



PGSA - PRINCE GEORGE SOCCER ASSOCIATION

CONSTITUTION AND BY-LAWS

JANUARY 2018



PGSA - PRINCE GEORGE SOCCER ASSOCIATION
C O N S T I T U T I O N

1. The name of the society is "PRINCE GEORGE SOCCER ASSOCIATION".
2. The purposes of the Society are:
 - (a) To promote, develop and organize soccer in Prince George and adjacent geographical areas;
 - (b) To promote and develop all aspects of the game;
 - (c) To assist in any way whatsoever any organization or association promoting interest in, or development of, the game of soccer.



PGSA - PRINCE GEORGE SOCCER ASSOCIATION BY - L A W S

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PART 1 - AFFILIATIONS

The Prince George Soccer Association shall be a member of the British Columbia Soccer Association ("BC Soccer") and 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

PART 1 – INTERPRETATION

1. In these Bylaws, unless the context otherwise requires:
 - (a) "Directors" means the Directors of the Society;
 - (b) "Board" means the Board of Directors of the Society;
 - (c) "Societies Act" means the Societies Act of the Province of British Columbia from time to time in force and all amendments to it;
 - (d) "Registered address" of a member means their address as recorded in the register of members;
 - (e) "Society or Association" means Prince George Soccer Association;
 - (f) "Special Resolution" means 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.
2. The definitions in the Societies Act on the date these Bylaws became effective apply to these by-laws.

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.

3. There three types of Members, which are defined as follows:
 - (a) "ACTIVE" members are those who have paid full registration;
 - (b) "ASSOCIATE" members are those who pay a minimal fee as determined by the Society;
 - (c) "LIFE" members are those who have rendered valuable service to the Society and have been accepted at an Annual General Meeting by a Membership vote. If a Life member is also an Active member, they need to follow Active member fees.

ARTICLE 3 – MEMBERSHIP

1. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these Bylaws and, in either case, have not ceased to be members.
2. Any member of the public may apply to the Directors for membership in the Society and on acceptance by the Directors shall be a member; provided that, the Directors shall have an unfettered discretion to decide if an applicant may become a member of the Society.
3. There shall be THREE (3) types of members of the Society:
 - (a) "ACTIVE" members shall have a voice and a vote at General Meetings of the Association;
 - (b) "ASSOCIATE" members shall have a voice but no vote at General Meetings of the Association;
 - (c) "LIFE" members who have rendered valuable service to the Association may be elected LIFE members of the Association. A life member shall have a voice and a vote at General Meetings of the Association.
4. The amount of the annual membership fees shall be determined by the Directors and shall be presented for approval at the Annual General Meeting of the Association.
5. Membership duration shall begin upon the date of registration for a period of one year or upon the Society's registration date the following year, whichever is first.
6. Members can only vote if they are in good standing at the date of notification of an Annual General meeting or General Meeting. Members may not vote if they are not in good standing at the date of notification of an Annual General Meeting or General Meeting.
7. 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 and the Association's published 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 Association sanctioned programs;
 - (e) To attend and vote at all General Meetings called by the Association;
 - (f) To participate in BC Soccer Insurance Plan.

8. 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 Respective Governing Body and in the case that the rules of the Respective Governing Body are silent, 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.

9. A member in good standing shall cease to be a member of the Society:
 - (a) By delivering their resignation in writing to the Secretary of the Society;
 - (b) On their death or in the case of a corporation on dissolution; or
 - (c) On being expelled:
 - (i) A member may be expelled by a special resolution of the members passed at a General Meeting;
 - (ii) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion;
 - (iii) The person 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;
 - (d) On having been a member not in good standing for twelve consecutive months;
 - (e) Or as otherwise set out in these by-laws or in any schedule hereto.

10. All members are in good standing except a member who:
 - (a) Has failed to pay their current annual membership fee;
 - (b) Has failed to pay debt due and owing to the Society;
 - (c) Is in violation and contradiction to the Society's "Code of Conduct".

