of the members.

3) The Board of Directors may not cause the Association 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 on behalf of the Association shall be a minimum of two (2) directors.

5) Authority to bind the Association shall be outlined in policies relating to financial control and executive limitations to be developed, implemented and made available by the Board.

6) 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 Association shall adhere to any dispute resolution process as published and approved by the BC Soccer, from time to time (the “Dispute Resolution” process).

3) Any member of the Association may initiate the Dispute Resolution process by communicating in writing to BC Soccer, with a copy to the Association, 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 Association and BC Soccer.

5) The Association 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 Association 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 Association shall maintain policies that are consistent with the published and approved policies of BC Soccer. The Association 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 Association.

3) The Association shall make available to any member a copy of the Association's policies when requested.

## PART 14: APPEALS

1) Any registrant or registered organization directly affected by a decision of the Association may appeal such decision.

2) The denial or termination of membership in the Association may be appealed by a non-registered individual or organization.

3) A decision of the Association may be appealed to the 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 Association'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 Association regarding a player's team assignment on any Club, District, or Regional team.

## PART 15: DEFINITIONS/TERMINOLOGY

1) 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

1) Upon dissolution of the Association, the assets which remain after the payment of all charges and expenses which are properly incurred in winding up, shall be assigned and distributed to such organizations as may be involved in the game of soccer, or to such charitable organization or organizations as may be determined by the members of the Association at the time of dissolution. Any assets that are a result of Gaming within the Province of British Columbia shall be returned to the Minister of Finance of the Province of British Columbia.