11. Every member shall uphold the Constitution and comply with these Bylaws.

PART 4 - MEETINGS OF MEMBERS

1. General Meetings of the Society shall be held at such time and place, in accordance with the BC Societies Act, as the Directors decide.
2. Other than an Annual General Meeting, all membership meetings are General Meetings.
3. The Directors may, whenever they think fit, convene a General Meeting.
4. In addition, TEN PERCENT (10%) or more of the voting membership may, at any time, by written notice, which specifies the purpose of the meeting and which is delivered to the Secretary, require the Directors to call a General Meeting of the Society, and the Directors shall there upon call an General Meeting of the Society, to be held not more than TWENTY-ONE (21) days after the receipt of such written notice, by the Secretary.
5. Minimum THIRTY (30) days' notice of each Annual General Meeting shall be given to all voting members. Written notice of these meetings shall designate the date, time, place, and agenda of the meeting. Additional agenda items may be submitted to the Secretary in writing, up to FIFTEEN (15) days prior to the meeting.
6. Minimum FOURTEEN (14) days' notice of each General Meeting shall be given to all voting members. Written notice of these meetings shall designate the date, time, place, and agenda of the meeting. Additional agenda items may be submitted to the Secretary in writing, up to SEVEN (7) days prior to the meeting.
7. 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.
8. The Annual General Meeting of the Society shall be held within 60 days of the Society's fiscal year-end, at such date, time and place as may be determined by the Directors.

PART 5 – PROCEEDINGS AT GENERAL MEETINGS AND THE ANNUAL GENERAL MEETING

1. (a) Special business is:
 - (i) All business at a General Meeting except the adoption of rules of order; and
 - (ii) All business that is transacted at an Annual General Meeting, except,
 - the adoption of rules of order
 - the consideration of the financial statements
 - the report of the Chair or Directors
 - the report of the auditor, if any
 - the election of all Director roles
 - the appointment of the auditor, if required, and
 - such other business as, under these Bylaws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting
- (b) Attendance at General Meetings and the Annual General Meeting:
 - (i) Each returning team must be represented at the Annual General Meeting by TWO (2) members in good standing. Noncompliance will result in a fine set by the Directors, payable at the time of team registration;
 - (ii) No business shall be conducted at a General Meeting at a time when a quorum is not present.
2. Each voting member in good standing shall have ONE (1) vote; voting shall be done by a show of hands or by ballot as determined by the Directors.
3. A member in good standing shall be entitled to appoint a proxy holder to attend, act and vote on their behalf, providing:
 - (a) The proxy holder is a member in good standing, and;
 - (b) The proxy holder is presented in writing, signed by the appointed, and;
 - (c) The proxy is provided in the following form, or one designated by the directors;
 - (d) The maximum number of proxy votes a single member can deliver is THREE (3).
4. Quorum
 - (a) A quorum shall consist of at least 5% of the voting membership;
 - (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.
5. For all member requested General Meetings, if a quorum is not present within THIRTY (30) minutes from the time appointed, the meeting shall be terminated.

For Director requested General Meetings, if a quorum is not present within THIRTY (30) minutes from the time appointed, the meeting shall be adjourned to the following week, at the same time and place. If at that time quorum is still not met, within THIRTY (30) minutes from the time appointed, the members present constitute a quorum.

6. Members who have business to bring to the Society, may request to have business added to the agenda for the next Directors meetings.
7. In the absence of the President and Vice-President of the Society, within FIFTEEN (15) minutes after the time appointed, one of the other Directors shall preside as chair of a General Meeting. If no Director is willing to act as chair for the General Meeting then the members present shall choose one of their members to be chair.
8. Adjournment of a General Meeting
 - (a) A General Meeting may be adjourned from time to time, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
 - (b) Where a meeting is adjourned for TEN (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting;
 - (c) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.
9. Decisions at a General Meeting
 - (a) A resolution proposed at a meeting shall be seconded and the chair of a meeting may move or propose a new resolution;
 - (b) The President shall only vote in case of a tie;
 - (c) Directors shall have no vote at General Meetings;
 - (d) In the result of a tied vote, the proposed resolution will not pass.

PART 6 – DIRECTORS AND OFFICERS

1. Duties of Board
 - (a) The Board shall conduct the business of the Society during the periods between General Meetings of the Society and in accordance with the authority granted to it in the Bylaws of the Society;
 - (b) The Board shall be responsible for the appointment and removal of appointments of all positions within the Society except for those positions elected by the membership of the Society. This shall include the appointment of volunteer and paid positions within the Society'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.

2. Board Make-up
 - (a) The President, Vice-President, Secretary, and Treasurer/Finance and one or more persons shall be the Directors of the Society.
 - (b) The number of Directors shall be no less than EIGHT (8) or such greater number as may be determined by the Directors. In addition to the elected Directors, the Board may appoint additional coordinators, paid or volunteer, to carry out specific duties as directed by the Board;
 - (c) The President, Vice President, Secretary and Treasurer/Finance will be elected for a TWO (2) year term. The President and Secretary's TWO (2) year term shall begin in the same year, while the Vice President and Treasurer two-year term shall begin the following year. The remaining Directors will resign at each Annual General Meeting and their successors voted in;
 - (d) There will be no limit to the number of times an individual can seek election for any given position;
 - (e) All Directors shall be of the age of NINETEEN (19) years or over;
 - (f) An election may also be by acclamation.

3. Director Resignation and Vacancy
 - (a) A Director may resign their position by submitting a signed letter of resignation to the Association;
 - (b) The Directors may at any time appoint a member as a Director to fill a Board vacancy;
 - (c) A Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Society, or the remaining term of the position, and is eligible for reelection;
 - (d) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

4. The members may by special resolution remove a Director before the expiration of their term of office, and may elect a successor to complete the term of office.

5. No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily incurred by them while engaged in the affairs of the Society.

6. The Directors are empowered to manage and to administer the affairs of the Society in accordance with the Society's Constitution and Bylaws.

7. The Directors may make rules and regulations necessary for governing and carrying out the purposes of the Society.

PART 7 - PROCEEDINGS OF DIRECTORS

1. As Directors of the Association, authority is granted to those elected. The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
2. A quorum shall consist of a majority of the directors, one of whom shall be the President or delegated representative.
3. Presiding
 - (a) The President shall be chair of all meetings of the directors; but if at any meeting the President is not present within THIRTY (30) minutes after the time appointed for holding the meeting, the Vice-President shall act as chair, but if neither is present the Directors present may choose one of their members to be chair at that meeting;
 - (b) A Director may at any time, or the Secretary, on the request of a Director, may convene a meeting of the Directors.
4. Committees
 - (a) The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit.
 - (b) Committees formed by resolution of the board shall conform to any rules or regulations imposed on them and are fully accountable to the Board of Directors;
 - (c) The members of a committee may meet and adjourn as they think deem appropriate;
 - (d) A committee shall be chaired by one of the Directors, but if no chair is elected, or if at any meeting the chair is not present within THIRTY (30) minutes after the time appointed for holding the meeting, the persons present who are members of the committee shall choose one of their number to be chair of the meeting.
5. A Director may request to be absent for a requested period from Director duties for such reasons like, illness or family illness, or temporary out of town work placement, or reasons otherwise determined and approved by the Directors.
6. A Director may be removed from their position by resolution of the Board if:
 - (a) They become incapable of performing the business of the Association;
 - (b) Willfully neglecting his or her duties. Such determination shall be made by a majority vote of the board;
 - (c) They are absent from TWO (2) or more regularly scheduled meetings of the board in a year without satisfactory reason;
 - (d) They are no longer domiciled in British Columbia;
 - (e) They have failed to properly account for monies or other property belonging to the Association;
 - (f) They have been found guilty of a criminal offence regardless of whether or not the offence directly affected the Association; or
 - (g) They have been found guilty by BC Soccer and or Prince George Soccer Association of failing to act in accordance with the Conflict of Interest Policy and Conduct, Ethics and Discipline Standards and Policy of BC Soccer.

7. Questions arising at any meeting of the Directors and committees shall be decided by a majority.
8. In the event of an equality of votes the chair does not have a second or casting vote.
9. No resolution proposed at a meeting of Directors or committee need be seconded and the chair of a meeting may move or propose a resolution.
10. 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.
11. Except as otherwise provided herein, all meetings of Directors or committees shall be governed by the parliamentary rules and usage set out in Roberts Rules of Order Revised.

PART 8 - DUTIES OF OFFICERS

President (Chair)

The President shall preside at all General Meetings of the Association and of the Board. The President shall be an ex officio a 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, staff; and shall be the spokesperson for the Association. The President has no authority to act unless directed to do so by the Board.

Vice-President (Vice-Chair)

The Vice President shall act in the absence of the President and shall have other powers as assigned by the Board.

Treasurer/Finance

The Treasurer shall: ensure that full and accurate records are kept of the accounts of the Association; shall report to the Board at least once per quarter; and shall submit an Annual Financial Report (including budget) to annual meetings of the members.

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 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; to send out to the Board notice of each meeting; 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 to preside until the immediate election or appointment of a new presiding officer.

Other Director Positions

The duties of other Director positions shall be determined by the Board.

PART 9 - BYLAWS

1. These By-laws may be altered or added to by a special resolution of the Society at a General Meeting and/or an Annual General Meeting.
2. Notice of a motion for any amendment to the Bylaws of the Society must be given in writing FIFTEEN (15) days to the Secretary of the Society prior to the date of an Annual General Meeting and/or General Meeting at which such motion will be introduced.

PART 10 - FINANCE

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

1. The Financial Statements of the Association shall:
 - (a) Be reviewed and/or audited annually by a licensed Chartered Professional Accountant (CPA).
2. The Financial Statements of the Association and the review engagement report or the auditor's report shall be presented at the Annual General Meeting of the members. The Financial Statements of the Association and the auditor's (if auditor is required) report shall be distributed to the membership at least 10 days before the Annual General Meeting of the members.
3. 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.
4. 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.
5. Signing officers for financial accounts and executing contracts on behalf of the Association shall be a minimum of TWO (2) Directors.
6. The funds of the Society not required for immediate use, may be kept on deposit in a bank, or may be invested in such manner as the directors may from time to time determine.
7. The Directors shall cause true accounts to be kept of:
 - (a) All sums of money received and expended and the matters in respect of which the receipts and expenditures took place;
 - (b) Assets and liabilities;
 - (c) All other transactions affecting the financial position of the Society.
8. No director and no employee of the Society shall be auditor.
9. The fiscal year of the Society shall terminate on the 31st day of December.

PART 11 - 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 Society 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 Society:

- (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 Society 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 Society 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 Society 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 Society upon the terms of the foregoing indemnities.

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 BC Soccer, Canada Soccer, CONCACAF, or FIFA, as applicable.
2. The Society shall adhere to any dispute resolution process as published and approved by BC Soccer from time to time (the "Dispute Resolution" process).
3. Any member of the Society may initiate the Dispute Resolution process by communicating in writing to BC Soccer, with a copy to the Society, the nature and facts of the dispute. The 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 Society and BC Soccer.
5. The Society shall make available to any member a copy of the Dispute Resolution process when requested.
6. A member shall utilize all appeal and dispute resolution mechanisms prior to civil litigation. BC Soccer and the Society 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 - APPEALS

1. Any registrant or registered organization directly affected by a decision of the Society may appeal such decision.
2. The denial or termination of membership in the Society may be appealed by a non-registered individual or organization.
3. A decision of the Society 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 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 Society'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 Society regarding a player's team assignment on any District, or Regional team.

PART 14 - DISSOLUTION

Upon dissolution of the Society, 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 Society 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.



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